

# **CONSTITUTION**

## **CARBON AND ENERGY PROFESSIONALS NEW ZEALAND INCORPORATED**

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## 1 NAME AND REGISTERED OFFICE

- 1.1 The incorporated society known immediately prior to the adoption of this Constitution as “Energy Management Association Incorporated” (registered number 1120936) will, from the Adoption Date, be named “**Carbon and Energy Professionals New Zealand Incorporated**”.
- 1.2 The registered office of the Society will be such office as is determined by the Board from time to time, being as at the Adoption Date, Level 4, Hope Gibbons Building, 7-11 Dixon Street, Wellington.

## 2 DEFINITIONS

- 2.1 In this Constitution, unless the context otherwise requires:

“**Act**” means the Incorporated Societies Act 1908 and regulations made under that Act, and any subsequent legislation introduced as a replacement of, or in supplement to, the Incorporated Societies Act 1908 and any regulations made under that subsequent legislation;

“**Adoption Date**” means the date on which this Constitution comes into effect;

“**Annual General Meeting**” means the annual general meeting of the Society held in accordance with Rule 15.1;

“**Board**” means the governing body of the Society constituted in accordance with Rule 11;

“**By-laws**” means the by-laws of the Society that are established and enacted by the Board in accordance with Rule 14.6;

“**Chair**” means the chairperson of the Board appointed in accordance with Rule 11.6a;

“**Chief Executive**” means the chief executive of the Society appointed by the Board as contemplated by Rule 14.7;

“**Code of Conduct**” means a code of conduct of the Society that is established and promoted by the Board in accordance with Rule 14.6;

“**Constitution**” means this Constitution, as may be amended from time to time in the manner contemplated by Rule 20 or as otherwise contemplated by any other Rule, and includes all appendices of the Constitution from time to time;

“**Eligible Member**” means a Member under a Membership Category the Membership Rights of which entitle such Members to stand as an Officer;

“**Extraordinary General Meeting**” means a general meeting of the Society other than the Annual General Meeting;

“**Financial Year**” means the financial year of the Society, being the year ending 30 September.

“**General Meeting**” means an Annual General Meeting or an Extraordinary General Meeting;

“**Life Member**” means an individual appointed by the Board as a Life Member in accordance with Rule 6.7;

“**Member**” means an individual who, having consented to being so, is or has been admitted a member of the Society (under any of the Membership Categories) in accordance with Rule 8, and “**Membership**” has a corresponding meaning;

**“Membership Category”** means a category under which a person is admitted as a Member, as contemplated by Rule 6.5 (as at the Adoption Date, the Membership Categories are those categories set out in Appendix 1);

**“Membership Criteria”** means the criteria applicable to the admission of a person as a Member, as determined by the Board from time to time, including the criteria referred to in Appendix 1;

**“Membership Fee”** means:

- a the Subscription Fee;
- b any other fees payable by a Member as determined by the Board from time to time in accordance with Rule 10.1b; and
- c any levy that is imposed on Members in accordance with Rule 10.2;

**“Membership Rights”** means the rights granted to Members of a Membership Category under this Constitution or by the Board in accordance with Rule 6.5a, as may be amended from time to time by the Board in accordance with Rule 6.5c;

**“Objectives”** has the meaning given to that term in Rule 5;

**“Officer”** means a person who holds office as a member of the Board in accordance with this Constitution, including the Chair and the Vice-Chair;

**“Ordinary Resolution”** means a resolution of Members assented to by a majority of Members in General Meeting entitled to vote and voting on the question;

**“Partner”** means a person who is a partner, sponsor, supporter or other person classified as a Partner by the Board from time to time;

**“Partner Representative”** means the person appointed as the “Partner Representative” in the manner contemplated by Appendix 2;

**“Registered Office”** means the registered office of the Society as determined in accordance with Rule 1.2;

**“Regulations”** means regulations of the Society that are established and promoted by the Board in accordance with Rule 14.6;

**“Rules”** means the rules set out in this Constitution;

**“Society”** means Carbon and Energy Professionals New Zealand Incorporated;

**“Special Resolution”** means a resolution of Members assented to by no less than two-thirds of Members in General Meeting entitled to vote and voting on the question;

**“Sub-Committee”** means a sub-committee established by the Board in accordance with Rule 14.2b;

**“Subscription Fee”** means the annual subscription fee payable by each Member as determined by the Board in accordance with Rule 10.1;

**“Treasurer”** means the treasurer of the Society appointed in accordance with Rule 11.6c;

**“Vice-Chair”** means the vice-chairperson of the Board appointed in accordance with Rule 11.6b;

**“Voting Member”** means a Member under a Membership Category the Membership Rights of which entitle such Members to vote at a General Meeting;

**“Working Day”** means a day of the week other than a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's birthday, Labour Day or other designated Public Holiday.

- 2.1 Unless the context otherwise requires, references in this Constitution to the “Board” will be read as references to the board of a Sub-Committee, such that provisions governing the conduct and proceedings of the Board will be deemed to extend to the conduct and proceedings of the board of a Sub-Committee.

### **3 INTERPRETATION**

- 3.1 Any procedural or other matters relating to Members or the conduct of the Society which are not provided for in this Constitution may be determined by the Board in its sole discretion.
- 3.2 In the event of any difference of opinion about the interpretation of this Constitution, a Member may refer the matter to the Board, and the Board’s decision as to the interpretation will be final (absent any manifest error).
- 3.3 In this Constitution, unless the context otherwise requires:
- a **Number and gender:** Words importing the plural include the singular and vice versa and words importing one gender include the other genders.
  - b **Headings:** Clause and other headings are for reference only and are not an aid in interpretation.
  - c **Persons:** A reference to a ‘person’ includes a natural person, company, corporation, partnership, firm, joint venture, association of persons (whether corporate or unincorporated), trust, or organisation.
  - d **Statutory provisions:** References to statutory provisions will include references to all regulations, orders, rules or notices made under that statute and references to a statute or regulation will be construed as references to those statutes or regulations as they may be amended or re-enacted or as their application is modified by other provisions from time to time.
  - e **Periods of time:** All periods of time include the day on which the period commences and also the day on which the period ends.
  - f **Includes:** The word ‘includes’ in any form is not a word of limitation.

