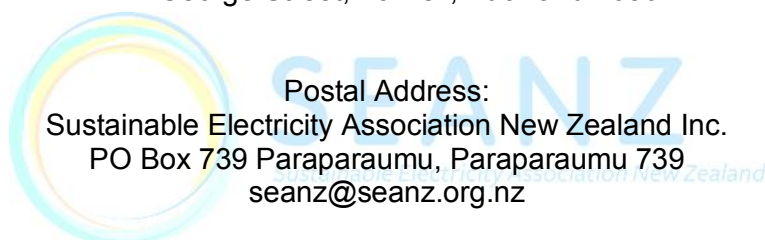




Rules of the

**SUSTAINABLE ELECTRICITY ASSOCIATION NEW ZEALAND
INCORPORATED**

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RULES OF THE SUSTAINABLE ELECTRICITY ASSOCIATION NEW ZEALAND INCORPORATED

1 Name

The name of the society is the **Sustainable Electricity Association New Zealand Incorporated**

2 Definitions and Interpretation

In these Rules, unless the context otherwise requires:

“Act” means the Incorporated Societies Act 1908.

“Association” means the Sustainable Electricity Association New Zealand Incorporated.

“Corporate Member” means any corporate body or organisation which is a Corporate Member of the Association.

“Honorary Member” means any person who is an Honorary Member of the Association.

“Hydro energy” means the generation of electrical energy directly from sustainable water sources, normally from rivers or streams.

“Individual Member” means any person who is an Individual Member of the Association.

“Member” means any Member of the Association.

“PV” means Photovoltaic.

“Photovoltaic” means the generation of electrical energy directly from solar radiation.

“Rules” means the rules of the Association, as amended from time to time and includes any bylaws made under the Rules.

“SE” means Sustainable Electricity.

“SEANZ” means the Sustainable Electricity Association New Zealand Incorporated.

“Sustaining Member” means any corporate body or organisation which is a Sustaining Member of the Association.

“Sustainable Electricity” means the generation of electrical energy from sources that will be replenished within a human lifetime and cause no long-term damage to the environment.

“Wind energy” means the generation of electrical energy directly using the wind as a power source, normally using a wind turbine.

3 Mission Statement

The mission of the Association is to promote and support the generation and use of electricity from sustainable sources including the sun, water, wind, and biological materials as a reliable, sustainable and clean energy source.

4 Objectives

The objectives of the Association are to act as a non-government industry organisation and achieve its mission by means of identifying and overcoming issues through:

1. Policy advocacy with local and central government officials and elected representatives, regulatory bodies, industry groups, and other interested organisations to raise the

awareness of, and promote the installation of sustainable electricity generation systems in New Zealand;

2. The sustainable electricity generation systems will be defined from time to time by the Association, but at Incorporation will include:
 - Photovoltaics – Size Unlimited.
 - Wind – to 100kW
 - Hydro – to 1MW
3. Organising seminars, conferences and other promotional and educational events to distribute information, relating to sustainable electricity systems in New Zealand;
4. Providing a forum for networking, discussion and co-operation amongst persons with an interest in sustainable electricity systems in New Zealand.
5. Promoting the economic, environmental, social significance and other benefits of sustainable electricity systems in New Zealand, the Pacific Islands and elsewhere.
6. Promoting research and development of sustainable electricity technology in New Zealand.
7. Promoting the development and growth of the sustainable electricity industry in the New Zealand economy.
8. Promoting the development of appropriate standards, including safety standards, for sustainable electricity systems and ancillary equipment.
9. Developing and monitoring compliance of a Code of Conduct for members to maintain a credible industry image.
10. Accrediting designers, suppliers and installers of sustainable electricity technologies who pledge to abide by the Code of Conduct.
11. Undertaking other activities such as the wide dissemination of information about sustainable electricity technologies, educating the public and growing the Industry in New Zealand.

5 Association Divisions

At the discretion of the Board, the Association may establish separate discussion groups or divisions for:

- Photovoltaics
- Wind
- Micro Hydro

The Board may alter, add or delete groups or divisions as appropriate.

6 Pecuniary Gain is Not an Objective of the Association

The Association shall not have as an objective the pecuniary gain of Members.

The Association may enter into an agreement with any Member for the supply of goods and services for consideration that would be reasonable if the Member was not a Member.

