

THE RULES OF RETAIL NZ (INCORPORATED)

Registered No WN/345871

Level 6 56 Victoria Street
WELLINGTON

PO Box 12 086
WELLINGTON

RULES

AS ADOPTED BY THE ANNUAL GENERAL MEETING HELD ON 15 AUGUST 2018,
REPLACING THE RULES ADOPTED BY THE ANNUAL GENERAL MEETING HELD ON 15
JUNE 1987 (AND AS SUBSEQUENTLY AMENDED).

1 THE NAME

The name of the organisation shall be "Retail NZ (Incorporated)".

2 REGISTERED OFFICE

The registered office of Retail NZ will be at such address as the Board of Directors may from time to time determine.

3 OBJECTIVES

Retail NZ is an association, the principal objective of which is to take retail further, representing, supporting and promoting the interests of retailers, online traders, wholesalers, suppliers and their employees.

4 MEMBERSHIP

(a) Ordinary membership

Ordinary membership of Retail NZ is open to corporate bodies, partnerships or individuals who are retailers, Internet sellers or wholesalers engaged in trade, or any organisation associated with retail.

(b) Individual membership

Individual membership is open to employees who work for any Retail NZ member, or any student.

(c) Life membership

Life membership may be conferred on any person who has, in the opinion of the Board of Directors rendered conspicuous service to the retail sector or Retail NZ.

5 APPLICATION FOR MEMBERSHIP

Application for membership may be made on an application form on Retail NZ's website, or in such other form as may be accepted by the Chief Executive.

The Board of Directors has the power to grant membership and shall have absolute power to grant or refuse such application on such terms and conditions as it thinks fit and its decision shall be final and binding.

In general, such authority is delegated to the Chief Executive who may, if he believes it appropriate, refer the acceptance of a member to the Board of Directors.

6 TERMINATION OF MEMBERSHIP

(a) Resignations

Any member may at any time retire from Retail NZ by giving one month's notice in writing or by email to that effect to the Chief Executive. Resignation shall not absolve the member from any obligation or debt that has accrued to Retail NZ prior to resignation.

(b) Non-payment of subscriptions

Any member whose subscription is unpaid 30 days after subscriptions become due shall cease to be a member, unless alternative arrangements have been agreed.

(c) Expulsion

The Board of Directors may expel any member whose conduct, in its opinion, renders that member unfit to be a member.

Such member shall cease to be a member of Retail NZ from the date of its resolution.

Written notice of the intention to move a resolution to expel the member under this rule must be given to the Chief Executive at least one calendar month before the meeting of the Board of Directors at which such resolution is to be moved and the Chief Executive must inform the member concerned of the notice at least 21 days before the day of such meeting. The member concerned has the right to attend the said meeting and make representations prior to the resolution being put. Such a person has the right to have representation at such a meeting.

(d) Disqualification

Any member who ceases to qualify for membership in the class of membership in which they were admitted is liable to be disqualified from membership of Retail NZ by the Board of Directors.

7 SUBSCRIPTIONS AND FINANCIAL YEAR

The annual subscription payable by members for each year shall be as determined by the Board of Directors. The financial year shall end on 31st March in each year.

8 MANAGEMENT

(a) The Affairs of Retail NZ will be governed by the Board of Directors.

(b) The Board of Directors is comprised of: a minimum of five and up to nine people. A member of the Board of Directors must be an ordinary member or authorised representative of a member of Retail NZ.

9 APPOINTMENT, RESIGNATION AND TERM OF DIRECTORS

(a) Directors will be elected by the members for a two year term.