### **4 NO FINANCIAL GAIN**

- 4.1 Notwithstanding any other provision of this Constitution and without prejudice to the Society’s obligations under the Act or at law, the Society is not to be carried on for the Financial Gain of any of its Members.
- 4.2 For the purposes of this Constitution, **“Financial Gain”** includes both a “pecuniary gain” or a “financial gain” within the meaning of those terms under the Act and at law.

### **5 OBJECTIVES**

The objectives of the Society (**“Objectives”**) are to be beneficial to the New Zealand community by:

- a promoting excellence in sustainability practices with particular reference to the understanding of carbon mitigation and energy efficiency, thereby facilitating improved energy productivity,

- reduced waste of energy, reductions in carbon emissions and the integration of sound energy and carbon management practices into all sectors of the New Zealand economy;
- b ensuring high standards of expertise in carbon and energy management and related services are available to industrial, commercial and residential sectors of New Zealand;
  - c facilitating energy and carbon auditing and energy and carbon management training courses and other professional development opportunities and resources for the benefit of Members and members of the New Zealand public interested in energy and carbon management practices;
  - d administering accreditation schemes that formally recognise the levels of competence an individual has achieved in relation to sustainability practice, energy and carbon auditing and/or management;
  - e providing opportunities to facilitate collaborative discussions, develop training and learning opportunities and provide a range of regional educational forums, events and presentations;
  - f promoting the highest standards of sustainability practice and energy and carbon management awareness, skills and competence amongst industry members and across industrial, commercial and residential sectors of New Zealand;
  - g providing a forum for the discussion of sustainability, energy and carbon management issues, skills and techniques and provide networking opportunities to disseminate information to Members and other interested parties;
  - h facilitating the continuing professional development of Members and interested parties from New Zealand's public, private and educational sectors;
  - i representing Members and industry stakeholders and fostering partnerships with central and regional government as appropriate;
  - j enhancing the standard and effectiveness of sustainability, energy and carbon management practitioners through information and education on technologies and best practice;
  - k cooperating with other bodies or organisations in New Zealand and overseas with complementary objectives;
  - l making known and furthering the Objectives and activities of the Society by the publication and distribution of papers, journals and other publications by any means thought desirable;
  - m liaising with Government and its agencies and influencing policy, legislation and actions consistent with other listed objectives; and
  - n carrying out other such activities consistent with the Objectives outlined above.

## **6 MEMBERSHIP CATEGORIES AND MEMBERSHIP RIGHTS**

6.1 The Members of the Society will be:

- a the individuals who, immediately prior to the Adoption Date, were Members of the Society; and
- b such other individuals as the Board admits as Members from time to time in accordance with Rule 8.

6.2 Without prejudice to Rule 6.1, any person who, not being an individual, was a member of the Society immediately prior to the Adoption Date, will cease to be a member of the Society with effect from the Adoption Date.

- 6.3 Each Member is deemed to have agreed to be bound by this Constitution and all of Rules set out in it, and by any Regulations, By-laws or Codes of Conduct from time to time in force.
- 6.4 The Board may admit as Members all persons:
- a who are individuals;
  - b who have a serious interest in the aims of the Society; and
  - c who satisfy the Membership Criteria,
- in accordance with Rule 8.
- 6.5 The Board may from time to time:
- a establish new Membership Categories, and the Membership Criteria and Membership Rights applicable to such Membership Categories;
  - b establish or vary the Membership Criteria applicable to a Membership Category; and
  - c grant new, or vary existing, Membership Rights applicable to a Membership Category.
- 6.6 An individual Member may use the post-nominal designation (if any) corresponding to the Membership Category in respect of which that individual Member has been admitted as a Member, in the manner determined by the Board from time to time (being, as at the Adoption Date, the manner set out in Appendix 1).
- 6.7 Without limiting Rule 6.4, the Board may appoint any individual whether resident in New Zealand or otherwise, who has made an extraordinary contribution to the aims and Objectives of the Society, as a Life Member, which person:
- a will have the Membership Rights granted to Life Members by the Board from time to time; and
  - b will not be required to pay any Membership Fees.

## **7 MEMBER RESPONSIBILITIES**

- 7.1 Members are bound by this Constitution.
- 7.2 Each Member:
- a must not act in a manner that compromises or is likely to compromise the position of the Society or brings or is likely to bring the Society into disrepute;
  - b must not act counter to the interests of the Society;
  - c must not act counter to the Objectives;
  - d must uphold the good name of the Society at all times; and
  - e must comply with all Codes of Conduct in force from time to time.

## **8 MEMBERSHIP APPLICATIONS**

- 8.1 Each person who wishes to apply for admission as a Member:
- a must do so in writing in such form as is prescribed by the Board from time to time;

- b must deliver the form to the Registered Office or such other address (including an email address) as is specified by the Board from time to time;
  - c must supply such details of his or her occupation, qualifications, experience, fields of interest and references, and such other information as the Board requires; and
  - d subject to Rule 8.2, must pay the applicable Membership Fee, pending that person's admission as Member.
- 8.2 The Society must refund the Membership Fee already paid by any person whose application for admission as a Member is not successful.
- 8.3 Notwithstanding the Membership Criteria, admission of any person as a Member will be at the discretion of the Board.