7 Membership

All applications for membership shall be made in writing to the Association. All applicants for membership shall confirm in their application that they support the objectives of the

Association and that they will comply with the Rules if their application for membership is accepted.

Applications will be approved by the Board. The Board will determine at its sole discretion whether or not to accept the application for membership in accordance with Clause 7.6.

The Board may nominate membership categories where applications may be approved by an Officer of the Association, with ratification by the Board.

The following categories of membership shall exist, and the Board shall from time to time define and make publicly available the exact qualifying criteria for each membership category.

7.1 Corporate Members

Organisations having a significant direct or indirect interest in the sustainable electricity industry, and who seek to further the aims and objectives of the Association, may apply to become a Corporate Member of the Association.

7.2 Sustaining Members – Accredited

Any organisation or persons fulfilling the requirements for a *Sustaining Member*, and being accredited under a sustainable electricity accreditation scheme recognised and publicly listed by the Association.

7.3 Sustaining Members

Any organisation or persons having a small scale direct or indirect interest in the design, supply or installation of sustainable electricity technologies, and who seek to further the aims and objectives of the Association, may apply to become a Sustaining Member of the Association.

7.4 Individual Members

Any sustainable electricity system owners and other persons interested in sustainable electricity, and who seek to further the aims and objectives of the Association, may apply to become an Individual Member of the Association.

7.5 Honorary Members

Any organisation or persons which/who, in the opinion of the Board, have substantially contributed to the aims and objectives of the Association, may be given Honorary Membership of the Association in recognition of their work.

7.6 Acceptance / Refusal of Membership of the Association

Confirmation of acceptance of membership in a particular membership category shall be at the absolute discretion of the Board. The Board shall not be required to give any reason for the acceptance or refusal of an application for membership.

7.7 Changes in Membership Categories

Applications for a change in a member's membership category should be submitted in writing to the Association. The Board will determine at its sole discretion whether to accept an application for change in membership category.

The Board may request that a member change their membership category, if in the opinion of the Board, the member's activities have materially changed.

7.8 Cancellation of Membership

Any Member may cancel its membership by one month's written notice to the Association. The Association may cancel a Member's membership, by resolution of the Board if:

- a) the principal business activities of the Member are suspended, or
- b) the Member becomes insolvent or is adjudged bankrupt, or
- c) in the opinion of the Board, that Member has broken any of its undertakings to the Association, or the Rules, or is guilty of conduct prejudicial to the interests of the Association.

7.9 Effect of Cancellation or Change of Membership Status

Unless the Board determines otherwise, neither a change of status of a Member (**Clause 7.7**) nor the cancellation of membership (**Clause 7.8**) shall entitle the Member to a refund of any annual subscription paid to the Association, or relieve that Member from liability to pay any annual subscription which has fallen payable at the time such change or cancellation takes effect.

7.10 Membership Entitlements

In addition to rights or entitlements conferred by these Rules, different Membership Categories may be granted additional entitlements and benefits as defined from time to time by the Board.

These additional entitlements and benefits shall not be in conflict with the Rules of the Association and shall be made publicly available.

Examples of possible additional entitlements and benefits could include public acknowledgment in publications, sponsorship rights, first right of refusal etc.

7.11 Members Participation in Annual Survey

To help SEANZ advocate for the industry and fulfill its objectives with government and related agencies, it is important that industry statistics and data is made available to SEANZ to identify industry size, growth rates and associated trends that will assist the industry to develop.

All SEANZ members involved in the sales and distribution of solar PV, wind turbines and micro/mini hydro technologies will complete the SEANZ annual survey. The survey will ask members for annual data on sales and market information relevant to their business/organisation. This data will be sent to a third party accounting organisation. The information will be consolidated and summary information only will be used to identify market and industry size and annual growth. The information will be made available to all participating SEANZ members. The information will be made available to government agencies and will be used for the purposes of industry advocacy and to assist in lobbying with government and international agencies that can assist industry growth in New Zealand. The survey will continue annually and be administered by SEANZ.

8 Annual Subscriptions

Annual subscriptions for each financial year shall:

- a) be calculated to give effect to the Board approved work programme and budget for the next 12 month period; and
- b) be set by the Board from time to time;

Unless the Board determines otherwise, the relevant annual subscription for any Member shall be paid in full by the Member on or before the first day of each financial year. The first day of the financial year will be 1 April.

