

# RULES OF INDUSTRIAL SYMBIOSIS KAWERAU (ISK) INCORPORATED

## 1. **Introductory Rules**

### The Society

- 1.1 The name of the Society is Industrial Symbiosis Kawerau (ISK) Incorporated (in these Rules referred to as the 'Society').
- 1.2 The Society is constituted by resolution dated 7<sup>th</sup> July 2021.

### Registered Office

- 1.3 The Registered Office of the Society shall be at such place in New Zealand as the Board from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Incorporated Societies Act 1908 ("the Act")

## 2. **Objects of the Society**

- 2.1 The Objects ("Objects") of the Society are as follows - to:

- (a) Positively contribute to the sustainable co-existence of Kawerau Industry, the Environment, the local Community and the wider region.
- (b) Advocate on behalf of members on matters relating to Central, Regional and Local Government policy and other political, economic or social organisations to have their voice heard on issues that are important to them; defend and promote their rights; access information and services, and explore choices and options.
- (c) Liaise with stakeholders in relation to employment or cultural issues, the environment, health and safety, workplace training, public health and industrial development, either as an association or on behalf of its Members to ensure cost efficiency and protection of members' interests.
- (d) Develop programmes to introduce students to careers in the Society's industrial sector, identify opportunities for work placement, attract youth to careers in local industry and to help raise their aspirations towards career pathways.
- (e) Promote and advance either directly or indirectly
  - (i) a positive image of industry in Kawerau;
  - (ii) symbiotic interests of industry in the District;
  - (iii) high standards of business ethics and practices;
  - (iv) workforce development;
  - (v) investment opportunities for new business.

- 2.2 The Society must not operate for the purpose of, or with the effect of:

- (a) any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or
- (b) returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or
- (c) conferring any kind of ownership in the Society's assets on Members

but the Society will not operate for the financial gain of Members simply if the Society:



- (a) engages in trade,
  - (b) for matters that are incidental to the Objects of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
  - (c) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's Objects,
  - (d) provides benefits to members of the public or of a class of the public and those persons include Members or their families,
  - (e) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
  - (f) pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
  - (g) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the Objects of the Society.
- 2.3 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
- 2.4 Any payments made to a Member or Associated Person must be for goods and services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.
3. **Act and Regulations**
- Nothing in these Rules authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
4. **Power to Borrow Money**
- The Society has the power to borrow money.
5. **Other Powers**
- In addition to its statutory powers, the Society:
- (a) may use its funds to pay the costs and expenses to advance or carry out its Objects, and to employ or contract with such people as may be appropriate, and
  - (b) may invest in any investment in which a trustee may lawfully invest.
6. **Members**
- Minimum number of Members
- 6.1 The Society shall maintain the minimum number of Members required by the Act.
- Types of Members
- 6.2 The classes of members and the method by which Members are admitted to different classes of membership are as follows:
- (a) Full Member: A Full Member is identified as a business or organisation who is
    - (i) Located and operating in Kawerau; and
    - (ii) Employing in Kawerau
  - (b) Associate Member: An Associate Member is an organisation who maintains a vested interest in Kawerau i.e. Scion, GNS, MSD, NZTE etc. but excludes political parties.

## **7. Becoming a Member**

An applicant for membership must complete and sign an application form which is then considered by the Board who may accept or decline the application at the Board's absolute discretion. The Board must advise the applicant of its decision (but is not required to provide reasons for that decision).

## **8. Obligations and rights**

8.1 Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and email address) together with the name and details of any person within the Member organisation who is the Member organisation's authorised representative. The Member agrees to promptly advise the Society of any changes to those details.

8.2 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

## **9. Other obligations and rights**

9.1 All Members shall promote the interests and Objects of the Society and shall do nothing to bring the Society into disrepute.

9.2 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings) if all subscriptions and any other fees have been paid to the Society by due date, but no Member is liable for an obligation of the Society by reason only of being a Member.

## **10. Subscriptions and Fees**

10.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

10.2 Any Member failing to pay the subscription, levy or fee within one month of the due date shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until the arrears are paid. If such arrears are not paid within three months of the due date for payment the Board may terminate the Member's membership.

## **11. Ceasing to be a Member**

A Member ceases to be a Member:

- (a) Liquidation or bankruptcy of the Member organisation, or
- (b) By resignation from that Member's class of membership by notice to the Secretary, or
- (c) On termination of a Member's membership following a dispute resolution process under these Rules

with effect from the date of liquidation or the date of receipt by the Secretary of any resignation or termination of membership following a dispute resolution process under these Rules.

