



New Zealand
IoT Alliance

Charter Document

New Zealand Internet of Things Alliance

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1. ESTABLISHMENT OF NZIoTA & OBJECTS

Establishment

- 1.1 This is the Community Charter of the New Zealand Internet of Things Alliance (NZIoTA). NZIoTA is a Community established by the New Zealand Technology Industry Association Incorporated (NZTech) under rule 8.1(a) of the Constitution & Rules of NZTech (Rules).
- 1.2 NZIoTA does not have separate corporate existence and acts through NZTech.
- 1.3 This Charter does not amend the Rules. In the event of a conflict or inconsistency between this Charter and the Rules, the Rules will prevail to the extent of the conflict or inconsistency.

Objects

- 1.4 The primary object of NZIoTA is to take a key role in growing our country's capability to maximize the Internet of Things to generate economic growth while addressing any challenges. The primary object is part of the objects of NZTech, which are secondary objects of NZIoTA.
- 1.5 Under this Charter the Board delegates to NZIoTA and its Executive Council certain objects, functions and powers of NZTech and the Board.

This Charter was adopted by the Board of NZTech pursuant to Rule 8.1(a) of the Rules on 19 July 2021.

Signed for and on behalf of NZTech by



Mitchell Pham
NZTech, Board Chairperson

2. DEFINITIONS

- 2.1 The following expressions shall have the following meanings:
- a **Alternate** has the meaning given to that term clause 5.35.
 - b **Annual Meeting** means the annual general meeting of NZIoTA.
 - c **Board** means the board of NZTech.
 - d **Business Day** means any day (which is not a Saturday or Sunday) that banks are generally open for business in Auckland, Wellington, Christchurch and Dunedin.
 - e **Business Hours** means the hours between 8.00am and 5.30pm on a Business Day.
 - f **Charter** means this charter, which sets out the purposes, principles, rules of conduct and governance, and arrangement with NZTech.
 - g **Community Chair** means the chairperson of the Executive Council elected in accordance with clause 5.18 to fulfil the role contemplated in this Charter (including clause.20).
 - h **Deputy Community Chair** means the deputy chairperson of the Executive Council elected in accordance with clause 5.19 to fulfil the role contemplated in this Charter (including clause 5.21).
 - i **EC Member Group** means an EC Member Group described in clause 5.1.
 - j **Executive Council** means the governing body of NZIoTA as constituted in accordance with clause 5.
 - k **Executive Council Member** means an individual who is a member of the Executive Council.
 - l **Executive Director** means the person employed by NZTech that is appointed the chief executive of NZIoTA.
 - m **NZIoTA Member** means a member of NZIoTA.
 - n **General Meeting** means an Annual Meeting or a Special Meeting.
 - o **Invited Executive Council Member** means the Executive Council Member contemplated in clauses 5.1 and 5.5.
 - p **Officer** means a director or employee of an NZIoTA Member or any other person nominated by an NZIoTA Member to represent that NZIoTA Member.
 - q **Primary Object** means the primary object of NZIoTA stated in clause 1.4.
 - r **Register** means the register of NZIoTA Members kept in accordance with clause 3.4.
 - s **Relevant Interest** means an interest in benefiting from and contributing to the Primary Object.
 - t **Representative Executive Council Member** means an Executive Council Member other than an Invited Executive Council Member and an Executive Council Member appointed pursuant to clause 5.25.
 - u **Rules** means the Constitution & Rules of NZTech in force from time to time.
 - v **Special Meeting** means a special general meeting of NZIoTA.
 - w **Working Group** means a committee of NZIoTA established by the Executive Council to support achievement of particular strategic objectives.

2.2 In this Charter a reference to:

- a **person** includes an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, governmental or other regulatory body, authority or entity;
- b **including** and similar words do not imply any limit;
- c **writing** shall include information recorded in electronic form if the information is readily accessible so as to be usable for subsequent reference.