The Board shall have powers to set proportional payment fees for members joining during the financial year.

The Board shall have the absolute right to suspend all the rights and privileges of any Member who fails to pay any annual subscription within the period specified for payment.

9 Administration of the Association

The administration of the Association shall be conducted through general meetings of the Association and the Association may delegate any of its powers and functions to the Board in accordance with the Rules. The Board may delegate any of its powers to specific Directors and/or Officers of the Association.

9.1 Execution of Documents

All documents and written announcements requiring execution or signing on behalf of the Association, except those that are required to be executed under the common seal, must be signed by the Chairperson, and at least one other director. Where delegated authority has been provided previously by the Board, documents may be signed by a Director or the Secretary. If any documents require execution under the common seal, the requirements of Clause 18 will apply.

9.2 Electronic Communication and Authority

Electronic communication shall be an acceptable form of communication and written authority where the means of communication is verifiable. For clarification, verifiable includes an email originating from a unique and traceable email address and includes email addresses on the Association membership list.

9.3 Secretary

The Secretary shall be the person (who need not be a natural person) appointed by the Board from time to time, upon such terms as the Board considers appropriate in its absolute discretion. The Secretary may be an Officer of the Association.

9.4 Duties of the Secretary

The duties of the Secretary shall include:

- a) convening and attending general meetings of the Association when required to do so in accordance with these Rules;
- b) convening and attending meetings of the Board, and all sub-committees (if any) of the Board;
- c) keeping minutes of all meetings of the Association and of the Board and all sub-committees (if any) of the Board, and entering them in the minute book kept for that purpose;
- d) performing and supervising the performance of clerical work for, and the maintenance of proper records of, the Association;
- e) maintaining a membership register for the Association;
- f) giving all such notices, or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act;
- g) issuing and receiving correspondence on behalf of the Association;
- h) receiving fees, subscriptions, levies and other monies paid to the Association and issuing receipts;
- i) reporting to the Board any Member who breaches the Rules or who fails to pay fees, subscriptions or other moneys properly payable by that Member within the prescribed period;

9.5 Treasurer

The Treasurer shall be the person (who need not be a natural person) appointed by the Board from time to time, upon such terms as the Board considers appropriate in its absolute discretion. The Treasurer may be an Officer of the Association.

9.6 Duties of the Treasurer

The duties of the Secretary shall include:

- a) receiving fees, subscriptions, levies and other monies paid to the Association and issuing receipts;
- b) opening and operating current and interest bearing bank accounts in the name of the Association;
- c) making deposits and investments in the name of the Association as the Board may determine from time to time;
- d) paying all accounts and making advances passed for payment by the Board;
- e) keeping all financial records of the Association and ensuring their safekeeping together with any security documents;
- f) preparing or causing to be prepared, and submitting to the auditor as soon as practicable after each financial year, the financial statements for that financial year.

10 The Board

The affairs of the Association shall be managed by the Board, which may exercise all powers of the Association, and do on its behalf, all such acts as the Board may deem necessary or expedient and which are not required by these Rules to be done by the Association in general meeting. In exercising such authorities and powers, the Board shall be subject always to any limits to the powers that may be imposed by the Association in general meeting.

11 Composition of the Board

The Board shall consist of directors representing the Members as follows:

Membership Category	Number of Board Seats
Corporate Members	3
Sustaining Members	3
Individual Members	1
Honorary Members	0

11.1 Restrictions on Directors

- Corporate Members shall elect directors to represent the Corporate Members;
- Sustaining Members shall elect directors to represent the Sustaining Members (for clarification, this director category includes both Accredited and non-accredited Sustaining Members);
- Individual Members shall elect a director to represent the Individual Members
- The Board shall appoint any additional or co-opted directors in accordance with clause 11.4.
- Directors shall be natural persons;

- Directors shall not be an undischarged bankrupt, or be otherwise restricted as directors under the Companies Act 1993;
- No director shall hold more than one seat on the Board;
- No more than two employees or office holders from one company or organisation (or related companies or organisations) shall be directors on the Board at the same time.

11.2 Rules on Selection of Directors

Not less than 21 days before the Annual General Meeting of the Association, the Secretary shall call for nominations for the director positions from all Members.

Nominations must be in writing, signed by the nominee, and received at such time as required by the Board. Recognised and verifiable forms of electronic communication shall be acceptable.