## **12. Obligations on resignation**

A Member who resigns or whose membership is terminated under these Rules:

- (a) Remains liable to pay all subscriptions and other fees to the Society's next balance date,
- (b) Shall cease to hold themselves out as a Member of the Society, and
- (c) Shall cease to be entitled to any of the rights of a Society Member.

## **13. Becoming a Member again**

13.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Board.

13.2 However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Board.

**14. General Meetings**

Annual General Meetings

- 14.1 An Annual General Meeting shall be held once a year on a date and at a location determined by the Board and consistent with any requirements in the Act, and any Rules relating to the procedure to be followed at General Meetings shall apply.

Annual General Meeting business

- 14.2 The business of an Annual General Meeting shall be to:
- (a) Confirm the minutes of previous Society Meeting(s),
  - (b) Adopt the annual report on Society business,
  - (c) Adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
  - (d) Set any subscriptions or fees for the current financial year,
  - (e) Consider any motions,
  - (f) Consider any general business.
- 14.3 The Board must, at each Annual General Meeting, present the following information:
- (a) An annual report on the affairs of the Society during the most recently completed accounting period,
  - (b) The annual financial statements for that period, and
  - (c) Notice of any disclosures of conflicts of interest made by the Board during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

- 14.4 Special General Meetings may be called at any time by the Board by resolution. Alternatively, the Board must call a Special General Meeting if the Secretary receives a written request by 50% of Members. Any resolution or written request must state the business that the Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

Procedure

- 14.5 The Board shall give all Members at least 15 working days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 14.6 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- All financial Members (whether Full or Associate) may attend, speak and vote at General Meetings:
- (a) Through the authorised representation of a body corporate as notified to the Secretary, or
  - (b) By a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, and
  - (c) No other proxy voting shall be permitted.
- 14.7 No General Meeting may be held unless at least two thirds of all eligible financial members attend. This will constitute a quorum.
- 14.8 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society and, if at such adjourned meeting a

quorum is not present, those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

General Meetings may be held at one or more venues using any real-time audio and visual or electronic communication that gives each member a reasonable opportunity to participate.

- 14.9 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent the Deputy shall chair that meeting.
- 14.10 Any person chairing a general meeting has a deliberative and, in the event of a tied vote a casting vote.
- 14.11 Any person chairing a General Meeting may:
- (a) With the consent the meeting adjourns the General Meeting 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.
  - (b) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive or failing to abide by the directions of the Chairperson be removed from the Meeting, and
  - (c) In the absence of a quorum or in the case of an emergency, adjourn the Meeting or declare it closed.
  - (d) The Board may put forward motions for the Society to vote on (Board Motions) which shall be notified to Members with the notice of the General Meeting.
  - (e) Any Member may request that a motion be voted on (Members Motion) at a General Meeting by giving notice to the Secretary 5 clear days before that meeting. The Member may also provide information in support of the motion (Members Information).

## 15. Minutes

Minutes must be kept by the Secretary of all General Meetings.

## 16. Board

### Composition

- 16.1 The Board will consist of no more than nine (9) and no less than six (6) Members who are not disqualified by these Rules or the Act.

- 16.2 The Board will include;

- (a) A Chairperson
- (b) A Deputy Chairperson; and
- (c) A Secretary and a Treasure who may be the same person.

### Qualifications

- 16.3 Prior to election or appointment, every Board Member must consent in writing to be a Board Member and certify in writing that they are not disqualified from being appointed or holding office as a Board Member by these Rules or the Act.
- 16.4 The following persons are disqualified from being appointed or holding office as a Board Member
- (a) A person who is under 16 years of age,
  - (b) A person who is an undischarged bankrupt,
  - (c) A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
  - (d) A person who is disqualified from being a Member of the Board of a charitable entity under section 31 (4) (b) of the Charities Act 2005,

- (e) A person who has been convicted of any of the following, and has been sentenced for the offence within the last 7 years
  - (i) An offence under subpart 6 of Part 4
  - (ii) A crime involving dishonesty (within the meaning of section 2 (1) of the Crimes Act 1961)
  - (iii) An offence under section 143B of the Tax Administration Act 1994
  - (iv) An offence, in a country other than New Zealand, that is substantially similar to an offence specified in sub paragraphs (i) to (iii)
  - (v) A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- (f) A person subject to:
  - (i) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003 or
  - (ii) A forfeiture order under the Criminal Proceeds (Recovery) Act 2009 or
  - (iii) A property order made under the Protection of Personal and Property Rights Act 1988 or who's property is managed by a trustee corporation under section 32 of that Act.