## **9 CESSATION OF MEMBERSHIP**

- 9.1 A person will cease to be a Member if:
- a the Member resigns by giving written notification delivered to the Registered Office; or
  - b the Member dies.
- 9.2 The Board may, by notice in writing to a Member, terminate that Member's Membership if:
- a the Member fails to pay any Membership Fee due, or any other amount due to the Society by the Member, by the date that is three months after the amount becomes due; or
  - b the Board, following due consideration of such evidence as the Board considers appropriate, is of the view that the Member:
    - i has breached any Code of Conduct;
    - ii has breached this Constitution;
    - iii has breached any By-laws or Regulations; or
    - iv otherwise carries on activities which are incompatible with the Objectives.
- 9.3 No person who ceases to be a Member will be entitled to any refund of Membership Fees already paid, other than in the case of a person who ceases to be a Member due to the Member's death, in which case the estate of that Member will be entitled to a pro-rated refund of the Member's Subscription Fee in respect of the year in which the Member died.
- 9.4 Any person who ceases to be a Member (other than a person who ceases to be a Member due to the Member's death) will remain liable for any Membership Fees or any other amounts due to the Society which become due prior to the cessation of that person's Membership.
- 9.5 The Board may reinstate the Membership of any person at the Board's sole discretion.

## **10 MEMBERSHIP FEES**

- 10.1 The Board will determine in respect of each Financial Year the applicable:
- a Subscription Fee for each Membership Category; and
  - b any other Membership Fees payable by Members or by Members of a Membership Category.



10.2 The Board may at any time, subject to prior approval by Ordinary Resolution, impose a levy on Members:

- a of an amount per Member; and
- b payable at such time,

as stated in the Ordinary Resolution.

10.3 Members must pay:

- a the applicable Subscription Fee annually in advance on or before the first day of the applicable Financial Year; and
- b the applicable Membership Fee on or before the date for payment as specified by the Board.

10.4 The Board may, in its absolute discretion:

- a allow a Member to pay any Membership Fees by way of instalment; and
- b grant a rebate of any Membership Fees to any Member.

## 11 GOVERNANCE

### Overview

11.1 The supervision of the management and control of the affairs of the Society is vested in the Board, which may carry into effect all or any of the Objectives and may exercise all powers of the Society in pursuit of these Objectives in accordance with this Constitution.

### Constitution of the Board and term of office

11.2 The Board will comprise:

- a no fewer than six and no more than ten Officers, each of whom must be Eligible Members; and

the Partner Representative appointed in accordance with the process determined by the Board from time to time, being (as at the Adoption Date) the process set out in Appendix 2.

11.3 The term of office for each Officer will end upon the commencement of elections for Officers held at the second Annual General Meeting that occurs after the Officer takes office, provided that the Board may:

- a extend the term of office of an Officer; or
- b reduce the term of office of an Officer,

for a period of up to one year in order to ensure that no more than 50% of Officers (excluding the Officer appointed by the Board under Appendix 2) are subject to replacement or reappointment at any one Annual General Meeting.

11.4 Notwithstanding any other Rule of this Constitution but without prejudice to Rule 11.3, as at the Adoption Date, the Officers and the expiry date of each Officer's term of office are as follows:

Name of Officer	Expiry date of term of office
Dr Lee Bint	2021 AGM

Tania Coelho	2021 AGM
Mark Davis	2020 AGM
Yvonne Gilmore	2021 AGM
Tim Jackson	2021 AGM
Noel Mason	2021 AGM
Kevin McGrath	2020 AGM
Scott Noyes	2020 AGM
Frans Plugge	2020 AGM
Sam Rorke	2020 AGM
Troy Hicks	Partner Representative

- 11.5 Each Officer is entitled to stand for re-election at the end of his or her term of office.
- 11.6 The Board will appoint Officers to each of the following roles at the first Board meeting following the Annual General Meeting:
- a the Chair;
  - b the Vice Chair;
  - c the Treasurer; and
  - d an Officer (who may be any of the Officers referred to above) who is the nominated contact person to whom the registrar of Incorporated Societies may direct any enquiries regarding the Society,

following each Annual General Meeting or upon such roles otherwise becoming vacant, each of whom will hold such role, subject to Rule 11.13, from their appointment until the first Board meeting following the next Annual General Meeting.

### **Elections**

- 11.7 Elections will be held by secret ballot at each Annual General Meeting, provided that no election need be held if the number of persons nominated is equal to or less than the number of vacancies.
- 11.8 The process for collecting ballots will be determined by the Board, and may include collection in person at a General Meeting, by mail or electronically.
- 11.9 Each Voting Member will have one vote.
- 11.10 Any Member of the Society may by notice in writing (“**Nomination**”) sent to the Registered Office or such other address as notified by the Board from time to time nominate any Eligible Member other than themselves (“**Nominee**”) to stand as an Officer.
- 11.11 A Nomination:
- a must be accompanied by the consent of the Nominee;

- b must be signed by another Member (who is not the Nominee) who seconds the Nomination of the Nominee; and
  - c must be accompanied by brief biographical details of the Nominee.
- 11.12 A Nomination must be given in accordance with Rule 11.10 by the date that is no later than six weeks prior to the relevant Annual General Meeting.

### **Removal and resignation**

- 11.13 A person will cease to be an Officer (and accordingly will be deemed to have been removed from the Board):
- a if that person ceases to be an Eligible Member;
  - b if that person is absent for three consecutive meetings of the Board unless on leave granted by the Board;
  - c if the Board, is of the view that the person should be removed from the Board on the basis that the person is of unsound mind, as determined by an independent medical assessment; or
  - d without prejudice to the Board's rights under Rule 9.2b with respect to that person in that person's capacity as a Member, if the Board, following due consideration of such evidence as the Board considers appropriate, is of the view that the person:
    - i has breached any Code of Conduct;
    - ii has breached this Constitution;
    - iii has breached any By-laws or Regulations; or
    - iv otherwise carries on activities which are incompatible with the Objectives.
- 11.14 An Officer may resign from the Board at any time on providing written notice to the Registered Office, provided that if an effective date for the resignation is not stated in the notice, the resignation will be taken as effective immediately.

