



Incorporated Society Rules

Approved at AGM 10/09/2025

Notice Sent 04/09/2025

Name: Annette Azuma

Position: Treasurer

Name: Kirsten Corson

Position: Chair

Name: Eric Pellicer

Position: Deputy Chair

Constitution

Drive Electric Incorporated

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1. Name

- 1.1. The name of the society is Drive Electric Incorporated (**Society**).

2. Registered Office

- 2.1. The Registered Office of the Society is:

c/o- Baker Tilly Staples Rodway Ltd, Level 9, 45 Queen Street Auckland
1010

3. Purposes of Society

- 3.1. The purposes of the Society are to assist New Zealand to realise the health, environmental and economic benefits that are associated with the accelerated and orderly market uptake of vehicles and other modes of transport that are powered fully or in part by electricity (**Electric Vehicles and Transport**), and the associated transport infrastructure.
- 3.2. Financial gain of the Members is not a purpose of the Society.

4. Activities

- 4.1. The Society shall achieve its purposes through the following activities:
- (a) Advocating for Electric Vehicles and Transport with the public, local and central government, and other key industry stakeholders.
 - (b) Coordinate links and communicate with relevant international and national organisations that have similar interests in or promote the spread and commercialisation of Electric Vehicles and Transport.
 - (c) Increase New Zealand's Electric Vehicle and Transport technical knowledge skills and competency base for the public and relevant industry stakeholders.
 - (d) Surveying, researching and promoting the development and growth of the New Zealand Electric Vehicle and Transport industry.
 - (e) Developing and adopting standards and providing education in respect of Electric Vehicles and Transport.
 - (f) Organising and participating in seminars and conferences and distributing information to promote Electric Vehicles and Transport.
 - (g) Promote the improvement and standardisation of Electric Vehicles and Transport technologies.
 - (h) Support investigation of Electric Vehicles and Transport conversion standards and quality training curricula for conversion personnel.

- (i) Assist the development and implementation of local, regional and central government policy which encourages uptake of Electric Vehicles and Transport, and associated transport infrastructure.
- (j) Encourage the Electric Vehicle and Transport industry to work in conjunction with local and central government regarding the electrification of the transport fleet.
- (k) Provide a positive industry voice to the media.
- (l) Implementing strategies and programmes that help improve the affordability of Electric Vehicles and Transport in New Zealand.
- (m) Stimulate innovation in the Electric Vehicle and Transport sector and its associated industries.
- (n) To act in liaison and to co-operate with any person or body in order to achieve any of the above activities.
- (o) Any other activity which shall be deemed by the Board to come within the scope of the Society's purposes.

5. Powers

- 5.1. In addition to the express powers set out in this Constitution, the Society shall have all powers necessary to achieve its purposes and activities. Nothing in this Constitution authorises the Society to do anything that contravenes or is inconsistent with the Act or any regulations made under the Act.

6. Board of Representatives

- 6.1. The Society shall have a Board of Representatives (**Board**) comprising no less than 6 and no more than 12 people (together, the **Executive Officers**). Every Executive Officer must be a natural person and must not be disqualified from being appointed or holding office as an Executive Officer for the reasons set out in section 47 of the Act.
- 6.2. Executive Officers shall be Members of the Society or authorised representatives of Members of the Society.
- 6.3. At the first Board Meeting after each Annual General Meeting, the Executive Officers, by Majority Vote, shall allocate the following roles among Executive Officers: (a) Chairperson; (b) Deputy Chairperson; (c) Secretary/Treasurer (**Named Officers**). In the event of a tied vote for the role of the Chairperson, the Board will hold successive rounds of voting until the required number of votes to be elected as Chairperson is achieved. In the event of a tied vote for any other Named Officer role, the new Chairperson (once elected) will have the casting vote. An Executive Officer cannot hold more than one of the Named Officer roles at any one time. Executive Officers who are not Named Officers will be considered General Officers.
- 6.4. The then current Chairperson (even if that then current Chairperson has not been re-elected as an Executive Officer at an Annual General Meeting) is entitled to attend and chair the first Board Meeting after each Annual General Meeting. Unless the then

current Chairperson is re-elected by the Executive Officers as Chairperson, the then current Chairperson is deemed to retire at the end of the Board Meeting. The then current Chairperson will not be eligible to be re-elected Chairperson if they have not been elected as an Executive Officer.

6.5. An Executive Officer may resign from a being a Named Officer and remain a General Officer for the remainder of their elected term.

6.6. A new Named Officer role may be created by Majority Vote of the Executive Officers.

7. Appointment of Executive Officers

7.1. At a Society Meeting, the Voting Members will decide by Reserved Majority Vote who the Executive Officers shall be.

7.2. Unless amended by Reserved Majority Vote at a Society Meeting in accordance with clause 7.1:

- (a) there shall be no less than 6 and no more than 12 Executive Officers; and
- (b) Executive Officers appointed by the Voting Members are appointed for a term of 2 years, provided however that in no case will more than half of the Executive Officers retire each year, and where, for any reason, more than half of the Executive Officers are due to retire in a year, those Executive Officers will draw lots as to who will retire in that year, with the others retiring the following year (and in each case being eligible for re-election).

7.3. If the position of an Executive Officer becomes vacant (**Vacated EO**) between Annual General Meetings, the Board may appoint another Member to fill the vacancy for the Vacated EO and that appointment will be for the remainder of the term that the Vacated EO had.

7.4. Provided that the Board do not exceed the maximum numbers in clause 6.1 the Board may appoint any Member to serve as an Executive Officer for a specific purpose or for a specified period (**Appointed Executive Officer**). An Appointed Executive Officer cannot be an Executive Officer for more than 12 months without being approved by a Majority Vote of the Members at a Society Meeting.

7.5. Prior to election or appointment, every Executive Officer must consent in writing to be an Executive Officer and certify in writing that they are not disqualified from holding office or being appointed by the Act.

