



# Resource Management Law Association of New Zealand Inc.

## PAPER FOR ANNUAL GENERAL MEETING – 27 September 2014

### NOTICE OF PROPOSED CHANGES TO RMLA RULES

#### 1. INTRODUCTION

- 1.1 During the 2013-2014 year, the National Committee of the Resource Management Law Association (“RMLA”) considered changes to the rules of the Association (“RMLA Rules”), in order to improve the functioning of the National Committee and to formalise practices which have formerly been the subject only of convention. On 5 February 2014, the National Committee formally resolved to propose a number of specific amendments to the RMLA Rules of the Association to be placed before the Annual General Meeting on 27 September 2014 and in accordance with rule 19 of the RMLA Rules.
- 1.2 At the same time, the National Committee resolved to review the RMLA Rules more generally to ensure that they were up to date and consistent with the manner in which National Committee, the Executive and the RMLA functioned, primarily on an administrative basis.
- 1.3 The proposed amendments to the RMLA Rules relate to:
  - (a) Provision that new members of the National Committee (or returning members who have been off the Committee for a period more than three years) are elected for a minimum period of two years; and
  - (b) The requirement that members of the Executive (President, Secretary, Treasurer) of the National Committee are to relinquish their current position on the Executive (ie as Secretary, Treasurer, President) after a period not exceeding two years; and
  - (c) A number of minor changes dealing primarily with the manner in which the Executive Officer, Secretary, and National Committee operate at an administrative level, but which do not have any substantive import (at least to the same extent as the changes proposed under (a) and (b) above).
- 1.4 The purpose of this paper is to outline the rationale for the proposed amendments to the RMLA Rules and to recommend the amendments for adoption.

1.5 The proposed amendments to the RMLA Rules are shown in the context of the existing rules attached as **Appendix A**. They would be approved upon two thirds of those present (and entitled to vote) at the Annual General Meeting on 27 September voting to approve them.

2. **TWO YEAR MINIMUM PERIOD FOR NEW MEMBERS OF THE NATIONAL COMMITTEE**

2.1 The National Committee has also resolved to recommend that the RMLA Rules be amended to require that incoming members of the National Committee be elected on the basis that their election is for a minimum period of two years. This rule is intended to apply to:

- (a) RMLA members who have been newly elected to the National Committee; and
- (b) Former members of the National Committee who have been re-elected onto the National Committee after an absence from the Committee of three years or more.

**Rationale**

2.2 The proposed amendments are considered desirable for the following reasons:

- (a) When new members join the National Committee, it takes a period of some months to “learn the ropes”, i.e., to become familiar with National Committee initiatives that are already underway and to become familiar with their new tasks in terms of the National Committee portfolios which become their responsibility.
- (b) Becoming a member of the National Committee requires a significant commitment to the RMLA and to fulfilling the obligations of Committee members. There may be reluctance on the part of potential National Committee members to put their candidacy forward unless there is confidence that they will hold that position for at least two years.
- (c) Implementation of the amended RMLA Rule will create an increased level of confidence in terms of continuity of the membership of the National Committee (although, it is acknowledged that this has not represented a significant issue in the past).

2.3 On the basis of the above, the National Committee has resolved to recommend that “newbies” are elected for a minimum period of two years. The upshot is that their position on the Committee is not eligible for election in the year following them joining the Committee.

- 2.4 It was decided that it was not necessary to provide for successive two year terms, primarily in order to enable Committee members not to stand for re-election after three years (which is a conventional period to stay on the National Committee) and because successive terms are not necessary to meet the key objective for amending the rules.
- 2.5 It is not envisaged that this amendment to the RMLA Rules will require new members of the National Committee to remain on the Committee for two years. In other words, if work pressures or other personal reasons mean that a new National Committee member wishes to resign from the National Committee during the year or, more likely, after their first year, they can do so. In the case of resignation, the normal RMLA Rules would apply. In the case of their deciding not to remain on the National Committee post the AGM following their initial election, their position on the Committee would become available for election.
- 2.6 Finally, it is noted that provision for a minimum term for newly elected members is necessarily made subject to requirements of regional representation, such that a two year tenure for new members cannot be guaranteed if it would mean one of the regions was not represented in a given year (under Rule 9.2.5, as therefore prevails).

#### **Proposed rule change**

- 2.7 Implementation of this proposal requires amendments to Rules 9.4 and new Rule 9.4A as follows:

9.4 *Subject to clause 9.4A hereof, the term of office for each National Committee member shall be from the date of appointment until the following next ensuing Annual General Meeting. Any retiring National Committee member shall (subject to these Rules) be eligible for nomination and re-election.*

9.4A *Subject to Rule 9.2.5, but notwithstanding Rule 9.4 hereof, the term of office of any National Committee member elected on to the National Committee for the first time or after a period exceeding three years from their last term as National Committee member, shall be from the date of appointment until the Annual General Meeting in the second year following their appointment (to provide for a two year term).*

- 2.8 Rule 9.2.5 would be amended to include the following statement:

*For the avoidance of doubt, the requirement as to regional representation shall prevail over Rule 9.4A below, and to the effect that a two year tenure for any given member elected for the first time cannot be guaranteed if it would mean a region (one of the "areas") is not represented on the committee.*

### **3. TENURE OF EXECUTIVE OFFICERS**

- 3.1 Rule 9 and Rules 11.3 and 11.4 of the Rules of the Association ("RMLA Rules") provide for the election of a National Committee to manage the affairs of the RMLA on an annual basis. Once elected, the National Committee then appoint three officers to comprise the

Executive of the RMLA being the President, Treasurer and Secretary of the RMLA (Rules 11.3 and 11.4).

