

NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION (NEW ZEALAND) INCORPORATED

CONSTITUTION

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1	NAME	4
2	OBJECTS AND VALUES	4
3	INTERPRETATION	5
4	MEMBERSHIP	6
5	PROCEDURE FOR ADMISSION TO MEMBERSHIP AND ANNUAL FEES	6
6	REGISTER OF MEMBERS	7
7	GOVERNANCE BOARD	8
8	SECRETARY AND TREASURER	10
9	ELECTION OF PRESIDENT AND OTHER ELECTED ROLES	10
10	MEETINGS OF GOVERNANCE BOARD	13
11	PROCEDURE AT GOVERNANCE BOARD MEETINGS	14
12	GOVERNANCE BOARD RESOLUTION IN LIEU OF MEETING	14
13	BY-LAWS	14
14	REGIONAL BRANCHES	14
15	BRANCH COMMITTEES	15
16	POWERS AND FUNCTIONS OF BRANCH COMMITTEES	15
17	BRANCH COMMITTEE PROCEDURES	16
18	ANNUAL BRANCH MEETINGS	16
19	ANNUAL GENERAL MEETING	16
20	SPECIAL GENERAL MEETING	17
21	OTHER GENERAL MEETINGS	17
22	PROCEDURE AT GENERAL MEETINGS	18
23	RESOLUTION IN LIEU OF MEETING	18
24	ACCOUNTS	19
25	CONTROL OF FINANCES	19
26	MINUTES	20
27	REGISTERED OFFICE	20
28	ALTERATION OF CONSTITUTION	20
29	INDEMNITY	21
30	REMUNERATION AND REIMBURSEMENT	21

31 DISPUTE RESOLUTION 21

32 DISSOLUTION 23

1 NAME

1.1 The name of the association is National Association of Women in Construction (New Zealand) Incorporated, (NAWIC).

2 OBJECTS AND VALUES

2.1 The primary charitable purpose of NAWIC is to:

- (a) Advance education in the construction industry and benefit the community;
- (b) unite women who are involved in the construction industry for their mutual benefit and support; and
- (c) promote the involvement of women in the construction industry.

2.2 The objects of NAWIC, in furtherance of the charitable purpose, include to:

- (a) promote co-operation, connection and networking among NAWIC members and potential members;
- (b) advance and promote education and contribute to the betterment of the construction industry;
- (c) collaborate with industry leaders and subject matter experts to share training and education opportunities within the construction sector;
- (d) encourage women to pursue, establish and sustain their careers in the construction industry;
- (e) provide members with an awareness of issues that relate to the construction industry;
- (f) promote improvement of the construction industry for women;
- (g) publish and circulate, and to assist and support the publication, and circulation of, content relating to the construction industry as NAWIC considers appropriate to support the objects and purpose;
- (h) provide mentoring and support for members, where appropriate;
- (i) elevate the value and visibility of NAWIC and of the women who work in the construction sector, including through recognising and celebrating achievements of women who work in the construction sector, and people supporting women in the construction sector;
- (j) liaise and co-operate with bodies having objects similar to those of NAWIC, or which are mutually beneficial to the objects and purpose of NAWIC;
- (k) affiliate with bodies having objects similar to those of NAWIC, where appropriate;
- (l) apply the income and property of NAWIC solely towards achieving the charitable purpose and objects of NAWIC;
- (m) invest the funds of NAWIC that are not immediately required in such manner as NAWIC shall determine appropriate;

- (n) promote equitable opportunities and representation in the sector; and
- (o) raise or borrow money for the furtherance of the charitable objects of NAWIC, in such manner as NAWIC considers appropriate.

2.3 For the purposes of carrying out the charitable purpose and objects, NAWIC shall (subject to all applicable law) have the rights, powers and privileges of a natural person and the power to do any other act or thing that an incorporated society is permitted to do by any enactment or rule of law.

3 INTERPRETATION

3.1 In the interpretation of these rules, unless the context otherwise requires:

- (a) Act means the Incorporated Societies Act 2022.
- (b) Annual General Meeting means the annual general meeting of NAWIC.
- (c) Board Member means one of the persons on the Governance Board and for the avoidance of doubt, includes the President, however, wherever Board Member is referred to in the context of votes required, excludes Board Members without voting rights.
- (d) Branch means a regional branch of NAWIC established in accordance with this Constitution.
- (e) Branch Committee means the committee that carries out the role of the Branch Committee for each Branch.
- (f) Branch Chair means one or more persons elected by the Branch Committee in each Branch to perform the role of Branch Chair.
- (g) Chair means the person elected by the Governance Board to convene meetings and to perform the role of Chair as set out in this Constitution.
- (h) Constitution means this constitution as adopted or as from time to time amended, and where appropriate includes any by-law made by the Governance Board under this Constitution.
- (i) Financial Year means the period from 1 July in one year to 30 June in the following year.
- (j) General Meeting means an Annual General Meeting, Special General Meeting, or an Annual Regional Meeting.
- (k) Governance Board means the body constituted as set out in clause 7.4.
- (l) Immediate Past President means the Member who was elected to perform the role of President and who is in their final year of the term, having performed the role of President in the year immediately prior.
- (m) Member means a member of NAWIC under any category of member.
- (n) Officer means any Board Member, the Secretary and Treasurer.
- (o) President means the Member who is elected for the position of President and who has commenced the term in the role of President in accordance with clause 9.17 or otherwise as stated in this Constitution.

