

**Road Controlling Authorities Forum (New Zealand)  
Constitution**

**March 2026**

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Unchanged content from previous Rules.

Modified content based on a mix of previous Rules and updated legislation.

New content based on updated legislation.

Road Efficiency Group content for closer scrutiny.

## 1 Introductory rules

### 1.1 Name

1.1.1 The name of the Society is Road Controlling Authorities Forum (New Zealand) Incorporated (in this **Constitution** referred to as the '**Society**').

### 1.2 Charitable status

1.2.1 The **Society** is registered as a charitable entity under the Charities Act 2005.

### 1.3 Definitions

1.3.1 In this **Constitution**, unless context requires otherwise, the following words and phrases have the following meanings:

- '**Act**' means the Incorporated Societies Act 2022 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.
- '**Annual General Meeting**' means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.
- '**Chairperson**' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.
- '**Constitution**' means the rules in this document.
- '**Deputy Chairperson**' means the Officer elected or appointed to deputise in the absence of the Chairperson.
- '**Executive Committee**' means the Society's governing body.
- '**General Meeting**' means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
- '**Interested Member**' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- '**Interests Register**' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- '**Matter**' means—
  - the Society's performance of its activities or exercise of its powers; or
  - an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- '**Member**' means an organisation that has been admitted to membership of the Society in accordance with this Constitution and whose name is entered in the Register of Members.
- '**Notice**' to Members includes any notice given by email, post, or courier.
- '**Officer**' means a natural person who is:
  - a member of the Executive Committee, or
  - occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

- **‘Officer (Administration)’** means the Officer responsible for the matters specifically noted in this Constitution.
- **‘Officer (Finance)’** means the Officer responsible for the matters specifically noted in this Constitution.
- **‘Register of Members’** means the register of Members kept under this Constitution as required by section 79 of the Act.
- **‘Special General Meeting’** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- **‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

#### **1.4 Purposes**

1.4.1 The key purpose of the Society is to be a knowledge community of Roading Asset Managers. The charitable aims and objectives of the Society to the extent they are a charitable purpose within New Zealand are:

- To grow, capture and transfer knowledge and expertise to ensure that appropriate skills and capability are maintained within our Member Organisations.
- To be the acknowledged point of contact between practitioners and researchers, policy developers, standard worker, and innovators in the pursuit of furthering and refining and embedding best practice.
- To benefit the public of New Zealand by developing and promoting nationally consistent asset management and Roading standards including approaches to improving safety.
- To enable Member Organisations to benchmark performance.
- To strengthen capability in the industry around being an exemplar client ensuring good performance around investment decisions, smart purchasing, procurement, balancing service levels and customer expectations.

1.4.2 For the avoidance of doubt, the objectives expressed in 1.4.1 are in no particular order or priority.

1.4.3 The Society’s objectives shall only be carried out in and to benefit people in New Zealand, however the Society may carry out activities outside New Zealand to promote the Society or the Society’s activities, but only if the Society believes such activities will be for the ultimate benefit of the people of New Zealand.

1.4.4 Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.

#### **1.5 Act and Regulations**

1.5.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

#### **1.6 Powers of the Society**

1.6.1 In addition to its statutory powers, the Society:

- may use its funds to pay the costs and expenses of furthering or carrying out its objectives, and for that purpose may employ such people as necessary;
- may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as necessary;
- may negotiate joint venture agreements and other contracts to achieve the Society’s objectives;
- may invest in any investment in which a trustee may invest;
- shall have the power to borrow or raise money by debenture, bonds, mortgage and other means with or without security. However, this borrowing power shall only be exercised by a resolution at a General Meeting of which 10 clear days prior written notice has been given to all Members;

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- shall have the power to establish subsidiaries, and incorporate companies of which it can be a shareholder, for assisting in the furtherance of the Society's objectives; and
- shall have the power to do all lawful acts and things incidental or conducive to the attainment of the Society's objects.

### **1.7 Restrictions on Society powers**

1.7.1 The Society must not be carried on for the financial gain or sole personal or individual benefit of any of its members.

### **1.8 Registered office**

1.8.1 The registered office of the Society shall be at such place in New Zealand as the Executive Committee from time to time determines.

1.8.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the Act.

### **1.9 Contact person**

1.9.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

1.9.2 The Society's contact person must be:

- at least 18 years of age, and
- ordinarily resident in New Zealand.

