
**CONSTITUTION OF THE WASTE MANAGEMENT INSTITUTE
NEW ZEALAND INCORPORATED**

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INTRODUCTION

- A. **WASTE MANAGEMENT INSTITUTE NEW ZEALAND INCORPORATED** (the “Society”) is an incorporated society that was incorporated on 07 November 1989.
- B. The Society has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous constitution of the Society.

1. NAME

- 1.1 The name of the society is “**THE WASTE MANAGEMENT INSTITUTE NEW ZEALAND INCORPORATED**”, hereinafter called WasteMINZ or such other name approved at a General Meeting and in accordance with the Act.

2. INTERPRETATION

- 2.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:

- (a) “**Board Member**” means a member of the Board for the time being and any other natural person who is an officer in accordance with section 5 of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (b) “**Member**” means any person or entity (or person nominated by that entity as its representative) satisfying one of the classes of membership.
- (c) “**Board**” means the Board of WasteMINZ.
- (d) “**Financial year**” means the period commencing on 1 July and ending on 30 June of the following year.
- (e) “**Chief Executive Officer**” means the chief executive officer appointed by WasteMINZ from time to time.
- (f) “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Society.
- (g) “**Incorporated Entity**” means an entity, such as an incorporated society, company or charitable trust that is incorporated with the Companies Office and an entity incorporated by way of statute or any other legal person.
- (h) An “**Officer**” or “**Officers**” means the Board Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (i) “**Notice**” means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered on the same day it was sent. If a Member or Board member does not receive Notice of

a General Meeting or Board Meeting for reasons outside of the Board's control or because of the Member's or Board Member's failure to update the Board with their contact details, then the failure to give Notice to the Member or Board member will not invalidate the General Meeting or Board Meeting.

- (j) **"Voting Member"** means those Members who have paid all subscriptions and fees (if any) to the Society by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 4.12(b). For a Business member, the Primary Contact will be the Voting Member entitled to exercise the rights and powers of that Voting Member in accordance with clause 4.3.
- (k) **"Working Days"** means any day excluding Saturdays, Sundays, and statutory holidays in Auckland New Zealand.

2.2 Application of Constitution

- (a) A substantial compliance with this Constitution shall be good and sufficient at all times to meet spirit and intent, and no decision, resolution, appointment, meeting, election or other exercise of powers conferred or implied herein shall be deemed to be invalid solely by reason of failure to comply exactly with this Constitution.

3. OBJECTS

3.1 The primary Objects of the Society are to:

- (a) promote and develop, in the public interest, the science, art and safe practice of sound waste and contaminated land minimisation and management.
- (b) protect human, animal and plant health and improve the quality of the environment.
- (c) exchange knowledge of waste and contaminated land minimisation and management both nationally and internationally.
- (d) do all lawful things that are incidental or conducive to the attainment of the above objects or any of them.

4. MEMBERSHIP

4.1 The classes of membership are:

- (a) Business members
 - (i) Platinum (fifty contacts, twenty votes)
 - (ii) Gold (twenty contacts, fifteen votes)
 - (iii) Silver (eight contacts, eight votes)
 - (iv) Corporate (four contacts, three votes)
 - (v) Small Business (two contacts, two votes)
 - (vi) Not For Profit (two contacts, two votes)

