

Constitution of Nulca New Zealand Incorporated

The Association

1. Name

- 1.1 The name of the association is Nulca New Zealand Incorporated ("the Association").
- 1.2 The Association is constituted by resolution dated 3rd October 2018.

2. Registered Office

- 2.1 The Registered Office of the Association shall be at such a place as may be determined by the Board from time to time.

3. Purposes of Association

- 3.1 The purposes of the Association are to:
 - 3.1 (a) Promote and foster the recognition of utility location as a distinct work activity requiring significant skill, training, and professionalism, and to ensure the industry offers career pathways and educational structure to make utility location a credible vocational choice.
 - 3.1 (b) Establish, develop, or endorse standards, best practices, training, or codes of practices that ensure high standards of work execution and service delivery by utility location practitioners.
 - 3.1 (c) Create, promote, and improve relationships between members of the utility locating industry and government, relevant associations, contractors, professional engineers, manufacturers, suppliers, utility companies, New Zealand's one call service provider, and the public.
 - 3.1 (d) Collect and disseminate information relative to the activities in which Association members are engaged.
 - 3.1 (e) Represent the common interests of Association members at hearings, meetings and conferences held by central or local government, and regulatory bodies, by putting forward consensus views as input to any drafting, modification or rescinding of legislation, statues, codes of practice, regulations, or standards that are of significant interest to the utility locating industry in New Zealand.

- 3.1 (f) Participate in or support any legal action to the extent and manner deemed appropriate for any case which affects the interests of the utility locating industry.
- 3.1 (g) Promote ethical practices among utility locators and the public.
- 3.1 (h) Foster research into aspects of utility location in order to improve outcomes, identify better practices, and eliminate significant issues.
- 3.1 (i) Encourage safe working practices in the conduct of utility location activities.
- 3.1 (j) Exchange data and information with other organizations engaged in similar activities in the wider international utility location community.
- 3.1 (k) Encourage continuing education and professional development of Association members in order to improve their skills and knowledge in the field of utility locating.
- 3.1 (l) Promote the practical application of scientific and technical knowledge related to the utility locating industry for the benefit of public health, safety, and comfort.
- 3.2 Pecuniary gain is not a purpose of the Association.

Management of the Association

4. Managing Board

- 4.1 The Association shall have a managing board (“the Board”), comprising the following persons:
- 4.1 (a) The President;
 - 4.1 (b) ~~The Vice-President~~ A Vice-President if the Board shall at its sole discretion determine is warranted;
 - 4.1 (c) The Secretary;
 - 4.1 (d) The Treasurer; and
 - 4.1 (e) Such other Members as the Association shall decide.
- 4.2 Board Members must be current Members of the Association.
- 4.3 There shall be a minimum of two (2) and maximum of four (4) Board Members, in addition to the Officers. Such additional Board Members may be drawn from any class of member that has voting rights within the Association as provided for under 15.5.
- 4.4 In the event of a casual vacancy in any office referred to in ~~4.14.1~~, the Board may appoint one of its members to the vacant office and the member appointed may continue in the

office up to and including the conclusion of the next annual general meeting following the date of appointment.

- 4.5 The members holding the office of President, ~~Vice President,~~ and at least one (1) other Board Member shall be current Association members who are Individual Locator members as defined under rule ~~15.1 (a)~~ 15.1 (a).

5. Appointment of Board Members

- 5.1 At the Annual General Meeting or a Special General Meeting, the Members may decide by majority vote:

5.1 (a) Who shall be the President, ~~Vice President,~~ Secretary, and Treasurer;

5.1 (b) Who shall be Board members other than those Association members holding a position as an officer of the Board.

~~5.1 (c)~~ 5.1 (c) Whether any Board Member may hold more than one position as an officer.

~~5.1 (e)~~ 5.2 If the Board determines as permitted under 4.1 (b) that a Vice-President is warranted, then the Board may by a majority vote elect a current member other than another elected Officer of the Board to that position.