1.9.3 A contact person can be appointed by the Executive Committee or elected by the Members at a General Meeting.

1.9.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

1.9.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

## **2 Members**

### **2.1 Minimum number of members**

2.1.1 The Society shall maintain the minimum number of Members required by the Act.

### **2.2 New Members (organisations)**

2.2.1 Any Organisation may become a member of the Society, either by virtue of being entitled to be a Member, or upon application in accordance with this Constitution.

2.2.2 The following Organisations are entitled to be Members of the Society and shall be admitted as Members on provision of the information required by 2.4.1, and payment of the subscription in accordance with these rules:

- Any New Zealand local authority or council controlled organisation responsible for management roads.

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- The New Zealand Transport Agency.
- The Department of Conservation.
- Local Government New Zealand.
- Auckland Transport.
- Any New Zealand Local Authority Council Controlled Entity or Joint Venture responsible for managing roading infrastructure.

2.2.3 Any Organisation not mentioned in 2.2.2 may become a Member by applying to the Executive Committee and paying the subscription in accordance with this Constitution.

2.2.4 An individual belonging to a Member Organisation shall be described as representative of the Member Organisation. Any representative of a Member Organisation must have a professional interest in matters relating to roading and/or road safety.

### **2.3 Becoming a member: consent**

2.3.1 Every applicant for membership must consent in writing to becoming a Member.

### **2.4 Becoming a member: process**

2.4.1 To apply for membership of the Society, any Organisation who is not mentioned in 2.2.2 must apply in the form set out in Schedule 1. The application form must be lodged with the Officer (Administration) who must promptly refer the application to the Executive Committee.

2.4.2 The Executive Committee may accept or decline an application for membership from any Organisation who is not mentioned in 2.2.2 at its sole discretion. The Executive Committee must advise the applicant of its decision.

2.4.3 If the Executive Committee approves an application, the Officer (Administration) must promptly notify the applicant Organisation in writing requesting applicant pay the subscription. If the amount is received within 28 days after the date of the notice from the Officer (Administration), the Officer (Administration) must enter the name of the applicant Organisation in the register of members. The applicant Organisation is then a member of the Society and shall be known as a "Member Organisation".

### **2.5 Subscription**

2.5.1 From time to time the Executive Committee shall set the formula for calculation of the subscription payable by members, which shall include a differential relating to the population or other base to which the Organisation is accountable.

2.5.2 Members must pay the subscription within one month of receipt of a notice of subscription. The Executive Committee shall not issue a notice of subscription more frequently than twice in any twelve month period.

### **2.6 Register of Members**

2.6.1 Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

2.6.2 The Officer (Administration) shall keep and maintain a register of members in which shall be entered:

- the full name of each Member Organisation and its address;
- the name and contact detailed of the nominated contact person for each Member Organisation;
- the date of entry; and
- the signed written consent of every Member to become a Society Member.

2.6.3 The register shall be available for inspection and copying by Members upon request.

## **2.7 Ceasing to be a Member**

2.7.1 A Member ceases to be a Member:

- by resignation from that Member's class of membership by written notice signed by that Member to the Executive Committee, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the Executive Committee where—
- In the opinion of the Executive Committee the Member has brought the Society into disrepute.

2.7.2 With effect from (as applicable):

- the date of receipt of the Member's notice of resignation by the Executive Committee (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member's membership under this Constitution, or
- the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the Executive Committee and when a Member's membership has been terminated the Executive Committee shall promptly notify the former Member in writing.

2.7.3 The Executive Committee must promptly notify the Member of its resolution to expel or suspend the member and the grounds on which it was based.

## **2.8 Obligations once membership has ceased**

2.8.1 A Member who ceases to be a Member under this Constitution:

- remains liable to pay all subscriptions and other fees to the Society's next balance date,
- shall cease to hold himself or herself out as a Member of the Society, and
- shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a Society Member.

## **2.9 Becoming a Member again**

2.9.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Executive Committee.

2.9.2 But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Executive Committee.

# **3 Meetings**

## **3.1 Annual General Meeting**

3.1.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Executive Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

3.1.2 The business of an Annual General Meeting shall be :

- to confirm the minutes of the last Annual General Meeting and any General Meeting held since that meeting;
- to receive from the Executive Committee reports on the transactions of the Society during the last financial year;
- set any subscriptions for the current financial year; and
- to note the current Officers and composition of the Executive Committee; and
- consider any general business.

