

# SPECIAL GENERAL MEETING MINUTES

Minutes of the SGM of the Institution of Professional Engineers New Zealand Inc., trading as Engineering New Zealand Te Ao Rangahau

**Friday 10 November 2023, 12pm - 1pm**  
**Held online via Zoom**

President Glen Cornelius welcomed everyone, confirmed the agenda and noted the standing orders.

Glen noted that the meeting had achieved a quorum (more than 192 members).

## APOLOGIES

Apologies were received via email from Janis Swan & John Hare prior to the meeting. Janis noted via email that she was online for some of the time.

## RULE CHANGES

The Engineering New Zealand Governing Board called the Special General Meeting (SGM) to vote on proposed updates to the institution's Rules.

Noting that the SGM is a big milestone in the governance review. It has taken two years of work to get the proposals on the table. In late 2021, the Governing Board commissioned Dr Jo Cribb to review of Engineering New Zealand's governance.

Dr Cribb's report found a number of things are working well, including:

- Engineering New Zealand is financially sustainable
- the Board champions career development and diversity and inclusion
- the branch structure provides an important networking function
- we take our standard-setting and chartership processes seriously, and
- excellence in engineering is celebrated.

Dr Cribb's report recommended changes to the Rules and strengthening the way Engineering New Zealand lead the profession and support members' needs. Any of the proposed changes that do not require a Rule change have been implemented and Engineering New Zealand are working on others. But to progress some of Dr Cribb's recommendations require a Rule change, must happen.

These changes are:

- reducing the size of the Board and including independent (non-member) positions and an emerging director position
- enabling some Board positions to be paid
- decreasing the number of senior office holders from four to two by removing the Vice President and Past President positions
- removing the Rule that Senior Office Holders must be Fellows

- increasing the tenure of the President and Vice President to 2 years; and other administrative updates.

Consultation with members on the proposals occurred during June and July. In August and September the feedback was reviewed and refinements made to the proposals.

In early October, members were provided with the revised updates to the proposing changes to the Rules. This then led to today's Special General Meeting, to vote on the changes.

## VOTING ON RULES

Rule changes must be passed at a Special General Meeting, and at least 1% of the financial members need to vote for the changes to take effect, just under 200 members.

If the changes are passed, the updated Rules will take effect immediately.

The President read out the proposed changes and asked members to vote:

**Vote 1** - Decrease the number of Senior Office Holders from four to two and change the terms from one year to two years. *Agreed*

**Vote 2** - Reduce the number of elected members from six to four, each elected for terms of three years. *Agreed*

**Vote 3** - Increase the possible total number of appointed members from two to three, each appointed for terms of one to two years. *Agreed*

**Vote 4** - Remove the need for Senior Office Holders to be Fellows. *Agreed*

**Vote 5** - Change the wording of Rule 13.1 so that elected Board members complete their term of office at each Annual General Meeting. *Agreed*

**Vote 6** - Provide a process for the removal of Board members who do not comply with the Rules or the Governance Charter. *Agreed*

**Vote 7** - Allow for the voluntary resignation of a Board member. *Agreed*

**Vote 8** - Clarify that a nominee for election must not be disqualified from holding office on any of the grounds in the Incorporated Societies Act 2022. *Agreed*

**Vote 9** - Remove the need for appointed members to be Financial Members of Engineering New Zealand. *Agreed*

**Vote 10** - Require the Governing Board to appoint an emerging member. *Agreed*

**Vote 11** - Allow the Board to provide payment to appointed members (other than the Emerging Member). *Agreed*

**Vote 12** - Addition of the need to keep minutes as required by the Incorporated Societies Act 2022. *Agreed*

**Vote 13** - Quorum is the majority of the Board members (elected and appointed). *Agreed*

**Vote 14** - Remove the President and Deputy President as ex-officio members of all Board committees and remove the ability for all Board members to attend any committee meeting. *Agreed*

## PRESIDENTS ADDRESS

*Glen Cornelius*

The President then spoke to the members and provided a brief overview of where Engineering New Zealand is heading. Via a power point, he highlighted the changes in the strategy to refocus on current priorities. He also touched on what Engineering New Zealand want to talk to the new Government about:

- **Systems** – Both the Three Waters and Resource Management System.
- **Skills** - New Zealand is facing a deficit of engineers that can meet its needs.
- **Resilience** - the need to make massive investments now for a resilient and low-emission future.
- **Continued Professional Development** - Continued Professional Development is one of the things members have told us they value most. The CPD Framework has been populated with a number of modules that are complimentary for financial members.
- **An active and responsible regulator** – Advising that Engineering New Zealand will also strengthen our services as the Registration Authority.
- **Standards will be lifted** - Work to lift standards in engineering practice, providing guidelines and tools for doing this.
- **Leading the profession** – Including continuing with Engineering Climate Action, lifting capability with Māori via Kimihia Rangahaua and upholding the mana of Māori in engineering. We will continue to support the Diversity Agenda, to help engineering and architecture firms become more diverse and inclusive through awareness, empowerment and action.

## QUESTIONS

The President then invited general questions from the floor, of which there were a few procedural questions and a question related to occupational regulation.

Meeting closed 12.50pm