### **Casual vacancies and co-opting**

- 11.15 Without prejudice to Rule 11.2a, the Board may in its discretion appoint any Eligible Member as a co-opted Officer for a term expiring upon the commencement of the Annual General Meeting following such appointment.
- 11.16 The Board may in its discretion co-opt up to two additional persons who are not Eligible Members, with a view to those persons providing specific input and/or representing specific interest to the Board:
- a for such period as the Board determines in its discretion; and
  - b with such rights to attend, speak and/or vote at meetings of the Board as the Board determines in its discretion.
- 11.17 The Board may act notwithstanding any vacancy, but if and for so long as the number of Officers is reduced below six the continuing Officers must promptly appoint additional Officers in accordance with Rule 11.15.

## **Proceedings of the Board**

- 11.18 Without prejudice to Rule 10.13, all Officers (including those appointed as co-opted Officers under Rule 11.15) will have the same rights to attend, speak and vote at meetings of the Board.
- 11.19 The Chief Executive must ensure meetings of the Board and all decisions made by the Board are properly recorded.
- 11.20 The Board will meet as often as business requires but not less than four times annually.
- 11.21 No less than five Working Days' notice of a meeting of the Board must be given to all Officers.
- 11.22 Notwithstanding Rule 11.21, a meeting of the Board that is attended by all Officers without protest as to irregularity in respect of the requirement to give notice under Rule 11.21 will be valid as if notice had been properly given under that Rule.
- 11.23 A quorum for a meeting of the Board is 50% of all Officers (whether attending in person or connecting remotely in the manner contemplated by Rule 11.25), provided that if a quorum is not present within 30 minutes after the time appointed for the meeting:
- a the meeting will be deferred for five Working Days ("**Deferred Board Meeting**");
  - b the Deferred Board Meeting will take place at the same time and place; and
  - c if a quorum is not present within 30 minutes after the time appointed for the Deferred Board Meeting, then the Officers present will constitute a quorum.
- 11.24 Meetings of the Board will be chaired by:
- a the Chair;
  - b the Vice-Chair, if the Chair is not present; and
  - c an Officer appointed by the majority of those Officers present, if neither the Chair nor the Vice-Chair are present.
- 11.25 A meeting of the Board may be held by contemporaneous linking together by telephone, teleconference, internet link or alternative technology of Officers provided that:
- a valid notice of the meeting is given in accordance with 11.21, setting out the means by which an Officer may attend the meeting; and
  - b each Officer must signify his or her presence at the start of the meeting (or at the time of joining, if later).

## **Decisions of the Board**

- 11.26 The decisions of the Board will be final and binding on all Members.
- 11.27 Subject to Rule 11.29, no binding decision may be made by the Board unless:
- a valid notice of the meeting of the Board at which the decisions is to be made has been given in accordance with Rule 11.21; and
  - b quorum has been established at the meeting of the Board at which the decision is to be made, in accordance with Rule 11.23.
- 11.28 Without prejudice to Rule 11.27, a decision of the Board requires the approval of a majority vote of those Officers present at the meeting of the Board at which the decision is to be made, provided that

in the event that an equal number of votes is cast both for and against a matter to be decided, the matter will be determined by the person who is chairing the meeting in accordance with Rule 11.24 applying a casting vote.

- 11.29 A resolution in writing signed by a majority of Officers will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 11.30 Any resolution passed in accordance with Rule 11.29 may incorporate several documents in like form each signed by one or more Officers.

#### **Branches, etc.**

- 11.31 The Board may:
- a establish Branches, Centres, Chapters or Special Interest Groups of the Society representing members living or working in identified geographic areas or operating or expressing interest in specific fields of activity;
  - b set terms of reference for any Branch, Centre, Chapter or Special Interest Group established by the Board under Rule 11.31a; and
  - c disestablish with effect from such date as the Board determines any Branch, Centre, Chapter or Special Interest Group established by the Board under Rule 11.31a.
- 11.32 Without prejudice to Rule 11.31c, a Branch, Centre, Chapter or Special Interest Group established by the Board under Rule 11.31a will cease to be recognised as such if it adopts rules or regulations or other constitutional provisions which have not previously been approved by the Board.

## **12 CONFLICTS OF INTEREST**

- 12.1 For the purposes of this Constitution and without limiting the application of the Act:
- a **“Matter”** means:
    - i the Society’s performance of its activities or exercise of its powers; or
    - ii an arrangement, agreement, or contract (**“Transaction”**) made or entered into, or proposed to be entered into, by the Society.
  - b A person is interested in a Matter if that person:
    - i may derive a financial benefit from the Matter;
    - ii is the spouse, civil union partner, de facto partner, child, or parent of a person who may derive a financial benefit from the Matter;
    - iii may have a financial interest in a person to whom the Matter relates; or
    - iv is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates;
  - c A person is not interested in a Matter:
    - i merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act, this Constitution or at law;
    - ii if that person’s interest is the same or substantially the same as the benefit or interest of all or most other Members due to their Membership; or

- iii if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out that person's responsibilities under the Act, at law, or this Constitution.
- 12.2 An Officer who is interested in a Matter must disclose to the Board details of the nature and extent of the interest.
- 12.3 The Board must keep and maintain a register of disclosures made by Officers under Rule 12.2.
- 12.4 An Officer who is interested in a Matter:
  - a must not vote or take part in the decision of the Board relating to the Matter;
  - b must not sign any document relating to the entry into a Transaction or the initiation of the Matter;
  - c may take part in any discussion of the Board relating to the Matter and be present at the time of the decision of the Board (unless the Board decides otherwise); and
  - d may be counted for the purpose of determining whether a quorum is present at any meeting of the Board at which the Matter is considered.
- 12.5 If 50% or more of the Officers are prevented from voting on the Matter under Rule 12.3, decisions in respect of the Matter must be made by Ordinary Resolution.

