

# **Rules of the New Zealand Green Building Council Incorporated (NZGBC)**

**Amended November 2024**

## TABLE OF CONTENTS

1	GENERAL .....	5
	1.1 Definitions .....	5
	1.2 Interpretation .....	5
2	NAME AND OBJECTS .....	6
	2.1 Name of the NZGBC .....	6
	2.2 Objects of the NZGBC .....	6
3	LIABILITY OF MEMBERS .....	7
4	MEMBERSHIP.....	7
	4.1 Industry Groups .....	7
	4.2 Conditions governing Membership .....	7
	4.3 Application for membership .....	8
	4.4 Entry of candidate’s details on Register .....	8
	4.5 Annual subscription fee and other fees .....	8
	4.6 Resignation of Membership .....	8
	4.7 Termination of Membership.....	8
	4.8 Member entitlements.....	8
	4.9 Effect of termination on fees due and payable.....	9
	4.10 Member Information .....	9
5	GENERAL MEETINGS.....	9
	5.1 Power to convene.....	9
	5.2 Method of holding meetings.....	10
	5.3 Notice of general meetings.....	10
	5.4 Business at general meetings.....	10
	5.5 Quorum .....	10
	5.6 If quorum not present .....	11
	5.7 Departure of Members so that there is no longer a quorum .....	11
	5.8 Chairperson of general meetings .....	11
	5.9 Adjournments.....	11
	5.10 Voting at general meetings .....	11
	5.11 Procedure for polls.....	12
	5.12 No casting vote for Chairperson .....	12
	5.13 Representation and voting of Members.....	12
	5.14 Proxies .....	12
	5.15 Right of Officers and advisers to attend general meeting.....	12
	5.16 Directions by Members.....	12
	5.17 Resolution in lieu of meeting.....	12
	5.18 Proposed resolution in lieu will be sent to members entitled to vote.....	13
6	NOTICES .....	13
	6.1 Notices generally.....	13
	6.2 Notices of general meeting .....	13
7	OFFICERS.....	13

7.2	Qualification of Officers: .....	14
7.3	Composition of the Board .....	14
7.4	Call for Nominations .....	14
7.5	Nominations.....	15
7.6	Election of Directors by Members .....	15
7.7	Appointment of Directors by the Board.....	15
7.8	Term of Directors appointed to fill casual vacancy .....	16
7.9	Ceasing to be a Director.....	16
7.10	Removal of Directors.....	16
7.11	Retirement of Directors.....	16
8	<b>POWERS AND DUTIES OF BOARD .....</b>	<b>16</b>
8.1	Powers of Board .....	16
8.2	Board Charter .....	17
8.3	Appointment of attorneys.....	17
8.4	Negotiable instruments .....	17
9	<b>PROCEEDINGS OF BOARD .....</b>	<b>17</b>
9.1	Number of Board Meetings.....	17
9.2	Convening Board Meetings .....	17
9.3	Meetings using technology rather than in person .....	18
9.4	Holding of Board meetings using technology.....	18
9.5	Quorum at meetings.....	18
9.6	Chairperson .....	18
9.7	Proceedings at meetings.....	18
9.8	Conflicts and disclosure of interest.....	18
9.9	Alternate Directors .....	19
9.10	Committees.....	19
9.11	Written resolutions of Directors .....	19
9.12	Defects in appointment .....	20
10	<b>MINUTES .....</b>	<b>20</b>
10.1	Minutes to be kept .....	20
10.2	Copies of minutes will be taken .....	20
11	<b>MANAGEMENT OF NZGBC.....</b>	<b>20</b>
11.1	Leadership Team.....	20
12	<b>APPLICATION OF INCOME AND PROPERTY.....</b>	<b>20</b>
12.1	Income and property to be applied for promotion of objects.....	20
12.2	Prohibition on dividends and distributions.....	21
12.3	Permitted payments to Officers, Members and employees.....	21
12.4	Approval of payments to Directors.....	21
12.5	No Pecuniary Benefit.....	21
13	<b>DISPUTE RESOLUTION PROCEDURES .....</b>	<b>21</b>
13.2	Person or entity making a complaint has right to be heard .....	21
13.3	Person or entity who is subject of complaint has right to be heard.....	22
13.4	Investigating and determining dispute .....	22

	13.5	The NZGBC may decide not to proceed further with complaint .....	22
	13.6	NZGBC may refer complaint .....	23
	13.7	Decision makers .....	23
14		SEAL AND EXECUTING DOCUMENTS .....	23
15		INSPECTION OF RECORDS, ACCOUNTS AND AUDIT .....	23
	15.1	Inspection of records .....	23
	15.2	Accounts.....	23
	15.3	Audit.....	23
16		INDEMNITY AND INSURANCE .....	24
	16.1	Indemnity .....	24
	16.2	Indemnification for legal costs .....	24
	16.3	Loans or advances for legal costs .....	24
	16.4	Insurance for officers and auditor .....	24
	16.5	Limitation on NZGBC’s obligation to indemnify .....	24
	16.6	NZGBC may enter document for indemnity and insurance policies .....	24
	16.7	Term of indemnity .....	24
17		LIQUIDATION AND REMOVAL FROM THE REGISTER .....	24
	17.1	Resolving to put NZGBC into liquidation .....	24
18		APPLICATION OF SURPLUS ON WINDING UP .....	25
	18.1	Distribution of Surplus Property.....	25
	18.2	Determination of Members regarding distribution of Surplus Property .....	25
	18.3	Determination of Board regarding Surplus Property.....	25
19		RULES AND REGULATIONS .....	26
	19.1	Regulations .....	26
	19.2	No Rules or Regulations.....	26
	19.3	Alteration to Rules .....	26
20		REGISTERED OFFICE.....	26

# 1 GENERAL

## 1.1 Definitions

The following definitions apply in these Rules unless the context otherwise requires:

**Act** means the Incorporated Societies Act 2022

**Board** means the board of Directors of the NZGBC

**Built Environment** means vertical human-made buildings and structures, as opposed to natural features

**Chairperson** means the chairperson of the Board appointed pursuant to Rule 9.6

**Contact Person** means the position delegated by the Board to act as contact person required under the Act

**NZGBC** means The New Zealand Green Building Incorporated

**Director** means a director of the Board of the NZGBC

**Director of Operations** means the Officer appointed by the Board to act in the role of Contact Person for NZGBC

**Independent Director** means a suitably qualified and experienced Director appointed by the Board for his or her skills and experience (and not to represent any Industry Group or Member)

**Leadership Team** means the employees authorised by the Board to oversee the day-to-day management of the operation and supervision of NZGBC

**Member** means an organisation and any individual person within that organisation

**Member Present** means, in connection with a meeting, the Member present either in person or by means of audio, audio and visual, or electronic communication, by corporate representative or by proxy (but not by attorney) at the meeting and who is entitled to vote

**Officer** means a natural person who:

- (a) is a member of the NZGBC Board or occupies a position on the Leadership Team; and

- (b) is not declared by regulation to be under a class or classes or natural persons not to be officers for the purposes of the Act

- (c) has consented in writing to be an officer of the NZGBC; and

- (d) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the NZGBC

**Industry Group** has the meaning given in Rule 4.1

**Register** means the register of Members of the NZGBC as required by the Act

**Rules** means these rules

**Seal** means the common seal of the NZGBC

**Special Resolution** means a resolution approved by 75% of the votes of those paid Members entitled to vote and voting on the resolution.