3.1.3 The Executive Committee must, at each Annual General Meeting, present the following information:

- an annual report on the operation and affairs of the Society during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.1.4 The Annual General Meeting must be held no later than the earlier of the following:

- 6 months after the balance date of the Society.
- 15 months after the previous Annual General Meeting.

3.1.5 The meeting may also transact any special business of which notice is given in accordance with this Constitution.

3.1.6 Written resolutions may not be passed in lieu of a General Meeting.

**3.2 Special General Meetings**

3.2.1 Any General Meeting of the Society except the Annual General Meeting is a Special General Meeting. The Executive Committee may convene a Special General Meeting whenever it thinks fit. Reference in these rules to General Meetings includes both Annual General Meetings and Special General Meetings.

**3.3 Special General Meeting at request of Members**

3.3.1 The Executive Committee must convene a special general meeting if not less than 3% of the total number of Member Organisations request the Officer (Administration) in writing to do so. The request must state the purpose of the meeting and must be signed by a representative of the Member Organisations making the request.

**3.4 Notice of meetings**

3.4.1 At least 14 Working Days before the date fixed for a General Meeting of the Society, the Officer (Administration) must send each member of the Society a Notice specifying the place, date and time of the meeting and the nature of the business to be transacted at it. The Notice must be sent to the address and for the attention of the contact person noted in the register of members.

3.4.2 The Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members did not receive the Notice of the General Meeting.

**3.5 Limitation on business to be transacted**

3.5.1 No business may be transacted at a General Meeting of the Society except the business specified in the notice of meeting. A Member who wants an item of business to be transacted at a General Meeting may give notice

of the business in writing to the Officer (Administration). The Officer (Administration) must include the business in the next notice of a General Meeting.

### **3.6 Meeting venue**

3.6.1 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

### **3.7 Quorum**

3.7.1 An item of business may not be transacted at a General Meeting unless a quorum of Member Organisations entitled to vote is present while the item is being transacted. The quorum is at least 20 Member Organisations represented. If a quorum is not present at the time for commencement of a meeting and is still not present half an hour later, the following rules apply:

- if the meeting was convened at the written request of Member Organisations, the meeting is automatically dissolved;
- in any other case, the meeting is adjourned to another time and at the same place unless the Chairperson specifies another place at the time of the adjournment or by a written notice given to members at least 24 hours before the date of the adjourned meeting.

3.7.2 If a quorum is not present at the time of the commencement of an adjourned meeting, and is still not present half an hour later, the quorum becomes 3 Member Organisations. If that quorum is not present, the meeting is automatically dissolved.

### **3.8 Chairperson at meetings**

3.8.1 Every General Meeting of the Society shall be chaired by the Chair of the REG Governance Group, or by a person nominated in accordance with the REG Governance Group Terms of Reference.

### **3.9 Adjournment of meetings**

3.9.1 The chairpersons of a General Meeting at which a quorum is present may adjourn the meeting with the consent of the quorum. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in the same manner as the original meeting (refer to 3.4).

3.9.2 No business may be transacted at an adjourned meeting except the business left unfinished at the original meeting.

### **3.10 Voting rights**

3.10.1 Any representative of a Member Organisation is entitled to vote on any question that is to be decided at a General Meeting, provided that the representative is present at the meeting.

3.10.2 If votes on a question are tied, the motion is lost. The Chairpersons of the meeting do not have a second or casting vote.

### **3.11 Voting by show of hands**

3.11.1 A question that is to be decided at a General Meeting of the Society is to be decided on a show of hands of representatives of Member Organisations present at the meeting.

3.11.2 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance or voting by remote ballot.

3.11.3 Unless a poll is demanded in accordance with 3.12, a declaration by one of the Chairpersons that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of the Society, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

3.11.4 All decisions made when a quorum is not present are not valid.

### **3.12 Demanding of poll**

3.12.1 If at least 3 Member Organisations entitled to vote at a General Meeting demand a poll on a question that is to be decided at the meeting, the chairpersons must comply with that demand. The demand may be made before a show of hands of representatives of Member Organisations or immediately after the chairpersons' declaration on a show of hands. In the latter case, the poll overrides the show.

3.12.2 A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately. Any other poll must be taken before the close of the meeting.

### **3.13 Entitlement to vote**

3.13.1 Any representative of a Member Organisation is entitled to vote at a General Meeting unless the Member Organisation by which he or she is employed or with which he or she is associated owes an amount to the Society that is overdue.