- (p) President Elect means the Member who is elected for the position of President and who is designated the President Elect under clause 9.17.
- (q) Registered Office means the registered office of NAWIC as determined under clause 27.
- (r) Secretary means the member either elected or appointed for the time being as the secretary of NAWIC. For the avoidance of doubt, the Secretary does not have to be on the Governance Board.
- (s) Subscription Year means in respect of each member, a period of 365 calendar days commencing on the date when the annual fee is payable by that member.
- (t) Treasurer means the person appointed for the time being as the Treasurer of NAWIC. For the avoidance of doubt, the Treasurer does not have to be on the Governance Board.
- (u) Working Day means any day other than:
 - (i) A public holiday including any regional anniversary day observed in Wellington;
 - (ii) A Saturday or Sunday; and
 - (iii) Any day between 24 December in any year and 5 January of the following year (including those dates).

3.2 In the event of any difference of opinion as to the interpretation of this constitution, the question shall be decided by the Governance Board and its decision shall be final.

4 MEMBERSHIP

4.1 There shall be three categories of membership, as well as any additional membership category determined appropriate by the Governance Board from time to time and advertised by NAWIC. The requirements for admission as a member of each category are as prescribed by the Governance Board from time to time:

- (a) Individual members – being any individual person;
- (b) Student members – being a person who is undertaking full-time training to complete a qualification that is directly relevant to the construction industry and/or who is a student participating in a construction-related course; and
- (c) Lifetime members – being a person who has been bestowed lifetime membership by the Governance Board on account of their distinction and eminence or contribution to NAWIC or the construction industry. Lifetime Members shall not be required to pay any subscription.

5 PROCEDURE FOR ADMISSION TO MEMBERSHIP AND ANNUAL FEES

- 5.1 Any person wishing to be admitted as a member shall complete an application in the form prescribed by the Governance Board from time to time and submit it directly to the Treasurer or in accordance with any other manner published by NAWIC on its website. The application must nominate the Branch that the applicant wishes to join.
- 5.2 The Treasurer shall approve the applicant as a member if the membership criteria established under and in accordance with this Constitution is met.

- 5.3 If the applicant is accepted for membership, the Treasurer shall send to the applicant written notice of the acceptance and that person shall be admitted as a member on payment of the annual subscription for the Subscription Year. The annual subscription may be required at the same time as the application and shall be refunded if the applicant is not accepted for membership.
- 5.4 Applying for an award administered by NAWIC constitutes an application to join NAWIC for the purposes of clause 5.1, as long as it is clear in the terms and conditions relating to the award that application for the award is treated as application for membership..
- 5.5 The annual subscription fee is payable each year by the date that is the one year anniversary of the Member joining NAWIC. If any member fails to pay the annual subscription within three months after it becomes due, that Member may have their membership revoked.
- 5.6 The annual subscription fee shall be the amount determined by the National Council, which may be adjusted not more frequently than once per year and notified to Members and published by NAWIC on its website.
- 5.7 The National Council shall receive subscription fees from Members and provide a proportion of those subscription fees to the Branch Committees (in the proportion determined as appropriate by the Governance Board, and which may be a different proportion for each Branch). The Branch Committees shall use the fees for the administration of the Branch and Branch activities, and in accordance with the charitable purpose and objects of NAWIC. The payment to the Branch Committees may be made in periodic lump sums no less frequently than once per year and aggregate all fees paid since the previous payment to the Branch Committee.
- 5.8 Notwithstanding clause 5.7, the Governance Board may make additional lump sum payments to any Branch Committees for the purposes set out in clause 5.7 in amounts that are not related to membership fees associated with the relevant Branch.
- 5.9 A Member may retire their membership from NAWIC by notice in writing to the Treasurer or by way of other notified means of cancellation of membership or allowing their membership to lapse, however, shall not be entitled to any refund of the subscription except at the absolute discretion of the Governance Board.
- 5.10 Provided the dispute process in clause 31 is followed, the determination of any complaint or dispute may result in the immediate termination of the Member's membership and exclusion from NAWIC for any period determined pursuant to that process, without entitlement to refund.
- 5.11 The Secretary will advise the Branch Chair of the relevant Branch the date at which any Member is excluded from NAWIC under 5.9 or 5.10.
- 5.12 The Governance Board may designate a membership manager to assist with the processing and administration of memberships, in which case any role of the Treasurer as set out in this section may be performed by that person.

6 REGISTER OF MEMBERS

- 6.1 The Treasurer shall keep a register of all members. The register shall contain the names, addresses and occupations of members (provided such information has been provided), and the date of their membership anniversary for calculation of when fees are due.
- 6.2 Email communication regarding NAWIC national items of business, intended for distribution to the whole membership is to be managed by the Secretary.

7 GOVERNANCE BOARD

Role and function of the Governance Board

7.1 The committee of NAWIC, referred to as the Governance Board shall govern NAWIC including administering the affairs, income and property of NAWIC. The Governance Board shall have all powers necessary or incidental to that purpose and to the attainment of NAWIC's charitable purpose and objects.

Powers of the Governance Board

7.2 Without limiting clause 7.1, the Governance Board shall have the following specific powers and functions:

- (a) To decide the policy direction of NAWIC.
- (b) To delegate to managing and administering membership services and activities including to update and manage the Membership approval process set out in clause 5.
- (c) To delegate the task of managing activities to Branch Committees.
- (d) To require each Branch Committee to account for any money or benefit received or paid by the Branch Committee, at such times as the Governance Board may require.
- (e) To receive and deal with the income or benefits received from sponsorship and membership subscriptions.
- (f) To ensure that as far as possible funds and property received or held by any Branch Committee are (subject to any direction of the donor testator or provider of such funds) applied primarily to the objects of NAWIC within the region from which such funds came.
- (g) To employ such staff and to engage such professional services as the Governance Board thinks fit.

