

WATER NEW ZEALAND CONSTITUTION

Registered 1 December 2021

1. NAME

The name shall be *New Zealand Water and Wastes Association Incorporated* hereinafter designated the Association.

2. PURPOSE

“To be the pre-eminent organisation in New Zealand for promoting and enabling the sustainable management and development of the water environment.”

3. OBJECTS

If the water is healthy, the land is healthy, the people are healthy – *ka ora te wai, ka ora te whenua, ka ora nga tangata*.

Recognising the fundamental importance of water to society and of sustainable and environmentally responsible water supply, and stormwater and wastewater management:

3.1 Strategic

To promote integrated national and regional policies in the water environment based on sound principles, and scientific and technical evidence and knowledge.

3.2 Service

To facilitate the exchange of knowledge and provide quality products and services to meet the needs of our members.

3.3 Society

To benefit society by promoting a better understanding of the water environment and the sustainable management and development of resources, and to provide leadership and informed advocacy on water and wastes.

For the avoidance of doubt, the object of providing informed advocacy referred to in this clause is ancillary and secondary to the other principal objects.

3.4 Technical

To promote the advancement and application of fundamental and practical knowledge to natural water resources, water use and the environment.

4. MEMBERSHIP

4.1 Membership classes shall be:

- (a) Individual Member

An Individual Member shall be any natural person engaged or interested in any of the fields within the scope of the Association's Objects.

(b) Corporate Member

A Corporate Member shall be any corporation or company or other such organisation trading, practising or with an interest in the fields within the scope of the Association's Objects.

Corporate Members must nominate a natural person as their representative, who shall have all the rights and privileges of an Individual Member.

(c) Corporate Member - Additional

Corporate Members may nominate any number of additional natural persons as members. Such Corporate additional persons' membership is not transferable within a Corporate Member without Board approval. Corporate Additional Members shall enjoy all the rights and privileges of Individual Members, including voting rights.

(d) Student Member

A Student Member shall be an individual member primarily engaged in a recognised course of tertiary education.

(e) Overseas Member

An Overseas Member shall be:

- (i) any individual who resides principally out of New Zealand; or
- (ii) any body corporate based outside New Zealand.

(f) Honorary Life Member

An Honorary Life Member shall be a person who has been an Individual Member or the representative of a Corporate Member, and who has made a sustained and significant contribution to the Association. Honorary Life Members shall be nominated by the Board and shall be elected by a majority vote at a General Meeting.

5. ADMISSION, EXPULSION AND RESIGNATION OF MEMBERS

5.1 Each application for membership shall be made on the appropriate form supplied by the Association and shall be accompanied by the appropriate subscription. Membership, and continuing membership, is contingent upon payment of the appropriate subscription.

5.2 Membership applications shall be submitted to the Board either electronically or by ordinary post. A majority vote shall be required for acceptance to be included on the roll of the Association.

5.3 Any member may be expelled from the Association for a good and sufficient reason by a majority vote of the Board. Such a member may, within twenty-eight days of receiving notice from the Association of the intention to consider expulsion and the grounds thereof, make written application, either electronically or by ordinary post, to appear or place before the Board any explanation, and will be

heard, either electronically or in person, in respect of such explanation before the matter is determined.

- 5.4 Any member may, by notice in writing to the Association, resign membership after payment of all sums due to the Association.

6. MEMBERS' SUBSCRIPTIONS

- 6.1 The rates of subscription for all members shall (subject to this clause 6.1) be determined by the Association in General Meeting. There shall be no annual subscription for Honorary Life Members who shall retain all the rights and privileges of Individual Members.
- 6.2 All subscriptions shall be payable to the Association on demand. Any member for whom an annual subscription has not been paid within ninety days of demand may be removed from the membership list of the Association, with the loss of rights arising from affiliation with other organisations.
- 6.3 Reinstatement of membership may be made on receipt of the outstanding subscription or levy but the Association will not be responsible for any interruption to products and services arising from its actions.