### **3.14 Minutes**

3.14.1 The Society must keep minutes of all General Meetings.

## **4 Executive Committee**

### **4.1 Executive Committee to manage the Society**

4.1.1 The Society's Executive Committee is the Road Efficiency Group (REG) Governance Group.

4.1.2 The Society is to be managed by the Executive Committee. The Executive Committee (being the REG Governance Group) may exercise all the powers of the Society except those that the rules require to be exercised at an Annual General Meeting or Special General Meeting.

4.1.3 The Executive Committee comprises a group of Officers, who will be equally responsible for the effective management of the Society.

4.1.4 Each person who is a member of the REG Governance Group is intended to be an Officer of the Society and a member of the Executive Committee, subject to satisfying the eligibility requirements, disqualification rules, and consent / certification requirements in this Constitution.

4.1.5 If a person appointed to the REG Governance Group is unable or unwilling to meet the Office requirements of this Constitution, that person is not an Officer of the Society, and must not act as an Officer for the Society.

4.1.6 The Executive Committee is intended to comprise representatives consistent with the REG Governance Group Terms of Reference (as amended from time to time). If there is any inconsistency between those Terms of Reference and this Constitution, this Constitution prevails for the governance of the Society.

4.1.7 The REG Governance Group is currently constituted in accordance with its Terms of Reference (2026), which provide for up to 8 members comprising:

- Chairperson.
- Two representatives appointed by the New Zealand Transport Agency.
- One representative appointed by Local Government New Zealand.
- Two representatives from Local Road Controlling Authority Representatives.
- Two Government-appointed independent members.

4.1.8 The Executive Committee shall have a minimum of 4 members.

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- 4.1.9 For the avoidance of doubt, the composition and governance of the REG Governance Group are governed by its Terms of Reference and may change from time to time. However, only those persons who meet the Officer eligibility requirements under this Constitution may act as members of the Executive Committee.
- 4.1.10 At all times more than half of the Officers must be natural persons who are authorised representatives of Member Organisations of the Society.
- 4.1.11 For the avoidance of doubt, an ‘independent member’ of the REG Governance Group is not a representative unless they also independently meet 4.1.8.
- 4.1.12 If the minimum number (see 4.1.8) and/or composition (see 4.1.9) requirements is not met, the Executive Committee must take immediate steps to restore compliance, including (without limitation) by appointing additional eligible Officers from Member representatives as temporary Officers until compliance is restored.
- 4.1.13 The Executive Committee will jointly appoint an Officer to each of the following roles:
- Officer (Administration).
  - Officer (Finance).
- 4.1.14 A list of the current Officers (including the members appointed to the Administration and Finance roles) will be included on the Society’s website.

### **4.2 Appointment of Officers**

- 4.2.1 The members of the REG Governance Group are appointed in accordance with the REG Governance Group Terms of Reference (as amended from time to time).
- 4.2.2 The REG Governance Group is intended to comprise a mix of representatives from local authorities, central government agencies, and independent members, as provided for in its Terms of Reference.
- 4.2.3 A person appointed to the REG Governance Group becomes an Officer of the Society only when they:
- provide written consent to be an Officer; and
  - certify that they are not disqualified from being an Officer under the Incorporated Societies Act 2022; and
  - agree to comply with this Constitution and the Society’s policies, including conflicts of interest.
- 4.2.4 A person who does not meet 4.2.1 must not act as an Officer or participate in Executive Committee decision making for the Society.
- 4.2.5 A list of the current Officers will be included on the Society’s website.

### **4.3 Executive Committee vacancy**

- 4.3.1 If:
- the Executive Committee has fewer Officers than required under this Constitution; or
  - the Executive Committee does not meet the minimum number requirement (see 4.1.8); or
  - the Executive Committee does not meet the composition requirement (see 4.1.9);
- then Members may, at a General Meeting, appoint temporary Officers, who meet eligibility requirements, for a defined term (e.g. until the next Annual General Meeting or until REG Governance Group appointments allow compliance), solely to ensure the Society remains properly governed and compliant.

### **4.4 Powers of the Executive Committee**

- 4.4.1 The Executive Committee has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of the Society, except those that the rules require to be exercised at an Annual General Meeting or Special General Meeting, and subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

#### **4.5 Functions of the Executive Committee**

4.5.1 From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Executive Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

4.5.2 Officer (Administration) functions include:

- keep minutes of the resolutions and proceedings of each General Meeting and each Executive Committee meeting;
- keep members of the Executive Committee informed promptly of all significant events;
- maintain regular communication with Members;
- provide information as may be requested from time to time by any Member;
- complete such other duties as the Executive Committee may determine from time to time.

