

DRAFT FOR MEMBER VOTE

ACE NZ // ACE RULES

# ACE NEW ZEALAND RULES

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## Section One – Tenets

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### 1 Name

1. Our name is THE ASSOCIATION OF CONSULTING AND ENGINEERING NEW ZEALAND INCORPORATED, trading as ACE NEW ZEALAND.

### 2 Interpretation

#### Definitions

- 2.1. 'Act' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 2.2. 'Annual Membership Fee' means the membership fee set by the Board for each Financial Year.
- 2.3. 'Association' means The Association of Consulting and Engineering New Zealand Incorporated.
- 2.4. 'Board' means the governing body of ACE New Zealand.
- 2.5. 'Chief Executive' means the person appointed by the Board and delegated the duties of Chief Executive under Rule 15.1.
- 2.6. 'Days' means calendar days, unless otherwise stated.
- 2.7. 'Financial Year' means the 12 month period starting 1 April and ending 31 March the following year.
- 2.8. 'Firm' includes a sole practice, a partnership or a company.
- 2.9. 'General Meeting' means an Annual General Meeting or a Special General Meeting.
- 2.10. 'Member' means a Firm that is a Member of ACE New Zealand.
- 2.11. 'member' is a collective term and means a Firm that is a Member, an Honorary member, and a Retired member.
- 2.12. 'Membership Register' means the register of all members held by ACE New Zealand in accordance with the requirements of the Incorporated Societies Act 1908
- 2.13. 'Purpose' means the Purpose of ACE New Zealand listed in Rule 3.
- 2.14. 'Regulation' means a regulation created under Rule 18.
- 2.15. 'Rule' means a Rule of ACE New Zealand unless another interpretation is specified.

#### Additional provisions

- 2.16. Where the context requires otherwise, the singular includes the plural and vice versa.
- 2.17. Substantial compliance with the spirit and intent of these Rules is sufficient. No decision, resolution, appointment, meeting, election, or any other exercise of powers conferred or implied in these Rules will be invalid because of a failure to solely comply with these Rules.
- 2.18. If the Board decides there are provisions in these Rules that are contrary to law, it may amend the Rules to remove that conflict. Any amendment for this purpose will be notified for endorsement at ACE New Zealand's next General Meeting.
- 2.19. Nothing in the Rules authorises ACE New Zealand to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

### 3 Purpose

- 3.1 The Purpose of the Association is to provide leadership by supporting, promoting and representing professional services consulting in Aotearoa New Zealand's built and natural environment, including by:
  - a. Representing member views and being an influential voice to positively shape Aotearoa New Zealand's policy agenda as it relates to professional services consulting;
  - b. Identifying emerging issues that impact professional services consulting and assisting members to respond;

- c. Contributing to the development and recognition of effective and competent consultancy practice;
- d. Building a strong and connected network of consulting professionals across Aotearoa New Zealand; and
- e. Raising the profile of professional services consulting and the benefits members provide to society.

3.2 In all aspects of the Association's work, we promote diversity and inclusion and recognition for Te Tiriti O Waitangi.

## 4 Member obligations and duties

ACE New Zealand membership sets a standard for the competency and practise of professional services consulting in Aotearoa New Zealand. To that end, in respect of their business practices, members are expected to comply with the following obligations and duties:

### Membership commitments

4.1 All members must:

- a. Comply with ACE New Zealand's Rules and Regulations, including the current Rules and any later changes to them.
- b. Conduct themselves at all times in a manner consistent with being a fit and proper member of ACE New Zealand.
- c. Conduct themselves in a manner that does not damage the rights or interests of a member or the rights or interests of members generally.

### Commercial and marketplace behaviour

4.2 All Members must:

- a. Hold professional indemnity insurance and public liability insurance for a sum not less than that prescribed by the Board by Regulation under Rule 18.
- b. Disclose and appropriately manage conflicts of business interests with clients or potential clients.
- c. Compete in the marketplace, including with other members, in good faith and without unfair advantage.
- d. Engage openly and honestly with clients, and provide impartial and competent advice.
- e. Have in place, and comply with, a policy or process for responding to client concerns or complaints.