- (b) Individual members (one contact, one vote)
 - (c) Life members (one contact, one vote)
 - (d) Student members (one contact, no voting rights)
- 4.2 At its sole discretion, the Board may choose to remove the above classes of membership or have additional classes of membership.
- 4.3 All Business member classes must have a primary contact (“Primary Contact”) who will exercise the rights and powers of that membership class. Provided it is permitted by the Primary Contact of the Member and this Constitution, the contacts of a Member can attend and vote at a General Meeting in accordance with clause 13.6.
- 4.4 From 18 October 2023, any individual or Incorporated Entity will be eligible to apply to be a Member of WasteMINZ. The contacts of Business Members must be employees of the legal entity.
- 4.5 Any individual, entity or group who is already a Member of WasteMINZ as at 18 October 2023 will continue to qualify as a Member despite clause 4.4. To avoid any doubt, this clause applies to existing Members as at 18 October 2023 who renew their membership on an annual basis without any break in membership.
- 4.6 Where a Member is an unincorporated group, an officer of that unincorporated group must be nominated to become a Member of the Society by forwarding a resolution from the unincorporated group to that effect to the Society. The nominated officer will:
- (a) become a Member of the Society and act as a representative of the unincorporated group;
 - (b) have the authority to exercise the unincorporated group’s right to vote; and
 - (c) be treated as acting under the authority of the unincorporated group and therefore able to bind all members of the unincorporated group.
- 4.7 The unincorporated group may replace their nominated officer by forwarding a resolution to that effect to the Society. The unincorporated group must also share with the Society a list of its members and officers, including as a minimum the names and contact details of key members or officers, and notify the Society of any changes to this list.
- 4.8 Admission of Members
- (a) Any consenting person or body corporate, subject to the Board’s approval, is eligible to be a Member of WasteMINZ and may apply to the Board for a membership classification according to the criteria established by the Board. The consent of a body corporate must be given on the body corporate’s behalf in writing by a person acting on the body corporate’s express or implied authority.
 - (b) Membership classifications can be reviewed by the Board at any time.
- 4.9 Membership Class Conditions
- (a) Life membership may be granted to individuals only. Life membership may be granted to that individual in recognition of contributions made by the individual on behalf of another party or entity.

- (b) Any person who gives WasteMINZ especially meritorious service may be nominated for election as a Life Member at the Annual General Meeting.
- (c) Nominations for Life Members must be made by the proposer and seconder, who must also be a Voting Member. Nominations must be received by the Board, no later than 42 days prior to the Annual General Meeting.
- (d) Once ratified by the Board, the Members vote on the nominees, at the Annual General Meeting. Life membership nominees will be advised in the notice of the Annual General Meeting.

4.10 All applications for membership must be on the appropriate form(s).

4.11 Membership Register

- (a) From the date of this constitution, the Board must keep an up to date register of Members containing:
 - (i) each Member's:
 - (A) full name;
 - (B) physical and/or electronic address;
 - (C) phone number;
 - (D) date they became a Member; and
 - (E) levies paid (if any);
 - (ii) relevant information requested by the Board for the contacts of Members;
 - (iii) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (iv) any other information required by the Board or by the Act.
- (b) Details about Members of WasteMINZ will be kept in a confidential register. Membership records will be managed in accordance with the Privacy Act 2020.
- (c) Other than for the purposes of conducting WasteMINZ business, the membership register will not be used for commercial purposes.
- (d) Details contained on the membership register shall not be disclosed to any person or entity without the written consent of the Members' concerned, provided that the Society may disclose Members' personal information if the Society is required to disclose the information by law.

4.12 Membership Obligation and Rights

- (a) All Members will promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.
- (b) A Member (or their contact(s)) is only entitled to exercise the rights of membership, including attending and voting at General Meetings, if their

membership class permits them to vote and if all levies and subscription fees have been paid to the Society by their respective due dates.

- (c) Members must notify a Contact Person of any change to their information recorded on the register of Members.

5. SUBSCRIPTIONS

- 5.1 The annual subscription for each class of membership will be determined by the Board. The payment of the subscription will be in accordance with the bylaws.

6. CESSATION OF MEMBERSHIP

- 6.1 Any Member wishing to resign from WasteMINZ must give Notice in writing to that effect to WasteMINZ.
- 6.2 Notwithstanding clauses 6.1, 6.3 and 6.4 a Member also ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution if the Member is a body corporate.
- 6.3 The Board may by a majority resolution remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the Board, makes their membership in the Society undesirable.
- 6.4 After following the dispute resolution procedures set out in Schedule One, the Board may decide by passing a resolution of not less than two-thirds to terminate a Member's membership if the Member has:
 - (a) breached this Constitution, the Society's bylaws or the Act; or
 - (b) engaged in misconduct which has brought the Society into disrepute or makes their membership in the Society undesirable.

