



# Canterbury Safety Charter

WORKING SAFELY TOGETHER

# RULES

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## RULES OF CANTERBURY SAFETY CHARTER INCORPORATED

### 1 DEFINITIONS

1.1 In these Rules, unless the context otherwise requires:

- 1.1.1 **AGM** means Annual General Meeting.
- 1.1.2 **Appointed Board Member** means a Board Member appointed by the Board Appointments Panel under rule 27.
- 1.1.3 **Board** means the Board of Canterbury Safety Charter Incorporated.
- 1.1.4 **Board Appointments Panel** means the Panel set out in rule 26.
- 1.1.5 **Board Member** means a member of the Board as specified in rule 18.
- 1.1.6 **Chairperson** means the Chairperson of the Board as elected by the Board
- 1.1.7 **Charter** means Canterbury Safety Charter Incorporated
- 1.1.8 **Charter Commitments** means the ten Charter Commitments.
- 1.1.9 **Co-opted Board Member** means a member of the Board described in rule 18.
- 1.1.10 **Elected Board Member** means a Board Member elected under rule 28.
- 1.1.11 **General Meeting** means an Annual General Meeting (AGM) or Special General Meeting (SGM).
- 1.1.12 **Government** means the New Zealand government and includes local government.
- 1.1.13 **Industry** means the construction and aligned industries in Canterbury and wider New Zealand.
- 1.1.14 **Member and Members** means and includes all classes of members of the Charter Incorporated described under rule 5.
- 1.1.15 **Membership Fees** are the fees referred to in rule 9.
- 1.1.16 **Objects** means the objects of Canterbury Safety Charter Incorporated described under rule 3.
- 1.1.17 **Ordinary Resolution** means a resolution passed by a majority of votes cast.
- 1.1.18 **Powers** means the powers of the Canterbury Safety Charter Incorporated specified in rule 4.
- 1.1.19 **Register** means the register of Members specified in rule 10.
- 1.1.20 **Rules** mean these rules.
- 1.1.21 **SGM** means a Special general meeting called in accordance with rule 12.
- 1.1.22 **Special Resolution** means a resolution passed by two-thirds of votes cast.
- 1.1.23 **Union** means unions and union members that represent wage and salary earners in the construction and aligned industries.

### 2 NAME

- 2.1 The name of the incorporated society is Canterbury Safety Charter Incorporated (**Charter**).
- 2.2 The registered office of the Charter shall be at the place as determined by the Board from time to time.

### 3 OBJECTS

- 3.1 The principal object of the Charter is to influence positive outcomes in health and safety practices in Canterbury and includes the following objects to.
- 3.1.1 work as a tripartite initiative of industry, union and government.
  - 3.1.2 support the health and safety of all workers.
  - 3.1.3 to foster a consistent and collective approach to health and safety on worksites.
  - 3.1.4 to encourage and support members to meet the charter commitments.
  - 3.1.5 to provide leadership and resources to grow health and safety capability in canterbury.
  - 3.1.6 to encourage and promote continuing professional development in health and safety.
  - 3.1.7 to support health and safety training programmes and education pathways.
  - 3.1.8 to equip members with tools in health and safety to help enable them to achieve best practice in health and safety.
  - 3.1.9 to encourage members to demonstrate a visible commitment to health and safety and hold themselves and their employees accountable for health and safety at all times.
  - 3.1.10 to promote and encourage robust, proactive and accurate health and safety reporting.
  - 3.1.11 to promote and encourage collaboration between members to improve health and safety.
  - 3.1.12 to promote the values of the Safety Charter:
- 3.2 Pecuniary gain is not an object of the Safety Charter.

### 4 POWERS

- 4.1 In addition to its statutory powers, and the powers set out elsewhere in these Rules, the Charter has the power to:
- 4.1.1 use such of its funds to pay the costs and expenses of furthering or carrying out its Objects.
  - 4.1.2 purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences.
  - 4.1.3 control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees.
  - 4.1.4 sell, lease, mortgage, charge or otherwise dispose of any property of the Charter and grant such rights and privileges over such property as it considers appropriate.
  - 4.1.5 determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise.
  - 4.1.6 produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Charter.
  - 4.1.7 make, alter, rescind, enforce these Rules and any bylaws, regulations, policies and procedures for the governance, management and operation of the Charter.
  - 4.1.8 determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and conduct hearings and impose sanctions and penalties.
  - 4.1.9 consider and settle disputes between Members in their capacity as members.
  - 4.1.10 determine who are its Members and withdraw, suspend or terminate membership.
  - 4.1.11 enter into, manage and terminate contracts or other arrangements with employees, Members and other persons and organisations.

