

November 2015



**RULES OF
LIFE CYCLE ASSOCIATION OF NEW ZEALAND INCORPORATED**

AMENDMENT BY COMPLETE COPY OF UPDATED RULES

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RULES OF LIFE CYCLE ASSOCIATION OF NEW ZEALAND INCORPORATED

1. NAME and REGISTERED OFFICE

- 1.1 The name of the society shall be the **LIFE CYCLE ASSOCIATION OF NEW ZEALAND INCORPORATED** (the “Association”).
- 1.2 The registered office of the Association shall be situated at such place within New Zealand as the Committee shall from time to time determine.

2. OBJECT

The objectives of the Association shall be to:

- 2.1 Provide a focal point in New Zealand for work that is undertaken to measure the environmental impact of products and services throughout the course of their lifetime using Life Cycle Assessment ('LCA') methodology, and to manage the process of reducing these impacts using Life Cycle Management (LCM) techniques;
- 2.2 Promote networking and knowledge sharing between persons doing LCA/LCM work;
- 2.3 Promote and raise general awareness of LCA/LCM as a means of measuring and driving the reduction of the environmental impact of products and services;
- 2.4 Encourage coordination and consistency of LCA/LCM work in New Zealand, including but not limited to research projects, industry initiatives and whole of New Zealand initiatives;
- 2.5 Provide coordinated input to the New Zealand government on its policy development for matters relating to LCA/LCM, with a view to ensuring that government is advised of current work and the views of LCA practitioners;
- 2.6 Drive authentication of environmental claims, through peer review of:
 - a methodologies; and
 - b data;
- 2.7 Identify, prioritise and address barriers to widespread uptake of LCA/LCM, including:
 - a gaps in NZ LCA/LCM expertise;
 - b gaps in data;
- 2.8 Provide input into relevant standards and guidelines (national and international), where it is deemed appropriate to do so;
- 2.9 Facilitate professional recognition of LCA/LCM practitioners through agreed means e.g., a practitioner certification scheme;
- 2.10 Facilitate access to relevant LCA/LCM experts in New Zealand;
- 2.11 Periodically review the need for LCA/LCM resources, and where a need is identified facilitate the development of its/their production;

In doing so the Association shall strive to be representative of all parts of the professional community, without bias or conflict of interest.

3. ACTIVITIES AND POWERS

For the purpose of achieving the objectives as set out in Rule 2, the Association may do such acts, matters and things and may enter into and make such agreements as are incidental or conducive to the carrying out the object of the Association, and in particular, the Association may, subject to rule 4:

- 3.1 purchase, organise, conduct, maintain or manage such amenities, facilities and services as the Committee considers to be appropriate;
- 3.2 liaise, consult, work in conjunction and make arrangements with any individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities, and with the government of New Zealand or of any city, district or region thereof;
- 3.3 execute and deliver any deed or document whatsoever which may be required or seem expedient to be executed by the Association;
- 3.4 apply for and acquire any licences or permits deemed necessary by the Committee;
- 3.5 solicit, receive, enlist and accept financial and other support from individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities and from the government of New Zealand or of any city, district or region thereof;
- 3.6 organise, assist in and co-ordinate the raising of funds by any lawful means which includes a power to borrow money;
- 3.7 pay and employ or engage such person, persons or body corporate for such duties relating to the object of the Association on such terms as the Committee shall think fit.

4. CONTROL AND INVESTMENT OF FUNDS

- 4.1 Any expenditure of Association funds or incurring of debt must be approved by the Committee.
- 4.2 Cheques drawn by the Association may only be signed by the Treasurer or any other member of the Committee that has been so authorised by the Committee.
- 4.2.1 The Treasurer, or any other member of the Committee duly authorised by the Committee may make electronic transactions from the Association's bank account.
- 4.3 The income and property of the Association shall be applied solely towards the promotion of its object as set forth in Rule 2 and no portion of the income or property of the Association shall be distributed or applied for the primary purpose of securing private pecuniary profit to any member or other person. Nothing in this Rule shall prevent the payment in good faith of remuneration to any of its officers or servants or to any of its members in return for any services rendered to the Association.

