

RULES OF THE WASTE MANAGEMENT INSTITUTE NEW ZEALAND

(Incorporating amendments adopted on 20 October 2015)

1 NAME

- 1.1** The name of the society shall be “THE WASTE MANAGEMENT INSTITUTE NEW ZEALAND INCORPORATED”, hereinafter called WasteMINZ.

2 INTERPRETATION

2.1

- (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.
- (ii) “Member” shall mean any person or entity (or person nominated by that entity as its representative) satisfying one of the classes of membership.
- (iii) “The Board” means the Board of WasteMINZ.
- (iv) “Rule” means a Rule of WasteMINZ unless a contrary interpretation appears.
- (v) “Financial year” means the period commencing on 1 July and ending on 30 June of the following year.
- (vi) “Chief Executive Officer” means the chief executive officer appointed by WasteMINZ from time to time.

2.2 Application of Rules

A substantial compliance with these Rules 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 these Rules.

3 OBJECTS

- (i) To promote and develop, in the public interest, the science, art and practice of sound waste management.
- (ii) To protect human, animal and plant health and improve the quality of the environment.
- (iii) To exchange knowledge of waste management both nationally and internationally.

- (iv) To do all lawful things that are incidental or conducive to the attainment of the above objects or any of them.

4 CLASSES OF MEMBERSHIP

4.1 There shall be four classes of membership:

Business members

- Gold
- Silver
- Corporate Plus
- Corporate
- Small Business

Individual members

Life members

Student members

4.2

- (i) Any individual or entity shall be 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.
- (ii) Membership classifications can be reviewed by the Board at any time.

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.

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

4.5

- (i) Details about Members of WasteMINZ shall be kept in a confidential register.
- (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.

5 SUBSCRIPTIONS

5.1 The annual subscription for each class of membership shall be determined by the Board.

5.2 Persons applying for membership during the last six months of the financial year shall pay one half of the annual subscription of the classification determined by the Board.

- 5.3** Annual subscriptions shall become due on the first day of July in each year.
- 5.4** Any Member who does not pay their membership subscription within two months of the due date shall be “in arrears of subscription”. If the subscription remains unpaid after three months, the Board may remove the name of the Member from the register, and such person will cease to be a Member.
- 5.5** In exceptional circumstances the Board may on application by any Member grant remission of all or part of any sums due from the Member.

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.

7 BREACH OF RULES OR MISCONDUCT OF MEMBERS

- 7.1** The Board shall, at its discretion, investigate reports or complaints received from any party in relation to alleged breach of Rules, **WasteMINZ’s Code of Conduct** or professional or criminal misconduct by any Member.
- 7.2** Reports or complaints relating to a breach of rules or misconduct of members should be submitted as follows:
- (i) Before making a formal approach to the Board it is desirable that the complainant will have first made contact with the member, group or organisation complained against, in an effort to resolve the matter.
 - (ii) All complaints or reports shall be in writing.
 - (iii) All complaints or reports shall be signed by at least three members of WasteMINZ.
 - (iv) No anonymous complaints shall be considered.
 - (v) Where a complaint has been made about an individual member, group or organisation, that person or entity shall be entitled to receive a full copy of the complaint. However on request complainants may have their details withheld. If the WasteMINZ Board does not consider it reasonable to withhold complainant details, the complainant will be advised and the complaint may be withdrawn by the complainant.
 - (vi) On receipt of a complaint or report, the WasteMINZ Board shall endeavour to reach a resolution within a period of no more than 20 working days.
- 7.3** The Board in its sole discretion can initiate its own enquiries based on information received and treat this as a complaint.
- 7.4** If the conduct of any Member appears to the Board to be contrary to the interests of WasteMINZ, or to endanger the reputation or welfare of WasteMINZ, or if any Member commits a breach of these Rules or WasteMINZ’s Code of Conduct, the Board may request such a Member to appear before it personally at a date to be fixed by the Board or to submit to the Board in writing any explanation or facts relating to the conduct complained of or the breach of the Rules, and if such a Member appears before the Board they shall be entitled to make any such explanation orally.

7.5 After the Board has heard the Member or considered the written statement, or if the Member fails to appear before the Board or to submit a written statement in response to a request to do so, the Board may at its sole discretion:

- (i) deprive such a Member of all rights and privileges of membership for such a period as the Board sees fit;
- (ii) expel such a Member from WasteMINZ, and as from the date of the Board's resolution for expulsion the Member shall cease thenceforth to be a Member of WasteMINZ, but such a cessation of membership shall not be without prejudice to WasteMINZ's right to recover any subscription.

7.6 In the event of any appeal, the Board will give urgency to a further review, with any decision then being final.

8 OFFICE TENURE AND ELECTION OF THE BOARD

8.1 The management and control of the affairs of WasteMINZ shall be governed by a Board which shall consist of six Members each elected for a term of two years.

8.2

- (i) Three of the six elected Board members shall complete their two-year terms of office at alternate Annual General Meetings.
- (ii) The term of office of each member of the Board shall begin at the conclusion of the Annual General Meeting immediately following election and shall end at the conclusion of the second Annual General Meeting thereafter.
- (iii) Any member of the Board on completion of his or her term of office shall be eligible for re-election.
- (iv) Positions on the Board which are or become vacant as at the date of the Annual General Meeting shall be filled by election at the Annual General Meeting.