(b) There are two classes of Directors, both with equal authority:

- (i) Class A Directors have terms that end from 30 September 2018, and every two years thereafter; and

- (ii) Class B Directors have terms that end from 30 September 2019, and every two years thereafter.
- (c) As a transitional measure, Class A Directors will be those that were first elected at the 2016 Annual General Meeting; and Class B Directors will be those that were first elected at the 2017 Annual General Meeting.
- (d) From 2018 onwards, Directors will be elected by the membership at large, using an online voting system, as determined from time to time by the Board.
- (e) Directors will serve for a two-year term, beginning on 1 October in the year of election. A Director retiring by rotation may offer himself or herself for re-election.
- (f) All Retail NZ members which are fully paid up to are eligible to vote in the Board elections. Each principal member will have one vote for each \$1,000 or part thereof that it pays in membership subscriptions. Subsidiaries of a principal member are not eligible to vote.
- (g) The Chief Executive must call for Nominations for those who wish to be elected to the Board of Directors no later than 12 July each year.
- (h) Nominations, including the name, organisation, photograph and biographical information of each candidate must be received by the Chief Executive no later than 26 July each year.
- (i) A nominee may withdraw his or her Nomination at any stage.
- (j) The Chief Executive must arrange for details of each Nomination, along with voting instructions to be circulated to each voting member by 2 August each year.
- (k) Votes must be received by midnight on the 16th day of August each year.
- (l) The Chief Executive must notify members of the outcomes of the election by 23 August of each year.

Co-option

(c) In addition to the elected Directors, the Board of Directors may co-opt up to two additional Directors for specific purposes and times.

(d) Resignation

In the event of a Director resigning, being declared bankrupt or dying the Board of Directors may appoint a replacement who shall serve a term as determined by the Board of Directors but in no event shall it exceed the remainder of term of the original, elected director. A Director will be deemed to have resigned if he or she does not attend three consecutive Board meetings.

10 MEETINGS OF THE BOARD OF DIRECTORS

- i) At its first meeting after the Annual General Meeting, or when appropriate, the Directors will elect one of their number as President, and one further member as Vice President. The term of these appointments will be for two years.
- ii) The Board of Directors will meet as and where it determines, but not less than three times per year.
- iii) The quorum for meetings of the Board of Directors will be five.
- iv) A minimum of 14 days' written notice by email of a Board meeting will be provided.
- v) Voting at meetings of the Board of Directors will be on the basis of one vote per Director.
- vi) Any member of the Board of Directors may, by giving notice in writing to the Chief Executive, appoint any other Board member as his/ her proxy for a meeting

of the Board of Directors. Such persons holding proxies shall have the full powers of the absent members.

11 ANNUAL, SPECIAL AND EXTRAORDINARY GENERAL MEETINGS

(i) Annual General Meeting

The Annual General Meeting of Retail NZ must be held within six months of the end of the financial year at a time and place to be determined by the Board of Directors. Provision may be made for members to attend the Annual General Meeting using telecommunications, videoconferencing or Internet-based connections.

(ii) Special General Meetings

Special General Meetings must be called by the Chief Executive at the request, in writing, of a minimum of 50 ordinary members.

(iii) Extraordinary Meetings

Extraordinary meetings of Retail NZ may be called by the President on his own motion and must be called by the President on his being requested to do so by a majority of the Board of Directors.

(c) Notice of meetings

Every notice of meeting required to be given must be provided on the Retail NZ website and by email to members. Every such notice must be provided 21 days in advance, and state the nature of the business to be transacted, the date, time and venue. Notice in writing may be given by e-mail.

d) Quorums

The quorum for general and extraordinary meetings will be ~~4~~ 5 financial members.

(e) Speaking rights

Any member attending a general meeting of Retail NZ Incorporated is entitled to speak when recognised by the Chair.

(e) Voting At Meetings

(i) Except for the election of directors, or unless members seek a poll, voting shall be conducted by a show of hands, with each member present being entitled to one vote.

(ii) In the case of a tie, the President shall have a casting vote.

(iii) At the request of any financial member present, a poll shall be conducted to determine the outcomes of a vote. Each financial member shall have one vote for every \$1,000 excluding GST (or part thereof) paid in membership subscriptions.

(iv) In the event of a poll, a financial member need not be present in order to vote by proxy.

(v) At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or lost will be conclusive evidence without further proof of such fact

(f) Proxies

(i) A financial member may, by giving notice in writing to the Chief Executive, appoint any other member as his/ her proxy for voting at general meetings. Notice in writing may be given by email.

