



**Incorporated Society Rules**

**Version 2. 06 September 2016**

## Rules

### Drive Electric Incorporated

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**1. Name**

1.1 The name of the society is Drive Electric Incorporated (**Society**).

**2. Registered Office**

2.1 The Registered Office of the Society is:

c/o- Staples Rodway Ltd  
Level 9, 45 Queen Street  
Auckland 1010

**3. Purposes of Society**

3.1 The purposes of the Society are to assist New Zealand to realise health, environmental and economic benefits via the accelerated and orderly market uptake of plug-in electric vehicles and associated infrastructure.

3.2 Pecuniary gain of the Society is not a purpose of the Society.

**4. Activities**

4.1 The Society shall achieve its purposes through the following activities:

- (a) Coordinate links with international and national organisations with similar interests in the spread and commercialisation of electric vehicles (road vehicles powered fully or in part by electricity).
- (b) Increase New Zealand's electric vehicle technical knowledge skills and competency base.
- (c) Surveying, researching and promoting the development and growth of the New Zealand Electric Vehicle industry.
- (d) Communicating with relevant domestic and international organisations including governments, media, corporate bodies, industry groups, and other institutions.
- (e) Developing and adopting standards and providing education.
- (f) Building public and industry knowledge and awareness about Electric Vehicle capabilities and requirements.
- (g) Organising and participating in seminars and conferences and distributing information to promote Electric Vehicles.
- (h) Promote the improvement and standardisation of technologies.
- (i) Support investigation of conversion standards and quality training curricula for conversion personnel.
- (j) Assist the development and implementation of local, regional and central government policy which encourages uptake of electric vehicles and associated infrastructure.
- (k) Encourage industry to work in conjunction with government regarding the electrification of the transport fleet.
- (l) Provide a positive industry voice to the media.
- (m) Implementing strategies and programmes that help improve the affordability of electric vehicles in New Zealand.

- (n) Stimulate innovation in the electric vehicle sector and its associated industries
- (o) To act in liaison and to co-operate with any person or body in order to achieve any of the above objects.
- (p) Any other activity which shall be deemed by the Board to come within the scope of these purposes.
- (q) Any other activities necessary for the achievements of the Society's purposes.

## **5. Powers**

5.1 The Society shall have all powers necessary to achieve its purposes and activities.

## **6. Board of Representatives**

- 6.1 The Society shall have a Board of Representatives comprising no less than 6 and no more than 12 people (Board Members).
- 6.2 Board Members shall be Members of the Society or authorised representatives of Members of the Society.
- 6.3 By Majority Vote of the Board, the Board shall allocate the following roles to members of the Board:
  - (a) Chairperson;
  - (b) Deputy Chairperson;
  - (c) Secretary/Treasurer.
- 6.4 A Board Member may hold more than one role.
- 6.5 The person(s) designated as Chairperson, Deputy Chairperson and Secretary/Treasurer shall be the Officers of the Society.
- 6.6 A Board Member may resign from a role and/or being an Officer but remain a Board Member.
- 6.7 A new Board role may be created by Majority Vote of the members of the Board.

## **7. Appointment of Board Members**

- 7.1 At a Society Meeting, the Members may decide by Majority Vote:
  - (a) who the Board Members shall be; and
  - (b) the period for which the Board members are appointed.
- 7.2 Unless amended by Majority Vote in accordance with clause 7.1:
  - (a) there shall be no less than 6 and no more than 12 Board Members; and
  - (b) Board Members appointed by the Society are appointed for a term of 2 years.

## **8. Cessation of Board Membership**

- 8.1 Members cease to be Board Members when:
  - (a) they resign by giving written notice to the Board;
  - (b) they are removed by Majority Vote of the Society at a Society Meeting;
  - (c) their Term expires.

- 8.2 If a person ceases to be a Board Member, that person must within one month return to the Board all Society documents and property.