7.3 The Governance Board shall make decisions in accordance with the processes in this Constitution, and in accordance with any policies or bylaws, including delegated authority policies. Changes to delegated authority or the power to make decisions on behalf of the Governance Board that occur outside of Governance Board meetings must be approved by a three quarter majority of Board Members whether at a meeting or in any resolution in lieu of a meeting.

Composition of the Governance Board

7.4 The Governance Board must have a minimum of 3 Board Members, and a maximum of 10 Board Members, comprising the following, and who (except for the future leader) shall be entitled to vote and who shall take office in the manner provided in this Constitution:

- (a) The President and:
 - (i) President Elect; or
 - (ii) Immediate Past President,
(pursuant to clause 9.17)
- (b) Three elected roles, each to serve a term of 2 years.

- (c) Such additional persons as may be co-opted by resolution of the Governance Board for such period or periods as determined by the Governance Board in its discretion shall so decide. The number of co-opted members shall not exceed four.
 - (d) A future leader who will serve a one-year term, subject to extension of one-year by agreement with the Governance Board. This role is non-voting.
- 7.5 No Officer may be elected or appointed unless that person consents to being appointed as an Officer and meets any requirements for appointment as an Officer as set out in the Act.
- 7.6 The Governance Board shall appoint a Chair from among its members, excluding the future leader and the President. The Chair shall hold the role of Chair for a term of one year unless a shorter or longer period is agreed with the Governance Board. Any Board Member accepting the role of Chair shall have their term on the Governance Board extended (where applicable) so that it is at least as long as the term for which they hold the role of Chair.
- 7.7 If the elected Chair is one of the elected Board Members, and their term would otherwise expire prior to their term as Chair is complete:
- (a) If there is a vacancy in the co-opted Board Members, on the date that the Chair's original term would have expired, the Chair will be deemed to be a co-opted Board Member until the expiry of their agreed term as Chair;
 - (b) If there is no vacancy in the co-opted Board Members on the date that the Chair's original term would have expired, the Chair will continue as an elected Board Member until the expiry of their term as Chair.
- 7.8 The Governance Board shall, subject to the control of any Annual General Meeting or Special General Meeting (which shall not render invalid any act done by the Governance Board prior to that meeting), conduct and manage all the affairs of NAWIC and may, on behalf of NAWIC, exercise all the powers, authorities and discretions of NAWIC, obtain any concessions, grants, acts or authorisations from any government or other authority, enter into contracts, and do all such other things as may be necessary for furthering the charitable purpose and objects of NAWIC.
- 7.9 No Board Member shall be liable to NAWIC or to any Member for any act or omission as a Board Member, unless that member has acted fraudulently.
- 7.10 In the event of even votes, the President, (or if they are not present, the President Elect or Immediate Past President) of the Governance Board shall have an extra or casting vote.
- 7.11 A vacancy shall occur in the office of an elected member of the Governance Board if:
- (a) The member dies.
 - (b) The member resigns from the Governance Board.
 - (c) The member ceases for any reason to be a Member.
 - (d) The member is adjudged bankrupt or is convicted of a criminal offence.

A resolution of the Governance Board declaring such vacancy of office as aforesaid shall be conclusive evidence as to the facts and grounds of the vacancy stated in the resolution.

- 7.12 Any co-opted role vacancy may be filled by appointment by the Governance Board, and the new member so appointed shall hold office until the next Annual General Meeting or for a mutually agreed period. For a vacancy in any elected role shall be filled in accordance with clause 9.18 to 9.22..

Removal From Office

- 7.13 Any Board Member or Officer may resign from office prior to the end of their term. In addition, the following are grounds for removal from office:
- (a) The Board Member or Officer is convicted of any crime;
 - (b) the Board Member or Officer has been absent from more than three committee meetings in any six month period without leave of absence from the Governance Board;
 - (c) the Board Member or Officer has brought NAWIC into disrepute;
 - (d) the Board Member or Officer has failed to disclose a material conflict of interest;
 - (e) the Governance Board passes a vote of no confidence in the Board Member or Officer;
 - (f) If the Board Member or Officer is not elected, for any other reason provided the decision is made by at least 75% of the Board Members, excluding the Board Member in question, with effect from (as applicable) the date specified in a resolution of the Governance Board; and
 - (g) By resolution of the Members at a General Meeting with effect from (as applicable) the date specified in a resolution of the Members.

8 SECRETARY AND TREASURER

- 8.1 There shall be a Secretary and Treasurer as designated by the Governance Board.
- 8.2 The Secretary will perform all obligations and functions of the Secretary set out in this Constitution and any other policy or bylaw pursuant to this Constitution.
- 8.3 The Treasurer will perform all obligations and functions of the Treasurer set out in this Constitution and any other policy or bylaw pursuant to this Constitution.
- 8.4 In the event there is no Secretary or Treasurer at any time, the role of the Secretary and/or the Treasurer will be performed by the Chair of the Governance Board in the interim.
- 8.5 The Secretary and Treasurer may be appointed from the Board Members, be co-opted to perform the role from the Members, or may be engaged externally as a consultant or employee in accordance with any other NAWIC policies or bylaws, provided that the persons designated consent to being designated as Officers.
- 8.6 The Secretary will be the contact person for the Members and will be responsible for monitoring all general correspondence to NAWIC other than correspondence directed to another Officer.