### **13 INDEMNITIES, INSURANCE, REMUNERATION AND EXPENSES**

#### **Indemnities and insurance**

- 13.1 The Society may indemnify Officers and any other Members, and any employees of the Society (who are neither Officers nor Members) (each an "**Indemnified Person**") in respect of:
  - a liability other than Restricted Liability to any person other than the Society for any act or omission in the Indemnified Person's capacity as an Officer Holder, a Member, or an employee of the Society;
  - b costs incurred by the Indemnified Person in defending or settling any claim or proceeding relating to that liability; and
  - c costs incurred by the Indemnified Person in defending or settling a proceeding that relates to a Restricted Liability if:
    - i judgment is given in the Indemnified Person's favour;
    - ii the Indemnified Person is acquitted, or
    - iii the proceeding is discontinued.
- 13.2 For the purposes of Rule 13.1, "**Restricted Liabilities**" means:
  - a criminal liability; or
  - b liability that arises out of the Indemnified Person's failure to act in good faith and in the best interests of the Society when acting in the capacity as an Officer, a Member, or an employee of the Society.
- 13.3 Subject to the Act, the Society may, with the prior approval of the Board, effect insurance for an Indemnified Person in respect of:

- a all of the matters in respect of which the Society may indemnify an Indemnified Person under Rule 13.1; and
- b costs incurred by an Indemnified Person in defending or settling any claim or proceeding relating to liability of a type referred to in Rule 13.2b.

### **Remuneration and expenses**

- 13.4 The Board may authorise payment by the Society to Officers and any other Members of:
- a reimbursement for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Objectives; and
  - b special remuneration (being a salary or wages or other payments for services) on arm's-length terms, being terms that:
    - i are 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
    - ii terms that are less favourable to the Member than terms referred to in Rule 13.4bi.

## **14 POWERS AND DUTIES OF THE BOARD**

### **Duties**

- 14.1 The duties of the Board are to:
- a administer, manage and control the Society;
  - b carry out the Objectives;
  - c disseminate information on or in connection with the Objectives;
  - d publish papers on sustainability, energy and carbon management and related topics;
  - e arrange conferences, meetings and activities on sustainability, energy and carbon management and related topics;
  - f form branches to provide a local focus for the Objectives, as appropriate;
  - g liaise, cooperate and collaborate with organisations with similar aims and objectives to those of the Society or where such liaison, cooperation or collaboration will further the interests of the Society;
  - h guide and assist the education and practical training in energy and carbon management;
  - i manage the financial affairs of the Society, including the Society's bank accounts;
  - j maintain the standards of all training courses and certification or accreditation processes and programmes;
  - k prepare an Annual Report and Statement of Accounts;
  - l ensure the Society complies with the Act;

- m discharge such other responsibilities that are required to ensure the effective management and operation of the Society and that do not fall within the jurisdiction of the Members in General Meeting or other person under this Constitution; and
- n do all other such things necessary or desirable to give effect to the Objectives.

14.2 The Board may:

- a allocate its duties to specific Officers; or
- b establish Sub-Committees with such powers as the Board deems necessary to carry out the Objectives.

14.3 The Board may, in connection with the performance of its duties:

- a appoint staff and determine the conditions of employment and remuneration for such staff;
- b engage contractors and determine the conditions of engagement and remuneration for such contractors.

### **Powers**

14.4 Subject to this Constitution, the Board has the power, on behalf of the Society, to carry on or undertake any activity, do any act, or enter into any transaction.

14.5 Without limiting Rule 14.4, the Board may on behalf of the Society:

- a raise money and solicit and receive financial or other aid from any person (including by conducting fund-raising campaigns);
- b borrow and raise money in furtherance of any of the Objectives;
- c grant security in respect of any money borrowed from any person in such manner as may be lawful including by any mortgage, charge, debenture or other security interest over all or any of the present or future property of the Society;
- d invest and deal with money of the Society in such manner as the Board considers appropriate;
- e purchase, take on lease, licence or in exchange, have or acquire by gift or otherwise real or personal property of any nature or description;
- f sell or otherwise dispose of such property or exchange it for other property;
- g let or lease any property for such terms at such rent and upon such conditions as the Board considers appropriate;
- h construct, maintain and alter any buildings or premises; and
- i procure the Society to be registered or recognised in any country or place outside New Zealand.

### **Power to make By-laws, Regulations and Codes of Conduct**

14.6 The Board may, by notice in writing to Members, establish and promote:

- a By-laws;
- b Regulations; and
- c Codes of Conduct,



in connection with the Society and/or Membership.

### **Chief Executive**

14.7 The Board may:

- a appoint a person to be the Chief Executive on such terms and conditions as to salary, fees and otherwise as the Board determines from time to time;
- b evaluate the performance of the Chief Executive and remove the Chief Executive, without prejudice to the conditions of any contractual arrangements and/or the Society's or the Chief Executive's rights at law;
- c without limiting the Board's duties under this Constitution, delegate responsibility to the Chief Executive for carrying out any activity in connection with the performance of the Board's duties; and
- d delegate to the Chief Executive any of the powers of the Board on such terms and conditions and with such restrictions as the Board determines from time to time, and revoke, withdraw, alter or vary all or any of the powers so delegated.

## **15 GENERAL MEETINGS**

### **Annual General Meeting**

15.1 The Annual General Meeting will be held at a time and a place determined by the Board, provided that the Annual General Meeting must be held not more than 15 months after the date of the preceding Annual General Meeting.