6. Cessation of Board Membership

- 6.1 Persons cease to be Board Members when:

6.1 (a) They resign by giving written notice to the Board;

6.1 (b) They are removed by majority vote of the Association at an Association Meeting; or

6.1 (c) Their Term expires.

- 6.2 If a person ceases to be a Board Member, that person must within one month return to the Board all Association documents and property.

7. Nomination of Board Members

- 7.1 Nominations for members of the Board shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by two (2) Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule ~~26.4 (b)~~ 26.4 (b) 26.4 (b) (ii)] All retiring members of the Board shall be eligible for re-election.

- 7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting.
- 7.3 If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Association Member to fill that vacancy until the next Annual General Meeting.
- 7.4 If any Board Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

8. Role of the Board

- 8.1 Subject to the constitution of the Association ("~~T~~he Constitution"), the role of the Board is to:
- 8.1 (a) Administer, manage, and control the Association;
 - 8.1 (b) Carry out the purposes of the Association, and Use Money or Other Assets to do that;
 - 8.1 (c) Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - 8.1 (d) Set accounting policies in line with generally accepted accounting practice;
 - 8.1 (e) Delegate responsibility and co-opt members where necessary;
 - 8.1 (f) Ensure that all Members follow the Constitution;
 - 8.1 (g) Decide how a person becomes a Member, and how a person stops being a Member;
 - 8.1 (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - 8.1 (i) Decide the procedures for dealing with complaints;
 - 8.1 (j) Set Membership fees, including subscriptions and levies;
 - 8.1 (k) Make regulations.
- 8.2 The Board has all of the powers of the Association, unless the Board's power is limited by these Constitution, or by a majority decision of the Association.
- 8.3 All decisions of the Board shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
- 8.4 Decisions of the Board bind the Association, unless the Board's power is limited by these Constitution or by a majority decision of the Association.

9. Roles of Board Members

9.1 The President is responsible for:

- 9.1 (a) Ensuring that the Constitution ~~are~~is followed;
- 9.1 (b) Convening Meetings and establishing whether or not a quorum (half of the Board) is present;
- 9.1 (c) Chairing Meetings, deciding who may speak and when;
- 9.1 (d) Overseeing the operation of the Association;
- 9.1 (e) Providing a report on the operations of the Association at each Annual General Meeting.

9.2 The Secretary is responsible for:

- 9.2 (a) Recording the minutes of Meetings;
- 9.2 (b) ~~Keeping the Register of Members;~~
- 9.2 (c) Holding the Association's records, documents, and books except those required for the Treasurer's function;
- 9.2 (d) Receiving and replying to correspondence as required by the Board;
- 9.2 (e) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- 9.2 (f) Advising the Registrar of Incorporated Societies of any rule changes; and
- 9.2 (g) Acting as the contact person for the purposes of satisfying the requirements of sections 112 – 116 of the Incorporated Societies Act 2022.

9.3 The Treasurer is responsible for:

- 9.3 (a) Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
- 9.3 (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see ~~8.1.d~~8.1 (d)).
- 9.3 (c) Providing a financial report at each Annual General Meeting;
- 9.3 (d) Providing financial information to the Board as the Board determines.

9.4 The Vice-President (if elected) is responsible for:

9.4 (a) Assisting the President in carrying out their duties which include but are not limited to those set out in ~~9-19.1~~; and

9.4 (b) To act as the President when the currently elected President is unable to carry out such duties as defined in ~~9-19.1~~.

9.5 Should both the President and the Vice-President (if elected) be unable to carry out their roles as set out in ~~9-19.1~~ and ~~9-49.4~~, the Board shall appoint an interim Board Chairperson to act in the role of President for the purpose of the continued functioning of the Association.

10. Indemnity for the Board

10.1 No Board Member will be liable for the act or defaults of any other Board Member or any loss occurring as a result unless as a caused by their wilful default or acquiescence.

