

CONSTITUTION AND RULES OF THE NEW ZEALAND WIRELESS AND BROADBAND FORUM INCORPORATED.

1 NAME

The name of this society is the New Zealand Wireless and Broadband Forum Incorporated (the “**NZWBF**”).

2 OFFICE

The registered office of the NZWBF shall be at such place as any Resolution of the Members at a General Meeting may from time to time determine.

3 DEFINITIONS

In these Rules, unless the context otherwise requires:

Annual General Meeting	means an annual general meeting held in accordance with Rule 13.1;
Associate Member	means a member satisfying the requirements for associate membership specified in Rule 6.2 and whose application for associate membership has been accepted pursuant to Rule 6.3;
Bank	has the meaning given to that term in Rule 17(a);
Broadband Industry	means the industry relating to the development, use, provision or otherwise of broadband products and services;
Business Day	means any day on which banks are open for business in Auckland, excluding Saturday or Sunday;
Executive Committee	means the executive committee elected in accordance with Rule 9;
Executive Seconded	has the meaning given to that term in Rule 9(h);
Full Member	means a member satisfying the requirements for full membership specified in Rule 6.1 and whose application for full membership has been accepted pursuant to Rule 6.3;
General Meeting	shall include an Annual General Meeting and / or a Special General Meeting of the NZWBF as the context requires;
Key Sponsor	means any Full Member committing to an NZWBF

	membership category determined by the Executive Committee to be a Key Sponsor category or, in the absence of such a determination or any determination that there be no Key Sponsor category, the most significant membership category of the NZWBF;
Member	means a person or organisation accepted as a Full Member or Associate Member;
Non-retiring Committee Members	means at an Annual General Meeting, any members of the Executive Committee that are not Retiring Committee Members;
NZWBF	has the meaning given to that term in Rule 1;
Person	shall include an organisation;
Resolution	means a resolution of the NZWBF passed by a simple majority of the Members in General Meeting or a resolution of the Executive Committee as the context requires;
Retiring Committee Members	has the meaning given to that term in Rule 9(c);
Rule	shall mean a rule set out in these Rules and any reference to the Rules shall be a reference to this document;
Special General Meeting	means a special general meeting held in accordance with Rule 13.2;
Wireless and Broadband Industry	means the Wireless Industry and the Broadband Industry collectively; and
Wireless Industry	means the industry relating to the development, use, provision or otherwise of wireless products and services.

4 OBJECTS

The objects of the NZWBF are:

- (a) to act as a central advisory, consultative and co-coordinating body for participants in the Wireless and Broadband Industry in New Zealand and to promote, aid, foster and develop the interests of the Wireless and Broadband Industry in New Zealand and overseas by whatever means the NZWBF determines;
- (b) to increase public awareness of the benefits of and the essential role of the Wireless and Broadband Industry and of the corporations and persons operating within it;

- (c) to promote high ethical standards in the conduct of business within the Wireless and Broadband Industry and to develop the confidence and respect of the public;
- (d) to establish and maintain relations and/or affiliation with bodies in other industries, whether they have objects similar to the NZWBF or not;
- (e) to invest and deal with any monies of the NZWBF in such manner as may from time to time be determined and to vary, transpose, sell or otherwise dispose of any investment;
- (f) to promote the good image of the NZWBF; and
- (g) to do all such other things as may be necessary or desirable or incidental or conclusive to the attainment of the above objects or any of them.

5 SECRETARIAT

The secretariat shall be such Person(s) as a Resolution of the Members at a General Meeting may from time to time decide.

6 MEMBERSHIP

6.1 Full membership

- (a) Full membership of the NZWBF shall be open to any firm or company primarily engaged for profit, in New Zealand, in either or both of the Wireless Industry or Broadband Industry.
- (b) The pre-requisites for full membership of the NZWBF are as follows:
 - (i) the firm or company must have a recognised place of business in New Zealand;
 - (ii) the firm or company must exhibit technical competence in its operation;
 - (iii) the firm or company must engage full time technical staff;
 - (iv) the firm or company has specified a prime contact for communication between the NZWBF and that firm or company.

6.2 Associate member

Associate membership of the NZWBF shall be open to all persons, firms, companies or other private organisations who, in the opinion of the Executive Committee, may be of assistance in furthering the objects of the NZWBF. Associate Members shall have all the rights, duties and obligations of Full Members, except the right to hold office or the right to vote.

6.3 Application for membership

- (a) Application for membership shall be made in writing to the Secretary of the NZWBF who shall submit applications to the next Executive Committee meeting for consideration and acceptance or otherwise.
- (b) The Executive Committee may, at its absolute discretion, accept or deny membership to any applicant without having to give reasons, notwithstanding the pre-requisites for Membership set out in this Rule 6.