- 3.2 The Secretary (Rule 12) and Treasurer (Rule 13) have specific duties under the rules. The role of the President is to chair meetings of the National Committee, provide leadership and undertake a range of duties.
- 3.3 The members of the Executive are generally longstanding members of the National Committee but there is no requirement of any particular tenure on the National Committee before they can be appointed as executive officers, nor as to the tenure of National Committee members on the Executive. It is now proposed to amend that aspect of the RMLA Rules.

### **Rationale**

- 3.4 It has been a generally accepted convention that members of the Executive will serve in their positions of President, Treasurer or Secretary for a maximum period of two years and will then step aside in order to make way for "new blood". This does not represent a formal rule of the RMLA and the convention has not always been observed.
- 3.5 Much of the impetus behind the RMLA is generated by the President and periodic (two-yearly) injection of new ideas is seen as beneficial. This is the primary benefit that the National Committee sees as arising from the proposed rule change ensuring that there is an injection of new ideas and enthusiasm on the regular (two-year basis).
- 3.6 Further, the role and responsibilities of members of the Executive officers, particularly President, are time-consuming and taxing and a two-year period is seen as a maximum period that any member of the Executive can be expected to perform at a high level.
- 3.7 It is also relevant to note that the role of President will normally (by convention) be filled by an officer who has previously performed the role of Secretary or Treasurer so the experience of that National Committee member is not lost but fresh energy and enthusiasm is generated from fulfilling the new role (particularly as incoming President).
- 3.8 It is considered that a two-year term is appropriate to enable the incoming President, in particular, to see through new initiatives.
- 3.9 The Committee considered whether members of the Executive should be required to commit to a two year minimum term in the respective position as President, Secretary or Treasurer. However, it was decided that this should not be a requirement and Executive officers are entitled to resign their position or not stand for re-election at their discretion.

- 3.10 A minor measure of flexibility is considered desirable in relation to the positions of Secretary and Treasurer. It may be that, in any given year, the National Committee and those members of the Executive currently serving (or proposing to serve) as Secretary and/ or Treasurer would prefer one or other of the roles and/ or be better suited to it, such that they hold one of those offices for a period of longer than two years, but (as to both) for no longer than four years altogether.

**Proposed rule change**

- 3.11 It is therefore **recommended** that the two-year tenure for Executive Officers of the RMLA be formalised by insertion of a new Rule 11.4A which states:

*11.4A Notwithstanding Clause 11.4 hereof, the persons holding the position of the President, Secretary and Treasurer of the Association shall not be eligible to hold that position beyond the Annual General Meeting in the second year following their appointment (to provide for a two year term for each office position). The National Committee may resolve to allow the position of Secretary and Treasurer to be held by the same person for longer than two years (but for no longer than (a total of) four years for that person in either position).*

**4. OTHER PROPOSED RULE CHANGES**

- 4.1 Other proposed rule changes, of a more administrative nature, can be summarised as follows:
- (a) Rule 2.3 to be amended to provide the address of the Association Accountants as RMLA's registered office;
  - (b) Minor amendment to rule 5.1.1 (as to activities that the Association may engage in); proposed to be reworded to more actively "promote" (rather than "assist") advancement of resource management law.
  - (c) Amendment to rules 6.1 and 6.2 (simplifying the process by which new members may apply and be accepted as such).
  - (d) Similarly as to rule 7.1.2, regarding cessation of membership for failure to pay fees.
  - (e) Deletion of reference to affiliate members in rules 6.4, 10.1.7 and 16.7 (consequential to removal of provision for affiliate members in 2007).
  - (f) Rule 9.5.1, to clarify that the office of a member of the National Committee shall be vacant if the member absents himself or herself from two consecutive meetings without leave of the National Committee.

- (g) Amendment to rule 11.1 to provide for meetings by way of telephone conference (or similar), as has been the case for the past two to three years (every second National Committee meeting proceeding by telephone conference).
- (h) Minor amendment to rule 11.2 as to the manner in which National Committee resolutions are approved.
- (i) Amendment to rule 12.1 to clarify that the duties of the Secretary may generally be performed by the Executive Officer (as is already the case for most "secretarial" functions of an administrative nature).
- (j) Amendment to rule 13.1.3 to reflect the manner in which accounts are paid (by approval of the Executive, then through electronic banking during the course of the month, and subsequently ratified at the next National Committee meeting).
- (k) Amendment to rule 21.1 fixing a typographical error "by" and the provision for service of notices by email.
- (l) Amendment to Rule 5.3 deleting its provision regarding private pecuniary profit, and replacement of Rule 5.4 regarding benefits to related persons with new Rules 5.4-5.7 as now appropriate to the Income Tax Act 2007 (and consequential amendments deleting redundant definitions).

Against that background, I will move at the 2014 AGM that the Rule changes shown (in tracked change) in Appendix A attached be approved.



