

**WATER INDUSTRY OPERATIONS
GROUP
OF
NEW ZEALAND**

Incorporated



**CONSTITUTION
AND
RULES OF GROUP**

WATER INDUSTRY OPERATIONS GROUP OF NEW ZEALAND Incorporated

CONSTITUTION AND RULES OF GROUP

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1. NAME

The name of the Association is WATER INDUSTRY OPERATIONS GROUP OF New Zealand) Incorporated, hereinafter referred to as the GROUP.

The Group shall not be dissolved nor its name changed without the concurrence of three-fourths of the members present at a meeting called for that purpose, or after a motion to the Annual General Meeting.

2. GROUP LOGO

The logo of the Group shall be:



3. DEFINITIONS

(a) **Committee**

In the rules, "Committee", shall refer to the Committee of Management unless otherwise defined.

(b) **Group**

In the rules, "Group", shall refer to the Water Industry Operations Group of New Zealand Incorporated, unless otherwise defined.

(c) **Member**

In the rules, "Member", shall refer to a financial Member or Life Member of the Group unless otherwise defined.

(d) **Constitution**

In the rules, "Constitution", shall refer to the Constitution and Rules of Group unless otherwise defined.

(e) **Act**

In the rules "Act" means the Incorporation Societies Act 1908.

(f) **Model Rules**

The Group rules are to be read in conjunction with the Incorporation Societies Act (1908).

4. REGISTERED OFFICE

The registered office of the Group shall be in such a place as the Committee may from time to time determine. Any change of location shall be communicated to Members.

The Executive Officer shall maintain a register of all financial Members of the Group at the Registered Office.

5. OBJECTIVES

The objectives and purpose of the group are:

1. To build a common group of persons engaged in the operations sector of the water industry, so that they can assist each other to effectively and efficiently carry out their important duties and responsibilities within the industry,
2. To promote standards of knowledge and training to ensure the highest standard of competency for members,
3. To have all water industry operations personnel trained and qualified to the highest competency standard to ensure that;
 - a. The valued assets utilised by the water industry are properly protected, operated and maintained,
 - b. Employing authorities, companies, and organisations have sufficient trained members to meet system operational future requirements,
 - c. That qualification is supported by an industry recognised registration process.
4. The accumulation and dissemination of information on design, control and operation of any facet of the water industry to assist members knowledge and competency,
5. The promotion of the value of water, the water industry, the group and its members to the general public and likeminded organisations,
6. To seek representation on issues relating to aspects of water, the water industry and other issues that may indirectly relate to the water industry.

6. MEMBERSHIPS

(a) **Member**

Member status is available to any water industry employee. Additionally, any employee of a company supplying equipment and/or services for direct use in the water industry shall also be eligible to become a Member.

Upon retirement or change in employment, any person who has previously qualified for Member status may remain a Member indefinitely, by paying the Annual membership fee.

A Member shall have full rights.

Any Member may resign by giving written notice to the Secretary.

(c) **Life Member**

The Committee may award Life Membership to any member, if in its opinion; the distinction has been earned through services rendered to the Group over a minimum period of ten years. A Life Member shall have full rights and will not be required to pay a membership fee.

(d) **Membership Fees**

Membership shall be granted following the completion of an application to the Executive Officer on the prescribed form and payment of the membership fee.

The Committee shall have the power to review and set all fees on an annual basis. Fees become due and payable on 1st April each year.

7. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (a) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Group, the Committee may by resolution –
- (i) Fine that member an amount not exceeding \$500; or
 - (ii) Suspend that member from membership of the Group for a specified period; or
 - (iii) Expel that member from the Group.
- (b) A resolution of the Committee under Rule 7 (a) does not take effect unless-
- (i) at a meeting held in accordance with Rule 7 (c), the Committee confirms the resolution; and
 - (ii) if the member exercises a right of appeal to the Group under this rule, the Group confirms the resolution in accordance with this rule.
- (c) A meeting of the Committee to confirm or revoke a resolution in accordance with Rule 7 (a) must be held not earlier than 14 days, and no later than 28 days, after notice has been given to the member in accordance with Rule 7 (d).
- (d) For the purposes of giving notice in accordance with Rule 7 (c), the Administrator must, as soon as practicable, cause to be given to the member a written notice-
- (i) setting out the resolution of the Committee and the grounds on which it is based; and
 - (ii) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and no later than 28 days after the notice has been given to that member; and
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that he or she may do one or both of the following-
 - (a) attend that meeting;
 - (b) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
 - (v) informing the member that, if at a meeting, the Committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Administrator a notice to the effect that he or she wishes to appeal to the Group in Special Meeting against the resolution.
- (e) At a meeting of the Committee to confirm or revoke a resolution passed under Rule 7 (a), the Committee must-
- (i) give the member, or his or her representative, an opportunity to be heard; and

- (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine by resolution whether to confirm or revoke the resolution.
- (f) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after the meeting, give the Executive Officer a notice to the effect that he or she wishes to appeal to the Group in Special Meeting against the resolution.
- (g) If the Executive Officer receives a notice under Rule 7 (f), he or she must notify the Committee and the Committee must convene a Special Meeting of the Group to be held within 21 days after the date on which the Executive Officer received the notice.
- (h) At a Special Meeting of the Group convened under Rule 7 (g) -
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (iii) the member, or his or her representative, must be given an opportunity to be heard; and
 - (iv) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the Special Meeting, not less than two-thirds of the members vote in person, or by post, in favour of the resolution. In any other case, the resolution is revoked.
- (j) In the foregoing rule member shall refer to all categories of Membership as set down in Rule 6

8. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (i) a member and another member; or
 - (ii) a member and the Group.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be –
 - (i) A person chosen by agreement between the parties; or
 - (ii) In the absence of agreement-
 - (a) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - (b) in the case of a dispute between a member and the Group, a person who is a mediator appointed or employed by the Dispute Tribunal, Ministry of Justice.
- (e) A member of the Group can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.

- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must –
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.
- (k) In the foregoing rule member shall refer to all categories of membership as set down in Rule 6

9. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of the Group shall be held on such day as determined by the Committee, but no later than four calendar months after the end of the financial year.

The meeting shall allow for the receiving of reports and balances, election of the Committee and resolve any other business submitted prior to the actual meeting.

- (b) Notification of the Annual General Meeting or a Special Meeting shall take the form of a newsletter that will be sent to all members at least one month prior to the set date of the Meeting. An exception to this rule is the calling of a Special Meeting as set down in Rule 7 (g).
 - (i) A minimum of twenty Members are required to be present at an Annual General or Special Meeting to form a quorum.
 - (ii) A Notice of Motion or Notice of Motion to alter the Constitution must be in the form of a written petition and signed by a least twenty (20) Members. The petition must be received by the Executive Officer at least 2 months prior to the Annual General Meeting to allow inclusion in a newsletter to be sent to all members. These proposals shall be dealt with at the Annual General Meeting or at a Special Meeting called specifically for that purpose.
 - (iii) A Member may propose the calling of a Special Meeting to deal with a Notice of Motion or Notice of Motion to alter the Constitution. The proposal to call a Special Meeting must take the form of a written petition, must be signed by at least twenty (20) Members and must be forwarded to the Administrator for consideration by the Committee at its next scheduled meeting.

The Committee shall review the proposal and for it to be successful, must obtain an affirmative vote from seventy-five percent (75%) of the current Committee. An affirmative vote empowers the Chairperson to call a Special Meeting. Notice of a Special Meeting shall take the form of a newsletter sent to all members at least one month prior to the date of the Special Meeting. If the appropriate numbers of Committee votes are not obtained, the Special Meeting will not be called and the Notice of Motion or Notice of Motion to alter the Constitution will be dealt with at the next Annual General Meeting.

- (iv) At all Annual General or Special Meetings of the Group, a vote may be cast on a Notice of Motion to alter the Constitution either in person at the Meeting or by a proxy vote. Only a Member (financial) or Life Member shall be eligible to vote either in person or by proxy.