5. MEMBERSHIP

- 5.1 The members of the Association shall be the signatories to these Rules together with those other persons who apply for membership and whose membership is confirmed by the Committee.
- 5.2 Bodies corporate or other persons having their registered office, residence or principal place of business outside of New Zealand are eligible to become members of the Association.
- 5.3 All applications for membership shall be made in writing to the Association addressed to the Secretary. All applicants for membership shall confirm by 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. The application will otherwise be in such form and contain such information as the Committee may from time to time prescribe.
- 5.4 There shall be three categories of fee-paying membership:
- a Individual members
 - b Corporate members
 - c Student member (Must be a full time student)

6. INDIVIDUAL MEMBERS

Any person interested in Life Cycle Assessment, and in furthering the aims and objectives of the Association, is eligible to become an Individual Member.

7. CORPORATE MEMBERS

Any body corporate having a direct or indirect interest in Life Cycle Assessment, and in furthering the aims and objectives of the Association, is eligible to become a Corporate Member.

8. STUDENT MEMBERS

Any person interested in Life Cycle Assessment who is undertaking full time study, and is interested in furthering the aims and objectives of the Association, is eligible to become a Student Member.

9. RIGHTS OF MEMBERS

Members have the right to:

- 9.1 Attend all general and special (including committee meetings subject to 13.10) meetings of the Association;
- 9.2 Propose a resolution at any general meeting of the Association;
- 9.3 Vote on resolutions at any general meeting in the manner set out in these Rules; and
- 9.4 Receive:

- 9.4.1 a copy of the minutes of each Annual General Meeting (“AGM”);
- 9.4.2 the audited and certified Balance Sheet and Profit and Loss Statement that is proposed to be approved at the AGM; and
- 9.4.3 upon request, a copy of minutes of any Committee meeting.

10. CESSATION OF MEMBERSHIP

10.1 Membership may be terminated by:

- 10.1.1 the member, by giving not less than fourteen days notice in writing to the Secretary; or
- 10.1.2 resolution of the Committee, if a member fails to pay any fee, subscription or levy assessed by the Committee within the prescribed time; or
- 10.1.3 resolution of the Committee, if in the opinion of the Committee, that Member has broken any of its undertakings to the Association, or the Rules, or whose conduct is in any respect deemed to be derogatory, contradictory or prejudicial to the objectives and interests of the Association.

10.2 Termination of membership shall not relieve the member from liability for fees, subscriptions, levies or other liabilities which have been incurred or arisen prior to termination.

11. FEES, SUBSCRIPTIONS AND LEVIES

11.1 Each member shall pay to the Association any subscription, fee or levy which may be determined and set by the Committee from time to time in the manner and mode determined by the Committee. All membership fees shall be due and payable on the first day of June in each year or on such other date as may be determined by the Committee.

11.2 The Committee may, in addition to fees, subscription and levies referred to above, make a levy on any member for whose benefit or upon whose behalf the Association shall have agreed to incur any obligation. The amount and time of payment of such levy shall be fixed by the Committee by unanimous resolution.

11.2 The Committee reserves the right to determine the extent of refunds to members on cessation of membership.

12. COMMITTEE

12.1 The day-to-day affairs of the Association shall be administered by the Committee. The Committee shall consist of 9 members to be elected from and by the members of the Association at every second AGM, commencing with the second. The Association shall endeavour as far as practicable to maintain a balanced representation of New Zealand life cycle assessment stakeholders on the Committee.