The Secretary shall conduct separate ballots for each membership category as necessary, and at such time and in such manner as the Board decides, to determine the election.

Successful candidates are appointed as directors from the close of the Annual General Meeting at which they are appointed, until the close of the next Annual General Meeting (unless they resign earlier).

To fill casual vacancies on the Board, the Secretary shall, at the earliest reasonable opportunity, call for nominations in writing from the appropriate membership group. If necessary, the Secretary will conduct a written ballot to fill the vacancy, adopting, with any necessary modifications, the provisions set out in clause 11.1.

11.3 Reimbursement for Expenses Only

Directors shall not be entitled to any remuneration, but may be reimbursed for travel and other expenses incurred in relation to meetings of the Board, or for tasks approved by the Board, provided that any such reimbursement is approved in advance by resolution of the Board.

11.4 Additional or Co-opted Directors

The Board may, by resolution, appoint a maximum of three additional directors to the Board at any time on the following basis:

- An additional director must, in the opinion of the Board, be willing and able to make a significant contribution to the objectives of the Association.
- An additional director may be appointed for such a term as the Board considers appropriate, but such appointment shall terminate automatically at the start of the next Annual General Meeting following their appointment (if they have not resigned prior).
- Additional directors shall count towards the quorum for the Board, and shall be entitled to all the rights and privileges of other directors.

11.5 Chairperson

The Chairperson of the Association shall be selected by the Board from the directors by simple majority resolution.

The Chairperson may, at his or her option, exercise a casting vote in the event of a tie of votes between directors.

12 Proceedings of the Board

Subject to these Rules, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and procedures as it sees fit.

The Board may meet at such time and place as the Chairperson considers reasonably appropriate, and the Secretary shall, upon receipt of a request from the Chairperson or any 3 directors, convene a meeting of the Board by giving 7 days' prior written notice to each director.

The Chairperson will chair all meetings at which he or she is present. If the Chairperson is not present, or is unwilling to take the chair, then those directors present shall choose one of their number to chair the meeting.

Board resolutions shall be passed by simple majority of those directors present and entitled to vote. Any resolution in writing and signed by all directors shall be valid and effectual as if passed in a meeting of the Board duly convened and constituted.

All directors shall agree to operate and conform within any Board-approved code of conduct for directors.

12.1 Quorum

Half of the total number of directors on the Board from time to time shall form a quorum for a Board meeting. No business of the Board shall be conducted at any time when less than a quorum is present.

If, within half an hour of the time appointed for the holding of a Board meeting, a quorum is not present, the meeting shall be re-convened at such time, day and place as the Board Members present may determine, but at least 7 days' prior written notice to each director. If, within half an hour of the time of a re-convened meeting, a quorum is still not present, then the director(s) present shall be a quorum.

12.2 Board Minutes and Records

The Board shall cause proper minutes to be kept of all proceedings of meetings of the Association, the Board, and of all committees of the Board.

The minutes signed by the Chairperson shall 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 General Meetings

13.1 Annual General Meeting

The Annual General Meeting shall be held each year, and the matters to be dealt with at the meeting shall include:

- a report from the Board on the activities of the Association since the last Annual General Meeting;
- any proposed activities of the Association; and
- approval of the financial statements for the last financial year.

The Annual General Meeting shall be held within 6 months of the close of the financial year. The end of financial year shall be 31 March.

13.2 Other General Meetings

A general meeting other than the Annual General Meeting shall be convened by the Secretary as required by the Board, or by written request signed by not less than 20% in number of Members.

13.3 Powers of the Association in General Meeting

The Association in general meeting may, by resolution passed by not less than a 75% majority of the Members which are present in person or by proxy and are entitled to vote at such meeting, exercise all powers, authorities and discretions of the Association, notwithstanding that any such power, authority or discretion may have been vested in the Board by, or pursuant to, the Rules.

13.4 Quorum

The quorum at general meetings shall be the lesser of 25 Members or 25% of Members for the time being entitled to vote at general meetings of the Association and present in person or by proxy.

13.5 Notice of Annual General Meeting and General Meetings

Notice of the Annual General Meeting and any general meeting shall be given to all Members not less than 10 days before the date of such meeting. The notice shall specify the time and place of the meeting.

