# The Screen Industry Guild Of Aotearoa New Zealand Incorporated Constitution and Rules (2023)

Incorporated under the Incorporated Societies Act 1908.

These Rules Rescind All Previous Rules

1 November 2023

## 1. NAME

The name of the incorporated society shall be THE SCREEN INDUSTRY GUILD OF AOTEAROA NEW ZEALAND INCORPORATED ("the Society").

## 2. OFFICE

The registered office of the Society shall be at such place as the National Executive shall from time to time decide.

## 3. INTERPRETATION

3A. In these Rules, unless the context otherwise requires:

**Branch Committee** means a Branch Committee defined in Rule 14.

**Ballot Officer** means a person not eligible to vote in an election or secret ballot, appointed by the National Executive to oversee the ballot or election process and report the results.

**Committee** means either or both the National Executive and the Branch Committee, except as specified.

**Engager** or **engager organisation** have the meanings given in SIWA 2022.

**General Meeting** shall be taken to mean any or all of the Annual General Meeting, Special General meeting or Branch General Meeting specified in Rule 19.

**ISA 1908** means the Incorporated Societies Act 1908.

**National Executive** means the National Executive Committee defined in Rule 13.

**New Zealand screen industry** has the natural and ordinary meaning as is commonly understood or customarily used in New Zealand. It includes (but is not limited to) the pre-production, production, and post-production of motion pictures, films, videos, and television programmes (including advertising programmes).

**New Zealand screen industry crew** has the natural and ordinary meaning as is commonly understood in the New Zealand screen industry.

**Officer** means a natural person who is a member of the National Executive or Branch Committee; or any other natural person occupying a position in the Society that allows that person to exercise significant influence over the management or administration of the Society.

**Occupational group** has the meaning given in SIWA 2022.

**Occupational contract** have the meaning given in SIWA 2022.

**SIWA** means the Screen Industry Workers Act 2022

**Members** (Ordinary, Life, and Associate) have the meanings in Rule 5.

**Worker organisation** has the meaning given in SIWA.

## 4. OBJECTS

4A. The primary objects for which the Society is established are:

(i) to provide for New Zealand screen industry crews a professional organisation and forum of mutual benefit,

(ii) to promote the interests, opportunities for employment, welfare and safety of New Zealand screen industry crews,

(iii) to promote and maintain professional standards in the New Zealand screen industry,

(iv) to communicate and to represent the interests of Members in dealings with engagers, employers and operators in the New Zealand screen industry on matters of concern to Members, and to promote Member's collective work interests;

(v) to study, report on, and assist in respect of, complaints and problems within the New Zealand screen industry,

(vi) to promote and maintain liaison with kindred organisations, and

(vii) to promote knowledge of and interest in the objects of the Society by means of meetings, exhibitions, lectures, publications, educational courses and all other forms of instruction and publicity,

subject however that the Society shall at all times remain independent of, and be constituted and operate at arm's length from any engager or engager organisation.

4B. In furtherance of these objects the Society shall have the following powers:

(i) to raise monies by donations, loans or other lawful means,

(ii) to engage in such commercial activities as the Society in general meeting may consider appropriate,

(iii) to establish regional Branches of the Society,

(iv) to delegate powers to any Branch Committee or the National Executive as it may consider appropriate;

(v) to prudently invest all or any of the monies held by the Society which are not required for the immediate operations of the Society in such mode or modes of investment and/or in such security or securities as may be beneficial to the Society,

(vi) to employ or engage staff to assist in the work of the Society at such wages or remuneration and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services,

(vii) to institute, initiate, or take and to defend, compromise or abandon legal proceedings involving the property or affairs of the Society,

(viii) to enter into, seal, execute and perform any deeds, document instruments, agreements, papers and writings and to do all such other things, acts, deeds and matters as shall be necessary, incidental, or conductive to the attainment of the foregoing objects or any of them, and

(ix) to apply for registration as a "worker organisation" pursuant to SIWA and (if so registered) to exercise any/all powers conferred on the Society by virtue of SIWA, (including but not limited to engaging in collective bargaining, representing workers in disputes, access to workplaces, and enforcing penalties);

(x) to take such other steps as may be necessary to ensure the Society at all times remains independent of, and is constituted and operates at arm's length from any engager or engager organisation;

(xi) to exercise any powers granted to the Society by virtue of ISA 1908, including the making of Society bylaws.