8. Cessation or removal as an Executive Officer

8.1. An Executive Officer will cease to hold office upon:

- (a) resigning or retiring by giving written notice to the Board;
- (b) becoming disqualified from being an Executive Officer for the reasons set out in section 47 of the Act;
- (c) being removed from office in accordance with this Constitution;

- (d) passing away; or
 - (e) otherwise vacating the office in accordance with clause 8.2.
- 8.2. An Executive Officer is deemed to have vacated the Board and shall be removed as an Executive Officer upon:
- (a) their term as an Executive Officer expiring provided where the Chairperson's term has expired they may continue (in accordance with clause 6.4) until the end of the first Board Meeting after the Annual General Meeting;
 - (b) their Membership being terminated under clause 18;
 - (c) a Reserved Majority Vote supporting a resolution to remove the Executive Officer; or
 - (d) being absent from three consecutive Board Meetings without being granted a leave of absence by the Board. For the avoidance of doubt, the attendance of an Alternate will not be treated as the attendance of the relevant Executive Officer for the purposes of this clause (d) unless this is specifically considered and approved by the Board in relation to this clause (d).
- 8.3. If a person ceases to be an Executive Officer, that person must within one month return to the Board all Society documents and property that they have in their possession as a result of their role as an Executive Officer.

9. Nomination of Executive Officers

- 9.1. Nominations for Executive Officers shall be called for at least 6 weeks before an Annual General Meeting. Each candidate to be an Executive Officer shall be proposed and seconded in writing by another Member and the completed nomination delivered to the Secretary. Nominations shall close four weeks prior to the Annual General Meeting. The Society will hold an electronic ballot for the election of Executive Officers in accordance with this Constitution and the results of such ballot will be announced at the Annual General Meeting.
- 9.2. All retiring Executive Officers shall be eligible to be nominated for re-election provided that the retiring Executive Officer has been nominated in accordance with clause 9.1.

10. Role of the Board

- 10.1. The role of the Board is to:
- (a) administer, manage, and control the Society;
 - (b) carry out the purposes of the Society;
 - (c) act in the best interests of the Society;
 - (d) use any real or personal property or any interest therein, owned or controlled to any extent by the Society for the purposes of the Society;

- (e) manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (f) determine whether the Society is required to be audited in accordance with the Act or this Constitution (refer also clause 27.1);
- (g) set accounting policies in line with generally accepted accounting practices;
- (h) appoint Members to be Executive Officer(s) for the remainder of an Executive Officer's term where an Executive Officer vacancy arises mid-term;
- (i) appoint Members to be Appointed Executive Officers for specific purposes in accordance with this Constitution;
- (j) create Sub-committees to examine specific issues and make decisions on any recommendations of a Sub-committee;
- (k) oversee that the activities of the Society and Members are in accordance with this Constitution;
- (l) without limiting the rights of Members under the Act or this Constitution to call a Society Meeting or have matters considered at a Society Meeting, decide the times and dates for Board and Society Meetings, and set the agenda for those meetings;
- (m) determine different Categories of Membership from time to time in accordance with this Constitution;
- (n) set Membership fees (including subscription costs and levies);
- (o) make decisions or rules on any matters not covered in this Constitution provided those decisions or rules are not inconsistent with this Constitution or the Act; and
- (p) make bylaws, policies or regulations for the conduct of Society activities.

The Board has all of the powers of the Society, unless the Board's power is limited by this Constitution, the Act, or by a Reserved Majority Vote.

11. Conflicts of Interest

- 11.1. Where an Officer has an interest in a matter for any of reasons set out in section 62 of the Act (**Conflict Matter**), that Officer (**Interested Member**) must, as soon as practically possible after the Interested Member becomes aware of their interest in the Conflict Matter, disclose the nature and extent of that interest to the Board.
- 11.2. A register of interests (**Interests Register**) must be kept by the Board, and any disclosure of an interest in a matter being considered by or affecting the Society must be entered into the Interests Register.
- 11.3. An Interested Member that is a Board Member:

- (a) must not vote or take part in the decision of the Board relating to the Conflict Matter unless all members of the Board who are not interested in the Conflict Matter consent; and
- (b) must not sign any documents relating to the Conflict Matter unless Board Members who are not interested in the Conflict Matter consent.

11.4. Subject to clause 23.1, an Interested Member that is a Board Member may take part in any discussion of the Board relating to the Conflict Matter and be present at the time of the decision of the Board (unless the Board decides otherwise).

11.5. An Interested Member that is a Board Meeting who is prevented from voting on a Conflict Matter may still be counted for the purpose of determining whether there is a quorum at any Board Meeting at which the Conflict Matter is considered.

11.6. In the event of a Board Meeting where Executive Officers representing 50% of the quorum of the meeting are Interested Members on a Conflict Matter, a Special General Meeting may be called to consider and determine the Conflict Matter.

12. Roles of Board Members

12.1. The Chairperson is responsible for:

- (a) convening Board Meetings and establishing whether or not a quorum (which is half of those who are Executive Officers) is present;
- (b) without limiting the rights of Members to call a Society Meeting, chairing both Society and Board Meetings (when the Chairperson is present at those meetings), to ensure that meetings are conducted in an orderly manner;
- (c) overseeing the operation of the Society;
- (d) providing a report on the operations of the Society at each Annual General Meeting.

12.2. The role of the Deputy Chairperson is to assist the Chairperson as required. In doing so, the Deputy Chairperson may perform any responsibility of the Chairperson where the Chairperson is unavailable to carry out their responsibilities.