9 ELECTION OF PRESIDENT AND OTHER ELECTED ROLES

- 9.1 Election of the President and other elected roles shall take place in accordance with this constitution and such other processes as may be prescribed by the Governance Board from time to time.

Call for Nominations and Eligibility

- 9.2 The Secretary shall notify members of vacancies or expected vacancies for elected roles at the following times:
- (a) At least 40 Working Days before a General Meeting; and
 - (b) Within a reasonable time after the circumstances in clauses 9.18-9.22 occur.
- 9.3 Within 10 Working Days of notice in clause 9.2, or such longer period as determined appropriate by the Governance Board, any member wishing to be elected to an elected role must give notice to the Secretary in the form, and with the information, required by the Secretary. A member may nominate another member for an elected role, provided evidence of the member's consent to be elected is provided. Any existing Board Member wishing to apply for an elected role must also give notice in accordance with this clause. The Governance Board may extend the period for nomination for an elected role where there are fewer than two candidates for each role to be elected, however the extension may not exceed 10 Working Days.
- 9.4 In determining whether there is or will be a vacancy on the Governance Board, the Secretary will have regard to clause 7.4 and whether there are or will be any shortfalls in the number of elected Board Members.
- 9.5 In order to be eligible for election to any elected role, the nominee must:
- (a) be a member of NAWIC; and
 - (b) consent to the election and being nominated for the election process.

Voting Process

- 9.6 Elections will be held:
- (a) At Annual General Meetings in line with clauses 9.12 and 9.15; and
 - (b) At any other time required by the constitution in the event of a vacancy in an elected role (other than Immediate Past President).
- 9.7 Election shall occur by ballot which may be conducted by electronic or any other means as determined by the Governance Board, provided that if voting does not occur at a General Meeting, it must be available to members to vote for a period not shorter than 15 Working Days.
- 9.8 Each member entitled to vote may do so by either completing the ballot paper by indicating which candidate they wish to elect as President Elect from the candidates listed on the ballot, executing the ballot paper and returning the same to the Secretary prior to the date so notified by the Secretary, or by show of hands at the relevant General Meeting where voting is to occur in person.
- 9.9 Any ballot papers not returned by the due time shall be treated as void and of no effect. The members shall follow such other procedures in relation to such ballot as the Governance Board may determine from time to time by resolution and advise the members at the time of forwarding the ballot papers. Any non-conforming ballot papers shall be treated as void and of no effect.
- 9.10 The Chair or Secretary shall declare the result of the vote for the position of President Elect and the other elected roles, and an entry to that effect in the minute book of NAWIC shall be conclusive evidence of that fact without proof of the number of votes recorded

in favour of any candidate. In the case of equality of votes, the President shall be entitled to a casting vote in addition to the vote which they are entitled to as a member.

- 9.11 The persons eligible to vote for any elected role shall be all members on the register of members who do not have outstanding fees, on the 10th of the month prior to the month when:
- (a) the relevant General Meeting is notified; or
 - (b) where clause 9.6(b) applies, the alternative voting process is notified by the Governance Board.

Election of Elected Roles Other than President

- 9.12 Election of elected roles other than the President Elect shall occur biennially and in the alternate year to when the President is elected. Election shall occur either at the Annual General Meeting or within the two months prior to the Annual General Meeting with the results announced and term commencing at the Annual General Meeting. The exception to this is where a vacancy in an elected role has occurred part way through a term and a person has been elected in accordance with clause 9.6(b).
- 9.13 Where a person's term in an elected role (other than President) commences at an Annual General Meeting, the term shall be two years. Where a person's term commences at any time other than an Annual General Meeting, the term shall expire at the appropriate Annual General Meeting determined by the Governance Board, provided that the term shall not exceed three years without further election under any circumstance. On completion of one term, an elected person may stand again. No member in an elected role shall serve more than two full terms.
- 9.14 Where any existing elected member of the Governance Board, whose term is expiring, does not give notice of the intention to stand for re-election pursuant to clause 9.3, that member shall be deemed to be resigning from the Governance Board at the Annual General Meeting.

Election of President

- 9.15 Except as set out in the event of a vacancy in the role, the President Elect shall be elected biennially, and the other elected Governance Board roles elected the alternate year.
- 9.16 In the event that at the end of the timeframe for notification of willingness to be elected, there is only one candidate nominated for the office of President then that candidate shall be deemed to have been elected. .
- 9.17 The person elected as President Elect will serve a four year term, however they will only perform the role of President as set out in this constitution during the second and third year of that term, unless otherwise provided.
- (a) For the first year of the elected person's term, they will be designated the 'President Elect' and will perform the role of President Elect as set out in this constitution. The President Elect role is an apprentice role to facilitate the seamless transition to the role of President:
 - (b) For the second year, the person will perform the role of President and be supported by the Immediate Past President;
 - (c) For the third year, the person will perform the role of President and provide mentorship to the President Elect;

- (d) For the fourth final year, the person will serve a term as the 'Immediate Past President', aiding and guiding the President.