### Business practices

4.3 All Members must:

- a. Have quality management systems.
- b. Promote inclusive and equitable workplaces.
- c. Maintain the health, safety, and continued competence of their people.
- d. Have regard to the sustainable management of the environment and the wellbeing of communities across their business practices.
- e. Comply with any policies, processes or systems in place that relate to the obligations in a. to c. above.

4.4 The Board may, at its discretion, require members to provide evidence of how they are meeting their member obligations and duties.

4.5 If a member has reasonable grounds to believe that another member is not complying with these obligations, they must report the matter to ACE New Zealand.

## Section Two – Membership

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### 5 Member categories and criteria

#### Member categories

ACE New Zealand has three member categories:

5.1 ACE New Zealand has three member categories:

- a. **Member**  
A Firm that is ordinarily resident or incorporated in Aotearoa New Zealand and provides professional services consulting in Aotearoa New Zealand.
- b. **Retired Member**  
A person that is no longer practising in professional services consulting and has retired from a Firm that has been a Member for a reasonable period of time.
- c. **Honorary Member**  
A person that is, or has recently been, practising professional services consulting with a Member firm and is recognised by the Board as having made an outstanding contribution to ACE New Zealand and/or professional services consulting in Aotearoa New Zealand.

5.2 ACE New Zealand maintains a public register of members (the “Member Register”). The Member Register contains each member’s name, the last known contact details of each member, and the date the member joined ACE New Zealand. The Chief Executive is responsible for updating the Member Register as soon as practicable after becoming aware of changes to any information recorded on the Member Register.

5.3 Every member must provide ACE New Zealand with that member’s name and contact details (including postal address, telephone number(s), and any email address, and for a Firm, the key contact person) and promptly advise ACE New Zealand of any changes to those details.

### 6 Becoming a member

6.1 A Firm becomes an ACE New Zealand Member by:

- a. Applying to ACE New Zealand using the application form and process prescribed by the Board, and
- b. Having that application approved by the Board.

6.2 A person becomes a Retired Member of ACE New Zealand by:

- a. Applying to ACE New Zealand using the application form and process prescribed by the Board, and
- b. Having that application approved by the Board.

6.3 A person becomes an Honorary Member of ACE New Zealand on invitation of the Board.

6.4 The criteria for becoming a member are that the Firm or person:

- a. Meets the definition of the relevant member category set out in Rule 5;
- b. Commits to the relevant ACE New Zealand Member Obligations and Duties; and
- c. In the opinion of the Board, is a fit and proper Firm or person for ACE New Zealand membership, and
- d. Has consented in writing to be a member of ACE New Zealand, and in the case of a Member, through a person with appropriate authority to make decisions on behalf of the Firm.

- 6.5 The Board can decline a membership application for any reason, including if it considers the applicant does not meet the criteria under Rule 6.4. The Board's decision on a membership application is final and binding.
- 6.6 If the Board declines a membership application, it will give the applicant reasons for its decision. Applicant's that have been declined membership may reapply at the discretion of the Board.
- 6.7 When the Board approve a membership application, the applicant is advised and asked to pay any applicable Annual Membership Fee.
- 6.8 If the Board decides that a Firm or person was approved for membership on the basis of misleading or inaccurate information, the Board may declare that approval null and void.
- 6.9 Except as otherwise provided, any information provided to ACE New Zealand to support a membership application will remain confidential to ACE New Zealand and any of its delegated representatives involved in assessing the membership application.

## 7 Ceasing to be a member

### Resignation

- 7.1 ACE New Zealand members may request to resign their membership at any time by giving written notice to the Chief Executive.
- 7.2 Upon resignation, any Annual Membership Fee paid by the member will not be refunded.
- 7.3 The Chief Executive may refuse to accept a member's resignation if the Chief Executive believes, on reasonable grounds, that the member is, or may soon be, subject to a complaint or inquiry made under Rule 10. In this case, the request for resignation will not be actioned until the complaint or inquiry process has completed and the parties have been notified of the outcome.
- 7.4 Where a member disagrees with the Chief Executive's decision on their resignation request, the member may ask for a decision to be made by the Board.

