

RULES of the NEW ZEALAND NATIONAL COMMITTEE of CIGRE INCORPORATED
CIGRE is the International Council on Large Electric Systems, based in Paris, France.

1 NAME

- 1.1 The name of the Organisation shall be the New Zealand National Committee of CIGRE Incorporated (herein-after called the NZNC) as described in Article 16 of the International CIGRE Statutes.
- 1.2 The Organisation shall be registered as an Incorporated Society in terms of the Incorporated Societies Act 1908 of New Zealand.

2 DEFINITIONS

- 2.1 Administrative Council - The body appointed by the General Assembly of CIGRE members.
- 2.2 Central Office – The Paris based office of the International CIGRE organisation
- 2.3 Collective Member - The CIGRE member category as described in Article 4 of the Statutes
- 2.4 Event – Any function, seminar or conference organised by the NZNC
- 2.5 Executive - The governing body or Executive Committee of the NZNC.
- 2.6 Individual Member - The CIGRE member category as described in Article 4 of the Statutes
- 2.7 Member – A fully paid member of the New Zealand National Committee in good standing
- 2.8 NZNC – The term used for the body representing the New Zealand members of CIGRE
- 2.9 Rules – The procedures describing how the Statutes are implemented in CIGRE
- 2.10 Society – The New Zealand National Committee of CIGRE Incorporated.
- 2.11 Statutes – The documented regulations governing the operation of CIGRE International
- 2.12 Study Committee – The technical groups as described in Article 15 of the Statutes
- 2.13 Working Group – The technical groups appointed within each Study Committee

3 AIMS AND OBJECTS

- 3.1 The NZNC will represent CIGRE in New Zealand and comply with the Statutes of the International CIGRE organisation.
- 3.2 The aims and objects of the NZNC are in line with the Objectives of CIGRE as detailed in Article 2 of the International CIGRE Statutes.
- 3.3 The objects of the NZNC in New Zealand are further described as follows to:
 - Foster interest, within the New Zealand electricity supply industry, in the activities of CIGRE by encouraging local NZ CIGRE membership
 - Promote networking among NZNC Members and others in related fields

- Enhance the collective technical skills and knowledge of the electricity supply industry in New Zealand
- Develop and enhance co-operation with any other agencies or organisations with objectives similar to the NZNC.
- Encourage the presentation of papers at CIGRE events such as the Paris Sessions and at Study Committee and Working Group meetings
- Recommend to the Technical Committee of CIGRE the New Zealand Members who could become Members or Experts on relevant Study Committees
- Propose, when appropriate, Members for election to the Administrative Council in accordance with CIGRE Rules and Regulations
- Do such acts, matters or things as may be recognised or expedient for the purposes of the NZNC or conducive to the attainment of the objectives of the NZNC.

4 COMPOSITION

- 4.1 The NZNC is composed of one representative from each of the New Zealand CIGRE Collective Members together with each New Zealand Individual Member. The NZNC thus represents and comprises the entire Membership of CIGRE in New Zealand.
- 4.2 The name of the representative nominated by each of the Collective Members shall be notified in writing to the Secretary of the NZNC. Each representative shall have the right to nominate a deputy or proxy to act for the Collective Member at any NZNC meetings.
- 4.3 Some New Zealand Collective and Individual Members may have elected to remain or become Members of the Australian National Committee (ANC) of CIGRE. These Members shall notify the Secretary of the NZNC of their intention to continue as Members of the ANC by the end of January of each year.

5 MEMBERSHIP

- 5.1 All applications for Membership of CIGRE shall be made on the prescribed CIGRE form or in writing to the Secretary of the NZNC.
- 5.2 There are four categories of fee-paying Membership as per the CIGRE Statutes and Rules:
- Collective Members; Categories I and II (Category II Members are academic institutions)
 - Individual Members; Categories I and II (Category II Members are <35 years old)
- 5.3 Membership applications shall be considered by the Executive who may interview the membership applicant.
- 5.4 The Executive shall have complete discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision, and that decision shall be final. The Executive shall determine the appropriate category for membership.
- 5.5 The Executive may from time to time in its absolute discretion transfer members between classes of membership, and any such decision shall be final.