**Martin Williams**  
President



**Simon Berry**  
National Committee

**APPENDIX A**

**AMENDMENT TO THE RULES OF RESOURCE MANAGEMENT LAW ASSOCIATION OF NEW  
ZEALAND INCORPORATED**

DATED 10 DECEMBER 2007

AMENDMENT TO THE  
RULES OF  
RESOURCE MANAGEMENT LAW ASSOCIATION  
OF NEW ZEALAND INCORPORATED

Amendments to limit term of officers and provide two year term for newly elected members, along with other matters

DRAFT AS AT ~~18 MARCH~~ 15 SEPTEMBER 2014

~~BELL GULLY BUDDLE WEIR~~  
~~SOLICITORS~~  
~~AUCKLAND & WELLINGTON~~

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## **RULES OF THE RESOURCE MANAGEMENT LAW ASSOCIATION OF NEW ZEALAND INCORPORATED**

### **1. NAME**

The name of the society shall be the **RESOURCE MANAGEMENT LAW ASSOCIATION OF NEW ZEALAND INCORPORATED** (the "Association")

### **2. REGISTERED OFFICE**

2.1 The registered office of the Association shall be situated at such place within New Zealand as the Committee hereinafter constituted shall from time to time determine.

2.2 The Secretary shall notify the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908 whenever the situation of the registered office is changed.

2.3 As of the date of the registering of these Rules, the registered office of the Association is Kingstone Cox Chartered Accountants Limited, Level 1, 7 Falcon Street, Parnell, Auckland 1052, ~~situated at Level 13, Auckland Club Tower, 34 Shortland Street, Auckland.~~

### **3. INTERPRETATION**

In these rules the following words shall have the following meanings, unless the context shall otherwise require:

**"National Committee"** means the National Committee of the Association appointed in accordance with Rule 9;

**"Members"** means the signatories and persons referred to in Rule 6.1;

**"President"** means the chairperson of the National Committee elected in accordance with Rule 11.3;

~~**"Related Person"** means any settlor, trustee or member of the Association, an associated person (as defined in section 8 of the Income Tax Act 1976) of such settlor, trustee or member, or such other person who is or may from time to time be referred to in the second proviso to section 61(27) of the Income Tax Act 1976 as a person who cannot receive, or be capable of receiving, a Specified Benefit if the exemption contained in the said section 61(27) is to continue to be available to the Association;~~

**"Resource Management Law"** means the Resource Management Act 1991 and any other enactment or proposal concerning:

- (a) Ecosystems and their constituent parts, including people and communities; and
- (b) All natural and physical resources; and
- (c) Amenity values; and
- (d) The social, economic, aesthetic and cultural conditions which affect the matters stated in paragraphs (a) to (c) of this definition or which are affected by those matters.

**"Secretary"** means the secretary of the Association appointed in accordance with clause 11.3.

~~**"Specified Benefit"** means such benefit or advantage referred to in the second proviso to section 61(27) of the Income Tax Act 1976 which a Related Person is able to determine or materially influence the nature or amount thereof, or the circumstances in which it may be enjoyed, with the result that the exemption from income tax conferred by the said section 61(27) is no longer available to the Association.~~

**"Working Day"** shall have the same meaning as in the Resource Management Act 1991 or any Act amending it or in substitution of it.

#### **4. OBJECT**

4.1 The object of the Association shall be to promote within New Zealand:

- 4.1.1 An understanding of resource management law and its implementation and multi-disciplinary framework;
- 4.1.2 Excellence in resource management policy and practice;
- 4.1.3 Resource management processes which are legally sound, effective and efficient and which produce high quality environmental outcomes.

#### **5. ACTIVITIES AND POWERS**

5.1 For the purpose of attaining the object as set out in Rule 4.1, the Association may engage in the following activities:

- 5.1.1 provide a forum for and otherwise ~~assist~~ promote the discussion, consideration and advancement of resource management law;
- 5.1.2 undertake, provide facilities for and encourage research into resource management law for the advancement of the understanding of resource management law;
- 5.1.3 acquire, disseminate and provide facilities for the acquisition and dissemination of knowledge of international and comparative law in relation to resource management law;
- 5.1.4 gather information in respect of, and consider any resource management law;
- 5.1.5 convene and hold seminars, lectures and conferences in relation to resource management law;
- 5.1.6 produce, publish and distribute reports, journals, books papers and other informative material in relation to resource management law;
- 5.1.7 encourage and develop awareness, discussion and consideration of resource management law amongst the legal and planning professions, other consultants and the community at large in New Zealand;
- 5.1.8 grant, give and make available money and facilities to any individual, trust, corporation or authority or with the Government of New Zealand or of any city, district or region thereof where, in any such case, the money or facilities will only be applied for purposes consistent with the object of the Association.