6.4 Representation

- (a) Each Member shall appoint one person as its representative to the NZWBF and, from time to time, remove any such person and appoint a replacement.
- (b) Each Member shall appoint one alternate representative who may represent the Member when it is impossible or impractical for the appointed representative to be present.

7 OBLIGATIONS OF MEMBERSHIP

- (a) Upon payment in full of the subscriptions and any levies set out in Rule 16, a Person shall be entitled to the rights and privileges of membership set out in these Rules.
- (b) Members must:
 - (i) abide by the rules of the NZWBF and promote the objectives of the NZWBF by whatever means appropriate;
 - (ii) treat all information emanating from the NZWBF whether written, verbal, or in any other form, confidential to members of the NZWBF unless otherwise directed; and
 - (iii) pay all subscriptions invoiced to them, or levies imposed on them, by the Executive Committee within 10 Business Days of receipt.

8 RESIGNATION, SUSPENSION AND TERMINATION OF MEMBERSHIP

- (a) Any Person may resign as a Member by giving written notice of their resignation to the Secretary, who shall inform the Executive Committee at its next meeting.
- (b) Any Member whose subscription remains outstanding for three months from the date that the subscription was invoiced or has failed to meet any other financial obligations for a similar period, may be suspended from membership of the NZWBF by the Executive Committee until all outstanding subscriptions, or other financial obligations, owed by that Member to the NZWBF are paid.
- (c) Any Member who, for any reason, in the opinion of the Executive Committee, ceases to remain qualified for membership of the NZWBF, may suffer the

termination of their membership. Such cases shall be considered by the Executive Committee, who may request by notice in writing that the Member resign within a time specified in the notice. In the event that a Member who has received such a notice refuses to resign, the Executive Committee may terminate that Member's membership in the NZWBF.

- (d) Any Member that is adjudicated bankrupt or whose affairs are in liquidation or who compounds with his/her creditors, under provisions of any act relating to bankruptcy, shall immediately cease to be a Member, but may be readmitted by Resolution at any subsequent General Meeting.
- (e) The NZWBF may, by Resolution at a General meeting, terminate the membership of any Member convicted of any criminal act, which may be deemed contrary to the interests of the NZWBF. Written notice of the proposed Resolution to terminate the membership of a Member under this provision must be given to all Members by the Executive Committee at least 5 Business Days before the General Meeting at which the Resolution is to be voted on.
- (f) Resignation, suspension or termination of membership shall not release a Member from liability to the NZWBF for any matters arising prior to the end of the financial year in which notice of resignation, suspension or termination was given and shall not entitle that Member to a refund of any subscription or levy paid or payable by that Member prior to resigning.

9 OFFICERS AND EXECUTIVE COMMITTEE

- (a) The NZWBF shall be administered by an Executive Committee consisting of:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) an Immediate Past President (ex officio); and
 - (iv) no less than three and no more than eight other Members.
- (b) The office of member of the Executive shall be elected at an Annual General Meeting and shall be for a maximum period of two years except in the case of Retiring Committee Members:
 - (i) re-elected pursuant to Rule 9(e)(iii), 9(d) or 9(e); or
 - (i) assuming the office of Immediate Past President pursuant to Rule 9(f),

in which cases the maximum period shall be extended by the period associated with the office assumed by the Member or to which the Member has been elected.
- (c) At each Annual General Meeting, one half of the members of the Executive Committee (the "**Retiring Committee Members**"), being the members who have served their two year period, shall resign from the Executive Committee:

- (i) the Members shall appoint up to five replacements for the Retiring Committee Members from amongst the Full Members; and
 - (ii) if sufficient replacements are available pursuant to Rule 9(c)(i) then the Retiring Committee Members shall be eligible for re-election at the next Annual General Meeting; otherwise
 - (iii) if sufficient replacements are not available pursuant to Rule 9(c)(i) then the Retiring Committee Members shall be immediately eligible for re-election.
- (d) The office of President shall be for a maximum of 1 year. Only Non-retiring Committee Members shall be eligible to stand for the office of President. In the event that there are no Non-retiring Committee Members then the Retiring Committee Members shall be eligible to stand for the office of President.
- (e) The office of Vice-President shall be for a maximum of 1 year. Only Non-retiring Committee Members shall be eligible to stand for the office of Vice-President. In the event that there are no Non-retiring Committee Members then the Retiring Committee Members shall be eligible to stand for the office of Vice-President.
- (f) The office of the Immediate Past President shall be occupied by the retiring President. In the event that a retiring President elects not to assume the role of Immediate Past President then a Retiring Committee Member may assume the office. If more than one Retiring Committee Member wishes to assume the office then a simple majority vote by the Non-retiring Committee Members shall determine which of the Retiring Committee Members shall assume the office. If no Retiring Committee Member wishes to assume the office the then office shall be vacant for that year.
- (g) All officers of the NZWBF must be actively engaged in either the Wireless Industry or the Broadband Industry.
- (h) The NZWBF's Executive Committee shall be authorised to invite the assistance from time to time of any Member(s) (an "**Executive Secondee**") that the Executive Committee consider may assist them to further the objects of the NZWBF. Executive Secondees shall be entitled to participate in Executive Committee meetings, special interest groups and any other business of the Executive Committee but shall not be entitled to vote on any matters requiring a vote of the Executive Committee.
- (i) Notwithstanding Rule 9(h), any Key Sponsor not otherwise represented on the Executive Committee shall have the right to appoint an Executive Secondee.
- (j) The Executive Committee may appoint sub-committees who shall act only on behalf of, and pursuant to the powers delegated by, the Executive Committee.

10 DUTIES OF PRESIDENT, VICE PRESIDENT AND IMMEDIATE PAST PRESIDENT

10.1 President

- (a) The duties of the President shall be to preside at all meetings of the NZWBF and the Executive Committee. The President may, at his or her discretion, summon special meetings of the Executive Committee or General Meetings if the President believes it necessary.
- (b) The President shall have a deliberative and where necessary, a casting vote at all meetings, except where a ballot is called for under rule 14.

10.2 Vice-President

- (a) The duties of the Vice-President shall be to assist the President and, in the absence of the President, to act in the President's place in which case the Vice-President shall exercise the powers and duties of the President.
- (b) In the event of the death or resignation of the President, the Vice-President shall automatically assume the office of the President and shall hold office until a new President is elected at the next Annual General Meeting.

10.3 Immediate Past President

In the event of death or resignation of the Vice-President, acting as President, under Rule 10.2(b) above, the Immediate Past President shall automatically assume the office of the President and shall hold this office until a new President is elected at the next Annual General Meeting.

11 REMOVAL OF OFFICERS AND VACANCIES

- (a) Any member of the Executive Committee may be removed from office:
 - (i) by unanimous resolution of the other members of the Executive Committee should the applicable member have failed to attend three consecutive meetings of the Executive Committee or otherwise, in the unanimous view of the other members of the Executive Committee, been seriously derelict in their duties as a member of the Executive Committee of the NZWBF; or
 - (ii) by Resolution of the Members at a Special General Meeting called for that purpose.
- (b) Any officer of the Executive Committee who resigns as a Member or is suspended, suffers the termination of their membership or who ceases to be a Member under Rule 8(d), shall immediately cease to be a member of the Executive Committee.
- (c) Any office or position vacated for any cause whatsoever may be filled by appointment by the Executive Committee. Any person so appointed shall hold office only for the unexpired period of their predecessor's original term of

office, but shall be eligible for re-election.

12 SECRETARY

- (a) The Members shall, at each General Meeting, appoint a Secretary to administer the affairs of the NZWBF and may vest in the Secretary such powers and authorities, as they may, from time to time, determine.
- (b) The Secretary shall exercise all such powers and authorities subject at all times to the control of the Executive Committee.
- (c) The duties of the Secretary may be assigned separately, with the approval of the Executive Committee, should they deem it to be necessary.
- (d) The Secretary shall be entitled to attend and be heard at all meetings of the Executive Committee and the NZWBF.
- (e) The Secretary shall not be considered an Executive Committee member.
- (f) The Secretary may be either a Full Member or an Associate Member.
- (g) The duties of the Secretary shall be to:
 - (i) record, or have recorded, the minutes of all meetings of the NZWBF which shall be kept in the Secretary's office;
 - (ii) keep a register of Members;
 - (iii) conduct all correspondence on behalf of the NZWBF;
 - (iv) receive all monies due to the NZWBF and issue receipts to the payers. All monies received by the Secretary shall be paid into the NZWBF's bank account;
 - (v) pay all the accounts properly chargeable to the NZWBF as they become due and to keep proper books of account recording the financial affairs of the NZWBF;
 - (vi) send out accounts to Members each year for their annual subscription and levies;
 - (vii) prepare the annual accounts, which will be duly audited; and
 - (viii) perform such duties as may be decided upon from time to time by the Executive Committee or at a General Meeting.
- (h) Any books or other records of the NZWBF kept by the Secretary shall be open to inspection by any member of the NZWBF at any reasonable time.