- 4.1.12 assign functions to and/or enter into agreements with organisations such as Worksafe New Zealand, ACC and other relevant government organisations.
  - 4.1.13 delegate powers of the Charter to any person, Board, committee or sub-committee.
  - 4.1.14 purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Charter, or with which the Charter is authorised to amalgamate or generally for any purpose designed to benefit the Charter; and
  - 4.1.15 do any other acts or things which are incidental or conducive to the attainment of the Objects of the Charter.
- 4.2 Despite any other provision, the Charter shall only expend money to further its Objects. The Charter shall not expend money for the sole personal or individual benefit of any Member.
- 4.3 Any transactions between the Charter and any Member, or Board Member or any associated persons shall be at arms' length and in accordance with the prevailing commercial terms on which the Charter would deal with unassociated third parties. Any payments made in respect of such transactions must be limited to:
  - 4.3.1 a fair and reasonable reward for services performed.
  - 4.3.2 reimbursement of expenses properly incurred.
  - 4.3.3 usual professional, business, or trade charges; and
  - 4.3.4 interest at no more than current commercial rates.

## **5 MEMBERSHIP**

- 5.1 A member is a person (including any individual, partnership, limited company, sole trader, incorporated or unincorporated body) who applies and is accepted for membership of the Charter under rule 6.
- 5.2 Membership may comprise different classes of Members as determined by the Board from time to time.
- 5.3 Members have the rights and responsibilities set out in these Rules.

## **6 ADMISSION OF MEMBERS**

- 6.1 To become a member, a person (including any individual, partnership, limited company, sole trader, incorporated or unincorporated body) must:
  - 6.1.1 complete an application or sign-up form as provided by the Charter (whether written or electronic); and
  - 6.1.2 supply any other information the Board requires.
- 6.2 The Board may determine whether or not to admit an applicant to become a Member or may appoint a committee to determine whether or not to admit an applicant to become a Member.
- 6.3 The Board, or any committee appointed for that purpose, has complete discretion to decide whether to allow an application of membership. The Board, or any committee appointed for the purpose, shall advise the applicant of its decision, and that decision shall be final.
- 6.4 The Board may delegate its powers under rule 6.2 and rule 6.3 to the General Manager.

## **7 MEMBERSHIP RIGHTS AND OBLIGATIONS**

- 7.1 Members acknowledge and agree that:

- 7.1.1 members are bound by these Rules and by any regulations, bylaws, policies and procedures of the Charter as set by the Board from time to time.
  - 7.1.2 all Members shall promote the interests and Objects of the Charter and shall do nothing to bring the Charter into disrepute; and
  - 7.1.3 in order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in these Rules or as otherwise set by the Board from time to time, including payment of any membership or other fees within a required time period.
  - 7.1.4 Every member will appoint a key contact person to act on their behalf on Charter business.
- 7.2 The failure by a Member to comply with rule 7.1.33 may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by these Rules.

## 8 RESIGNATION AND TERMINATION OF MEMBERSHIP

- 8.1 A Member may resign by notice in writing to the Charter.
- 8.2 Membership may also be withdrawn, suspended or terminated by the [Board](#) if a Member fails to comply with these Rules including any codes of conduct or requirements set out in any regulations, bylaws, policies or procedures of the Charter or if a member acts in a manner which is considered by the Board to be harmful to the Charter or inconsistent with the standards of behaviour expected of a Member.
- 8.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of the Charter or in the absence of any relevant provisions then by a General Meeting of the Charter. If the issue goes to a General Meeting, then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.
- 8.4 A Member whose membership is terminated under these Rules shall:
  - 8.4.1 remain liable to pay all Membership Fees payable to the end of the financial year in which the membership was terminated.
  - 8.4.2 cease to hold himself or herself out as a Member of the Charter; and
  - 8.4.3 on the request of the Charter, return all material produced by the Charter (including any membership certificate, handbooks, and manuals).

## 9 MEMBERSHIP FEES

- 9.1 The Board shall determine:
  - 9.1.1 any membership or other fees payable by each Member.
  - 9.1.2 the due date for such fees; and
  - 9.1.3 the manner for payment of such fees.
- 9.2 The Board may base Membership Fees on the size of the business of the Member.