2.3 Defined terms used in this Charter that are not defined above have the meanings given to them in the Rules.

3. MEMBERSHIP

3.1 To be admitted as an NZIoTA Member an applicant must:

- a make an application to the Community Chair or Executive Director;
- b comply with other requirements of the Rules, including pay the applicable entrance fee, annual subscription and other charges properly levied on the applicant;
- c have a Relevant Interest; and
- d be accepted by NZIoTA in the manner set by the Executive Council from time to time.

3.2 In accordance with the Rules, an NZIoTA Member will be a Member of NZTech.

3.3 An NZIoTA Member is bound by this Charter as well as the Rules (see rule 5.2(d)(ii)).

3.4 NZIoTA shall keep a register of NZIoTA Members (Register) showing their names, last known addresses, phone numbers and email addresses and shall keep such Register up to date.

3.5 A person ceases to be an NZIoTA Member if:

- a the person ceases to be a member of NZTech for any reason; or
- b the person notifies the person's resignation as an NZIoTA Member by notice in writing to NZIoTA.

3.6 When a person ceases to be an NZIoTA Member that person shall be removed from the Register and shall not be entitled to exercise any rights or privileges of membership of NZIoTA.

3.7 An NZIoTA Member that resigns from NZIoTA may (at that person's option) continue to be a Member of NZTech (subject to the requirements for Membership).

3.8 NZIoTA Members are not partners and are therefore not in any way jointly or severally liable to each other notwithstanding this Charter.

3.9 Every NZIoTA Member shall be entitled to a copy of this Charter.

4. MEETINGS

Annual Meetings

4.1 An Annual Meeting of NZIoTA will be held:

- a within 6 months from the establishment of this Charter (First Annual Meeting); and

- b subject to (c) below within 6 months after each subsequent Annual General Meeting of NZTech
 - c if, in complying with (b) above, the Second Annual Meeting would occur within 8 months of the First Annual Meeting, the Second Annual Meeting may be deferred until 3 months after the second Annual General Meeting of NZTech that occurs after the First Annual Meeting.
- 4.2 Subject to the time requirement set out in clause 4.1, the Annual Meeting shall be held at such time and place as shall be determined by the Executive Council.
- 4.3 The business of the Annual Meeting shall be:
- a to receive reports on the previous Financial Year's activity, including reports from the Community Chair and the Executive Director;
 - b to appoint Executive Council Members;
 - c to consider any notices, motions or remits that have been received by NZIoTA not less than 15 Business Days in advance of the Annual Meeting or as otherwise specified by the Executive Council in the notice calling the Annual Meeting; and
 - d to transact any other business that may properly be conducted at an Annual Meeting.

Special Meetings

- 4.4 All General Meetings other than the Annual Meeting shall be known as Special Meetings. At a Special Meeting only the business mentioned in the notice convening the Special Meeting may be transacted.
- 4.5 The Executive Director and the Community Chair shall each have the power to convene a Special Meeting in the following situations:
- a where the Executive Council thinks it necessary to discuss any matter of interest to NZIoTA; or
 - b at the written requisition of not less than 20% of NZIoTA Members.
- 4.6 At least 10 Business Days' written notice of every General Meeting shall be given to all NZIoTA Members, specifying the time, place and business of the meeting.

Notices

- 4.7 Every notice required to be given to NZIoTA Members shall be deemed to be duly delivered:
- a three (3) Business Days after posting if it is posted in a prepaid letter to such NZIoTA Members at their postal address on the Register; or
 - b the day that it is sent, if sent in Business Hours (or if sent outside Business Hours the next Business Day) by email (and the sender does not receive an undeliverable email message generated by the sender or recipient's system) to such NZIoTA Members at their email address on the Register.

Quorum

- 4.8 Twenty percent of NZIoTA Members participating, or represented by proxy, at any General Meeting shall constitute a quorum.
- 4.9 If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as notified to the NZIoTA Members. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the NZIoTA Members present will constitute a quorum.