- 5.2 The Association may do all such acts, matters and things and may enter into and make such agreements as are incidental or conducive to the carrying out the object of the Association, and in particular, the Association may:
- 5.2.1 purchase, organise, conduct, maintain or manage such amenities, facilities and services as the National Committee considers to be appropriate;
  - 5.2.2 liaise, consult, work in conjunction and make arrangements with any individuals, trusts, corporations, foundations, firms partnership, associations, societies, institutions, organisations and authorities, and with the government of New Zealand or of any city, district or region thereof;
  - 5.2.3 execute and deliver any deed or document whatsoever which may be required or seem expedient to be executed by the Association;
  - 5.2.4 apply for and acquire any licences or permits deemed necessary by the National Committee;
  - 5.2.5 sell, exchange, improve, lease, hire, mortgage, dispose, invest, reserve, or otherwise deal with or turn to account, any real or personal property of the Association and borrow with or without security;
  - 5.2.6 solicit, receive, enlist and accept financial and other support from individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities and from the government of New Zealand or of any city, district or region thereof;
  - 5.2.7 organise, assist in and co-ordinate the raising of funds by any lawful means;
  - 5.2.8 pay and employ such person, persons or body corporate for such duties relating to the object of the Association on such terms as the National Committee shall think fit; and
  - 5.2.9 receive and accept gifts and donations and to deal with or apply such gifts and donations in such manner as the National Committee shall from time to time decide.
- 5.3 The income and property of the Association shall be applied solely towards the promotion of its object as set forth in Rule 4.1 ~~and no portion of the Association's income or property shall be distributed or applied for the private pecuniary profit of any member or other person. Nothing in this Rule shall prevent the payment in good faith of remuneration to any of its officers or servants or to any of its members in return for any services rendered to the Association.~~
- ~~5.4 To preserve the exemption from income tax conferred section 61(27) of the Income Tax Act 1976 it is hereby declared that, notwithstanding anything expressed in or to be implied from the provisions of these Rules, a Related Person shall be prohibited from obtaining, procuring or enjoying a Specified Benefit.~~
- 5.4 **No private pecuniary profit:** No private pecuniary profit may be made by any person from the Association, except that:
- (a) Any member, officer or servant of the Association may receive full reimbursement for all expenses properly incurred by that member, officer or servant in connection with the affairs of the Association;
  - (b) The Association may pay reasonable remuneration to any member, officer or servant of the Association in return for services actually rendered to the Association;

(c) Any member, officer or servant of the Association may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member, officer or servant, or by any firm or entity of which that member, officer or servant is a member, employee or associate in connection with the affairs of the Association.

**5.5 National Committee to comply with restrictions:** The National Committee, in determining all reimbursements, remuneration and charges payable in the terms of this clause, shall ensure that the restrictions imposed by the following clause are strictly observed.

**5.6 Recipient not to influence benefits:** Notwithstanding anything contained or implied in these Rules, any person who is:

(a) a member or officer of the Association;

(b) a settlor or trustee of any trust by which any business of the Association is carried on;

(c) a shareholder or director of any company carrying on any business of the Association; or

(d) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Association; or

(e) an associated person (as defined by the Income Tax Act 2007) of any such member, officer, settlor, trustee, shareholder or director;

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

**5.7 Professional account and influence:** A person who is in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Association or to any trust or company by which any business of the Association is carried on, be in breach of the terms of this clause.

## **6. MEMBERSHIP**

6.1 The members of the Association shall be the signatories to these Rules together with those other persons who apply for membership and whose membership is confirmed under Rule 6.2 by the National Committee.

6.2 All applications for membership shall be made by natural persons in writing to the Secretary-Executive Officer signed by the applicant and accompanied by the application fee and shall be in such form and contain such information as the National Committee may from time to time prescribe. Upon confirmation of membership by the Executive Officer-National Committee, the applicant, if he or she complies with all qualifications and conditions specified by the National Committee pursuant to Rule 6.4, if any, shall be deemed to be a member of the Association.

6.3 The National Committee may from time to time set down qualifications and conditions of membership and provide for other classes of membership.

6.4 Any person admitted as a member ~~or an affiliate member~~ pursuant to these Rules shall be deemed to have agreed to further the object of the Association and to be bound by and observe these Rules.

6.5 Upon the recommendation of the National Committee, the members may elect at a general meeting a person who has rendered outstanding service to the Association or to the promotion of resource management law to Honorary Membership. An honorary member shall have the same rights and duties as members but shall not be liable for membership or any other fee.

## **7. CESSATION OF MEMBERSHIP**

7.1 Membership may be terminated by:

7.1.1 the member, by giving not less than fourteen days notice in writing to the National Committee; or

7.1.2 ~~resolution of the National Committee, if~~ a member fails<sup>ing</sup> to pay any fee, subscription or levy assessed by the National Committee within the prescribed time; or

7.1.3 resolution of the National Committee, if either the criteria for membership or the member's ability to meet the criteria (as determined by the National Committee under Rule 6.4) change in such a way as to make the member no longer eligible; or

7.1.4 unanimous resolution of the National Committee to expel a member whose conduct shall be determined by them to be detrimental to the interests or reputation of the Association, in which case the member expelled shall be entitled to appeal that decision in writing or in person at the next meeting of the National Committee and if so appealed the National Committee will have a discretion either to reinstate the member or to confirm the expulsion.

7.2 Termination of membership shall not relieve the member from liability for fees, subscriptions, levies or other liabilities which have been incurred or arisen prior to termination.

## **8. FEES, SUBSCRIPTIONS AND LEVIES**

8.1 Each member shall pay to the Association any subscription fee or levy which may be determined and set by the National Committee from time to time in the manner and mode determined by the National Committee. All membership fees shall be due and payable on the first day of October in each year or on such other date as may be determined by the National Committee.

8.2 The National Committee may, in addition to fees, subscription and levies referred to above, make a levy on any member for whose benefit or upon whose behalf the Association shall have agreed to incur any obligation. The amount and time of payment of such levy shall be fixed by the National Committee by unanimous resolution.

8.3 The National Committee reserves the right to determine the extent of refunds to members on cessation of membership.

## **9. NATIONAL COMMITTEE**

9.1 The affairs of the Association shall be administered by the National Committee. The National Committee shall consist of ten members to be elected from and by the

members of the Association at each Annual General Meeting, or appointed in accordance with this Rule 9, or by postal ballot in accordance with Rule 17.