**Surplus Property** has the meaning given in Rule 18.1.

**Working Day** means a day other than a Saturday or Sunday on which banks are open for business generally in Auckland.

## 1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

- (a) The *singular* includes the plural and conversely;

- (b) Where a *word or phrase* is defined, its other grammatical forms have a corresponding meaning;

- (c) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it;

- (d) Except where a contrary intention appears in these Rules, an expression has, in a provision of these Rules which relates to a particular provision of the Act, the same meaning as in that provision of the Act; and

- (e) A mention of anything after the words include, includes or including does not limit what else might be included.

## 2 NAME AND OBJECTS

### 2.1 Name of the NZGBC

The name of the organisation is “The New Zealand Green Building Incorporated.”

### 2.2 Objects of the NZGBC

The objects for which the NZGBC is established are:

- (a) to foster a closer association between people in the property and construction industry and other sectors who are involved in the construction, use and promotion of sustainably responsible building practices;
- (b) to collaborate with any institution, entity, group, or person engaged in substantially the like purposes as those set out in these Rules, whether in New Zealand or not;
- (c) to be New Zealand’s principal coalition of leaders from the property and construction industry involved in promoting sustainable building practices;
- (d) to provide leadership and advocacy to the New Zealand government and the property market about the value of sustainable development of buildings;
- (e) to encourage the dissemination and development of knowledge regarding sustainable practices in the property and construction and related industries;
- (f) to promote sustainable business practices in the construction and property industries;
- (g) to campaign for the wider recognition of sustainable buildings and lead market transformation of the construction and property industry;
- (h) to provide information /data/ metrics to support a compelling reason why businesses, government, consumers, and advisors should adopt all or part of a sustainable building agenda;
- (i) to publicise sustainable construction practices within the construction and property industries and the wider community generally;
- (j) to act as a focal point for information on sustainable construction to consumers and the building industry;
- (k) to act as a leader or other partner in research projects into sustainable construction and evaluation metrics;
- (l) to develop, deliver, support, and encourage teaching and research programs aimed at raising the knowledge and skill base of sustainable construction practitioners and to actively work to align relevant publicly funded research to the practice/market requirements for innovation and development in sustainable construction implementation;
- (m) to create demand for education around sustainable construction issues and to facilitate the delivery of that education;
- (n) to participate in public debate on environmental issues within the property and construction industry;
- (o) to campaign, solicit or otherwise obtain funds to be applied towards the above objects;
- (p) to undertake any other function or role to support the improvement and transformation of the built environment, leading towards a sustainable future;
- (q) to promote construction that is environmentally responsible, profitable and enable healthy places to build, own and live/work/play in through promoting a national coalition of industry leaders to accelerate the mainstream adoption of sustainable principles, policies, practices, standards, and tools;
- (r) to establish nationally accepted, internationally aligned rating systems for environmentally sustainable buildings in New Zealand;
- (s) generally, to do such things as in the opinion of its Officers may be considered conducive to the attainment of the above objects and such other things as may conveniently or advantageously be carried on in conjunction with such objects;
- (t) to always conduct its activities in an impartial and independent manner free from bias and any sectional interests; and
- (u) any purpose or purposes whether such purpose or purposes relates to the

advancement of education or any other matter beneficial to the development of environmentally sustainable buildings which in accordance with the laws of New Zealand is or are charitable provided however that if by reason of any alteration in the law relating to income tax it is at any time necessary to amend such purposes in order to preserve the right to exemption from income tax of the kind referred to in sections CW41 and CW42 of the Income Tax Act 200, such purposes will be deemed to be amended to the extent necessary.

### 3 LIABILITY OF MEMBERS

Members have no liability for the obligations of the NZGBC.

### 4 MEMBERSHIP

The NZGBC will maintain the minimum number of Members required by the Act.

#### 4.1 Industry Groups

- (a) Membership of the NZGBC will be divided into five separate Industry Groups as set out in the table below:

Industry Group	Comprising
Property	Owners Developers (commercial and/or residential) Investors Real estate, property sales and management.
Occupiers	Occupiers and tenants Owner-occupiers Advisors (property, lease, asset, and facilities managers) Tenant/owner-occupier representatives
Construction and supply	Building contractors Residential building contractors and group home builders Product manufacturers and distributors
Consultants	Architects and designers Engineers Other construction professionals e.g. quantity

Industry Group	Comprising
	surveyors, project managers and other consultants
Research and policy	Education Central government and local territorial authorities (policy makers) Related property interests - legal, financial, insurance, utilities

- (b) The Board may at any time add or delete any Industry Group.
- (c) Each Member must, on seeking admission, indicate the Industry Group in which that potential Member wishes to be classified. In doing so the Industry Group identified by that potential Member is to be the Industry Group in which the potential Member's predominant activities are carried out.
- (d) In the event of a dispute or uncertainty about which Industry Group a Member should be classified under, the Leadership Team will consider such information as it deems necessary and will make a binding decision, taking into account the objects of the NZGBC.

#### 4.2 Conditions governing Membership

- (a) Subject to Rule 4.1, a body corporate or other entity (other than a natural person) may be admitted as a Member of the NZGBC if the body corporate or entity:
- (i) demonstrates to the satisfaction of the Leadership Team that the potential Member has sufficient interest, concern, and knowledge of the affairs of the NZGBC;
  - (ii) demonstrates to the satisfaction of the Leadership Team that the potential Member is sufficiently connected or affiliated with an Industry Group;
  - (iii) provides the Leadership Team with any particulars, undertakings or documents the Leadership Team requires;

- (iv) is approved by the Leadership Team; and
  - (v) agrees to be bound by these Rules and membership terms and conditions and code of conduct.
- (b) Notwithstanding anything in Rule 4.2 (i) to 4.2(iii), the Leadership Team may, in its discretion, grant any industry association admission as a Member of the NZGBC, provided it is satisfied that the admission will not compromise the NZGBC's independence in the building industry.

### 4.3 Application for membership

- (a) Each application for membership will be sent to the NZGBC for approval, with a membership payment fee invoiced upon approval and membership and benefits granted upon payment.
- (b) The fees payable pursuant to this Rule will be the amount determined from time to time by the Board.
- (c) Where membership is approved as complimentary, or other conditions apply, this membership will be effective upon acceptance by the Member.

### 4.4 Entry of candidate's details on Register

Upon compliance with Rules 4.2 and 4.3, the NZGBC will notify the Member that they have been accepted for membership and will enter the Member's name, contact details and date membership is obtained on the Register.

### 4.5 Annual subscription fee and other fees

- (a) The Board will approve the amount of fees payable by Members. The fees approved by the Board may be tiered according to the Industry Groups. The Leadership Team may grant any concession to membership fees that the Leadership Team sees fit, including the full or partial waiver of any fees.
- (b) The Board will review the fees payable by Members at such times as the Board considers necessary, but at least once each financial year.
- (c) The annual Membership fee will be payable annually in advance on the first day of the

month in which each Member's Membership anniversary falls or on such other day as the Leadership Team determines.