Voting

- 4.10 Each NZIoTA Member shall be entitled to one vote at all General Meetings.
- 4.11 At all General Meetings voting shall be:
- c by a show of hands; or
 - d by ballot, where a ballot is demanded by the majority of the NZIoTA Members present on a show of hands or by the chairperson of the meeting.
- 4.12 At all General Meetings each resolution shall be determined by a majority of votes cast, except where otherwise required by this Charter.

Voting by Proxy

- 4.13 Voting by proxy is permitted and the related rules in the Rules are adopted by this Charter with any changes necessary to give them full effect under this Charter.

Direct Voting

- 4.14 Direct voting is permitted where authorised by the Executive Council and the related rules in the Rules are adopted by this Charter with any changes necessary to give them full effect under this Charter.

Resolution in place of General Meeting

- 4.15 A resolution in place of a General Meeting vote is permitted where authorised by the Executive Council and the related rules in the Rules are adopted by this Charter with any changes necessary to give them full effect under this Charter.

Electronic Voting on Representative Executive Council Members

- 4.16 Electronic voting on Representative Executive Council Members is permitted where authorised by the Executive Council and the related rules in the Rules are adopted by this Charter with any changes necessary to give them full effect under this Charter.

Irregularity

- 4.17 An irregularity in a notice of a General Meeting is waived if a majority of the NZIoTA Members attend the meeting without protest as to the irregularity, or if they agree to the waiver. The accidental omission to give a notice of a General Meeting to, or the non- receipt of a notice of a General Meeting by, an NZIoTA Member will not invalidate the proceedings at the General Meeting, provided that the chairperson of the meeting is first satisfied that no NZIoTA Member has been unfairly prejudiced.

5. EXECUTIVE COUNCIL

Membership of the Executive Council

- 5.1 Subject to clause 5.18, there shall be twelve (12) Executive Council Members, comprised of the number of members representing each EC Member Group as set out below:

EC Member Group	Number of Members	Membership Category	Criteria
Major Corporate	2	Major Corporate	> \$75m
Corporate Other	2	Large Corporate	\$50 - 75m
		Medium Corporate	\$20 - 50m
		Small Corporate	\$5 - 20m
SME	2	Medium SME	\$1 - 5m
		Small SME	<\$1m
		Start-up	NZ-owned, < 3 years AND < \$1m
Government	2	Government Agency - Large Government Agency - Small	Government ministries, departments & agencies, crown entities (excluding tertiary education institutions)
Education	2	Education - University Education - Polytechnic & other	A Registered University A Registered Polytechnic or an education institute which is a Non-Registered University or other education provider
Invited Executive Council Member	2	NA	Skills, experience & background that complement & enhance the Executive Council Take into account NZIoTA's diversity policy

5.2 The Executive Council for the period from the 2019 Annual Meeting to the next Annual Meeting (**Establishment Council**) shall be comprised of:

- a Five members selected from the core working group of NZIoTA that operated prior to the establishment of this Charter (Core Working Group). The Core Working Group shall select those five members and the term of office of each of those members, in accordance with the allocations and terms set out in the Appendix. The Core Working Group shall notify the members selected and their respective terms of office to NZIoTA no later than the end of the 2019 Annual Meeting;
- b Five members of the Establishment Council shall be appointed at the 2019 Annual Meeting; and,
- c Two members (an Invited Executive Council Member) shall be invited to join by the Executive Council Members of the Establishment Council after the 2019 Annual Meeting.

Some of the Establishment Council will be appointed for 2 years so that the continuity contemplated in clause 5.14 will be achieved in the period after the 2020 Annual Meeting.

The basis of appointment of Executive Board Members for each EC Member Group to the Establishment Council is set out in the Appendix to this Charter.