4.5.3 Officer (Finance) functions include:

- collect all money due to the Society and make all payments authorised by the Society;
- keep accurate books and accounts of the financial affairs of the Society including full details of receipts and expenditure.

#### **4.6 Executive Committee meetings**

4.6.1 The Executive Committee will meet at least 4 times per year, with additional meetings convened by the Chair, or at the request of any Officer.

4.6.2 A quorum for an Executive Committee meeting is a majority of the current Officers, that quorum must include:

- the Chair (or Deputy Chair); and
- at least two Officers who are authorised representatives of Member Organisations.

If these requirements are not met, no business may be transacted.

4.6.3 Reasonable notice of meetings, the meeting agenda and supporting papers will be provided to all Officers.

4.6.4 Meetings may be conducted in-person, or by means of audio and visual communication by which all members participating and constituting a quorum can simultaneously hear each other throughout the meeting. Or by a combination of these methods.

4.6.5 Minutes of all meetings are to be made, confirmed by the Chair, and circulated to all Officers.

#### **4.7 Subcommittees**

4.7.1 The Executive Committee may appoint the Road Efficiency Group Leadership Group to be responsible for such purposes as the Executive Committee thinks fit.

4.7.2 The Executive Committee may appoint subcommittees of the Society consisting of such persons and for such purposes as the Executive Committee thinks fit. At least 2 members of every subcommittee must be representative of a Member Organisation. Subcommittees only have the powers conferred on them by the Executive Committee. Subcommittees may be known as 'Working Groups' or 'Reference Groups'.

#### **4.8 Indemnity**

4.8.1 The members of the Executive Committee and any subcommittee appointed under 4.7.1 or 4.7.2 shall at all times be held indemnified by the Society from and against all claims, acts, proceedings and damages made, suffered or sustained by an Executive Committee or subcommittee member as a result of his or her carrying out in good faith the requirements of the Executive Committee, subcommittee, or the Society.

## **5 Officers**

### **5.1 Qualifications of Officers**

5.1.1 Every Officer must be a natural person who:

- has consented in writing to be an Officer of the Society, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

5.1.2 Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Society, namely:

- A person who is under 16 years of age.
- A person who is an undischarged bankrupt.
- A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- A person who is disqualified from being a member of the governing body of a charitable entity under section 36C of the Charities Act 2005.
- A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - an offence under subpart 6 of Part 4 of the Act
  - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - an offence under section 143B of the Tax Administration Act 1994
  - an offence under section 22(2) of the Act
  - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

5.1.3 A person subject to:

- a banning order under subpart 7 of Part 4 of the Act, or
- an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
- a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

5.1.4 A person who is subject to an order that is substantially similar to an order referred to in the previous paragraph under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

5.1.5 A person who does not comply with any qualifications for Officers contained in this Constitution.

### **5.2 Officer's duties**

5.2.1 At all times each Officer:

- shall act in good faith and in what he or she believes to be the best interests of the Society,
- must exercise all powers for a proper purpose,
- must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,

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- when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - the nature of the Society,
  - the nature of the decision, and
  - the position of the Officer and the nature of the responsibilities undertaken by him or her
- must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

### **5.3 Vacation of office**

5.3.1 The office of an Officer becomes vacant if:

- the Officer resigns from Office by giving the Officer (Administration) notice in writing (If the Officer (Administration) resigns, then notice must be given to the chairperson of the Executive Committee); or
- the Officer ceases to be employed by or an authorised representative of their Member Organisation; or
- the Member Organisation the Officer represents ceases to be a member; or
- the Officer ceases to be a member of the REG Governance Group.
- the Officer becomes bankrupt; or
- the Officer dies.

### **5.4 Removal of Officers**

5.4.1 The Society may remove an Officer by resolution of Members at a General Meeting of the Society where in the opinion of the Executive Committee or the Society the Officer has:

- been absent from 2 consecutive committee meetings without leave of absence from the Executive Committee; or
- brought the Society into disrepute; or
- failed to disclose a conflict of interest; or
- seriously breached this Constitution or Officer duties under the Act.

