

CONSTITUTION OF THE

Independent Electricity Generators
Association Incorporated

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1. NAME

The Society shall be called the “Independent Electricity Generators Association Incorporated” (hereinafter referred to as ‘the Society’).

2. REGISTERED OFFICE

The registered office of the Society shall be at such place as the Committee may from time to time determine.

3. OBJECTIVES

The objectives of the Society follow.

Independent Energy Generators Association Incorporated represents the interest of developers and operators of distribution connected electricity facilities and service providers.

Our aim is to advocate for fair and equitable access to the electricity market that enables distributed generators to supply electricity to consumers.

The Independent Energy Generators Association Incorporated facilitates the free and unbiased exchange of information and ideas, and discussion of issues pertaining to distributed generation for the benefit of members.

It provides the distributed generation sector with a unified and cohesive voice in addressing legislative, regulatory, operational and general matters.

The objectives of the Society are limited to within New Zealand.

4. POWERS

The Society shall have the following powers:

- To invest funds not immediately required in such a way as may from time to time be determined by the Committee.
- To purchase, lease, hire, otherwise acquire real and personal property, rights and privileges, which may be necessary or convenient to the attainment of the objectives of the Society.
- To sell, lease, hire, or change any property of the Society and grant such rights or privileges thereover as may be necessary or convenient to the attainment of the objectives of the Society.
- To raise money by way of membership, subscriptions, sponsorship, grants or otherwise.
- To do all such things as are incidental to the attainment of the objectives of the Society.

5. MEMBERSHIP

Every member of the Society shall be classified as a Generator or an Associate member.

- A Generator applies to owners or operators of distribution connected electricity generating facilities.
- An Associate applies to individuals or entities that have an interest in the objectives of the Society.
- The Society shall annually, at the Annual General Meeting, set the membership fees and levies. The fees and levies shall be set in accordance with the following:
 - All members shall pay an annual membership fee due no later than the date of the Annual General Meeting; and
 - All Generators shall pay an annual levy detailed in a Schedule set by the Committee after recommendations from the Annual General Meeting consistent with the By-Laws of the Society; and
 - All Generators shall pay an additional levy if deemed necessary by resolution of the Committee for the purpose of funding extraordinary project work.
- The Society reserves the absolute right to accept or decline any request to join the Society's membership, or cancel any membership, at the discretion of the Committee.

6. RESIGNATION OF MEMBERS

Any member of the Society desiring to resign or take extended leave of absence shall send to the Secretary a written notice of resignation or leave of absence request and shall return in good order any property belonging to the Society.

7. OFFICERS

The Officers of the Society shall be elected each year at the Annual General Meeting and shall consist of:

- A Chairperson
- A Secretary
- A Treasurer
- A Secretariat (which shall be a remunerated position)

8. POWERS AND DUTIES OF OFFICERS

Chairperson

The Chairperson shall preside at all annual meetings, general meetings and Committee meetings at which he/she is present.

Secretary

The Secretary shall attend and keep records of meetings, shall conduct all correspondence, shall issue notices of meetings and shall generally carry out such duties as may be assigned from time to time by the Committee.

Treasurer

The Treasurer shall receive all monies accruing to the Society, issue appropriate receipts, deposit such monies as soon as practicable in such Society account as the Committee from time to time directs, pay all accounts due by the Society as and when passed for payment by the Committee, keep such books of accounts and shall disclose fully and clearly the financial position of the Society at any time and from time to time, permit any member of the Committee to inspect the books of accounts after receiving seven days written notice from such member of his/her desire to do so, prepare, and submit to each Annual General Meeting a statement of income and expenditure and a balance sheet showing the financial position of the Society as at the 31st of March preceding the meeting (or in any such way of statement of accounts as may be changed by the New Zealand Institute of Chartered Accountants from time to time) and shall generally carry out such duties as may be assigned from time to time by the Committee.

Any bank account held by the Society is to have three signatories, being the Treasurer and two others appointed by the Committee. Any two must approve all electronic transactions.

Secretariat

The Secretariat shall support the Society with regulatory advice and prepare submissions to government and regulatory authorities consistent with the objectives of the Society and also arrange engagements with political stakeholders and prepare media releases. The Secretariat will send updates to members and organise membership meetings, which might include arranging presentations by regulatory officials, as well as maintain an up-to-date website and provide support to the Committee as required.

9. CONSTITUTION OF THE COMMITTEE

The Committee shall comprise the Chairperson, the Secretary, the Treasurer, and two other members who shall be elected each year at the Annual General Meeting. The Committee must constitute a minimum of five members.

Any members of the Committee shall be entitled to attend all meetings of the Committee and shall be entitled to vote at such meeting.