## **9. Nomination of Board Members**

- 9.1 Nominations for members of the Board shall be called for at least 15 Working Days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by a Member and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the tenth Working Day before the Annual General Meeting.
- 9.2 All retiring members of the Board shall be eligible for re-election.
- 9.3 If any Board position is, or becomes vacant between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 9.4 If any Board Member is absent from three consecutive meetings without leave of absence, the Chairperson may declare that person's position to be vacant.

## **10. Role of the Board**

- 10.1 The role of the Board is to:
- (a) administer, manage, and control the Society;
  - (b) carry out the purposes of the Society;
  - (c) act in the best interests of the Society;
  - (d) use any real or personal property or any interest therein, owned or controlled to any extent by the Society for the purposes of the Society;
  - (e) manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - (f) determine whether financial accounts are subject to review or audit subject to any resolution of the Members (refer also clause 27.1);
  - (g) set accounting policies in line with generally accepted accounting practice
  - (h) delegate responsibility and co-opt Members to the Board until the next Annual General Meeting where any Board member has left;
  - (i) ensure that all Members follow the Rules;
  - (j) decide the times and dates for Board and Society Meetings, and set the agenda for Meetings;
  - (k) decide the procedures for dealing with complaints;
  - (l) determine different classes of membership, which may include Life Members, Patrons, Honorary membership and ordinary Members;
  - (m) set Membership fees, including subscriptions and levies;
  - (n) make decisions or rules on any matters not covered in these Rules;
  - (o) make Bylaws or Regulations for the Society.
- 10.2 The Board has all of the powers of the Society, unless the Board's power is limited by these Rules, or by a Majority Vote of the Society.
- 10.3 Any Board Member who has a financial interest in a matter being considered by or affecting the society must, as soon as practically possible after the Board Member

becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the Board.

- 10.4 A register of disclosures must be kept, and any disclosure of a financial interest in a matter being considered by or affecting the Society must be entered into the register of disclosures
- 10.5 Decisions of the Board bind the Society, unless the Board's power is limited by these Rules or by a Majority Vote of the Society.

## **11. Roles of Board Members**

- 11.1 The Chairperson is responsible for:
- (a) ensuring that the Rules are followed;
  - (b) convening Board meetings and establishing whether or not a quorum (a simple majority of those who are Board members) is present;
  - (c) chairing both Society and Board meetings, deciding who may speak and when;
  - (d) overseeing the operation of the Society;
  - (e) providing a report on the operations of the Society at each Annual General Meeting.
- 11.2 The role of the Deputy Chairperson is to assist the Chairperson as required. In doing so, the Deputy Chairperson may perform any responsibility of the Chairperson subject to the Chairperson's authorisation and oversight.
- 11.3 The Secretary/Treasurer is responsible for:
- (a) recording the minutes of all Meetings;
  - (b) keeping the Register of Members;
  - (c) holding the Society's records, documents, and books except those required for the Treasurer's function;
  - (d) receiving and replying to correspondence as required by the Board;
  - (e) forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
  - (f) minting the register of disclosures and preparing a summary of disclosures for presentation at each Annual General Meeting;
  - (g) advising the Registrar of Incorporated Societies of any rule changes.
  - (h) receiving fees, subscriptions, levies and other monies paid to the Association and issuing receipts;
  - (i) paying all accounts and making advances passed for payment by the Board;
  - (j) keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
  - (k) preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;
  - (l) providing a financial report at each Annual General Meeting;
  - (m) ensuring compliance with any statutory filing or reporting requirements in relation to annual financial statements;
  - (n) providing financial information to the Board as the Board determines.

## **12. Board Meetings**

- 12.1 Board meetings may be held via video or telephone conference, or other formats as the Board may decide;
- 12.2 No Board meeting may be held unless more than half of the Board Members attend.
- 12.3 The Chairperson shall chair Board Meetings, or if the Chairperson is absent, the Board shall elect a Board Member to chair that meeting.
- 12.4 Decisions of the Board shall be by Majority Vote.
- 12.5 The Chairperson or person acting as Chairperson has a casting vote, that is, a second vote.
- 12.6 Only Board Members present at a Board Meeting may vote at that Board Meeting.
- 12.7 The Board must keep written minutes of who attended Board meetings, decisions made, resolutions passed including which Board Members voted and how.
- 12.8 Where a Board Member has disclosed a financial interest in a matter:
  - (a) he or she must not vote in any decision on the matter;
  - (b) he or she may be present at the time of the decision and can contribute to the discussion leading up to the decision; but
  - (c) the Board, where it considers it appropriate, may exclude the officer from any further discussion or involvement with the matter.
- 12.9 Subject to these Rules, the Board may regulate its own practices.