10.2 Board Members will be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

11. Board Meetings

11.1 Board meetings may be held via video or telephone conference, or other formats as the Board may decide;

11.2 No Board Meeting may be held unless more than half of the Board Members attend;

11.3 The President shall chair Board Meetings, or if the President is absent, the Vice-President (if elected) shall chair that meeting, or in the absence of the President and ~~the a~~ Vice-President, the Board shall elect a Board Member to chair that meeting;

11.4 Decisions of the Board shall be by majority vote;

11.5 The President or person acting as President has a casting vote, that is, a second vote;

11.6 Only Board Members present at a Board Meeting may vote at that Board Meeting.

11.7 Subject to this Constitution, the Board may regulate its own practices;

11.8 The President or his nominee shall adjourn the meeting if necessary.

11.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present and it was convened at the request of members, it will be dissolved. In any other case it will be adjourned to a day, time and place determined by the President of the Association. If at the adjourned meeting a quorum is not present the meeting will be

dissolved without further adjournments. The President may with the consent of any Association Meeting adjourn the meeting from time to time and from place to place, but no business will be dealt with at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.10 An annual Board meeting schedule must be prepared before the AGM and approved at the AGM by the majority of the Board. In the interests of continuity the set dates shall be final except on the occurrence of situations as defined under rules ~~11.2~~11.2 or ~~11.9~~11.9.

12. Removal of a Board Member

12.1 The Association in a general meeting may by resolution remove any member of the Board before the expiration of the Member's term of office and appoint another member in his or her place to hold that office until the expiration of the first-mentioned Member.

12.2 A Member who is the subject of a proposed resolution referred to in ~~12.1~~12.1 may make representations in writing to the Secretary or President of the Association and may request that the representations be provided to the members of the Association.

12.3 The Secretary or President may give a copy of the representation to each member of the Association or if they are not so given the Member may require that they be read out at the meeting.

13. Term of Office

13.1 Members of the Board will be elected at each Annual General Meeting and their term of office shall cease at the conclusion of the election of Board members at the subsequent Annual General Meeting.

13.2 Previous Officers of the Board may be re-elected to the same position at an Annual General meeting but shall not occupy the same position for more than three (3) consecutive years.

13.3 The office of President will be held by a member of the Board who has served at least 2 previous years as an Officer of the Board.

13.4 The Board may at its discretion vary the restrictions imposed under ~~13.2~~13.2 and ~~13.3~~13.3.

14. ~~Subboards~~Working Groups

14.1 The Board may appoint ~~subboards~~working groups from time to time to undertake particular projects, advise on specific areas of interest to the Association, or undertake research in an area of technical practices relating to utility location.

- 14.2 In establishing any such ~~subboard~~working group, the Board must ensure an appropriate balance of Member representation.
- 14.3 All ~~subboards~~working groups will include at least one (1) member of the Board.
- 14.4 No ~~subboard~~working group may commit the Association to any financial or contractual obligation without the express consent of the Board.

Association Membership

15. Types of Members

- 15.1 An individual or legal entity may apply to join the Association as a member under any of the following membership classes;

15.1 (a) Individual Locator, being a person who engages in utility location as a paid activity either as an individual, a company owner, or an employee of a legal entity that provides such services. The person may undertake other duties not directly related to utility location, but utility location must be a designated duty of the position they hold.

15.1 (b) Affiliate Member;

15.1.b (i) Individual, being a person with an interest in the activities or purpose of the Association but who does not provide utility location services;

15.1.b (ii) Organisation, being a legal entity with an interest in the activities or purpose of the Association that provides utility location as a service in part or total;

15.1.b (iii) Associated Industry, being a legal entity associated or working with the utility location industry but that does not provide utility location services;

15.1.b (iv) Supply Partner, being a legal entity that supplies goods, services, or training to Individual Locator members as defined in ~~15.1 (a)~~15.1 (a) or Affiliate Organisations as defined in ~~15.1.b (ii)~~15.1.b (ii) but that does not provide utility location services;

15.1.b (v) International, being a person or legal entity from outside New Zealand with an interest in the activities or purpose of the Association but that does not provide utility location services within New Zealand territorial borders.

- 15.2 The Association may from time to time vary the classes of membership as it determines necessary.

