

**CONSTITUTION OF IA ARA AOTEAROA
TRANSPORTING NEW ZEALAND
INCORPORATED**

**Constitution of
Ia Ara Aotearoa
Transporting New Zealand
Incorporated**

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NAME AND STATUS

Society name

- 1 The name of the society is Ia Ara Aotearoa Transporting New Zealand Incorporated (in this Constitution referred to as "the Society").

Charitable status

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

INTERPRETATION

Definitions

- 3 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

"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.

"*Annual General Meeting*" means a meeting of the Members of the Society held once a year which, among other things, will receive and consider reports on the Society's activities and finances in accordance with rules 52 to 55.

"*Asset and Funding Parameters*" means those parameters set by an entity prior to it being wound up in respect of its assets and funds to be transferred to the Society and managed by the Endowment Committee.

"*Associate Member*" means a Member as described in rule 16.4.

"*Board*" means the Officers of the Society acting as a board in accordance with this Constitution.

"*Chairperson*" means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership for the Society elected in accordance with rule 76.

"*Chief Executive Officer*" means the person appointed by the Board to act as Chief Executive Officer of the Society in accordance with rules 82 to 88.

"*Constitution*" means the rules in this document and as varied from time to time in accordance with these rules.

"*Corporate Member*" means a Member as described in rule 16.5.

"*Deputy Chairperson*" means the Officer elected or appointed to deputise in the absence of the Chairperson elected in accordance with rule 76.

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"*Endowment Committee*" means the appointed sub-committee which manages (in accordance with the Grant Policy) specific assets and funds previously held by other entities, including the following former regional members of the Society which resolved to vest the assets and funds in the Society:

- Central Area Road Transport Association Incorporated (Region 3) (Wellington, Hawke's Bay, Manawatu-Wanganui, Wairarapa and Taranaki);
- Road Transport Association of New Zealand Region Five Incorporated (Region 5) (Otago and Southland); and

Any other former regional incorporated society that at its own discretion resolves to vest its assets in the Society and have them managed by the Endowment Committee.

"*General Meeting*" means either an Annual General Meeting or a Special General Meeting of the Members of the Society as the case may be.

"*Grant Policy*" means the policy aiding decision making of the Endowment Committee, subject to any Asset and Funding Parameters, set out at Schedule 3.

"*Interested Member*" means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

"*Interests Register*" means the register of interests maintained by the Board under rule 113 of this Constitution and as required by section 73 of the Act.

"*Life Member*" means a Member as described in rule 16.2.

"*Matter*" means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

"*Member*" means a person who has consented to become a Member of the Society, has been properly admitted to the Society, has paid any subscriptions due and who has not ceased to be a Member of the Society.

"*Notice*" to Members includes any notice given by email, post or courier to the most recent physical, postal or email address of the intended recipients that is known to the sender of the notice or, in the case of notices to the Society, to the Society's registered office.

"*Officer*" means a natural person elected pursuant to rules 91 and 93 of this Constitution who is:

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- (a) a member of the Board; or
- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive Officer; and
- (c) not disqualified from being an Officer under rule 90.

"Operator Member" means a Member as described in rule 16.1.

"Project Report" means a project report prepared in accordance with Schedule 3, rule 14.

"Purposes" means the purposes of the Society as set out in rule 4 of this Constitution.

"Region 2" means New Zealand Road Transport Association Region 2 Incorporated.

"Region 3 Asset and Funding Parameters" means those parameters set by New Zealand Road Transport Association: Northern Region Incorporated (Region 3) prior to it being wound up in respect of its assets and funds to be transferred to the Society and managed by the Endowment Committee.

"Region 4" means New Zealand Road Transport Association Region 4 Incorporated.

"Region 5 Asset and Funding Parameters" means those parameters set by Road Transport Association of New Zealand Region Five Incorporated prior to it being wound up in respect of its assets and funds to be transferred to the Society and managed by the Endowment Committee.

"Register" means the Register of Incorporated Societies.

"Register of Members" means the register of Members kept under rules 108 to 111 of this Constitution as required by section 79 of the Act.

"Registrar" means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

"Retired Member" means a Member as described in rule 16.3.

"Sector Groups" means elected unincorporated groups formed under rule 67 to discuss sector specific issues, as set out in Schedule 1.

"Special General Meeting" means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

"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:

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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.

PURPOSE

Purpose of the Society

- 4 To protect, promote and advance the interests of the road freight industry and the Society's Members. The Society may do all such other things which, in the opinion of the Society, are necessary to further this purpose, including (but not limited to) doing the following things:
 - 4.1 to further protect, encourage and promote by all lawful means the interests of the Society and its Members;
 - 4.2 to secure for its Members all the advantages of lawful unanimity of action;
 - 4.3 to promote, comment on or move for the repeal or amendment of any existing or proposed legislative enactments, bylaws or other rules or regulations affecting the interests of Members;
 - 4.4 to represent the combined interest of its Members as a single organisation at a national level;
 - 4.5 to obtain and co-ordinate the views of its Members and Sector Groups on all matters affecting the road transport industry and to disseminate the views of Members and Sector Groups, or any of them, and determine the Society policy on such matters;
 - 4.6 to advocate and respond to central and local government policy initiatives in the transport industry including but not limited to matters arising through or by the NZ Transport Agency Waka Kotahi, the Ministry of Transport and any other relative government or non-government transport agency;
 - 4.7 to research, procure, produce and disseminate to Members information upon all matters affecting their interests – either directly or indirectly including research on key technical transport issues;
 - 4.8 to publish newspapers, journals, periodicals or other literature either regularly or from time to time;
 - 4.9 to procure the representation of the Society on any governmental or local governmental body involving or touching upon transport issues;