## 10 REGISTER OF MEMBERS

- 10.1 The Charter shall keep and maintain a Register in which shall be entered the full name, address, class of membership, key contact person of that member and their contact details, and the date of entry of each Member and any other details about each Member as agreed by that Member.

- 10.2 All Members shall provide the details listed in rule 10.1 and given written notice to the Charter of any change to those details when they occur.
- 10.3 The Charter may, at its discretion, provide Members with an electronic copy of the Register on request.

## **11 PRIVACY ACT**

- 11.1 All Members in joining the Charter are deemed to have consented to the Charter using information on the Register and other contact details provided to the Charter, for purposes reasonable for the Charter and its Objects.

## **12 GENERAL MEETINGS**

- 12.1 The AGM shall be held no later than July in each year at a time and place fixed by the Board.
- 12.2 Not less than thirty (30) days' notice shall be given by the Board (either in writing or by electronic means) to all Members of the place and time of a General Meeting and of any business to be transacted.
- 12.3 The Board may at any time call a SGM and they shall give notice to Members in accordance with rule 12.2.
- 12.4 SGMs may also be called by written requisition to the Board signed by not less than a quarter of the Signatories.
- 12.5 Any Member wishing to give notice of any motion for consideration at a General Meeting must forward written (electronic or otherwise) notice of the same to the Board not less than fifteen (15) clear days before the date of the meeting.

## **13 PROCEEDINGS AT GENERAL MEETINGS**

- 13.1 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be ten percent (10%) or 20, whichever is lower, of the Members who are present and entitled to vote. The quorum must be present at all times during the meeting.
- 13.2 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.
- 13.3 The business of the General Meeting shall include:
  - 13.3.1 to confirm the minutes of the previous General Meeting.
  - 13.3.2 to receive and consider the Board's annual report.
  - 13.3.3 to receive the financial statements for the financial year.
  - 13.3.4 to elect Board Members to fill vacant Elected Board Members positions.
  - 13.3.5 table and consider Member motions of which prior written notice has been given; and
  - 13.3.6 general business.
- 13.4 No Member shall be at liberty, without the consent of more than 50% of those Members (not including proxies) in attendance of the meeting, to move at any General Meeting any resolution relating to any special business not previously approved by the Board in accordance with rule 12.5.
- 13.5 Votes shall be exercised by each member (and in the case of a member being a legal entity by its nominated representative) as follows:

- 13.5.1 At General Meetings, voting shall be by the voices, by show of hands or, on demand of the Chairperson by secret ballot and on any secret ballot each member shall be entitled to one vote.
- 13.5.2 Unless otherwise required by these Rules, all questions shall be determined by an Ordinary Resolution of those present and voting at the General Meeting.
- 13.5.3 To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in rule 15.
- 13.5.4 A resolution passed by the required majority at any General Meeting or by postal ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

#### **14 PROXY VOTING**

- 14.1 A Member who is entitled to vote at General Meetings shall be entitled to vote either personally or by written (electronic or otherwise) proxy.
- 14.2 A notice appointing a proxy shall be in the form as specified by the Board from time to time, and shall be received by the Charter no later than forty-eight (48) hours before the time appointed in the notice for the meeting. A proxy for a Member appointed in accordance with this rule shall be entitled to attend, be heard and vote at a General Meeting, as if that proxy were a Member.

#### **15 POSTAL VOTING**

- 15.1 The Board may from time-to-time permit voting by Members on any resolution to be conducted by post.
- 15.2 The result of voting on any resolution conducted by post or email shall be as valid as if the resolution was passed at a General Meeting duly convened and held.
- 15.3 Postal voting includes voting by post, telephone, email, electronic submission or other form approved by the Board from time to time.

#### **16 CONTROL OF GENERAL MEETINGS**

- 16.1 The Chairperson of the Board of the Charter shall preside at the General Meeting. If the Chairperson is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- 16.2 All Members are eligible to be present and vote at a General Meeting in accordance with these Rules.

#### **17 BOARD**

- 17.1 The governance of the Charter shall be vested in the Board, which may exercise all the powers of the Charter and do all things which are not expressly required to be undertaken by the Charter at a General Meeting.