12.3. The Secretary/Treasurer is responsible for:

- (a) being the Contact Person (as defined in the Act) for the Society;
- (b) recording the minutes of all Society and Board Meetings;
- (c) keeping the Register of Members;
- (d) holding the Society's records, documents, and books;
- (e) receiving and replying to correspondence as required by the Board;

- (f) forwarding the Society's annual financial statements to the Registrar of Incorporated Societies upon the approval of the statements by the Members at an Annual General Meeting;
- (g) minuting the Interests Register and preparing a summary of interest disclosures for presentation at each Annual General Meeting;
- (h) advising the Registrar of Incorporated Societies of any changes to this Constitution.
- (i) receiving fees, subscriptions, levies and other monies paid to the Society and issuing receipts;
- (j) paying all accounts and making advances passed for payment by the Board;
- (k) keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (l) manage the preparation of annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies (which are in accordance with general accepted accounting practices);
- (m) providing a financial report at each Annual General Meeting;

13. Board Meetings

- 13.1. Board Meetings may be held in person or by audio-visual means (**Virtual Meeting**) or a combination of both (**Combination Meeting**), or other formats as the Board may decide. If a Board Meeting is held as a Virtual Meeting or a Combination Meeting, then Executive Officers will be given advance instructions on how to connect to the meeting.
- 13.2. No Board Meeting may be held unless there is a quorum.
- 13.3. The Chairperson shall chair Board Meetings, or if the Chairperson is absent, the Deputy Chairperson will chair that meeting. If the Chairperson and Deputy Chairperson are both not present, then the remaining Executive Officers at that meeting shall elect another Executive Officer to chair the meeting.
- 13.4. Unless otherwise set out in this Constitution, decisions of the Board shall be by Majority Vote.
- 13.5. In the event of a tied vote of the Board, the Chairperson or person acting as Chairperson has a casting vote (that is, a second vote to decide the matter).
- 13.6. Only Executive Officers present at a Board Meeting may vote at that Board Meeting. Each Executive Officer may from time to time appoint any person who is not an Executive Officer to be the Executive Officer's alternate (an **Alternate**). Any appointment or removal of an Alternate must be by written notice from the relevant Executive Officer to the Chairperson (or, in the case of an Alternate for the

Chairperson, the written notice must be provided to the Deputy Chairperson). Each Alternate will be entitled to:

- (a) receive notices of all Board Meetings if the relevant Executive Officer who appointed the Alternate is known to be outside of New Zealand or otherwise unavailable to attend Board Meetings;
- (b) attend and vote at any Board Meeting at which the relevant Executive Officer that appointed the Alternate is not present; and
- (c) in the absence of the relevant Executive Officer who appointed the Alternate, perform all functions, and exercise all the powers, of that Executive Officer.

An Alternate will cease to be an Alternate:

- (d) if the relevant Executive Officer who appointed the Alternate ceases to be an Executive Officer or revokes the appointment;
- (e) if by a Majority Vote, the Board determines that the Alternate is not suitable to be an Alternate;
- (f) if the Alternate attends more than three consecutive Board Meetings (without the approval of the Board); or
- (g) on the occurrence of any event relating to the Alternate which, if the Alternate was a duly elected or appointed Executive Officer, would disqualify the Alternate from being an Executive Officer.

13.7. All Alternates must meet the requirements to be an Executive Office as set out in clause 6.1.

13.8. The Secretary must keep written minutes of who attended Board Meetings, decisions made at such meetings and resolutions passed, including which Executive Officers voted and how.

13.9. Subject to this Constitution and the Act, the Board may regulate its own practices.

14. Executive Officer Remuneration

14.1. Executive Officers may be remunerated for the services that they provide as a member of the Board. Any remuneration must be made for fair market value on arm's-length terms (as that term is defined in the Act). Executive Officer remuneration must first be agreed to by a special resolution that is approved by a Majority Vote of the Board. An Executive Officer who is the subject of a remuneration proposal will be considered an Interested Member and not entitled to vote on such a proposal.

14.2. Executive Officer remuneration may be paid if, after approval of the Board, the proposal is passed by Reserved Majority Vote. An Executive Officer who is the subject of a remuneration proposal will be considered an Interested Member and not entitled to vote on such a proposal at the Annual General Meeting.

14.3. A proposal for Executive Officer remuneration must not be considered by the Voting Members at an Annual General Meeting unless it is supported by a certificate from the Society's accountant stating that the Society has sufficient funds to meet the proposed remuneration.

14.4. Notwithstanding clauses 14.1 and 14.3, the Board may resolve by Majority Vote to refund Executive Officers (and any other Members) for reasonable expenses and disbursements legitimately incurred in furtherance of the Society's purposes.

15. Indemnity

15.1. Each Officer shall be entitled to a full and complete indemnity from the Society:

- (a) for liability to any person, other than the Society, for any act or omission in their capacity as an Officer, including liability to a person for a failure to comply with the Officer's duties under sections 54 to 61 of the Act and other duties imposed on the Executive Officer in their capacity as an Officer; or
- (b) in relation to any cost incurred by them in defending any proceedings or claim relating to the liability in clause 15.1(a) above.

15.2. For the avoidance of doubt, a Society will not indemnify an Officer for criminal liability.

15.3. The Members may, by Majority Vote, permit the Board to arrange insurance for Officers in respect of liability or costs incurred by the Officer of the kind set out in clause 15.1 above.

16. Staff and Sub-committees

16.1. Where necessary for the furtherance of the Society's purposes, the Board may employ or contract and remunerate staff, and create sub-committees (**Sub-committee**). Sub-committees have the authority to consider any specific matter that is delegated to it by the Board. A Sub-committee may make recommendations to the Board on matters that the Sub-committee has delegated responsibility to consider.

16.2. The Chairperson may, with delegated authority from the Board, appoint a general manager or senior executive (**Manager**) that will report to the Chairperson. For the avoidance of doubt, a Manager will be considered an Officer of the Society (but, for the avoidance of doubt, will not be an Executive Officer for the purposes of this Constitution). A Manager may be entitled to attend Board Meetings (on the invitation of the Board) but is not entitled to vote at the Board Meetings.

16.3. The Board, in creating the Sub-committee, may designate a project leader for each Sub-committee.

16.4. The members of a Sub-committee will be Members with an entitlement to be members of a Sub-committee (as set out in the Categories of Membership), or will be persons co-opted by invitation of the Board or the then existing members of the Sub-committee (with the approval of the Board).