- 15.3 Changes to the classes of membership as determined by the Association shall be the subject of a vote by members at an Annual General Meeting or Special General Meeting.

15.4 Members have the rights and responsibilities set out in this Constitution.

15.5 The rights to vote as a Member of the Association shall be as follows:

15.5 (a) Individual Locator Members are entitled to one vote.

15.5 (b) An Affiliate Organisation Member, except as a Non-Financial Member as set out in ~~16.5~~16.5 is entitled to one vote which must be made by an authorised representative of the Member as identified at the time of registration or as changed by subsequent written notice to the Secretary.

15.5 (c) An Affiliate Member as defined in ~~15.1.b (i)~~15.1.b (i), ~~15.1.b (iii)~~15.1.b (iii), ~~15.1.b (iv)~~15.1.b (iv), and ~~15.1.b (v)~~15.1.b (v) or a Member deemed Non-Financial as defined under ~~16.5~~16.5 has no rights to vote.

16. Admission of Members

16.1 To become a Member, a person or legal entity (“the Applicant”) must:

16.1 (a) Complete an application form in a format as may be determined by the Board from time to time;

16.1 (b) Submit the application form electronically using the Association registered website ~~or by email to the an~~ email address of the Association ~~or the Secretary of the Association~~; and

16.1 (c) Supply any other information that the Board may require or request.

16.2 The Board may interview the Applicant when it considers Membership applications.

16.3 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

16.4 The Board may at its complete discretion amend the class of membership under which a request to join the Association is received and approved.

16.5 The Board may at its sole discretion waive any joining or annual membership fee, subscription or levy for the Applicant seeking to join as a Member under ~~15.1 (b)~~15.1 (b). In such cases, any approved Member of a classification defined under ~~15.1 (b)~~15.1 (b) will be deemed a Non-Financial Member.

16.6 The Applicant shall not become a Member until:

16.6 (a) All fees or membership dues have been paid in full except as allowed for under ~~16.5~~16.5; and

16.6 (b) The ~~Secretary has recorded the~~ Members details have been recorded as required under rule ~~17.1~~17.1 in the membership register.

17. The Register of Members

17.1 The ~~Secretary shall keep a~~ register of Members (“the Register”) will be held by the Board, which and shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became a Member.

17.2 If a Member’s contact details change, that Member shall ~~give~~send the new postal or email address or telephone number to the ~~Secretary~~Association.

17.3 Each Member shall provide such other details as the Board requires.

~~17.4~~ 17.5 Members shall have reasonable access to the Register of Members.

~~17.4~~17.5 For the purposes of managing the Register, the Board may at its sole discretion nominate a member of the Board to act as a membership manager.

18. Cessation of Membership

18.1 Any Member may resign by giving written notice to the Secretary.

18.2 Termination of Membership may also result from;

18.2 (a) A determination by the Association under rule ~~20.1~~20.1; or

18.2 (b) Failure to pay Association subscriptions or fees as set out under rule ~~22.1~~22.1.

19. Obligations of Members

19.1 All Members (and Board Members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

20. Discipline, Suspension and Expulsion of Members

20.1 Subject to this Constitution, if the Board is of the opinion that a Member has refused or neglected to comply with this Constitution, or has been determined guilty of conduct unbecoming of a Member or prejudicial to the interests of the Association, the Board by resolution may:

20.1 (a) Suspend the Member from membership of the Association for a specified period;

or

20.1 (b) Expel the Member from the Association.