5.4.2 Removal as an Officer of the Society does not of itself remove the person from any external role or membership on the REG Governance Group, however the person must cease acting as an Officer of the Society immediately upon removal.

5.4.3 The Officer must be given a reasonable opportunity to be heard before a removal decision is made, unless urgent action is required to protect the Society.

### **5.5 Conflicts of Interest**

5.5.1 An Officer or member of a subcommittee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- to the Executive Committee and or subcommittee, and
- in an Interests Register kept by the Executive Committee.

- 5.5.2 Disclosure must be made as soon as practicable after the Officer or member of a subcommittee becomes aware that they are interested in the Matter.
- 5.5.3 An Officer or member of a subcommittee who is an Interested Member regarding a Matter:
- must not vote or take part in the decision of the Executive Committee and/or subcommittee relating to the Matter unless all members of the Executive Committee who are not interested in the Matter consent; and
  - must not vote on that Matter and must not be counted in the quorum for that agenda item, unless the Executive Committee determines (and records) that the conflict is immaterial or can be adequately managed; and
  - must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Executive Committee who are not interested in the Matter consent; but
  - may take part in any discussion of the Executive Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Executive Committee and/or sub-committee (unless the Executive Committee and/or subcommittee decides otherwise).
- 5.5.4 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 5.5.5 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Executive Committee shall consider and determine the Matter.

## **6 Records**

### **6.1 Register of Members**

- 6.1.1 The Society shall keep an up-to-date Register of Members.
- 6.1.2 For each current Member, the information contained in the Register of Members shall include:
- Their name, and
  - The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - Their contact details, including:
    - A physical address or an electronic address, and
    - A telephone number.
- 6.1.3 The register will also include each Member's:
- postal address
  - email address (if any)
- 6.1.4 Every current Member shall promptly advise the Society of any change of the Member's contact details.
- 6.1.5 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
- The former Member's name, and
  - The date the former Member ceased to be a Member.

### **6.2 Interests Register**

- 6.2.1 The Executive Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any subcommittee.

### **6.3 Access to Information for Members**

6.3.1 A Member may at any time make a written request to the Society for information held by the Society.

6.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

6.3.3 The Society must, within a reasonable time after receiving a request —

- provide the information, or
- agree to provide the information within a specified period, or
- agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- refuse to provide the information, specifying the reasons for the refusal.

6.3.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- the information is not relevant to the operation or affairs of the society, or
- withholding the information is necessary to maintain legal professional privilege, or
- the disclosure of the information would, or would be likely to, breach an enactment, or
- the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
- the request for the information is frivolous or vexatious, or
- the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

6.3.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —

- that the Member will pay the charge; or
- that the Member considers the charge to be unreasonable.

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

## **7 Finances**

### **7.1 Control and Management**

7.1.1 The funds and property of the Society shall be:

- controlled, invested and disposed of by the Executive Committee, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Society.

7.1.2 The Executive Committee shall maintain bank accounts in the name of the Society.

7.1.3 All money received on account of the Society shall be banked within 7 Working Days of receipt.

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7.1.4 All accounts paid or for payment shall be submitted to the Executive Committee for approval of payment.

7.1.5 The Executive Committee must ensure that there are kept at all times accounting records that:

- correctly record the transactions of the Society, and
- allow the Society to produce financial statements that comply with the requirements of the Act, and
- would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

7.1.6 The Executive Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

7.1.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

### **7.2 Financial statements**

7.2.1 Every year a set of annual financial statements shall be prepared by or at the instigation of the Officer (Finance) showing all the receipts and expenditure of the Society since the preceding annual financial statements and shall include a general statement of the funds, effects, liabilities, assets and all mortgages, charges and securities of any description affecting any property of the Society.

7.2.2 The annual financial statements shall be audited prior to the annual general meeting in each year.

7.2.3 The annual financial statements shall be submitted to and approved by the members at the annual general meeting of the Society.

7.2.4 The Officer (Finance) shall send the annual financial statements and a certificate in the required form signed by him or her certifying that the annual financial statements have been approved, to the Registrar of Incorporated Societies.

### **7.3 Balance Date**

7.3.1 The Society's financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the Society's balance date).

### **7.4 Fees and expenses for Officers**

7.4.1 Officers shall be entitled to reimbursement of reasonable travel and other expenses incurred while on Society business, as approved by the Executive Committee.