- (d) The membership fee (if any) will be payable in accordance with Rule 4.3.
- (e) Any other fees will be payable at the time determined by the Leadership Team.
- (f) The Leadership Team may remit the annual membership fee and other fees, and any arrears thereof, of any Member on any grounds they consider appropriate.

### 4.6 Resignation of Membership

A Member's resignation will be in writing and addressed and forwarded to the NZGBC.

### 4.7 Termination of Membership

Membership will cease and the NZGBC may remove the Member's details on the Register upon being satisfied that any one of the following has occurred:

- (a) the Board or Leadership Team has passed a resolution expelling the Member for actions the Board or Leadership team determines are prejudicial to the welfare, interest, or character of the NZGBC, including wilful breach of these Rules;
- (b) subject to Rule 4.5(f), the Member has failed to pay any fees payable by the end of 60 Working Days from the due date of such fee;
- (c) a written resignation from the Member has been received by the NZGBC; or
- (d) the Member is placed into liquidation or otherwise ceases to exist.

In the event of any Membership terminating, the NZGBC must record on the Register the name of that organisation which has ceased to be a Member and the date on which that organisation ceased to be a Member for a period of 7 years after which the NZGBC will remove the details of that person from the Register.

### 4.8 Member entitlements

- (a) If a resolution under Rule 4.7(a) is proposed in relation to any Member, that Member is entitled to the dispute resolution process set out in these Rules.



- (b) Access to information for Members as set out in Rule 4.10.

#### **4.9 Effect of termination on fees due and payable**

Subject to Rule 4.5(f), resignation or other termination of a Member's membership of the NZGBC will not relieve a Member of responsibility for any financial obligations, including fees and other amounts due and payable, accrued up to the effective date of termination.

#### **4.10 Member Information**

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

The NZGBC 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 NZGBC (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.

Without limiting the reasons for which the NZGBC may refuse to provide the information, it may refuse to give 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 NZGBC 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 that person supplied the information to the NZGBC, or
- (d) the information is not relevant to the operation or affairs of the NZGBC, or

- (e) withholding the information is necessary to maintain legal professional privilege, or
- (f) the disclosure of the information would, or would be likely to, breach an enactment, or
- (g) the burden to the NZGBC 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
- (h) the request for the information is frivolous or vexatious, or
- (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under these Rules and the Act.

If the NZGBC 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 NZGBC –

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **5 GENERAL MEETINGS**

### **5.1 Power to convene**

- (a) An Annual General Meeting will be convened each calendar year in accordance with these Rules no later than 15 months after the previous Annual General Meeting.
- (b) Any other special general meeting will be convened whenever the Board thinks fit.
- (c) The Board must call a special general meeting within 15 Working Days if a written requisition signed by 10% of the Members entitled to vote is received by the NZGBC. The requisition must state any resolution to be proposed at the meeting and be signed by the Members making the request.
- (d) The Board may cancel by notice in writing to all Members any meeting convened by

the Board, except that a meeting convened on the requisition of a Member, or Members will not be cancelled without their consent.

- (e) The Board may, but in the case of a meeting requisitioned by Members only with their written consent, postpone a general meeting or change the place at which it is to be held by notice, not later than 72 hours prior to the time of the meeting, to all persons to whom the notice of meeting (the *first notice*) was given. The postponing notice will specify the place, date, and time of the meeting and, if the meeting is to be held in accordance with 5.2(a)(ii) or 5.2(a)(iii), the notice will specify how Members are to participate and vote at the meeting. The meeting will be taken to have been duly convened under the first notice.

## 5.2 Method of holding meetings

- (a) A meeting of Members may be held by:
  - (i) a number of Members, who constitute a quorum (see below at Rule 5.5), being assembled at the place, date and time appointed for the meeting; or
  - (ii) by means of audio, audio and visual or electronic communication; or
  - (iii) by a combination of both methods described in Rule 5.2(a)(i) and 5.2(a)(ii).

## 5.3 Notice of general meetings

- (a) Each notice convening a general meeting will contain the information required by these Rules which must include full details of the business to be transacted at that meeting. If the meeting is to be held in accordance with Rule 5.2(a)(ii) or 5.2(a)(iii), the notice will also contain information as to how Members are to participate and vote at the meeting.
- (b) Notice of a general meeting (including an Annual General Meeting) must be sent to every person entitled to receive a notice at least 15 Working Days prior to the general meeting.
- (c) An irregularity in the manner of calling a general meeting is waived if all the

Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver. An accidental omission to give notice to, or a failure to receive such notice of a meeting by, a Member does not invalidate the proceedings at that meeting.

- (d) Notice convening a general meeting may be given either personally, by post, email or any other form of wire or wireless communication. A notice of meeting sent by electronic means is taken to be received on the business day after it is sent.

## 5.4 Business at general meetings

- (a) No business will be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) No business will be transacted at any general meeting except business that was fully detailed in the notice of the meeting.
- (c) At the Annual General Meeting of the NZGBC the following matters are to be considered by the Members:
  - (i) presentation of minutes of previous general meetings not previously confirmed;
  - (ii) presentation of a report by the Board on the activities of the NZGBC for the financial year last ended;
  - (iii) presentation of the Statement of Financial Performance and Statement of Financial Position audited income and expenditure account and balance sheet for the financial year last ended;
  - (iv) appointment of an auditor who will be a Chartered Accountant and a Member of the Chartered Accountants Australia and New Zealand; and
  - (v) any other business of which notice has been given as prescribed in these Rules.

## 5.5 Quorum

A quorum for a general meeting will be constituted by Members Present representing not less than 4% of the then total number of paid Members of the NZGBC, being Members who

have paid all fees due and payable as at the date of the notice of meeting. A person holding a proxy may be counted as part of the quorum.

For the avoidance of doubt, if the meeting is to be held in accordance with 5.2(a)(ii) or 5.2(a)(iii), a Member participating by means of audio, audio and visual, or electronic communication is present at the meeting and part of the quorum.

## 5.6 If quorum not present

If a quorum is not present within 30 minutes after the time appointed for the meeting:

- (a) where the meeting was convened on the requisition of Members, the proposed meeting will be dissolved; and
- (b) in any other case:
  - (i) the meeting stands adjourned to a day and at a time and place as the Board decides or, if no decision is made by the Board, to the same day in the next week at the same time and place; and
  - (ii) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the adjourned meeting, the meeting will be dissolved.

## 5.7 Departure of Members so that there is no longer a quorum

If a quorum is present at the time appointed for the meeting (or within 30 minutes after the time appointed) but enough Members depart so that there is no longer a quorum, no further business may be transacted and the Members Present will adjourn the meeting until a quorum is present, at which time any business may be transacted that would have been transacted at the meeting as originally called.

## 5.8 Chairperson of general meetings

- (a) Subject to 9.6 (b), the Chairperson will preside as chairperson at every general meeting.
- (b) Where a general meeting is held and:
  - (i) there is no Chairperson; or
  - (ii) the Chairperson is not present within 15 minutes after the time appointed

for the meeting or does not wish to act as chairperson of the meeting, the Directors present will choose one of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Members Present will elect one of their number to be chairperson of the meeting.

