



## BRANZ INC. ANNUAL GENERAL MEETING

2020

### BUILDING RESEARCH ASSOCIATION OF NEW ZEALAND INC.

#### SUPPORTING PAPER FOR THE 2020 ANNUAL GENERAL MEETING

The 2020 Annual General Meeting of the Building Research Association of New Zealand Inc. will be held at 1.30 pm on Thursday, 6 August 2020 in the Miramar Room, Rydges Wellington Airport Hotel, 28 Stewart Duff Drive, Wellington.

The prescribed agenda is as follows:

1. Confirmation of the minutes of the previous Annual General Meeting, held on 1 August 2019
2. Presentation by the Board Chair and the Chief Executive of the Annual Review and of audited statements of income and expenditure and liabilities and assets, for the year ended 31 March 2020
3. Election of auditor for 2020/21
4. Any other business in accordance with the Rules of the Association

#### Notice of Motion to amend the Rules of the Association

The BRANZ Inc. Board has proposed that the Rules of the Building Research Association of New Zealand Incorporated should be changed as set out below. New words are underlined and words to be removed are crossed out. Brief explanations about the proposed changes are set out in italics.

#### 2. Interpretations

*Rule 2 to have additional interpretations added alphabetically within the list. Minor amendments are proposed to existing interpretations to tidy up the Rules.*

*Explanation: The difference between an Elected Board Member and a Board Member appointed by the Board is made more visible. The date of appointment is defined.*

"Appointed Board Member" means a Board member appointed pursuant to Rule 8(c).

"Association" means the Building Research Association of New Zealand Incorporated ~~under these rules.~~

"Board" means the body established by Rule 8 ~~of these rules~~ and which is solely responsible for the governance of the Association.

"Board Members" means a member of the Board appointed pursuant to Rule 7(e) or Rule 8(c).

~~"the Council"~~ means the Building Research Advisory Council established under Rule 6 ~~of these rules.~~

"Date of Appointment" means the date on which a Board Member signs the letter of appointment and acknowledgement accepting the terms of the appointment.

"Elected Board Member" means a Board Member appointed by the Council pursuant to Rule 7(e).

“Letter of Appointment” means the letter setting out the terms of appointment of a Board Member.

#### **4. Membership**

*A new Rule 4(g) is proposed, and the existing Rule 4(g) to become (with the renumbering) Rule 4(h).*

- (g) The Board may expel a member if, in its reasonable opinion, the member has acted or may act in a manner which has or may bring the Association into disrepute or has acted or may act in a way that may prejudice the Association.

#### **7. Powers and Functions of Building Research Advisory Council**

*Rule 7(e) to be amended consistent with the interpretations in Rule 2.*

*Rule 7(f) to be deleted. Rule 7(g) to become (with the renumbering) Rule 7(f) and to be amended to clarify how a vacancy on the Board may be filled if an Elected Board Member dies or retires prior to the end of their term. Rule 7(h) to become (with the renumbering) Rule 7(g).*

*Explanation: Rule 7(e) now only applies to Board Members who are elected via the Electoral College process. Rule 7(f) is simplified so that if a vacancy occurs prior to the end of a Board Member’s term, the process to appoint is the normal election process within a timeframe agreed with the Board.*

- (e) The Council shall on behalf of the members appoint five Elected Board Members. The Council shall:
  - (i) work with the Board to determine the right mix of competencies needed for the effective governance of the Association; and
  - (ii) establish a procedure from time to time which will involve an open process to identify and obtain nominations of persons who will allow the Association to achieve that objective.
- ~~(f) The process of appointment of Board Members by the Council shall be completed within one calendar month after the Annual General Meeting in each year.~~
- ~~(g) Where an Elected Board Member appointed in accordance with Rules 7(e) and 7(f) dies or retires not later than nine months after the previous Annual General Meeting, the Council shall fill the vacancy by the same procedure as set out in Rule 7(e). If the vacancy occurs less than three months before an Annual General Meeting, appointment of a replacement shall be dealt with under Rule 7(e) prior to the end of their terms the Council may fill the vacancy by the same procedure as set out in Rule 7(e) following consultation with the Board and in accordance with any agreed timeframe.~~

#### **8. Board**

*Rule 8 to be amended consistent with the interpretations in Rule 2.*

*The second paragraph of Rule 8(a) to be numbered Rule 8(b). Rule 8(e) to be deleted. Rules 8(b) through to 8(d) inclusive to be renumbered Rules 8(c) to 8(e) inclusive. A new Rule 8(m) to be added.*

*Explanation: The changes to Rule 8(a) to 8(e) inclusive clarify the number of Board Members and the processes to be used for Elected versus Appointed Board Members. The addition of Rule 8(m) enables the Board to remove a Board Member that it feels is*

unable to perform her or his duties or if it feels BRANZ's reputation may be brought into disrepute by that Board Member.