- 6.5 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 4.8.
- 6.6 If a former Member was removed under clauses 6.3 and/or 6.4, that former Member's re-admission must be approved by a resolution of not less than two-thirds of the Board.

7. DISPUTE RESOLUTION

- 7.1 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

8. OFFICE TENURE AND ELECTION OF THE BOARD

- 8.1 The management and control of the affairs of WasteMINZ will be governed by a Board. The Board has all of the powers necessary for managing and for directing and supervising the management of the operations and affairs of the Society.

Terms

- 8.2 The Board will consist of six Board Members, subject to the following:
 - (a) except for Board Members appointed to fill a vacancy in accordance with clause 8.5, Board Members are elected for a term of two years by ballot or at a General Meeting; and

- (b) if after the initial two-year term, a Board Member wishes to continue in their role as a Board Member, they are eligible for re-election.

8.3 Three of the six elected Board members will complete their two-year terms of office at alternate Annual General Meetings.

8.4 Positions on the Board which are or become vacant as at the date of the Annual General Meeting shall be filled by election by ballot or a General Meeting.

8.5 Vacancy Appointments

- (a) The Board may by a majority resolution fill a casual vacancy by appointing a Director from amongst the Members.
- (b) Any Member appointed to fill such a vacancy will hold office for the remainder of the term of the Board member they replaced.
- (c) Any vacancy not filled at an election of members of the Board will be deemed a casual vacancy. For the purposes of clause 8.4 each Member appointed to fill such a vacancy shall be deemed to take office as if duly elected at such election.

8.6 Appointment and Election of Board Members

- (a) Any Member may nominate any other Member for a position on the Board.
- (b) No Member in arrears of subscription will be entitled to nominate or be eligible to be nominated a candidate for the Board.
- (c) Each nomination must be in writing and will bear the consent in writing of the nominated candidate, certifying they consent to being a Board Member and that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.
- (d) Each nomination will be received by the Chief Executive Officer or the Board not less than 42 days prior to the date of the Annual General Meeting.
- (e) The election of Board Members may be conducted by ballot, including electronic ballots or if conducted at a General Meeting, by participating in a show of hands, by secret ballot or other method determined by the Board. In accordance with this clause, votes by ballot, including electronic ballots, must be received by the Society at least two days before the date of the General Meeting.
- (f) If there are insufficient numbers of nominees received for the positions on the Board which need to be filled, the Board may adopt other processes at the General Meeting to fill the vacancies, including accepting nominations from the floor.
- (g) If the election of Board Members is conducted by electronic ballot, at the General Meeting, the incumbent Board must pass a resolution appointing the highest polling nominee(s) from the electronic ballot as Board Members. The incumbent Board may refuse to pass the resolution it is required to pass by this clause, only if the Board believes on reasonable grounds there has been a breach of the Act, this Constitution or the bylaws in the appointment and election process. If the Board refuses to pass the resolution it is required to pass by this clause, the incumbent Board must call a Special General Meeting of the Society as soon as reasonably practicable to conduct a further election.

- (h) The Board may adopt and implement any administrative process for the election of Board Members, including in the bylaws, and the Board sees fit.
- 8.7 The Society may, by approval at a General Meeting, authorise the payment of remuneration and/or koha (or the provision of other benefits) to a Board member for his or her services as a Board member, if the Society is satisfied that to do so is reasonable and fair to the Society.

Removal from Board

- 8.8 A Board Member will cease to hold the office on the Board if the Board Member:
- (a) commits an act of bankruptcy;
 - (b) dies;
 - (c) retires or resigns as a Board Member by giving prior written Notice of their resignation to the Board;
 - (d) becomes disqualified to be a Board Member of a Society in accordance with the Act; or
 - (e) becomes disqualified to be a Board Member of the Society in accordance with this Constitution.
- 8.9 If a Board Member is:
- (a) in the opinion of all of the other Board Members, incapable of acting as a Board Member; or
 - (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Board Members, makes their position as a Board Member undesirable,
- then, by resolution of a majority of the other Board Members, be removed as a Board Member of the Society immediately (unless the resolution states otherwise).
- 8.10 Subject to clauses 5 and 6, removal from the Board as a Board Member will not equate to removal as a Member of the Society.