- 5.3 Following the 2020 Annual Meeting onwards, the Executive Council shall have the composition set out in clause 5.1.
- 5.4 An Invited Executive Council Member need not meet the criteria set out in clause 5.16. An Invited Executive Council Member shall:
- a not be appointed for a term longer than the Annual Meeting after the next Annual Meeting; and,
 - b have a vote at Executive Council meetings.
- 5.5 Unless appointed by the Executive Council for a shorter or longer term (subject to clause 5.4a), an Invited Executive Council Member shall be deemed to retire at the next Annual Meeting after the Executive Council meeting at which he or she was appointed.
- 5.6 No person may be a representative of more than one position on the Executive Council, unless elected as the Community Chair, Deputy Community Chair or appointed as a proxy for another Executive Council Member.
- 5.7 The Executive Director shall be entitled to attend meetings of the Executive Council but shall not be entitled to vote at those meetings.

Representative Member Election

- 5.8 For each appointment of a Representative Executive Council Member to the Executive Council by the NZIoTA Members, NZIoTA shall, on a date prior to an Annual Meeting, forward to every NZIoTA Member of an EC Member Group that is to have a representative elected on the Executive Council, a notice calling for nominations in such format as the Executive Council may prescribe for the election of that EC Member Group's representatives. Such date will be determined by the Executive Council in each instance.

Every candidate for election or re-election as a Representative Executive Council Member shall be an Officer of an NZIoTA Member Group that he or she is part of, and shall meet the criteria for all Representative Executive Council Members set out in clause 5.14.

The Executive Council shall determine the deadline by which a confirmation and/or nomination of a Representative Executive Council Member must be received by the Executive Director.

- 5.9 No Officer of an NZIoTA Member shall stand for election unless that NZIoTA Member has paid all fees and other charges due.
- 5.10 Where a candidate is nominated for election or re-election to be a Representative Executive Council Member of more than one EC Member Group then that candidate must choose which EC Member Group he or she will stand to represent at the election and must advise the Executive Director of this prior to NZIoTA forwarding a list of candidates pursuant to clause 5.12.
- 5.11 In confirming a candidacy or making a nomination for a Representative Executive Council Member, the person doing so shall provide such information in the format prescribed by the Executive Council, which information shall as a minimum include the full name of the candidate, the NZIoTA Member the nominee is a representative of, and the designation of the nominee within the organisation or business.
- 5.12 NZIoTA shall forward a list of candidates for Representative Executive Council Members to all NZIoTA Members on a date (not less than 10 Business Days) prior to:
- a) where voting is to be by electronic means, the date that the voting is to close; or
 - b) where the vote is to take place at the Annual Meeting, the Annual Meeting.

- 5.13 If Representative Executive Council Members are to be elected at an Annual Meeting, their election will take place at an Annual Meeting by ballot and where there is a tie a second ballot of the tied candidates shall be held.
- 5.14 Each Representative Executive Council Member shall hold office for a term of two (2) years commencing from the end of the Annual Meeting at which they were elected or are treated as having been elected, except the Representative Executive Council Members selected by the Core Working Group Pursuant to clause 5.2a, who shall hold office for a term of one (1) or two (2) years, in accordance with the terms allocated to Executive Council Members of each EC Member Group specified in the Appendix, commencing from the end of the 2019 Annual Meeting.
- 5.15 Each Representative Executive Council Member shall be deemed to retire at the end of their term. Any retiring Representative Executive Council Member shall be eligible for re-election and if re-elected will begin a new term of office, provided that no Representative Executive Council Member may be elected for more than three (3) consecutive terms (the calculation of which shall commence from the 2019 Annual Meeting onwards) unless an exception for the Representative Executive Council Member is specifically supported at the Annual Meeting at which that Representative Executive Council Member is elected or is treated as being elected. Where a Representative Executive Council Member is also Community Chair that person shall continue as Community Chair until another is appointed in accordance with clause 5.18, even if that person has retired as a Representative Executive Council Member and has not been reappointed.
- 5.16 Each Representative Executive Council Member must be a person occupying a senior position at the NZIoTA Member they represent and who has authority to act on behalf of that NZIoTA Member for the purposes of NZIoTA.