15.2 The business of the Annual General Meeting will be:

- a to receive and consider the Annual Report and Statement of Accounts;
- b to hold elections for Officer positions becoming vacant; and
- c to consider any other matters of which notice has been validly given.

### **Extraordinary General Meetings**

15.3 Subject to the remainder of this Rule 15, an Extraordinary General Meeting:

- a may be called by a resolution of the Board; or
- b must be called on the written request of not less than 15 Voting Members.

### **Notice of General Meetings**

15.4 The Board must ensure that:

- a notice of every General Meeting is given to all Members no less than one month prior to the General Meeting; and
- b every notice of General Meeting contains:
  - i the date on which and place at which the General Meeting is to occur;
  - ii the manner (if any) by which Members may participate remotely in the General Meeting;

- iii the text of all resolutions to be voted on at the General Meeting; and
  - iv details of all other business to be transacted at the General Meeting.
- 15.5 Any Member may propose a motion or resolution to be considered at a General Meeting, provided that the text of such motion or resolution must be received at the Registered Office no later than six weeks prior to the General Meeting.

### **Conduct of General Meeting**

- 15.6 No business may be transacted at any General Meeting unless a quorum of Members is present.
- 15.7 A quorum for a General Meeting is 15 Voting Members, present in person.
- 15.8 General Meetings will be chaired by the “**Meeting Chair**”, being:
- a the Chair;
  - b the Vice-Chair, if the Chair is not present;
  - c any Member appointed by the Chair as the Chair’s proxy, if neither the Chair nor the Vice-Chair are present; or
  - d any other Member appointed by the majority of those Voting Members present, if neither the Chair nor the Vice-Chair are present and either:
    - i the person appointed by the Chair as the Chair’s proxy under Rule 15.8c is not present; or
    - ii the Chair has not appointed any person as the Chair’s proxy under Rule 15.8c in respect of the General Meeting.
- 15.9 If within half an hour of the time appointed for the General Meeting a quorum is not present, the General Meeting will be dissolved or will be adjourned, at the discretion of the Meeting Chair, to a time and place decided by the Meeting Chair.
- 15.10 The Chief Executive must ensure that the proceedings of, and all decisions made at, General Meetings are properly recorded in minutes, provided that the Meeting Chair must confirm that the minutes are an accurate record of each General Meeting.

### **Voting at General Meetings**

- 15.11 Unless otherwise required by the Act or this Constitution, decisions at General Meetings will be determined by a simple majority of votes cast provided that in the event that an equal number of votes is cast both for and against a matter to be decided, the matter will be determined by the Meeting Chair applying a casting vote.
- 15.12 Any matters put to a vote at any General Meeting may be decided, at the discretion of the Meeting Chair, by:
- a a show of hands; or
  - b by calling a poll.
- 15.13 If:
- a voting is by a show of hands, every Voting Member present will have one vote; and
  - b voting is by poll, every Voting Member present in person or by proxy will have one vote,

save that in both cases, a Voting Member who has failed to pay any Membership Fees owing by that Voting Member within one month after the date on which such Membership Fees are due for payment will not be entitled to exercise a vote.

- 15.14 A Voting Member (“**Appointer**”) may appoint any other Voting Member to attend and vote on the Voting Member’s behalf as a proxy at any General Meeting, provided that the Appointer must deliver notice of appointment of the Appointer’s proxy:
- a in writing and signed by the Appointer; and
  - b to the Registered Office or such other place as set out in the notice of meeting for the relevant General Meeting,
- no later than 48 hours prior to the time fixed for the General Meeting.

**No invalidity, etc.**

- 15.15 No objection may be made to the validity of any vote except at the General Meeting at which the vote was tendered, and every vote not disallowed at that General Meeting will be deemed valid.
- 15.16 In the case of any dispute as to the admission or rejection of a vote, the Meeting Chair will determine its validity in good faith and this decision will be final and conclusive.
- 15.17 Neither:
- a the accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member entitled to receive notice of that General Meeting;
  - b the attendance and voting at any General Meeting of any person subsequently found not to have been entitled to attend and/or vote at that General Meeting; nor
  - c any other defect in the convening, holding or conduct of any General Meeting,
- will invalidate the proceedings of, or decisions made at, that General Meeting.

**16 FINANCE AND ACCOUNTS**

- 16.1 The Board will control all funds and expenditure of the Society, subject to any direction given by Ordinary Resolution.
- 16.2 The Society must not incur any liability or expend any money without the specific or general authority of the Board.
- 16.3 The Board may delegate financial authority to any Officer or to the Chief Executive, or to any other person, under the terms of a financial delegations policy or any other policy approved by the Board from time to time.
- 16.4 Without limiting Rules 16.1, 16.2 and 16.3, the Treasurer will be responsible for overseeing all financial dealings of the Society, including:
- a the collection of subscriptions; and
  - b the keeping of all records of income received and expenditure incurred by the Society,
- provided that the Treasurer may delegate his or her responsibility (or part of it) under this Rule 16.4 to the Chief Executive.
- 16.5 The Board may open and operate bank accounts as it sees fit.

- 16.6 The Board must:
- a keep or cause to be kept proper books of account of the Society in accordance with the Act; and
  - b keep the books of account of the Society at the Registered Office or, subject to the Act, at such other place or places as the Board determines in its discretion.
- 16.7 The Board may from time to time determine at what times and places and under what conditions or regulations the books of accounts of the Society (or any part of them) will be open to the inspection by Members.
- 16.8 The Board must:
- a at least annually, prepare or cause to be prepared all income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Act or (if the Act does not require such accounts and other papers) as are thought desirable by the Board (“**Financial Reports**”);
  - b present the Financial Reports to Members at each Annual General Meeting;
  - c cause the Financial Reports to be audited if required under the Act or if the Board considers it necessary or desirable (and in this regard, the Board may appoint an auditor and determine the appropriate remuneration for the auditor); and
  - d provide a copy of the relevant Financial Reports and, if applicable, the auditor’s report, to all Members no less than 14 days prior to each Annual General Meeting.