### Suspension and removal

- 7.5 The Board may, at its discretion, suspend or remove a member for any one of the following reasons:
- If ACE New Zealand loses and is unable to re-establish contact with that member for a period longer than 90 days,
  - If the member's Annual Membership Fee or any other fees or subscriptions are in arrears (and in accordance with the procedures set out in Rule 9.9 to 9.11),
  - If, in the opinion of the Board, the member no longer meets the relevant member criteria in Rule 6.4,
  - If the ownership of a Member changes to an extent that, in the opinion of the Board, it is appropriate to remove the Member and invite it to reapply,
  - On the bankruptcy of the Member or on the appointment of a receiver or liquidator to manage or wind up the Member's Firm,
  - For disciplinary reasons, in accordance with the procedures outlined in Rule 10,
  - Pending or following the outcome of any professional disciplinary, court, or tribunal proceedings that may reflect on the member's fitness to be a member of ACE New Zealand.
- 7.6 The termination or suspension of membership does not relieve the member from any obligation, claim, or debt (including unpaid subscriptions) that arose prior to termination or suspension.
- 7.7 No member that has been suspended, removed, or has otherwise ceased to be a member may claim or imply membership of ACE New Zealand.

7.8 Any person or Firm that has ceased to be a member can apply to have their membership reinstated. The Board can approve the member's reinstatement with any conditions it sees fit to impose.

## 8 Rights of members

### Member representatives

- 8.1 Each Member must nominate its ACE New Zealand Representative(s) who will exercise the rights of that Member. A Representative is:
- a. An individual who carries on sole practice, or
  - b. A partner in a partnership, or
  - c. An employee of a Member who has the authority to represent the Member, including the delegated authority to speak on the Member's behalf on matters pertaining to the Member's ACE New Zealand membership and to exercise the rights of that Member.
- 8.2 The number of Representative(s) a Member is entitled to have is calculated according to the size of the Firm, and according to a multiplier prescribed by the Board and as set out in Schedule One to these Rules.

### Rights of members

- 8.3 Each member may use the prescribed ACE New Zealand membership badge to publicly demonstrate their membership of ACE New Zealand.
- 8.4 ACE New Zealand members and their staff may seek the advice and support of ACE New Zealand and/or the Board on any matter consistent with ACE New Zealand's purpose.
- 8.5 ACE New Zealand members and their staff may attend any General Meeting of ACE New Zealand, but only Representatives and Honorary Members have the right to:
- a. Introduce for consideration at the General Meeting any matter or motion; and
  - b. Speak to or vote on any motion before the General Meeting.
- 8.6 Except as otherwise provided for in these Rules, Representatives and Honorary Members can vote in any elections conducted by ACE New Zealand.
- 8.7 Representatives can appoint in writing another Representative from their Firm, and Honorary Members can appoint another Honorary Member, to act as their proxy for voting at a General Meeting. Proxies must be notified to the Chief Executive before the General Meeting.

## 9 Membership fees

### Annual fees

- 9.1 The Board will set membership fees for each Financial Year (the "Annual Membership Fee").
- 9.2 The Board will notify members of the Annual Membership Fee no later than two months before the start of the upcoming Financial Year.
- 9.3 The Annual Membership Fee may be invoiced in two half yearly instalments, in April and September respectively.
- 9.4 Except as otherwise provided for in these Rules, members must pay the Annual Membership Fee.
- 9.5 Where a Member joins ACE New Zealand after 30 June, the Annual Membership Fee payable for that year will be prorated for the remainder of that year.
- 9.6 The Board may, at its discretion, offer discounts on, or waive, the Annual Membership Fee, including for the following:
- a. Retired Members;

- b. Honorary Members;
- c. Members whose application for membership is received within 12 months of that Member setting up a consulting practice for the first time; and/or
- d. on the basis of reciprocal arrangements with other relevant industry associations.

9.7 In special circumstances, the Board has discretion to remit any Annual Membership Fee in part or in full, make special conditions for payment, approve a Member's application for a rebate, or delegate any of these authorities to the Chief Executive.

9.8 Members remain liable for any Annual Membership Fee or other applicable fees and subscriptions due prior to the date of their resignation or removal.

### **Arrears**

9.9 Members who do not pay their Annual Membership Fee (or part thereof) or any other applicable fees or subscriptions within three months of their due date are "in arrears of their fee".

9.10 If a member remains in arrears of their fee for six months after the due date, the Board may remove their membership.