## 5.9 Adjournments

- (a) The Chairperson may and will, if directed by the meeting adjourn the meeting from time to time and from place to place.
- (b) No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 20 Working Days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- (d) Except as provided by Rule 5.9(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 5.10 Voting at general meetings

- (a) Any resolution to be considered at a meeting will be decided by whichever of the following methods is determined by the chairperson by a show of hands or voting by voice.
- (b) If the meeting is to be held in accordance with 5.2(a)(ii) or 5.2(a)(iii), voting at the meeting may be by Members voting by signifying their assent or dissent by electronic means (including for the avoidance of doubt, voting on a personal computer or other electronic device, with such voting being transmitted to the meeting) or by any other means notified to Members.
- (c) A declaration by the chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting will be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (d) A poll for a resolution may be demanded by the chairperson or by at least two

Members Present and entitled to vote on the resolution. A demand for a poll may be withdrawn.

### 5.11 Procedure for polls

- (a) Subject to this Rule 5.11, a poll when demanded in accordance with these Rules will be taken in the manner and at the time the Chairperson directs.
- (b) A poll may be demanded before a vote is taken before the voting results are declared or immediately after the voting results are declared.
- (c) The result of the poll will be a resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll will not prevent a meeting from continuing with the transaction of any business other than that on which a poll has been demanded.
- (e) A poll will ordinarily be determined by a show of hands, however in the case of a meeting held in accordance with Rule 5.2(a)(ii) or 5.2(a)(iii), the poll will be taken by any means determined by the chairperson.

### 5.12 No casting vote for Chairperson

In the event of an equality of votes on a show of hands or on a poll the Chairperson of the meeting will not have a casting vote in addition to any vote to which the Chairperson may be entitled as a Member.

### 5.13 Representation and voting of Members

- (a) Members will have the right to attend and vote at meetings of Members, provided they have paid all fees due and payable at the date of the notice of meeting before the date of the meeting.
- (b) Subject to these Rules:
  - (i) at meetings of Members each Member entitled to attend, and vote may attend and vote in person or by proxy;
  - (ii) using a voting method as determined under Rule 5.10(a) or Rule 5.10(b), every Member Present having the

right to vote at the meeting has one vote; and

- (iii) on a poll, every Member Present having the right to vote at the meeting has one vote.

- (c) Unless otherwise specified in these rules, a resolution at meetings of Members can be approved by a majority of votes of Members Present and voting on the resolution.

### 5.14 Proxies

- (a) A Member may appoint a proxy. A proxy must be given to another Member or the CEO of the NZGBC.
- (b) A proxy must be in writing signed by the appointer (not by an attorney).
- (c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- (d) A proxy will be in any form that the NZGBC accepts or stipulates.
- (e) The documents for an appointment of a proxy to be effective must be received by the NZGBC at the time set by NZGBC before the meeting commences.

### 5.15 Right of Officers and advisers to attend general meeting

- (a) Officers are entitled to be present and to speak at any general meeting.
- (b) An auditor is entitled to be present and to speak at any general meeting.
- (c) Any other person (whether a Member or not) requested by the Board to attend any general meeting will be entitled to be present and, at the request of the chairperson, to speak at that general meeting.

### 5.16 Directions by Members

If a general meeting of Members gives the Board any valid directions, the Board must exercise its powers in accordance with those directions.

### 5.17 Resolution in lieu of meeting

- (a) A written resolution is as valid as if it had been passed at a general meeting if it is

approved by no less than 75% of the number of Members voting on the resolution.

- (b) A written resolution under this Rule 5.17 may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of Members who are entitled to vote.
- (c) For the purposes of this section, a Member may give their approval by –
  - (i) signing the resolution; or
  - (ii) giving their approval to the resolution in any other manner permitted by these rules (for example, by electronic means).
- (d) This section does not limit the requirement in these rules to call and hold an annual general meeting.

### **5.18 Proposed resolution in lieu will be sent to members entitled to vote**

- (a) If NZGBC proposes that a resolution in lieu be passed, notice of resolution will be sent to each member entitled to vote, dated (the circulation date) and stating the proposed resolution and effect of the resolution.
- (b) A proposed resolution lapses if it is not passed within 3 months (or any shorter period provided in the constitution) after the circulation date.
- (c) An accidental omission to send a proposed resolution to a Member entitled to vote does not invalidate a resolution.
- (d) The NZGBC must, within 5 Working Days after a resolution is passed send a copy of the resolution to an address for each person who was entitled to vote who did not approve the resolution and on whose behalf the resolution was not approved.

## **6 NOTICES**

### **6.1 Notices generally**

- (a) Any Member who has not given a place of address or an email address (for registration in the register) to which all notices and documents of the NZGBC may

be sent will not be entitled to receive any notice.

- (b) A notice may be given by the NZGBC to any Member by:
  - (i) serving it on the Member personally; or
  - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to the NZGBC for notices; or
  - (iii) transmitting it electronically to the email address given by the Member to the NZGBC for the giving of notices.
- (c) Where a notice is sent by electronic transmission, service of the notice will be taken to be made by properly addressing and sending or transmitting the notice and to have been made on the business day after it is sent.

### **6.2 Notices of general meeting**

- (a) Notice of every general meeting will be given in the manner authorised by Rule 5.3:
  - (i) to every Member and to each Officer, Director; and
  - (ii) to the auditor for the NZGBC.
- (b) Except as required by any Act, no other person is entitled to receive notice of general meetings.

## **7 OFFICERS**

**7.1** Officers of the NZGBC are comprised of the Board of Directors (the Board/Directors) and the Leadership Team. Overall governance of the NZGBC will be undertaken by the Board, which employs and delegates management to the Leadership Team. Each Officer agrees to comply with the following duties owed to the NZGBC:

- (a) act in good faith and in what he or she believes to be the best interests of the NZGBC,
- (b) must exercise all powers for a proper purpose,

- (c) must not act, or agree to the NZGBC acting, in a manner that contravenes the Act or these Rules,
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, without limitation:
  - (i) the nature of the NZGBC,
  - (ii) the nature of the decision, and
  - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her
- (e) must not agree to, or cause to or allow the activities of the NZGBC to be carried on in a manner likely to create a substantial risk of serious loss to the NZGBC or to the NZGBC's creditors, and
- (f) must not agree to the NZGBC incurring an obligation unless he or she believes at that time on reasonable grounds that the NZGBC will be able to perform the obligation when it is required to do so.

In addition, each Officer agrees to always maintain as confidential, and will not directly or indirectly disclose or permit to be disclosed to any person, use for himself or herself; or use to the detriment of the NZGBC any information that comes into the hands of that Officer in respect of the affairs of the NZGBC except:

- (a) is required by law;
- (b) is already or becomes public knowledge, otherwise than as a result of a breach, by the party disclosing or using that confidential information; or
- (c) is authorised in writing by the NZGBC.