# 5. MEMBERSHIP ELIGIBILITY

5A. Membership of the Society shall be open to natural persons (or in the case of Associate Members natural persons or bodies corporate) interested in the aims and objects of the Society, subject to the requirement that membership is not available to “engagers” or “engager organisations” (within the meanings given by SIWA). Members may be accepted in the following categories:

(i) **Ordinary Members**: being natural persons who fairly meet the definition in Rule 3 of New Zealand screen industry crew.

(ii) **Life Members**: being natural persons who have rendered outstanding service to the Society, who may be elected (subject to their consent) by Ordinary Members voting at an Annual General Meeting, subject to Ordinary Members receiving prior notice of any nominations.

(iii) **Associate Members**: being other natural persons or bodies corporate wishing to support the aims and objects of the Society.

**Member Grouping**

5B. The National Executive may assign Members to one or more appropriate groups for the purposes of: (a) setting subscription rates; or (b) targeting specific activities, events, resources, training, programmes etc; or (c) targeting relevant information. The criteria for assigning Members to these groups (and/or for granting Member’s access to such activities or resources etc) shall be made available to Members. The National Executive shall exercise the power in this clause only in a lawful manner and consistent with the Objects and best interests of the Society.

# 6. BRANCH MEMBERSHIP

6A. Each Member shall belong to one branch. The Member’s branch shall be the branch closest to their address held in the register of members unless otherwise approved by the National Executive.

6B. Membership of a particular branch does not limit a Member’s right to participate in another branch except that, in matters pertaining to branches:

(i) A Member may only vote in their own branch;

(ii) A Member may not necessarily receive notices and information about other branches unless they request it.

## 7. NEW MEMBER APPLICATIONS

Except in the case of Life Members, new members shall be admitted upon making written application to the Society in the prescribed electronic form on the Society's website, and subject to approval by the National Executive that the applicant satisfies the eligibility requirements in Rules 5 & 9. For this purpose, the National Executive may rely on declarations made by the applicant in the prescribed form. The National Executive may approve or decline applications either by ordinary motion, or by delegating this function.

## 8. NON-MEMBER AFFILIATES:

8A. Persons who do not meet the eligibility criteria for membership (such as engagers), or who do not wish to become Members, but who are interested in either subscribing to or supporting the Objects of the Society, may apply to the Society to be admitted into one of the following categories of Non-Member Affiliates:

(i) **Non-Paying Subscribers**: being any persons who elect to receive some or all of the following notices regarding Society activities: direct messaging, electronic newsletters, public announcements, SIWA notices, and other relevant Society notices and publications.

(ii) **Supporters**: being any eligible person who applies to participate in a specific Society activity, programme, event, resource, training, or venture ("**Supporter Programmes**"). The National Executive may from time to time: (a) establish, amend, cancel or revoke any Supporter Programmes in accordance with the powers, aims, and Objects of the Society; and (b) create or vary any eligibility criteria and fees for participation in Supporter Programmes.

8B. Any non-Member person may apply for admission to one of the categories of Non-Member Affiliate by making written application to the Society in the prescribed electronic form on the Society's website. The period of admission shall remain at the National Executive's sole discretion, who may by notice amend, revoke, or remove admitted persons (for any reason).

8C. For the avoidance of doubt, Non-Member Affiliates are not Society Members, possess no right to vote or attend General Meetings, and shall only have access to such information and resources etc as the Society determines appropriate in accordance with the aims and Objects of the Society.

## 9. SUBSCRIPTIONS

Every Member (other than a Life Member) shall pay to the Society by way of monthly or_annual subscription such sum (if any) as may be from time to time approved or amended by a motion passed by the Society in General Meeting. Subscriptions fees so approved may also be subject to any concessionary rates, discounts, or other fee criteria so approved by motion of the National Executive in a Committee Meeting.

## 10. LEVIES

Every ordinary member shall pay to the Society such sum or sums by way of levy as may from time to time be approved by the Society in General Meeting.

## 11. RESIGNATION OF MEMBERS

11A. Any member may resign or be removed from the Society by:

(i) Giving to the President of the Society notice in writing to that effect, or by completing the prescribed electronic form, and every such notice shall take effect from the date of receipt thereof.