7. BOARD

- 7.1 The Board shall comprise the following members (**Board Members**):
- (a) four members elected by the members in accordance with clauses 8.1 to 8.3 (**Elected Board Members**), including (i) the President and (ii) if applicable (in accordance with clause 11.2), the immediate former President during the year immediately following their term as President; and
 - (b) four members appointed by the Elected Board Members in accordance with clauses 10.1 and 10.2 (**Appointed Board Members**).
- 7.2 Board Members shall not be employees of the Association.
- 7.3 Board Members shall not be remunerated other than the reimbursement of reasonable out of pocket expenses incurred as a result of their participation on the Board.

8. ELECTED BOARD MEMBERS

- 8.1 Elected Board Members shall be elected by ballot of the membership and shall be announced at the Annual General Meeting. If more than one person is nominated for any position, the holder shall be determined by plurality vote, that is to say the candidate with the highest number of votes wins.
- 8.2 Nominations for the positions of Elected Board Members due to retire in any year shall be called seventy days prior to the Annual General Meeting. The nominee's, proposer's and seconder's names shall appear on the current roll of financial members and the nominee's written consent to stand for the office shall be obtained. Nominations will close fifty days prior to the Annual General Meeting.
- 8.3 The Association shall send to each financial member a ballot paper at least twenty-eight days prior to the Annual General Meeting. Ballot papers must be received at the Association Office on or before the nominated closure date, being not less than fourteen days before the Annual General Meeting.

8.4 For the purposes of clauses 8.2 and 8.3, communications between the Association, members and nominees, regarding ballot details and votes may be made and communicated by post or electronic mail.

9. APPOINTMENT OF PRESIDENT

9.1 At least four (4) months and not more than sixteen (16) months prior to the expiry of a President's term of office the Board Members shall elect one of their number as President-elect who shall assume office as President after the Annual General Meeting and preside over the Board meetings. At any time where the President is unavailable or unable to act the Board Members shall elect an acting President.

9.2 The President shall hold office for a two-year term and may only serve a single term as President.

10. APPOINTED BOARD MEMBERS

10.1 Elected Board Members shall appoint, at their absolute discretion (subject to clause 10.3), up to four Appointed Board Members from the current roll of financial members of the Association to ensure that the Board as a whole has an appropriate mix of skills, diversity and experience, based on criteria determined by the Board from time to time.

10.2 Nominations for the positions of Appointed Board Members due to retire in any year shall be called seventy days prior to the Annual General Meeting. The nominee's, proposer's and seconder's names shall appear on the current roll of financial members and the nominee's written consent to be nominated shall be obtained. Nominations will close fifty days prior to the Annual General Meeting.

10.3 Appointed Board Members shall be selected from amongst the nominees in advance of the Annual General Meeting and shall be announced at the Annual General Meeting.

10.4 For the purposes of clause 10.2, communications between the Association, members and nominees may be made and communicated by post or electronic mail.

11. TERM

11.1 The incoming Board Members shall take office at a meeting of the Board, to be held not less than fourteen days and not more than twenty-eight days following the Annual General Meeting.

11.2 Board Members are elected or appointed, as the case may be, for a three-year term, except that the term of a Board Member appointed as President-elect shall be extended automatically, where necessary, to include their two-year term as President and the year immediately following their term as President and such Board Member shall not require re-election during this term. Board Members may serve any number of consecutive terms.

11.3 Where any Board Member dies, resigns or is otherwise unable or unwilling to attend to their responsibilities as a Board Member for any reason whatsoever during their term the Board may declare that Board Member's position vacant. Such a vacancy shall be referred to as a "casual vacancy". Any casual vacancy may be filled by the Board appointing a member of the Association to the Board. Any person appointed to fill a casual vacancy shall hold office in the Board for the balance of the term of the Board Member being replaced.