## 7.2 Qualification of Officers:

- (a) Every Officer of the NZGBC must be a natural person. A natural person who is not disqualified by any of the factors set out below may be elected or appointed as an officer of the NZGBC, so long as that person –
  - (i) has consented in writing to be an officer; and
  - (ii) certifies that they are not disqualified from being elected or appointed or

otherwise holding office as an officer of the NZGBC.

- (b) Persons are disqualified from being elected or appointed or otherwise holding office as an officer of the NZGBC as set out in section 47(3) of the Act.

## 7.3 Composition of the Board

In this Rule 7, Core Directors means directors who are not Independent Directors or who hold office by any reason of an appointment to fill a casual vacancy. Independent Director means a suitably qualified person appointed by the Board as a director for his or her skills and experience.

The Board will consist of not less than five and not more than eight persons being:

- (a) in relation to each of the five Industry Groups set out in Rule 4.1, one person for each Industry Group; however, if there is no person standing for election (or a vacancy arises) for an Industry Group then another suitable person from any Industry Group may be appointed by the Board in their place until a time that a suitable candidate is elected to the Board for that Industry Group;
- (b) and one other person from any Industry Group; and
- (c) if the Board determines, up to two Independent Directors appointed by the Board.

## 7.4 Call for Nominations

- (a) The Board will issue a Call for Nominations for Directors at least 30 Working Days prior to any Annual General Meeting at which it is proposed that Directors will be elected. The Call for Nominations will identify:
  - (i) which Directors are retiring (including those appointed by the Board filling a casual vacancy),
  - (ii) which Industry Group each vacancy relates to; and
  - (iii) details of nominees the Board has already identified and who have agreed to become Directors if so elected.
- (b) For the purpose of preparing the Call for Nominations in Rule 7.4 (a) the Board may

identify persons who are respected as leaders in Industry Groups for which there are or will be vacancies on the Board and seek the agreement of those persons to become directors of the NZGBC if elected.

## 7.5 Nominations

- (a) Members may nominate persons to be Core Directors to fill the vacancies identified in the Call for Nominations (regardless of whether the Member belongs to the Industry Group to which the vacancy relates). Nominations must be received by the NZGBC at least 20 Working Days prior to the Annual General Meeting or by the date indicated on the Call for Nominations.
- (b) Such nominations must be in the form determined by the Board and must indicate the Industry Group vacancy the nomination relates to.
- (c) The nomination must be accompanied by such information about the nominee as requested by the Board, and a consent signed by the nominee to act as a Director if so elected.
- (d) Only persons associated with an Industry Group may be nominated as a Director for that Industry Group.

## 7.6 Election of Directors by Members

- (a) At least 15 Working Days prior to each Annual General Meeting and at the same time as the notice of meeting is sent to each Member under Rule 5.3, a ballot paper will be sent to each Member including:
  - (i) the details of vacancies on the Board within the Industry Group to which the Member belongs;
  - (ii) the Categories those vacancies relate to; and
  - (iii) the nominees for each vacancy.
- (b) For each vacancy, the ballot paper will enable the Member to vote (as the case may be):
  - (i) for or against a single nominee; or
  - (ii) for one or none of multiple nominees;all Members may vote on all vacancies.

- (c) A Member wishing to vote must complete the ballot paper and send it to the NZGBC at least 3 Working Days prior to the date of the Annual General Meeting.
- (d) Prior to the Annual General Meeting all ballot papers will be gathered and counted. The results of the election of Directors will be announced at the Annual General Meeting.
- (e) For vacancies where there is a single nominee, to be elected the nominee must receive votes 'for' from not less than 50% of the total ballots.
- (f) For vacancies where there are multiple nominees, to be elected the nominee must receive most of the votes cast, but if the most votes cast are for 'none' of the nominees, then no Director will be elected for that vacancy.
- (g) For the purposes of this Rule 7.6 any votes cast by Members who have not paid all fees due and payable on or before the date falling 3 Working Days prior to the Annual General Meeting, will not be counted.

## 7.7 Appointment of Directors by the Board

- (a) Subject to the Act and these Rules, the Board may at any time appoint any person as a Director.
  - (i) to fill a casual vacancy, provided that the person so appointed is respected as a leader in the Industry Group the vacancy is related to, except where the Director appointed under Rule 7.3(b) is from the Industry Group that the vacancy relates to, in which case the Board may appoint any person to fill the vacancy provided that they fulfil the criteria to become a Director as set out in these Rules; or
  - (ii) as an Independent Director, provided that there may be no more than two Independent Directors at any time;provided that the person so appointed may not be a person who has failed to gain election or who has retired at the then immediately preceding Annual General Meeting.

- (b) Unless the number of Directors is or would be less than the minimum number provided by Rule 7.3, no casual vacancy is to be filled within three months prior to the NZGBC's next Annual General Meeting.

### **7.8 Term of Directors appointed to fill casual vacancy**

A person appointed to fill a casual vacancy may remain in office until the next Annual General Meeting.

### **7.9 Ceasing to be a Director**

A Director ceases to hold office when they resign (by notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

### **7.10 Removal of Directors**

Subject to the Act and these Rules, the NZGBC Board may at any time by resolution passed in a general meeting remove any Director from office. A Director shall also be removed as a Director by resolution of the Board where in the opinion of the Board –

- (a) The Director falls within Rule 7.2 (b).
- (b) The Director elected to the Board has been absent from 5 Board meetings without leave of absence from the Board.
- (c) The Director has brought the NZGBC into disrepute.
- (d) The Director has failed to disclose a conflict of interest.
- (e) The Board passes a vote of no confidence in the Director.
- (f) The Director ceases to be associated with the Industry Group to which they were elected under Rule 7.3.

with effect from (as applicable) the date specified in a resolution of the Board.

### **7.11 Retirement of Directors**

- (a) Any Core Director who has held office for a period of six consecutive years from the date of the AGM at which the announcement of election is made must retire and may not stand for election unless an exception is made under 7.11(b).

- (b) In the case where a Core Director must retire under 7.11(a), the Board may vote to grant an exception to allow re-election of a Director.
- (c) Prior to each Annual General Meeting, one Core Director will retire by rotation. The Core Director to retire by rotation will be the Core Director then longest in office since being elected. Between Core Directors who were elected on the same day, if they cannot otherwise agree, the Core Director to retire will be determined by a Board vote.
- (d) Any Director holding office as an Independent Director will not be subject to 7.11(a). At the board meeting following any Annual General Meeting Independent Directors will be reviewed and reconfirmed to hold office.
- (e) Any Director retiring under Rule 7 shall continue to act as a Director throughout the meeting at which he or she retires.