## **13. Board Remuneration**

- 13.1 Board remuneration is to be proposed by the Chairperson at the Annual General Meeting.
- 13.2 Board remuneration may be paid if the proposal is passed by Majority Vote of the members of the Society at the Annual General Meeting.
- 13.3 A proposal for Board remuneration must not be put to the Annual General Meeting unless it is supported by a certificate from the Society's accountant recording that the Society has sufficient funds to meet the proposed remuneration.
- 13.4 Notwithstanding clauses 13.1 and 13.3, the Board may resolve by Majority Vote to refund Board Members for reasonable disbursements incurred in furtherance of the Society's activities.

## **14. Indemnity**

- 14.1 Each Board Member shall be entitled to a full and complete indemnity from the Society for the costs incurred defending criminal or civil proceedings relating to liability for his or her actions as a Board Member where judgment is given in favour of the Board Member or he or she is acquitted.
- 14.2 Each Board Member shall be entitled to a full and complete indemnity from the Society against liability to third parties for the Board Member's actions in his or her capacity as an officer (and for costs relating to any claim or proceedings relating to that liability), not including any criminal liability or any liability resulting from breach of any obligation owed by that Board Member to the Society.

- 14.3 The Members of the Society may, by Majority Vote, permit the Board to arrange insurance for Board Members in respect of liability (except criminal liability) for any acts or omissions committed by the Board Member in that capacity.

**15. Staffs, Committees and Working Groups**

- 15.1 Where necessary for the furtherance of the Society's activities, the Board may employ or contract staff, and create Committees or Working Groups, with delegated authority to exercise any powers of the Society according to terms of reference approved by the Board.
- 15.2 The Chairperson may, with delegated authority from the Board, appoint a General Manager or Senior Executive that will report to the Chairperson.
- 15.3 The General Manager or Senior Executive, with the approval of the Chairperson, may designate a project leader for each Committee or Working Group.
- 15.4 The members of a Committee or Working Group will preferably be Members of the Society with an entitlement to be members of a Committee or Working Group, or will be co-opted by invitation of Members of the Society with an entitlement to be members of a Committee or Working Group.
- 15.5 Committees or Working Groups shall report to the General Manager or Senior Executive if appointed. If not, they will report to the Board through the Chairperson.
- 15.6 Committees may establish Working Groups as subsidiary organisations, as necessary. Members of Working Groups do not need to be Members of the Society.

**16. Admission of Members**

- 16.1 To become a Member, a person (**Applicant**) must:
- (a) complete an application form, if the Rules, Bylaws or Board requires this;
  - (b) pay a membership fee for the class of membership applied for;
  - (c) make him or herself (where the proposed Member is a natural person) or an authorised representative (where the proposed Member is a corporate personality) available to be interviewed by the Board;
  - (d) supply any other information the Board requires.
- 16.2 The Board shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final. If the decision is to decline the membership application any membership fee paid shall be refunded.
- 16.3 The membership year of the Society begins on 1 April of every year and ends on 31 March of the next year (commencing April 2015).
- 16.4 The Board shall be entitled, at its discretion, to pro-rate any membership fee charged to reflect the time between the date on which a membership application is received by the Society and the date which is the end of the membership year.