9.11 Members in arrears of their fee may have their rights of membership (as defined in Rule 8) suspended until the arrears are paid.

## **10 Complaints**

10.1 The Board will prescribe Regulations (the "Dispute Resolution Procedures") that set out procedures for the early resolution, investigation, hearing and determination of any complaint that a member, Board member or ACE New Zealand has

- a. breached or is likely to breach their obligations or duties under the Rules, and/or
- b. has otherwise engaged in misconduct.

10.2 A complaint is any complaint made in accordance with the Rules or Dispute Resolution Procedures.

10.3 The Dispute Resolution Procedures must provide for a fair process for the resolution, investigation, hearing and determination of complaints, consistent with the rules of natural justice.

10.4 The Chief Executive must respond to any complaint in accordance with the Dispute Resolution Procedures.

10.5 The Chief Executive and/or Board can also initiate action (an inquiry) under the Dispute Resolution Procedures on their own initiative if they receive information indicating that a member, Board member, or ACE New Zealand may have breached their obligations or duties under the Rules.

10.6 A complaint or inquiry, and any decision on a complaint or inquiry, may relate to a member who is no longer an ACE New Zealand member but who was a member at the time of the relevant conduct.

10.7 The Board may appoint a Disciplinary Committee under Rule 14.7 to deal with any complaint in accordance with the Dispute Resolution Procedures.

10.8 If, following the procedures set out in the Dispute Resolution Procedures, a Disciplinary Committee upholds a complaint or inquiry the Disciplinary Committee may make one or more orders that:

- a. The member's membership is terminated, either permanently or with a stand-down period of any length during which the member may not reapply for membership.
- b. The member's membership is suspended for any period.
- c. The member meet any conditions the Disciplinary Committee considers appropriate before that member has their membership reinstated under Rules 10.8(a) or (b).



- d. The member receive mentoring or meet any other compliance measures as specified by the Disciplinary Committee.
- e. The member be reprimanded or admonished;
- f. The member pay a sum towards the costs directly attributable to the investigation, hearing and /or determination of the complaint, as incurred by ACE New Zealand.
- g. The member's name, the order or orders made by the Disciplinary Committee, and a copy of the decision or a description of the breach are published.

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## Section Three – Governance and Management

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### 11 Composition of the Board

11.1 ACE New Zealand is governed by a Board consisting of:

- a. Six elected board members (together, the Elected Board Members); and
- b. Up to three appointed board members (together, the Appointed Board Members).

(together, the Board)

11.2 All members of the Board must:

- a. be natural persons;
- b. have consented in writing to be a Board member; and
- c. have certified they are not disqualified by the Act from being elected or appointed or otherwise holding offices as a member of the Board.

11.3 Elected Board Members must be either a sole practitioner, a partner in a partnership, an employee of a Member, or an Honorary Member.

11.4 Appointed Board Members will usually be a sole practitioner, a partner in a partnership, an employee of a Member or an Honorary Member, but need not be.

### 12 Board terms and casual vacancies

12.1 Elected Board Members are elected to the Board by member vote in accordance with Rule 13 and for a three-year term.

12.2 Two of the Elected Board Members complete their term at each Annual General Meeting.

12.3 Any Elected Board Member on completion of their term is eligible for re-election up to a maximum of two consecutive terms (or six consecutive years).

12.4 For Elected Board Members, a “term” begins at the conclusion of the Annual General Meeting immediately following their election and ends at the conclusion of the third Annual General Meeting.

12.5 Appointed Board Members are appointed by the Elected Board Members for a one-year term at the first meeting following the Annual General Meeting in any year and may serve up to three consecutive one-year terms at the discretion of the Elected Board Members (or three consecutive years).

12.6 The President and Vice President are appointed for a one-year term by the Elected Board Members at the first meeting following the Annual General Meeting in any year and may serve up to three consecutive one-year terms at the discretion of the Elected Board Members (or three consecutive years).

12.7 The President and Vice President must be Elected Board Members.

12.8 A Casual Vacancy on the Board arises when:

- a. An Elected Board Member or Appointed Board Member resigns from the Board before the expiry of their term; or
- b. A vacant position on the Board is not filled at election of the Board.