12.2 The committee members are listed on the LCA NZ website and will be updated every year following the AGM.

- 12.3 Nominations for membership of the Committee shall be made in writing/email by a member other than the nominee, with the written consent of the nominee and delivered to the Secretary no later than 5 working days before the AGM.
- 12.4 In the event of there being fewer nominations than vacant places on the committee, nominations must be called from those present in person or via video-link or internet link at the AGM.
- 12.5 If, after a call for nominations, there remain 9 or fewer nominations, then all the members nominated shall be appointed to the Committee.
- 12.6 If there are more nominations than available places on the committee a vote shall be taken by email to elect the Committee. The voting process will be managed by the secretary. If the secretary is amongst the nominated people an independent facilitator shall be appointed to work with the secretary.
- 12.7 The term of office for each Committee member shall be from the date of appointment or election until the AGM two years later. Outgoing Committee members shall (subject to these Rules) be eligible for nomination and re-election or re-appointment.
- 12.8 The office of a member of the Committee is treated as vacant:
- 12.8.1 if the member absents himself or herself without leave from two consecutive meetings of the Committee without giving apologies;
 - 12.8.2 if the member resigns by notice in writing to the Committee;
 - 12.8.3 if the Association passes a resolution removing the member from office;
 - 12.8.4 if the member ceases to be a member of the Association; or
 - 12.8.5 upon death of the member.
- 12.9 Should a vacancy arise during the term of office of any member of the Committee, the Committee may appoint any member of the Association to fill any such vacancy until the conclusion of the next AGM.
- 12.10 Should a vacancy arise in the office of President, Secretary or Treasurer, the committee must elect one of its members (who does not already hold one of the other two offices) to fill the vacant office then appoint another committee member in accordance with clause 11.9.
- 12.11 If a committee member has been appointed pursuant to rule 11.10, the Secretary must no later than 10 days before the next AGM, seek nominations from members for the post filled by appointment. If there are no nominations, the appointed member shall continue in office. If 1 member is nominated, that member shall be appointed to the Committee. If there is more than 1 nomination a vote shall be taken of all members present in person or represented by proxy to elect the Committee member.
- 12.12 For the avoidance of doubt, corporate members are eligible for election to the committee. However, any corporate member so elected or appointed must nominate in writing, served upon the Secretary, a person employed by it or a person engaged in its day-to-day business affairs to participate in committee affairs on behalf of the corporate member and any such vote or other engagement by that nominee shall be treated as the vote or engagement of the corporate member.

13. POWERS OF COMMITTEE AND OFFICERS

- 13.1 Without in any way limiting or restricting the generality of the power to administer the affairs of the Association, the Committee may by resolution, at its discretion and upon and subject to such terms and conditions as it thinks fit:
- 13.1.1 approve the application of Association funds for the purpose of carrying out in whole or in part the objects of the Association or any of them or in any other manner from time to time authorised by the Association in general meeting;
 - 13.1.2 engage professional services and employ such administrative, secretarial or other staff as may from time to time be necessary to carry out the objects of the Association and pay salaries, wages or honorariums to such persons and to the officers of the Association;
 - 13.1.3 set the application fee for membership;
 - 13.1.4 establish special interest groups (which may comprise Committee members, members and non-members) and sub-committees to consider specific issues as and when the need arises;
 - 13.1.5 delegate any of its functions and powers to such Committee member, member, sub-committee or employee as the Committee thinks fit and any such person or sub-committee shall conform to any instructions that may from time to time be conveyed to him, her or it by the Committee in regard to the matter delegated; and
 - 13.1.6 approve an employee or person engaged by the Committee to attend Committee meetings for the purpose of taking minutes and giving information about the administrative affairs of the Association relating to his or her work for the Association;
 - 13.1.7 authorise any Committee member to sign cheques drawn by the Association or make disbursements of Association funds by other means, for a specified period or indefinitely.
- 13.2 For the purpose of rule 12.1.2, members of the Association (including Committee members) are eligible to have their professional services engaged or be employed on the same terms as non-members.
- 13.3 The Secretary and Treasurer may delegate any obligation to make a notification to any other Committee member, with that Committee member's prior written consent.
- 13.4 The Secretary and Treasurer and any other Committee member acting under delegation may fulfil any obligations to make a notification by instructing any staff member employed by the Association to make that notification.