Community Chair and Deputy Community Chair

- 5.17 The Community Chair and Deputy Community Chair are to be appointed annually but shall be eligible for re-election. The Community Chair and Deputy Community Chair must be Representative Executive Council Members.
- 5.18 At the first Executive Council meeting after each Annual Meeting, the Executive Council Members entitled to attend and the current Community Chair shall meet to elect the new Community Chair. The then current Community Chair shall chair that meeting (but not vote other than for the appointment of the new Community Chair) but shall be deemed to retire at the end of that Executive Council meeting.
- 5.19 At the first Executive Council meeting after each Annual Meeting, the Executive Council Members entitled to attend must, at the meeting to elect the new Community Chair, and following the election of the new Community Chair, elect the new Deputy Community Chair.
- 5.20 The Community Chair shall:
- a preside at all General Meetings, Executive Council meetings, and other NZIoTA meetings when present;
 - b approve minutes of the meetings;
 - c generally conduct the meetings;
 - d in the case of an equality of votes, not have a casting vote;
 - e regularly liaise with, and provide support to, the Executive Director;
 - f liaise with, and represent the Executive Council to, the Board; and
 - g act as a representative of NZIoTA to other stakeholders and the public, as appropriate, in liaison with the Executive Director.

5.21 The Deputy Community Chair shall:

- a assist and support the Community Chair in his or her role;
- b fulfil the role of, and have the powers of, the Community Chair at any time the Community Chair:
- c is not present at a meeting; or
- d is otherwise unable to perform that role or to exercise those powers (excepting short notified absences of the Community Chair).

5.22 Where neither the Community Chair nor the Deputy Community Chair is present at an Executive Council meeting the Executive Council Members present at the meeting shall elect one of their number present to chair the relevant meeting and exercise all the powers of the Community Chair.

Vacancy

5.23 Where an Executive Council Member resigns or an Executive Council position becomes otherwise vacant during that Executive Council Member's term, a casual vacancy shall be deemed to have arisen.

5.24 Any Executive Council Member who:

- a ceases to be an Officer of the NZIoTA Member he or she represents; or
- b is an Officer of an NZIoTA Member who has resigned, or has been suspended or expelled, from NZTech or NZIoTA; or
- c fails to attend three consecutive Executive Council meetings without having leave of absence or reason considered adequate by the Executive Council; or
- d fails to join and to participate in at least one Working Group for a period of at least six months, shall be deemed to have resigned from the Executive Council without further notice. The attendance of an Executive Council Member's Alternate shall constitute a failure to attend for the purposes of clause 5.24c unless such attendance is specifically accepted as part of any arrangement between that Executive Council Member and the Executive Council relating to the Executive Council Member's absence.

5.25 The Executive Council may, having regard to the nature of the NZIoTA Member(s) that the resigning Executive Council Member represents, appoint an Officer of an NZIoTA Member to fill the vacancy for the remainder of the unexpired term of that resigning Executive Council Member.

Quorum and Board Meetings

5.26 The quorum for Executive Council meetings may be fixed by the Executive Council, but unless so fixed will be a majority of voting Executive Council Members.

5.27 At all Executive Council meetings each resolution shall be determined by a majority of votes cast.

5.28 A meeting of the Executive Council may be held:

- a by a number of Executive Council Members who constitute a quorum, being assembled at the same time and place; or
- b by means of audio or audio-visual communication by which all Executive Council Members participating and constituting a quorum can hear each other throughout the meeting.

5.29 Should any matter require a determination of the Executive Council, that matter may be determined by vote of the Executive Council Members voting either by show of hands at an Executive Council meeting, or by post or by electronic means in such format as has been previously approved by the Executive Council.

