

Special General Meeting of the Road Controlling Authorities Forum

Introduction

This Agenda Pack has been prepared for Members of the Road Controlling Authorities Forum (New Zealand) Incorporated (the Society) in advance of the Special General Meeting to be held on 24 March 2026.

The purpose of the Special General Meeting is to:

1. Address recent changes to the Society's Executive Committee membership;
2. Consider a proposed governance transition aligning the Executive Committee with the Road Efficiency Group (REG) Governance Group;
3. Consider, and if thought fit, adopt a revised Constitution to comply with the Incorporated Societies Act 2022; and
4. Endorse the Society's re-registration under the Incorporated Societies Act 2022.

The proposed constitutional amendments are required to ensure the Society meets the legislative requirements of the Incorporated Societies Act 2022, which requires all incorporated societies to re-register under the new Act. The opportunity has also been taken to clarify and modernise certain governance provisions and to formalise the proposed governance transition.

Members are encouraged to read this explanatory report together with the draft Constitution (March 2026 version) prior to the meeting.

Unless otherwise stated, resolutions require approval by a simple majority of Members present and voting. The resolution to adopt the revised Constitution is a special resolution and requires approval by at least 75% of Members present and voting.

Attachments

There are three attachments to this Agenda:

1. Updated Constitution (March 2026)
2. Annual Return Summary 2024/25
3. Performance Report and Audit Opinion 2024/25

Item 1 – Resignation of Executive Committee Members (for noting)

Two of the three Executive Committee Members have recently resigned their positions.

- Steven Mutton (Chair) resigned following his departure from NZTA and subsequent change of role with Auckland Council.
- Murray Burt resigned following his departure from Auckland Transport. As Murray is now employed by Auckland Airport, which is not a Member Organisation, he is no longer eligible to hold office under the Society's Rules.

The Executive Committee is therefore currently comprised of one remaining member, Alec Louverdis, who has agreed to act as the nominated Chairperson for the purposes of convening and conducting this Special General Meeting.

The resignations create a governance vacancy that must be addressed to ensure the Society continues to meet its governance obligations under the Incorporated Societies Act and its Constitution. The proposed governance transition outlined under Item 2 is intended to provide an orderly and sustainable governance arrangement going forward.

Members are asked to note the resignations.

Item 2 – Governance Transition to the REG Governance Group

Background

As noted under Item 1, two of the three Executive Committee members have resigned, resulting in a governance vacancy.

The draft Constitution (March 2026 version) proposes that the Road Efficiency Group (REG) Governance Group serve as the Executive Committee of the Society.

This change is intended to provide a sustainable governance structure that supports the continued operation and strategic direction of the Road Controlling Authorities Forum (RCAF).

Rationale for the Governance Transition

1. Sustainable Governance

The RCAF has historically relied on a small number of individuals to both govern and drive activity. The proposed model separates governance from operational and sector engagement activity.

By aligning governance with the REG Governance Group:

- Governance responsibilities sit with an established, sector-representative body;
- Governance continuity is strengthened;
- The burden of formal statutory governance obligations is reduced for volunteers; and
- Passionate contributors can focus on sector leadership, events, webinars and working groups rather than compliance obligations.

This change is intended to strengthen, not diminish, member involvement.

2. Protection and Ringfencing of Society funds

Under the proposed arrangements:

- RCAF funds will remain separately accounted for within REG;
- Funds will be ringfenced and used solely for RCAF purposes; and
- Expenditure decisions will continue to relate directly to RCAF activities and priorities.

This ensures financial integrity while enabling efficient administration.

3. Maintaining an Independent Sector Voice

Retaining RCAF as an incorporated society provides value to members because it:

- Preserves a forum owned by Road Controlling Authorities;
- Maintains the ability to take positions independent of government agencies and funding bodies;
- Ensures decisions can be made in the interests of the RCA sector; and
- Retains flexibility for future sector-led initiatives.

Proposed REG governance intends to support independence while ensuring compliance and sustainability.

Item 2 Resolution

That, subject to adoption of the Constitution dated March 2026, the Road Efficiency Group (REG) Governance Group serve as the Executive Committee of the Society in accordance with that Constitution.