**17. Type of Members and membership entitlements**

- 17.1 At the commencement date of these Rules the Society shall have the following categories of Members:



- (a) **Category A – Corporate** – for companies with an annual turnover of \$30 million or greater, and have an interest in electric vehicles and advancing the electrification of the New Zealand road transport fleet. Each Category A Member:
- (i) is entitled to participate in Society Meetings;
  - (ii) shall have 2 votes only;
  - (iii) may be a member of a Committee formed under these Rules; and
  - (iv) may nominate up to 4 employees or officers to receive Society information and attend meetings.
- (b) **Category B – Associate Membership** – for companies with an annual turnover of between \$5.0 and \$29.99 million. Each Category B Member:
- (i) is entitled to participate in Society Meetings;
  - (ii) shall have 1 vote only;
  - (iii) may be a member of a Committee formed under these Rules;
  - (iv) may nominate up to 2 employees or officers to receive Society information and attend meetings.
- (c) **Category C – Government/Local Government** – for local and central Government, including quasi Government agencies wishing to be part of the society. Each Category C Member:
- (i) is entitled to participate in Society Meetings;
  - (ii) shall have 1 vote only;
  - (iii) may be a member of a Working Group formed under these Rules;
  - (iv) is entitled to receive Society information and attend meetings; and
  - (v) may be allocated specific roles in the Society by resolution of the Board.
- (d) **Category D – Small and Medium Enterprises** – for companies with an annual turnover of less than \$5.0 million. Each Category D Member:
- (i) is entitled to participate in Society Meetings;
  - (ii) shall have 1 vote only;
  - (iii) may be a member of a Committee formed under these Rules;
  - (iv) may nominate up to 2 employees or officers to receive Society information and attend meetings.
- (e) **Category E – Private Individual** – for individuals wishing to be part of the society (includes individuals who are members of Corporate or Small to Medium Enterprise Members who wish to be an individual member). Each Category E Member:
- (i) is entitled to participate in Society Meetings;
  - (ii) shall have 1 vote only;
  - (iii) may be a member of a Working Group formed under these Rules;
  - (iv) is entitled to receive Society information and attend meetings; and

(v) may be allocated specific roles in the Society by resolution of the Board.

- (f) **Category F – Student / Retiree** – for any individual currently engaged in primary, secondary, or tertiary education or any person over the age of 65 who are not Private Individual Members. Each Category F Member:
- (i) is entitled to participate in Society Meetings;
  - (ii) is not entitled to vote
  - (iii) is entitled to receive Society information and attend meetings.

17.2 The categories of membership are subject to change in accordance with clause 10.1(l).

## 18. Additional Membership Entitlements

- 18.1 Additional entitlements and benefits may be created defined from time to time by the Board.
- 18.2 Additional entitlements and benefits shall not be in conflict with the Rules of the Society and shall be made publically available.

## 19. The Register of Members

- 19.1 The Secretary shall keep a register of Members (**Register**), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 19.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 19.3 Each Member shall provide such other details as the Board requires.
- 19.4 Members shall have reasonable access to the Register of Members.

## 20. Cessation of Membership

- 20.1 Any Member may resign by giving written notice to the Secretary.
- 20.2 If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written notice of this to the Member (**Board's Notice**).
- 20.3 The Board's Notice must set out:
- (a) how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
  - (b) what the Member must do in order to remedy the situation;
  - (c) that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership;
  - (d) that if, within 10 Working Days of the Member receiving the Board's Notice, the Board is not satisfied with Member's response to the Board, the Board may in its absolute discretion immediately terminate the Member's Membership.

- (e) that if the Board terminates the Member's Membership, the Member may appeal to the Society.
- 20.4 Ten Working Days after the Member received the Board's Notice, the Board may in its absolute discretion by Majority Vote terminate the Member's Membership by giving the Member written notice (**Termination Notice**), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Society Meeting by giving written notice to the Secretary (**Member's Notice**) within 10 Working Days of the Member's receipt of the Termination Notice.
- 20.5 If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 15 Working Days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (**Member's Explanation**), and the Member may require the Secretary to give the Member's Explanation to every other Member within 5 Working Days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 20.6 When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.
- 20.7 The Society shall then by Majority Vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.
- 20.8 Any member whose membership ceases under this clause (whether by resignation, termination or otherwise) shall not be entitled to any refund of subscriptions, levies or fees.