6 CANCELLATION OF MEMBERSHIP

- 6.1 Members must indicate their intention to resign from CIGRE in writing before the end of February of each year. No refund of Membership fees will be made for a particular year if Members resign from CIGRE after the end of February of that year.
- 6.2 The Executive may declare that a Member is no longer a Member (from the date of that declaration or such other date as may be specified) if the Member is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in liquidation or receivership.
- 6.3 After due enquiry and having given the Member the right to be heard, the Executive may by letter invite any Member within a specified time to retire for failure to comply with these Rules or any of the other duties of a Member. If the Member does not so retire, the Executive may recommend to a General Meeting that the Member can then be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that meeting may expel the member by resolution passed by a two-thirds majority of those present and voting.
- 6.4 A Member whose membership is terminated under rules 6.1, 6.2 or 6.3 shall remain liable to pay all subscriptions and levies to the end of the Society's then financial year.
- 6.5 Any former Member may apply for re-admission in the manner prescribed for new applicants, but if the former Member's membership was terminated under either of Rules 6.2 or 6.3, the applicant shall not be re-admitted without the approval of a General Meeting.

7 MEMBERSHIP ENTITLEMENTS

- 7.1 In addition to rights or entitlements conferred on Members by the Rules, Members shall, while they remain eligible to vote at General Meetings, have the following additional entitlements:
- acknowledgement in all publications of CIGRE and the NZNC, and
 - first right of refusal to sponsor, upon terms specified by the Executive, any publication, event, seminar, conference or function, and
 - specific acknowledgement as agreed by the Executive to sponsor any seminar, conference or other public function organised by or on behalf of the NZNC and sponsored by the Member.
- 7.2 Such acknowledgements and sponsorships shall be subject to the control of the Executive, shall not conflict with the Rules of CIGRE and the NZNC, or cause loss or damage to the NZNC, or to any Member, director or other officeholder of the NZNC, and shall comply with these Rules and any other applicable rules and regulations of the NZNC from time to time.
- 7.3 The Executive shall take all reasonable steps to ensure, to the extent possible, that such entitlements are shared on an equitable basis between all Members.

8 ANNUAL SUBSCRIPTIONS

- 8.1 The base annual CIGRE subscription fee per Membership Category for each financial year is determined by the International CIGRE General Assembly.
- 8.2 The Executive will determine any additional amount to be added to the base fee for NZNC Members to cover the administrative costs of providing Secretariat services. The amount may also take into account the approved work programme and budget for the next 12 month period as recommended by the Executive and approved by ordinary resolution (simple majority) of the NZNC in General Meetings from time to time.
- 8.3 Unless the Executive determines otherwise, the relevant annual subscription for any Member shall be paid in full by the Member on or before the last day of February each year. No Member shall be entitled to vote on any NZNC issue unless the annual subscription has been fully paid.
- 8.4 Members wishing to join the NZNC part way through the financial year will need to pay the full base International CIGRE subscription and a pro-rata amount of the additional NZNC subscription as determined above by the Executive.
- 8.5 A register of Members shall be kept by the Executive or Secretariat in which the names and current addresses of each Member shall be registered. The register shall be kept at the office of the NZNC.

9 ELECTION OF OFFICERS AND EXECUTORS

- 9.1 The Annual General Meeting shall elect a Chairman, Vice-Chairman, Secretary and Treasurer and between two and four other Executive Members, all of whom shall be the Society's Executive.
- 9.2 Written nominations for nominees under Rule 9.1 signed by a Member and accompanied by the written consent of the nominee shall be received by the Secretary not less than 14 clear days before the date of the Annual General Meeting. The Secretary shall circulate a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination. In the absence of sufficient valid nominations being received (and remaining current at the date of the Annual General Meeting) nominations may be made from the floor at the Annual General Meeting.
- 9.3 No Chairman shall serve for more than four consecutive years as Chairman.
- 9.4 If the position of any Executive Member becomes vacant between Annual General Meetings, that vacancy shall be filled by the Executive.

