

WasteMINZ AGM 2019 agenda item 5.

Proposed Rule Changes - Appendix Two.

*Proposed changes in orange

TOPIC AND CLAUSE	EXISTING WORDING	PROPOSED WORDING
2. INTERPRETATION		
2.1 (i) only.	(i) "Waste Management" shall include all matters relating to wastes throughout their lifecycles including minimisation, resource recovery, recycling, storage, transport, transfer, treatment and disposal; as well as processes designed to realise the potential resources contained in wastes and reduce their impact on the environment.	(i) "Waste Minimisation and Management" shall include all matters relating to wastes throughout their lifecycles including minimisation, resource recovery, recycling, storage, transport, transfer, treatment and disposal; as well as processes designed to realise the potential resources contained in wastes and reduce their impact on the environment. (ii) " Contaminated Land Management " shall include all land that contains hazardous substances at levels that can potentially harm people and the environment, over the short or long term.
3. OBJECTS		
3 (i) and 3 (iii) only.	(i) To promote and develop, in the public interest, the science, art and practice of sound waste management. (iii) To exchange knowledge of waste management both nationally and internationally.	(i) To promote and develop, in the public interest, the science, art and safe practice of sound waste and contaminated land minimisation and management. (iii) To exchange knowledge of waste and contaminated land minimisation and management both nationally and internationally.
4. CLASSES OF MEMBERSHIP		
4.1	There shall be four classes of membership: <ul style="list-style-type: none"> • Business members <ul style="list-style-type: none"> • Gold • Silver • Corporate Plus • Corporate • Small Business • Individual members • Life members • Student members 	There shall be four classes of membership: <ul style="list-style-type: none"> • Business members <ul style="list-style-type: none"> • Platinum (fifty members, twenty votes) • Gold (twenty members, fifteen votes) • Silver (eight members, six votes) • Corporate (four members, three votes) • Small Business (two members, two votes) • Individual members • Life members • Student members
4.3	(i) Life membership may be granted to individuals only but may be granted to that individual in recognition of contributions made by the individual on behalf of another party or entity. (ii) Any person who gives WasteMINZ especially meritorious service may be nominated to the Board for election as an Life Member at the Annual General Meeting. (iii) Nomination of Life Members to the Board must be made by the proposer and seconder no later than 42 days prior to the Annual General Meeting. (iv) The Life Membership status was included with the amendments to the rules adopted on 6 November 2008. Life membership status replaces the previous Honorary Membership status with all Honorary Members now recognised as Life Members.	(i) 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. (ii) Any person who gives WasteMINZ especially meritorious service may be nominated for election as a Life Member at the Annual General Meeting. (iii) Nominations for Life Members must be made by the proposer and seconder, and received by the Board, no later than 42 days prior to the Annual General Meeting. (iv) 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.

TOPIC AND CLAUSE	EXISTING WORDING	PROPOSED WORDING
4.5	<p>(i) Details about Members of WasteMINZ shall be kept in a confidential register.</p> <p>(ii) The membership register may not be used for commercial purposes or disclosed to any person or entity outside WasteMINZ without the written consent of the Members concerned.</p>	<p>(i) Details about Members of WasteMINZ shall be kept in a confidential register. Membership records will be managed in accordance to the Privacy Act 1993.</p> <p>(ii) Other than for the purposes of conducting WasteMINZ business, the membership register shall not be used for commercial purposes.</p> <p>(iii) Details contained on the membership register shall not be disclosed to any person or entity without the consent of the members concerned.</p>
6. RESIGNATIONS		
6.1	Any Member wishing to resign from WasteMINZ must give notice in writing to that effect to the Board prior to the expiry of their current subscription and shall pay all monies due to WasteMINZ.	Any Member wishing to resign from WasteMINZ shall give notice in writing to that effect to the Board prior to the expiry of their current subscription and shall pay all monies due to WasteMINZ
9. PROCEDURE, POWERS AND DUTIES OF THE BOARD		
9.7	The quorum for the meetings of the Board shall be four. Members of the Board linked to a meeting by conference telephone or video shall be deemed to be present for the purposes of a quorum and to be rightfully present in terms of being entitled to vote on any motion before such meeting. Any written proposal which has been sent to each Board member and returned to the Chief Executive Officer with an affirming signature either in hard copy, or by telephone facsimile or by email, shall become a decision of the Board when the required number of affirmations and lesser number or absence of objections has been confirmed so as to comply with these Rules. Such decisions shall be recorded in the minutes of the next Board meeting.	The quorum for the meetings of the Board shall be four. Members of the Board linked to a meeting by conference telephone or video shall be deemed to be present for the purposes of a quorum and to be rightfully present in terms of being entitled to vote on any motion before such meeting. Any written proposal which has been sent to each Board member and returned to the Chief Executive Officer with an affirming signature either in hard copy, or by email, shall become a decision of the Board when the required number of affirmations and lesser number or absence of objections has been confirmed so as to comply with these Rules. Such decisions shall be recorded in the minutes of the next Board meeting.
12. GENERAL MEETINGS		
12.2	The notice of the Annual General Meeting shall be posted to each Member at least fourteen days prior to such meeting. The notice shall include a copy of the Annual Report and the Statement of Accounts and any notices of motion to be placed before the meeting.	The notice of the Annual General Meeting shall be distributed to each Member at least fourteen (14) days prior to such meeting. For the purposes of these Rules, a notice may be served by or on behalf of WasteMINZ upon any Member either personally or by sending it by post, or by email to the Member at the Member's address shown in the register of Members, as outlined in rule 4.5(i). Any notice is deemed to be received: <p>(i) If personally delivered, when delivered;</p> <p>(ii) If posted, five days after posting;</p> <p>(iii) If emailed, upon the date of emailing provided that the sender does not receive a delivery failure notification.</p>
12.3	Notices of motion to be brought before the Annual General Meeting shall be given in writing to the Chief Executive Officer not less than 28 days before the date of such meeting.	Notices of motion to be brought before the Annual General Meeting shall be given in writing to the Chief Executive Officer not less than twenty-eight (28) days before the date of such meeting.
12.5	A Special General Meeting shall be held within forty days of the receipt of such requisition or date of the Board resolution.	A Special General Meeting shall be held within forty (40) days of the receipt of such requisition or date of the Board resolution.