16.5. Sub-committees shall report to the Board through the Chairperson.

17. Admission of Members

- 17.1. The Society will contain the minimum number of Members required by the Act. To become a Member, a person (**Applicant**) must:
- (a) consent to being a Member by completing an application form;
 - (b) pay a membership fee for the class of Membership applied for;
 - (c) make themselves (where the Applicant is a natural person) or an authorised representative (where the Applicant is a corporate personality) available to be interviewed by the Board;
 - (d) supply any other information the Board reasonably requires.
- 17.2. The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final. If the decision is to decline the membership application any membership fee paid by the Applicant shall be refunded. The Board is not required to provide reasons for its decision if it does not allow an Applicant to become a Member.
- 17.3. The membership year of the Society begins on 1 April of every year and ends on 31 March of the next year.
- 17.4. The Board shall be entitled, at its discretion, to pro-rate any membership fee charged to reflect the time between the date on which a membership application is received by the Society and the date which is the end of the membership year.

18. Type of Members and membership entitlements

- 18.1. The Membership of the Society will consist of the categories of Membership as determined by the Board from time to time (**Categories of Membership**). Any change to the Categories of Membership by the Board, including whether certain Categories of Membership will be considered Premium Membership, will need to be approved by a Reserved Majority Vote. The Categories of Membership will be publicly available on the Society's website.
- 18.2. Any entitlements or benefits provided to the Categories of Membership will not be in conflict with the Act or this Constitution.

19. The Register of Members

- 19.1. The Secretary shall keep an up-to-date register of Members (**Register**), which shall contain the names, the postal and email addresses and telephone numbers of all Members, the dates at which they became Members (if there is no record of the date they joined, this date will be recorded as 'unknown') and any other information that is required to comply with the Act or any regulation made under the Act.
- 19.2. If a Member's contact details change, that Member shall promptly give the new postal or email address or telephone number to the Secretary. If it is brought to the Society's

attention that a Member's contact details are incorrect, the Society will contact the Member to confirm the contact details and will update the Register accordingly.

19.3. Each Member shall provide such other details as the Board requires to be included in the Register.

19.4. Members shall have, on request to the Secretary, reasonable access to the Register.

20. Cessation of Membership and Disciplinary Process

20.1. Membership of the Society will terminate:

- (a) if a Member has failed to pay the annual membership fee due to the Society within 7 Working Days following notice from the Secretary. The Secretary may issue a notice to pay at any time after the date for payment of the annual membership fee (as set by the Board) has passed. This provision does not apply to a Member who is exempt from paying the annual subscription fee;
- (b) if a Member is convicted of an offence which, in the opinion of the Board, brings the Society into disrepute;
- (c) if a Member resigns by giving written notice to the Secretary; or
- (d) if a Member otherwise ceases to satisfy the requirements of Membership in this Constitution.

20.2. If, for any reason whatsoever, the Board is of the view that a Member is breaching this Constitution or acting in a manner inconsistent with the purposes set out in this Constitution, the Board will give written notice of this to the Member (**Board's Notice**).

20.3. The Board's Notice must set out:

- (a) how the Member is breaching this Constitution or acting in a manner inconsistent with the purposes set out in this Constitution; and
- (b) what the Member must do in order to remedy the situation and if the situation is not remedied to the Board's reasonable satisfaction within 15 Working Days of the date of the Board's Notice, then it may result in penalties or orders on the Member. The penalties or orders that may be imposed by the Board pursuant to this clause 20 are:
 - (i) reprimand;
 - (ii) suspension for a period time; or
 - (iii) termination of Membership.

20.4. The Member must respond within 10 Working Days of the date of the Board's Notice by giving written reasons of what the Member has done to remedy the situation and why the Board should not impose a penalty or order as set out in clause 20.3(b) on the Member (**Member's Response**);

- 20.5. If, within 15 Working Days of the date of the Board's Notice, the Board is not reasonably satisfied with the Member's Response, the Board may in its absolute discretion by a Majority Vote impose one of the penalties or orders that is set out in this Constitution on the Member (**Penalty Notice**).
- 20.6. If the Board imposes a penalty or order on the Member, the Member may appeal using the dispute resolution provisions set out in clause 37.2 of this Constitution.
- 20.7. Subject to an appeal using the dispute resolution provisions in clause 37.2, if the Board imposes a penalty of suspension under clause 20.3(b), the Member will remain in the Register, but shall not be entitled to exercise the rights Membership during the period of suspension, except that the Member, if they are a Voting Member, may vote on a resolution to liquidate or wind up the Society under clause 36. Upon the expiry of the period of suspension, the Member will revert to and be entitled to exercise the rights of Membership.
- 20.8. Subject to an appeal using the dispute resolution provisions in clause 37.2, if the Board imposes a penalty of termination of Membership under 20.3(b) , the Member will promptly pay all monies and charges due to the Society. Upon expulsion, the Member will be removed as a current member from the Register and not entitled to exercise any rights of Membership.
- 20.9. Any Member whose Membership has been terminated may only re-apply for Membership after the expiry of 12 months from the date on which the termination became effective. An application for re-admission will be considered in the manner as set out in clause 17.
- 20.10. Any Member whose Membership ceases under this Constitution shall not be entitled to any refund of subscriptions, levies, or fees.

21. Obligations of Members

- 21.1. All Members (including all Executive Officers) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

22. Use of Property

- 22.1. The Society may own real and personal property of the Society if:
- (a) it is for a purpose of the Society;
 - (b) it is not for the sole personal or individual benefit (financial or otherwise) of any Member; and
 - (c) that use has been approved by approved by a two-thirds majority vote of the Executive Officers present and voting on the resolution. If the special resolution is not approved by the Board, then it will be referred to a vote of the Voting Members and will need to be approved by a Reserved Majority Vote.

23. Private Pecuniary Profit

- 23.1. No Member or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.
- 23.2. Any such income paid shall be reasonable and relative to that which would be paid for fair market value on arm's-length terms (as defined in section 24 of the Act). The provisions and effect of this clause shall not be removed from this Constitution and shall be included and implied into amended or new Constitution.

24. Financial Affairs

- 24.1. The Board shall control the financial affairs of the Society and will authorise expenditure through approved budgets.
- 24.2. The Board shall approve the opening of any bank account, authorise all payments to third parties, and approve any loan or credit in advance of obtaining funds or goods.
- 24.3. The Board will appoint two Board members, including the Secretary/Treasurer, to be co-signatories of any account of the Society.
- 24.4. No payment shall be made without the written authorisation of the two Board members described in clause 24.3.
- 24.5. No Major Transactions will be entered into by the Board unless such a transaction is approved by Reserved Majority Vote.