14. PROCEEDINGS OF COMMITTEE AND ELECTION OF OFFICERS

- 14.1 A quorum of 5 members of the Committee shall be required to be present in person or by proxy at any meeting of the Committee before any business can be dealt with. In this rule, "in person", includes participation by electronic communication.

- 14.2 Before each meeting, the Secretary shall circulate an agenda and ask Committee members to determine whether they have or may have a conflict of interest with regard to any agenda item. Committee members must declare any conflict of interest that they have or may have and identify the agenda item to which it relates. They may not be present for the discussion of that item. They are not entitled to vote on any resolution relating to that item. The Secretary shall record in the minutes of the meeting any declarations and members' absences from relevant agenda pursuant to this rule.
- 14.3 Issues arising at any Committee meeting shall be decided by a majority of votes on a resolution put to the Committee, unless otherwise required by these Rules. Each member of the Committee shall have one vote on such resolutions. In case of an equality of votes, the President shall be entitled to a casting vote in addition to his or her own deliberative vote.
- 14.4 The Committee shall, at its first meeting after the AGM of the Association in every second year elect a President from amongst its number whose duty is to act as chairperson of Committee meetings. The Committee shall also appoint other persons to be Secretary and Treasurer of the Association until the conclusion of the AGM two years later. The President, Secretary and Treasurer shall not serve more than 2 consecutive terms (currently 4 years in total) to ensure as many members as possible have an opportunity to stand. This rule shall be applied from the 2015 appointments onwards.
- 14.5 During the period between each election and the first Committee meeting thereafter, the President, Secretary and Treasurer of the Association shall be the persons holding those offices immediately prior to such AGM provided that if the President, was not re-elected or re-appointed to the Committee then the Committee member who has served on the Committee for the longest period of time shall be the President during the said period, even if that entails another officer also acting as President.
- 14.6 Every Committee member shall be entitled to appoint a proxy to represent him or her at any meeting of the Committee. The instrument appointing a proxy shall be in writing (normally via email) under the hand of the appointor and must be received by the Secretary prior to the time of the relevant meeting. A proxy must be a member of the Committee.
- 14.7 No proceeding of the Committee shall be invalid due to there being a vacancy or vacancies in the number of members on the Committee provided that the meeting is quorate.
- 14.8 Ten clear days notice shall be given of all meetings of the Committee, to each member's correspondence address as recorded by the Secretary pursuant to rule 14.5. However, if the Secretary decides that there is special urgency, shorter notice may be given if no objection is raised by any member of the Committee.
- 14.9 The Committee may make such rules (not inconsistent with these Rules) for the conduct of its business and the general management and control of the affairs of the Association as it considers necessary, provided that any such rule may be rescinded or amended by a majority vote taken at a general meeting of the Association.
- 14.10 Every Member may submit written representations to the Committee on any matter, and the President shall determine in relation to each such submission whether it should be discussed at a Committee meeting. The President may request the member making the written representations attend at a Committee meeting in person to discuss the subject of the representation.

- 14.11 The Committee shall meet at such time and place as may be determined from time to time by it and in any event shall meet at least three times in each financial year.

15. DUTIES OF SECRETARY

The Secretary shall:

- 15.1 convene (by sending out notices in accordance with these Rules) and as far as possible, attend all meetings of the Committee and of the Association;
- 15.2 determine whether to approve Committee members' applications for leave of absence from Committee meetings;
- 15.2 keep or cause to be kept as far as possible correct minutes of all meetings of the Committee and the Association;
- 15.3 on request by a member send or cause to be sent a copy of the minutes of any Committee meeting;
- 15.4 on request by a member send or cause to be sent a copy of the minutes of the previous AGM and, to any member who has not made such a request, send or cause to be sent such minutes no later than ten days before the next AGM;
- 15.3 on behalf of the Committee prepare and submit to the AGM a report of the affairs of the Association for the past year;
- 15.4 conduct correspondence of the Association in any way he or she sees fit, subject to the direction of the Committee;
- 15.5 keep or cause to be kept full and complete records of the membership of the Association (including a postal or email address for notification and communication of Association business);
- 15.6 notify the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908:
 - 15.6.1 whenever the situation of the registered office is changed;
 - 15.6.2 of changes to the Rules in accordance with section 21 of the Act arrange for an officer of the Association (which may include him or her) to certify that any alterations in these Rules have been made in accordance with them and deliver the certificate and the altered rules to the Registrar; and
 - 15.6.3 of information requested by the Registrar under statutory powers.