Powers of the Executive Council

- 5.30 The business and affairs of NZIoTA will be managed by, or under the direction or supervision of, the Executive Council.
- 5.31 The Executive Council may exercise all the functions and powers that are able to be, and that are, delegated to the Executive Council from the Board. Subject to the foregoing, the Executive Council shall have the following functions and powers:
- a manage the business and affairs NZIoTA;
 - b determine the policies of NZIoTA;
 - c prepare and maintain, in consultation with NZIoTA Members, a strategic plan for NZIoTA to support achievement of the Primary Object;
 - d prepare an annual budget for NZIoTA's discretionary funding;
 - e subject to clause 5.34, control and oversee the discretionary funding allocated to NZIoTA by NZTech;
 - f prepare an annual report for the Board on NZIoTA's operations; and
 - g establish and disestablish Working Groups and set the goals, rules, term and other parameters of the Working Groups.
- 5.32 The Executive Council may, except as provided in this Charter, delegate to a committee of the NZIoTA Members, a Working Group, an Executive Council Member, an employee of NZTech or to any other person, any one or more of its powers, in whole or part.
- 5.33 Except as set out in this Charter or the Rules, the Executive Council may regulate its own procedure.
- 5.34 The Executive Council is subsidiary to the Board and does not have any power except as delegated by the Board and shall not have any power to bind, or act as agent for, NZTech, including that it shall not have power to:
- a enter into contracts or deeds;
 - b invest money in real or personal property, invest or borrow money by way of mortgages, debentures or otherwise on the security of any property of NZTech; or
 - c appoint any employees.

Alternates

- 5.35 Each Executive Council Member will endeavour to appoint any person who is not already an Executive Council Member to be the Executive Council Member's alternate (an **Alternate**). No Executive Council Member may appoint a deputy or agent otherwise than by way of appointment of an Alternate. Any Alternate shall be a representative of an NZIoTA Member and shall meet the criteria for Executive Council Members that they are an Alternate for (including in the case of Representative Executive Council Members the requirements set out at clause 5.14). Despite that, an Alternate shall not be representative of an Executive Council Member in relation to the function of an Executive Council Member as the Community Chair or Deputy Community Chair. That function cannot be delegated.
- 5.36 Any appointment or removal of an Alternate must be by notice in writing to the Community Chair (or, in the case of an Alternate to the Executive Council Member who is the Community Chair, the Executive Director or an Executive Council Member) from the relevant Executive Council Member.
- 5.37 Each Alternate will be entitled to:

- a receive notices of all meetings of the Executive Council if the Executive Council Member who appointed the Alternate is known to be either outside of New Zealand or otherwise unavailable to attend meetings;
- b attend and vote at any Executive Council meeting at which the Executive Council Member who appointed the Alternate is not personally present; and
- c in the absence of the Executive Council Member who appointed the Alternate, perform all the functions, and exercise all the powers, of that Executive Council Member except the functions and powers of Executive Council Member as Community Chair or Deputy Community Chair.

5.38 An Alternate will cease to be an Alternate:

- a if the Executive Council Member who appointed the Alternate ceases to be an Executive Council Member or revokes the appointment; or
- b on the occurrence of any event relating to the Alternate which, if the Alternate were an Executive Council Member, would disqualify the Alternate from being an Executive Council Member.

6. DISCIPLINARY POWERS

Extent of Powers

- 6.1 The disciplinary powers in clauses 6.3 to 6.14 relate to NZIoTA Members in their capacity as NZIoTA Members and not in their capacity as Members of NZTech. These powers may not be exercised in relation to an NZIoTA Member if equivalent powers are being, or have been, exercised by NZTech in relation to that NZIoTA Member in connection with the same matters.
- 6.2 In exercising such powers NZIoTA and the Executive Council are acting as agents for and through NZTech and not in their own right.
- 6.3 Any interim suspension order, suspension or expulsion by NZTech, in relation to an NZIoTA Member shall automatically also apply as a suspension order of, or suspension or expulsion from, NZIoTA in relation to that NZIoTA Member and shall take effect without further action of, or resolution by, the Executive Council. NZIoTA does not otherwise have the power to expel an NZIoTA Member but can exercise other powers, as set out in clauses 6.4 to 6.14.