#### **18 MEMBERSHIP OF THE BOARD**

- 18.1 The Board shall comprise of:
  - 18.1.1 Two (2) persons elected by the AGM under rule 28 (Elected Board Members); and
  - 18.1.2 Two (2) persons appointed in accordance with rule 27 (Appointed Board Members); and



**18.1.3** Persons that may have been co-opted in accordance with Rule 18.2.

**18.2** The Board may also co-opt up to a maximum of 3 persons to sit on the Board as Board Members from time to time (Co-opted Board Members). Co-opted Board Members shall automatically retire from office at each AGM following their appointment but shall have the ability to be re-appointed as Co-opted Board Members at such AGM or at any other time.

## **19 INELIGIBILITY**

**19.1** A person seeking appointment, election, or to remain in office as an Appointed or Elected Board Member must be an existing Member or be associated or employed by an existing Member of the Charter. The following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

**19.1.1** A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.

**19.1.2** A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed).

**19.1.3** A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company or charity under the Companies Act 1993 or the Charities Act 2005.

**19.1.4** Any person who is prohibited from being an officer of an incorporated society under any New Zealand Act of Parliament.

**19.1.5** A person who is subject to a property order stating that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

**19.2** If any of the circumstances listed in rules 19.1.1 to 19.1.5 occur to a Board Member, that Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding of any of those circumstances against the Board Member. If a Board Member becomes or holds any position in rule 19.1 then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

**19.3** In addition, if a Board Member has been elected, appointed or co-opted to the Board on the express or implied basis of holding a certain position within an organisation, and that Board Member subsequently leaves that organisation, the Board may, but is not obliged to, review that Board member's role on the Board and request that Board member to resign from the Board if the Board considers that to be in the best interests of the Charter.

## **20 TERMS OF OFFICE OF BOARD MEMBERS**

**20.1** Subject to rule 20.3, the term of office for all Board Members shall be three (3) years, expiring on conclusion of the relevant AGM with the ability to be re-elected or re-appointed (as applicable).

**20.2** The first Board Members appointed and elected shall be equally staggered by appointment on a one (1), two (2) and three (3) year term so as to ensure a rotation of Board Members over a three (3) year period. If insufficient numbers of Board Members wish to voluntarily stand down by rotation or the Board is unable to otherwise decide amongst themselves who will stand down on rotation at any given time, the decision shall be made by drawing lots.

**20.3** A Board Member may not serve more than six (6) consecutive years as a Board Member. A Board Member's term shall expire on the AGM on or immediately following any Board Member's sixth (6<sup>th</sup>) year anniversary as a Board Member despite a term of appointment under rule 20.1 being due to run further.

- 20.4 Following the serving of six (6) years as a Board Member, such Board Member shall not be eligible to be re-elected or re-appointed (as applicable) for a period of three years following the end of that Board Member's service.

## **21 VACANCIES ON THE BOARD**

- 21.1 In the event of a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy, or the Board may leave the vacancy unfilled until the next AGM. If the vacancy is for six months or longer the Board must refer the appointment to the Board Appointments Panel which shall seek to fill the vacancy in accordance with rule 26.5, with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
- 21.2 The term of office for a person appointed as a Board Member to fill a vacancy under rule 21.1 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be filled in accordance with these Rules.

## **22 REMOVAL OF BOARD MEMBER**

- 22.1 The Members in an AGM that has this purpose as an agenda item or in a SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in rule 23.
- 22.2 Where the Board Member removed pursuant to rule 22.1 was an Appointed Board Member, the Board shall appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with rule 21.1.
- 22.3 Upon the Chairperson receiving a request for an SGM for the purpose of removing a Board Member, the Board shall send the notice to the Board Member concerned in addition to the Members in accordance with rule 12.2.
- 22.4 Following notification under rule 12.2 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 22.5 The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in rule 23 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- 22.5.1 The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office.
- 22.5.2 The Board Member affected by the proposed removal shall be given the opportunity prior to and at the Board Meeting to make submissions in writing and/or verbally to the Board about the proposed removal.

## **23 DUTIES OF THE BOARD**

- 23.1 The duties of each Board Member are to:
- 23.1.1 conduct and manage the business and affairs of the Charter.
- 23.1.2 exercise all the powers of the Charter as set out in rule 4;
- 23.1.3 do such other acts and things as it deems necessary or expedient for carrying out the business and promoting the Objects of the Charter.