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- 4.10 to support or assist any other person, company, alliance or association in achieving any of the objects for which the Society is formed and to combine with, associate with or co-operate with or become members of any such alliance having objects or interests wholly or in part similar to the objects of the Society;
- 4.11 to engage, procure, contract with or secure any expert assistance in pursuance of matters affecting the Society or its Members in the transport industry;
- 4.12 to provide for representation of the Society or its Members before any tribunal, board, commission, court, parliamentary select committee in any matter or proceeding in which it may appear to the Board that the interests of the Society or its Members or any of them are directly or indirectly involved;
- 4.13 to indemnify any Officer of the Society against all claims and demands made against any of them for any act or omission in their capacity as an Officer in accordance with Subpart 6 of Part 3 of the Act;
- 4.14 to fairly remunerate any person, firm or company for services rendered to the Society at its request;
- 4.15 to purchase, lease or otherwise acquire any land or premises that may be necessary or convenient for the Purposes or the attainment of the objects of the Society and to hold, manage, improve, sell, let, mortgage and otherwise deal with the same, and to subscribe for, purchase, or otherwise acquire shares in any public or private company formed to purchase any land or erect any premises that may be necessary or convenient for like purposes and to hold, sell, mortgage or otherwise deal with the same;
- 4.16 to subscribe for, purchase or otherwise acquire shares in any private or public company formed to promote or further the objects of the Society or which has as its principal object the achieving of any of the objects for which the Society is formed;
- 4.17 to borrow money for the purposes of carrying out any of the objects of the Society and to give security;
- 4.18 to make regulations and bylaws pursuant to these rules, generally, and in furtherance and not in limitation of the foregoing objects to do all such other things as in the opinion of the Society may be incidental or conducive to the attainment of any of the foregoing objects or to exercise any of herein powers mentioned; and

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- 4.19 facilitating professional networking and social events across New Zealand.

Restricted purposes

- 5 The Society must not operate for the purpose of, or with the effect of:
- 5.1 distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind);
 - 5.2 furthering or attaining any purposes outside New Zealand;
 - 5.3 having capital that is divided into shares or stock held by its Members; or
 - 5.4 holding property in which its Members have a direct disposable interest (including in the form of shares or stock in the capital of the Society or otherwise).
 - 5.5 Notwithstanding rules 5.1 to 5.4 above, the Society will not operate for the financial gain of Members simply if the Society:
 - (a) engages in trade;
 - (b) pays a Member for matters that are incidental to the Purposes, and the Member is a not-for-profit entity;
 - (c) distributes funds to a Member to further the Purposes, and the Member:
 - i is a not-for-profit entity;
 - ii is affiliated or closely related to the Society; and
 - iii has the same, or substantially the same, Purposes as those of the Society;
 - (d) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's Purposes;
 - (e) provides benefits to members of the public or of a class of the public and those persons include Members or their families in accordance with the Purposes;
 - (f) provides benefits to Members or their families to alleviate hardship in accordance with the Purposes;

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- (g) provides educational scholarships or grants to Members or their families in accordance with the Purposes;
- (h) 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 services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);
- (i) 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
- (j) 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 and such Member has the same, or substantially the same, purposes as the Purposes of the Society.

Act and Regulations

- 6 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

RESTRICTIONS ON SOCIETY POWERS

Financial gain

- 7 The Society must not be carried on for the financial gain of any of its Members.

CONTACT DETAILS FOR THE SOCIETY

Registered office

- 8 The registered office of the Society will be Level 3, 93 Boulcott Street, Wellington, or such other place in New Zealand as the Board from time to time determines.

Contact person

- 9 The Society must have at least one, but no more than three, Society contact person(s) that the Registrar can contact when needed.

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- 10 The Society's contact person must be:
- 10.1 at least 18 years of age;
 - 10.2 ordinarily resident in New Zealand; and
 - 10.3 appointed by the Board or elected by the Members at a General Meeting.
- 11 Unless an alternative "contact person" is appointed by the Board (for the purposes of the Act), the Chief Executive Officer will be the Society's "contact person".

Notice of change of registered office

- 12 Changes to the registered office must be notified to the Registrar:
- 12.1 at least 10 Working Days before the change of address for the registered office is due to take effect; and
 - 12.2 in a form and as required by the Act.

Notice of change of contact person

- 13 The Society's contact person(s) name must be provided to the Registrar, along with their contact details, including:
- 13.1 a physical address or an electronic address; and
 - 13.2 a telephone number.

Timing of Notice

- 14 Any change in that contact person or that person's name or contact details must be advised to the Registrar within 20 Working Days of that change occurring, or the Society becoming aware of the change.

MEMBERS

Minimum number of Members

- 15 The Society will maintain the minimum number of Members required by the Act.

Types of Members

- 16 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- 16.1 Operator Members: An Operator Member is a natural person or entity that operates a private or public business or undertaking transporting road freight with heavy motor vehicles, and to avoid

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doubt this does not include any person employed to operate such vehicles (unless that person is self-employed).

- 16.2 Life Members: A Life Member is a natural person who, in respect of services to the Society or the road transport industry is elected, on the recommendation of the Board at an Annual General Meeting. Life Members from incorporated society members of the Society prior to the adoption of this Constitution will be deemed Life Members of the Society upon adoption of this Constitution.

Only Operator Members and Life Members have voting rights under this Constitution.

- 16.3 Retired Members: A Retired Member is a natural person who has retired from operating a business of heavy motor vehicles to transport road freight, or retired from an Associate Member business.
- 16.4 Associate Members: An Associate Member is a natural person or entity that, in the opinion of the Board, is engaged in the business of road transportation as an adjunct to their commercial activities or is engaged in a trade or business relevant to the road transportation industry and holds an interest in the development of the road transport industry.
- 16.5 Corporate Member: A Corporate Member is an entity that owns or controls a number of other entities that transport road freight with heavy motor vehicles.
- 16.6 Any other categories as the Board determines from time to time.

Consent

- 17 Every applicant for membership must consent in writing to becoming a Member.

Application for membership

- 18 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board or delegated Society staff.

Decision

- 19 The Board may accept or decline an application for membership at its sole discretion. The Board or delegated Society staff must advise the applicant of its decision.

Records

- 20 The signed written consent of every Member to become a Society Member must be retained in the Society's membership records.

MEMBERS' OBLIGATIONS AND RIGHTS

Members' obligations and rights

- 21 Every Member must provide the contact person (under rules 9 to 11) of the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the contact person of the Society in writing of any changes to those details.
- 22 All Members must promote the interests and Purposes of the Society and must do nothing to bring the Society into disrepute.
- 23 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, and participating in Society activities) if all subscriptions 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.
- 24 Any Member that is a body corporate must provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person will be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 25 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, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

SUBSCRIPTIONS AND FEES

Annual subscription

- 26 The annual subscription and any other fees for membership for the current financial year will be set by resolution of the Board (which can also decide that payment be made by periodic instalments).