## 21. Obligations of Members

- 21.1 All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 21.2 It is an obligation of all Members to complete the Society's annual surveys on sales and other market data relevant to their business or organisation. To ensure confidentiality, the survey will be administered by a third party who shall consolidate and summarise the information to identify market and industry size and annual growth. The Members authorise the provision of this information to all participating Members, to government, or other stakeholders or agencies, at the discretion of the Board.

## 22. Use of Property

- 22.1 The Society may own real and personal property of the Society if:
  - (a) it is for a purpose of the Society;
  - (b) it is not for the sole personal or individual benefit of any Member; and
  - (c) that use has been approved by either the Board or by Majority Vote of the Society.

## **23. Private Pecuniary Profit**

- 23.1 No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.
- 23.2 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from these rules and shall be included and implied into any rules replacing these rules.

## **24. Joining Fees, Subscriptions and Levies**

- 24.1 If any Member does not pay a Subscription or levy by the date set by the Board or the Society, the Secretary will give written notice that, unless the arrears are paid by a date specified, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity. This clause shall take precedence to cl 20.

## **25. Financial Affairs**

- 25.1 The Board shall control the financial affairs of the Society and will authorise expenditure through approved budgets.
- 25.2 The Board shall approve the opening of any bank account, authorise all payments to third parties, and approve any loan or credit in advance of obtaining funds or goods.
- 25.3 The Board will appoint two Board members, including the Secretary/Treasurer, to be co-signatories of any account of the Society.
- 25.4 No payment shall be made without the written authorisation of the two Board members described in cl 25.3.

## **26. Additional Powers**

- 26.1 The Society may:
- (a) employ or contract with people for the purposes of the Society;
  - (b) exercise any power a trustee might exercise;
  - (c) invest in any investment that a trustee might invest in;
  - (d) borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

## **27. Financial Year**

- 27.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

## **28. Assurance on the Financial Statements**

- 28.1 The Board or Society by Majority Vote at an Annual General Meeting may decide that the Society's annual financial accounts are subject to review or audit.

- 28.2 If the annual financial accounts are to be subject to review:
- (a) the Board or Society shall appoint an accountant to review the annual financial statements of the Society (**Reviewer**). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.
  - (b) the Board is responsible to provide the Reviewer with:
    - (i) access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
    - (ii) additional information that the reviewer may request from the Board for the purpose of the review; and
    - (iii) reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.
- 28.3 If the annual financial accounts are to be subject to audit:
- (a) the Board or Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.
  - (b) the Board is responsible to provide the auditor with:
    - (i) access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
    - (ii) additional information that the auditor may request from the Board for the purpose of the audit; and
    - (iii) reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.
- 28.4 No review or audit of the annual financial statements is required unless requested by a majority of the Board or the majority of Members who attend any properly convened Society Meeting.

## **29. Society Meetings**

- 29.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 29.2 The Annual General Meeting shall be held once every year no later than six months after the Society's balance date. The Board shall determine when and where the Society shall meet within those dates.

- 29.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 29.4 The Secretary shall:
- (a) give all Members at least 10 Working Days Written Notice of the business to be conducted at any Society Meeting;
  - (b) additionally, the Secretary will provide, where appropriate:
    - (i) a copy of the Chairperson's Report on the Society's operations, the Annual Financial Statements as approved by the Board and a summary of the nature and extent of matters disclosed on the register of disclosures in the preceding year;
    - (ii) a list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
    - (iii) notice of any motions and the Board's recommendations about those motions;
    - (iv) if the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 29.5 Subject to the membership categories and entitlements in these Rules, all Members may attend and vote at Society Meetings and appoint a proxy to attend and vote at Society Meetings.
- 29.6 No Society Meeting may be held unless at least 30 % of eligible Members attend. (This will constitute a quorum.)
- 29.7 All Society Meetings shall be chaired by the Chair. If the Chairperson is absent, the Society shall elect another Board Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 29.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;
  - (b) Show of hands; or
  - (c) Secret ballot.
- However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting, that is, second vote.
- 29.9 The business of an Annual General Meeting shall be:
- (a) receiving any minutes of the previous Society's Meeting(s);
  - (b) the Chairperson's report on the business of the Society;
  - (c) the Treasurer's report on the finances of the Society, and the Annual Financial Statements;
  - (d) election of Board Members;
  - (e) considering and voting on proposals for remuneration of Board Members;
  - (f) motions to be considered;
  - (g) whether an audit is required; and

(h) general business.