7.4.2 The Officer (Administration) and the Officer (Finance) shall be entitled to reimbursement for the reasonable costs associated with the administration of the Society. These costs will be determined and agreed by the Executive Committee.

## **8 Dispute Resolution**

### **8.1 Meanings of Dispute and Complaint**

8.1.1 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.

8.1.2 The disagreement or conflict may be between any of the following persons:

- 2 or more Members
- 1 or more Members and the Society
- 1 or more Members and 1 or more Officers

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- 2 or more Officers
- 1 or more Officers and the Society
- 1 or more Members or Officers and the Society.

8.1.3 The disagreement or conflict relates to any of the following allegations:

- a Member or an Officer has engaged in misconduct
- a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

8.1.4 All Members (including the Executive Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

8.1.5 The complainant raising a dispute, and the Executive Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## 8.2 How complaint is made

8.2.1 A Member or an Officer may make a complaint by giving to the Executive Committee (or a complaints subcommittee) a notice in writing that:

- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- sets out any other information reasonably required by the Society.

8.2.2 The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that:

- states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation to which the dispute relates.

8.2.3 The information given under 8.2.2 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

8.2.4 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

## 8.3 Person who makes complaint has right to be heard

8.3.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

8.3.2 If the Society makes a complaint:

- the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
- an Officer may exercise that right on behalf of the Society.

8.3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:

- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

#### **8.4 Person who is subject of complaint has right to be heard**

8.4.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent'):

- has engaged in misconduct; or
- has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
- has damaged the rights or interests of a Member or the rights or interests of Members generally.

8.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

8.4.3 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

8.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **8.5 Investigating and determining dispute**

8.5.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

8.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

#### **8.6 Society may decide not to proceed further with complaint**

8.6.1 Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:

- the complaint is considered to be trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:
  - that a Member or an Officer has engaged in material misconduct;
  - that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;

- that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- there has been an undue delay in making the complaint.

## **8.7 Society may refer complaint**

8.7.1 The Society may refer a complaint to:

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

8.7.2 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## **8.8 Decision makers**

8.8.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

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

# **9 Liquidation and removal from the register**

## **9.1 Resolving to put society into liquidation**

9.1.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

9.1.2 The Executive Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

9.1.3 The Executive Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

9.1.4 Any resolution to put the Society into liquidation must be passed by a simple majority of all Members present and voting.

## **9.2 Resolving to apply for removal from the register**

9.2.1 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

9.2.2 The Executive Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

9.2.3 The Executive Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

9.2.4 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

### **9.3 Surplus assets**

- 9.3.1 If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

## **10 Alterations to the constitution**

### **10.1 Amending this constitution**

- 10.1.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
- 10.1.2 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.
- 10.1.3 At least 14 Working Days before the General Meeting at which any amendment is to be considered the Executive Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive Committee has.
- 10.1.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 10.1.5 If the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

## **11 Other**

### **11.1 Common seal**

- 11.1.1 The Society will have a common seal that must be kept in the custody of the Officer (Administration).
- 11.1.2 The common seal may be affixed to any document:
- by resolution of the Executive Committee, and must be countersigned by 2 Officers or
  - by such other means as the Executive Committee may resolve from time to time.

### **11.2 Liability of Members**

- 11.2.1 No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Society.

## **12 Transition to Road Efficiency Group Governance Group as Executive Committee**

- 12.1.1 Upon adoption of this Constitution at a Special General Meeting of the Society, the existing Executive Committee established under the previous Rules ceases to hold office.
- 12.1.2 From that date, the REG Governance Group becomes the Executive Committee of the Society, subject to each person meeting the Officer consent and eligibility requirements set out in this Constitution.
- 12.1.3 Any actions taken in good faith by the previous Executive Committee before adoption of this Constitution remain valid.
- 12.1.4 For the avoidance of doubt, nothing in this clause affects the external appointment processes of the REG Governance Group.

# Schedule 1

## Application for Membership of Road Controlling Authorities Forum (New Zealand) Incorporated

To: Officer (Administration)

Name of Organisation	
Address of Organisation	
Nature of Organisation	

Name of nominated contact person	
Contact person's title / designation	
Contact person's email address	
Contact person's phone number(s)	

The above Organisation applies for Membership of the Road Controlling Authorities Forum (New Zealand) Incorporated, and nominates the person named above as the contact person for the Organisation.

<hr/> <p>Signed for and on behalf of the Organisation</p> <p>Full name:</p> <p>Position:</p> <p>Date:</p>
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