## **17 CONTINUING PROFESSIONAL DEVELOPMENT (“CPD”)**

- 17.1 All Members will be expected to undertake CPD.
- 17.2 Members of certain Member Categories will be required to undertake CPD in order to maintain their Membership of that Member Category, as determined by the Board from time to time (subject to Rule 17.5).
- 17.3 Subject to Rule 17.5, the Board may:
- a pass By-laws specifying the CPD requirements for each Membership Category;
  - b specify definitions for acceptable CPD activities and a framework within which CPD will be assessed;
  - c amend the By-laws, definitions and framework from time to time;
  - d establish procedures for the verification of CPD claims, which may include random or directed audits as deemed appropriate by the Board; and
  - e arbitrate on, and if required determine, any differences or disputes in relation to the satisfaction or otherwise of CPD requirements.
- 17.4 Without prejudice to Rule 17.3, the CPD requirements for each Membership Category as at the Adoption date are those set out in Appendix 3.
- 17.5 The Board may not amend By-Laws or introduce new By-Laws in relation to CPD in a manner which will materially increase the burden on Members generally in a Membership Category, unless:
- a the Board has given Members in that Membership Category no less than six months’ notice of its proposal; and

- b the amendments do not take effect for at least 12 months following the adoption of the amendment.

## **18 COMPLAINTS AND GRIEVANCES PROCEDURE**

Without limiting any Member's rights under the Act or at law, if the Society considers a complaint or institutes a disciplinary procedure in relation to a Member, including any consideration by the Board of a Member's continuing Membership under Rule 9.2b, the procedure set out in Appendix 4 will apply.

## **19 NOTICES**

19.1 Any notice that is required to be given by the Society under these Rules will be deemed to have been given by the Society to any Member if:

- a personally delivered; or
- b delivered by post or sent by email to the Member at the last address for notices provided by the Member.

19.2 If notice is:

- a personally delivered, that notice will be deemed to have been given at the time of delivery;
- b delivered by post, that notice will be deemed to have been given on the second Working Day following the date of posting; and
- c sent by email, that notice will be deemed to have been given when sent provided that:
  - i it has not been brought to the attention of the Society that the email has not been received by the recipient; and
  - ii if the email is sent after 5pm on any Working Day, or on any day which is not a Working Day, it will be deemed to have been given on the next Working Day.

## **20 AMENDMENTS TO CONSTITUTION**

20.1 This Constitution may be amended by Special Resolution, provided that:

- a no addition to or alteration or rescission of this Constitution will be valid if it in any way affects the rules for the winding up of the Society; and
- b no addition to or alteration of the winding up rule will be valid unless approved by the Inland Revenue Department.

20.2 The Board may propose amendments to the Constitution at any time, to be considered by the Members in General Meeting.

20.3 Any Member may propose amendments to the Constitution at any time, in which case the proposed text of the resolution will be considered at the next General Meeting held, provided that if the proposed text of the resolution is not received within ten Working Days prior to the date on which the notice of meeting is required to be sent in respect of that General Meeting under this Constitution, the proposed text of the resolution will not be considered until the subsequent General Meeting.

## **21 WINDING UP OF THE SOCIETY**

21.1 Without limiting the Act, the Members may resolve to:

- a authorise any Member to make a request to remove the Society from the register of Incorporated Societies;
- b distribute the surplus assets of the Society to one or more not-for-profit entities specified in the relevant resolution; and
- c appoint a liquidator of the Society,

by way of a Special Resolution passed in accordance with Rule 21.2.

21.2 For the purposes of Rule 21.1:

- a notice of the proposed resolution must be sent to every Member no less than 20 Working Days before the General Meeting at which the resolution is to be considered;
- b without limiting any other requirements in respect of a notice of General Meeting under this Constitution, the notice must state:
  - i the time and place of the General Meeting;
  - ii the nature of the business to be transacted at the General Meeting in sufficient detail to enable a Member to form a reasoned judgement in relation to it;
  - iii the text of the resolution to be submitted to the General Meeting;
  - iv the right of a Member to appoint a proxy; and
  - v in the case of a resolution for the purpose of Rule 21.1b, a statement confirming that the Board has had regard to the Objectives.

21.3 Upon the liquidation of the Society or on the dissolution of the Society by the Registrar of Incorporated Societies:

- a the Society's outstanding debts, costs and liabilities will be paid; and
- b any surplus money or other assets of the Society may be distributed:
  - i to one or more not-for-profit entities specified in a resolution passed in accordance with Rule 21.1; and
  - ii if no such resolution has been passed, to one or more not-for-profit entities specified by the Board at that time.

## APPENDIX 1 MEMBERSHIP CATEGORIES AND RIGHTS

Category	Qualification	Designation	Voting Rights	Right to stand as Officer
Member	None	None	Yes	Yes
Accredited Member	Completion of the current (at time of bestowing) professional qualification of the Society (or equivalent as determined by the Board)	ACEP (Accredited Carbon & Energy Professional)	Yes	Yes
Student Member	Current participant in a recognised tertiary education programme	None	No	No
Life Member	None Life membership can be awarded by the Board to any member in recognition of outstanding service to the Society	None	Yes	Yes
Accredited Life Member	Completion of the current (at time of bestowing) professional qualification of the Society (or equivalent as determined by the Board)	ACEP	Yes	Yes
Fellow	Completion of the current (at time of bestowing) professional qualification of the Society (or equivalent as determined by the Board) Fellowship can be awarded by the Board to any member in recognition of outstanding services to the industry.	FCEPNZ (Fellow of Carbon & Energy Professionals NZ)	Yes	Yes
Retired Member	None	None	Yes	Yes

- The designation of EnergyMaster, CarbonMaster or SustainabilityMaster, or similar, can be awarded to demonstrate specific, expert level knowledge or skills in respective areas of energy, carbon or sustainability management or auditing. These designations do not require Membership.