12.9 The Board may appoint any sole practitioner, partner in a partnership, employee of a Member, or an Honorary Member to fill a Casual Vacancy, except that a Casual Vacancy arising in the role of President or Vice President can only be filled by a current Elected Board Member.

12.10 A person appointed to fill a Casual Vacancy will hold that office for the remainder of the term of the Board member they replaced and in the case of an Elected Board Member position, are deemed to take the position as if duly elected. The service of a partial term in these circumstances does not count for the purposes of Rules 12.1, 12.3, 12.5, or 12.6.

## 13 Board elections, appointments and removal

13.1 Elections for Elected Board Members are held once a year, with the results announced at or before the Annual General Meeting.

13.2 At least ten weeks before the Annual General Meeting, ACE New Zealand will:

- a. Advise members of the timetable for the election.
- b. Open the call for nominations for any Elected Board Member vacancies.
- c. Invite expressions of interest for Appointed Board Member positions.

13.3 Nominations for Elected Board Members must be received by the Chief Executive by the date specified in the election timetable.

13.4 The names of all nominees for Elected Board Member positions will be made available to members at least four weeks before the Annual General Meeting and voting will open at that time. Voting will close no later than two weeks before the Annual General Meeting.

13.5 At the Board's discretion, the election process may be undertaken using electronic means and may be conducted using a preferential voting system.

13.6 All Honorary Members and Members who are up to date with their Annual Membership Fee are entitled to vote:

- a. Honorary Members have one vote.
- b. Members are allocated a number of votes according to their organisation size as determined through ACE New Zealand's annual personnel survey and as outlined in Schedule One to these Rules.

(together, Eligible Voters)

13.7 Elected Board Members and Appointed Board Members may be removed from office where one or more of the following apply:

- a. they offer their resignation in writing to the President before the end of their term;
- b. their employing firm ceases to be a Member of ACE New Zealand due to resignation or removal;
- c. following a fair process, they are found by resolution of a 75 per cent majority of the Board to be in breach of their responsibilities of office, as set out in the Board Charter;
- d. they no longer meet the qualification requirements set out in the Act.

## 14 Procedures, functions, powers, and duties of the Board

### Functions and powers

14.1 The Board is responsible for the governance of ACE New Zealand and is accountable to members for advancing ACE New Zealand's Purpose.

14.2 The Board may exercise all the powers of ACE New Zealand subject to the Act and the Rules.

## Meetings and procedures

- 14.3 The Board will meet as often as required for the business of ACE New Zealand and not less than four times per year.
- 14.4 The President is the Chair of any meeting of the Board. Where the President is unavailable to attend a Board meeting, the Vice President will act as Chair.
- 14.5 The quorum for Board meetings is five and must include either the President or the Vice President. Board members linked to a meeting by teleconference or video are deemed to be present for the purposes of a quorum, voting, or for any other purpose required by these Rules. If a quorum is not achieved, the Board meeting will be deferred to another date.
- 14.6 Decisions and motions put to the Board will be decided by a majority vote. In the case of equal votes, the Chair has a second or casting vote.
- 14.7 The Board may appoint committees for special purposes and may delegate any of its powers to those committees. Committee members may include Board members and any other persons at the Board's discretion. Committees can meet and conduct their business as is appropriate to their mandate and in accordance with any directions from the Board, and will decide any questions by majority vote. Committees are responsible to the Board and must regularly report to it on their activities.