29.10 The Chairperson or his nominee shall adjourn the meeting if necessary.

29.11 If within half an hour after the time appointed for a Society meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **30. Proxies**

30.1 A Member may exercise the right to vote either by being present or by proxy.

30.2 A proxy for a Member is entitled to attend and be heard and vote at a meeting of Members as if the proxy were the Member.

30.3 A proxy must be appointed by notice in writing signed by the Member and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.

30.4 No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced before the start of the meeting.

30.5 A proxy form shall be sent with each notice calling a meeting of the Society.

30.6 An instrument appointing a proxy shall be in the form set out in Schedule 1 to these rules or a form as near thereto as circumstances allow.

30.7 Where it is desired to allow Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the form set out in Schedule 2 to these rules or a form as near thereto as circumstances allow.

30.8 The instrument appointing a proxy shall be deposited at the office of the Society not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall be treated as invalid.

### **31. Motions at Society Meetings**

31.1 Any Member may request that a motion be voted on (**Member's Motion**) at a particular Society Meeting, by giving written notice to the Secretary at least 15 Working Days before that meeting. The Member may also provide information in support of the motion (**Member's Information**). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 30% of eligible Members:

(a) it must be voted on at the Society Meeting chosen by the Member; and

(b) the Secretary must give the Member's Information to all Members at least 10 Working Days before the Society Meeting chosen by the Member; or

- (c) if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 31.2 The Board may also decide to put forward motions for the Society to vote on (**Board Motions**) which shall be suitably notified.

### **32. Common Seal**

- 32.1 The Board shall provide a common seal for the Society and may from time to time replace it with a new one.
- 32.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Board.

### **33. Confidentiality**

- 33.1 Members must keep strictly confidential personal information related to customers and other Members and any business information obtained in the course of Society activities (**Confidential Information**).
- 33.2 Confidential Information must not be disclosed to third parties unless:
  - (a) a person with a legal right to authorise disclose does so; or
  - (b) the information was already in the public domain at the time it was obtained; or
  - (c) the information was already lawfully in the possession of the receipt at the time it was obtained in the course of Society Activities; or
  - (d) the receipt is required by law to disclose the information.
- 33.3 Members shall not use Confidential Information for purposes other than furthering the activities and objectives of the Society.
- 33.4 Upon the cessation of membership, Members shall return, destroy, or delete all Confidential Information in their possession in accordance with the Society's instructions.

### **34. Altering the Rules**

- 34.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 34.2 Any Board Motion to amend or replace these Rules must be approved by at least two thirds of the Board Members.
- 34.3 Any Members Motion to amend or replace these Rules shall be signed by at least 30% of eligible Members and given in writing to the Secretary at least 15 Working Days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 34.4 At least 10 Working Days before the Society Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.



34.5 When a Rule change is approved at a Society Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

### 35. Bylaws to govern the Society

35.1 The Board may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to these Rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

### 36. Winding up

36.1 If the Society is wound up:

- (a) any real or personal property of the Society shall be disposed of in a manner which the Board decide:
- (b) the Society's debts, costs and liabilities shall be paid;
- (c) the Board shall not distribute any surplus money or property among the members of the Society but shall resolve for any surplus money or property to be given or transferred to some other organisation or body having objects similar to the objects of this Society, or to some other charitable organisation or purpose within New Zealand.