- (a) The Board shall comprise not more than eight persons who shall be appointed in accordance with these Rules. Five Elected Board Members shall be appointed by the Council in accordance with Rule 7(e), and up to three Appointed Board Members ~~further persons~~ may be appointed by the Board in accordance with Rule 8(~~b~~c).
- (~~b~~b) The term of appointment of each Board member shall be for three years unless a lesser period is specified by the Board in making an appointment ~~in accordance with Rule 8(b)~~. Board members shall be eligible for re-appointment provided that under normal circumstances no Board member shall be eligible to serve a term of more than a total of nine consecutive years. Reappointment at the conclusion of a three-year term shall not be automatic.
- (~~b~~c) Serving Board members may appoint to the Board up to three ~~further persons~~ Appointed Board Members to assist the balance of capabilities of the Board. Each appointment shall be subject to approval by a poll of the Council which shall confirm or reject the proposed person by a simple majority. The resolution by the Board to appoint that person shall be accompanied by information as to the background and suitability of the person for the role and the term of appointment if it is not three years.
- (~~c~~d) The Board shall determine whether to fill any vacancy amongst Appointed Board Members ~~these persons appointed by the Board~~ which subsequently arises for any reason, and who shall be appointed, and the process of appointment will be as laid down in Rule 8(~~b~~c).
- (~~d~~e) In all cases of appointment to the Board by either the Council or the Board, the tenure and the rights and responsibilities of a Board Member shall commence on the date on which that person is given written notice of their appointment by the Association of appointment and:
  - (i) in the case of an Elected Board Member shall end three (3) years from such date; or
  - (ii) in the case of an Appointed Board Member shall end three (3) years from such date or on such other date as may be specified in the letter of appointment.
- (~~e~~) ~~For the purposes of establishing length of tenure of a Board Member in compliance with the limitation expressed in clause 8(a), the following shall apply;~~
  - (i) ~~the tenure of a Board Member appointed in accordance with Rules 7(e) or 8(f) shall be deemed to commence on the first day of the month following the Annual General Meeting.~~
  - (ii) ~~the tenure of a Board Member appointed in accordance with Rule 7(g) shall;~~
    - (1) ~~if the appointment occurs up to six months after an Annual General Meeting shall be deemed to have commenced from the first day of the month following the date of the previous Annual General Meeting; and~~
    - (2) ~~if the appointment occurs more than six months after an Annual General Meeting shall be deemed to commence from the first day of the month following the next Annual General Meeting.~~
  - (iii) ~~the tenure of a Board Member appointed by the Board in accordance with Rules 8(b) or 8(c) shall commence on the date on~~

~~which that person is given notice of appointment in writing by the Association.~~

(m) Notwithstanding any other Rule, the Board may remove a Board Member if all but one (1) member of the Board entitled to vote (excluding the Board Member subject to removal) resolves to do so where the Board in its reasonable opinion considers:

(i) that a Board Member is unable to perform his or her duties as a Board Member; or

(ii) that a Board Member has acted or may act in a manner which has or may bring the Association into disrepute or has acted or may act in a way that may prejudice the Association

the Board Member concerned must be given seven days' notice of the resolution which will be put to the Board, the reason for the resolution, and an opportunity to reply at the Board meeting considering their removal, before the resolution is put to the vote.

Where the Board proposes a resolution to remove an Elected Board Member the Chairperson of the Board shall consult with the Chairperson of the Council prior to the Board meeting at which the resolution to remove the Elected Board Member is to be held.

#### **14. Accounts**

*Rule 14(d) to be amended to reflect the changed name of the entity. There is no substantive effect of the change.*

(d) The Board shall cause the Annual Accounts to be audited by the Auditor elected by the last Annual General Meeting, or, in the case of the auditor's death, resignation or inability to act, by an Auditor elected by the Board who shall be a chartered accountant being a member of ~~the New Zealand Society of Accounts~~ Chartered Accountants Australia and New Zealand.

#### **15. Alteration of Rules**

*The reference to Rule 15.2 to be amended to the correct reference of Rule 15(b).*

(a) Except in the case of the circumstances set out in Rule 15-2(b), and subject to the requirements of Section 21 of the Incorporated Societies Act 1908, the Rules of the Association may be added to, altered or rescinded by resolution at a meeting of members of which at least 14 days' notice has been given stating the intention to propose such resolution PROVIDED THAT no alteration shall be put to a meeting of members or, if put, carried into effect, which will enable the funds of the Association to be used for the pecuniary benefit of any members or group of members or shall permit the activities of the Association to be carried on for the private pecuniary profit of any member or group of members.