9. PROCEDURE, POWERS AND DUTIES OF THE BOARD

- 9.1 The Board may hold meetings at such time and place as the Chief Executive Officer or the Board determine.
- 9.2 Any Board Member or the Chief Executive Officer may request a meeting of the Board (a "Special Board Meeting") by Notice in writing directed to all other Board members. Upon receiving any such Notice, a Special Board Meeting will be arranged as soon as practicable and the Board members will be given five Working Days' Notice of the Special Board Meeting. If five Working Days' Notice is not practical, the Board may agree to a shorter Notice period.
- 9.3 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Board members can hear each other well enough to follow the discussion throughout the meeting. Board members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

- 9.4 The Board will elect a Chairperson and a Deputy Chairperson from their number at their first meeting following election at the Annual General Meeting. The Chairperson will chair Board meetings. If the Chairperson is absent, the Deputy Chairperson will chair Board meeting.
- 9.5 In the event of a tied vote, the Chairperson or the person chairing the Board meeting in accordance with clause 9.4 will have a casting vote.
- 9.6 The operation and affairs of the Society must be managed by, or under the direction or supervision of the Board. The Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.
- 9.7 Board's Power to Delegate
- (a) The Board may appoint committees for special purposes and the members of such appointed committees need not be Members of WasteMINZ.
 - (b) The Board may appoint persons to represent WasteMINZ on other bodies and such persons need not be Members of WasteMINZ.
 - (c) The Board may give to any such appointed committee or representative the power to act.
 - (d) Such appointed committee or representative will report to the Board as prescribed by the Board.
 - (e) The Chairperson of the Board will be an ex-officio member of all committees appointed by the Board.
- 9.8 Board's Reporting Obligations
- (a) At the end of each financial year the Board will prepare an annual statement of accounts which after being certified by the auditor will be circulated to all Members and laid before the Annual General Meeting.
 - (b) The Board will prepare an annual report which will be circulated to all Members and laid before the Annual General Meeting.
- 9.9 The Board may make standing orders for the conduct of general meetings of WasteMINZ and meetings of the Board and committees and for regulating the affairs of WasteMINZ. Standing orders must not be contrary to this Constitution.

Quorum

- 9.10 No business of the Board will be transacted at a Board meeting without a quorum present.
- 9.11 The quorum for a Board meeting is at least four Board members.
- 9.12 The quorum for a Special Board Meeting will be at least three-quarters of the Board.
- 9.13 If there is no quorum present within thirty minutes of the time set for the commencement of the Board meeting, the meeting will lapse.
- 9.14 In the event of a meeting lapsing in accordance with clause 9.10, the meeting will be adjourned for four weeks to the same time and place (if possible) and Notice of the

adjournment will be given to all Board members. At the adjourned meeting the Board members present will form a quorum.

Voting

- 9.15 Subject to this Constitution and the Act, each Board member will be entitled to one vote on any matter being voted on by the Board.
- 9.16 Subject to this Constitution, the number of votes required to reach any decision will be:
 - (a) for a Board meeting, not less than three-quarters of the number of Board members present and eligible to vote at the meeting; and
 - (b) for a Special Board Meeting, not less than three-quarters of the number of Board members present and eligible to vote at the meeting.
- 9.17 Where half or more of the Board members present at the meeting are not eligible to vote on a matter because they have a conflict of interest in the matter in accordance with the Act, the remaining Board members may vote on the matter. Where only one Board member remains, a Special General Meeting of the Society must be called to determine the matter.

Resolution in Lieu of a Board Meeting

- 9.18 A resolution in writing (including by way of email) signed or assented to by not less than three-quarters of the Board will be as valid and effectual as if it had been passed at a meeting of the full Board.
- 9.19 A resolution in writing (including by way of email) signed or assented to by all Board members will be as valid as if it had been passed at a Special Board Meeting of the full Board.
- 9.20 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one or more Board Members.
- 9.21 The decision of the Board on the interpretation of this Constitution, on all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be binding on all Members.