8.3

- (i) The Board may fill a casual vacancy among its elected members.
- (ii) Any Member appointed to fill such a vacancy shall hold office for the remainder of the term of the member of the Board replaced.
- (iii) Any vacancy not filled at an election of members of the Board shall be deemed a casual vacancy. For the purposes of Rule 8.2 each Member appointed to fill such a vacancy shall be deemed to take office as if duly elected at such election.

8.4

- (i) Any Member may nominate any other Member for a position as elected Board member.
- (ii) No Member in arrears of subscription as defined in Rule 5.4 shall be competent to nominate or be eligible to be nominated for any office.
- (iii) Each nomination shall be in writing and shall bear the consent in writing of the Member nominated.
- (iv) Each nomination shall be received by the Chief Executive Officer not less than 42 days prior to the date of the Annual General Meeting.

- (v) The election may be conducted by ballot, or if conducted at the Annual General Meeting by participating in a show of hands or by secret ballot.

9 PROCEDURE, POWERS AND DUTIES OF THE BOARD

9.1 The Board shall meet as often as the business of WasteMINZ may require.

9.2 The Board shall elect a Chairperson and a Deputy Chairperson from their number at their first meeting following election at the Annual General Meeting.

9.3 All decisions, authorities, powers, and obligations of WasteMINZ as defined in these Rules shall be deemed to be those of the Board.

9.4

- (i) The Board may appoint committees for special purposes and the members of such appointed committees need not be Members of WasteMINZ.
- (ii) The Board may appoint persons to represent WasteMINZ on other bodies and such persons need not be Members of WasteMINZ.
- (iii) The Board may give to any such appointed committee or representative the power to act.
- (iv) Such appointed Committee or representative shall report to the Board as prescribed by the Board.
- (v) The Chairperson of the Board shall be an ex-officio member of all committees appointed by the Board.

9.5

- (i) At the end of each financial year the Board shall prepare an Annual Statement of Accounts which after being certified by the Auditor shall be circulated to all Members and laid before the Annual General Meeting.
- (ii) The Board shall prepare an Annual Report which shall be circulated to all Members and laid before the Annual General Meeting.

9.6 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 which standing orders shall not be contrary to the Rules.

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, 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.

9.8 The decision of the Board on the interpretation of the Rules, on all matters dealt with by it in accordance with such Rules and on matters not provided for in such Rules shall be binding on all Members.

10 FINANCIAL ISSUES

10.1

- (i) The control of the funds of WasteMINZ shall be vested in the Board and the Board may authorise the expenditure of such sums as it considers necessary for the furtherance of the objects of WasteMINZ.
- (ii) 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.
- (iii) 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 the Rules.
- (iv) 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.
- (v) The Board may give guarantees and may give security in support of guarantees.
- (vi) 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.

- 10.2** No private pecuniary profit shall be made by any person from WasteMINZ, except that:
- (i) Any person may receive full reimbursement for all expenses properly incurred by that person in connection with the affairs of WasteMINZ.
 - (ii) 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.
- 10.3** 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.
- 10.4** 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.
- 10.5** 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.

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** The Annual General Meeting shall be held once in each calendar year as soon as practicable after 30 June at a time and place fixed by the Board.
- 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.
- 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.
- 12.4** A Special General Meeting shall be called at any time:
- (i) By resolution of the Board; or

- (ii) On the written request of fifteen or more Members provided that the requisition to call such a meeting shall state the motion or motions to be moved thereat.

12.5 A Special General Meeting shall be held within forty days of the receipt of such requisition or date of the Board resolution.

12.6 Notice of the time and place of a Special General Meeting shall be posted to each Member at least fourteen days prior to such meeting and shall state the motion or motions to be moved thereat.

12.7 No other motion except that of which due notice has been given shall 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.

12.8 Ten Members entitled to vote shall constitute a quorum for any General Meeting. If after one hour of the time fixed for the holding of the meeting a quorum is not present no meeting shall be held.

13 VOTING AT GENERAL MEETINGS

13.1 At any General Meeting Members entitled to vote on any motion before such meeting may exercise their right by:

- (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.

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.

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.

13.4 Student members, as non-financial members, do not have any voting rights.

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.

| 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 |

14 ALTERATION OF RULES

- 14.1** Rules shall be made, amended or rescinded only by a resolution passed at an Annual or Special General Meeting.
- 14.2** Rules shall be made, amended or rescinded by the assent of not less than two-thirds of the valid votes cast by Members.
- 14.3** No addition to or alteration of the Financial issues clause or the Winding Up clause shall be approved without the approval of the Inland Revenue Department.

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 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.

17 REGISTERED OFFICE

- 17.1** The registered office of WasteMINZ shall be at an address as determined by the Board.

18 WINDING UP

- 18.1** In the event of the dissolution of WasteMINZ any remaining assets of WasteMINZ after payment of all its debts and liabilities will become the property of an organisation which has aims compatible with those of WasteMINZ, which organisation shall be decided by the last Annual or General Meeting of WasteMINZ or, at the discretion of the Board, by postal ballot.