(ii) Failing to pay their overdue subscriptions or levies.

## 12. EXPULSION OF MEMBERS

12A. Membership of the Society may be terminated by a motion carried by two-thirds majority at a meeting of the National Executive, upon the grounds that the National Executive reasonably believes that: (a) the member concerned has acted in a manner contrary to the aims and Objects of the Society or that damages the Society in any way; or (b) their membership or access to Society information may prejudice the aims or Objects of the Society. Expulsion of a member shall not take place until:

(i) The member has been notified in writing of their intended expulsion.

(ii) The member has been given a reasonable opportunity to explain and defend the member's actions,

(iii) The member has been informed of rights of appeal.

12B. Prior to making any decision, the National Executive may (if necessary) immediately interim suspend the Member concerned pending investigation of the matter and compliance with steps 12A(i)-(iii).

## 13. NATIONAL EXECUTIVE COMMITTEE

13A. The Society shall be administered by a National Executive Committee comprising:

(i) President

(ii) A Vice President

(iii) A Treasurer

(iv) No less than three and no more than fifteen additional National Executive members put forward by the Branch Committees as set out below.

13B. The National Executive may co-opt as a non-voting member of the National Executive from time to time and for the time being any member or non-member of the Society who may be in a position to assist the National Executive with any particular subject or task.

13C. No National Executive member shall make any public statement on behalf of the Society or concerning the Society's business or share any confidential information except with the prior approval of the National Executive. For the avoidance of doubt, the National Executive may give prior approvals of a general scope to some or all of its Officers, provided that such general approvals are subject to clear and appropriate written rules or guidelines (e.g.

any information policies, social media policies, privacy policies, or other relevant policies or codes of conduct etc).

13D. If any National Executive member shall die, resign, become bankrupt, insolvent, insane or incapable of performing his/her duties, or shall refuse to act, or shall be absent from three consecutive meetings of the National Executive without reasonable cause or without leave of absence granted by the National Executive, or acts in a manner contrary to any law or to the Rules or Objects of the Society, his/her office shall in the discretion of the National Executive become vacated and the National Executive may appoint some other person in his/her place.

13E. The President shall be the Chairperson of the National Executive. Where the President is unavailable for any reason, the Vice President shall assume the duties and functions of the President.

## 14. <u>BRANCH COMMITTEE</u>

14A. Each Branch of the Society shall be administered by a Branch Committee comprising:

(i) A Chairperson,

(ii) A Secretary,

(iii) No more than eight additional Branch Committee members.

14B. If a Branch Committee is not elected, then it may be administered from the National Office and the National Executive will co-opt branch members and any elected branch representative as it sees fit.

14C. A minimum of 10 persons shall together represented constitute a Branch, provided that the establishment of any Branch is subject to approval by the National Executive.

14D. No action may be taken by a Branch that in any way contradicts or contravenes the Rules of the Society or decisions of the National Executive, or any law, Act, or regulation.

14E. No Branch Committee member shall make any public statement on behalf of the Society or concerning the Society's business or share any confidential information except with the prior approval of the National Executive.

14F. Copies of all records, minutes, correspondence, accounts or otherwise concerning the operation of a Branch shall be made available to the National Executive as soon as practicable upon request.

14G. If any Branch Committee member shall die, resign, become bankrupt, insolvent, insane or incapable of performing his/her duties, or shall refuse to act, or shall be absent from three consecutive meetings of the Branch Committee without reasonable cause or without leave of absence granted by the Branch Committee, or acts in a manner contrary to any law or to the Rules or Objects of the Society, his/her office shall in the discretion of the Branch Committee become vacated and the Branch Committee may appoint some other person in his/her place.

## 15. ELECTION OF OFFICERS

15A. Every Annual General Meeting shall be preceded by the election of Committees and Officers by secret online ballot in accordance with this Rule.

15B. The following members of the National Executive will be elected by secret online ballot of voting Members:

(i) President

(ii) Vice President

(iii) Treasurer

(iv) up to two (2) additional National Executive members drawn from each Branch Committee. (In addition, each Branch Chair shall automatically become a member of the National Executive upon their election to a Branch Committee).

