

CONSTITUTION AND RULES OF The New Zealand Trade and Industrial Waters Forum Incorporated

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RULES OF THE NEW ZEALAND TRADE AND INDUSTRIAL WATERS FORUM INCORPORATED

The New Zealand Trade and Industrial Waters Forum Incorporated (hereinafter also referred to as “the Forum”) is a group of interested parties comprising industrial and agricultural manufactures of trade waste, regional councils, local councils, regulators, consenting authorities for trade waste, process engineers, environmental scientists, students and interested members of the public.

1.0 NOMENCLATURE

The Forum shall be named the “New Zealand Trade and Industrial Waters Forum Incorporated”.

1.1 Group Logo



2.0 OBJECTIVES

The objectives of the New Zealand Trade and Industrial Waters Forum Incorporated shall be to provide a forum for those interested in all aspects of liquid trade waste or leachate discharged to the environment from gaseous or solid trade waste and in particular;

- Trade waste utilisation or treatment in municipal and industrial treatment facilities.
- The protection of local and regional reticulation and associated infrastructure assets.
- The protection of the rivers and waterways in the natural environment including discharges to the marine environment.
- The operational and environmental issues of catchments, rivers, lakes and marine environments receiving discharge, runoff and/or by-products from industrial, agricultural and commercial forestry practices.

The New Zealand Trade and Industrial Waters Forum is to incorporate all different fields

of practice and interest, (e.g., cultural health, water quality, water quantity, toxins, biotoxins, leachate management, energy cogeneration, and environmental protection) enabling a multi-disciplinary and multi-cultural approach, in an integrated and holistic manner.

2.1 Key objectives of the New Zealand Trade and Industrial Waters Forum Incorporated are:

- a. To provide a national focus for all matters relating to liquid trade waste production, utilisation, receiving treatment and environmental discharge in New Zealand.
- b. To promote best practice and the sharing of technical knowledge in all aspects of Trade Waste management, environmental toxicity risk management, utilisation of trade waste for co-generation, wastewater treatment methods and practices throughout New Zealand.
- c. Promote relevant science and research, disseminate information, hold events and otherwise promote leadership and best practice in trade and industrial waste management among trade waste producers, professionals, academics, decision makers, regulatory authorities their appointed officers and the general public.
- d. Provide political and industry leadership towards achieving national consistency in government policies and programmes, local and regional consenting levels and consent monitoring methods affecting trade waste utilisation, treatment and discharge to the environment. Particularly with regard to environmental mitigation strategies for river, lake and marine discharge management, health risks and cultural requirements.
- e. To facilitate cross-disciplinary discussion with other professionals involved in trade waste management, health risk management and environmental management.
- f. To conduct all such lawful activities as are incidental, or conducive to the attainment of the objectives of The New Zealand Trade and Industrial Waters Forum and to conduct all the affairs of The New Zealand Trade and Industrial Waters Forum in a businesslike manner.
- g. To promote the value of water, the water industry, the Forum and its members to the general public and likeminded organisations.
- h. To build a common group of persons engaged in the trade waste sector of the water Industry, so that they can assist each other to effectively and efficiently carry out their important duties and responsibilities within the industry.
- i. To give effect to the principles of the Treaty of Waitangi.

3.0 QUALIFICATION FOR MEMBERSHIP

3.1 Membership of The New Zealand Trade and Industrial Waters Forum shall comprise individuals and organisations with an interest in industrial and agricultural trade waste production, treatment, utilisation and environmental discharge. The New Zealand Trade and Industrial Waters Forum will promote cooperation between the Forum, and among other interest groups in New Zealand and Oceania, Local council regulatory authorities, regional councils, Iwi and recreational users of New Zealand water environments.

3.2 Individuals may join as full members. Full membership is defined as being a registered member of the Forum who is also financially current with their annual subscription.

3.3 Organisations may join as Corporate Members.

3.4 Individuals may join as student members. Student membership is defined as an individual being currently enrolled at a NZ tertiary institution as well as a current financial and registered member of the NZTIW Forum.