10. FINANCIAL ISSUES

- 10.1 The control and management of the funds and property of WasteMINZ is vested in the Board in accordance with this Constitution and the Act, to further the Society's objects. The Board may authorise the expenditure of such sums as it considers necessary to further the objects of WasteMINZ.
- 10.2 The Board may deal with the funds of WasteMINZ by depositing such funds with a bank or by investing in and purchasing such fixed and floating assets and securities, that satisfy requirements of the Board, as it considers necessary for the furtherance of WasteMINZ's objects.
- 10.3 The Board may withdraw, sell, or otherwise convert into money any deposit, fixed or floating asset or security of WasteMINZ and may apply the moneys so obtained in any manner permitted by this Constitution.

- 10.4 The Board may borrow money for the furtherance of the objects of WasteMINZ, including for the purpose of obtaining accommodation for WasteMINZ and its members as the Board thinks fit.
- 10.5 The Board may give guarantees and may give security in support of guarantees.
- 10.6 All payments shall adhere to a Delegated Authority Schedule (“DAS”), which shall be formally reviewed and approved by the Board annually or at other times as required. The DAS shall be prepared by the Chief Executive Officer in-line with best-practice guidelines and specifies authority levels for items such as payments, bank signatories, electronic banking and capital expenditure.
- 10.7 No private pecuniary profit shall be made by any person from WasteMINZ, except that:
- (a) Any person may receive full reimbursement for all expenses properly incurred by that person in connection with the affairs of WasteMINZ.
 - (b) WasteMINZ may pay remuneration to any member or employee of WasteMINZ (whether a member of the Board or not) in return for services actually rendered to WasteMINZ. Any such remuneration shall be reasonable and proper and shall be at no greater than current commercial rates.
- 10.8 No member of WasteMINZ shall participate in or materially influence any decision made by WasteMINZ in respect of the payment to or on behalf of that member or an associated person of that member of any income, benefit or advantage.
- 10.9 Any officer or member of the Board who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which WasteMINZ is or may be in any way concerned or involved, shall disclose the nature and extent of their interest to the Board, and shall not take any part whatever in any deliberations of the Board concerning that matter, other than to provide a quorum.
- 10.10 No commercial transaction including loans or rental will be entered into by WasteMINZ with any member or associated person of a member, unless having regard to the terms and conditions of the loan or agreement, payment by way of interest or rent shall not exceed current commercial rates and receipts by way of interest or rent shall not be at less than current commercial rates.
- 10.11 The Society’s balance date will be 30 June, unless otherwise specified by the Board in accordance with the Act.
- 10.12 The Board must ensure a financial statement is kept, that provides a record of the Society’s financial position and meets the minimum financial statement requirements in the Act.
- 10.13 Subject to the Act, the Board may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.
- 10.14 The Board must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.
- 11. APPOINTMENT AND DUTIES OF STAFF**
- 11.1 The Board may appoint a Chief Executive Officer and other employees and determine their remuneration.

11.2 The Chief Executive Officer and other employees shall perform such duties as the Board may decide.

11.3 The Board may delegate its respective powers to the Chief Executive Officer as it deems fit.

11.4 The Board shall appoint an auditor and a solicitor and also fix their remuneration.

12. GENERAL MEETINGS

12.1 Minutes of meetings must be kept for every General Meeting.

12.2 The Annual General Meeting must be called by the Board and held no later than six months after the Society's balance date and no later than fifteen months after the previous Annual General Meeting.

12.3 General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

12.4 General Meetings will be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson will chair the General Meeting.

12.5 No other motion except that of which due notice, in accordance with clauses 12.10 and 12.11, has been given will be considered at any General Meeting unless consented to by at least two thirds of the valid votes to be cast by Members present except as otherwise may be expressly provided herein.

12.6 No business of the Society will be transacted at a General Meeting without a quorum present. Ten Members entitled to vote and attending in accordance with clause 12.3 will constitute a quorum for any General Meeting. For all Business member classes, the Primary Contact, or a contact nominated by the Primary Contact, and attending the General Meeting in accordance with clause 12.3 will be counted towards the quorum.