Failure to pay annual subscription

- 27 Any Member failing to pay the annual subscription (including any periodic payment), or levy, within 20 Working Days of the date the same was due for payment will be considered as unfinancial and will (without being released from the obligation of payment) have no membership rights and will 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 40 Working Days of the due date for

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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).

Levies

- 28 The Board may, by unanimous resolution, make levies on Members payable on a fixed date in order to provide additional funds for the Purposes of the Society, provided that the amount levied on any Member in any financial year will not exceed an amount greater than 20% of its subscription fee for that year.

CEASING TO BE A MEMBER

Ceasing to be a Member

- 29 A Member ceases to be a Member:
- 29.1 by resignation from that Member's class of membership by written Notice signed by that Member to the Board or to delegated Society staff;
 - 29.2 on termination of a Member's membership following a dispute resolution process under this Constitution;
 - 29.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or
 - 29.4 by resolution of the Board where (as applicable):
 - (a) the Member has failed to pay a subscription, levy or other amount due to the Society within 40 Working Days of the due date for payment;
 - (b) in the opinion of the Board, the Member has brought the Society into disrepute; or
 - (c) in the opinion of the Board, the Member no longer falls within the definition of any of the classes of membership under rule 16.

Date of ceasing

- 30 A Member ceases to be a Member with effect from (as applicable):
- 30.1 the date of receipt of the Member's Notice of resignation by the Board (or any subsequent date stated in the Notice of resignation);
 - 30.2 the date of termination of the Member's membership under this Constitution;

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- 30.3 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
- 30.4 the date specified in a resolution of the Board and when a Member's membership has been terminated, the Board will promptly notify the former Member in writing.

Obligations once membership has ceased

- 31 A Member who has ceased to be a Member under this Constitution:
 - 31.1 remains liable to pay all subscriptions, levies and other fees to the Society's next balance date;
 - 31.2 must cease to hold himself or herself out as a Member;
 - 31.3 must return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals); and
 - 31.4 is not entitled to any of the rights of a Member.

Becoming a Member again

- 32 Any former Member may apply for re-admission in the manner prescribed for new applicants.
- 33 But if a former Member's membership was terminated following a disciplinary or 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

Procedures for all General Meetings

- 34 The Board must give all Members at least 20 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting. In respect of any Notice of a motion to amend this Constitution at the General Meeting, the motion must be accompanied by reasons and recommendations from the Board.
- 35 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.
- 36 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 provided that Notice was given in accordance with rules 34 and 35.

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- 37 General Meetings may be attended by all Members of whatever class of membership but only those Members entitled to vote will be permitted to vote.

Attendance at General Meetings

- 38 Members may attend, speak and vote (if they are entitled to) at General Meetings:
- 38.1 in person (subject to rules 41 and 46);
- 38.2 by a signed original written proxy, in favour of some individual entitled to be present at the meeting and received by, or handed to, the Board before the commencement of the General Meeting;
- 38.3 by a signed written proxy in accordance with section 228 of the Contract and Commercial Law Act 2017 to an email address designated by the Board (and if not designated, to the contact person of the Board) to receive proxies in favour of some individual entitled to be present at the meeting before the commencement of the General Meeting; or
- 38.4 through the authorised representative of a body corporate as notified to the Board; and
- 38.5 no other proxy voting will be permitted.

Quorum

- 39 No General Meeting may be held unless at least 20 Members entitled to vote attend throughout the meeting and this will constitute a quorum.

When quorum is not met

- 40 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, will be dissolved. In any other case, it will stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting, a quorum is not present, those Members present in person or by proxy will be deemed to constitute a sufficient quorum.

Voting

- 41 A Member who is entitled to vote is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting will be:
- 41.1 by voices;
- 41.2 by show of hands;

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- 41.3 by electronic voting;
 - 41.4 by proxy in accordance with rules 38.2 and 38.3; or
 - 41.5 on demand of the Chairperson or of two or more Members present, by secret ballot.
- 42 Unless otherwise required by this Constitution, all questions will be decided by a simple majority of those in attendance in-person voting at a General Meeting and by those voting by proxy or by remote ballot.
- 43 A resolution passed by the required majority at any General Meeting or by proxy or remote ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
- 44 Any decisions made when a quorum is not present are not valid.

Resolution in lieu of General Meeting

- 45 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 this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of the eligible Members voting 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 Constitution (for example, by electronic means).

Place of meeting

- 46 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

Chair of meeting

- 47 All General Meetings will be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson will chair that meeting.

Powers of the chair of the General Meeting

- 48 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote, and may:
- 48.1 with the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any

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adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place;

- 48.2 direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the General Meeting; and
- 48.3 in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

Board Motions

- 49 The Board may propose motions for the Society to vote on ("Board Motions"), which will be notified to Members with the Notice of the General Meeting.

Members' Motions

- 50 Any Member may request that a motion be voted on ("Member's Motion") at a General Meeting, by giving Notice to the Chief Executive Officer or Board at least 10 Working Days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). If Notice of the motion is given to the Chief Executive Officer or Board before written Notice of the General Meeting is given to Members, Notice of the motion will be provided to Members with the written Notice of the General Meeting.

Minutes

- 51 The Society must keep minutes of all General Meetings.

ANNUAL GENERAL MEETINGS

Requirement to hold Annual General Meeting

- 52 An Annual General Meeting will be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings will apply.

Timing of Annual General Meeting

- 53 The Annual General Meeting must be held no later than the earlier of the following:
 - 53.1 6 months after the balance date of the Society; and
 - 53.2 15 months after the previous Annual General Meeting.

The business of an Annual General Meeting

- 54 The business of an Annual General Meeting will be to:
- 54.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - 54.2 adopt the annual report on the operations and affairs of the Society;
 - 54.3 adopt the Board's report on the finances of the Society, and the annual financial statements;
 - 54.4 elect the Officers of the Society for the incumbent term;
 - 54.5 resolve to appoint an auditor;
 - 54.6 review and approve the proposed budget for the next year;
 - 54.7 provide Notice of proposed changes to subscription fees for Members (if any);
 - 54.8 consider any motions of which prior Notice has been given to Members with Notice of the Annual General Meeting; and
 - 54.9 consider any general business.