Vacancy of Elected Roles

- 9.18 In the event of the death or resignation of the President or as provided then the Immediate Past President or President Elect, as the case may be, shall discharge the role for the remainder of that year.
- 9.19 If the President vacates the office in their first year as President, i.e. when there is no President Elect, the Governance Board may either hold an election to:
 - (a) Elect a new President in accordance with the process at clause 9.7 who will perform the role of President Elect between their election and the date of the next Annual General Meeting, at which point they will become the President; or
 - (b) Elect a person at the next Annual General Meeting who shall commence their term as President instead of President Elect, but who shall only have a three year term.
- 9.20 In the event of the death or resignation of the President Elect then the Governance Board may decide to hold an election either:
 - (a) in accordance with the process in clause 9.7, to elect a new President Elect who will take office on election as President Elect and become President at the date of the next Annual General Meeting; or
 - (b) to elect a person at the next Annual General Meeting who shall commence their term as President instead of President Elect, but who shall only have a three year term.
- 9.21 In the event that the President Elect vacates the role and for any reason there is no President, the Immediate Past President will perform the role of President until a replacement President is elected in accordance with clause 9.18.
- 9.22 In the event of the death or resignation of the other elected Governance Board roles (excluding President Elect, President or Immediate Past President):
 - (a) If there is more than 6 months until the next Annual General Meeting, or if decided by the Governance Board for any reason, the Governance Board will hold elections to fill the position in accordance with clause 9.7. . Otherwise, the role shall remain vacant until the next Annual General Meeting.
- 9.23 The duties of the President should in the president's absence be discharged by the President Elect or the Immediate Past President and in the absence of either any elected member of the Governance Board chosen by the Governance Board.

10 MEETINGS OF GOVERNANCE BOARD

- 10.1 The Governance Board shall meet at such times and places as shall from time to time be determined by the President. The meetings may be held by virtual means, but the Governance Board must use best endeavours to meet in person at least once per Financial Year.
- 10.2 At least 14 days' notice of the time and place of each Governance Board meeting shall be given to every councillor. Accidental omission to give notice of a meeting, or the non-receipt of notice by any councillor, shall not invalidate proceedings at that meeting.

11 PROCEDURE AT GOVERNANCE BOARD MEETINGS

Quorum

- 11.1 At Governance Board meetings, four Board Members who have voting rights, one of whom must be either the President or President, Elect/Immediate Past President shall constitute a quorum. No business shall be transacted unless a quorum is present.

Voting

- 11.2 At Governance Board meetings each Board Member shall be entitled to one vote unless otherwise noted in clause 7.4 or otherwise noted in the constitution. Unless this constitution specifies otherwise, every question shall be determined by a majority of the votes of the Board Members with voting rights present or voting as prescribed in clause 7.4. If the votes are even, the President shall have a casting vote.

Agenda

- 11.3 All agenda items must be advised 2 weeks prior to any scheduled Governance Board meeting or as otherwise directed by the President.

12 GOVERNANCE BOARD RESOLUTION IN LIEU OF MEETING

- 12.1 A resolution in writing proposed to all and assented to in writing by three quarters of the Board Members with voting rights shall be as valid and effectual for all purposes as a resolution passed at a Governance Board meeting duly conveyed and held.

13 BY-LAWS

- 13.1 The Governance Board may from time to time make by-laws or policies for the furtherance of NAWIC's objects, for the execution of its affairs for the conduct and control of NAWIC's activities and codes of conduct applicable to Members. No by-law or policy may be made which is in conflict with this Constitution. A copy of any policy or by-law may be requested by any Member.

14 REGIONAL BRANCHES

- 14.1 The purpose of regional Branches is to provide a focal point for local membership services and activities for the members of NAWIC affiliated with a certain region.
- 14.2 Those regional Branches of NAWIC at the date of adoption of this constitution are in the following regions: Tāmaki Makaurau / Auckland, Te Mānukanuka O Hoturoa / South Auckland, Waikato, Taranaki, Te Moana-a-Toitehuatahi / Bay of Plenty, Manawatū, Wairarapa, Te Whanganui-a-Tara / Wellington, Te Tau Ihu Nelson, Tasman, Marlborough, Waitaha / Canterbury, Tāhuna / Queenstown Lakes, Ōtākou / Otago.
- 14.3 The Governance Board shall be responsible for defining the number of regional Branches and their regional boundaries (or alternative criteria) and may from time to time authorise the establishing of additional regional Branches or disestablish any regional Branch without establishing another.
- 14.4 Satellite groups shall fall under the responsibility of the regional Branch associated with it. All rules and procedures pertaining to membership and event coordination will be followed in each satellite group and report directly to the regional Branch Chair.
- 14.5 As part of ensuring membership fees are used in accordance with the charitable purpose and objects of NAWIC, the Governance Board shall, after consultation with the relevant Branch, be entitled to require the transfer of any funds held in Branch bank accounts in excess of \$15,000 to be made to any other NAWIC accounts. Such consultation should

include determining whether the Branch has an immediate need or proposal for the excess funds that will further the charitable purpose and objects of NAWIC.

15 BRANCH COMMITTEES

- 15.1 A Branch Committee shall be established for each regional Branch.
- 15.2 Each Branch Committee shall include:
- (a) A Branch chair
 - (b) A Branch treasurer;
 - (c) Such other Branch Committee members as the Branch Committee thinks appropriate.
- 15.3 Branch chair, Branch treasurer and any other members of the Branch Committee shall be appointed or elected as follows. The Branch Committee may decide to hold an election for positions on the Branch Committee. Whether elections are appropriate shall be discussed and agreed with the input of Governance Board.
- 15.4 If the Branch Committee is to elect members, the Branch Committee will work with the Governance Board to ensure that sufficient notice and opportunity is provided to facilitate elections.
- 15.5 If no elections are to occur, the current Branch Chair may propose committee members to the Governance Board and subject to any objection, such committee members shall be approved by no later than the next Governance Board meeting. In the event that the Branch Chair role is vacant, the remaining Branch Committee members may propose a Branch Chair for consideration, with the Governance Board to confirm the appointment of the Branch Chair or direct that the remaining Branch Committee members should vote to confirm the Branch Chair.
- 15.6 In the event that the Governance Board objects to the appointment of any Branch Committee members (including the Branch Chair), the Governance Board may require the Branch Committee to hold elections to fill any vacancies on the Branch committee.

