



Governance Rule changes for ratification

VOTE 1: RULE 12.1

PROPOSAL

Remove Vice President and Past President positions from the Governing Board and extend the terms of the President and Deputy President from one year to two years. Decrease the number of Senior Office Holders from four (President, Deputy President, Vice President and Past President) to two (President and Deputy President). Remove reference to the Vice President in rule 14.4.

Rule changes for ratification

12.1 Engineering New Zealand is governed by a Board consisting of:

- a. The President; and Deputy President, ~~and Vice President~~, each elected for a term of ~~one year~~ two years;
- ~~d. — If willing and able, the most recent Past President, who serves for one year and is an ex-officio member of the Board;~~

12.2 The President; and Deputy President; ~~Vice President and Past President~~ are collectively known as the senior office holders of Engineering New Zealand.

14.4 A Financial Member may nominate for the position of President; or Deputy President ~~or Vice President~~ any ~~Fellow who is a~~ Financial Member. Nominees for President must have, within the previous five years, served no less than two years as a Board member at the time the election will occur.

Vote 1 – agree/disagree

VOTE 2: RULE 12.1

PROPOSAL

Reduce the number of elected members from six to four, each elected for terms of three years.

Rule change for ratification

12.1 Engineering New Zealand is governed by a Board consisting of:

- b. ~~Six~~ Four members of the Board, each elected for a term of three years (“elected members”)

Vote 2 – agree/disagree

VOTE 3: RULE 12.1

PROPOSAL

Increase the number of appointed members from two to three, each appointed for terms of one or two years.

Rule change for ratification

12.1 Engineering New Zealand is governed by a Board consisting of:

- c. No more than ~~two~~ three members of the Board appointed for terms of one or two years (“appointed members”)

Vote 3 – agree/disagree

VOTE 4: REMOVAL OF RULE 12.3 AND CHANGE TO RULE 14.4

PROPOSAL

Remove from the Rules the need for Senior Office Holders to be Fellows of Engineering New Zealand (12.3).
Remove the need of the President and Deputy President to be Fellows (14.4).

Rule changes for ratification

~~12.3 Only Fellows can be senior office holders.~~

14.4 A Financial Member may nominate for the position of President, Deputy President or Vice President¹ any ~~Fellow who is~~ a Financial Member. Nominees for President must have, within the previous five years, served no less than two years as a Board member at the time the election will occur.

Vote 4 – agree/disagree

VOTE 5: RULE 13.1

PROPOSAL

Wording change to Rule 13.1 to accommodate changes to the total number of elected Board members.

Rule change for ratification

13.1 ~~Two of the six elected members~~ At the end of their term, elected Board members complete their term of office at each Annual General Meeting.

Vote 5 – agree/disagree

¹ Vice President to be included or excluded depending on the outcome of Vote 1.

VOTE 6: NEW RULE 13.6

PROPOSAL

Provide a process for removal of Board members who do not comply with the Rules or the Governance Charter (13.6).

Proposed new rule for ratification

13.6 Where a complaint is made about a Board member's compliance with either these Rules or the Board's Governing Charter (and not about the Board member's capacity as a Member of Engineering New Zealand) the following steps shall be taken:

- a. the Board member who is the subject of the complaint must be advised of all details of the complaint and given adequate time to prepare a response;
- b. the complainant and the Board member who is the subject of the complaint must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Board (excluding the Board member who is the subject of the complaint); and
- c. any oral hearing by the Board and/or any oral or written statements by the complainant or the Board member who is the subject of the complaint shall be considered by the Board (excluding the Board member who is the subject of the complaint).

If the complaint is upheld, the Board member may be removed from the Board by resolution of the Board.

Vote 6 – agree/disagree

VOTE 7: NEW RULE 13.7

PROPOSAL

Allow for the voluntary resignation of a Board member (13.7).

Proposed new rule for ratification

13.7 A Board member shall be deemed to have ceased to be a Board member if that person ceases to be a member of Engineering New Zealand or if that person resigns voluntarily from the Board in writing following a conversation with the Chief Executive.

Vote 7 – agree/disagree

VOTE 8: NEW RULE 14.5

PROPOSAL

Clarify that a nominee for election must not be disqualified from holding office on any of the grounds in the Incorporated Societies Act 2022 (14.5).

Proposed new rule for ratification

14.5 Nominations must be in writing in the form prescribed by Engineering New Zealand and include the nominee's written consent to the nomination and the nominee's written confirmation that they are not disqualified from holding office by these Rules or by the Incorporated Societies Act 2022.

Vote 8 – agree/disagree

VOTE 9: RULE 14.13 (PART 1)

PROPOSAL

Allow the Board to appoint up to three persons with diverse skill sets.

Proposed rule change for ratification

14.11 In accordance with Rule 12.1(c), the Board may appoint up to ~~two Financial Members~~ three voting members with diverse backgrounds and skill sets to enhance its capabilities as appointed members.

Vote 9 – agree/disagree

VOTE 10: RULE 14.13 (PART 2)

PROPOSAL

Require that one appointed member be an “Emerging Member” as defined in the proposed Rule.

Proposed rule change for ratification

14.11 In accordance with Rule 12.1(c), the Board may appoint up to three² Financial Members as appointed members. The Board must appoint an Emerging Member to provide the perspective of new and mid-career engineers and to grow governance skills in our members if this representation is not secured through the election process. An Emerging Member is any member under 35 years of age. In appointing an Emerging Member, the Board may select the highest polling Emerging Member candidate from the election or put out a call for expressions of interest and appoint an Emerging Member whose background and skill set will enhance the capability of the Board.

Vote 10 – agree/disagree

² Depending on the outcome of Vote 3, this number will either be two or three.

VOTE 11: NEW RULE 14.15

PROPOSAL

Allow the Board to provide payment to appointed members (other than the emerging member) (14.15).

Proposed new rule for ratification

14.15 Appointed members may receive financial support for their role on the Board.

Vote 11 – agree/disagree

VOTE 12: RULE 15.1

PROPOSAL

Addition of need to keep minutes as required by the Incorporated Societies Act 2022 (15.1).

Proposed rule change for ratification

15.1 The Board will meet as often as required for the business of Engineering New Zealand. Minutes must be kept of all Board meetings.

Vote 12 – agree/disagree

VOTE 13: RULE 15.2

PROPOSAL

Quorum is the majority of the Board members (elected and appointed) (15.2).

Proposed rule change for ratification

15.2 The quorum for Board meetings is ~~six~~ the majority of the members of the Board. Board members linked to a meeting by teleconference or video are deemed as present for the purposes of a quorum, voting or for any other purpose required by these Rules.

Vote 13 – agree/disagree

VOTE 14: RULE 15.21

PROPOSAL

Removal of the President and Deputy President as ex-officio members of all Board appointed committees, as well as the ability for all Board members to attend any committee meeting of the CPEng Board (previously 15.21). This is for the purposes of separating the Governing Board from the CPEng Board and the Competency Assessment Board. The CPEng Board is a committee of the Governing Board and the Competency Assessment Board reports to the CPEng Board.

Proposed rule change for ratification

~~15.21 The President, the Deputy President and the Vice President are ex-officio members of all Board appointed committees, and all Board members can attend any committee meeting and obtain a copy of the minutes of any committee meeting on request.~~

15.21 Appointed committees or representatives are responsible to the Board and must regularly report to it on their activities. Minutes of committees must be available to the Board on request.

Vote 14 – agree/disagree



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