16. DUTIES OF THE TREASURER

The Treasurer shall:

- 16.1 be the financial officer of the the Association and shall have, under the authority of the Committee, custody of the funds of the Association;

- 16.2 have power to receive all legacies, contributions, donations or other moneys bequeathed made or given to the Association;
- 16.3 keep or cause to be kept complete and proper records of all moneys received and disbursed by, or on behalf of, the Association;
- 16.4 make such disbursements and pay all accounts for the Association as have been approved for payment by the Committee;
- 16.5 ensure that all instruments for the payment of moneys by the Association are drawn in the name of the Association;
- 16.6 secure proper receipts for all moneys disbursed;
- 16.7 sign and give receipts for money paid or for property transferred or conveyed to the Association;
- 16.8 report the Association's financial position to the Committee or Association whenever requested by the Committee;
- 16.9 circulate or cause to be circulated to Members no less than 5 days before the AGM a Balance Sheet and Profit and Loss Statement for the past year both of which shall have duly audited and certified by the Association's auditor; and
- 16.10 provide the Registrar of Incorporated Societies with an annual financial statement in accordance with section 23 of the Incorporated Societies Act 1908.

17. AUDITOR

- 17.1 The Committee may at its first meeting after the incorporation of the Association appoint an auditor who shall not be a member of the Association but who shall be a member of the New Zealand Society of Accountants. At each AGM of the Association thereafter the members may by resolution appoint an auditor who shall be a member of the New Zealand Society of Accountants. For the avoidance of doubt, the auditor appointed at the AGM may, but need not be, the auditor appointed at the first Committee meeting.
- 17.2 Any remuneration for the auditor shall be determined by the Committee.

18. GENERAL MEETINGS

- 18.1 The AGM shall be held in June or July in each year at a time and at a place to be fixed by the Committee.
- 18.2 All general meetings other than AGMs shall be called Special General Meetings.
- 18.3 A general meeting other than the AGM may be convened by the Secretary by resolution of the Committee at any time, or by a written request stating the purpose for which the meeting is required and signed by not less than 19% in number of Members.
- 18.4 Notification of Annual or General Meetings of the Association shall be given to members not less than 10 days before the day fixed for the meeting and shall state the date, hour and place of the meeting. In the case of a General Meeting the notice shall also state the general nature of the business to be discussed. The accidental omission to give

notice of a meeting to any member or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of that meeting.

- 18.5 Each member may appoint a proxy who may exercise the vote of the member. At any general meeting of the Association every member present either in person or by proxy shall be entitled to one vote. The instrument appointing a proxy (who must be a member) shall be in writing and in such form as required by the Committee.
- 18.6 The instrument appointing a proxy shall be delivered to the Committee not less than one hour before the commencement of the relevant meeting, failing which the instrument appointing the proxy shall not be treated as valid.
- 18.7 No business shall be conducted at any general meeting unless a quorum of members is present. The quorum is ten or double the number of current members of the Committee, whichever one is greater. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved and shall stand adjourned to the same day, time and place in the next week unless the Committee determine another day, time or place. If no quorum is present within half an hour of the time appointed for the resumed meeting, the meeting shall be deemed to be quorate. In this rule, "present" includes participation by telephone, video or internet-link.
- 18.8 The President shall preside at any general meeting of the Association. If he or she is not present within 15 minutes after the time appointed for it or is unwilling to act, the members present shall elect another member to be chairperson.
- 18.9 At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands or, if requested by any member, by ballot.
- 18.10 Questions decided at any general meeting shall, unless otherwise specified in these rules, be decided by a majority of votes and in case of an equality of votes, the chairperson shall be entitled to a casting vote in addition to his or her own deliberative vote.
- 18.11 A declaration by the chairperson that a resolution has been carried or lost shall be conclusive evidence of the fact.
- 18.12 For the purposes of securing the widest participation in the Association's activities and for carrying out its objects, the Committee may, from time to time, by resolution, invite representatives of any organisation or Government representative (Central, regional or local) or any other person to attend a general meeting and take part in all discussions.