Information that must be presented

- 55 The Board must, at each Annual General Meeting, present the following information:
- 55.1 an annual report on the operation and affairs of the Society during the most recently completed accounting period;
 - 55.2 the annual financial statements for that period;
 - 55.3 the final determined budget allocation to Sector Groups;
 - 55.4 the Endowment Committee annual report to the Members which will detail the funding requests (both refused and approved) for the previous year, along with any other pertinent business; and
 - 55.5 Notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

SPECIAL GENERAL MEETINGS

How Special General Meetings may be called

- 56 Special General Meetings may be called at any time by the Board by a simple majority resolution.

Special General Meetings may be called by Member request

- 57 The Board must call a Special General Meeting if it receives a written request signed by at least 5% of Members.

Business of Special General Meeting

- 58 Any resolution or written request must state the business that the Special General Meeting is to deal with.

Procedure to be followed

- 59 The rules in this Constitution relating to the procedure to be followed at General Meetings will apply to a Special General Meeting, and a Special General Meeting will only consider and deal with the business specified in the Board's resolution or the written request by Members for the Special General Meeting.

BOARD

Board composition

- 60 The Board will consist of five Officers, and may increase to six, if an independent remunerated Officer is appointed:
- 60.1 The current Board will remain in place until the first AGM following adoption of this Constitution. Elections will take place at that AGM pursuant to the terms of this Constitution to:
- (a) First, elect two Officers of the current Board to the new Board if there are more than two Officers of the current Board interested in becoming Officers of the new Board. If there are only two Officers of the current Board interested in becoming Officers of the new Board, then those two Officers will remain in place until the second AGM following adoption of this Constitution; and
 - (b) Second, replace the three vacant Officer positions left by those Officers on the current Board whose terms of office expire at that AGM.
- 60.2 The Board may appoint an independent remunerated Officer under rule 93.6.

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- 60.3 There must always be at least two Officers on the Board who are owners and/or employees of an Operator Member that operates in the North Island.
- 60.4 There must always be at least two Officers on the Board who are owners and/or employees of an Operator Member that operates in the South Island.

Functions of the Board

- 61 From the end of each Annual General Meeting until the end of the next, the Society must be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under that Act, and this Constitution.

Powers of the Board

- 62 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 this Constitution.
- 63 Without limiting these general powers, the Board will have power to do all or any of the following things:
- 63.1 to research, institute, conduct, defend, compromise, refer to arbitration and abandon any legal or other proceedings commenced by or against the Society, its Board or any of its Officers;
- 63.2 to enter into all negotiations, contracts and agreements and rescind and vary and execute and do all such acts, deeds, matters and things in the name and on behalf of the Society as it may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise, for the Purposes;
- 63.3 to carry out all such acts as may be necessary to achieve the Purposes;
- 63.4 to borrow any money for any of the objects of the Society in any form which the Board may think proper, and to give security;
- 63.5 to appoint sub-committees and delegate to sub-committees all or any of its powers given under these rules for any period not beyond the date of the next succeeding Annual General Meeting of the Society and to revoke any power so delegated;
- 63.6 to determine in each year the subscriptions payable by each Member as described in rule 26;

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- 63.7 to delegate in writing for any period not beyond the date of the next succeeding Annual General Meeting of the Society to its Chief Executive Officer or any Officer, any or all of its powers given under these rules and to revoke any powers so delegated; and
- 63.8 to review from time to time the Grant Policy set out in Schedule 3 to these rules and, if thought appropriate, amend the same.

Sub-committees

- 64 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:
 - 64.1 the quorum of every sub-committee is half the members of the sub-committee but not less than two;
 - 64.2 no sub-committee will have power to co-opt additional members;
 - 64.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Board; and
 - 64.4 a sub-committee must not further delegate any of its powers.

General matters

- 65 The Board and any sub-committee may act by a simple majority resolution approved during 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 or sub-committee meeting.
- 66 Other than as prescribed by the Act or this Constitution, the Board or any sub-committee may regulate its proceedings as it thinks fit.

Sector Groups

- 67 The Board may recommend that Sector Groups be formed, dissolved, or have their rules or operations (including, but not limited to, those at Schedule 1) amended at Annual General Meetings, General Meetings or Special General Meetings. Any such recommendations must be approved by a simple majority of the Members voting. Sector Groups must continue to operate actively and in accordance with the terms of Schedule 1 until they are disestablished pursuant to this Constitution.

Endowment Committee

- 68 The Endowment Committee is to operate in the manner at Schedule 2. Where the Board directs, certain assets and funds received by the Society will be managed by the Endowment Committee.

Unincorporated Regional Branches

- 69 Upon written request by at least 15 Members that are entitled to vote within a specific geographic location, the Board (at its sole discretion) may, approve those Members forming an unincorporated regional branch ("Unincorporated Regional Branch"), for the purposes of:
- 69.1 obtaining and co-ordinating the views of Members within that geographic location on matters affecting the road transport industry and to communicate these views to the Society Board and staff; or
- 69.2 facilitating professional networking and social events within that geographic location.
- 70 Unincorporated Regional Branches:
- 70.1 must annually elect a committee of at least three Members, or representatives of bodies corporate that are Members of the Society (Branch Committee);
- 70.2 must hold an annual meeting of the Branch Committee;
- 70.3 must provide an annual report to the Board in a form prescribed by the Board;
- 70.4 must comply with the Constitution at all times;
- 70.5 must not incorporate as a separate or independent incorporated society under the Act; and
- 70.6 have no governance role, nor voting rights, in respect of the Society.
- 71 The Board may, at its complete discretion:
- 71.1 disestablish the Unincorporated Regional Branch; or
- 71.2 impose conditions to be met by the Unincorporated Regional Branch as the Board sees fit.
- 72 The Society may hold and administer assets or funds accumulated by the Unincorporated Regional Branches for the benefit of the geographical location of the Unincorporated Regional Branches. All decisions relating to holding and administering such funds will be made by the Board on such terms as the Board considers appropriate.