15C. The following Branch Committee members will be elected by secret online ballot of relevant branch voting Members:

(i) Branch Chair

(ii) Branch Secretary

(iii) Branch Committee members

15D. The highest polling candidates will be elected. For the avoidance of doubt:

(i) The President, Vice President, Treasurer, may be, but are not required to be members of a Branch Committee.

(ii) A Branch Chair and Branch Secretary may also hold one of the positions of President, Vice President, or Treasurer.

15E. For the avoidance of doubt, in this Rule, "voting Members" means every Ordinary Member and every Life Member. (Associate Members shall not have voting rights in Officer Elections).

15F. In the case of a special election, this Rule shall apply (with any necessary modification) to a Special General Meeting.

**Procedure for Nominating Officers**

15G. 8 weeks before the Annual General Meeting:

(i) online nominations for all elected Officer positions shall open, and shall remain open for 4 weeks; and

(ii) electronic notice shall be given to all voting Members (at their email addresses held on the register of members), advising that online nominations are now open for Officer elections. Notice shall include relevant information about how to nominate, and when online Officer elections will open and close.

15H. To be eligible for nomination or election:

(i) nominations may be made and seconded by voting Members only; and

(ii) each nominee must consent to their nomination, and declare that they meet the Officer eligibility requirements in Rule 17; and

(iii) nominations must be made online using the prescribed Nomination Form, and submitted to the Society via the Society's website, or via email; and

(iv) valid nominations must be received by the national secretary no later than 4 weeks before the Annual General Meeting (2 weeks before election voting opens).

**Final Notice of Candidates**

15I. At least 7 days prior to the elections opening, all nominations validly received plus background on nominees as supplied by them, shall be put in an electronic notice to go to the voting Members of the Society at their email addresses held on the register of members.  Notice shall include information about when and how voting Members can cast their election vote online.

**Procedure for Voting for Officers**

15J. Online Officer elections shall open 2 weeks before the Annual General Meeting, and remain open for 7 days.

15K. For a vote to be validly cast, voting Members must cast their vote online via the Society's website, using the prescribed voting form.

15L. Elections shall be overseen by a Ballot Officer.  The Ballot Officer shall announce the election results at the Annual General Meeting.

## 16. FUNCTIONS POWERS AND DUTIES OF THE COMMITTEES

16A. The National Executive shall have the following functions, powers and duties:

(i) to control, administer and manage the property, funds and affairs of the Society,

(ii) to appoint Officers, assistants and other employees or contractors whether honorary or otherwise and upon such terms and conditions and at such remuneration as the National Executive shall think fit and from time to time to remove and to replace any person so appointed,

(iii) to approve the establishment of new Branches,

(iv) to appoint sub-committees as the National Executive may from to time to time deem expedient for the carrying out of the Objects. Members of any sub-committee need not necessarily be members of the National Executive,

(v) maintain a digital register of members,

(vi) to review and set membership fees in accordance with Rule 9;

(vii) to implement member grouping in accordance with Rule 5B;

(viii) to administer and manage any functions or powers bestowed on the Society by the SIWA 2022;

(ix) to ensure and uphold these Rules in a manner likely to foster the confidence, goodwill, and unity within and towards the Society;

(x) to decide any matter not covered by these Rules.

16B. The Branch Committee shall have the following functions, powers and duties:

(i) to identify issues topical to members of the Society and arrange meetings and seminars,

(ii) to engage in fundraising activities within the area served by the Branch Committee,

(iii) to be directly responsible to the National Executive for the day-to-day operation of that Branch (this responsibility shall be overseen by the Branch Chairperson and Branch Secretary), and

(iv) to co-opt as a non-voting member of the Branch Committee from time to time any member or non-member of the society who may be in a position to assist the branch committee with any particular subject or task.

## 17. <u>ELIGIBILITY FOR APPOINTMENT OR ELECTION AS OFFICER</u>

17A. All appointments and elections to the National Executive, Branch Committee, or any sub-committee, are subject to the appointed or elected persons giving consent in the form prescribed by the National Executive.

17B. No person may be appointed or elected as an Officer of any Committee, or remain so appointed or elected, unless:

(i) they are a natural person; and

(ii) they are not disqualified from election or appointment by ISA 1908 or any rule of law ; and

(iii) they have signed a declaration that they:

a. are independent of and operate at arm's length from any engager or engager organisation; and

b. meet all the eligibility requirements in this Rule 17.