The Executive Officer shall forward to all members a copy of any Notice of Motion to alter the Constitution and a proxy form, at least one month prior to the Meeting. For a proxy vote to be considered, the completed and signed proxy form must reach the Administrator no later than one (1) working day before the meeting in respect of which the proxy is appointed. A motion will be deemed carried if it receives a number of votes equivalent to seventy-five per cent (75%) of affirmative over negative votes.

- (v) At all Annual General or Special Meetings of the Group, the Chairperson shall determine the sense of voting on issues other than a Notice of Motion to alter the Constitution, by tallying the votes for and against a proposal as determined either by a ballot or show of hands. A motion will be deemed carried if it receives a number of votes equivalent to fifty percent plus one (50% + 1) of affirmative over negative votes. In the event of a tied vote, the Chairperson shall also have a second or casting vote.

10. COMMITTEE STRUCTURE AND FUNCTIONS

(a) *Committee of Management*

The affairs of the Group shall be managed by a Committee of Management hereinafter referred to as the Committee constituted as provided in Rule 10 (b, c and d)

(b) *Appointment of Committee*

The Committee shall consist of the following Officers:

- (i) A Chairperson appointed annually from within the Committee at the first meeting after the AGM
- (ii) A minimum of 5 and a maximum of 7 Committee Persons elected by the Members of the Group and one of whom shall be appointed Chairperson.
- (iii) Additionally, the Committee may appoint an Executive Officer.

(c) *Appointment of Executive Officer*

The Committee may appoint a person outside of the Committee as the Executive Officer of the Group who shall, subject to the direction of the Chairperson, administer the affairs of the Group, and the roles of the Group's Secretary and Treasurer. The Executive Officer will attend all Committee meetings but retain no vote. In the absence of an Executive Officer, elected Committee person(s) shall be appointed the roles(s) of Secretary and/or Treasurer.

- (i) The Executive Officer shall hold office and the appointment shall be reviewed biennially.
- (ii) The Committee shall have the power to terminate the Executive Officer appointment at any time. The Executive Officer will give the Committee 12 months' notice to step down, unless circumstances dictate otherwise.
- (iii) As the Executive Officer is responsible for the dual roles of Treasurer and Secretary, the Officer shall be paid an Honorarium as determined by the Committee on the anniversary of the Executive Officer's appointment.

(d) ***Nominations and Elections***

Only a financial Member of the Group shall be eligible to be elected to the Committee of the Group at the Annual General Meeting.

A nomination form shall be lodged in writing with the Executive Officer, signed by the Member, proposer and seconder, at least fourteen days before the Annual General Meeting.

(e) ***Committee Casual Vacancy***

A casual vacancy on the Committee may be filled by appointment of the Committee. The casual committee member does not have voting rights.

(f) ***Committee Term of Office***

- i. Officers of the Committee shall hold office for one (1) year; the anniversary date shall be each Annual General Meeting of their term and they should be eligible for re-election with the following exception. If the Committee has had no changes of officers for three years consecutively, then the following clause 10 (f) (ii) will take effect.
- ii. At each Annual General Meeting, the longest serving Committee member shall step down (or by mutual agreement if there is more than one qualifying candidate) until the following Annual General Meeting at which stage they may seek re-election. If no nominations for a new Committee member are received prior to the Annual General Meeting, then the Committee member that was to stand down may seek re-election alongside the other committee members if so desired.

(g) ***Voting at Committee Meetings***

At all Committee meetings of the Group, the Chairperson shall determine the sense of any vote by ballot or show of hands and in the event of a tied vote, shall have a second or Casting Vote. A motion will be deemed carried if it receives a number of votes equivalent to fifty percent plus one (50% + 1) of affirmative over negative votes.

(h) ***Committee Meetings***

Meetings shall be held a minimum of three times per year at a time, location and frequency as determined by the Committee. The Committee shall meet on any other occasion, as required, to transact Group business.

Fifty per cent plus one (50% + 1), of the Committee shall be required to be present at a meeting to form a quorum.