25. Additional Powers

- 25.1. The Society may:
- (a) subject to the other terms in this Constitution, employ or contract with people (and pay a salary or wages to such people) for the purposes of the Society;
 - (b) without prejudice to the rights and obligations of Executive Officers acting on behalf of the Society under the Act, act in a financially prudent manner; or
 - (c) invest in any investment that a reasonably prudent person in the circumstances might invest in.

26. Financial Year

- 26.1. The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

27. Assurance on the Financial Statements

- 27.1. Notwithstanding the obligations of the Society under the Act, the Board by a resolution passed by a two-third majority vote at a Board Meeting or, if the resolution of the Board is not agreed to, the Voting Members by Majority Vote may decide that

the Society's annual financial accounts are subject to a general financial review (**Review**) or audit.

27.2. If the annual financial accounts are to be subject to Review:

- (a) the Board, by a resolution approved by a two-thirds majority vote of the Executive Officers present and voting on the resolution, shall appoint an accountant to review the annual financial statements of the Society (**Reviewer**). If the resolution is not approved by the Board, then the appointment of a Reviewer will be referred to a vote of the Voting Members and will need to be approved by a Majority Vote. The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be an Executive Officer, or an employee of the Society. If the Board appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.
- (b) the Board is responsible to provide the Reviewer with:
 - (i) access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - (ii) additional information that the Reviewer may request from the Board for the purpose of the review; and
 - (iii) reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

27.3. If the annual financial accounts are to be subject to audit:

- (a) the Board, by a special resolution approved by a two-thirds majority vote of the Executive Officers present and voting on the resolution, shall appoint an auditor to audit the annual financial statements of the Society (**Auditor**). If the special resolution is not approved by the Board, then the appointment of a Reviewer will be referred to a vote of the Voting Members and will need to be approved by a Majority Vote. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and be a member of the New Zealand Institute of Chartered Accountants, and must not be an Executive Officer, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.
- (b) the Board is responsible to provide the auditor with:
 - (i) access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;

- (ii) additional information that the Auditor may request from the Board for the purpose of the audit; and
- (iii) reasonable access to persons within the Society from whom the Auditor determines it necessary to obtain evidence.

28. Society Meetings

28.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.

28.2. The Annual General Meeting shall be held once every year no later than six months after the Society's balance date and no later than 15 months after the last Annual General Meeting. The Board shall determine when and where the Society shall meet within those dates and Members will be given six weeks Written Notice of the date of the Annual General Meeting.

28.3. Any Society Meeting may be held as a Virtual Meeting or a Combination Meeting. A Society Meeting held as a Virtual Meeting or as a Combination Meeting will be held according to the following rules:

- (a) the Secretary must be able to determine attendance at the Society Meeting;
- (b) the Society Meeting will be run in a manner that ensures that each Member (or their correctly appointed proxy) in attendance is given a fair opportunity to be heard;
- (c) each Member (or their correctly appointed proxy), at all times, must be able to hear the other participating Members when they are speaking to the Society Meeting; and
- (d) on any vote cast at the Society Meeting, a Voting Member (or their correctly appointed proxy) must be given a fair opportunity to cast their vote(s).

If a Society Meeting is held as a Virtual Meeting or a Combination Meeting, Members will be given advance instructions on how to connect to the meeting.

28.4. Special General Meetings may be called by the Board where it thinks it is necessary to discuss any matter of interest to the Society. The Board must call a Special General Meeting within 30 Working Days if the Secretary receives a written request signed by at least 10% of the Voting Members.

28.5. The Secretary shall:

- (a) give all Members at least 10 Working Days Written Notice of the business to be conducted at any Society Meeting;
- (b) additionally, the Secretary will provide, where appropriate:
 - (i) notice of any motions and the Board's recommendations about those motions to be put before Members at a Society Meeting;

- (ii) if the Secretary has sent a notice to all Members to the contact details in the Register in good faith, the Society Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

28.6. Unless restricted through the Categories of Membership, all Members may attend and vote at Society Meetings and appoint a proxy (in accordance with this Constitution) to attend and vote at Society Meetings.

28.7. No Society Meeting may be held unless at least 20% of Voting Members and 20% of Premium Members attend (including being represented by a validly appointed proxy) that meeting, such percentage constituting a quorum.

28.8. All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson will preside. In the absence of both the Chairperson and the Deputy Chairperson, the Voting Members present at the Society Meeting shall elect another Board Member to chair that Society Meeting. Any person chairing a Society Meeting has a casting vote.

28.9. Except as otherwise provided in this Constitution, on any motion at a Society Meeting, the Chairperson (or in the absence of the Chairperson, the chair of the Society Meeting) shall in good faith determine whether voting will be conducted by:

- (a) voices;
- (b) show of hands;
- (c) secret physical ballot; or
- (d) electronic ballot.

Unless otherwise specified in this Constitution, votes by Voting Members will be by simple majority. In the event of an equality of votes, the chair of the Society meeting will have the casting vote.

28.10. The business of an Annual General Meeting shall be:

- (a) receiving any minutes of the previous Society's Meeting(s);
- (b) the Chairperson's annual report on the business, operations and affairs of the Society during the most recently completed accounting period;
- (c) the Treasurer's report on the finances of the Society, and the Annual Financial Statements for the most recently completed accounting period;
- (d) the announcement of successful Executive Officers elected by electronic ballot;
- (e) considering and voting on proposals for remuneration of Executive Officers;
- (f) motions to be considered;
- (g) whether a Review or audit is required;

- (h) notice of any disclosures of conflicts of interest made by Executive Officers during the period from the last Annual General Meeting to the current Annual General Meeting (including a summary of the matters, or types of matters, to which those disclosures relate); and
 - (i) general business.
- 28.11. The Chairperson (or the person chairing the Annual General Meeting, if applicable) may, if directed by a Majority Vote at a Society Meeting, adjourn the meeting if within half an hour after the start time for a Society Meeting a quorum is not present. The Society Meeting shall stand adjourned to a day, time and place reasonably determined by the Board (but in no event will the adjournment be longer than four weeks from the original date of the Society Meeting) (**Adjourned Meeting**). If at such Adjourned Meeting a quorum is not present the Voting Members then present, shall constitute a quorum.