- 23.1.4 regularly attend Board meetings and General Meetings of the Charter.
- 23.1.5 provide good governance for the Charter.
- 23.1.6 exercise the powers of the Board for proper purpose.
- 23.1.7 regularly monitor and review the performance of the Charter.
- 23.1.8 act in good faith and the best interests of the Charter at all times.
- 23.1.9 act, and ensure that the Charter acts, in accordance with these Rules.
- 23.1.10 formulate such bylaws, regulations, policies and procedures as are appropriate for the Charter.
- 23.1.11 where appropriate, engage in activities to promote, market, represent and fundraise for the Charter.
- 23.1.12 disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that he or she has such interest.
- 23.1.13 take such other steps as determined by the Board in respect of any interest specified in rule 23.1.12, which may include, without limitation, abstaining from deliberations and/or votes regarding such interest; and
- 23.1.14 not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
  - (a) as agreed by the Board for the purposes of the Charter.
  - (b) as required by law; or
  - (c) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993.

## 24 POWERS OF THE BOARD

- 24.1 The Board shall have the power to:
  - 24.1.1 appoint the Chairperson.
  - 24.1.2 define delegations of authority from the Board to employees of the Charter.
  - 24.1.3 adopt and review the strategic plan for the Charter.
  - 24.1.4 adopt and review the annual plan and budget for the Charter.
  - 24.1.5 Determine applications from individuals and organisations whether incorporated or unincorporated wishing to be Members of the Charter.
  - 24.1.6 hold meetings and forums for the Members, including General Meetings.
  - 24.1.7 establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority.
  - 24.1.8 subject to these Rules, fill vacancies on the Board, and any commissions, committees or other groups which are established by it.
  - 24.1.9 control expenditure and raise funds to fulfil the Objects of the Charter.
  - 24.1.10 open and operate in the name of the Charter such bank accounts as deemed necessary.
  - 24.1.11 make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with these Rules.
  - 24.1.12 engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board.

- 24.1.13 establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Charter.
  - 24.1.14 resolve and determine any disputes or matters not provided for in these Rules; and
  - 24.1.15 do all other acts and things which are within the powers and Objects of the Charter and which the Board considers are appropriate.
- 24.2 If any situation arises that, in the opinion of the Board, is not provided for in these Rules, any regulations, or the policies or procedures of the Charter, the matter will be determined by the Board.

## **25 BOARD MEETINGS AND PROCEDURE**

- 25.1 At its first meeting following the AGM, the Board must elect a Chairperson.
- 25.2 Except to the extent specified in these Rules, the Board shall regulate its own procedure.
- 25.3 The role of a Chairperson is to chair General Meetings and meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 25.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 25.5 The quorum for a Board meeting shall be a majority of the Board Members.
- 25.6 Each Board Member shall have one vote. All Board decisions shall be made by way of Ordinary Resolution by those participating. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 25.7 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 25.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 25.9 The Board may pay an honorarium and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the Charter's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.
- 25.10 Employees and other persons may be invited to attend and assist the Board at meetings, but such attendees shall not have a vote.

## **26 BOARD APPOINTMENTS PANEL**

- 26.1 There shall be a Board Appointments Panel comprising of the following three (3) people:
  - 26.1.1 One person being the Chairperson of the Board (or his or her nominee), or if he or she is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;

- 26.1.2 One nominee who is an independent professional who is experienced in governance and the functions and appointment process of directors and/or trustees in New Zealand, as determined by the Board: and
- 26.1.3 One nominee who is independent of the Board and who has an interest and understanding of the construction and aligned industries in New Zealand, as determined by the Board.
- 26.2 No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in rule 19.1.1 to rule 19.1.5 inclusive have occurred, or occur to that person, as if every reference to a Board Member in that rule is to an appointee to, or a member of, the Board Appointments Panel.
- 26.3 If the Board as a whole has been removed, resigns en-mass or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it shall be appointed by Constructions Health and Safety New Zealand (CHASNZ).
- 26.4 The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.
- 26.5 The Board Appointments Panel shall be independent of the Board and shall be responsible for:
  - 26.5.1 identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member.
  - 26.5.2 advertising and inviting members of the public to apply for appointment as an Appointed Board Member.
  - 26.5.3 receiving and assessing applications from candidates for appointment as Appointed Board Members (including undertaking such enquiries and holding interviews and meetings as it sees fit).
  - 26.5.4 deciding the candidates to be appointed as Appointed Board Members.
  - 26.5.5 receiving and assessing applications from candidates for election as Elected Board Members at a General Meeting (including undertaking such enquiries and holding interviews and meetings as it sees fit).
  - 26.5.6 recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicant(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration and vote by those present and entitled to vote at a General Meeting; and
  - 26.5.7 such other related matters as set out in any applicable regulations.
- 26.6 In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall do so based on merit and shall take into account the following factors about the applicant and the Board as a whole:
  - 26.6.1 Their prior experience as a director, trustee, or experience in any other governance role.
  - 26.6.2 Their knowledge of, and experience in health and safety in the construction and aligned industries generally, at international, national, and/or local level.
  - 26.6.3 Their occupational skills, abilities and experience.
  - 26.6.4 That the Objects of the Charter require it to work as a tripartite initiative of Industry, Union and Government.
  - 26.6.5 Their knowledge of, and experience in, not for profit organisations generally.
  - 26.6.6 The desire for conflicts of interest on the Board to be minimised.