(i) ***Non-Attendance at Committee Meetings***

If any Committee Officer is absent from two (2) consecutive Committee meetings without providing an explanation acceptable to the Committee, that Officer may be deemed to have vacated the Office. The Committee shall have power to grant leave of absence to any Committee Officer. If a Committee Officer wishes to resign, notification in writing must be forwarded to the Executive Officer.

(j) ***Sub-Committee***

The Committee may appoint sub-committees for any purpose it so desires and all such

sub-committees shall be required to furnish to the Committee, any information that may be requested.

(k) **By-Laws**

The Committee shall have the power to make such By-Laws as may be deemed necessary to carry out the management or achieve the objectives of the Group. The By-Laws may be varied or rescinded at any time with the concurrence of Committee Officers at a properly constituted meeting of the Committee.

11. FINANCE / ROLE OF TREASURER

(a) **Sources of Income**

Income shall be derived from subscriptions from Members, donations and profits as a result of lawful fundraising activities.

(b) **Treasurer**

- (i) The Treasurer shall issue receipts for all monies received and shall pay those monies into a bank account in the name of the Group.
- (ii) The Treasurer may spend at any time an amount determined by the Committee for incidental or operating expenses.
- (iii) All other monies to be expended shall be done so following approval by the Committee at a properly constituted Meeting.
- (iv) All accounts are to be counter signed by the Chairperson and Treasurer prior to being disbursed and a record of all such accounts and signatures is to be kept.
- (v) The Treasurer shall be responsible for all financial records, documents and securities of the Group. The Treasurer shall make available all information for inspection by Members of the Group upon receipt of a written request for such information.

(c) **Reports**

The Treasurer shall keep records to verify receipt and expenditure of all monies.

The Treasurer shall provide a report to each Committee Meeting detailing the financial status of the Group and all transactions completed in the period between meetings.

(d) **Auditor**

The accounts of the Group shall be audited by an auditor appointed by the Committee annually and the audited accounts shall be submitted with a report to the Annual General Meeting.

(e) **Financial Year**

The financial year of the Association shall commence on 1 April and conclude on the 31st March annually.

12. ROLE OF SECRETARY

- (a) The Secretary of the Group shall keep minutes of the resolutions and proceedings of each Annual General, Special Meeting and Committee meeting in a format approved by the Committee. Minutes of Committee meetings shall also contain a record of names of persons present at Committee meetings.

The Secretary shall be responsible for any books, minutes and records, other than financial records, of the Group. The Secretary shall make available all information for inspection by Members of the Group upon receipt of written request for such information.

- (b) The Secretary shall be responsible for developing duty statements for, and the direct supervision of, any administrative assistants.
- (c) The Secretary shall be responsible for ensuring that all required information in the Incorporations Societies Act is forwarded to the Registrar as necessary.

13. INCOME AND BENEFITS

- (a) Any income, benefit or advantage shall be applied to the objectives of the organisation.
- (b) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market).
- (c) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

14. DISSOLUTION OF GROUP

In the event of the Group ceasing operations, all assets and property, after discharging debts and liabilities, shall be paid to another Water Industry Association or training body as determined by the Committee.

15. ALTERATION OF THE RULES

- (a) These rules and the statement of purposes of the Group must not be altered except in accordance with the Act and Rule 9.
- (b) No additional to or alteration of the not for profit aims, personal benefits clause or the winding up clause shall be approved without the Inland Revenue Department's consideration.
- (c) The not for profit provisions and effects of these clause shall not be removed from this document and shall be included and implied into any document replacing this document.

16. THE COMMON SEAL

- (a) The Common Seal of the Group must be kept in the custody of the Executive Officer.
- (b) The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures either of two Officers of the Committee or, of one Officer of the Committee and the Executive Officer of the Group.

17. ADOPTION OF CONSTITUTION

This Amended Constitution was adopted at the Annual General Meeting of the Group held on 20 May 2021.



Nick Hewer-Hewitt | Chairperson



Craig Hiddleston | Executive Officer