4.0 APPLICATION FOR AND ELECTION TO MEMBERSHIP

- 4.1** Each application for individual membership of The New Zealand Trade and Industrial Waters Forum shall be forwarded by the applicant to the Forum on the current application form. The applicant concerned shall supply such details of their occupation, academic qualifications, experience and fields of interest, as the Board of The New Zealand Trade and Industrial Waters Forum may require.
- 4.2** Admission to membership of The New Zealand Trade and Industrial Waters Forum shall be at the discretion of the Board.
- 4.3** The Board may elect as a LIFE MEMBER any person, whether resident in New Zealand or otherwise, who has made an extraordinary contribution to The Forum and/or knowledge and understanding of trade waste management issues or river and environmental discharge practices. A person so elected shall have full membership rights of The Forum but shall not be required to pay any membership subscription.
- 4.4** The Board may elect as a Corporate Member any organisation that is willing to support the objectives of The New Zealand Trade and Industrial Waters Forum and is willing to be bound by the Rules of The Forum.

5. RESIGNATION, RE-ADMISSION AND FORFEITURE

- 5.1** Any member may, by notice in writing to the Forum resign from membership of The New Zealand Trade and Industrial Waters Forum after payment of all arrears of subscription and any other sums owed to The Forum.
- 5.2** A person who has ceased to be a member of The Forum for any reason may apply to the Forum for re-admission. Any such re-admission shall be at the discretion of the Board of The Forum, and may be made conditional on such terms as the Board sees fit to impose.
- 5.3** Where, in its opinion, any member has acted in a manner prejudicial to the interests of The Forum, the Board may recommend to the Forum such disciplinary measures, including forfeiture of membership, as it sees fit.

6.0 MANAGEMENT OF THE NEW ZEALAND TRADE AND INDUSTRIAL WATERS FORUM INCORPORATED

- 6.1** The affairs of The Forum shall be managed by a committee to be known as the Board of The New Zealand Trade and Industrial Waters Forum. (hereafter also referred to as The Board)
- 6.2** The Board shall comprise not less than four members and shall consist of the following Officers:
- ❖ A Chairman and the official title of this role of office shall be the term “President”
 - ❖ A Senior Vice President
 - ❖ A Junior Vice President
 - ❖ A Secretary
 - ❖ An Assistant Secretary
 - ❖ A Treasurer
 - ❖ A minimum of one and maximum of eight general Committee Persons

All Board members shall be full members of The New Zealand Trade and Industrial Waters Forum (see rule 3.4) or Life Members (4.3) and shall be elected by the

members of The New Zealand Trade and Industrial Waters Forum at the Annual General Meeting.

- 6.2.1** Trade waste officers shall appoint one member to act on the Board as their trade waste representative. This position is exempt from open vote by the general New Zealand Trade and Industrial Waters Forum membership.
 - 6.2.2** The Liquid and Hazardous waste operators may appoint one member to act on the Board as their Liquid and Hazardous waste representative. This position is exempt from open vote by the general New Zealand Trade and Industrial Waters Forum membership.
 - 6.2.3** The Board shall have no more than two members from professional industry consultancies.
 - 6.2.4** The Board shall have no more than two members from industry suppliers.
 - 6.2.5** The limitations of rules of membership shall not apply to members of the Board already in place as of 20 April 2016.
- 6.3** The Chairman of the Board shall be elected by and from members of the Board. No person shall hold the office of Chairman in any one term for more than three consecutive years.
- 6.3.1** To be eligible for nomination for the position of Chairperson, the nominee must have been on the New Zealand Trade and Industrial Waters Forum Board for at least the year prior to the Annual General Meeting and be current board member at the time of the Annual General Meeting.
- 6.4** To be eligible for nomination to either the position of Senior Vice-President or Junior Vice-President, the nominees must have been on the New Zealand Trade and Industrial Waters Forum Board for at least the year prior to the Annual General Meeting and be current board members at the time of the Annual General Meeting
- 6.5** Each member of the Board shall be elected or appointed to serve for one year, but may be re-elected or re-appointed any number of times.
- 6.6** The Board may co-opt further members of The Forum to serve on the Board in order to fill a vacancy not filled at an election, or to ensure that there is an adequate representation of all relevant disciplines and interests.
- 6.7** The Board shall appoint a Board member to perform the functions of Secretary of The New Zealand Trade and Industrial Waters Forum.
- 6.8** The Board may appoint a Board member to perform the functions of Treasurer of The New Zealand Trade and Industrial Waters Forum.
- 6.9** At meetings of the Board the quorum shall be the majority of the total numbers of the Board.