## Strategy and Finance

- 14.8 The Board will develop and implement a strategic plan for meeting the Purpose, considering the views of ACE New Zealand members.
- 14.9 The control of ACE New Zealand's funds is vested in the Board. The Board may authorise any expenditure it considers necessary to further the Purpose and implement the strategic plan, including (but not limited to) the purchase, lease, hiring or other acquisition of any real or personal property and any right, privilege, or advantage.
- 14.10 The Board will ensure the financial accounts are kept up to date and accurately capture all revenue and expenditure of the Association, and the assets and liabilities of the Association.
- 14.11 Without limiting the Board's general powers set out in Rule 14.2, the Board may:
- deal with ACE New Zealand's funds by bank deposit, investment, and securities as it considers necessary to further the Purpose.
  - Withdraw, sell, or otherwise convert into money any deposit, fixed or floating asset or security of ACE New Zealand and may deal with that money in any manner permitted by the Rules.
  - sell, lease, exchange, bail, grant licenses in respect of, or otherwise deal with, turn to account or dispose of all or any part of the property or assets of the Association.
  - borrow money to further the Purpose and grant such security (if any) over any assets of the Association it thinks fit, and may give guarantees and security in support of those guarantees.
  - delegate to the Chief Executive the authority to authorise payments up to set amounts. The Chief Executive may delegate authority to authorise payments below those set amounts to any other staff.
  - approve honorariums or other payments to ACE New Zealand members for services rendered.
- 14.12 At the end of each Financial Year, the Board will prepare and make available to members an Annual Report and an Annual Financial Statement.
- 14.13 The Annual Financial Statement must be certified by an Auditor, appointed in accordance with Rule 15.6 or 15.7.
- 14.14 The Annual Financial Statement is put to members for approval at the Annual General Meeting.

## Authorities

- 14.15 The decision of the Board on the interpretation of the Rules is final and binding on all ACE New Zealand members.

## **Indemnity and insurance**

14.16 ACE New Zealand indemnifies present and past Board members, committee members, the Chief Executive, all staff appointed by the Chief Executive, and any other representative of ACE New Zealand (paid or unpaid) in respect of any liabilities arising from the performance of their functions or duties connected to their role with ACE New Zealand. This may not apply in the event of wilful neglect and/or criminal misconduct.

## **15 Appointments**

### **Appointment and duties of staff**

15.1 The Board may appoint a Chief Executive and determine their conditions of employment and remuneration.

15.2 The Chief Executive is the Contact Person for ACE New Zealand as required under the Act.

15.3 The Chief Executive will perform duties as directed by the Board.

15.4 The Board may delegate any of its powers under these Rules to the Chief Executive.

15.5 The Board may determine the staffing complement (the number and type of staff) to be employed by ACE New Zealand, and the Chief Executive may appoint staff in accordance with that staffing complement.

### **Appointment of auditor**

15.6 An Auditor will be appointed on resolution of members at the Annual General Meeting. The Auditor must be a Chartered Member of Chartered Accountants Australia and New Zealand or equivalent.

15.7 Where the duly appointed Auditor becomes unavailable to perform the audit in any given year, the Board may appoint a different Auditor for that year. The Board must report to members on the change in appointment at the following Annual General Meeting.

## **16 General meetings**

### **Annual General Meeting**

16.1 The Annual General Meeting of ACE New Zealand is held once each calendar year.

16.2 The Board must give members at least four weeks' notice of the Annual General Meeting.

16.3 Members or Honorary Members wanting to introduce a motion for consideration at the Annual General Meeting must send written notice to the Chief Executive no later than three weeks before the Annual General Meeting. The written notice must include a request to introduce a motion, and the background to and reasons for the motion.

16.4 The Board may, at its discretion, refuse to accept a motion put forward for consideration at the Annual General Meeting where it is of the opinion that:

- a. Insufficient notice has been given; or
- b. The motion to be moved at the Annual General Meeting will have a significant impact on the membership, or a section of the membership, such that an additional period of notification and consultation with the affected group or groups is required.

16.5 If the Board refuses to accept a motion, it will give the Member or Honorary Member reasons why the motion is not accepted and information about the steps to be taken before the motion can fairly be put to the membership at a General Meeting. The Board will advise the Annual General Meeting of the motion put forward and the reason it was declined.

- 16.6 The agenda for the Annual General Meeting will be distributed to members at least two weeks before the Annual General Meeting. The agenda must include:
- a. Notice of all motions to be put forward at the meeting;
  - b. Either a copy of the Annual Report or instructions on how to receive it in electronic format; and
  - c. Either a copy of the Annual Financial Statement, or a summary of it with instructions on how to obtain the full Annual Financial Statement.