10 MANAGEMENT BY THE EXECUTIVE

- 10.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Executive which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.

- 10.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all of the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meetings.
- 10.3 The Executive shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the Chairman or Secretary.
- 10.4 All Executive meetings shall be chaired by the Chairman or in the Chairman's absence by the Vice-Chairman, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such Chairperson shall have a deliberative and casting vote.
- 10.5 The Executive may co-opt any Member to the Executive for a specific purpose, or for a limited period or generally until the next Annual General Meeting. The quorum for Executive meetings is at least half the number of the Executive members.
- 10.6 Only Executive members elected under Rule 9.1 or appointed under Rule 10.5 shall be counted in the quorum and be entitled to vote.
- 10.7 The Executive may appoint sub-committees consisting of such persons as it thinks fit and with or without the power to co-opt, but such sub-committees shall have no power to commit the Society to any financial expenditure without express authority by resolution of the Executive.
- 10.8 The Executive and any sub-committee may act by resolution approved by not less than five members of the Executive or sub-committee in the course of a telephone conference call or through a written ballot.
- 10.9 The Executive may from time to time make regulations for the conduct and control of Society activities,
- 10.10 The Chairman and, in the absence of the Chairman, the Vice-Chairman shall, in addition, to all other duties described in these Rules generally oversee and direct the affairs and business of the Society.
- 10.11 Other than prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 10.12 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- 10.13 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that office's successor all books, papers and other property of the Society possessed by such former officer.

11 SECRETARY

- 11.1 The Secretary shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what happened at that meeting.
- 11.2 The Secretary shall hold the Society's records, documents and books.
- 11.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.

12 EXECUTIVE MINUTES AND RECORDS

- 12.1 The Executive shall cause proper minutes to be kept of all proceedings of meetings of the NZNC, and the Executive. The minutes, after review by the Executive members, shall be signed by the Chairman and Secretary and be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.

13 REIMBURSEMENT FOR EXPENSES ONLY

- 13.1 Executive members shall not be entitled to any remuneration, but may be reimbursed for travel and other expenses they incur in relation to meetings of the Executive, or for tasks approved by the Executive, provided that any such reimbursement is approved in advance by resolution of the Executive.
- 13.2 In considering all the matters relating to the NZNC for its Members, unless otherwise mentioned herein, the Executive's decision shall be final provided that it is not in conflict with the Statutes of CIGRE.

14 FINANCIAL

- 14.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- 14.2 The Executive shall maintain bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by any one of the Treasurer, Chairman or Vice-Chairman and countersigned by some other member of the Executive.
- 14.3 All money received on account of the Society shall be banked within seven days of receipt.
- 14.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 14.5 The Society's financial year shall commence on 1 January of each year and end on 31 December of the same year.
- 14.6 The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Society of Accountants and not a member of the Society) to audit the annual

accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

14.7 Annual subscriptions become due for payment at the beginning of the financial year and shall be payable to the Treasurer or Secretary by the end of February.

14.8 The activities of the Society shall not be conducted or carried on for the purpose of earning a profit. Its income and property shall be applied solely towards the promotion of the purpose and objectives of the Society.

14.9 Each Member of the Executive, every office bearer and every servant of the NZNC shall be indemnified by the NZNC against all costs, losses and expenses incurred in the exercise in good faith of his/her office.

15 GENERAL AND SPECIAL MEETINGS

15.1 Annual General Meeting (AGM)

The Executive shall call an AGM in the third calendar quarter of each year. Notices in writing of the date, time and place of the meeting together with an agenda, details of remits, details of proposed changes to the Rules and postal and proxy voting forms, shall be sent to each Member not less than one calendar month prior to the date of the AGM.

15.2 The NZNC AGM and Special General Meetings of Members of the NZNC require a quorum of 10 or a third of the Members, whichever is the smaller, including proxies.

15.3 A Special General Meeting of Members may be called in writing sent to the Executive and signed by not less than 10 financial Members or a third of the Membership, whichever is the smaller.