17C. A majority of the Officers of any Committee must be made up of Ordinary Members.

17D. All appointments and elections to any Committee shall be to serve a term starting at the time of their election or appointment, and ending at the Annual General Meeting of the following year (unless re-elected).

## 18. DUTIES OF OFFICERS

18A. All Officers shall abide by:

(i) these Rules; and

(ii) the duties imposed on them by law, including duties owed to the Society to act in good faith and in the best interests of the Society;

(iii) any applicable conflict of interest disclosure rules;

(iv) the requirement to discharge their duties and functions at all times independently and at arm's length from any engager or engager organisation;

(v) any Officer Code of Conduct that may be implemented by motion of the National Executive from time to time (including but not limited to such conduct as confidentiality rules, media/social media policies, workplace behaviour policies and so forth);

(vi) any bylaws the Society creates under ISA 1908.

## 19. GENERAL MEETINGS OF MEMBERS

19A. **Annual General Meeting**

(i) Within six months of the end of the financial year there shall be held a general meeting of Members of the Society (“the Annual General Meeting” or "AGM"), which shall be summoned by the National Executive in the manner hereafter prescribed,

(ii) The National Executive may decide to convene and host Annual General Meetings remotely or virtually using one or a combination of the methods in 19E. Alternatively, only if the National Executive permits, each Branch of the Society may hold a separate Annual General Meeting within its region, provided that, other than specific Branch business, the business to be conducted at such separate meetings shall be the same for each meeting.,

(iii) The business to be transacted at the Annual General Meeting shall be:

(a) To approve the minutes of the previous Annual General Meeting.

(b) To receive from the National Executive a Report, Balance Sheet and Statement of Accounts for the preceding financial year.

(c) The Ballot Officer shall announce and certify the result of Officer elections conducted by secret online ballot in accordance with Rule 15.

(d) To consider and decide any other matter which may properly be brought before the meeting.

(iv) The prescribed notice calling an Annual General Meeting shall specify in general terms the standard business and any additional business to be transacted at the AGM. In addition, an agenda may be released to Members within a reasonable timeframe ahead of the AGM to update Members on specific orders of business. Time permitting, Members may raise such general business as Members may wish to raise.

19B. **Special General Meeting**

(i) A Special General Meeting of Members of the Society may be summoned by the National Executive from time to time in manner hereinafter prescribed.

(ii) The National Executive shall upon a requisition made to it in writing by not less than six eligible voting Members promptly convene a Special General Meeting. Any requisition so made shall state the purpose of the meeting proposed to be called and shall be handed to the President or sent to the office of the Society.

(iii) The prescribed notice calling each such meeting shall specify in general terms the business for which the meeting is called and only the business so specified shall be discussed at such meetings.

19C. **Branch General Meetings**

(i) A Branch General Meeting of the Society may be summoned by a Branch Committee from time to time in the manner hereinafter prescribed.

(ii) The purpose of such Branch General Meetings shall include but not be limited to conducting the business of the Branch, discussing such issues as affect the business of individual Members, raising and debating topical issues, and presenting seminars, workshops and the like, of interest to Members from time to time.

(iii) The prescribed notice calling such meeting shall specify in general terms the business for which the meeting is called and only the business so specified shall be discussed at such meeting, with the exception of such general business as Members may wish to raise, time permitting.

19D. **Procedure for Calling General Meetings**

(i) Notice of each General Meeting shall be given to Members at least seven (7) days prior (in the case of Branch or Special General Meetings) and at least twenty-eight (28) days prior (in the case of Annual General Meetings) to the date appointed for the meeting by forwarding notice thereof by email to the email address held on the register of Members. Such notice shall state that the meeting is to be the Annual General Meeting or a Special General Meeting or an ordinary Branch General Meeting as the case may be and shall specify the place, date, and time at which the meeting is called.

19E. **Methods for hosting and attending General Meetings remotely:**

(i) In order to allow Members to attend General Meetings virtually or remotely, the Committee may decide to host General Meetings using one or a combination of in person, online, or direct videoconferencing methods. Whichever method is used to convene and host a General Meeting, this shall be included in the prescribed notice of General Meeting (including how Members may attend and, if attending remotely or virtually, what method/s eligible Members may use to indicate their vote on resolutions or motions put at the General Meeting).