29. Electronic Ballot

- 29.1. If voting is conducted by electronic ballot either at or in advance of a Society Meeting, the following procedure shall apply:
- (a) The electronic ballot form shall be sent to Voting Members at the email address notified by the Member to the Society. The ballot form shall set out the period within which the Voting Members must respond with their vote. Such period must not be less than two weeks from the vote.
 - (b) A Voting Member may cast a vote on all or any of the matters that are to be voted on. Such vote must be in the form advised by the Society at the time the vote was requested.
 - (c) The Secretary will count the votes and notify Members of the result, which shall be binding on the Members.

30. Written Resolution in Lieu of a Meeting

- 30.1. The Board may resolve that a matter is to be determined by written resolution in lieu of a meeting if the following process in this clause 30 is satisfied. Where the Board resolves to do this then the written resolution will be circulated to Voting Members at the email address notified by the Member to the Society in the Members' Register. The written resolution will set out the period within which Voting Members must respond with their vote.
- 30.2. A written resolution will be adopted if no less than 75% of Voting Members, including no less than 50% of the Voting Members with Premium Membership, vote in favour of the written resolution. Voting on the written resolution may be done by such means as determined by the Board (including by electronic means).
- 30.3. Where the written resolution does not receive the required support to pass, the Board may call a Society Meeting to debate and vote on the matter that is the subject of that written resolution. The majority required to pass that resolution at a Society Meeting shall be that level ordinarily required under this Constitution for that matter, it will not be increased to a higher level solely because a higher level of majority was required to pass it as a written resolution.

31. Proxies

- 31.1. A Voting Member may exercise the right to vote either by being present at a Society Meeting or by proxy.
- 31.2. A proxy for a Voting Member is entitled to attend and be heard and vote at a Society Meeting as if the proxy were the Voting Member.
- 31.3. A proxy must be appointed by notice in writing signed by the Voting Member and the notice must state whether the appointment is for a particular Society Meeting or a specified term not exceeding 12 months (**Notice of Appointment**).
- 31.4. No proxy is effective in relation to a Society Meeting unless a copy of the Notice of Appointment is produced before the start of the Society Meeting.
- 31.5. A proxy form shall be made available for each notice calling a Society Meeting.
- 31.6. The Notice of Appointment shall be in the form set out in Schedule 1 to these Constitution or such other form as approved by the Board.
- 31.7. Where it is desired to allow Voting Members an opportunity of voting for or against a resolution, the Notice of Appointment shall be in the form set out in Schedule 2 to this Constitution or in a substantially similar form.
- 31.8. The Notice of Appointment, where the appointment of a proxy is only for a particular Society Meeting, shall be deposited with the Secretary not less than 48 hours before the time for holding the Society Meeting or adjourned meeting at which the proxy named in the notice proposes to vote or, in the case of an in-person vote at a Society Meeting, not less than 24 hours before the time of the vote. The Notice of Appointment, where the appointment of a proxy is for a specified term not exceeding 12 months, shall be deposited with the Secretary not less than 48 hours before the time for holding of the first Society Meeting or adjourned meeting at which the proxy named in the notice proposes to vote or, in the case of an in-person vote at a Society Meeting, not less than 24 hours before the time of the vote. If the Notice of Appointment does not comply with this clause 31 it shall be treated as invalid.

32. Motions at Society Meetings

- 32.1. Any Member may request that a motion be voted on (**Member's Motion**) at a particular Society Meeting, by giving written notice to the Secretary at least 15 Working Days before that meeting. The Member may also provide information in support of the motion (**Member's Information**). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10% of Voting Members:
 - (a) it must be voted on at the Society Meeting chosen by the Member; and
 - (b) the Secretary must give the Member's Information to all Members at least 10 Working Days before the Society Meeting chosen by the Member.
- 32.2. The Board may also decide to put forward motions for the Society to vote on (**Board Motions**) which shall be suitably notified.

33. Confidentiality

33.1. Members must keep personal information related to other Members and any business or commercial information obtained by a Member in the course of Society activities strictly confidential (**Confidential Information**).

33.2. Confidential Information must not be disclosed to third parties unless:

- (a) a person with a legal right to authorise disclose does so;
- (b) the information was already in the public domain at the time it was obtained;
- (c) the information was already lawfully in the possession of the receipt at the time it was obtained in the course of Society activities; or
- (d) the receipt is required by law to disclose the information.

33.3. Members shall not use Confidential Information for reasons other than furthering the purposes of the Society. For the avoidance of doubt, Members cannot use Confidential Information in a manner that is inconsistent with the Commerce Act 1986.

33.4. Upon the cessation of membership, Members shall return, destroy, or delete all Confidential Information in their possession in accordance with the Society's reasonable instructions.

34. Altering the Constitution

34.1. The Society may alter or replace this Constitution by a resolution passed by a Reserved Supermajority Vote in favour of such alteration or replacement. Voting on the proposed alteration or replacement may be by written resolution in lieu of a meeting in accordance with this Constitution. Voting may also be conducted at a Society Meeting in which case the change must be approved by a Reserved Supermajority Vote.

34.2. Voting Members will be given at least 20 Working Days prior written notice of any proposed change to this Constitution.

34.3. When a change to the Constitution is approved the change will take effect when the Secretary has filed the changes with the Registrar of Incorporated Societies, which will be done promptly.

35. Bylaws to govern the Society

35.1. The Board may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to this Constitution or to Act. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

36. Winding up

36.1. Any resolution to liquidate or wind up the Society and remove it from the Register must be passed by a 75% majority of votes cast by Voting Members present and voting at a Society Meeting, including affirmative votes from at least 50% of Members with Premium Membership status. If the Society is wound up:

- (a) the Society's debts, costs and liabilities shall be paid; and
- (b) the Board (or liquidator, as applicable in the circumstances) shall not distribute any surplus money or property among the Members but shall resolve for any surplus money or property to be given or transferred to some other not-for-profit organisation or body that has the principal purpose of supporting and promoting electric vehicle use in New Zealand as selected by the Voting Members at that Society Meeting.