7. POWERS AND DUTIES OF THE BOARD

- 7.1** The Board shall meet as often as the business of The Forum may require, but not less than four times annually. Meetings may be face to face or by video or telephone conference.
- 7.2** The Board shall be responsible to the members of The Forum for the policy and administration of The Forum its powers shall include:-
- a.** The management of the affairs of The New Zealand Trade and Industrial Waters Forum, including establishing the rate of any annual subscription to be paid by

members. Rate changes shall be approved by majority vote at an annual or special general meeting. Notwithstanding that the Board may also maintain a no membership fee subscription policy

- b.** The arrangement of conferences, seminars and symposia.
- c.** The development of liaison with existing organisations with similar or related objects.
- d.** The publication of a periodic bulletin or newsletter.
- e.** The promotion of technical education in areas relating to the objects of The Forum by such means as discussions groups, technical papers and assistance to regulatory and educational authorities.
- f.** Assistance with the preparation of standard specifications, contract procedures, codes of practice and the like.
- g.** The promotion of regional and specialist sub-groups.
- h.** The preparation of public relations material for promulgation by The Forum.
- i.** The encouragement of research in terms of the objects of The Forum.
- j.** The expression of the views of The Forum on matters within The New Zealand Trade and Industrial Waters Forums' activities and interests.
- k.** The appointment of any necessary staff and the determination of the conditions of employment and remuneration levels for staff members.
- l.** Make decisions for the benefit of The New Zealand Trade and Industrial Waters Forum.

7.3 Subject to the overall jurisdiction of the Forum, the decisions of the Board on the interpretation of the Rules of The New Zealand Trade and Industrial Waters Forum, on all matters dealt with in accordance with these Rules, and on matters not provided for in these Rules, shall be final and binding on all members of The Forum.

7.4 The Board shall prepare an Annual Report, which shall be presented and approved at the Annual General Meeting.

7.5 Non-Attendance at Board Meetings

If any Committee Officer is absent from three (3) consecutive Board meetings without providing an explanation acceptable to the Board, that Officer may be deemed to have vacated the Office. The Board shall have power to grant leave of absence to any Committee Officer. If a Committee Officer wishes to resign, notification in writing must be forwarded to the Secretary.

7.6 Sub-Committee

The Board of the Forum may appoint sub-committees for any purpose it so desires and all such sub-committees shall be required to furnish to the Board, any information that may be requested.

7.7 By-Laws

The Board shall have the power to make such By-Laws as may be deemed necessary to carry out the management or achieve the objectives of the Forum. The By-Laws may be varied or rescinded at any time with the concurrence of Committee Officers at a properly constituted meeting of the Board.



Roles of Elected or Appointed Officers

8.0 Role of Chairman –

The Chairman is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Forum
- e. Providing a report on the operations of the Forum at each Annual General Meeting.
- f. Providing the deciding vote if a Board voting decision is tied – i.e In matters of voting if the Board is tied in a voting procedure the chairman shall be deemed to have a second or deciding vote.