- 20.2 A resolution of the Board under ~~20.1~~20.1 does not take effect unless;
- 20.2 (a) At a meeting held in accordance with ~~20.3~~20.3, the Board confirms the resolution;
and
- 20.2 (b) If the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 20.3 A meeting of the Board held to confirm or revoke a resolution passed under ~~20.1~~20.1 must be held not earlier than fourteen (14) days or not later than twenty eight (28) days after notice has been given to the Member in accordance with ~~20.4~~20.4.
- 20.4 For the purposes of giving notice in accordance with ~~20.3~~20.3, the Secretary must, as soon as practicable give to that Member a written notice which must:
- 20.4 (a) Set out the resolution of the Board and the grounds on which it is based;
- 20.4 (b) State that the Member or their appointed representative may address the Board at a meeting to be held not earlier than fourteen (14) days or later than twenty eight (28) days after notice has been given to that Member;
- 20.4 (c) State the date, place and time of that meeting;
- 20.4 (d) Inform the Member that they or their legally appointed representative may do one or both of the following:
- 20.4.d (i) Attend the meeting; or
- 20.4.d (ii) Give to the Board before the date of that meeting a written statement seeking revocation of the resolution; and
- 20.4 (e) Inform the Member that if at that meeting the Board confirms the resolution, he or she or their appointed representative may not later than forty eight (48) hours after the meeting give the Secretary a notice to the effect that they or their appointed representative wishes to appeal to the Association in a general meeting against the resolution.
- 20.5 At a meeting of the Board held to confirm or revoke a resolution passed under ~~20.1~~20.1 the Board must:
- 20.5 (a) Give the Member or their representative an opportunity to be heard;
- 20.5 (b) Give due consideration to any written statement submitted by the Member; and
- 20.5 (c) Determine by resolution whether to confirm or revoke the resolution.
- 20.6 If at the meeting of the Board, the Board confirms the resolution, the Member may not later than forty eight (48) hours after the meeting give the Secretary a notice to the effect

that they or their appointed representative wishes to appeal to the Association in a general meeting against the resolution.

20.7 If the Secretary receives notice under ~~20.6~~20.6 he or she must notify the Board and the Board must convene a general meeting of the Association to be held within twenty one (21) days after the date on which the Secretary received the notice.

20.8 At a general meeting of the Association convened under ~~20.7~~20.7:

20.8 (a) No business other than the question of the appeal may be conducted;

20.8 (b) The Board may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution;

20.8 (c) The Member or their appointed representative must be given an opportunity to be heard; and

20.8 (d) The Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

20.9 A resolution is confirmed if at the general meeting not less than two-thirds of the members vote in person or by proxy in favour of the resolution. In any other case the resolution is revoked.

Money and Other Assets of the Association

21. Use of Money and Other Assets

21.1 The Association may only use money and other assets if:

21.1 (a) It is for a purpose of the Association;

21.1 (b) It is not for the sole personal or individual benefit of any Member; and

21.1 (c) That use has been approved by either the Board or by majority vote of the Association.

21.2 All payments made on behalf of the Association shall authorised by two (2) members of the Board.

21.3 All requests for payment or transfer of Association funds exceeding five hundred dollars (\$500) must be approved by the President, Secretary and one (1) other member of the Board other than the Treasurer.

21.4 Officers, Board members, and any Board Chairperson will not receive any salary for their services. Travel expenses may be reimbursed to those attending meetings or approved in accordance with expense reimbursement policies established by the Board.

22. Joining Fees, Subscriptions and Levies

22.1 The annual subscription will be for a period of 1 calendar year commencing ~~1 April~~ on the date on which the fees were due, and payment must be received on or before that date for the following annual subscription period unless otherwise waived under 16.5.

~~22.2 For an Applicant joining after 1 April but before 30 September of any calendar year the full annual subscription will be payable unless otherwise waived under 16.5.~~

~~22.3 For an Applicant joining on or after 1 October and before 31 March of any calendar year then one half of the annual subscription will be payable unless otherwise waived under 16.5.~~

22.2 If any Member does not pay a ~~Subscription~~ subscription or levy by the date set by the Board or the Association, the ~~Secretary~~ Board will give written notice that, unless the arrears are paid by a nominated date, the Membership will ~~be terminated~~ lapse. After that date, the Member ~~shall~~ (without being released from the obligation of payment of any other sums due to the Association) will have no Membership rights and ~~shall~~ will not be entitled to participate in any Association activity as a Member.

~~22.4~~ 22.3 Any past Member whose membership has lapsed subject to 22.2 will be required to submit a new membership application if they wish to re-join the Association.