12. DUTIES OF OFFICERS/EMPLOYEES

- 12.1 Subject to the broad direction of the Annual General Meeting, the responsibilities of the Board shall include the overseeing of all matters of business of the Association within the scope of the Purpose and the Objects of the Association.
- 12.2 The Board shall carry on and direct the general business of the Association between Annual General Meetings and shall be accountable for the actions of the Association. Four Board Members shall constitute a quorum for Board meetings and all resolutions shall require a majority vote. In the event of an equality of votes the motion will be deemed to be lost.
- 12.3 The President shall supervise the affairs of the Association and chair all General, Special, Board, and Committee meetings throughout the year.
- 12.4 The Acting President shall perform the duties of the President in the President's absence.
- 12.5 The Board shall have power to appoint and remove a Chief Executive Officer and shall fix the terms and conditions of employment or engagement of the Chief Executive.
- 12.6 The Chief Executive shall, subject to the general direction of the President, administer the affairs of the Association, and shall maintain the records of the Association in accordance with Board and Association policies, directions, and this Constitution.
- 12.7 The Chief Executive shall administer all financial matters and keep all financial records of the Association.
- 12.8 The Board and Chief Executive shall be responsible for managing the relationships between the Association and national and international organisations with comparable aims and objects. The Board may appoint suitably qualified Association members who are also members of such organisations to be representatives of the Association with the relevant organisation for an appropriate or mutually agreed term.
- 12.9 The Chief Executive shall 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.

13. GROUPS, SPECIAL INTEREST GROUPS, COMMITTEES

- 13.1 Any several members of the Association having a common interest may apply to the Board for its approval to form a Group or Special Interest Group or Committee within the Association as the Board may agree. All such Groups or Committees shall have regard to the applicable Guidelines or Rules as may be approved by the Board for the conduct of their business.
- 13.2 The Board may from time to time appoint a sub-committee or task force to carry out a specific task, the scope of activity and the time frame for which shall be defined at the time of establishing the group.

14. GENERAL MEETINGS

- 14.1 The Annual General Meeting of the Association shall be held at such a time and at such a place as the Board may determine, including holding the meeting via electronic means as may be necessary from time to time. Notice shall be sent to each member of the Association electronically by email transmission or in writing by ordinary post at least sixty days prior to the Meeting.

14.2 The business of the Annual General Meeting shall include:

- (a) receiving the Chair's Report, Chief Executive's Report, and Auditor's Report for the preceding year.
- (b) announcement of the results of the election for Board Members for the ensuing year.
- (c) appointment of the Auditor.
- (d) consideration of Notices of Motion.
- (e) determination of subscription rates.
- (f) general business.

14.3 A Special General Meeting may be called by the Board at any time and shall be called within sixty days on receipt of a petition from not less than twenty members.

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

- (a) Any Notice of Motion shall be given in writing, either electronically by email or by ordinary post, and shall be dated and signed by the mover and seconder who shall both be financial members of the Association. The text of the motion shall be accompanied by an explanation of the reasons for the motion.
- (b) Notices of motion shall be received by the Chief Executive at least thirty five days prior to the Meeting. The Chief Executive shall, electronically by email transmission, or, if requested in writing by any member by ordinary post, send to each member a Notice of the Meeting, a copy of the order paper and the full text of any Notice of Motion at least twenty eight days prior to the meeting.

14.5 A quorum at all General Meetings shall be twenty financial members.

14.6 Any financial member unable to attend any General Meeting in person or electronically may appoint any other financial member to be a proxy, provided a proxy form is signed and delivered to the Chief Executive prior to the Meeting.

14.7 Only financial members present in person or via electronic means or represented by proxy at any General Meeting shall have the right to vote on any motion before the meeting.

14.8 Each member shall have the right to exercise one vote only on each motion before such a meeting, except in the case of equality of voting, when the Chairman may exercise a casting vote in addition to a deliberative vote. A majority of the members voting shall decide any motion unless the Constitution provides otherwise.

14.9 Voting on any motion before an Annual or Special General Meeting shall be by the voices, except that any financial member present may require a show of hands and any ten percent of members present may require a secret ballot.