8.1 Role of Secretary

- a. The Secretary of the Group shall keep minutes of the resolutions and proceedings of each Annual General Meeting and of all Board Meetings. Minutes of Board meetings shall contain a record of names of persons present at Board meetings.
- b. The Secretary shall conduct such correspondence as may be required by the Board.
- c. The Secretary shall keep a register of Forum members.
- d. The Secretary shall be responsible for any books, minutes and records, other than financial records, of the Group or other such records as may be required by the treasurer. The Secretary shall make available all information for inspection by Members of the Group upon receipt of written request for such information.
- e. The Secretary shall be responsible for developing duty statements for, and the direct supervision of, any administrative assistants.
- f. The Secretary shall be responsible for ensuring that all required information in the Incorporations Societies Act is forwarded to the Registrar as necessary including forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.

8.2 Role of Treasurer

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 9.0).
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Board as the Board determines.
- e. If the Annual General Meeting is greater than 6 months after the end of the financial year then the treasurer is to present an interim 6 monthly financial up date to the Annual General Meeting.

In addition there are specific financial roles for the treasurer in Rule 9.6

9.0 FINANCE

- 9.1** The financial year shall mean the period which commences on the first day of July in any year and end on the last day of June in the following year.
- 9.2** The subscription year shall be the same as the financial year (See 9.1).
- 9.3** Each member, except life members, shall pay an annual subscription if so decided by the members at an AGM. If the members decide to adopt a subscription for any given year .The annual subscription shall be due on the first day of October.
- 9.4** Any member whose annual subscription has not been paid by the first day of June in any subscription year shall cease to be considered a financial member of The Forum until the arrears of the subscription have been paid. When a member has failed to meet the accumulated arrears of subscription by the end of the following financial year, his or her name shall be deleted from the membership list.
- 9.5** The Forum shall not incur any liability other than those covered by the treasures set level of discretionary spending (see rule 9.6 (b) (ii)) without the specific or general approval of the Board of the Forum.

9.6 Finance Role of Treasurer

a. Sources of Income

Income shall be derived from Conference and seminar fees, advertising in the Forum Bulletin, sponsorship by Corporate and Individual Members, Research and project funding received by application to appropriate funding bodies, subscriptions from Members, donations and profits as a result of lawful fundraising activities.

b. Treasurer

(i) The Treasurer or professional authority appointed by the treasurer (e.g. a lawyer or conference company operating a trust account on behalf of the Forum) shall issue receipts for all monies received as required and shall pay those monies into a bank account held in the name of the Forum.

(ii) The Treasurer may spend at any time an amount determined by the Board for incidental or operating expenses.

(iii) All other monies to be expended shall be done so following approval by the Board at a properly constituted Meeting.

(iv) All accounts are to be counter signed by the Chairman or Secretary and Treasurer prior to being disbursed and a record of all such accounts and signatures is to be kept.

(v) The Treasurer shall be responsible for all financial records, documents and securities of the Forum. The Treasurer shall make available all information for inspection by Members of the Forum upon receipt of a written request for such information.

c. Reports

The Treasurer shall keep records to verify receipt and expenditure of all monies. The Treasurer when requested shall provide a report to a Board Meeting detailing the financial status of the Forum and all transactions completed in the period between meetings.

d. Auditor

The accounts of the Forum shall be submitted annually with a report to the Annual General Meeting. Further by Board request the accounts may be audited

by an auditor appointed by the Board and the audited accounts be presented to the Annual general meeting.

e. Financial Year

The financial year of the Association shall commence on 1 July and conclude on the 30th June annually.

10.0 INCOME AND BENEFITS

- a.** Any income, benefit or advantage shall be applied to the objectives of the organisation.
- b.** No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market).
- c.** The provisions and effect of this clause (10.0 (b)) shall not be removed from this document and shall be included and implied into any document replacing this document.

10.1 Unless otherwise requested by The New Zealand Trade and Industrial Waters Forum, and approved by the Forum, the Forum shall handle all the financial affairs of The New Zealand Trade and Industrial Waters Forum, including the collection of subscriptions, and shall keep a separate record of the income received and the expenditure incurred by The Forum.

10.2

- a.** Subject to the conditions of Rule 9.6, at the end of each financial year, the treasurer shall prepare an Annual Statement of Accounts which shall be sent to the Board.
- b.** The Board shall prepare an Annual Report for the year ended 30 September which shall be presented at the Annual General Meeting of The New Zealand Trade and Industrial Waters Forum.