~~22.5~~ 22.4 The Board may from time to time alter any Association subscription and introduce other fees or levies as it may determine to be necessary.

~~22.6~~ 22.5 The waiving of any Association annual subscription under ~~16.5~~ 16.5 will be for a period not exceeding one (1) financial year that ends on 31 March of each calendar year. The Board must confirm by resolution the continuation of such subsequent waiving of the Association subscription at the commencement of each financial year.

~~22.7~~ 22.6 Should the Board determine that the Association annual subscription will not be waived under ~~16.5~~ 16.5 for the new financial year then the Member will become liable for payment of an annual subscription.

23. Additional Powers

23.1 The Association may:

- 23.1 (a) Employ people for the purposes of the Association;
- 23.1 (b) Exercise any power a trustee might exercise;
- 23.1 (c) Invest in any investment that a trustee might invest in;
- 23.1 (d) Borrow money and provide security for that if authorised by ~~Majority~~ majority vote at any Association Meeting.

24. Financial Year

- 24.1 The financial year of the Association begins on 1st April of every year and ends on 31 March of the following year.

25. Assurance on the Financial Statements

- 25.1 The Association shall appoint an Auditor to audit the annual financial statements of the Association. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Association's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Association. If the Association appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

The Board is responsible to provide the auditor with:

- 25.1 (a) Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- 25.1 (b) Additional information that the auditor may request from the Board for the purpose of the audit; and
- 25.1 (c) Reasonable access to persons within the Association from whom the auditor determines it necessary to obtain evidence.

Conduct of Meetings

26. Association Meetings

- 26.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting.
- 26.2 The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Board shall determine when and where the Association shall meet within those dates.

- 26.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least ten (10) percent of the Members.
- 26.4 The Secretary shall:
- 26.4 (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Association Meeting.
- 26.4 (b) Additionally, the Secretary will provide:
- 26.4.b (i) A copy of the President's Report on the Association's operations and of the Annual Financial Statements as approved by the Board;
- 26.4.b (ii) A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee); and
- 26.4.b (iii) Notice of any motions and the Board's recommendations about those motions.
- 26.4 (c) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 26.5 All Members may attend an Association Meeting, and all Members subject to their eligibility to vote as set out in ~~15.5~~15.5, with the exception of Non-Financial members as defined under ~~16.5~~16.5, are eligible to vote at such meetings.
- 26.6 No Association Meeting may be held unless at least ten (10) Members with voting rights attend, and as such this number will constitute a quorum.
- 26.7 All Association Meetings shall be Chaired by the President. If the President is absent, then by the Vice-President (if elected), or if the Vice-President is absent, the Association shall ~~elect~~ nominate another Board Member to Chair that meeting. Any person Chairing an Association Meeting has a casting vote.
- 26.8 On any given motion at an Association Meeting, the President shall in good faith determine whether to vote by:
- 26.8 (a) Voices;
- 26.8 (b) Show of hands; ~~or~~
- 26.8 (c) Secret ballot; or
- 26.8 (d) By electronic means.

~~26.8 (c)~~ 26.9 If voting on a motion is to be determined by electronic means then all votes must be cast through the same mechanism and all eligible Members must be individually identifiable, including any other member acting as a proxy on behalf of another member.

~~26.9~~ 26.10 However, if any Member demands a secret ballot before a vote by voices or a show of hands, or electronic means has begun, then voting must be by secret ballot. If a secret ballot is held, the President will have a casting vote.

~~26.10~~ 26.11 The business of an Annual General Meeting shall include:

~~26.10 (a)~~ 26.11 (a) Receiving any minutes of the previous Association's Meeting(s);

~~26.10 (b)~~ 26.11 (b) The Chair/President's report on the business of the Association;

~~26.10 (c)~~ 26.11 (c) The Treasurer's report on the finances of the Association, and the Annual Financial Statements;

~~26.10 (d)~~ 26.11 (d) Election of Board Members;

~~26.10 (e)~~ 26.11 (e) Motions to be considered; and

~~26.10 (f)~~ 26.11 (f) General business.