Power of the Executive Council

- 6.4 The Executive Council shall have the power to discipline NZIoTA Members, Officers of NZIoTA Members and Executive Council Members.

Disciplinary Conduct

- 6.5 The disciplinary powers shall be exercisable where an NZIoTA Member, Officer or Executive Council Member:
 - a has contravened this Charter or any rule, regulation, code of ethics or by-law of NZIoTA;
 - b has brought discredit or disrepute to NZIoTA;
 - c is guilty of conduct unbecoming of any NZIoTA Member or Executive Council Member;
 - d is in arrears of payment of any fees or other charges payable with respect to NZIoTA; or
 - e is engaged in an activity which may lead to a conflict of interest with the Primary Object or the objects of NZTech set out at Rule 3.1.

Disciplinary Penalties

- 6.6 The penalties or orders which may be imposed pursuant to this Section 6 are:
- a reprimand;
 - b interim suspension order pending the hearing of any charges; and
 - c suspension.

Disciplinary Procedure

- 6.7 The Executive Council shall give the relevant NZIoTA Member, Officer or Executive Council Member not less than twenty (20) Business Days' notice of the hearing of any complaint or complaints made under clause 6.5.
- 6.8 The relevant NZIoTA Member, Officer or Executive Council Member may answer the complaint or complaints either in writing or in appearance before the Executive Council. If the person wishes to appear before the Executive Council, not less than three (3) Business Days written notice of intention to do so shall be given, together with brief details of what that person proposes to present to the Executive Council.
- 6.9 The Executive Council shall conduct the hearing informally, but so as to give each party fair opportunity to be heard.
- 6.10 The Executive Council shall not be bound by any rules of evidence.
- 6.11 The decision of the Executive Council shall be carried by a vote of a majority of the Executive Council Members present and the vote thereon shall be by ballot and shall be final in all respects.

Interim Suspension

- 6.12 The Executive Council may, before or during any hearing of a complaint, make an order for interim suspension when the Executive Council is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interests of NZIoTA Members.

Suspension

- 6.13 Upon the imposition of a penalty of suspension under clauses 6.6b or 6.6c, an NZIoTA Member (while remaining on the Register) shall not be entitled to exercise any of the rights and privileges of an NZIoTA Member during the period of suspension. Upon the expiry of the period of suspension the NZIoTA Member shall revert to and be entitled to exercise any rights and privileges of an NZIoTA Member.
- 6.14 Upon the imposition of a penalty of suspension under clauses 6.6b or 6.6c, an Executive Council Member (while remaining an Executive Council Member) shall not be entitled to attend Executive Council meetings or vote on any matter to be determined by the Executive Council. Upon the expiry of the period of suspension the Executive Council Member shall revert to and be entitled to exercise any rights and privileges of Executive Council membership.

7. CHARTER

- 7.1 This Charter may be revised, repealed or amended by the Board (including on advice from the Executive Council).
- 7.2 If any doubt shall arise as to the correct interpretation of this Charter, unless there is a decision of the Board relating to the same matter, the decision of the Executive Council shall be final and conclusive provided such decision is recorded in the minute book of NZIoTA.

- 7.3 Nothing in this Charter shall be interpreted as preventing NZIoTA from utilising the provisions of the Electronic Transactions Act 2002 and the Executive Council shall be authorised to approve the use of electronic transactions as it sees fit.