19F. **Representation and Voting at General Meetings**

(i) Every Member of the Society shall be entitled to attend General Meetings, and shall have one vote on each motion proposed (except for Associate Members who may attend but shall have no voting rights). Non-Members shall not attend any General Meetings except with the prior written approval of the National Executive.

(ii) An online proxy form for those unable to attend a General Meeting must be circulated to all eligible voting Members (see 19F(i) above) within a reasonable timeframe to allow them to vote in absentee. For a proxy to be valid, the online proxy form must be submitted 24 hours before an General Meeting.

(iii) Votes cast on resolutions moved at Annual General or Special General Meetings shall count and combine toward a total vote of the Society as a whole. Where separate meetings are held (if applicable), individual Members may if able, attend more than one such meeting but may not cast more than one vote overall on each motion proposed, as if said meetings were combined.

(iv) Resolutions adopted at any ordinary General Meeting of a particular Branch shall, if so desired by the Branch, have the force of a call for a Special General Meeting of the Society as a whole.

19G. **Quorum at General Meetings**

(i) In respect of Branch and Special General Meetings, a Chairperson plus three Ordinary Members present personally (or virtually in the case of a virtual, online, or other digitally hosted meeting) shall constitute a quorum for a General Meeting.

(ii) In respect of Annual General Meetings, a Chairperson plus sixteen Ordinary Members present personally (or virtually in the case of a virtual, online, or other digitally hosted meeting) shall constitute a quorum for a General Meeting.

19H. **Procedure at General Meetings**

(i) At every General Meeting the Chairperson of the Committee shall preside as Chairperson of the meeting. If at any meeting the Chairperson shall not be present within ten minutes after the time appointed for the meeting or being present is unwilling or unable to act as such Chairperson, the Ordinary Members present shall appoint one of their number to act as Chairperson of that meeting.

(ii) At any meeting a resolution put to the vote of the meeting shall be decided on the voices or show of hands, unless a poll or secret ballot is (before or on the declaration of the result of voices or on a show of hands) demanded by at least three eligible voting Members. Unless a poll or secret ballot is so demanded, a statement by the Chairperson that a resolution has on the voices or on a show of hands been carried or carried unanimously or by a particular majority or lost, as the case may be shall be binding on the meeting, and an entry to the effect of the Chairperson's statement in the minute book shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against that resolution. If a poll is duly demanded, it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(iii) In the case of an equality of votes, the Chairperson of the meeting shall have no second or casting vote, and the resolution shall be lost.

(iv) Minutes of every General Meeting shall be kept by the Branch Secretary (in the case of Branch General Meetings), or by the national secretary (in the case of Annual or Special General Meetings). If such persons are not able or available, then the Committee shall appoint another Officer present to keep the minutes.

(v) Committees may otherwise conduct the business of the General Meetings in whatever manner they consider promotes and secures the Society's Objects, and the fair, orderly, democratic, non-discriminatory, and lawful conduct of the General Meeting. If for any reason any person's presence or conduct unreasonably compromises those standards of conduct, or these Rules, or their Objects, then after first being warned that person's presence may be excluded from all or part of that General Meeting either by: (a) a resolution put to the vote of eligible voting Members at the Meeting (which may be executed by secret ballot); or (b) a two-thirds majority vote of the Committee acting in good faith pursuant to this Rule. Such resolutions may be put and voted on at any time prior to or during a General Meeting

## 20. MEETINGS OF THE COMMITTEE

**Method of Convening**

20A. The Committee may hold meetings from time to time at any convenient time and place that it shall appoint. Committee members may attend committee meetings in person or remotely by conference call or videocall. Alternatively the Committee may host the meeting virtually, using online or other digital hosting methods.

20B. The Chairperson may from time to time convene a meeting of the Committee to be held at such convenient time and place as the Chairperson shall determine, or shall convene a meeting upon the requisition of two members of the Committee stating the purpose for which such meeting is required.