~~26.11~~ 26.12 The President or their nominee shall adjourn the meeting if necessary with such adjournments being dealt with as provided for under rule ~~11.9~~ 11.9.

~~26.12~~ 26.13 Each member is entitled to appoint another member as a proxy by notice to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy must be for a meeting of the Association convened under rule ~~21.1~~ 21.1 and in a form as may be determined by the Board.

27. Motions at Association Meetings

27.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving written notice to the Secretary at least twenty eight (28) days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least Thirty (30) percent of eligible Members:

27.1 (a) It must be voted on at the Association Meeting chosen by the Member; and

27.1 (b) The Secretary must give the Member's Information to all Members at least fourteen (14) days before the Association Meeting chosen by the Member; or

27.1 (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.

27.2 The Board may also decide to put forward motions for the Association to vote on (“Board Motions”) which shall be suitably notified.

Common Seal

28. Common Seal

28.1 The Board shall provide a common seal for the Association and may from time to time replace it with a new one.

28.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Board.

Altering the Constitution

29. Altering the Constitution

29.1 The Association may alter or replace this Constitution at an Association Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

29.2 Any proposed motion to amend or replace the Constitution shall be signed by at least ten (10) eligible Members and given in writing to the Secretary at least twenty eight (28) days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

29.3 At least fourteen (14) days before the Association Meeting at which any ~~Rule~~constitutional change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

29.4 When a ~~Rule~~constitutional change is approved by an Association Meeting it shall not take effect until the Secretary has filed the change with the Registrar of Incorporated Societies.

29.5 The Board may from time to time make minor or technical changes to the constitution provided all requirements of Part 3 Section 31 of the Incorporated Societies Act 2022 have been met.

Bylaws

30. Bylaws to govern the Association

30.1 The Board may from time-to-time make, alter or rescind bylaws for the general management of the association, so long as these are not repugnant to this constitution or to the provisions of law. All such bylaws shall be binding on members of the Association. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

Winding up

31. Winding Up

31.1 If the Association is wound up:

31.1 (a) The Association's debts, costs and liabilities shall be paid;

31.1 (b) Surplus Money and Other Assets of the Association may be disposed of:

31.1.b (i) By resolution; or

31.1.b (ii) According to the provisions in the ~~Incorporated Societies Act 1908~~
Incorporated Societies Act 2022; but

31.1 (c) No distribution may be made to any Member;

31.1 (d) The surplus Money and Other Assets shall be distributed to a registered charity as determined by the final Board of the Association.

Definitions

32. Definitions and Miscellaneous Matters

32.1 In ~~these~~ this Constitution:

32.1 (a) “**Majority vote**” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

32.1 (b) “**Money or Other Assets**” means any real or personal property or any interest therein, owned or controlled to any extent by the Association.

32.1 (c) “**Association Meeting**” means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.

32.1 (d) “**Use Money or Other Assets**” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

32.1 (e) “**Written Notice**” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

32.1 (f) It is assumed that

32.1.f (i) Where a masculine is used, the feminine is included

32.1.f (ii) Where the singular is used, plural forms of the noun are also inferred

32.1.f (iii) Headings are a matter of reference and not a part of the constitution

32.1.f (iv) Matters not covered in this constitution shall be decided upon by the Board.

32.1 (g) “**Utility Location**” means the process of tracing, identifying, or mapping of underground infrastructure including but not limited to pipes, cables, ducts, storage tanks or any other buried utility, for the purposes of communicating the physical position and/or depth of such infrastructure.

32.1 (h) “**Locator**” being a person who undertakes utility location as defined under 32.1 (g).

32.1 (i) “**Current Member**” being a Member of the Association that has satisfied the requirements under ~~22.1~~22.1 and has not been determined to be a delinquent Member as defined under ~~22.4~~22.5.

32.1 (j) “**Officer**” or “**Officers**” being a person or persons elected to the position of President, Vice-President (if elected), Treasurer, or Secretary.