### **Special General Meetings**

- 16.7 A Special General Meeting of ACE New Zealand may be called at any time:
- a. By resolution of the Board; or
  - b. At the written request of a Member and/or Honorary Member representing not less than 10 per cent of Members, and provided the request states the motion(s) to be moved at the meeting and the reasons for the motion(s).
- 16.8 If a Special General Meeting is requested, the following may apply:
- a. The meeting will normally be held within two months of the request, unless otherwise agreed between the Board and the Member(s) and/or Honorary Member(s) requesting the meeting.
  - b. If the Board is of the opinion that the motion(s) to be moved at the meeting have a significant impact on the membership, or a section of the membership, the Board may require an additional process of consultation with members prior to scheduling the Special General Meeting.
- 16.9 Notice of the time and place of a Special General Meeting, and the motion(s) to be moved, will be distributed to members at least two weeks before the meeting.

### **Additional provisions relating to general meetings**

- 16.10 The President is the Chair of any General Meeting. Where the President is unavailable to attend a General Meeting, the Vice President will act as Chair.
- 16.11 The quorum for a General Meeting is 15 per cent of Eligible Voters.
- 16.12 Eligible Voters linked to a General Meeting by teleconference or video are deemed to be present for the purposes of a quorum, voting, or for any other purpose required by these Rules.
- 16.13 If a quorum is not achieved, the General Meeting will be deferred to another date.
- 16.14 A resolution at a General Meeting will be passed where supported by the majority of Eligible Voters.
- 16.15 In the case of equal votes, the Chair has a second or casting vote.
- 16.16 In the case of any dispute respecting or arising out of matters of procedure and voting, the Chair's decision is final and binding.
- 16.17 Minutes will be kept of all General Meetings and made available to members.
- 16.18 In special circumstances the Board may, at its discretion, provide for written resolutions in lieu of a General Meeting on matters that are administrative in nature only.

## **17 Changing the Rules**

- 17.1 Except as otherwise provided for in these Rules, Rules will only be made, amended, or rescinded by a resolution passed by no less than 75 per cent of Eligible Voters at a General Meeting.
- 17.2 Before a motion to make substantive changes to these Rules is put to a General Meeting, the Board will consider whether consultation with the membership is appropriate and undertake consultation to the extent the Board

considers reasonable. Substantive changes are changes that are more than minor or administrative, and are deemed to include any change to:

- a. The Purpose;
- b. Members' rights and obligations;
- c. The Board's composition, powers and tenure; and/or
- d. Member categories.

17.3 Notwithstanding Rules 17.1 and 17.2, the Board may resolve to amend the Rules where the amendment has no more than a minor effect or corrects errors or makes technical alterations only. Within seven days of making such an amendment, the Board must notify members of the amendment and provide members with 20 days to raise an objection to the amendment. Either:

- a. Where there are no objections to the amendment within 20 days, the amendment will be taken as approved and will come into effect; or
- b. Where an objection to the amendment is raised by a Member or Honorary Member, the Board will attempt to resolve the objection with the Member(s) and/or Honorary Member(s). Where the objection is unable to be resolved, the amendment will be put to a General Meeting for approval in accordance with Rule 17.1.

## 18 Regulations

18.1 The Board may make Regulations on any matters referred to in these Rules.

18.2 Regulations will only be made, amended, or rescinded by the assent of not less than two-thirds of the Board.

18.3 The requirements for consultation on a proposed Regulation are the same as the requirements for a proposed substantive change to these Rules, as set out in Rule 17.2.

18.4 Information regarding any Regulation(s) made, amended, or rescinded will promptly be communicated to members.

## 19 Distributions

19.1 The property and assets of ACE New Zealand will only be used to further the Purpose. Unless otherwise provided in these Rules, no portion of such property or assets, or profit or surplus, will be given to any ACE New Zealand member except when this arises in the ordinary course of business.

19.2 In the event of ACE New Zealand winding up, its property and assets will be gifted to a not-for-profit entity for the purpose of either:

- a. Advancing the practise of professional services consulting or scientific knowledge; and/or
- b. Promoting the welfare of professional services consultants; and/or
- c. For any other similar purpose as decided by the Board.

## 20 Common seal

20.1 Where required by law, ACE New Zealand will maintain a common seal that is kept by the Chief Executive at ACE New Zealand's registered office.

20.2 ACE New Zealand's common seal will only be used on resolution of the Board, and each impression of the seal must be attested to in writing by any two of the Chief Executive, President, and/or Vice President, or any other person appointed by the Board for that purpose.