12.7 If after thirty minutes of the time fixed for the holding of the meeting a quorum is not present, no meeting will be held.

Annual General Meeting

12.8 At the Annual General Meeting the Board must present:

- (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
- (b) the financial statements of the Society for that period; and
- (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

12.9 The Notice of the General Meeting will be distributed to each Member at least fourteen days prior to such meeting.

- 12.10 Notices of motion to be brought before the Annual General Meeting must be given in writing to the Chief Executive Officer not less than twenty-eight days before the date of such meeting.
- 12.11 The Board may put forward motions for the Members to vote on, which will be notified to Members in accordance with clause 12.9.

Special General Meeting

- 12.12 A Special General Meeting may be called at any time:
- (a) By resolution of the Board; or
 - (b) On the written request of fifteen or more Members provided that the requisition to call such a meeting states the motion or motions to be moved thereat.
- 12.13 A Special General Meeting must be held within forty days of the receipt of such requisition or date of the Board resolution.
- 12.14 Notice of the time and place of a Special General Meeting must be delivered to each Member at least fourteen days prior to such meeting and will state the motion or motions to be moved thereat.

Resolution in Lieu of a General Meeting

- 12.15 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters of Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.
- 12.16 A resolution in writing cannot be made under clauses 14.1, 17.3(c) or 18.2(c) of this Constitution.
- 12.17 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one or more Members.

13. VOTING

- 13.1 The voting rights of Members are as follows:
- (a) A Business Platinum Member has twenty votes;
 - (b) A Business Gold Member has fifteen votes;
 - (c) A Business Silver Member has eight votes;
 - (d) A Business Corporate Member has three votes;
 - (e) A Small Business Member has two votes;
 - (f) A Not for profit Member has two votes;
 - (g) An Individual Member has one vote;
 - (h) A Life Member has one vote; and

- (i) A Student Member has no voting rights.
- 13.2 The number of voting rights held by Members is determined by the class of membership. In order to effect the voting rights attached to the Membership class, Members need to ensure that full Membership details are recorded in the WasteMINZ database.
- 13.3 For the avoidance of doubt, a Member with more than one voting right does not need to commit all of their votes and may split their votes. The Primary Contact will decide whether the Member will commit all their votes together or split their votes.
- 13.4 The Primary Contact must provide the Board Notice seven days before the General Meeting as to whether their votes will be cast together or split across contacts. Subject to the Board's discretion, if a Member's Primary Contact fails to provide Notice to the Board as to how it will cast its votes, the Member may not vote on any motion at a General Meeting.
- 13.5 In addition to the above clauses, the exercise of voting rights for Business member classes will be in accordance with the bylaws.
- 13.6 Members are entitled to vote on any motion by:
 - (a) Each Member with voting rights being present at a General Meeting in person or in accordance with clause 12.3 is entitled to exercise the number of votes belonging to their class of membership as set out in clause 13.1 and vote on any matter being voted on.
 - (b) Proxy votes are permitted for General Meetings in accordance with the processes set in this Constitution and as informed from time to time by the Board.
 - (c) Providing another Member who will be present at a General meeting in person or in accordance with clause 12.3 with a signed proxy voting form, at which that Member can exercise at the Meeting. In the case of equality of voting on any motion the Chairperson may exercise a casting vote in addition to a deliberate vote.
- 13.7 A Member in arrears of subscription as set out in the bylaws may not vote on any motion.

Proxy Votes

- 13.8 If a Voting Member wishes to appoint a proxy, the Voting Member:
 - (a) must appoint another Voting Member as their proxy and notify the Board by delivering a signed Notice to the Board which states which meeting the appointment is for; and
 - (b) the Notice must be received by the Board not less than five days before the General Meeting (or adjourned General Meeting), at which the person named as the proxy in the Notice is authorised to vote. A Voting Member voting in accordance with this clause voting in accordance with this clause will count towards a quorum.

Electronic Votes (in-advance)

- 13.9 A Voting Member may vote by electronic means in accordance with the manner set out in the Notice provided under clause 12.9. A Voting Member voting in accordance with this clause will not count towards a quorum.