BOARD MEETINGS

Procedure

- 73 The quorum for Board meetings is at least three members of the Board excluding any independent remunerated Officer appointed under rule 93.6 and must include:
- 73.1 at least one member of the Board who is an owner and/or employee of an Operator Member that operates in the South Island; and
 - 73.2 at least one member of the Board who is an owner and/or employee of an Operator Member that operates in the North Island.
- 74 A meeting of the Board may be held either:
- 74.1 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
 - 74.2 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.
- 75 A resolution of the Board is passed at any meeting of the Board if a simple majority of the votes cast on it are in favour of the resolution. Every Officer on the Board will have one vote.
- 76 The members of the Board must elect one of their number as Chairperson of the Board. If at a meeting of the Board, the Chairperson is not present, the members of the Board present may choose one of their number to be Deputy Chairperson of the meeting. The Chairperson (or the Deputy Chairperson, as applicable) has a casting vote in the event of a tied vote on any resolution of the Board.
- 77 Except as otherwise provided in this Constitution, the Board may regulate its own procedure.
- 78 The Board, by a resolution of a simple majority of the members of the Board, may amend the title of the Chief Executive Officer to another title if it deems it appropriate.

Frequency of Board meetings

- 79 The Board will meet as required 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 Chairperson or Chief Executive Officer.

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- 80 The Chief Executive Officer, or other Board member nominated by the Board, must give to all Board members not less than 10 Working Days' Notice of Board meetings, but in cases of urgency, a shorter period of Notice will suffice.

Chief Executive Officer

- 81 The Society will have a Chief Executive Officer.
- 82 The Chief Executive Officer will be appointed, and may be removed from office, by a resolution of a simple majority of the members of the Board.
- 83 The Chief Executive Officer will be under control of the Board and will be responsible for the general administration of the Society within the policy determined by the Board.
- 84 The Chief Executive Officer will:
- 84.1 hold the books, records and documents of the Society;
 - 84.2 conduct, deal with and answer correspondence and perform such other duties as directed by the Board; and
 - 84.3 attend all meetings personally or by deputy and enter up minutes of meetings, control staff (including employment and termination), and supervise the property of the Society.
- 85 The Chief Executive Officer must record the minutes of all General Meetings and all Board meetings, and all such minutes, when confirmed by the next such meeting and signed by the Chairperson of that meeting, will be prima facie evidence that the meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- 86 The salary of the Chief Executive Officer will be determined by the Board by a resolution of a simple majority of the members of the Board.
- 87 Duties and salaries of other employees of the Society will be determined by the Chief Executive Officer.
- 88 The Chief Executive Officer will, in consultation with the Chairperson, correspond, engage and arrange meetings as convenient with Officers and the Members to exchange information, co-ordinate policies and expedite the work and activities of the Society.

OFFICERS

Qualifications of Officers

- 89 Every Officer must be a natural person who:

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- 89.1 is an owner and/or employee of an Operator Member. This requirement does not apply to the independent remunerated Officer, if appointed by the Board under rule 93.6;
- 89.2 is not a current Endowment Committee member;
- 89.3 has consented in writing to be an Officer of the Society; and
- 89.4 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Disqualification of Officers

- 90 The following persons may not hold office as an Officer of the Society:
- 90.1 a person disqualified under section 47(3) of the Act;
 - 90.2 a person who is under 16 years of age;
 - 90.3 a person who is an undischarged bankrupt;
 - 90.4 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;
 - 90.5 a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
 - 90.6 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
 - (a) an offence under subpart 6 of Part 4 of the Act;
 - (b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (c) an offence under section 143B of the Tax Administration Act 1994;
 - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (c); or
 - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;

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- 90.7 a person subject to:
- (a) a banning order under subpart 7 of Part 4 of the Act;
 - (b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
 - (c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (d) 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;
- 90.8 a person who is subject to an order that is substantially similar to an order referred to in rule 90.7 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.

Requirements for election of appointment of Officer

- 91 Prior to election or appointment as an Officer a person must:
- 91.1 be nominated by two other Members that are eligible to vote;
 - 91.2 consent in writing to be an Officer; and
 - 91.3 certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act. Each certificate will be retained in the Society's records.

Officers' duties

- 92 At all times, each Officer:
- 92.1 must act in good faith and in what he or she believes to be the best interests of the Society;
 - 92.2 must exercise all powers for a proper purpose;
 - 92.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
 - 92.4 when exercising powers or performing duties as an Officer, 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:
 - (a) the nature of the Society;

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- (b) the nature of the decision; and
 - (c) the position of the Officer and the nature of the responsibilities undertaken by him or her;
- 92.5 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
- 92.6 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.

Election or appointment of Officers

- 93 The election of Officers will be conducted as follows:
 - 93.1 Officers will be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy will be filled by a simple majority resolution of the Board and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Qualification of Officers" rule above). Any such appointment must be ratified at the next Annual General Meeting;
 - 93.2 a candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Qualifications of Officers" rule above) must be received by the Society at least 20 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting;
 - 93.3 votes must be cast in such a manner as the person chairing the meeting determines (including by secret ballot). In the event of any vote being tied, the tie will be resolved by the incoming Board (excluding those in respect of whom the votes are tied);
 - 93.4 two Members (who are not nominees) or non-Members appointed by the Chairperson will act as scrutineers for the counting of the votes and destruction of any voting papers;

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- 93.5 the failure for any reason of any Member to receive such Notice of the General Meeting will not invalidate the election;
- 93.6 in addition to Officers elected under the foregoing provisions of this rule, the Board may appoint other Officers for a specific purpose (including the appointment of one independent remunerated Officer), or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Board, any person so appointed will have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Qualification of Officers" rule 90); and
- 93.7 the Members, no later than three months prior to the Annual General Meeting, by simple majority can decide to dispense with the requirement for Officers to be elected at Annual General Meetings in favour of a General Meeting, or a series of General Meetings.

Term for Officers and Chairpersons

- 94 The term of office for all Officers elected to the Board will be:
- 94.1 one year for Officers of the current Board being elected to (or continuing on) the new Board pursuant to rule 60.1 (a); or
- 94.2 two years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- 95 No Officer will serve for more than three consecutive terms.
- 96 No Chairperson will serve for more than three consecutive years as Chairperson.

Removal of Officers

- 97 An Officer must be removed as an Officer by a simple majority resolution of the Board or the Society where in the opinion of the Board or the Society:
- 97.1 the Officer elected to the Board has been absent from two Board meetings without leave of absence from the Board;
- 97.2 the Officer has brought the Society into disrepute;
- 97.3 the Officer has failed to disclose a conflict of interest; or
- 97.4 the Board passes a vote of no confidence in the Officer.

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- 98 The Officer (or the Body Corporate the Officer represents) ceases to be a Member with effect from (as applicable) the date specified in a resolution of the Board or Society.