10.3 In order that The New Zealand Trade and Industrial Waters Forum may be accorded full charitable status by the Department of Inland Revenue, no income, benefit, or advantage of any kind shall be derived by any member(s) of The New Zealand Trade and Industrial Waters Forum from any activity that The New Zealand Trade and Industrial Waters Forum may undertake.

11.0. ANNUAL GENERAL MEETING

11.1 The Annual General Meeting of The New Zealand Trade and Industrial Waters Forum shall be held once in each calendar year on a date and at a time and place decided by the Board. The meeting shall allow for the receiving of reports and balances, election of the Board and resolve any other business submitted prior to the actual meeting.

11.2 A notice which includes the date, time and place of the Annual General Meeting shall be notified to each member not less than 21 days before that meeting. An exception to this rule is the calling of a Special Meeting as set down in 12.0

11.3 Ten members shall form a quorum for an Annual General Meeting or a Special Meeting

11.4 Changes to Constitution;

- a.** A Notice of Motion to alter the Constitution must be in the form of a written petition and signed by a least twenty (20) Members. The petition must be received

by the Secretary at least 2 months prior to the Annual General Meeting to allow inclusion in a newsletter to be sent to all members. These proposals shall be dealt with at the Annual General Meeting or at a Special Meeting (see rule 12.0) called specifically for that purpose.

12.0. SPECIAL MEETING

- 12.1** A Special Meeting of The New Zealand Trade and Industrial Waters Forum may be called by the Board at any time and shall be called by that Board within 21 days, if demanded by not less than ten members or a quorum of Board members
- 12.2** A notice which includes the date, time and place of each Special Meeting, together with details of the business to be transacted at that meeting, shall be notified to each member not less than 14 days before the meeting.
- 12.3** Ten Full members shall form a quorum for each Special Meeting.
- 12.4** A Member may propose the calling of a Special Meeting to deal with a Notice of Motion or Notice of Motion to alter the Constitution. The proposal to call a Special Meeting must take the form of a written petition, must be signed by at least twenty (20) Members and must be forwarded to the Secretary for consideration by the Board at its next scheduled meeting. The Board shall review the proposal and for it to be successful, must obtain an affirmative vote from seventy-five percent (75%) of the current Board. An affirmative vote empowers the Chairperson to call a Special Meeting. Notice of a Special Meeting shall take the form of a newsletter sent to all members at least 14 days prior to the date of the Special Meeting. If the appropriate numbers of Board votes are not obtained, the Special Meeting will not be called and the Notice of Motion or Notice of Motion to alter the Constitution will be dealt with at the next Annual General Meeting.

13. VOTING AT MEETINGS

- 13.1** Any Full Member of The Forum unable to attend any General Meeting in person or electronically may appoint any other financial member to be a proxy, provided a proxy form is signed and delivered to the Secretary prior to the Meeting.
- 13.2** Any Full Member of The Forum present in person or via electronic means or represented by proxy at any General Meeting shall have the right to exercise only one vote on each motion before the meeting except that, when the votes are equally divided, the Chairman may exercise a casting vote in addition to his or her deliberative vote.
- 13.3** Voting on any motion before the meeting shall be by the voices, except that any member entitled to vote at the meeting may request a show of hands, and any ten per centum of such members may require a secret ballot. When a secret ballot is necessary, scrutineers for that ballot shall be elected by the meeting.
- 13.4 a.** A simple majority of the members voting shall decide any question unless the Rules provide otherwise.
- b.** At all Annual General Meetings or Special Meetings of the Forum, a vote may be cast on a Notice of Motion to alter the Constitution either in person at the Meeting or by a proxy vote. Only a Full Member or Life Member shall be eligible to vote either in person or by proxy. The Secretary shall forward to all members a copy of any Notice of Motion to alter the Constitution and a proxy form, at least 14 days prior to the Meeting. For a proxy vote to be considered, the completed and signed proxy form must reach the Secretary no later than one (1) working day before the meeting in respect of which the proxy is appointed.

c. A motion will be deemed carried if it receives a number of votes equivalent to seventy-five per cent (75%) of affirmative over negative votes.