Voting Requirement

This resolution requires approval by a simple majority of Members present and voting.

Item 3 – Adoption of Revised Constitution

Background

The Incorporated Societies Act 2022 requires all existing incorporated societies to re-register under the new Act.

To re-register, the Society must adopt a Constitution that complies with the requirements of the 2022 Act. If a compliant Constitution is not adopted and the Society does not re-register within the statutory timeframe, the Society may ultimately be removed from the Incorporated Societies Register.

The draft Constitution dated March 2026 has been prepared to:

- Ensure compliance with the Incorporated Societies Act 2022;
- Modernise and clarify governance provisions;
- Formalise the proposed governance transition to the REG Governance Group; and
- Update procedural and administrative provisions to reflect current practice.

Key Changes in the Proposed Constitution

1. Governance Structure

- The REG Governance Group will serve as the Executive Committee.
- The roles, powers, and responsibilities of officers are clarified.
- Clear procedures are included for appointment, removal, and conflicts of interest in accordance with the 2022 Act.

2. Officer Duties and Statutory Compliance

The Constitution incorporates the duties required under the Incorporated Societies Act 2022, including:

- Acting in good faith and in the best interests of the Society;
- Exercising powers for proper purposes;
- Managing conflicts of interest transparently; and
- Ensuring financial and reporting obligations are met.

3. Dispute Resolution Process

A compliant internal dispute resolution process is included, as required under the 2022 Act.

4. Financial Management and Reporting

Provisions relating to financial reporting, record-keeping, and accountability have been updated to reflect current legislative requirements.

5. Administrative Modernisation

Notice provisions, meeting procedures, and voting processes have been updated and clarified to align with contemporary practice.

Consequences if the Constitution is not Adopted

If the Society does not adopt a compliant Constitution and re-register:

- The Society risks eventual removal from the Incorporated Societies Register;
- The Society would cease to exist as a legal entity;
- The Society's assets could not be distributed to Members;
- Any remaining funds would be required to be transferred to another charitable or not-for-profit entity with similar purposes, in accordance with the existing Rules and applicable law; and
- Re-establishing the RCAF at a later date would require forming a new incorporated society and rebuilding governance and administrative arrangements from the beginning.

Failure to re-register would therefore result in the loss of the RCAF as a member-owned, independent sector forum.

Strategic Considerations

Adoption of the revised Constitution and re-registration enables:

- Continuation of the RCAF as an independent entity owned by Road Controlling Authorities;
- Retention of an independent platform capable of forming sector views separate from central government agencies and funding bodies;
- Preservation of accumulated funds for use on RCAF purposes; and
- A sustainable governance structure that strengthens long-term viability.

The proposed changes are intended to ensure compliance while positioning the RCAF to continue serving the sector into the future.

Item 3 Resolution

That the Constitution dated March 2026 be adopted in substitution for the existing Rules.

Voting Requirement

This is a special resolution and requires approval by at least 75% of Members present and voting.

Item 4 – Re-Registration under the Incorporated Societies Act 2022

Background

- Subject to adoption of the revised Constitution under Item 3, the Society must apply to re-register under the Incorporated Societies Act 2022 within the statutory timeframe.
- Re-registration is an administrative process that confirms the Society's continued incorporation under the new Act.
- This resolution authorises the Executive Committee to complete all necessary steps required to give effect to that re-registration.

Item 4 Resolution

That the Society endorse its re-registration under the Incorporated Societies Act 2022 and authorise the Executive Committee to undertake all actions necessary to effect that re-registration.

Voting Requirement

This resolution requires approval by a simple majority of Members present and voting.

Item 5 – Financial Statements (for noting)

The Society's financial statements, performance report, and audit opinion for the financial year ended 30 June 2025 are provided to Members for information.

These documents have previously been received and approved by the Executive Committee and submitted to Charities Services in accordance with applicable reporting requirements.

Subject to adoption of the revised Constitution, the Society's next financial reporting period will reflect the updated financial year end of 31 March 2026 and will be prepared and presented in accordance with the requirements of the new Constitution and applicable legislation.

No resolution is required in respect of these documents.

Members are asked to note the financial statements.