## **8 POWERS AND DUTIES OF BOARD**

### **8.1 Powers of Board**

- (a) Subject to the Act and these Rules, the business of the NZGBC will be governed by the Board, who may, (subject to any regulations made by the NZGBC in general meeting), exercise all powers of the NZGBC, provided that no regulations will invalidate any prior act of the Board which would have been valid if such regulation had not been made. Further the Board will not implement a significant departure from the goals of the NZGBC without the prior approval of the NZGBC in general meeting. Without limiting the above, the powers of the Board will extend to and include the following powers:
  - (i) to acquire, purchase, hold or otherwise deal in any property real or personal or any estate, right, licence or interest for the purposes of furthering or carrying out the objects of the NZGBC;
  - (ii) to sell, lease or otherwise turn to account and whether for valuable consideration or gratuitously any real



or personal property and to grant any estate, right, licence or interest in or in respect of such property;

- (iii) to grant subsidies, subventions, and payments for valuable consideration or gratuitously to any person for any of the purposes of the NZGBC and to grant funds for research;
  - (iv) to borrow or raise money for any of the objects of the NZGBC and to contract for repayment of money so borrowed and to give security over any of the property of the NZGBC for such repayment;
  - (v) to accept and hold property real and personal upon trust for any purpose general or special within the scope of the purposes set out above;
  - (vi) to co-opt or employ any Member (with that Member's consent) or employ professional staff and other servants and agents;
  - (vii) to use the funds of the NZGBC as the Board may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of the NZGBC;
  - (viii) to establish and maintain and to contract for the establishment and maintenance of and otherwise to assist funds and schemes to provide pensions, life insurance and other benefits for employees and former employees of the NZGBC.
  - (ix) to institute, conduct, defend, compound, or abandon any legal proceedings by or against the NZGBC or its officers, or otherwise concerning the affairs of the NZGBC and to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the NZGBC;
  - (x) to appoint members of the Leadership Team to conduct day to day management of the NZGBC.
  - (xi) to do such other lawful things as may be necessary, convenient, or incidental to the carrying out of the purposes of the NZGBC;
- (b) Without limiting the generality of Rule 8.1(a), the Board may exercise all the

powers of the NZGBC to borrow money and to charge any property or business of the NZGBC.

- (c) No person contracting with or taking any assurance from the NZGBC by virtue of any instrument under the Seal will be concerned to see whether the contract or assurance is within the powers of the Board under these Rules or be affected by any notice or information of non-compliance with these rules.

## 8.2 Board Charter

The Board will approve a written charter setting out a governance process, procedures, and responsibilities.

## 8.3 Appointment of attorneys

The Board may, by power of attorney, appoint any person to be the attorney of the NZGBC for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by them and for such period and subject to such conditions as they think fit.

## 8.4 Negotiable instruments

All negotiable instruments of the NZGBC will be executed by the persons and in the manner that the Board decides from time to time.

# 9 PROCEEDINGS OF BOARD

## 9.1 Number of Board Meetings

The Board will meet for the business of the NZGBC as often as it sees fit but will meet at least two times in each year and will meet at least once in each six consecutive months and may adjourn and otherwise regulate their meetings as they think fit.

## 9.2 Convening Board Meetings

- (a) Any two Directors may, at any time, by written notice to the Director of Operations request that a meeting of the Board be convened. The Director of Operations will convene a meeting in accordance with such a request.
- (b) Reasonable notice must be given to every Director of the place, date and time of every meeting of the Board.

### 9.3 Meetings using technology rather than in person

Each Director, on becoming a Director (or on the adoption of these Rules), consents to the use of the following technology for calling or holding a Board meeting by video or telephone conferencing or any other technology which permits each Director to communicate with every other Director; or any combination of those technologies.

### 9.4 Holding of Board meetings using technology

Where the Directors are not all in attendance at one place and are holding a meeting using technology:

- (a) the participating Directors will, for the purpose of every provision of these Rules concerning meetings of the Board, be taken to be assembled at a meeting and to be present at that meeting; and
- (b) all proceedings of those Directors conducted in that manner will be as valid and effective as if conducted at a meeting at which all of them were present in a single location.

### 9.5 Quorum at meetings

A quorum for a meeting of the Board is the presence of not less than one-half of the number of Directors entitled to vote.

### 9.6 Chairperson

- (a) Subject to 9.6 (b), at their first meeting after the Annual General Meeting in each year the Board will elect one of their number as their chairperson until the next Annual General Meeting.
- (b) A Director may only be elected to act as Chairman three times during any term as a Director.
- (c) Where a meeting of the Board is held and:
  - (i) a chairperson has not been elected as provided by Rule 9.6(a); or
  - (ii) the Chairperson is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting, the Directors present will

elect one of their number to be the chairperson of the meeting.

### 9.7 Proceedings at meetings

- (a) Subject to these Rules, questions arising at a meeting of the Board will be decided by a majority of votes of Directors present and voting and any such decision will for all purposes be taken to be a decision of the Board.
- (b) In the case of an equality of votes, the chairperson of the meeting has a second or casting vote in addition to the chairperson's deliberative vote.

### 9.8 Conflicts and disclosure of interest

- (a) An Officer who has an interest in respect of any matter being considered by the Board, a sub-committee or Leadership Team must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified).
  - (i) to the Leadership Team, Board and or sub-committee, and
  - (ii) logged in an interests register kept by the Board.
- (b) Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the matter.
- (c) An Officer who has an interest regarding a matter may take part in any discussion but –
  - (i) must not vote or take part in the decision relating to the matter; and
  - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter,unless all members of the Board, sub-committee or Leadership Team who are not interested in the matter consent.
- (d) However, an Officer who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

- (e) Where 50 per cent or more of the Board are prevented from voting on a matter because they are interested in that matter, a special general meeting must be called under section 64(3) of the Act to consider and determine the matter, unless all non-interested Officers agree otherwise.
- (f) Where 50 per cent or more of the Members of a sub-committee or Leadership Team are prevented from voting on a matter because they are interested in that matter, the Board shall consider and determine the matter.
- (g) Subject to the limitations set out in this Rule 9, a Director is not disqualified from the Director's office from contracting with the NZGBC and subject to the Act, a contract or arrangement made by the NZGBC with a Director or in which a Director is in any way directly or indirectly interested will not be avoided merely because the Director is a party to or interested in it within the meaning of the Act.

## 9.9 Alternate Directors

A Director may not appoint a person to act as an alternate Director in that Director's place.

## 9.10 Committees

- (a) The Board may delegate any of its powers to a committee or committees consisting of such number of them and/or Members of the NZGBC or any other person as they think fit. A committee may consist of one or more persons.
- (b) A committee to which any powers have been delegated will exercise the powers delegated in accordance with any directions of the Board. A power so exercised will be taken to have been exercised by the Board.
- (c) The number of Members whose presence at a meeting of the committee is necessary to constitute a quorum is the number determined by the Board and, if not so determined, is two (except in the case of a committee with one Member, in which case the quorum is one). Unless the Board determines otherwise, the quorum need only be present at the time when the meeting proceeds to business.

- (d) Minutes of all the proceedings and decisions of every committee will be made, entered, and signed in the same manner in all respects as minutes of proceedings of the Board are required to be made, entered and signed.

## 9.11 Written resolutions of Directors

- (a) If a document:
  - (i) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
  - (ii) contains a statement that the signatories to it are in favour of that resolution;
  - (iii) the terms of the resolution are set out or identified in the document; and
  - (iv) is signed by all the Directors entitled to vote on that resolution,

a resolution in those terms is deemed passed on the day on which the document was signed by the last Director and the document has effect as a minute of the resolution.