13 MEETINGS

13.1 Annual and general meetings

- (a) An Annual General Meeting shall be held within six months after the close of each financial year at such time and place as the President or any Resolution of the Members at a General Meeting may determine. The purpose of the Annual General Meeting shall be to:
 - (i) receive the annual report and audited Statement of Accounts;
 - (ii) elect a President, Vice-President and Executive Committee;
 - (iii) appoint an auditor or auditors; and
 - (iv) transact any other business allowed by these rules relating to the affairs of the NZWBF.
- (b) Except in exceptional circumstances as determined by the President, at least 10 Business Days notice of a General Meeting shall be given to all Members. This notice may be waived if it is agreed to do so by a majority of all Members having the right to attend and vote at any such meeting.
- (c) The quorum for a General Meeting shall be the President, or Vice President and 15% of the Full Members (rounded to the nearest whole number). If a quorum is not in attendance within fifteen minutes after the time the meeting is due to start, those Members present may proceed to dispose of business notified in the agenda, subject to ratification of that business at the next succeeding General Meeting that has a quorum.
- (d) Notice of all General Meetings shall specify the nature of the business to be transacted at that General Meeting. The accidental non-receipt of a notice by a Member and their consequent absence shall not invalidate any proceedings at any General Meeting.

13.2 Special general meeting

- (a) A special General Meeting shall be held by agreement of the President and Secretary where necessary.
- (b) A special General Meeting may also be called by the Secretary on receipt of a written request from any three Members.
- (c) The quorum for a Special General Meeting shall be the President, or Vice President and 15% of the Full Members (rounded to the nearest whole number). If a quorum is not in attendance within fifteen minutes after the time the meeting is due to start, those Members present may proceed to dispose of business notified in the agenda, subject to ratification of that business at the next succeeding General Meeting that has a quorum.

13.3 Executive committee meetings

- (a) Meetings of the Executive Committee shall be held at such times and places

as may be determined by the President.

- (b) At all meetings of the Executive Committee, the President or Vice-President together with not less than three other members of the Executive Committee shall form a quorum.
- (c) The Secretary shall provide at least 5 Business Days written notice of all meetings of the Executive Committee unless, in the opinion of the President, a matter of urgency requires a meeting to be called at short notice.
- (d) Executive Committee meetings may be held by the contemporaneous linking together by telephone or similar means of a number of the members of the Executive Committee not less than the quorum, provided that:
 - (i) all Members of the Executive Committee entitled to receive notice of a meeting are given notice which may be given by telephone;
 - (ii) each of the members of the Executive Committee taking part in the meeting must be able to hear each of the other members taking part in the meeting and must acknowledge their presence to the other members; and
 - (iii) members may not leave the meeting by disconnecting their telephone unless they have obtained express consent of the President.
- (e) A minute of the proceedings at a meeting of the Executive Committee conducted by telephone conference shall be sufficient evidence of the proceedings at that meeting and the observance of all necessary formalities, if certified correct by the President.

14 VOTING AT MEETINGS

- (a) All questions arising at a General Meeting or Executive Committee meeting shall be determined by a majority of the Members present.
- (b) Voting shall be by show of hands by those present except:
 - (i) in the case of meetings of the Executive Committee conducted by telephone conference where members of the Executive Committee shall vote verbally; and
 - (ii) in the case of the election of the President, Vice-President and members of the Executive Committee at an Annual General Meeting where Members at the meeting shall vote by ballot and where proxies from all Members not at the meeting shall be counted.
- (c) Each Member shall have one vote only except in the event of an equality of voting in which case the President may cast a second and deciding vote. A Member that is represented at a meeting by more than one representative shall only have one vote.
- (d) Where there is not unanimity on any issue, a ballot may be requested by any Member present. In the event that a ballot is called, the votes of all Members

present at the meeting as well as all votes submitted by proxy shall be counted.

- (e) Where a Member is prevented from attending a General Meeting, that Member may leave a proxy in writing with the Secretary to cover any matter specified in the agenda for that meeting.
- (f) All votes given by proxy will be accepted, provided they are in writing and sent by post, telegraph, telex, email or facsimile so that they are received by the Secretary before the commencement of the meeting.

15 FINANCIAL YEAR

The financial year of the NZWBF shall close on 30 June each year.