36.2. Members will be given at least four weeks prior written notice of the intention to liquidate or wind up the Society.

37. Access to Information and Dispute Resolution

37.1. Access to Information

- (a) A Member may at any time make a written request to the Society for information held by the Society (**Information Request**).
- (b) The Information Request must sufficiently detail the information that is sought to enable the information to be identified by the Society.
- (c) The Society must, after receiving a request:
 - (i) provide the information;
 - (ii) agree to provide the information within a reasonable period;
 - (iii) agree to provide the information within a reasonable period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
 - (iv) refuse to provide the information, specifying the reasons for such refusal.
- (d) Without limiting the reasons for which the Society may refuse to provide the information, the Society can refuse to provide the information if:
 - (i) withholding the information is necessary to protect a person's privacy;
 - (ii) the disclosure of the information would, or would likely, prejudice the position of the Society or of any of its Members;
 - (iii) the information is not relevant to the operation or affairs of the Society;
 - (iv) withholding the information is necessary to comply with applicable laws;
 - (v) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
 - (vi) the Society reasonably considers the Information Request is frivolous or vexatious; or
 - (vii) the Information Request seeks information about a dispute or complaint which is or has been the subject of the Society's disciplinary procedures and the person seeking the information is not a party to the disciplinary procedure.

- (e) Nothing in this clause limits an individual's right under the Privacy Act 2020 to access personal information.

37.2. **Dispute Resolution**

- (a) If a Dispute (as that term is defined in section 38 of the Act) between the Society and/or the Members arises then the Society (acting through an Executive Officer), or a Member, may make a written complaint (**Complaint Notice**) to the Board that:
 - (i) states that the Society, Member or Officer is starting a procedure for resolving the Dispute in accordance with this Constitution; and
 - (ii) sets out the allegation to which the Dispute refers.
- (b) Where a matter subject to the disciplinary processes set out in clause 20.2 to 20.6 results in a Penalty Notice by the Board then the Member that is subject to the penalty may raise a dispute under this clause 37.2. (Where a Member is suspended or their Membership is terminated by the Board that Member will continue to have the rights of a Member under this dispute process (but no other rights of a Member) notwithstanding the suspension or termination).
- (c) The Complaint Notice must be sufficiently detailed to enable the Society, or the Member that is the subject of the Complaint Notice to prepare a response.
- (d) Both the Member who makes a Complaint Notice and the Member who is the subject of the Complaint Notice has a right to be heard before the Dispute is resolved.
- (e) If the Society issues a Complaint Notice:
 - (i) the Society has a right to be heard before the Dispute is resolved or any outcome is determined; and
 - (ii) an Officer may exercise that right on behalf of the Society.
- (f) Without limiting the manner in which the Society, Member, or Officer may be given the right to be heard, they will be taken to have been given the right if:
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing in relation to the Complaint Notice (if one is held);
 - (ii) an oral hearing is held if the Dispute decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - (iii) an oral hearing (if any) is held before the Dispute decision maker; and
 - (iv) the Society's, Member's, or Officer's written or verbal statement or submissions (if any) are considered by the Dispute decision maker.
- (g) The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint Notice ensure that the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner and in accordance with the Act.
- (h) Unless the Complaint Notice relates to a Member requesting a review of the decision of the Board not to admit (or re-admit, depending on the circumstances) an Applicant as a Member, the Society may decide not to proceed with a Complaint Notice if:
 - (i) the Complaint Notice is considered to be trivial; or
 - (ii) the Complaint Notice does not appear to disclose or involve any allegation of the following kind:
 - A. that the Society, a Member or an Officer has engaged in material misconduct:

- B. that the Society, a Member, or an Officer has materially breached, or is likely to materially breach, a duty under this Constitution, any by-laws, policies or codes, or the Act:
- C. that a Member or an Officer's rights or interests have been materially damaged:
 - (iii) the Complaint Notice appears to be without foundation or there is no apparent evidence to support it;
 - (iv) the person who makes the Complaint Notice has an insignificant interest in the matter;
 - (v) the conduct, incident, event, or issue giving rise to the Complaint Notice has already been investigated and dealt with under the Constitution; or
 - (vi) there has been an undue delay in making the Complaint Notice.
- (i) The Member or Executive Officer making the Complaint and the Board must consider and discuss whether the Dispute can be resolved through information discussions, mediation or arbitration. If mediation or arbitration is agreed, then the parties will sign a suitable mediation or arbitration agreement.
- (j) A person may not act as a Dispute decision maker in relation to a Complaint Notice if two or more members of the Board consider that there are reasonable grounds to believe that the person may not be:
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.

38. Definitions and Miscellaneous matters

38.1. In this Constitution:

- (a) **Act** means the Incorporated Societies Act 2022 or any regulations made under the Act.
- (b) **Adjourned Meeting** has the meaning given in clause 28.11.
- (c) **Annual General Meeting** means a meeting of the Members held once per year which, among other things, will receive and consider reports on the Society's activities and finances.
- (d) **Applicant** has the meaning given in clause 17.1.
- (e) **Appointed Executive Officer** has the meaning given in clause 7.4.
- (f) **Board** means the Society's governing body.
- (g) **Board Meeting** means the meetings of the Board that may be held from time to time in accordance with this Constitution.
- (h) **Board's Notice** has the meaning given in clause 20.2.
- (i) **Categories of Membership** has the meaning given in clause 18.1.
- (j) **Chairperson** means the Executive Officer responsible for chairing Board Meetings and Society Meetings, and who provides leadership for the Society.