Three (3) persons must be present (teleconference, VOIP etc) to form a quorum for meetings of the Committee. If a quorum is not present at any stage, the meeting shall be adjourned. The Chairperson, or in their absence a member chosen by the meeting, will chair meetings of the Committee.

Should a vacancy occur in respect of any member of the Committee, the remaining members may co-opt any member to fill such vacancy until the next General Meeting.

10. POWERS AND DUTIES OF THE COMMITTEE

Subject to any express direction by any general or special meetings of the Society, the Committee shall have full power to transact all business of the Society, to control its finances and generally to exercise all such administrative powers as may be necessary to achieve its objectives.

Without limiting the general powers herein conferred, the Committee shall have the following particular powers:

- To make such rules and regulations not inconsistent with these rules as it thinks expedient for the management of the Society;
- To remunerate any person for any services to the Society that the Committee see fit, at a reasonable rate. This will be the same as or less than the average rate for that service;
- To apply for any such funding to assist in the running of the Society or for any projects the Society may be participating in;
- To appoint any sub-committee of any members of the Society for any reason the Committee see fit; and
- To appoint any expert to further the objectives and report on any issues.

11. SOCIETY PROPERTY

Any property purchased by the Society remains the property of the Society and shall be lent to members as required to follow the objectives of the Society. When required and on resignation of a member the property should be returned in good order.

12. ANNUAL GENERAL MEETING

An Annual General Meeting shall be held not later than the 30th day of June each year at such time and place as may be determined by the Committee. The business of such Annual General Meeting shall be to receive and consider the annual Report and Accounts, to elect the officers and Committee and to deal with any other business of which notice shall have been given to the Secretary not later than seven working days prior to the date fixed for such meeting.

13. SPECIAL GENERAL MEETING

A Special General Meeting shall be convened by the Secretary at the request of the Committee or within fourteen working days of receipt by them of a requisition signed by or on behalf of at least ten members stating the reason for requisitioning such meeting.

14. NOTICES OF GENERAL MEETINGS

Notices of every annual, general and special meeting shall be sent to each member at least twenty-one days before the date of such meeting. Such notice shall state the time and place and the business, which will be brought before it. Any member can email the Secretary with suggested agenda items.

Notices will be sent electronically to a members' e-mail address held by the Secretary on the membership register. It is the sole responsibility of each member to ensure the Secretary is provided with any changes to a member's contact details.

The Committee may, prior to setting a meeting date, determine whether members can attend the meeting using electronic means.

15. CONDUCT OF GENERAL MEETINGS

At all general meetings the quorum shall be seven members. At all such meetings the Chairperson, or in their absence a member chosen by the meeting, shall preside. Every member shall be entitled to one vote on any proposal before the meeting and all Generator members shall be entitled to an additional vote on only those matters relating to Levy funded expenditure. In the event of an equality of votes the Chairperson (or in the case of his/her absence the member chosen by the meeting to preside) shall not have the casting vote. Voting shall be by show of hands unless a ballot is called for.

16. MEMBERSHIP REGISTER

The Secretary will keep a Register of all members. For each member the register will record the following:

- Name
- Address
- Contact phone number
- Email address (mandatory)
- Membership category.

The Secretary will provide a list of all members to the Registrar of Societies if requested.

17. COMMON SEAL

The Secretary will cause a common seal to be made and it should remain in the Custody of the Secretary and be used on all legal documents of the Society and signed by the Chairperson and Secretary after a resolution is made at a meeting.

18. BY-LAWS

The Committee may from time-to-time make, alter or rescind by-laws for the general management of the Society, so long as these are not repugnant to these rules or to the

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provisions of law. All such by-laws shall be binding on members of the Society. A copy of the by-laws for the time being, shall be available for inspection by any member on request to the Secretary.

19. WINDING UP

A simple majority of the members present at a Special Meeting convened for the purpose may resolve that the Society be wound up as from the date stated in the resolution. A subsequent General Meeting will be called not earlier than thirty days to confirm such resolution. If, upon winding up, and after satisfaction of all the Society's debts and liabilities there remains any surplus funds or property whatsoever, such funds and property shall be gifted to a likewise approved Society.

20. AMENDMENTS TO RULES

These Rules may be amended at any time pursuant to a resolution passed at a Special General Meeting convened for the purpose provided that at least two-thirds of the members present at such meeting shall have voted in favour of the resolution.

No amendments shall be permitted which would cause the Society to lose its Incorporated Society status and thus this sub rule shall not be altered, added to, rescinded or otherwise varied or amended in any way whatsoever.

SCHEDULE: MEMBERSHIP FEES

The membership fees for the Society have been set by the Committee at:

Annual membership fee for all members	\$250
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Plus Annual Levy for Generators:

For Generators with annual generation output of:

Less than or equal to 1GWh	\$750
Above 1GWh and up to 10 GWh	\$1,000
10GWh and above	\$1,500