16 POWERS AND FUNCTIONS OF BRANCH COMMITTEES

- 16.1 Branch Committees are responsible for managing and administering membership activities within their region. In particular, Branch Committees must:
- (a) Receive a portion of the subscription fees paid by members in their region and apply those subscription fees to the administration of the Branch and Branch activities, and to the objects of NAWIC;
 - (b) Account to the Governance Board for any payment income or benefit received or payable to, or paid or payable by, the Branch Committee at such times and on such terms as the Governance Board may require;
 - (c) Present an annual statement of Branch accounts to the Governance Board and to the Annual General Meeting.
- 16.2 Branch Committees shall have all the powers necessary to carry out their responsibilities, except that:
- (a) Branch Committees shall not enter into substantial:

- (i) financial commitments, and shall not enter into any financial commitment in excess of funds that it has,
- (ii) Contractual commitment; or
- (iii) other commitments,

without the prior written approval of the Governance Board;

- (b) Branch Committees shall not do anything (by act or omission) that may bring NAWIC into disrepute or are in breach of NAWIC objectives.
- (c) Branch Committees must at all times comply with any direction given by the Governance Board.
- (d) Branch Committees shall not make any public or media statements without prior written approval of the Council.

17 BRANCH COMMITTEE PROCEDURES

- 17.1 The Branch Committee shall meet at such times and places as shall from time to time be determined by the Branch Chair.
- 17.2 The Branch Committee shall regulate its own affairs as it thinks fit, subject to this constitution and any direction which may from time to time be given by the Governance Board.

18 ANNUAL BRANCH MEETINGS

- 18.1 Each Branch Committee may choose to call an Annual Branch Meeting by giving, not less than 20 Working Days' notice to Members designated as affiliated with the Branch. Where the Governance Board considers that it is appropriate for a Branch Committee to hold an Annual Branch Meeting, with reference to the size and expenditure of the Branch, the Branch will hold an Annual Branch Meeting within 40 Working Days of the direction.
- 18.2 The procedure at Annual Branch Meetings shall be determined by the Branch Committee, subject to any direction which may from time to time be given by the Governance Board.
- 18.3 The purpose of Annual Branch Meeting is:
 - (a) To confirm appointments or election of the members of the Branch Committee
 - (b) To inform members in the region of any matters the Branch Committee thinks fit;
 - (c) To make any regional recommendations which the Branch Chair will convey to a Governance Board meeting.

19 ANNUAL GENERAL MEETING

- 19.1 An Annual General Meeting of NAWIC shall be held in each calendar year. The time and place of the Annual General Meeting shall be determined by the Governance Board, provided that not more than 15 months shall elapse between one Annual General Meeting and the next.

Notice of Annual General Meeting

- 19.2 Notice of the Annual General Meeting shall be in writing and issued to all Members at least 20 Working Days before the scheduled date of the Annual General Meeting. Notice may be given by email, mail or by any other means of communication which is

commonly used to communicate with the Members. The notice shall set out the time, date and place of the Annual General Meeting and an agenda of the matters proposed to be discussed, and the details related to any voting that will take place at the meeting. Accidental omission to give notice of a meeting, or the non-receipt of notice by any person entitled to receive notice shall not invalidate proceedings at that Annual General Meeting.

Purpose of Annual General Meeting:

- 19.3 The purpose of the Annual General Meeting shall be:
- (a) To receive and, if in order, approve the financial statements for NAWIC for the past year;
 - (b) To confirm the appointment of the Auditor of the accounts as per clause 24.8.
 - (c) To elect the President Elect, and the other elected roles, in alternate years, or to announce the elected Members where voting occurs in advance of the Annual General Meeting.
 - (d) To direct the policies of NAWIC;
 - (e) To consider such other business as may be stated in the agenda.

Notice of Proposed Annual General Meeting Business

- 19.4 If any Member wishes to discuss any matter at the Annual General Meeting, the Member shall give notice in writing to the Secretary of any business or resolutions to be discussed or submitted. Such notice shall be given to the Secretary not later than 15 Working Days before the Annual General Meeting or such shorter time the Secretary may consent to (in the Secretary's absolute discretion).

Consent of Meeting to Unnotified Business

- 19.5 Any business or resolutions not on the Agenda may be submitted to the meeting and discussed without notice with the approval of a majority resolution of the meeting.

20 SPECIAL GENERAL MEETING

- 20.1 A Special General Meeting of the members may be called by the Governance Board at any time.
- 20.2 A Special General Meeting shall be called if the Secretary receives a requisition in writing from at least 15% of the Members. Such a meeting shall be called within 20 Working Days of receipt of the requisition, but no sooner than 10 Working Days after notice of the meeting has been emailed to all Members.
- 20.3 Subject to clause 20.2, the time and place of each Special General Meeting shall be determined by the council.
- 20.4 The notice of a Special General Meeting shall state the general nature of the business to be discussed and specify any proposed regulations.

21 OTHER GENERAL MEETINGS

- 21.1 A general meeting of members which is not an Annual General Meeting, or a Special General Meeting may be called by the Governance Board. The notice to be given to members is the same as for an Annual General Meeting.