- 26.6.7** The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally.
- 26.6.8** The desire for diversity on the Board.
- 26.7** No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 26.8** The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 26.9** The quorum for a meeting of the Board Appointments Panel shall be 3 members.
- 26.10** Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.
- 26.11** All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers he or she may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the Chairperson and if the Chairperson considers it appropriate to do so, he or she may require that member to vacate their position on the Board Appointments Panel. If the Chairperson considers he or she may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 26.12** Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in rule 26.1).
- 26.13** The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- 26.13.1** the member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the Chairperson.
  - 26.13.2** there are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process; or
  - 26.13.3** any of the circumstances listed in rule 19.1.1 to rule 19.1.5 have occurred to the member.
- 26.14** Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them the Board Member affected by the proposed removal and other members of the Board Appointment Panel shall be given the opportunity prior to and at the Board Meeting to make submissions in writing and/or verbally to the Board about the proposed removal.

## **27 APPOINTMENT AND ELECTION OF BOARD MEMBERS**

- 27.1** The Board Members shall be appointed and elected as follows:
- 27.1.1** The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least 90 days prior to the AGM.
  - 27.1.2** Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members or either) and received at the registered office of the Charter not less than 60 days before the date set for the AGM.
- 27.2** Upon receipt of any applications for vacancies for Board Member(s) positions, the Charter shall refer all the applications to the Board Appointments Panel.

- 27.3 The Board Appointments Panel shall undertake its responsibilities as set out in rule 26.5 and notify the Charter of the Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the AGM no later than 30 days' prior to the AGM.
- 27.4 Upon receipt of the notification from the Board Appointments Panel in rule 27.3 the Charter shall no later than 21 days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the AGM.
- 27.5 **Other Positions:** Applicants for positions as Board Members may not hold or continue to hold a position as an employee of the Charter if they are appointed or elected as a Board Member.

## 28 ELECTION OF ELECTED BOARD MEMBERS

- 28.1 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot.
- 28.2 If there are the same number of nominations as positions available or insufficient nominations for the positions, the position shall be left vacant and filled by the Board Appointments Panel.
- 28.3 Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.
- 28.4 If a secret ballot is to be undertaken, two scrutineers must be appointed at the General Meeting to count the votes.

## 29 FINANCES

- 29.1 The Board shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Board appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

## 30 COMMON SEAL

- 30.1 The common seal of the Charter shall be kept in the control of the Charter and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

## 31 ALTERATION OF RULES

- 31.1 These Rules may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.

## 32 APPLICATION OF INCOME

- 32.1 The income and property of the Charter shall be applied solely towards the promotion of the Objects of the Charter. No Member or person who is associated with a Member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage. The exceptions are where it is derived from:

- 32.1.1 professional services to the organisation carried out in the course of business that are charged at a rate that is not greater than current market rates, or
- 32.1.2 interest on money lent at a rate that is not greater than current market rates.

### 33 WINDING UP

- 33.1 The Charter may be wound up by Special Resolution at any General Meeting, provided that notice of the motion to wind the Safety Charter up is included in the notice of the General Meeting.
- 33.2 If the Charter is wound up:
  - 33.2.1 the Charter's debts, costs and liabilities shall be paid; and
  - 33.2.2 any property left after the organisation has been wound up or dissolved, and all its debts and liabilities paid shall not be paid to or distributed among the members of the organisation. It must be given or transferred to another organisation or body with similar objectives, or to some other charitable organisation or purpose within New Zealand as determined by the Board.

### 34 INDEMNITY

- 34.1 The Charter shall indemnify every member of the Board and other officers and employees of the Charter in respect of all liability arising from the proper performance of their functions connected with the Charter.