- 9.2
- 9.2.1 Only members may be nominated as National Committee members. Nominations for membership of the National Committee shall be made in writing by a member, seconded by another member endorsed with the written consent of the nominee and delivered to the Secretary no later than 10 working days before the Annual General Meeting.
- 9.2.2 If the numbers of nominations received for membership of the National Committee is equal to or less than ten, then all the members nominated shall be elected to the National Committee.
- 9.2.3 In the event of there being fewer than ten nominations, nominations will be called from those attending at the Annual General Meeting.
- 9.2.4 If the number of nominations received for membership of the National Committee is greater than the number of positions on the National Committee then a vote shall be taken to elect the National Committee of all members present in person, or represented by proxy at the Annual General Meeting.
- 9.2.5 From the nominations there shall be elected a representative from each of these areas:
- Auckland;
  - Waikato/Bay of Plenty;
  - Wellington;
  - Canterbury;
  - Otago/Southland.

By "areas" is meant the local government regions as follows:

- Auckland - Northland/Auckland
- Wellington - Wellington/Wanganui-Manawatu/Taranaki/Hawkes Bay
- Canterbury - Nelson-Marlborough/Canterbury/Westcoast
- Waikato/Bay of Plenty - Waikato/Bay of Plenty
- Otago/Southland - Otago/Southland

Where there is no nomination from any one of these areas there may be co-opted by the incoming Committee a representative for that area or areas - (refer Rule 10.1.8).

Where there is only one nominee from any one of these areas then that person shall be deemed to be elected to the Committee.

Where there is more than one nominee from an area, the highest polling nominee shall be deemed to represent that area.

Having provided for representation from each area, in terms of the nominations made, or after allowing for one co-opted person to represent each area for which there is no nominee, the five next highest polling nominees shall be elected on to the Committee.

For the avoidance of doubt, the requirement as to regional representation shall prevail over Rule 9.4-A below, and to the effect that a two year tenure for any given member elected for the first time cannot be guaranteed if it would mean a region (one of the "areas") is not represented on the committee.

This Committee shall be called the National Committee.

- 9.3 From the date of incorporation until first election of the National Committee in 1993 pursuant to Rule 9.2 the members of the National Committee shall be the following members:

Mr Peter Salmon QC  
Mr Derek Nolan  
Mr Ian Cowper  
Ms Rebecca Middleton  
Mr Rob Fisher  
Ms Adrienne Young-Cooper  
Mr Phil Mitchell  
Dr Judith Collins

- 9.4 Subject to clause 9.4A hereof, tThe term of office for each National Committee member shall be from the date of appointment until the following next ensuing Annual General Meeting. Any retiring National Committee member shall (subject to these Rules) be eligible for nomination and re-election.

9.4A Subject to Rule 9.2.5, but notwithstanding Rule 9.4 hereof, the term of office of any National Committee member elected on to the National Committee for the first time or after a period exceeding three years from their last term as National Committee member, shall be from the date of appointment until the Annual General Meeting in the second year following their appointment (to provide for a two year term).

- 9.5 The office of a member of the National Committee shall be vacant:

- 9.5.1 if the member absents himself or herself without leave of the National Committee from two consecutive meetings of the National Committee;
- 9.5.2 if the member shall resign by notice in writing to the National Committee;
- 9.5.3 if the Association in general meeting shall pass a resolution removing the member from office;
- 9.5.4 if the member ceases to be a member of the Association; or
- 9.5.5 upon death of the member.

- 9.6 Should a vacancy arise during the term of office of any member of the National Committee, the National Committee may appoint any person to fill any such vacancy until the conclusion of the next Annual General Meeting.

## **10. POWERS OF NATIONAL COMMITTEE**

- 10.1 Without in any way limiting or restricting the generality of the power to administer the affairs of the Association, the National Committee may, at its discretion and upon and subject to such terms and conditions as it thinks fit:

- 10.1.1 purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and erect, alter, improve, maintain, furnish and equip land and buildings for the purposes of the Association;
- 10.1.2 invest and deal with the funds of the Association not immediately required for the carrying out of the objects of the Association in or upon mortgage of real estate in New Zealand or upon deposit in any bank carrying on business in New Zealand or in or upon New Zealand Government securities

or any other investments that are authorised by the law of New Zealand for the investment of trust funds;

- 10.1.3 sell, exchange, lease, bail or otherwise deal with or dispose of any real or personal property of the Association;
  - 10.1.4 borrow or raise amounts of money not exceeding \$5,000 at any time either by bank overdraft or otherwise and secure the repayment thereof by the issue of mortgage, bonds, debentures or any other security over all or any of the Association's property;
  - 10.1.5 apply the funds of the Association for the purpose of carrying out in whole or in part the objects of the Association or any of them or in any other manner from time to time authorised by the Association in general meeting;
  - 10.1.6 engage professional services and employ such administrative, secretarial or other staff as may from time to time be necessary to carry out the objects of the Association and pay salaries, wages or honorariums to persons employed by the Association and to the officers of the Association.
  - 10.1.7 set the application fee for membership ~~and for affiliate membership~~;
  - 10.1.8 in addition to the specific powers of co-option in clause 9.2.5, the National Committee may also co-opt members onto the National Committee as ex-officio members of it from time to time as and when the need arises;
  - 10.1.9 establish Special Interest Groups and sub committees to consider specific issues as and when the need arises;
  - 10.1.10 establish area committees in Wellington, Christchurch, Dunedin or any other centre where the National Committee is of the view that either the local membership or that local or regional issues indicate a need or desirability for such a committee. The National Committee shall decide whether such area committee(s) shall operate as an autonomous committee (in which case the provisions of Rules 9-13 shall apply to that area committee as if it was the National Committee) or as a sub-committee reporting to the National Committee (in which case the National Committee shall decide the applicable rules);
  - 10.1.11 if one or more area committees are established, form a National Committee to administer the national affairs of the Association.
- 10.2 The National Committee may not spend any more than 40% of its annual expected gross income on any one item without obtaining the approval of members at a general meeting.