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13. VOTING AT GENERAL MEETINGS	VOTING AT GENERAL MEETINGS	VOTING																																														
13.1	At any General Meeting Members entitled to vote on any motion before such meeting may exercise their right by: <ul style="list-style-type: none"> (i) Being present at any such meeting and participating in a show of hands or by secret ballot; or (ii) Submission of a written vote by post or facsimile received by the Chairperson at a time prior to the commencement of the meeting as advised in the notice of meeting. 	Members are entitled to vote on any motion: by: <ul style="list-style-type: none"> (i) Being present at any such meeting and participating in a show of hands or by secret ballot; or (ii) Submission of a written vote by post or email received by the Chairperson at a time prior to the commencement of the meeting as advised in the notice of meeting. (iii) Provide another member who will be present, with a signed proxy voting form, at which that member can exercise at that meeting. 																																														
13.2	That in the case of equality of voting on any motion the Chairperson may exercise a casting vote in addition to a deliberate vote.	That in the case of equality of voting on any motion the Chairperson shall exercise a casting vote in addition to a deliberate vote.																																														
13.3	No Member in arrears of subscription as defined by Rule 5.4 shall be entitled to vote on any motion at any General Meeting.	No Member in arrears of subscription as defined by Rule 5.4 shall be entitled to vote on any motion. <i>(deleted at any General Meeting).</i>																																														
13.5	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 Type, Members need to ensure that full Membership details are recorded in the WasteMINZ database. <table border="1" data-bbox="406 1075 925 1433"> <thead> <tr> <th>Membership class</th> <th>Membership type</th> <th>Voting rights</th> </tr> </thead> <tbody> <tr> <td rowspan="5">Business</td> <td>Gold</td> <td>15</td> </tr> <tr> <td>Silver</td> <td>6</td> </tr> <tr> <td>Corporate Plus</td> <td>15</td> </tr> <tr> <td>Corporate</td> <td>3</td> </tr> <tr> <td>Small Business</td> <td>2</td> </tr> <tr> <td>Individual</td> <td>Individual</td> <td>1</td> </tr> <tr> <td>Life</td> <td>Life</td> <td>1</td> </tr> <tr> <td>Student</td> <td>Student</td> <td>0</td> </tr> </tbody> </table>	Membership class	Membership type	Voting rights	Business	Gold	15	Silver	6	Corporate Plus	15	Corporate	3	Small Business	2	Individual	Individual	1	Life	Life	1	Student	Student	0	The number of voting rights held by Members is determined by the class of membership. In order to affect the voting rights attached to the Membership Type, Members need to ensure that full Membership details are recorded in the WasteMINZ database. <table border="1" data-bbox="949 1075 1476 1433"> <thead> <tr> <th>Membership class</th> <th>Membership type</th> <th>Voting rights</th> </tr> </thead> <tbody> <tr> <td rowspan="5">Business</td> <td>Platinum</td> <td>20</td> </tr> <tr> <td>Gold</td> <td>15</td> </tr> <tr> <td>Silver</td> <td>6</td> </tr> <tr> <td>Corporate</td> <td>3</td> </tr> <tr> <td>Small Business</td> <td>2</td> </tr> <tr> <td>Individual</td> <td>Individual</td> <td>1</td> </tr> <tr> <td>Life</td> <td>Life</td> <td>1</td> </tr> <tr> <td>Student</td> <td>Student</td> <td>0</td> </tr> </tbody> </table>	Membership class	Membership type	Voting rights	Business	Platinum	20	Gold	15	Silver	6	Corporate	3	Small Business	2	Individual	Individual	1	Life	Life	1	Student	Student	0
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16. COMMON SEAL																																																
16.1	WasteMINZ shall have a Common Seal which shall be kept in the custody of the Board and which shall not be affixed to any document or instrument except pursuant to a resolution of the Board and in the presence of the Chairperson and one other member of the Board who shall both sign every document or instrument to which the Seal is affixed.	WasteMINZ shall have a Common Seal which shall be kept in the custody of the Board or nominated Officer, and which shall not be affixed to any document or instrument except pursuant to a resolution of the Board and in the presence of the Chairperson and/or one other member of the Board, and/or WasteMINZ' Chief Executive Officer, who shall both sign every document or instrument to which the Seal is affixed.																																														