Except in the case of general business to be considered at an annual general meeting, the notice shall specify all business and all notices of motion to be considered at such meeting and no business or notice of motion which is not specified shall be discussed or transacted at such meeting.

The accidental omission to give notice to or the non-receipt of any notice by any Member or any other person entitled to such notice shall not invalidate the proceedings of any general meeting to which such notice relates.

13.6 Voting at Meetings

Each member voting at any general meeting shall have their votes counted as allowed in the following table:

Membership category	Number of votes per member (No Accreditation scheme established)	Number of votes per member (Accreditation scheme established)
Corporate	3	3
Sustaining – Accredited	Not Applicable	2
Sustaining – Not Accredited	2	1
Individual	1	1
Honorary	0	0

Note: “Accreditation scheme established” means a Sustainable Electricity accreditation scheme recognised and publicly listed by the Association.

At any general meeting the Chairperson shall determine whether resolutions are to be put to the meeting by a show of hands, a poll, or by some other means. The method must take into account the vote weightings applied to the membership categories.

A poll may be requested either before the declaration of the result of a vote by a show of hands, or immediately afterwards, but before the meeting moves to the next business or adjourns.

If a resolution is put to the vote by a show of hands, a declaration by the Chairperson that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Association's 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.

13.7 Proxies

The instrument appointing a proxy shall be in writing, signed by the Member appointing the proxy, and in such form as approved by the Board. A proxy may be either the Chairperson, or a Member, or an employee, officer, agent, or shareholder of the Member.

The instrument appointing a proxy shall be delivered to the registered office of the Association before the time fixed for holding the meeting or adjourned meeting at which the person named is authorised to vote, failing which the instrument appointing the proxy shall not be treated as valid.

14 Accounts

The Board shall from time to time prepare, or cause to be prepared:

- any financial accounts for the Association, other than the financial statements, as required are from time to time by the Board and /or Association.
- the financial statements of the Association for the previous financial year.

Copies of all Financial Statements are to be presented to the Association at the Annual General Meeting. Copies of other financial accounts are to be presented to the Association in general meeting. Copies of these statements and/or accounts, together with a copy of the auditors report (if any), shall be sent to every Member not less than 7 working days before the date of the relevant meeting.

15 Cheques

Cheques shall be signed for and on behalf of the Association by the Chairperson and one director or other officer as authorised by the Board, or in such other manner as the Board determines from time to time.

16 Auditor

An auditor, who shall be a Member of the New Zealand Society of Accountants, shall be appointed to audit the Financial Statements and all other financial records of the Association prior to each year's Annual General Meeting.

17 Registered Office

The registered office of the Association shall be at such place as the Board shall from time to time determine.

18 Common Seal

The Board shall obtain a common seal for the use of the Association and shall provide for its safe custody.

The common seal shall not be used except by resolution of the Board, or with the authority of the Chairperson and one director exercised in accordance with Board policy.

Every instrument to which the common seal is affixed shall be signed by the Chairperson and one director, or by any two directors and the Secretary.

19 By-Laws

The Association may in general meeting make by-laws, provided they are not repugnant to the Rules.

The Board may from time to time prepare draft by-laws and recommend these for adoption by the Association.

20 Liability of Members

No action in law shall lie in favour of any Member against any other Member, or the Board, or any director or other office holder in respect of any matter or thing done or omitted to be done pursuant to the 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.)

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

21 Alteration of Rules

These Rules and any by-laws made under these Rules, shall not be amended, added to or rescinded unless:

- such amendment, addition to, or rescission is approved by a resolution passed by not less than a 75% majority of the votes of the Members which are present and entitled to vote at such meeting; and
- written notice of the proposed amendment addition or rescission has been given to all Members.

No addition to or alteration or rescission of the Rules shall be approved if it in any way affects the rules for the winding-up of the Association or alters the charitable nature of the Association.

No addition to or alteration of the winding-up rule shall be approved without the approval of the Inland Revenue Department.

22 Liquidation/Winding-up

The Association may be liquidated in accordance with the Act. If, upon such liquidation, any property and/or assets remain after satisfaction of all debts and liabilities of the Association, then such property and/or assets shall be disposed of in the manner directed by a resolution of the Association to another organisation or individual within New Zealand with the same or similar charitable objects to the Association. This resolution shall be put to a Special General Meeting called to consider such a resolution or resolutions.