## Section Four – Regional Chairs and Groups

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### 21 Regional chairs

- 21.1 The Board may create Regional Chair positions to represent ACE New Zealand in the regions and specify the geographic boundaries for each of those Regional Chair positions.
- 21.2 The role of a Regional Chair is to advance the Purpose of ACE New Zealand, including by:
- a. Building strong member, client, and stakeholder relationships in the region they represent,
  - b. Being the regional champion of ACE New Zealand's strategy,
  - c. Representing ACE New Zealand at regional meetings and events,
  - d. Being the connector for the ACE New Zealand community in their region, and
  - e. Providing the Board with intel on key challenges and opportunities facing members in the regions.
- 21.3 Regional Chairs are elected positions, with the elections running according to the same cycle, eligibility, and process requirements as Elected Board Members set out in Rules 12 and 13.
- 21.4 Regional Chairs are elected for a term of three years and are eligible for re-election for a maximum of two consecutive terms (or six consecutive years).
- 21.5 A Casual Vacancy in a Regional Chair has the same definition as for Board members in Rule 12.8 and are managed in the same way as a Board member Casual Vacancy as set out in Rules 12.9 and 12.10. A Regional Chair that has completed their length of service in accordance with Rule 21.4 may nonetheless be eligible for appointment to cover a Casual Vacancy.
- 21.6 Regional Chairs must carry out their role in accordance with any guidance, protocols, or budgets defined by the Board, and consistent with these Rules.
- 21.7 Each Regional Chair must report to the Board on their activities at least twice a year, and may at any time request the advice or support of the Chief Executive or Board on any matter related to their role under Rule 21.2.
- 21.8 A Regional Chair may be removed from their role where:
- a. They offer their resignation in writing to the Board before the end of their term; and/or
  - b. Their Firm ceases to be a member of ACE New Zealand due to resignation or removal; and/or
  - c. They change employers and no longer work for a Member; and/or
  - d. They relocate out of the region they are the Regional Chair of; and/or
  - e. Following a fair process, they are found by the Board to not be fulfilling their role in a manner consistent with Rule 12.2, any guidance, protocols, or budgets defined by the Board, or the Purpose and strategic direction of ACE New Zealand.

### 22 Groups and forums

- 22.1 The Board may create groups for any reason related to the Purpose.
- 22.2 Where the Board establishes a group, the Board will specify the group's membership, functions and objectives, and may specify any guidance, protocols or budgets for the operation of the group.
- 22.3 Groups are subsidiaries of ACE New Zealand and have no independent legal or financial status. Groups are accountable to the Board for operating in accordance with their functions and objectives, and any guidance, protocols or budgets set by the Board.



22.4 No group may make a decision that will have significant impact outside of that group, except with the permission of the Board.

22.5 The Board may dissolve a group at any time, including where the group is:

- a. no longer needed, and/or
- b. no longer viable, and/or
- c. no longer operating in accordance with the functions and objectives of the group, or any guidance, protocols or budgets set by the Board.

DRAFT FOR MEMBER VOTE

## Schedule One – Member Representation

For the purposes of these Rules, the size of a Firm is determined by the number of people employed by the Firm in Aotearoa New Zealand, including by its subsidiaries. This includes permanent staff (including New Zealand staff based temporarily overseas), contract, and part-time staff (full time equivalent), as measured by the Personnel Survey conducted by ACE New Zealand each year.

The number of Representatives for each Member is determined according to the size of the Firm and using a multiplier as set by the Board for the purposes of calculating the Annual Membership Fee. The following table sets out the expected number of Representatives for Member size.

Firm Size	Number of Representatives	Firm Size	Number of Representatives
1-2	1	215-234	21
3-6	2	235-254	22
7-11	3	255-274	23
12-18	4	275-294	24
19-26	5	295-314	25
27-35	6	315-334	26
36-43	7	225-354	27
44-51	8	355-374	28
52-59	9	375-394	29
60-69	10	395-414	30
70-79	11	415-494	31-34
80-89	12	495-609	35-37
90-99	13	610-689	38-39
100-109	14	690-807	40-42
110-126	15	808-929	43-45
127-139	16	930-1015	46-47
140-154	17	1016-1216	48-50
155-174	18	1217-1483	51-55
175-194	19	1484-1874	56-58
195-214	20	1875-2474	59-64