## **11. PROCEEDINGS OF NATIONAL COMMITTEE AND ELECTION OF OFFICERS**

- 11.1 A quorum of five members of the National Committee shall be required to be present in person or by proxy at any meeting of the National Committee before any business can be dealt with. Meetings may be in person or by way of telephone conference or other similar media for communication. Each member of the National Committee shall have one vote. Questions arising at any such meeting shall be decided by a majority of votes unless otherwise required by these Rules. In case of an equality of votes, the President shall be entitled to a casting vote in addition to his or her own deliberative vote.
- 11.2 A resolution entered in the minute book of the National Committee and approved in writing signed by all members of the National Committee shall be valid and effectual as if passed at a meeting properly called.

- 11.3 The National Committee shall at its first meeting after the Annual General Meeting of the Association in each year elect a President from amongst its number and shall also appoint other persons to be Secretary and Treasurer of the Association until the conclusion of the next Annual General Meeting. From the date of incorporation until the National Committee meeting following the first appointment of National Committee members pursuant to Rule 9 Peter Salmon QC shall be the President, Rebecca Middleton shall be the Secretary and Phil Mitchell shall be the Treasurer.
- 11.4 During the period between the Annual General Meeting and the first meeting of the National Committee after such Annual General Meeting, the President, Secretary and Treasurer of the Association shall be the persons holding those offices immediately prior to such Annual General Meeting provided that, in the case of the President, if such person is not re-elected or re-appointed to the National Committee then the person to the National Committee who has served on the National Committee for the longest period of time shall be the President during the said period.
- 11.4A Notwithstanding Clause 11.4 hereof, the persons holding the position of the President, Secretary and Treasurer of the Association shall not be eligible to hold that position beyond the Annual General Meeting in the second year following their appointment (to provide for a two year term for each office position). The National Committee may resolve to allow the position of Secretary and Treasurer to be held by the same person for longer than two years (but for no longer than (a total of) four years for that person in either position).
- ~~Notwithstanding Clause 11.4 hereof, the persons holding the position of those offices of the President, Secretary and Treasurer of the Association shall not be eligible to hold that position beyond the Annual General Meeting in the second year following their appointment (to provide for a two year term).~~
- 11.5 Every National Committee member shall be entitled to appoint a proxy to represent him or her at any meeting of the National Committee. The instrument appointing a proxy shall be in writing under the hand of the appointor and must be received by the Secretary prior to the time of the relevant meeting. A proxy must be a member of the National Committee.
- 11.6 No proceeding of the National Committee shall be invalid due to there being a vacancy or vacancies in the number of members on the National Committee.
- 11.7 Seven clear days notice shall be given of all meetings of the National Committee except in the case of special urgency, shorter notice may be given if no objection is raised by any member of the National Committee. No notice need be given to any member of the National Committee absent from New Zealand.
- 11.8 The National Committee may make such rules, regulations and by-laws (not inconsistent with these Rules) for the conduct of its business and the general management and control of the affairs of the Association as it considers necessary, provided that any such rule, regulation or by-law may be rescinded or overruled by a majority vote taken at a general meeting of the Association.
- 11.9 Every member may submit written representations to the National Committee on any matter, and the President shall determine in relation to each such submission whether it should be discussed at a National Committee meeting. The President may request the member making the written representations attend at a National Committee meeting in person to discuss the subject of the representation. Unless invited by the President no member shall have the right to attend or speak at a National Committee meeting.

11.10 The National Committee shall meet at such time and places as may be determined from time to time by it and in any event shall meet at least three times in each financial year.

11.11 The National Committee may appoint an executive subcommittee of its members and delegate to that subcommittee such of its functions as it sees fit.

## **12. DUTIES OF SECRETARY**

12.1 The Secretary shall:

12.1.1 convene and as far as possible, attend all meetings of the National Committee and of the Association;

12.1.2 keep or cause to be kept as far as possible correct minutes of all meetings of the National Committee and Association;

12.1.3 on behalf of the National Committee prepare and submit to the Annual General Meeting a report of the affairs of the Association for the past year;

12.1.4 subject to the direction of the President or the National Committee have general discretion to conduct correspondence of the Association;

12.1.5 keep or cause to be kept full and complete records of the membership of the Association;

12.1.6 send out or cause to be sent out notices of all National Committee meeting and general meetings of members in accordance with the requirements of these Rules; and

12.1.7 arrange for the postal ballot of the National Committee in accordance with Rule 17.7.

12.1.8 For the avoidance of doubt, any duties of the Secretary under these Rules (including Rule 17.7, but excluding under Rule 12.1.3) may be performed by the Executive Officer pursuant to Rule 14.5 below.