- 13.10 Unless otherwise stated, the vote/s by electronic means must be received by the Board not less than five days before the time for holding the General Meeting (or adjourned General Meeting).

14. ALTERATION OF CONSTITUTION

- 14.1 The Society may amend this Constitution by a resolution passed by a two-thirds (2/3) majority of Members who are present and entitled to vote at a General Meeting, provided that no amendment of the Society's Constitution is made which would allow personal pecuniary profits to any individuals. The effect of this clause cannot be removed from this document and will be included and implied in any document replacing this document. All amendments to the Society's Constitution must be made in writing.

- 14.2 The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

provided that the Board provides written Notice of the amendment to every Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.
- (c) If no Member objects within twenty Working Days after the date on which the Notice is sent, the Board may make the amendment.
- (d) If a Member objects to the amendment made under clause 14.2 within twenty Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

15. EXPRESSION OF WASTEMINZ OPINION

- 15.1 No Member shall state any opinion to be that of WasteMINZ unless authorised in writing to do so by the Board.

16. MISCELLANEOUS

- 16.1 The registered office of WasteMINZ will be at an address as determined by the Board.
- 16.2 The Board will appoint one or up to three contact persons by way of a majority resolution. This contact person could be an Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.
- 16.3 The Society may, with the authority of the Board, indemnify and/or obtain insurance for an Officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or

- (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 16.3(a).
- 16.4 The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.
- 16.5 The Board may from time to time make and amend regulations, bylaws and policies for the conduct and control of Society activities, provided such regulations, bylaws and policies are consistent with this Constitution.
- 16.6 Documents will be executed for the Society pursuant to a resolution of the Board, and the Society may enter into contracts by two (2) Board Members signing under the name of the Society and any other method approved in the Act.
- 17. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY**
- 17.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 18 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 17.3. The resolutions described in this clause may be made at the same meeting of the Society.
- 17.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 17.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 18.
- 17.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
 - (a) the Board will give forty days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act; and
 - (c) the resolution must be passed by a majority of the Members present and entitled to vote.
- 18. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION**
- 18.1 On a Member vote in accordance with clause 17.1 or 17.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such not-for-profit entities in New Zealand whose purposes align with the Purposes of the Society as may be determined by a three-quarter majority of the Members in accordance with clause 18.2.
- 18.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the Board will give forty days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by a majority of the Members present and entitled to vote; and
 - (d) the resolution must set out which not-for-profit entities the Society's surplus assets will be applied to in accordance with clause 18.1.
- 18.3 To be clear, a resolution under this clause 18 may be made at the same General Meeting as a resolution under clause 17.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. How a Complaint is Made

1.1 A Member or Officer may make a complaint by giving to the Board a Notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:

- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. Investigating and Determining a Dispute

2.1 The Board must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.

2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Board with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

- (a) appoint an external person to investigate and report; or
- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- (c) appoint an external person to investigate and make a decision; or
- (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

2.3 Despite clause 2.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;

- (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - (f) there has been an undue delay in making the complaint.
- 2.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:
- (a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
 - (b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
 - (c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
 - (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 2.5 Before making a decision under clause 2.2, the Elector may request further information from the Board, the complainant and/or any person who is the subject of the complaint.
- 2.6 Where an external party is appointed to provide a report, that report should be provided to the Board, the complainant and any person who is the subject of the complaint ('the parties'). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Society will take any steps in light of the report-writer's findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 2.7 If the Elector initiates the steps under clause 2.2(a) or 2.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.
- (a) A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Board consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 2.8 An external person appointed under clause 2.2(a) or 2.2(c) may, inter alia:

- (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Society or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 2.9 In addition to the powers under clause 2.7, an external person appointed under clause 2.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 2.10 A decision reached by an external person appointed under 2.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 3. Person Who Makes a Complaint Has a Right to be Heard**
- 3.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 2.3.
- 3.2 If the Society makes a complaint:
- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Society.
- 3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) their written statement or submissions (if any) are considered by the decision maker.
- 4. Person Who is Subject of a Complaint has a Right to be Heard**
- 4.1 Clauses 4.2 and 4.3 apply if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”):
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 4.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

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