16 SUBSCRIPTIONS AND LEVIES

- (a) The amount of the annual subscription shall be determined from time to time by the Executive Committee and shall be subsequently approved by the members at a General Meeting.
- (b) In the event of funds on hand being insufficient to meet approved expenditure, the NZWBF may levy Members an amount determined by the Executive Committee.
- (c) Any new Member admitted in the last 6 months of a particular financial year, shall pay half the subscription otherwise payable for that year.
- (d) Any Member who is 40 Business Days in arrears of payment of any subscription or levy shall be disqualified from voting and shall not be entitled to participate in any meeting until all arrears are paid. In the event that the subscription or levy is not paid for six months, the Member shall be deemed to have resigned and shall be so informed in writing by the Secretary.

17 BANK ACCOUNTS, CHEQUES AND RECEIPTS

- (a) The Secretary shall open and operate a cheque account with a registered trading bank (the "**Bank**") on behalf of the NZWBF.
- (b) The Executive Committee shall authorise the Bank to accept cheques drawn on this account that are signed by any two of three persons who shall be appointed for this purpose by the Executive Committee from time to time. The three persons are to be chosen from members of the Executive Committee.

18 AUDITOR

An auditor, or auditors shall be appointed at each Annual General Meeting and the remuneration, if any, shall be agreed to by the Executive Committee.

19 ALTERATION OF RULES

- (a) No alteration, amendment or addition may be made to these Rules unless a Resolution embodying the alteration, amendment or addition is approved at a General Meeting by at least 2/3 of the Members present and eligible to vote.
- (b) Details of the proposed alteration, amendment or addition shall be given in writing to the Secretary at least 15 Business Days before the date of the General Meeting at which the alteration, amendment or addition is to be considered. The Secretary shall, within 5 Business Days of receipt of the details, notify each Member that the alteration, amendment or addition has been proposed and provide the details.

20 CONTROL AND USE OF THE COMMON SEAL

- (a) The common seal of the NZWBF shall not be affixed to any instrument except by the authority of a Resolution of the Executive Committee.
- (b) The Common seal may only be affixed in the presence of two members of the Executive Committee and the Secretary who shall sign every instrument to which the seal is affixed in their presence.
- (c) The common seal shall be kept in the custody of the Secretary in the office of the NZWBF.

21 WINDING UP

- (a) Any resolution to wind up the NZWBF must be carried by a majority vote of the Members in a General Meeting. This Resolution must be subsequently confirmed at a General Meeting specially called to consider the matter and held not later than 20 Business Days after the date on which the Resolution was passed. Upon confirmation of this Resolution, the Executive Committee shall appoint a liquidator to conduct the winding up process.
- (b) If, upon the winding up or dissolution of the NZWBF and the settlement of all liabilities, there remain any assets, these shall be dealt with as directed by a Resolution of the Members at a General Meeting, provided that no Member shall receive any pecuniary gain.

22 GENERAL POWERS OF THE NZWBF

- (a) The NZWBF shall have the power to do all acts and things necessary for the furtherance of its objects and in particular may exercise the following powers:
 - (i) receive money on deposit;
 - (ii) loan money;
 - (iii) borrow money;

- (iv) mortgage, charge or lien all or any of its assets or undertakings both present and future;
- (v) issue any securities whether outright or as security for any debt, liability or obligation of the NZWBF or of any third party; and
- (vi) give or receive guarantees or indemnities for the payment of monies or the performance of obligations.

These powers shall be exercised by the Executive Committee in such manner as the Executive Committee thinks fit.

- (b) The NZWBF may have headquarters, rooms and other facilities at such places as will from time to time be determined by the Executive Committee.
- (c) The NZWBF may cultivate reciprocal relations with kindred associations in this and other countries.
- (d) The NZWBF may purchase, take on, lease or otherwise acquire on such terms as the Executive Committee determines, any real and personal property, and any rights and privileges, either necessary or convenient for the purposes of the NZWBF and may erect, maintain, improve or alter any building, premises or works it may require.
- (e) The NZWBF may sell, lease, exchange, mortgage or otherwise deal with all or any of its real and personal property. The NZWBF may take any gifts of property, whether subject to any special trust or not, for any one or more of its objects.
- (f) The NZWBF may print, publish and sell any newspapers, journals, periodicals, books, bulletins, leaflets or other literature that may from time to time be deemed desirable for the promotion of any one or more of its objects.
- (g) The NZWBF may employ staff and nominate contractors for such purposes and for such periods and subject to conditions as the Executive Committee determines.

23 MATTERS NOT PROVIDED FOR

In the case of any matter or subject not provided for in these Rules or where there is any doubt as to the interpretation, effect or construction of any Rule or of any condition or regulation of sale or of any purpose, subject or matter, every such matter or doubt shall be determined by the Executive Committee whose decision shall be final.