## **APPENDIX 2      PARTNER REPRESENTATION**

Commercial and organisational partners form an essential constituency of the Society. They are highly valued contributors to the objectives of the organisation and are to be recognised in strategic decision making.

The structure and naming of Partner categories will be determined by the Board from time to time.

One position as Officer will be reserved for representatives of the Society's Partners as contemplated by this Appendix. This representative will be selected by the Partners and will carry the responsibility for representing the interests and views of Partners.

The Board will establish a Partner Panel to facilitate information, data and intelligence flow between the Society and the Partners and to ensure the Partners have a conduit to Board discussions and decision making.

The Partner Panel will comprise one representative from each organisation or entity supporting the Society at the qualifying levels, as determined by the Board. The qualifying level will be set so that at least three organisations are represented on the Partner Panel.

The Partner Representative will be elected by the Partner Panel at its final meeting in any calendar year, with the Partner Representative holding office for the following calendar year.

A Partner Representative will be permitted to re-stand for election to the Board indefinitely.

The Partner Panel will be expected to meet quarterly, or as requested by the Board.

The Chief Executive will facilitate the Partner Panel meetings as directed by the Board.

The proceedings and conduct of Partner Panel will be those applicable to a Sub-Committee under this Constitution.



## APPENDIX 3 CONTINUING PROFESSIONAL DEVELOPMENT

The following table specifies the number of CPD points required on a three year rolling average to maintain designated status. For calculation purposes, the year is defined as the calendar year and the requirement begins on 1<sup>st</sup> January following the year in which the designation is granted.

For example, if the designation is bestowed in 30 July 2022, the CPD requirement will commence from 1<sup>st</sup> January 2023.

CATEGORY	CPD Required
Member	None
Accredited Member	Average 30 points pa
Energy/Carbon/Sustainability Master	Average 30 points pa
Student Member	None
Life Member	None
Accredited Life Member	Average 30 points pa
Fellow	Average 30 points pa
Retired Member	None

### CPD Points Framework

CPD Points will be calculated as follows:

Activity	Points Equivalence
1 hour relevant reading	1 point
1 hour relevant, attended technical training	4 points
1 hour relevant conference/seminar attendance	2 points
1 hour relevant online training or webinar	2 points
Published article – peer reviewed journal	20 points
Published article – other magazine, journal, or equivalent	10 points
1 hour relevant community engagement	1 point

### Notes

- A maximum 10 points per year can be claimed for reading activities.
- A maximum 5 points per year can be claimed for community engagement. Community engagement activities are excluded from qualifying for Masters CPD.

- A minimum 10 points per year must be accumulated from Society training, events or publications.
- For Energy/Carbon/Sustainability Masters, a minimum of 10 points per year must be accumulated from activities directly related to the Masters designation.
- Relevant CPD points can be claimed against multiple certifications/accreditations (for example, a relevant CPD activity can count towards the Accredited Member requirement and the Master requirement).

## **APPENDIX 4 COMPLAINTS AND GRIEVANCES PROCEDURES**

### **1 Complaints: Member's right to be heard**

- 1.1 If the Society considers a complaint, or institutes a disciplinary procedure, regarding alleged misconduct of a Member, the Member has a right to be heard before the complaint or procedure is resolved or any outcome is determined.
- 1.2 Without limiting the manner in which a Member may be given a right to be heard, a Member must be taken to have been given the right if:
  - a the Member is fairly advised of all allegations concerning the Member, with sufficient details and time given to enable the Member to prepare a response;
  - b the Member has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
  - c an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d an oral hearing (if any) is held before the decision maker and the Member's written statement or submissions are considered by the decision maker.

### **2 Grievances: Member's right to be heard**

- 2.1 If the Society considers a Member's grievance alleging damage to the Member's rights or interests as a Member or to Members' rights or interests generally, the Member has a right to be heard before the grievance is resolved or any outcome is determined.
- 2.2 Without limiting the manner in which a Member may be given the right to be heard, a Member must be taken to have been given the right if:
  - a the Member had a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
  - b an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c an oral hearing (if any) is held before the decision maker and the Member's written statement or submissions are considered by the decision maker.

### **3 Investigating and determining complaint or grievance**

- 3.1 The Society must, as soon as is reasonably practicable after receiving a complaint or grievance made in accordance with or in relation to this Constitution, investigate and determine the complaint or grievance.
- 3.2 Those complaints and grievances must be dealt with by the Society in a fair, efficient, and effective manner.

### **4 Society may decide not to progress complaint or grievance**

Despite paragraph 3, the Society may decide not to proceed with a matter further if:

- a the matter is trivial;
- b the matter does not appear to disclose:
  - i in the case of a complaint, any material misconduct; or

- ii in the case of grievance, any material damage to a Member's rights or interests;
- c the complaint or grievance appears to be without foundation or there is no apparent evidence to support it;
- d the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
- e the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Society.

**5 Society may refer complaint to Sub-Committee or other investigator**

The Society may refer a complaint or grievance to:

- a a Sub-Committee or an external person to investigate and report; or
- b a Sub-Committee, an arbitral tribunal, or an external person to investigate and make a decision.

**6 Decision makers**

A person may not act as a decision maker in relation to a complaint or grievance if two or more Officers consider that there are reasonable grounds to believe that the person may not:

- a be impartial; or
- b be able to consider the matter without a predetermined view.