19. POSTAL OR EMAIL BALLOT

- 19.1 Notwithstanding anything to the contrary in these Rules, anything that may be done by the Association by resolution at a general meeting of the Association, subject to the provisions of the Incorporated Societies Act 1908 as modified or re-enacted from time to time, may be done by a resolution passed, without a meeting, by means of a postal or email ballot conducted in accordance with the provisions of this Rule 18.
- 19.2 Thirty three percent of the members of the Association may by written requisition require the Committee to hold a postal or email ballot relating to any matter, in which case the Committee will conduct a postal or email ballot in accordance with this Rule 18. Any such requisition must state the general nature of the business and must be delivered to the Secretary.

- 19.3 The Committee shall appoint a returning officer, who shall not be a person who is personally interested in the outcome of the ballot, for the purposes of the conduct of the ballot.
- 19.4 Ballot papers shall be delivered to every member not less than 5 days before the date fixed for the return of the ballot papers. Delivery may be effected by post, facsimile, email or any other form of delivery by the returning officer. The ballot paper shall specify:
- 19.4.1 the resolutions proposed and the method for indicating assent or dissent to the resolution;
 - 19.4.2 the date by which the ballot papers must be returned to the returning officer;
 - 19.4.3 the method or methods by which the ballot papers may be returned to the returning officer; and
 - 19.4.4 such other information as the Committee shall consider necessary or desirable.
- 19.5 The accidental omission to deliver ballot papers, late receipt of ballot papers or non-receipt of ballot papers by any member shall not invalidate the ballot.
- 19.6 Questions decided by ballot shall, unless otherwise specified in these rules, be decided by a majority of votes. In the event of equality of votes the President shall be entitled to a casting ballot in addition to his or her own deliberative ballot. The declaration of the returning officer that a resolution has been carried or lost shall be conclusive evidence of the fact.
- 19.7 If it is the opinion of the Committee that Committee members should be elected by postal ballot, then the provisions of this Rule shall apply.

20. COMMON SEAL

- 20.1 The Committee shall obtain a common seal for the use of the Association and shall provide for its safe custody.
- 20.2 The common seal shall only be used under the authority of and pursuant to a resolution duly passed by the Committee and every instrument to which the common seal is affixed shall be signed by 2 members of the Committee.

21. ALTERATION OF RULES

These Rules may, subject to the provisions of the Incorporated Societies Act 1908 or any statutory modification or re-enactment thereof, from time to time be altered or rescinded by a resolution passed by sixty-six percent of members present and entitled to vote at a general meeting of the Association. Notice of any intended alteration, or rescission must be in writing and received by the Secretary not later than ten days prior to such meeting and a copy of such notice shall be posted or emailed by the Secretary to each member at the cost of the proposer not later than 5 days prior to such meeting.

22. WINDING UP

If the Association is put into liquidation or is dissolved by the Registrar of Incorporated Societies and 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 within New Zealand which has the same or similar objects to the Association and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on this Association.

23. INDEMNITY

Every member of the Committee, employee or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which any such Committee member, employee or servant may incur or become liable for any reason of any contract entered into or act or thing done by him as Committee member, employee or servant or in any way in the discharge of his or her duties provided that such actions are done in pursuant of the objects or interests of the Association and come within the express or implied authority of the person so acting.

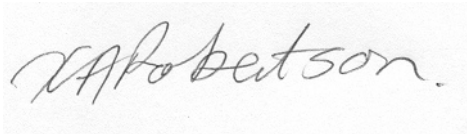
24. Signatures



President

Barbara Nebel

Name



Secretary

Kimberly Robertson

Name



Treasurer

John McArthur

Name