- (b) For the purposes of Rule 9.11(a):
  - (i) signed will include an email from or on behalf of a Director indicating assent to the resolution, provided it reasonably appears that the email has been sent by the Director personally or on the Director's instructions;
  - (ii) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be taken to constitute one document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
  - (iii) an email which is received by the NZGBC or an agent of the NZGBC and is sent by a Director will be taken to be signed by that Director not later than the time of receipt of the email by the NZGBC or its agent in legible form.

## 9.12 Defects in appointment

- (a) All acts done by any meeting of the Board, committees of the Board, or any Director where it is afterwards discovered that there was some defect in their appointment are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- (b) In the event of a situation as described in Rule 9.12(a) that has led to a loss or disadvantage to the NZGBC, the Board has the following remedies:
  - (i) if the defect is fraudulent, then to take action against the person who carried out the fraud to recover from the loss or disadvantage;
  - (ii) if the result can be reversed by reversing the act, then to reverse the act at the first opportunity.

## 10 MINUTES

### 10.1 Minutes to be kept

The Board will cause minutes to be duly entered for the purpose:

- (a) of all appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
- (c) of all orders made by the Board and of any committee of the Board; and
- (d) of all resolutions and proceedings of meetings of all meetings of the Board, and of all meetings of any committee of the Board, and such minutes, if signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, will be receivable as prima facie evidence of the matters stated in such minutes.

### 10.2 Copies of minutes will be taken

Copies of all minutes will cause to be taken and maintained by the Director of Operations or nominee.

## 11 MANAGEMENT OF NZGBC

### 11.1 Leadership Team

- (a) The Board may:
  - (i) create any position(s) to manage the operation and affairs of the NZGBC as part of a Leadership Team under the direction and supervision of the Board with such powers and responsibilities as the Board confers; and
  - (ii) appoint any person as a Member of the Leadership Team.
  - (iii) appoint the Director of Operations as the Contact Person as required under the Act.
  - (iv) decide the remuneration of any member of the Leadership Team, whether by way of salary, bonus or any combination of any previously specified method, subject to the provisions of any applicable employment agreement.
  - (v) confer delegated powers which may be concurrent with, or exclude, the powers of the Board.
  - (vi) at any time, revoke or vary any delegated powers conferred on the Leadership Team.
- (b) At any time terminate the appointment of a person holding a position created under Rule 11.1(a)(i) subject to the provisions of any applicable engagement agreement and may also abolish the position.

## 12 APPLICATION OF INCOME AND PROPERTY

### 12.1 Income and property to be applied for promotion of objects

- (a) The income and property of the NZGBC will be applied solely towards the promotion of the objects of the NZGBC contained in these Rules.
- (b) Subject to any resolution of the Board with respect to the establishment and operation of an account the control and investment of the funds of the NZGBC will be in the hands

of the Board which will have power as it thinks fit to invest and reinvest any funds not required for immediate use. Such investments will be with any registered bank carrying on business in New Zealand.

- (c) The Board may from time to time open in the name of the NZGBC such accounts in registered banks carrying on business in New Zealand as it may think fit.
- (d) All moneys coming into the hands of the Board or any employee or agent of the NZGBC will immediately be paid to the credit of such bank account of the NZGBC as the Board may from time to time direct.
- (e) All disbursements will be made from a bank account under an instrument of Delegation of Financial Signing Authority set by the Board from time to time.

## **12.2 Prohibition on dividends and distributions**

The NZGBC is prohibited from paying making any distributions to Members and from paying fees to the Directors.

## **12.3 Permitted payments to Officers, Members and employees**

Rules 12.1, 12.2 and 12.5 will not prevent the NZGBC from making payments to any person, including Officers, Members and employees for:

- (a) reasonable remuneration for services rendered to the NZGBC;
- (b) goods delivered to the NZGBC;
- (c) out-of-pocket (including for travel and accommodation) expenses incurred in the performance of a duty to the NZGBC or otherwise on NZGBC business;
- (d) commercially reasonable interest on money lent to the NZGBC; or
- (e) commercially reasonable rent for property leased to the NZGBC.

## **12.4 Approval of payments to Directors**

The Board must approve all payments the NZGBC makes to Directors or Officers, including any payments authorised by Rule 12.3.

## **12.5 No Pecuniary Benefit**

NZGBC funds will not be used for the personal benefit of any member of the Board or Officer at any time.

## **13 DISPUTE RESOLUTION PROCEDURES**

- (a) A Member or an Officer may make a complaint by giving to a complaints committee, a notice in writing that –
  - (i) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with these NZGBC Rules; and
  - (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (iii) sets out any other information reasonably required by the NZGBC.
- (b) The NZGBC may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that –
  - (i) states that the NZGBC is starting a procedure for resolving a dispute in accordance with its Rules; and
  - (ii) sets out the allegation to which the dispute relates.
- (c) The information given under Rule 13(a) or 13(b) above must be enough to ensure that an entity or person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by these NZGBC rules.

## **13.2 Person or entity making a complaint has right to be heard**

- (a) A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the NZGBC makes a complaint –

- (i) it has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (ii) an Officer may exercise that right on behalf of the NZGBC.
- (c) Without limiting the way, the Member, Officer, or NZGBC may be given the right to be heard, they must be taken to have been given the right if –
- (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii) an oral hearing (if any) is held before the decision maker; and
  - (iv) the written statement or submissions (if any) of the Member, Officer, or NZGBC is considered by the decision maker.

### **13.3 Person or entity who is subject of complaint has right to be heard**

- (a) This Rule 13.3 applies if a complaint involves an allegation that a Member, an Officer, or the NZGBC (the respondent) –
- (i) has engaged in misconduct; or
  - (ii) has breached, or is likely to breach, a duty under the NZGBC Rules or the Act; or
  - (iii) has damaged the rights or interests of a Member or the rights or interests of Members.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the NZGBC, an Officer may exercise the right on behalf of it.
- (d) Without limiting the way, a respondent may be given a right to be heard, a respondent must be taken to have been given the right if –
- (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details

and time given to enable the respondent to prepare a response; and

- (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (iv) an oral hearing (if any) is held before the decision maker; and
- (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

### **13.4 Investigating and determining dispute**

- (a) The NZGBC must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with these Rules, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under the Rules in a fair, efficient, and effective manner.

### **13.5 The NZGBC may decide not to proceed further with complaint**

Despite Rule 13.4 above, the NZGBC may decide not to proceed further with a complaint if –

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind;
  - (i) that a Member or an Officer has engaged in material misconduct;
  - (ii) that a Member, an Officer, or the NZGBC has materially breached, or is likely to materially breach, a duty under the NZGBC's Rules or the Act;
  - (iii) that a Member's rights or interests or Members' rights or interests have been materially damaged;
- (c) the complaint is without foundation or there is no apparent evidence to support it; or

- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

### 13.6 NZGBC may refer complaint

- (a) The NZGBC may refer a complaint to –
  - (i) a sub-committee or an external person to investigate and report; or
  - (ii) a sub-committee, or an external person to investigate and make a decision.
- (b) The NZGBC may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### 13.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more Members of the complaints committee consider that there are reasonable grounds to believe that the person may not be –

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

## 14 SEAL AND EXECUTING DOCUMENTS

- (a) The NZGBC will have a Seal, which will be used on all documents that at law must be sealed.
- (b) The Seal will be used only by the authority of the Board, or of a committee of the Board authorised by the Board to authorise the use of the Seal. Every document to which the Seal is affixed will be signed by two Officers.