## **13. DUTIES OF THE TREASURER**

13.1 The Treasurer shall:

13.1.1 be the financial officer of the Association and shall have under the authority of the National Committee custody of the funds of the Association;

13.1.2 keep or cause to be kept complete and proper records of all moneys received and disbursed by, or on behalf of, the Association and shall secure proper receipts for all moneys disbursed;

13.1.3 shall approve ~~attend to~~ the payment of all accounts ~~for the Association after such account, to be subsequently ratified -shave been approved for payment~~ by the National Committee at the next meeting after such payment;

13.1.4 report the financial position of the Association to the Association whenever requested by the National Committee and shall submit to the Annual General Meeting of the Association a Balance Sheet and Profit and Loss Statement for the past year both of which shall have been duly audited and certified to by the auditor for the time being;

13.1.5 ensure that all instruments for the payment of moneys by the Association are drawn in the name of the Association and that all cheques are signed by

any members of the National Committee authorised from time to time by the National Committee for that purpose but failing such authorisation by the Treasurer and the Chairperson. All receipts for money paid or for property transferred or conveyed to the Association shall be signed by the Treasurer and such receipt shall be an effectual discharge for the money or other property therein stated to have been received; and

13.1.6 have power to receive and give receipts for all legacies, contributions, donations or other moneys bequeathed made or given to the Association.

#### **14. EXECUTIVE OFFICER**

14.1 If, in the opinion of the National Committee, the financial position of the Association permits, there may be an Executive Officer of the Association who shall be appointed by the National Committee for such term, at such remuneration and upon such conditions as it may think fit.

14.2 The National Committee shall have power to suspend or remove the Executive Officer.

14.3 The National Committee may vest in the Executive Officer such powers and authorities as it may from time to time determine and the Executive Officer shall exercise all such powers and authorities subject at all time to the control of the National Committee.

14.4 The Executive Officer shall not be a member of the National Committee but shall on the request of the National Committee attend its meetings and at the discretion of the National Committee, shall be heard on any matter but shall not be entitled to vote.

14.5 The Executive Officer shall if required by the National Committee also act as the Secretary.

#### **15. AUDITOR**

15.1 The National Committee may at its first meeting after the incorporation of the Association appoint an auditor who shall not be a member of the Association but who shall be a member of the New Zealand Society of Accountants. At each Annual General Meeting of the Association thereafter the members shall by resolution appoint an auditor who shall be a member of the New Zealand Society of Accountants.

15.2 Any remuneration for the auditor shall be determined by the National Committee.

#### **16. GENERAL MEETINGS**

16.1 The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next.

16.2 The Annual General Meeting shall be held in September or October in each year, or during the Association's Annual Conference, at such time and place as the National Committee appoints provided that such meeting shall be held within seven months of the end of each financial year of the Association.

16.3 All general meetings other than Annual General Meetings shall be called Special General Meetings.

- 16.4 The National Committee may at any time convene a Special General Meeting of the Association and Special General Meetings shall also be convened on the written requisition signed by no fewer than thirty three per cent of the members of the Association. Any such requisition must state the general nature of the business to be brought forward and must be delivered to the Secretary.
- 16.5 Notices of Annual or Special Meetings of the Association shall be delivered to members by post not less than 14 days before the day fixed for the meeting and shall state the date, hour and place of the meeting. In the case of a Special General Meeting the notice shall also state the general nature of the business to be discussed. The accidental omission to give notice of a meeting to any member or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of that meeting.
- 16.6 Each member may appoint a proxy who may exercise the vote of the member. At any general meeting of the Association every member present either in person or by proxy shall be entitled to one vote. The instrument appointing a proxy (who must be a member) shall be in writing under the hand of the appointer or his duly authorised attorney. Unless otherwise instructed in the proxy term, the proxy may vote as he thinks fit. The proxy shall be in the following format:

Resource Management Law Association of New Zealand Incorporated

I ..... of  
 .....  
 being a member of the abovenamed Association, hereby appoint  
 ..... of  
 .....  
 (being a member of the Association) as my proxy to vote for me on my  
 behalf at the Annual/Special (as the case may be) General Meeting of the  
 Association to be held on the ..... day of  
 1992, and at any adjournment thereof.

This form is to be used in favour of/against the resolution that

.....  
 .....

Unless otherwise instructed, I acknowledge that my proxy may vote as he/she sees fit.

Signed this .....day of  
 .....1992.

.....

~~16.7 Every affiliate member may attend the general meetings of the Association but may not vote.~~

- 16.8 No business shall be conducted at any general meeting unless a quorum of members is present in person or by proxy at the time the meeting proceeds to business. A quorum is double the number of members presently on the National Committee plus one. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon a requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day, time and place in the next week or to such other day, time or place as the National Committee shall determine and if at the adjourned meeting no quorum is present within half an hour of the time appointed for the meeting the members present shall be deemed to be a quorum.
- 16.9 The President shall preside at any general meeting of the Association, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chairperson of the meeting.
- 16.10 At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands or by ballot if so requested by any member.
- 16.11 Questions arising at any general meeting shall be decided by a majority of votes and in case of an equality of votes, the President of the meeting shall be entitled to a casting vote in addition to his or her own deliberative vote.
- 16.12 A declaration of the President of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact.
- 16.13 For the purposes of securing the widest participation in the Association's activities and for carrying out its objects, the National Committee may from time to time by resolution invite representatives of any organisation or Government representative (Central, regional or local) or any other person to attend a general meeting and take part in all discussions.