12 DUTIES AND POWERS OF THE PRESIDENT

(a) The President Shall:

(i) Supervise the business and affairs of Retail NZ;

(ii) Assume the position of Chairperson at all meetings and undertake such lawful duties as may relate to the office of Chairperson;

(iii) Undertake such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity.

(b) In the absence of the President, the Vice President shall assume such powers and duties.

13 POWERS AND DUTIES OF RETAIL NZ

(a) All monies received by Retail NZ are to be paid into bank accounts opened in the name of Retail NZ and from which authorised payments are to be made in a manner authorised by the Board of Directors.

Retail NZ May:

(b) Borrow money for the purpose of Retail NZ and may give security for any such monies upon any property of Retail NZ.

(c) Acquire or lease any lands, buildings or parts of buildings and chattels and may sell, let or dispose of the same as and when it thinks fit.

(d) Invest and deal with the monies of Retail NZ not immediately required in such manner as may from time to time be decided subject to the supervision of the Board of Directors.

(e) Enter into, do and perform all contracts, acts, matters and things in any way connected with the objectives of Retail NZ or related thereto.

(f) Provide secretarial services for any organisation or person approved by the Board of Directors and at such fee as the Board shall determine.

14 RETAIL NZ EMPLOYEES

(a) The Board of Directors will appoint a Chief Executive who will be responsible for the implementation of policy and administration of Retail NZ.

(b) The Board of Directors (or its delegated nominee) will set the salary of the Chief Executive and approve his/ her expenses.

(c) The Chief Executive will be responsible for the keeping of minutes, a register of members and other duties as related to that office.

(d) The Chief Executive may from time to time recruit other employees, subject to his or her financial delegations.

15 BY-LAWS

- (a) The Board of Directors may by resolution make, amend or rescind By-Laws.
- (b) The Board of Directors may, by resolution, establish or disestablish Trade Groups to represent the interests of a sector or sectors of Retail NZ's membership which would operate on conditions and rules as provided for in the By-Laws.

16 ALTERATION OF RULES

- (a) The Board of Directors may, by resolution, propose an alteration to the Rules of Retail NZ.
- (b) Any financial member, with the support of 10 other financial members, may propose an alteration to the Rules of Retail NZ.
- (c) Unless the Board otherwise determines, voting on proposed changes to the Rules will take place at the same time, and in the same manner, as elections for the Board of Directors.
- (d) All Retail NZ members which are fully paid up to are eligible to vote in polls on changes to the Rules. Each member will have one vote for each \$1,000 or part thereof that it pays in membership subscriptions.

17 AUDITOR

Retail NZ must, at each Annual General Meeting, appoint a member or members of the Chartered Accountants Australia New Zealand as Retail NZ's Auditor or Auditors. The books and accounts of Retail NZ must be audited at least once in each year prior to the Annual General Meeting or at such other time as the Board of Directors may decide.

18 WINDING UP OF RETAIL NZ

(a) Voluntary Winding Up

If a majority of the ordinary financial members of Retail NZ resolve at any General Meeting that Retail NZ should be wound up, and that resolution is confirmed at a later General Meeting called for that purpose and held not earlier than 30 days nor more than two months after the date on which the resolution so to be confirmed was passed, the Chief Executive must wind up Retail NZ.

(b) Winding up

In the event of a winding up being effected the Chief Executive and one other person appointed by the members must realise the assets and pay all costs, debts and liabilities of Retail NZ.

(c) Disposal of property in the event of winding-up

In the event of there being assets remaining after the payment of all costs, debts and liabilities then such assets are to be transferred to some other organisation with similar objects to Retail NZ, which has rules which prohibit the distribution of its property and/ or income amongst its members. The determination of the recipient of surplus assets of Retail NZ must be made at or before the time of resolution to wind up Retail NZ and, if not, by a judge of the High Court of New Zealand.

(d) Involuntary winding-up

In the event of Retail NZ being wound up, otherwise than a voluntary winding-up, the assets will be disposed of in the manner set out in clause 18(c) above.

19 **COMMON SEAL**

Retail NZ will have a Common Seal which will be held by the Chief Executive. Such seal may only be affixed in the presence of two people authorised for such purpose by the Board of Directors.