### 37. Definitions and Miscellaneous matters

37.1 In these Rules:

- (a) **Board** and **Board Member** has the meaning set out in cl 6.
- (b) **Majority Vote** means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (c) **Member** has the meaning set out in clause 17.
- (d) **Society Meeting** means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- (e) **Working Day** means a day of the week other than—
  - (i) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign's birthday, Labour Day, and Waitangi Day; and
  - (ii) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday; and
  - (iii) a day in the period commencing with 25 December in any year and ending with 2 January in the following year; and
  - (iv) if 1 January in any year falls on a Friday, the following Monday; and
  - (v) if 1 January in any year falls on a Saturday or a Sunday, the following Monday and Tuesday.
- (f) **Written Notice** means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

**Schedule 1**

**Drive Electric Incorporated – Instrument Appointing a Proxy**

**USE OF THIS FORM**

Note: This form should be used by a member in either of the following instances:

- You are a non-corporate member (e.g. an individual) and you wish to appoint a person as your proxy to attend and vote at the meeting on your behalf in your absence; or
- You are a corporate member (e.g. a company) and you wish to appoint a person as your representative to attend and vote at the meeting on your behalf.

It is expected that the members status is current in that he is a paid up member.

**Member Details (Please Complete)**

|  |  |
|--|--|
| <b>Member Name:</b> (Note: This must be the <i>registered</i> member's name) |  |
| <b>Member Physical Address:</b>  |  |
| <b>Member Email Address:</b>   |  |

**Appointment of Proxy or Corporate Representative (Please Complete)**

**Appointment:**

I/We \_\_\_\_\_ of the above address and being Members of the Association for Promotion of Electric Vehicles hereby appoint:

Name: \_\_\_\_\_ of \_\_\_\_\_

or failing him/her: \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy/corporate representative to vote for me/us on my/our behalf on the resolutions set out in the Notice of Meeting and any other matter put to the Society Meeting which is to be held at ....., on ..... commencing at ....., and at any adjournment or postponement of that meeting.

**Signature of Member(s)**

**Signed:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Signed:** \_\_\_\_\_

*(Joint holders should all sign)*

**Schedule 2**

**Drive Electric Incorporated – Instrument Appointing a Proxy**

**USE OF THIS FORM**

Note: This form should be used by a member in either of the following instances:

- You are a non-corporate member (e.g. an individual) and you wish to appoint a person as your proxy to attend and vote at the meeting on your behalf in your absence; or
- You are a corporate member (e.g. a company) and you wish to appoint a person as your representative to attend and vote at the meeting on your behalf.

It is expected that the members status is current in that he is a paid up member.

**Member Details (Please Complete)**

|   |  |
|---|--|
| <b>Member Name:</b> (Note: This must be the <i>registered member's name</i> ) |  |
| <b>Member Physical Address:</b>   |  |
| <b>Member Email Address:</b>  |  |

**Appointment of Proxy or Corporate Representative (Please Complete)**

**(a) Appointment:**

I/We \_\_\_\_\_ of the above address and being Members of the Association for Promotion of Electric Vehicles hereby appoint:

Name: \_\_\_\_\_ of \_\_\_\_\_

or failing him/her: \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy/corporate representative to vote for me/us on my/our behalf on the resolutions set out in the Notice of Meeting and any other matter put to the Society Meeting which is to be held at ....., on ..... commencing at ....., and at any adjournment or postponement of that meeting.

- (b) Voting Instructions:** Unless otherwise instructed by completing the voting section of this form, your proxy/corporate representative may vote or abstain from voting as he or she thinks fit. Only complete the voting section entitled "Resolution" if you wish to instruct your proxy/corporate representative how to vote. If you complete the voting section you are directing your proxy/corporate representative to vote in the manner indicated on the Resolution listed. Your proxy/corporate representative may otherwise vote or abstain from voting as he or she thinks fit on any other resolution put before the meeting.

**Resolution**

|  |                        |                |
|--|------------------------|----------------|
|  | [Tick appropriate box] |                |
|  | <b>FOR</b>             | <b>AGAINST</b> |
|  |                        |                |
|  |                        |                |

**Signature of Member(s)**

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

*(Joint holders should all sign)*