## **17. POSTAL BALLOT**

- 17.1 Notwithstanding anything to the contrary in these Rules anything that may be done by the Association by resolution at a general meeting of the Association, subject to the provisions of the Incorporated Societies Act 1908 as modified or re-enacted from time to time, may be done by a resolution passed, without a meeting, by means of a postal ballot conducted in accordance with the provisions of this Rule 17.
- 17.2 Thirty three percent of the members of the Association may by written requisition require the National Committee to hold a postal ballot relating to any matter, in which case the National Committee will conduct a postal ballot in accordance with this Rule 17. Any such requisition must state the general nature of the business and must be delivered to the Secretary.
- 17.3 The National Committee shall appoint a returning officer, who shall not be a person who is personally interested in the outcome of the ballot, for the purposes of the conduct of the ballot.
- 17.4 Postal ballot papers shall be delivered by post, facsimile, or any other form of delivery specified by the appointed returning officer, to every member not less than 7 days before the date fixed for the return of the ballot papers and shall specify:
- 17.4.1 the resolutions proposed and the method for indicating assent or dissent to the resolution;
- 17.4.2 the date by which the ballot papers must be returned to the returning officer;

- 17.4.3 the method by which the ballot papers may be returned to the returning officer; and
- 17.4.4 such other information as the National Committee shall consider necessary or desirable.
- 17.5 The accidental omission to deliver ballot papers, late receipt of ballot papers or non-receipt of ballot papers by any member shall not invalidate the ballot.
- 17.6 Questions decided by ballot shall, unless otherwise specified in these rules, be decided by a majority of votes. The declaration of the returning officer that a resolution has been carried or lost shall be conclusive evidence of the fact.
- 17.7 If it is the opinion of the National Committee that National Committee members should be elected by postal ballot, then the provisions of this Rule shall apply. It shall be the responsibility of the Secretary to:
  - (a) Appoint a returning officer in accordance with Rule 17.3 for the purposes of the conduct of the ballot;
  - (b) Call for nominations made in accordance with Rule 9.2.1, such nominations to include the area of the person nominated;
  - (c) Receive nominations up to 15 working days after the notice calling for nominations has been sent out;
  - (d) If nominations received are equal to or less than ten, then Rules 9.2.2 and 9.2.3 shall apply;
  - (e) If there are more than ten nominations, send out ballot papers listing the nominations in alphabetical order and including the area from which those nominations have been made;
  - (f) Ensure that the returning officer shall receive those ballot papers returned within 15 working days of their being sent;
  - (g) Ensure that the returning officer provides the results of the election to the Secretary prior to the Annual General Meeting so that the results can be announced at that time.

## **18. COMMON SEAL**

- 18.1 The Secretary shall provide for the safe custody of the common seal of the Association which shall only be used by the authority of and pursuant to a resolution duly passed by the National Committee and every instrument to which the common seal is affixed shall be signed by one member of the National Committee and countersigned by the Secretary or by a second member of the National Committee.

## **19. ALTERATION OF RULES**

- 19.1 These Rules may, subject to the provisions of the Incorporated Societies Act 1908 or any statutory modification or re-enactment thereof, from time to time be altered, amended, added to or rescinded by a resolution passed by sixty-six percent of members present and entitled to vote at a general meeting of the Association. No alteration, addition or rescission of the Rules shall be valid until registered with the Registrar of Incorporated Societies. Notice of any intended alteration, amendment, addition or rescission must be made in writing and received by the Secretary not later than fourteen days prior to such meeting and a copy of such notice shall be posted or emailed by the Secretary to each member at the cost of the proposer not later than seven days prior to such meeting. No alteration, addition or rescission as aforesaid shall alter the charitable nature of the object of the Association.

## **20. WINDING UP**

- 20.1 In the event of the Association being dissolved (whether voluntarily following the passing of a resolution requiring dissolution at a general meeting of its members or otherwise) any surplus assets after payment of all liabilities and liquidation costs and expenses shall be applied exclusively to charitable purposes within New Zealand in the manner specified by the National Committee.
- 20.2 Any such meeting to consider a resolution to dissolve the Association shall be a Special General Meeting. Any resolution to dissolve the Association submitted to such meeting shall be decided by a simple majority. A second Special General Meeting shall be called not earlier than 30 days after the first such Extraordinary General Meeting as aforesaid and a resolution to confirm the resolution to dissolve the Association shall be submitted to such meeting and shall be decided by a simple majority. In the event that the resolution to confirm the resolution to dissolve the Association is lost the resolution to dissolve the Association shall also be deemed to be lost. The procedure contained in this clause shall be followed except where it is inconsistent with the provisions of section 24 of the Incorporated Societies Act 1908 or any amendment or re-enactment thereof.

## **21. SERVICE OF NOTICES**

- 21.1 A notice may be served by the Association on any member either personally or by sending it by facsimile transmission, [electronic mail \(email\)](#) or through the post in a pre-paid envelope addressed to such member at his or her address as notified to the Secretary from time to time. A notice may be served by any member on the Association by delivery to the Secretary, by facsimile transmission or through the post in a pre-paid envelope addressed to the Association at the address notified by the National Committee from time to time. A notice sent by post shall be deemed to have been served three days after the day on which the envelope containing the same shall have been posted.

## **22. INDEMNITY**

- 22.1 Every member of the National Committee, the Secretary, Treasurer, President, or other officer or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which any such officer or servant may incur or become liable for any reason of any contract entered into or act or thing done by him as an officer or servant or in any way in the discharge of his or her duties provided that such actions are done in pursuant of the objects or interests of the Association and come within the express or implied authority of the person so acting.