22 PROCEDURE AT GENERAL MEETINGS

Quorum

22.1 The quorum for any General Meeting of the Members shall be not less than ten Members, four of whom must be Board Members, present in person or by proxy, or by telephone or virtual means. If no quorum is present within half an hour of the time fixed, the meeting if requested by the Members shall be dissolved. If called by the Governance Board, the meeting shall be adjourned to such time and place as may be decided by the person chairing the meeting. Notice of the time and place of the reconvened meeting shall be sent to Members at least 4 Working Days before that time. At such adjourned meeting the business for which the meeting was called may be transacted whether a quorum is present or not.

Adjournment

22.2 The person chairing a General Meeting may, with the consent of the majority of Members present, adjourn the meeting to another time or place. No business shall be conducted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Chair

22.3 The Chair or President, or in their absence, the Immediate Past President, or in their absence any Board Member or any Member appointed by a majority of the Members present shall chair each General Meeting. In the case of an Annual Regional Meeting, the Branch Chair or in their absence any Branch Committee member or any Member appointed by a majority of the Members present shall chair.

Voting

22.4 Voting at General Meetings shall be by show of hands, in writing or by secret ballot, or any other appropriate means, as the Chair may require.

22.5 Individual members shall be entitled to one vote on any motion before the meeting.

22.6 Every question shall be determined by a majority of valid votes cast. If the votes are even, the President is entitled to a casting as well as a deliberate vote.

Proxies

22.7 Except at Annual Regional Meetings, members may vote personally or by proxy. If a Member wishes to vote by proxy, the Member must submit a form appointing a proxy to the Secretary at least 24 hours before the time of the General Meeting. The form for appointing a proxy shall be prescribed by the Governance Board from time to time. No person shall be appointed a proxy who is not a Member. A proxy is valid only for a specific meeting and any adjournment of that meeting. No Proxies will be allowed at Annual Regional Meetings.

23 RESOLUTION IN LIEU OF MEETING

23.1 Written resolutions may be passed in lieu of a General Meeting.

23.2 A written resolution will be valid as if it had been passed at a General Meeting if it is approved by no less than 75% of the number of members who are entitled to vote.

23.3 For the purposes of this section, a member may give their approval by—

- (a) signing the resolution; or

- (b) giving their approval to the resolution by email, electronic voting platform or any other manner agreed by the Governance Board.

23.4 The proposing and passing of any resolutions in lieu of a General Meeting will comply with the requirements in sections 90-92 of the Act.

24 ACCOUNTS

24.1 NAWIC's financial year shall be the year ending on 30 June in each year.

24.2 The Governance Board shall cause true accounts to be kept of:

- (a) The sums of money received and expended by NAWIC and the matters in respect of which such receipts and expenditure take place.

- (b) The assets and liabilities of NAWIC.

24.3 The accounts shall be kept at the registered office of NAWIC or at such other place or places as the Governance Board may think fit, or may from time to time be held by the Treasurer, and shall at all reasonable times be open to the inspection of the Governance Board.

24.4 The accounts shall be open to the inspection of any Board Member at any reasonable time, and by any Member provided the request is reasonable, subject to reasonable notice and to any other restrictions which may from time to time be imposed by NAWIC at any General Meeting.

24.5 The Governance Board shall make available at the Annual General Meeting, an account of the receipts and expenditure and the assets and liabilities of NAWIC as at the end of the prior financial year.

24.6 All sums of money not immediately required for the business of NAWIC shall from time to time be deposited in a bank or otherwise invested as directed by the Governance Board.

24.7 After the end of each financial year, the Treasurer shall prepare, or supervise the preparation of, a financial statement for the preceding financial year which complies with the Act.

24.8 The financial statement shall be audited, where required by law or otherwise at the discretion of the Governance Board. The auditor for NAWIC shall be appointed or re-appointed by a unanimous vote of the Governance Board or at an Annual General Meeting each year. Where the Governance Board determines the appointment of the auditor, details of the auditor must be shared with the Members as soon as practicable and no later than at the next General Meeting.

24.9 The Treasurer shall submit the financial statement to the Annual General Meeting for approval.

24.10 The Secretary shall make available to any Member upon request a copy of the financial statement not less than 5 Working Days before the Annual General Meeting.

25 CONTROL OF FINANCES

25.1 The Treasurer shall oversee the control of the funds of NAWIC for the purposes of the day to day working of NAWIC and shall work with the Branch Treasurer(s) in relation to the collection and disbursement of all funds received by the Branches.

Bank Accounts

- 25.2 The bank accounts of NAWIC shall be operated, and all other negotiable or transferable instruments and receipts shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) on behalf of NAWIC by two Board Members, or, otherwise in accordance with any policy or bylaw made in accordance with this Constitution.

Investments

- 25.3 The Governance Board may invest any funds of NAWIC that are not immediately required, in such manner and in such investments as the Governance Board thinks fit.

Borrowing

- 25.4 The Governance Board may borrow money on behalf of NAWIC, but only with the unanimous agreement of all Board Members then in office.

26 MINUTES

- 26.1 The Secretary shall, in person or by any person duly authorised to act on the Secretary's behalf, be present at all and shall record minutes of the proceedings of all Governance Board meetings and General Meetings, excluding Annual Regional Meetings.
- 26.2 The Secretary shall present such minutes for review at least 5 Working Days prior to the next Governance Board or 20 Working Days prior to the] General Meeting, whichever is applicable, and such minutes shall be taken as confirmed unless an objection is raised during the relevant meeting.
- 26.3 The minutes of the Governance Board meetings and General Meetings shall be available for any member to inspect, at all reasonable times.
- 26.4 The taking of minutes of any Annual Regional Meetings will be arranged by the Branch Chair and may be requested by the Secretary or Governance Board as a record of that meeting.