Ceasing to hold office

- 99 An Officer ceases to hold office when they resign (by Notice in writing to the Board), are disqualified under rule 90, are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 100 Each Officer will within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of the Society held by such former Officer.
- 101 Despite vacating office as an Officer, a person who has held office as an Officer remains liable for acts and omissions and decisions made while that person was an Officer.

Conflicts of interest

- 102 An Officer 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):
- 102.1 to the Board and or sub-committee; and
- 102.2 in the Interests Register kept by the Board.

How disclosure must be made

- 103 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

Interested Member

- 104 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
- 104.1 must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of that Board and/or sub-committee who are not interested in the Matter consent; and
- 104.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of that Board and/or sub-committee who are not interested in the Matter consent; but
- 104.3 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

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the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).

Quorum where there is an Interested Member

- 105 An Officer or member of a sub-committee who is prevented from voting on a Matter may not be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 106 Where 50% or more of Officers 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.
- 107 Where 50% 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 will consider and determine the Matter.

RECORDS

Register of Members

- 108 The Society will keep an up-to-date Register of Members.
- 109 The Society must update the Society's membership records as soon as practicable after becoming aware of changes to the information recorded on the Register of Members.

Information contained in the Register of Members

- 110 For each current Member, the information contained in the Register of Members will include:
- 110.1 their name;
- 110.2 the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown"); and
- 110.3 their contact details, including:
- (a) a physical address or an electronic address;
- (b) a telephone number;
- (c) postal address;
- (d) email address (if any);
- (e) occupation; and
- (f) whether the Member is financial or unfinancial.

Change of contact details

- 111 Every current Member must promptly advise the contact person of the Society of any change of the Member's contact details.

Former Members of the Society

- 112 The Society will also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- 112.1 the former Member's name; and
- 112.2 the date the former Member ceased to be a Member.

Interests Register

- 113 The Board will at all times maintain an up-to-date Interests Register of the interests disclosed by Officers and by members of any sub-committee.

Access to information for Members

- 114 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:
- 114.1 provide the information;
 - 114.2 agree to provide the information within a specified period;
 - 114.3 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
 - 114.4 refuse to provide the information, specifying the reasons for the refusal.

Refusal to provide information for Members

- 115 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- 115.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
 - 115.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;

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- 115.3 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;
- 115.4 the information is not relevant to the operation or affairs of the Society;
- 115.5 withholding the information is necessary to maintain legal professional privilege;
- 115.6 the disclosure of the information would, or would be likely to, breach an enactment;
- 115.7 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;
- 115.8 the request for the information is frivolous or vexatious; or
- 115.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

Charges for information

- 116 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:
 - 116.1 that the Member will pay the charge; or
 - 116.2 that the Member considers the charge to be unreasonable.
- 117 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

FINANCES

Control and management

- 118 The funds and property of the Society will be:
 - 118.1 controlled, invested and disposed of by the Board, subject to this Constitution; and
 - 118.2 devoted solely to the promotion of the Purposes of the Society.

Bank accounts

- 119 The Board will maintain bank accounts in the name of the Society.

Money received on account of the Society

- 120 All money received on account of the Society must be banked within a reasonable timeframe of receipt.

Accounting records and audit

- 121 The Board must ensure that:
- 121.1 There are kept at all times accounting records that:
- (a) correctly record the transactions of the Society;
 - (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 Society's Constitution).
- 121.2 In accordance with the Act, in each financial year, the accounting records are audited by a qualified auditor (as defined in the Act) who must comply with all auditing and assurance standards (also defined in the Act), and that:
- (a) the auditor makes a report to the Members on the financial statements audited by the auditor; and
 - (b) if the auditor's report indicates the requirements of the Act have not been complied with then, pursuant to the Act, the auditor must, within seven Working Days after signing the report, send a copy of the report and a copy of the financial statements to which it relates to the Registrar.

System of control of accounting records

- 122 The Board must establish and maintain a satisfactory system of control of the Society's accounting records.

Accounting records must be kept in written form

- 123 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Society.

Balance date

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

DISPUTE RESOLUTION

Meanings of dispute and complaint

- 125 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below in rule 127.
- 126 The disagreement or conflict may be between any of the following persons:
- 126.1 two or more Members;
 - 126.2 one or more Members and the Society;
 - 126.3 one or more Members and one or more Officers;
 - 126.4 two or more Officers;
 - 126.5 one or more Officers and the Society; or
 - 126.6 one or more Members or Officers and the Society.
- 127 The disagreement or conflict relates to any of the following allegations:
- 127.1 a Member or an Officer has engaged in misconduct;
 - 127.2 a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act;
 - 127.3 the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act; or
 - 127.4 a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

Members or Officers may make a complaint

- 128 A Member or an Officer may make a complaint by giving to the Board (or a complaints sub-committee) a Notice in writing that:
- 128.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
 - 128.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - 128.3 sets out any other information or allegations reasonably required by the Society.

Society may make a complaint

- 129 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:

- 129.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- 129.2 sets out the allegation to which the dispute relates.

Information which must be contained in a complaint

- 130 The information setting out the allegations 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.

Cooperation to resolve disputes

- 131 All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 132 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.

Other manner

- 133 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

A person who makes complaint has right to be heard

- 134 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.
- 135 If the Society makes a complaint:
 - 135.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 135.2 an Officer may exercise that right on behalf of the Society.
- 136 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:
 - 136.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - 136.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - 136.3 an oral hearing (if any) is held before the decision maker; and

- 136.4 the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

- 137 The Board must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined provided that:
- 137.1 if the complaint relates to one or more Officers, that Officer or those Officers must be excluded from the Board's management of the dispute resolution process and decision making;
 - 137.2 if the complaint is made by one or more Officers, that Officer or those Officers must be excluded from the Board's management of the dispute resolution process and decision making; and
 - 137.3 if the Board is unable to proceed because it will not have a quorum of Officers to conduct the dispute resolution process as a consequence of the above, the Board must appoint an individual who is not a Member or Officer to manage the dispute resolution process and make a decision about the complaint.
- 138 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 139 After completing the dispute resolution process, the Board or the independent person appointed (the decision maker) may:
- 139.1 make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
 - 139.2 in the case of a complaint against a Member, suspend the Member's membership for a defined period or terminate the Member's membership; or
 - 139.3 in the case of complaint against an Officer, remove the Officer from their role as an Officer (and if the Officer is also a Member, as a Member).