13.5 At all Annual General or Special Meetings of the Forum, the Chairperson shall determine the sense of voting on issues other than a Notice of Motion to alter the Constitution, by tallying the votes for and against a proposal as determined either by a ballot or show of hands. A motion will be deemed carried if it receives a number of votes equivalent to fifty percent plus one (50% + 1) of affirmative over negative votes. In the event of a tied vote, the Chairperson shall also have a second or casting vote.

14.0. COMPLIANCE WITH RULES OF THE NEW ZEALAND TRADE AND INDUSTRIAL WATERS FORUM INCORPORATED – Members

14.1 Members of The New Zealand Trade and Industrial Waters Forum shall be bound by the Rules of The New Zealand Trade and Industrial Waters Forum and the form of application for membership shall contain a declaration in the following terms to be signed by each applicant:

1. For individual members:

“I wish to apply for membership of The New Zealand Trade and Industrial Waters Forum Incorporated and do hereby agree that, in the event of my admission, I will be governed by the Rules of The New Zealand Trade and Industrial Waters Forum Incorporated for the time being in force, or as they may hereafter be amended, and that I will promote the objects of The New Zealand Trade and Industrial Waters Forum Incorporated as far as may be in my power.”

2. For corporate members:

“As a responsible officer of xxxxxx I am authorised to state that it believes itself to be a proper organisation to be a corporate member of The New Zealand Trade and Industrial Waters Forum Incorporated and that it undertakes that, in the events of its admission, it will be governed by the Rules of The New Zealand Trade and Industrial Waters Forum Incorporated for the time being in force, or as they may hereafter be amended, and that it will promote the objects of The New Zealand Trade and Industrial Waters Forum Incorporated as far as may be in its powers.”

15. COMPLIANCE WITH THE RULES OF THE FORUM INCORPORATED - Board

15.1 In the exercise of any of the powers vested in the Board by these Rules, the Board shall ensure that all actions taken comply with the relevant Rules of the Forum.

16. COMMON SEAL

16.1 The Board shall provide a common seal for the Society and from time to time replace it with a new one.

16.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the Chairman and countersigned by the Secretary or a member of the Board.

17. ALTERATION OF RULES

17.1 An alteration to the Rules of The New Zealand Trade and Industrial Waters Forum may be recommended by a majority vote at an Annual or Special Meeting of The New Zealand Trade and Industrial Waters Forum, and that alteration shall become

effective if approved by the governing Board of the Forum.

17.2 No addition to, or alteration, or rescission of the rules shall be approved if it in any way affects the winding up Rule 18 and, no addition to, or alteration of the winding up Rule 18 shall be approved without the approval of the Inland Revenue Department.

17.3 No alteration, addition, rescission or substitution, which would alter the charitable nature of The New Zealand Trade and Industrial Waters Forum, shall be permitted.

18. WINDING UP THE NEW ZEALAND TRADE AND INDUSTRIAL WATERS FORUM INCORPORATED

18.1 The dissolution or liquidation of The New Zealand Trade and Industrial Waters Forum can be accomplished only by a resolution passed by not less than a two thirds majority of those members present at a Special Meeting called to consider such a resolution. Members shall be notified in writing of the wording of such a resolution not less than three weeks prior to the Special General Meeting.

18.2 After such liquidation is approved, the Board shall make recommendations to the governing Board of the Forum on distribution of The New Zealand Trade and Industrial Waters Forum's assets, always provided that no member of The New Zealand Trade and Industrial Waters Forum shall in any way benefit from any surplus on winding up. On winding-up, the funds of The New Zealand Trade and Industrial Waters Forum shall be distributed for charitable purposes within New Zealand.

19. ADOPTION OF CONSTITUTION

This Amended Constitution was adopted at the Annual General Meeting of the Forum held on 15 August 2023.