27 REGISTERED OFFICE

- 27.1 The registered office of NAWIC shall be situated at such place as the Governance Board may from time to time determine as set out in the Incorporated Societies Register. The registered office shall not change until the date on which a notice of the proposed change has been notified to the register of incorporated societies.

28 ALTERATION OF CONSTITUTION

- 28.1 This Constitution may be altered by resolution of an Annual General Meeting or Special General Meeting passed by a majority of at least two thirds of the Members present at the meeting in person or by proxy and who vote, and the President of the meeting shall have an extra or casting vote.
- 28.2 If the society shall have been registered as a charity, any alteration that requires the approval in writing by the inland revenue department and the charities commissioner or other authority having charitable jurisdiction (to the extent that their approvals may be required), shall have no effect until such approval is given and no alteration shall be made which would cause NAWIC to cease to be a charity.
- 28.3 In addition, the Constitution may be amended by unanimous resolution of the Governance Board at any meeting, but only to the extent necessary to enable re-registration as an Incorporated Society in accordance with the Incorporated Societies Act 2022.

29 INDEMNITY

- 29.1 Every individual acting as an Officer or otherwise on behalf of NAWIC shall be indemnified out of the assets of NAWIC against any liability incurred by that person in defending any proceedings, whether civil or criminal, unless such proceedings result from that person's own wilful default or dishonesty. No such individual acting on behalf of NAWIC shall be liable to NAWIC for any act, omission or default or for any loss occasioned by an error of judgement or oversight on that person's part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of that person's particular position in NAWIC or in relation to NAWIC unless the same happens through that person's own wilful default or dishonesty.

30 REMUNERATION AND REIMBURSEMENT

- 30.1 No Board Member is entitled to remuneration for acting in that person's capacity as councillor. Every councillor may be reimbursed by NAWIC for any out-of-pocket expenses incurred with the express authority of the Governance Board or in accordance with any policy.
- 30.2 No Member or any person associated with a Member shall participate in or materially influence any decision made by NAWIC in respect of the payment to or on behalf of that Member or associated person, of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the market value). The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

31 DISPUTE RESOLUTION

Meanings of dispute and complaint

- 31.1 A dispute is a disagreement or conflict involving NAWIC (including any Officer) and one or more Members (which may also be an Officer) in relation to specific allegations set out below, and as further defined in the Act.
- 31.2 The disagreement or conflict relates to any of the following allegations and as further set out in the Act:
- (a) a Member or an Officer has engaged in misconduct;
 - (b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or bylaws or the Act;
 - (c) NAWIC has breached, or is likely to breach, a duty under this Constitution or bylaws or the Act; or
 - (d) a Member's rights or interests as a Member have been damaged or Members rights or interests generally have been damaged.

How complaint is made

- 31.3 A Member or an Officer may make a complaint by giving notice in writing to the Governance Board (or a complaints subcommittee) that:
- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution;
 - (b) sets out the allegation(s) to which the dispute relates and who the allegation(s) is or are against; and

- (c) sets out any other information or allegations reasonably required by NAWIC.
- 31.4 NAWIC may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:
- (a) states that NAWIC is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - (b) sets out the allegation to which the dispute relates.
- 31.5 The information setting out the allegations must be sufficiently detailed to ensure that a person who an allegation or allegations is made against is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 31.6 All Members (including Officers) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to NAWIC's activities.
- 31.7 Unless there is agreement otherwise or any reason why it would not be equitable, the default manner for resolving and determining the dispute will be by referral to no fewer than three Board Members for a majority decision, and where the Board Members are conflicted such that a quorum of three cannot be made, the Board Members may be supplemented by Branch Chairs as required.

Person who makes complaint has right to be heard

- 31.8 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.

Person who is subject of complaint has right to be heard

- 31.9 This clause applies if a complaint involves an allegation that a Member, Officer or NAWIC (**Respondent**):
- (a) has engaged in misconduct;
 - (b) has breached, or is likely to breach, a duty under this constitution, bylaws or this Act; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of members generally.
- 31.10 The Respondent has a right to be heard before the complaint is resolved or any outcome is determined.

Investigating and determining dispute

- 31.11 NAWIC must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this constitution, ensure that the dispute is investigated and determined unless the Board Members (excluding any Board Member who is the subject of a complaint) unanimously agree that
- (a) the complaint is considered to be trivial;
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;

- (ii) that a Member, an Officer, or NAWIC has materially breached, or is likely to materially breach, a duty under this constitution or bylaws or the Act; or
 - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it;
 - (d) the person who makes the complaint has an insignificant interest in the matter;
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - (f) there has been an undue delay in making the complaint,
- in which case, NAWIC may decide not to proceed with the complaint.

Decision makers

31.12 A person may not act as a decision maker in relation to a complaint if two or more members of the Governance Board consider that there are reasonable grounds to believe that the person may not be:

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

32 DISSOLUTION

32.1 NAWIC may be dissolved by resolution of a Special General Meeting passed by the same majority and in the same manner as is required for alteration of the rules.

32.2 Upon dissolution or liquidation of the Society, after satisfaction of liabilities, the assets shall be distributed to one or more exclusively charitable entity whose purpose is the furtherance of women in the construction or infrastructure industry, which may include the furtherance and promotion of women in any subtrade or professional field relating to construction and infrastructure.