Society may decide not to proceed further with complaint

- 140 Despite the "Investigating and determining dispute" rule above, the Society may decide not to proceed further with a complaint if:
- 140.1 the complaint is considered to be trivial;
 - 140.2 the complaint does not appear to disclose or involve any allegation of the following kind:

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- (a) that a Member or an Officer has engaged in material misconduct; or
 - (b) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
- 140.3 that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- 140.4 the complaint appears to be without foundation or there is no apparent evidence to support it;
- 140.5 the person who makes the complaint has an insignificant interest in the matter;
- 140.6 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- 140.7 there has been an undue delay in making the complaint.

Society may refer complaint

- 141 The Society may refer a complaint to:
 - 141.1 a sub-committee or an external person to investigate and report; or
 - 141.2 a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 142 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).

Decision makers

- 143 A person may not act as a decision maker in relation to a complaint if two or more members of the Board or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:
 - 143.1 impartial; or
 - 143.2 able to consider the matter without a predetermined view.

AMALGAMATION

- 144 The Society may be amalgamated with one or more other incorporated societies in accordance with this Constitution and the provisions of Part 5, Subpart 2 of the Act.

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- 145 The Board must, not less than 40 Working Days before any amalgamation involving the Society is proposed to take effect:
- 145.1 send to each Member a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any);
 - 145.2 send to every secured creditor of the Society a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any); and
 - 145.3 give public notice of the proposed amalgamation in the manner prescribed by regulations made under the Act (if any).
- 146 The Board must also give no less than 20 Working Days' written Notice to all Members of the General Meeting at which the Amalgamation Proposal is to be considered.
- 147 The procedure to be followed at General Meetings will apply, notwithstanding rule 44, however, the Amalgamation Proposal must be approved by the Society by resolution passed by a two-thirds majority of Members present and voting at the General Meeting.
- 148 The Board must resolve that:
- 148.1 in its opinion, the proposed amalgamation is in the best interests of the Society; and
 - 148.2 the Board is satisfied, on reasonable grounds, that the amalgamated society will, on amalgamation, satisfy the solvency test under section 195 of the Act.
- 149 Every Officer who votes in favour of the resolution set out at rule 148 must sign a certificate stating:
- 149.1 that, in the Officer's opinion, the conditions set out at rules 148.1 and 148.2 are satisfied; and
 - 149.2 the grounds for that opinion.

LIQUIDATION AND REMOVAL FROM THE REGISTER

Resolving to put society into liquidation

- 150 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 151 The Board must give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

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- 152 The Board must also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice must include all information as required by section 228(4) of the Act.
- 153 The procedure to be followed at General Meetings will apply however, notwithstanding rule 44, any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting at a General Meeting.

Resolving to apply for removal from the Register

- 154 The Society may be removed from the Register in accordance with the provisions of Part 5 of the Act.
- 155 The procedure to be followed at General Meetings will apply, however, the Board must give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register.
- 156 The Board must also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice must include all information as required by section 228(4) of the Act.
- 157 Any resolution to remove the Society from the Register must be passed by a two-thirds majority of all Members present and voting at a General Meeting.

Surplus assets

- 158 If the Society is liquidated or removed from the Register, no distribution will be made to any Member.
- 159 On the liquidation or removal from the Register of the Society, its surplus assets, after payment of all debts, costs and liabilities, shall be vested in any not-for-profit organisation that has been incorporated to act in succession to the Society.
- 160 However, in any resolution under these rules 158 to 160, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

ALTERATIONS TO THE CONSTITUTION

Amending this Constitution

- 161 All amendments to this Constitution must be made in accordance with this Constitution. Any minor or technical amendments will be notified to Members as required by section 31 of the Act.
- 162 The procedure to be followed at General Meetings shall apply, notwithstanding rule 44, however the Society may amend or replace this

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Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

- 163 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
- 164 Any proposal to amend or replace this Constitution must be signed by at least 5% of Members entitled to vote and given in writing to the Board at least 20 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 165 At least 20 Working Days before the General Meeting at which any amendment is to be considered, the Board will give to all Members Notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- 166 When an amendment is approved by a General Meeting, it will be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

OTHER

Bylaws

- 167 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 will be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation. This Constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by Members, and copies must be provided (at reasonable cost, if required by the Board) to any Member on request.

Use of Society Brand/Logo

- 168 All Members may display the Society's approved brand, trade mark or logo in a style, manner and position as prescribed or approved by the Board from time to time.
- 169 All signs, trade marks and intellectual property, which contain or refer to the Society brand or logo, remain the property of the Society.
- 170 Any Member who ceases to be a member will, at the Member's expense, immediately remove and return to the Society any signage owned by the Society and immediately cease the use and display of any Society brand, trade mark, logo, or other similar material.

SCHEDULE 1

SECTOR GROUPS

- 1 Sector Groups are to function as a means of obtaining and co-ordinating the views of Members regarding sector specific issues and to communicate those views to the Society's Board and staff.
- 2 Sector Group members are to be elected by a simple majority resolution at the same time as Officer elections at the Annual General Meeting and the procedure to be followed at General Meetings will apply.
- 3 As at the date of adoption of this Constitution, the Sector Groups comprise:
 - 3.1 Road and Vehicles;
 - 3.2 Bulk and Specialised;
 - 3.3 Livestock and Rural;
 - 3.4 General Freight;
 - 3.5 Logging; and
 - 3.6 Ports and Intermodal.
- 4 Each Sector Group must comprise at least two Members and a maximum of eight Members, provided that there must always be at least one Member based in the North Island and one Member based in the South Island in each Sector Group.
- 5 The Board will have one combined meeting with all the Sector Groups each year.
- 6 Meetings for each Sector Group:
 - 6.1 must occur at least four times per year, either in person or remotely; and
 - 6.2 will have the costs of one in-person meeting per year paid for by the Society.
- 7 The Sector Groups' proposed budgets are to be allocated by the Board and Notice will be provided to Sector Group members. The Sector Group members will have a period of 20 Working Days from the date of the Board's Notice to provide non-binding feedback for the Board to consider before the Board makes the final determination on the allocated budgets.
- 8 The Board will present to Members the final determined budget allocation to Sector Groups at the Annual General Meeting.

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- 9 The Sector Groups will ensure they regularly consult and engage with Members and other Sector Groups.