15. EXPRESSIONS OF ASSOCIATION OPINION

No member shall state an opinion to be that of the Association unless that member receives prior written approval from the President and Chief Executive of the Association or any two Board Members of the Association.

16. AUDITOR

The Auditor shall be appointed annually at the Annual General Meeting and its duties shall be to audit and certify the books and accounts of the Association.

17. FINANCIAL AND OTHER MATTERS

- 17.1 The financial management of the Association will be undertaken in accordance with modern business practices.
- 17.2 The Board shall have power to invest and deal with monies of the Association not immediately required in such a manner as it may determine provided that the funds of the Association can only be used solely for the objects set out in clause 3 in New Zealand.
- 17.3 The Association may, pursuant to a resolution passed at a General Meeting or pursuant to a resolution passed by a two-thirds majority of the Board, (from time to time) borrow for the purposes of the Association from any person, firm, or corporation any sums of money, with a limit up to twenty five percent of the previous year's gross income. This borrowing shall be without security of all or any part of the property (real or personal) assets and effects whatsoever and wheresoever both present and future either local mortgages and charges with or without the power of sale or other usual powers upon such terms as the Board considers appropriate.
- 17.4 In furthering the objects of the Association, the Board may cause the Association to:
- (a) Enter into partnerships or joint ventures or affiliations with any person on such terms and conditions as the Board decides (including the basis on which the partnership or joint venture or affiliation is to be terminated and shares in or assets of the entity are to be partitioned);
 - (b) Promote form and incorporate limited liability companies (partly or wholly owned by the Association), or subscribe for or acquire securities (whether shares, stock, debentures, options or convertible securities of any kind) of any company, on such terms and conditions as the Board decides;
 - (c) Exercise its rights as partner, joint venturer or shareholder in such manner as the Board decides; Sell such shares or securities it holds in joint ventures, affiliated organisations or companies at such price and on such terms and conditions as the Board decides and, where the Board considers that it is in the interests of the Association, to join in any resolution for the appointment of a liquidator or other administrator of a company in which it holds shares.

18. INDEMNITY

The Association shall indemnify and/or reimburse from its assets the Board, Chief Executive, staff, auditor, and every member of the Association for the time being, against any liability or expense arising out of the

execution of the duties of the member, employee or agent in relation to the Association provided that these duties have been executed reasonably, honestly, and in good faith.

19. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Chief Executive and shall not be affixed to any documents without the authority of the Board, and shall be affixed in the presence of any two of the Elected Board Members duly authorised.

20. REGISTERED OFFICE

The Registered Office of the Association shall be at such a place as the Board may determine.

21. AMENDMENTS TO THE CONSTITUTION

21.1 This Constitution cannot be further amended in a manner inimical to its charitable status and no person is to be able to personally derive a pecuniary advantage from the Association.

21.2 An amendment to the Constitution shall be proposed by Notice of Motion. Any such motion or amendment thereto which is passed by a majority vote at a General Meeting shall be endorsed by a two thirds majority of the votes cast in a subsequent ballot of the full membership of the Association, (which shall be by electronic vote, or by postal vote upon request) before being incorporated into the Constitution.

21.3 This electronic/postal ballot shall be completed within three months of the General Meeting. All amendments so made shall be notified in writing to each member.

21.4 This Constitution shall cancel and void any Constitution previously issued.

22. DISSOLUTION

22.1 The Association shall be wound up if the members at an Annual or Special General Meeting pass by a two-thirds majority a resolution requiring the Association to be wound up and the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty days and not later than sixty days after the date on which the resolution was passed.

22.2 If for any reason the Association is wound up, its assets shall be distributed to another charity or charities within New Zealand having broadly similar objects. The decision as to what charity or charities assets will be distributed to can only be determined by the Association acting in accordance with clauses 21.2 and 21.3 and any applicable legislation.

23. MATTERS NOT PROVIDED FOR

23.1 In the event of any question arising which is not covered by this Constitution, it shall be competent for the Board to legislate.