15.4 The normal rules of meeting shall apply unless otherwise specified. Decisions shall be by simple majority, the Chairman having a casting vote. The decision shall be binding on the NZNC

15.5 Proxy/Postal Voting

A Member shall be entitled to vote by written proxy in favour of another Member who is present, but no other proxy voting shall be permitted.

15.6 Procedure at Meetings

At the AGM and all General or Special meetings the Chairman, or in that person's absence the Vice-Chairman shall take the chair.

Each Individual Member shall be entitled to one vote, one representative of each Academic Member (Category II Collective Members) to two votes and one representative of each Category I Collective Member to five votes. A Member having been duly appointed to vote as a proxy may record the appropriate votes for each Member by whom he or she has been so appointed. Except where otherwise provided in these Rules, the majority of all votes cast shall decide all questions.

The mode of voting at all meetings shall be by voice, show of hands or, where required, by an open ballot provided that any Member may demand (before the declaration of the result of a vote by a show of hands or immediately afterwards) a secret ballot, which shall be taken immediately.

If a resolution is put to the vote by a show of hands, a declaration by the Chairman that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the NZNC minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.

15.7 The business of the Annual General Meeting shall be:

- a) Minutes of the previous General Meeting(s);
- b) Annual Report of the Chairman;
- c) Statement of accounts;
- d) Election of officers;
- e) Motions of which notice has been given;
- f) Approval of plans for the balance of the current and next calendar years;
- g) General business; and
- h) Place of next Annual General Meeting.

15.8 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 21 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to Members in respect thereof.

16 REGISTERED OFFICE

16.1 The registered office of the NZNC shall be at such place as the Executive shall from time to time determine.

17 COMMON SEAL

17.1 The Executive shall obtain a common seal for the use of the NZNC which shall be retained by the Secretary.

17.2 Documents shall be executed by the Society pursuant to a resolution of the Executive:

- a) By affixing the Common Seal, if any, witnessed by any one of the Chairman, Vice-Chairman or Secretary and countersigned by some other member of the Executive, or
- b) By any one of the Chairman, Vice-Chairman or Secretary and some other Member of the Executive signing on behalf of the Society.

18 BY-LAWS

18.1 The Executive may from time to time prepare draft by-laws and recommend these for adoption by the NZNC at the AGM.

19 LIABILITY OF MEMBERS

19.1 No action in law shall lie in favour of any Member against any other Member, or the Executive, or any Executive member or other office holder in respect of any matter or thing done or omitted to be done pursuant to these Rules, notwithstanding any irregularity or informality in the observance of these Rules (except in respect of any loss or expense arising from the wilful default of the person against whom such action is taken.)

19.2 No Member shall be under any liability in respect of any contract or other obligation made or incurred by the NZNC or the Executive.

20 LIQUIDATION

20.1 The NZNC may be wound up in accordance with the Incorporated Societies Act. If, upon such winding up, any property and/or assets remains after satisfaction of all debts and liabilities of the NZNC, then such property and/or assets shall be disposed of in accordance with the Incorporated Societies Act 1908 or in the manner directed by a resolution of the NZNC to another organisation or individual within New Zealand with the same or similar objects to the NZNC and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on this NZNC.

21 AMENDMENTS TO THE RULES

21.1 Amendments to the Rules shall be confirmed only at the NZNC AGM or at an NZNC Special General Meeting called for that purpose. Any changes shall not affect the non profit aims, personal benefit or winding up clauses of the Rules.

21.2 Proposed amendments involving conditions, alterations or the rescission of parts of the Rules shall require the supporting signatures of at least 10 financial Members of the NZNC which shall be forwarded to the Secretary not less than one calendar month prior to the NZNC AGM or Special General Meeting and be accompanied by a written explanation of the reasons for the proposal. The proposed amendments shall be distributed to Members in writing together with postal and proxy voting forms, a statement of the reasons for the proposal and any recommendations from the Executive in respect thereof not less than two weeks prior to the meeting

21.3 Amendments to the Rules shall require confirmation by not less than two-thirds of financial Members either attending the meeting or voting by postal, email or proxy ballot

21.4 No such amendment, addition or rescission shall be valid unless and until accepted by the Registrar of Incorporated Societies.