**Notice of Meeting**

20C. Notice of each meeting of the Committee shall be given by the Chairperson to all Committee members thereof at least seven (7) days prior to the date appointed for the meeting by forwarding notice thereof, provided that a meeting may be held without such notice having been given if all members of the Committee with voting rights are present at the meeting and unanimously agree to transact the business of the meeting.

## 21. PROCEEDINGS AT MEETINGS OF THE COMMITTEE

21A. At every meeting of the Committee the Chairperson shall preside as Chairperson thereof. If at any such meeting the Chairperson is not present within ten minutes after the time appointed for the holding of such meeting or is unwilling or unable to act as Chairperson, the Committee members present shall appoint one of their number to act as Chairperson of that meeting.

21B. The Chairperson shall have a deliberative vote but no second or casting vote.

21C. All ordinary motions before the Committee must be carried by a majority of Committee members present and entitled to vote. In the case of equality of voting, the motion is lost.

**Quorum**

21D. No business shall be transacted at any Committee meeting unless a quorum of the Committee members thereof is present at the time when the meeting proceeds to business. For the purposes of establishing Committee quorums:

(i) a Committee member may either be "present" either in person, or remotely (such as via video or teleconference), or virtually (such as where a meeting is hosted virtually using online or other digital hosting methods);

(ii) for a National Executive meeting, the President or Vice President (or their nominated alternative) plus three Executive members shall constitute a quorum;

(iii) for a Branch Committee meeting, where a Branch has 50 or less members, the Chairperson plus two committee members shall constitute a quorum. Where a Branch has more than 50 members, the Chairperson plus three committee members shall constitute a quorum for a Branch Committee Meeting.

**Minutes**

21E. The Committee shall keep minutes of all meetings, which will be approved by the Committee at the following meeting. Any minute (or part thereof) signed by the Chairperson of the meeting shall be sufficient evidence without further proof of the matters referred to in that minute.

## 22. ACCOUNTS

The National Treasurer shall prepare and submit to each Annual General Meeting a reviewed statement of the income and expenditure of the Society up to the end of the financial year and a Balance Sheet as at that date. If, at a general meeting of the society 10% or more of the eligible voting Members vote for an audit of any financial reports, it shall be carried out. The financial year of the Society shall end on the 31st of March of each year.

## 23. CONTROL OF FUNDS

All monies received by or on behalf of the Society shall, unless as otherwise approved by the National Executive, forthwith be paid to the credit of the Society in a bank account(s) in such bank(s) or savings bank(s) as shall from time to time be decided upon by the National Executive and all cheques, promissory notes, drafts and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the National Executive from time to time by resolution shall determine.

## 24. SEAL

The Common Seal of the Society shall be in the custody of the Treasurer and shall not be affixed to any deed or other document except by the authority of a resolution of the National Executive and in the presence of two voting members of the National Executive who shall attest the affixing of the seal.

## 25. WRITTEN RESOLUTIONS & MOTIONS

25A. A resolution in writing, signed by two-thirds of the Ordinary Members of the Society shall be as valid and effectual as if it had been passed at a General Meeting of the members duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Ordinary Members. Such resolutions may be notified and/or signed electronically.

25B. A motion in writing, notified to all members of the Committee and thereafter signed by a majority of the Committee permitted to vote on the subject matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such motion may consist of several documents in like form, each signed by one or more of the Committee Members. Such motions may be notified and/or signed electronically. This Rule is subject to the requirement that at the next Committee meeting the passing of the written motion must be noted so that it can be properly recorded into the Committee minutes; and so that the Committee may (if appropriate) move a second motion to reopen the written motion.

## 26. UTILISATION OF INCOME

The income and property of the Society, howsoever derived, shall be applied solely towards the promotion of the objects of the Society. No proportion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society, provided that nothing herein shall prevent the payment in good faith of remuneration to any Officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society, or prevent the payment of reasonable interest on money advanced by any member of the Society or reasonable and proper rent for premises demised or let by any member to the Society.

## 27. ALTERATIONS OF RULES

(i) These Rules may be altered, added to, repealed or otherwise amended by a resolution passed by a two-thirds majority of those Ordinary Members present or by proxy vote for those in absentee at a Special or Annual General Meeting, provided that fourteen days' notice shall be given to Ordinary Members of any proposed alteration.