#### Election or Appointment

16.5 The election of Board Members shall be conducted as follows

- (a) Board Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Board Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Board (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member by these Rules or the Act).
- (b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member by these Rules or the Act, shall be received by the Secretary at least 5 clear days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- (c) Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
- (d) Two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (e) The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

#### Term

16.6 The term of office for all Board Members shall be one year expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Board Member's term of office.

#### 17. **Board Meetings**

##### Frequency

17.1 The Board shall meet no less than quarterly at such times and places and in such manner (including audio, audio visual or electronic communication) as it may determine and otherwise where and as convened by the Chair or Secretary.

### Procedure

17.2 The quorum for Board meetings is a majority of Board Members.

### **18. Records**

#### Register of Members

18.1 The Secretary shall keep an up-to-date Register of Members, recording for each Member the information set out in clause 29 below and any other information required by these Rules or prescribed by Regulations under the Act.

#### Contents of Register of Members

18.2 The information contained in the Register of Members shall include each Member's

- (a) Name of Organisation
- (b) Postal Address of Organisation
- (c) Name of Designate for Organisation
- (d) Position in Organisation
- (e) Email Address of Designate
- (f) Cell phone number of Designate
- (g) Date the Organisation became a Member
- (h) Whether the Member is financial or unfinancial

18.3 Every Member shall promptly advise the Secretary of any change of their contact details.

#### Access to Register of Members

18.4 With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Board Members. However, no access will be given to information on the Register of Members to Members or any other person, other than is required by law.

#### Access to other information

18.5 A Member may at any time make a written request to a Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.

18.6 The Society must, within a reasonable time after receiving a request:

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- (d) refuse to provide the information, specifying the reasons for the refusal.

18.7 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or

- (d) withholding the information is necessary to maintain legal professional privilege, or
  - (e) the disclosure of the information would, or would be likely to, breach an enactment, or
  - (f) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
  - (g) the request for the information is frivolous or vexatious.
- 18.8 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society—
- (a) that the Member will pay the charge; or
  - (b) that the Member considers the charge to be unreasonable.
- 18.9 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 1993.
19. **Finance**
- Control and management
- 19.1 The funds and property of the Society shall be
- (a) Controlled, invested and disposed of by the Board, subject to these Rules, and
  - (b) Devoted solely to the promotion of the Objects of the Society.
- Balance date
- 19.2 The Society's financial year shall commence on the 1<sup>st</sup> July of each year and end on the 30 June (the latter date being the Society's balance date).
20. **Dispute Resolution**
- Raising disputes
- 20.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 20.2 The complainant raising a grievance or complaint, and the Board, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- Investigating disputes
- 20.3 This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."
- 20.4 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- 20.5 Rather than investigate and deal with any grievance or complaint, the Board may:
- (a) appoint a sub-committee to deal with the same, or
  - (b) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,
- 20.6 The Board or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- 20.7 The decision-maker:



- (a) shall consider whether to investigate and deal with the grievance or complaint, and
  - (b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).
- 20.8 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- (a) The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
  - (b) The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
  - (c) The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
  - (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 20.9 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
- (a) The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
  - (b) The Member complained against must be given an adequate time to prepare a response.
  - (c) The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
  - (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 20.10 A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Board Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

Resolving disputes

- 20.11 The decision-maker may:
- (a) dismiss a grievance or complaint, or
  - (b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
  - (c) uphold a complaint and:
    - (i) reprimand or admonish the Member, and/or
    - (ii) suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
    - (iii) order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

## 21. **Winding Up**

### Process

- 21.1 The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 21.2 The Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect to such notice of motion.
- 21.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple majority of all members present and voting.

### Surplus Assets

- 21.4 If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 21.5 If upon the winding-up or dissolution of the Society there shall remain, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.

## 22. **Alteration of the Rules**

### Amending these Rules

- 22.1 The Society may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of those Member present and voting.
- 22.2 Any proposed motion to amend or replace these Rules shall be signed by at least two-thirds of eligible Members and given in writing to the Secretary at least 20 clear days before the general meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 22.3 At these 10 clear days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 22.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

## 23. **Other**

### Common Seal

- 23.1 The common seal of the Society must be kept in the custody of:
  - (a) The Chair.
  - (b) The Secretary.
  - (c) A Board Member.
  - (d) The Office of the Society.
- 23.2 The common seal may be affixed to any document:
  - (a) By resolution of the Board and must be countersigned by two Board members.
  - (b) By such other means as the Board may resolve from time to time.

Contact person

- 23.3 The Society's Contact Officer shall be the Secretary of the Society.
- 23.4 Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 clear days of that change occurring or the Society becoming aware of the change.

Bylaws

- 23.5 The Board from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