SCHEDULE 2

ENDOWMENT COMMITTEE

- 1 The Endowment Committee is a sub-committee for the purposes of this Constitution.
- 2 The Endowment Committee will consider funding requests from the Members, sub-committees and Sector Groups subject to the:
 - 2.1 Region 3 Asset and Funding Parameters;
 - 2.2 Region 5 Asset and Funding Parameters;
 - 2.3 Region 2 Asset and Funding Parameters if Region 2 in its sole discretion decides to wind up;
 - 2.4 Region 4 Asset and Funding Parameters if Region 4 in its sole discretion decides to wind up; and
 - 2.5 Grant Policy.
- 3 Any amendments to the Grant Policy must be approved by a simple majority resolution at a Special General Meeting or at the Annual General Meeting and the procedure to be followed at General Meetings shall apply.
- 4 Endowment Committee members:
 - 4.1 are subject to the same election provisions as Officers under rule 91;
 - 4.2 may not be current Officers;
 - 4.3 may not be disqualified from holding office under rule 90;
 - 4.4 are subject to the same Interested Member provisions as Officers under rules 104 to 107; and
 - 4.5 are subject to the dispute resolution provisions of this Constitution.
- 5 Decisions of the Endowment Committee must be approved by a majority of 75% of those eligible to vote.
- 6 The Endowment Committee must comprise at least four Members and a maximum of five Members, provided that there will always be:
 - 6.1 one Member representing the upper half of the North Island;
 - 6.2 one Member representing the lower half of the North Island;
 - 6.3 one Member representing the upper half of the South Island; and
 - 6.4 one Member representing the lower half of the South Island.

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- 7 An independent remunerated member of the Endowment Committee may be appointed as the fifth member. The independent member:
- 7.1 is to be appointed and removed by the Endowment Committee;
 - 7.2 is to have a term of office of three years;
 - 7.3 is to attend meetings in a speaking role to assist with governance;
 - 7.4 does not have voting rights; and
 - 7.5 is to be remunerated from funds that the Endowment Committee manages.
- 8 Term of Office for Endowment Committee members:
- 8.1 the term of office for all Endowment Committee members elected will be three years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Endowment Committee member's term of office;
 - 8.2 the initial term of appointment of Endowment Committee members following adoption of this Constitution will be staged so that:
 - (a) two members will have terms of office of three years; and
 - (b) two members will have terms of office of two years;
 - 8.3 no Endowment Committee Members will serve for more than three consecutive terms.
- 9 The Endowment Committee is to meet (either in person or remotely) as needed to consider funding requests and administer funds under management but, in any case, will meet at least once each year. Meeting minutes are to be taken for each meeting of the Endowment Committee.
- 10 The Chairperson will attend Endowment Committee meetings in a speaking role, but has no right to vote on Endowment Committee decisions.
- 11 The Endowment Committee is to prepare an annual report to the Members which will detail the funding requests (whether refused, approved or being considered) for the previous year, along with any other pertinent business. The report will be presented at the Annual General Meeting.
- 12 The Society is to provide all necessary administrative support to assist the Endowment Committee's operation.

SCHEDULE 3

GRANT POLICY

- 1 Funding requests must be made with the intention of furthering the Purposes of the Society.
- 2 Funding requests are to be subject to any Asset and Funding Parameters prescribed by a region.
- 3 Endowment Committee approved funding requests must only be actioned once approved by the Board.
- 4 Funding requests submitted to the Endowment Committee are to be made in writing and must substantiate:
 - 4.1 the funds being requested;
 - 4.2 the bank account for the funds to be deposited to;
 - 4.3 the purpose/project for which the funds are being requested;
 - 4.4 the date that the funds are required by;
 - 4.5 the date that the funds are expected to be spent by; and
 - 4.6 that the funds being requested are sufficient to deliver the purpose/project.
- 5 Approval of funding requests is at the sole discretion of the Endowment Committee and application does not guarantee funding, however, the Endowment Committee agrees to act fairly, reasonably and in good faith towards applicants in considering funding requests.
- 6 The Endowment Committee may seek additional clarification or information from applicants to assist its decision making.
- 7 The Endowment Committee has the discretion to decide whether the items funded will remain the property of the Society, the applicant(s) or the recipient(s) (as they case may be).
- 8 The Endowment Committee has the discretion to hold funding application rounds at a frequency it chooses, so long as there is at least one funding application round every six months, subject to funding applications having been received.
- 9 As long as an application for a funding request was received in acceptable form at least 10 Working Days before an Endowment Committee meeting, the Endowment Committee will consider the said application at the next

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Endowment Committee meeting. The Endowment Committee may waive the 10 Working Day period, at its discretion.

- 10 Subject to receiving any clarification or information that it may require under rule 6 above, the Endowment Committee will provide written notification of the outcome of an application within 20 Working Days of it being considered at an Endowment Committee meeting. Verbal communications of funding decisions will not be given.
- 11 Funding recipients must notify the Endowment Committee of any issue that may jeopardise the completion of the purpose/project as soon as possible after becoming aware of the issue.
- 12 Any deviations or requests for reallocation of funding or change of supplier of goods and/or services must be made to the Endowment Committee in writing prior to the expenditure being incurred.
- 13 Funds must be returned in full or in part (as the case may be) if:
 - 13.1 actual costs are less than those indicated in the funding request;
 - 13.2 funds are not spent by the date specified in the funding request;
 - 13.3 funds are spent for other than those indicated in the funding request;
 - 13.4 there is any other irregularity in the funding grant process; and
 - 13.5 the intended recipient of the funding has received funding from another source for the same purpose.
- 14 At the completion of any project that received Endowment Committee Funding, the recipients of the funds are to prepare a Project Report for the Endowment Committee (that will be made available to the Members) within 30 Working Days of the project being completed. The Project Report must specify the:
 - 14.1 recipients of the funding;
 - 14.2 funding received, and how the funds were applied to the project (including all receipts);
 - 14.3 description of the project, including any supporting photographs; and
 - 14.4 overall outcomes of the project and how the Purposes of the Society were furthered as a result.
- 15 Funding recipients will not be eligible for further funding until:

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- 15.1 any funds to be returned are repaid in full; or
- 15.2 any outstanding Project Reports are received.
- 16 All successful funding requests may be subject to an audit at the direction of the Board.
- 17 The Grant Policy may be amended from time to time on the recommendation of the Board by a simple majority resolution of the Members entitled to vote at a General Meeting.