- (k) **Complaint Notice** has the meaning given in clause 37.2.
- (l) **Conflict Matter** as the meaning given in clause 11.
- (m) **Constitution** means the rules in this document.
- (n) **Deputy Chairperson** means the Executive Officer who assists the Chairperson as required.
- (o) **Electric Vehicles and Transport** has the meaning set out in clause 3.1 of this Constitution.
- (p) **Executive Officer** has the meaning set out in clause 6.1 of this Constitution.
- (q) **General Officer** means any Executive Officer that does not have a Named Officer role.
- (r) **Information Request** has the meaning given in clause 37.1 of this Constitution.
- (s) **Interested Member** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- (t) **Interests Register** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- (u) **Majority Vote** means a vote made by more than half of the Voting Members and/or Executive Officers who are entitled to vote and voting on that resolution.
- (v) **Major Transaction** means:
 - (i) the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than half the value of the Society's assets before the acquisition; or
 - (ii) the disposition of, or an agreement to dispose of, whether contingent or not, assets of the Society the value of which is more than half the value of the Society's assets before the disposition; or
 - (iii) a transaction that has or is likely to have the effect of the Society acquiring rights or interests or incurring obligations or liabilities, including contingent liabilities, the value of which is more than half the value of the Society's assets before the transaction.
- (w) **Member** means a person or entity who becomes a member of the Society in accordance with this Constitution and "Membership" has the corresponding meaning.
- (x) **Members' Register** means the register of Members kept under this Constitution as required by section 79 of the Act.
- (y) **Member's Response** has the meaning given in clause 20.4.

- (z) **Named Officer** means an Executive Officer who is the Chairperson, Deputy Chairperson or the Secretary/Treasurer.
- (aa) **Officer** has the meaning set out in section 5 of the Act.
- (bb) **Penalty Notice** has the meaning given in clause 20.5.
- (cc) **Premium Membership** means a Category of Membership that has been granted premium status.
- (dd) **Reserved Majority Vote** means a Majority Vote that includes 50% or more of the Premium Membership entitled to vote and voting on that resolution.
- (ee) **Reserved Supermajority Vote** means a vote:
 - (i) supported by more than two thirds of the Voting Members; and
 - (ii) supported by more than 50% of the Premium Membership;
 entitled to vote and voting on that resolution.
- (ff) **Register** means the register of Members kept under this Constitution as required by section 79 of the Act.
- (gg) **Secretary/Treasurer** means the Executive Officer elected as such in accordance with this Constitution, who is responsible for the matters specifically noted in this Constitution.
- (hh) **Society Meeting** means either an Annual General Meeting, or a Special General Meeting, but not a Board Meeting.
- (ii) **Special General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- (jj) **Vacated EO** has the meaning given in clause 7.3.
- (kk) **Working Day** means a day of the week other than—
 - (i) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day;
 - (ii) the Sovereign's birthday, Labour Day, and Waitangi Day; and
 - (iii) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday; and
 - (iv) a day in the period commencing with 25 December in any year and ending with 2 January in the following year; and
 - (v) if 1 January in any year falls on a Friday, the following Monday; and
 - (vi) if 1 January in any year falls on a Saturday or a Sunday, the following Monday and Tuesday.

- (ll) **Written Notice** means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods, provided that the Society gives a Member notice by contacting them at the contact details set out in the Register.
- (mm) **Voting Members** means the Members and who are entitled to vote in accordance with this Constitution.

38.2. References to “entitled to vote and voting” will mean those members or executive officers attending a validly constituted meeting and able to vote at that meeting.

Schedule 1

Drive Electric Incorporated – Instrument Appointing a Proxy

USE OF THIS FORM

Note: This form should be used by a member in either of the following instances:

- You are a non-corporate member (e.g. an individual) and you wish to appoint a person as your proxy to attend and vote at the meeting on your behalf in your absence; or
- You are a corporate member (e.g. a company) and you wish to appoint a person as your representative to attend and vote at the meeting on your behalf.

It is expected that the members status is current in that no membership fees are owed by that member.

Member Details (Please Complete)

Member Name: (Note: This must be the <i>registered</i> member's name)	
Member Physical Address:	
Member Email Address:	

Appointment of Proxy or Corporate Representative (Please Complete) Appointment:

I/We _____ of the above address and being Members of Drive Electric Incorporated hereby appoint:

Name: _____ of _____

or failing him/her: _____ of _____

as my/our proxy/corporate representative to vote for me/us on my/our behalf on the resolutions set out in the Notice of Meeting and any other matter put to the Society Meeting which is to be held at _____, on _____ commencing at _____, and at any adjournment or postponement of that meeting.

Signature of Member(s)

Signed: _____

Date: _____

Signed: _____

(Joint holders should all sign)

Schedule 2

Drive Electric Incorporated – Instrument Appointing a Proxy

USE OF THIS FORM

Note: This form should be used by a member in either of the following instances:

- You are a non-corporate member (e.g. an individual) and you wish to appoint a person as your proxy to attend and vote at the meeting on your behalf in your absence; or
- You are a corporate member (e.g. a company) and you wish to appoint a person as your representative to attend and vote at the meeting on your behalf.

It is expected that the members status is current in that no membership fees are owed by that member.

Member Details (Please Complete)

Member Name: (Note: This must be the <i>registered</i> member's name)	
Member Physical Address:	
Member Email Address:	

Appointment of Proxy or Corporate Representative (Please Complete)

(a) Appointment:

I/We _____ of the above address and being Members of Drive Electric Incorporated hereby appoint:

Name: _____ of _____

or failing him/her: _____ of _____

as my/our proxy/corporate representative to vote for me/us on my/our behalf on the resolutions set out in the Notice of Meeting and any other matter put to the Society Meeting which is to be held at _____, on _____ commencing at _____, and at any adjournment or postponement of that meeting.

- (b) **Voting Instructions:** Unless otherwise instructed by completing the voting section of this form, your proxy/corporate representative may vote or abstain from voting as he or she thinks fit. Only complete the voting section entitled "Resolution" if you wish to instruct your proxy/corporate representative how to vote. If you complete the voting section you are directing your proxy/corporate representative to vote in the manner indicated on the Resolution listed. Your proxy/corporate representative may otherwise vote or abstain from voting as he or she thinks fit on any other resolution put before the meeting.

Resolution

	[Tick appropriate box]	
	FOR	AGAINST

Signature of Member(s)

Signed: _____

Date: _____

Signed: _____

(Joint holders should all sign)