(ii) Every such notice shall set forth the resolution proposed and the purport of the proposed alteration, addition, repeal or other amendment and shall except as otherwise provided in this Rule comply with Rule 19 (General Meetings of Members) hereof.

(iii) Duplicate copies of every such alteration, addition, repeal or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the ISA Act 1908).

(iv) No addition to or alteration or rescission of these Rules shall be approved if it in any way affects Rule 28 (Disposal of Surplus Funds).

## 28. DISPOSITION OF SURPLUS FUNDS

In the event of the Society being wound up either voluntarily or by the High Court, the surplus assets of the Society after payment of its liabilities and the expenses of the winding up shall, unless the High Court otherwise orders, vest in such incorporated society or societies or charitable trust or trusts in New Zealand as a General Meeting of the Ordinary Members of the Society may resolve.

## 29. PROCEDURE FOR SECRET BALLOTS UNDER SIWA

29A. If the Society wishes to initiate bargaining for an "occupational contract" under SIWA, it shall first hold a secret ballot to determine whether eligible Members are in favour of the Society initiating bargaining. The National Executive shall determine the process for holding this secret ballot, ensuring it is in accordance with section 36 SIWA and clause 26A Employment Relations Authority Regulations 2000. The secret ballot process shall ensure:

(i) a process for identifying and validating which Members are eligible under SIWA to vote (being any Society Member who does the work of the relevant "occupational group" (i.e. "Technician (production)" as defined in SIWA));

(ii) a process for notifying eligible Members about who is eligible, when and how they may vote, and any other information the National Executive considers relevant to assisting eligible Members to make an informed choice;

(iii) a process for ensuring that eligible Members' votes can be cast secretly, and that information about any Member's vote is held confidentially and used only for the purposes of SIWA (and in accordance with Privacy Act 2020 principles);

(iv) the question for the ballot will be phrased so as to allow eligible Members to clearly indicate whether or not they are in favour of the Society initiating bargaining for the relevant occupational contract;

(v) the required majority shall be: of those eligible members, a simple majority who voted by secret ballot voted in favour of the applicant initiating bargaining.

29B. If the required majority is met, the National Executive may apply to the Employment Relations Authority on behalf of the Society to initiate bargaining for an occupational contract, subject that the National Executive shall also comply with the application requirements specified in section 36 SIWA and clause 26A ERA Regulations 2000.

29C. If the Society wishes to sign or ratify a draft occupational contract, it must first conduct a ratification vote under SIWA. The National Executive shall determine the final process for conducting the ratification vote (which may or may not be a secret ballot), provided it ensures the process is in accordance with section 48 SIWA, and allows any Member and any non-Member person who meets the eligibility criteria in s 48(5) SIWA to cast a vote.

## 30. ELECTRONIC NOTICES

30A. For the avoidance of doubt any notices, forms, minutes, declarations, or other documents required under these Rules to be in writing may be in physical, digital, or electronic formats.

30B. A notice or document (etc) that is required to be delivered, will be considered to have been electronically received if it is delivered to a person's authorised electronic address for notice. That means:

(i) In the case of Members, delivery is to that Member's email address recorded on the register or Members.

(ii) In the case of the Society, delivery is to the Society's contact email on the Society's website, or uploaded to an online portal managed by the Society and provided to the sender for the purpose of receiving digital documents.

(iii) In the case of any other person, to that person's email address provided by them.

## 31. ELECTRONIC SIGNATURES

31A. Any signatures required under these Rules may be executed digitally or electronically by any conventional electronic signature methods. That includes (but is not limited to) a person inserting a digital image of their signature, or typing their full name, in a relevant field or area indicated for their signature. The Committee may use any other digital authentication method it approves.

31B. Documents may be signed (physically or electronically) in one or more identical counterparts, and will be binding on all signatory parties as if they had all signed the one document.

- ENDS –

In accordance with the Rules of the previous Constitution, this Constitution was amended and approved at an Annual General Meeting held on

1st November 2023 .

Signed by members:

| Name | Signature | Office | Date |
|---|---|---|---|
| Christian Gower | C.GOWER | Auckland Chair | 12 / 3 / 2024 |
| Sioux Macdonald | | Vice President | 12 / 3 / 2024 |
| Brendon Durey | B Durey | President | 12/03/2024 |