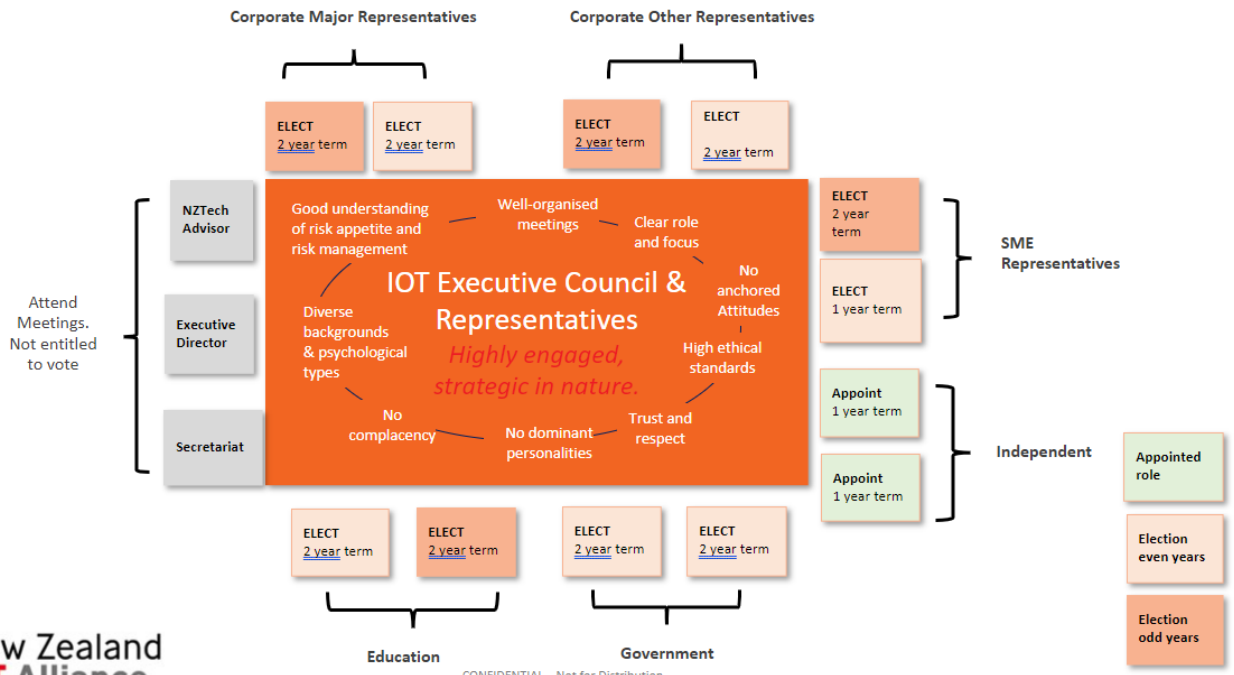
8. DISSOLUTION

- 8.1 NZIoTA may be dissolved by the Board at any time pursuant to Rule 8.1(b) of the Rules.
- 8.2 The Executive Council shall request the Board to dissolve NZIoTA upon a resolution being passed that is supported by a three-fourths majority vote of the NZIoTA Members represented at a Special Meeting called for the purpose of dissolution of NZIoTA, with such vote being by ballot (**Dissolution Request**).
- 8.3 If at any time the Board shall receive a Dissolution Request, the Board shall consider the Dissolution Request in good faith, and if approved by the Board, shall dissolve NZIoTA upon such terms as are reasonably requested in the Dissolution Request, or that are otherwise approved by the Board and by a subsequent resolution that is supported by a three-fourths majority vote of the NZIoTA Members represented at a Special Meeting called for this purpose.
- 8.4 In connection with any dissolution of NZIoTA for the purpose of establishing a not for profit entity separate from NZTech, Rule 15.3 shall be applied, with all necessary changes, to NZIoTA.

APPENDIX

Executive Council

IoT NZ Executive Council Composition



CONFIDENTIAL – Not for Distribution