## 15 INSPECTION OF RECORDS, ACCOUNTS AND AUDIT

### 15.1 Inspection of records

- (a) The Board may authorise a Member to inspect books of the NZGBC (to the extent, at the time and places and under the conditions the Board considers appropriate).
- (b) A Member (other than a Director) does not have the right to inspect any document of the NZGBC except as provided by law or authorised by the Board.

### 15.2 Accounts

The Board will:

- (a) cause proper accounts and other records to be kept and audited;
- (b) cause Members to be sent copies of the financial report for the financial year, the Directors' report for the year and the auditor's report on the financial report which will include a profit and loss statement for the year, a balance sheet as at the end of the year and a statement of cash flows for the year and every document required by law to be attached to it by the earlier of 15 Working Days before the next Annual General Meeting or 4 (four) months after the end of the financial year;
- (c) cause to be laid before each Annual General Meeting the financial report, the Directors' report and the auditor's report for the last financial year that ended before the Annual General Meeting;
- (d) cause Members to be sent with the financial report, profit and loss accounts demonstrating the performance of each subsidiary of the NZGBC (if any) for the financial year.

### 15.3 Audit

A properly qualified auditor will be appointed by the NZGBC to review the financial reports for the financial year in accordance with accepted auditing standards. Such appointment will be made at the Annual General Meeting.

## **16 INDEMNITY AND INSURANCE**

### **16.1 Indemnity**

To the extent permitted by law, the NZGBC must indemnify each person who is, or has been, an Officer against any liability incurred as an Officer, except where the liability:

- (a) is owed to the NZGBC or a related body corporate;
- (b) arises out of conduct involving a lack of good faith; or
- (c) is for legal costs.

### **16.2 Indemnification for legal costs**

To the extent permitted by law, the NZGBC will indemnify each Officer against any liability for legal costs incurred in defending an action for a liability incurred as an Officer of the NZGBC, except if the costs are incurred:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Rule 16.1;
- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting proceedings brought by the New Zealand Securities Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
- (d) in connection with proceedings for relief by the indemnified Officer under any Act in which the court denies the relief.

Rule 15.2(c) does not apply to costs incurred in responding to actions taken by the Financial Markets Authority or a liquidator as part of an investigation before commencing proceedings for the court order.

### **16.3 Loans or advances for legal costs**

The NZGBC may give an Officer a loan or advance in respect of legal costs for defending an action for a liability incurred as an officer of the

NZGBC, provided that such loan or advance does not contravene any Act.

### **16.4 Insurance for officers and auditor**

The NZGBC may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the NZGBC against any liability other than conduct involving a wilful breach of duty in relation to the NZGBC.

### **16.5 Limitation on NZGBC's obligation to indemnify**

The NZGBC need not indemnify a person as provided for in Rule 16.1 or Rule 16.2 in respect of a liability to the extent that the person is entitled to compensation in respect of that liability under a contract of insurance.

### **16.6 NZGBC may enter document for indemnity and insurance policies**

To the extent permitted by law the NZGBC may enter any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of, a person who is, or has been, a Director, employee, or another officer of the NZGBC.

### **16.7 Term of indemnity**

The benefit of each indemnity given in Rules 16.1 and 16.2 continues, even after its terms or the terms of this Rule 16 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

## **17 LIQUIDATION AND REMOVAL FROM THE REGISTER**

### **17.1 Resolving to put NZGBC into liquidation**

- (a) The NZGBC may be liquidated in accordance with the provisions of Part 5 of the Act.
  - (i) The Board shall give 30 Working Days written notice to all Members of



the proposed resolution to put the NZGBC into liquidation. The Board shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Act.

- (ii) Any resolution to put the NZGBC into liquidation must be passed by a simple majority of all Members present and voting.
- (b) Resolving to apply for removal from the register
- (i) The NZGBC may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
  - (ii) The Board shall give 30 Working Days written notice to all Members of the proposed resolution to remove the NZGBC from the Register of Incorporated Societies. The Board shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Act. Any resolution to remove the NZGBC from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

## **18 APPLICATION OF SURPLUS ON WINDING UP**

### **18.1 Distribution of Surplus Property**

If upon the winding up or dissolution of the NZGBC, after the satisfaction of all its debts and liabilities, there remains any property of the NZGBC ("*Surplus Property*"), such Surplus Property will not be paid to nor distributed amongst the Members but will be distributed in accordance with Rule 16.2 or, if that is not applicable, Rule 16.3.

### **18.2 Determination of Members regarding distribution of Surplus Property**

At or before the winding up or dissolution of the NZGBC, the Members may determine that the Surplus Property will be given or transferred to one or more institutions or entities, provided the institution or entity:

- (a) relates to the promotion of environmentally responsible buildings;
- (b) has objects similar to those of the NZGBC; and
- (c) prohibits the distribution of its income or property amongst its Members to an extent at least as great as imposed under these Rules.

If there is a determination in accordance with this Rule 18.2, the Surplus Property will be transferred to the institution or entity after the winding up or dissolution of the NZGBC. If there is more than one institution or entity specified in the determination, the Surplus Property will be transferred in the proportion specified in the determination or, if there is no such proportion specified, then, in proportions as determined by the Board.

### **18.3 Determination of Board regarding Surplus Property**

- (a) If there is no determination made in accordance with Rule 18.2, the Surplus Property will be given or transferred to any New Zealand entity, as determined by the Board, which has substantially similar objects to those of the NZGBC and which prohibits the distribution of its income or property amongst its Members to an extent at least as great as imposed under these Rules, in such manner as the Board will determine.
- (b) If effect cannot be given to this Rule 18.3, the Surplus Property will be applied in New Zealand to any entity, or entities registered under the Charities Act 2005 which in the Board' sole discretion has charitable purposes similar to the NZGBC.

## 19 RULES AND REGULATIONS

### 19.1 Regulations

- (a) A general meeting may by Special Resolution and providing the prescribed degree of notice, make and change regulations concerning the business of the NZGBC, the Board and the conduct of its Members.
- (b) The regulations must not be inconsistent with these Rules or the Act.

### 19.2 No Rules or Regulations

- (a) If anything for which there is no applicable Rule, or regulation arises the matter will be decided by the Board.
- (b) The Board's decision will be final.

### 19.3 Alteration to Rules

- (a) All amendments must be made in accordance with these Rules. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- (b) The NZGBC may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of those Members present and voting. That amendment may be approved by a resolution passed in lieu of a meeting.
- (c) At least 15 Working Days before the General Meeting at which any amendment is to be considered the NZGBC shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- (d) 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.

## 20 REGISTERED OFFICE

The registered office of the NZGBC will be at such place as may from time to time be determined by the Board. Changes to the registered office will be notified to the Registrar of Incorporated Societies at least 5 working days before the

change of address for the registered office is due to take effect, and in a form and as required by the Act.

**These are the alterations to the Rules referred to in my annexed declaration this      day of  
2024.**

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Officer of the NZGBC