

Trips Database Bureau (*TDB*) Incorporated
SOCIETY RULES

25 September 2024

TRIPS DATABASE BUREAU (*TDB*)

INCORPORATED –

SOCIETY RULES

25/09/2024

1 NAME

The name of the Incorporated Society is Trips Database Bureau (*TDB*).

2 DEFINITIONS

Defined Terms in these Rules, unless the context requires otherwise are:

Act means the Incorporated Societies Act 2022 (NZ), its amendments and any regulations made there under.

Administrator, typically the Contact Person means the administrator of the Society employed by the Board pursuant to Rule 9.

Annual General Meeting means the annual meeting of the Society, convened and conducted in accordance with Rule 6.

AITPM means Australian Institute of Traffic Planning and Management Incorporated.

Associated Engineering Organisations which are granted reciprocal membership shall include the Institution of Professional Engineers of New Zealand – Transportation Group (IPENZ-TG) the Australian Institute of Traffic Planning and Management Incorporated (AITPM) and other organisations nominated from time to time.

Board the society must have a governing body or committee with a minimum of 3 people referred in Rule 7.

Board Member or members of the Board means people or officers elected to the Board referred to in Rule 7.1.

Contract Person the Society must have at least 1 contact person (and may have up to 3 contact persons).

Member means any organisation, agency, body corporate or person granted Membership pursuant to Rule 5 and who has paid the subscription as required by Rule 5.6.

Registered Office means the registered office of the Society as in Rule 4.

Society means the Trips Database Bureau an incorporated Society under the Act.

Special Meeting means a special meeting of the Society pursuant to Rule 6.5.

3 OBJECTS

3.1 The objects of the Society are:

- 1) To be a non-profit co-operative of Members.
- 2) To undertake analysis and research on travel to and from different land uses including all modes, vehicle trips, parking at specific and groups of sites;
- 3) To promote and support the development of the Society;
- 4) To receive, administer and expend funds to develop a national travel, trips and parking database by providing for the:
 - a) Collection of surveyed information;

- b) Analysis of survey and other collected information;
 - c) Undertaking of research; and
 - d) Dissemination of results to Members, other professionals and organisations.
- 5) To publish information on trips by all modes of travel and vehicle parking related to land use, organise seminars, conferences and meetings to provide information to Members and other professional colleagues.
 - 6) To promote the common technical and professional interests of Members whether they be government or private organisations.
 - 7) To encourage surveys and support research of travel demand, mode split, trip generation and vehicle parking demand related to all land use.
 - 8) To promote discussion and co-operation between Members, Government agencies, commercial and academic bodies in relation to understanding travel patterns, trip generation and vehicle parking by different land uses.
 - 9) To establish links and to liaise with other organisations, agencies and bodies within New Zealand and overseas who have similar objectives.
 - 10) To pursue any purpose or activity incidental to the above objects and, subject to these Rules, do any act, or enter into any transaction to carry out these objects.

4 REGISTERED OFFICE

The registered office of the Bureau/Society is as registered with the Incorporated Society..

5 MEMBERSHIP

The TDB is required to have at least 10 members and these members shall consent to becoming members via Section 5.2 below.

5.1 Classes of Membership

- 1) Membership is offered to public and private organisations and to individuals.
- 2) The Board may determine separate classes of membership of the Society which may include the following:
 - A. Government Agencies, Ministries, Departments or SOEs; Universities, Educational Institutions.
 - B. Regional, City or District Councils.
 - C. Companies and multiple director Consultancies, Single Director and/or Sole Operator Consultancies.
 - D. Voluntary Professional bodies and incorporated Societies. Any real persons as an individual or as a body corporate.
 - R. Reciprocal membership is reserved for organisations which fulfil professional collegiate, educational and training functions (such as universities, research organisations and professional institutions) where the Board is satisfied there will be reciprocal benefits generally in equal measure with a real exchange of information and a resulting enhancement of the Bureau's database, research capability services and access to information which benefits all members.

Reciprocal members will receive the same services as all other members.
- 3) While Members of **TDB** need not be members of IPENZ or its Transportation Group, or the AITPM, all member organisations and any individual/person applying for membership shall have a demonstrated technical interest in the pursuit of transportation field surveys, investigations, planning and design embracing a knowledge of one or more of the following:

Transport networks, travel patterns, person trips by all modes, modal split, vehicle trips, parking, land use activities and relevant engineering and town planning experience.

- 4) Membership can be granted to organisations and individuals resident in New Zealand, Australia and other countries.

5.2 Application for Membership

Applications for membership shall be in writing addressed to the Administrator and approved by the Board. If an application does not meet requirements of the rules it shall be referred to the Board who may approve or decline an application, without giving any reasons for its decision.

5.3 Membership non-transferable

Membership of the Society, and any right or privilege of a Member, is not capable of being transferred or transmitted to any other party.

5.4 Register of Members

The Administrator will keep a register of Members which will contain the name, contact persons, Associates, address and contract details of each Member, the date a Member gained membership, the class of membership, and other information as may be required by the Board.

5.5 Cessation of Membership

- 1) At the discretion of the Board a Member's membership of the Society may be terminated on the first day of November, if the Member has not paid the annual member's fee that fell due on the first day of July in that year.
- 2) If at any time a Member wishes to resign they must indicate this intention in writing to the Administrator for consideration at the next meeting of the Board. In this event if the resignation is received after the 1 April in any year the Member will remain liable for the annual fee for the whole year, or at the discretion of the Board.

5.6 Annual Member's Fees

- 1) The Board shall set the annual membership fee payable by each membership class and for each Member for the next financial year commencing on the first day of July. Such annual fee should meet the budgeted operating expenditure of the Society for the year less income from other sources, and may include provision for the recovery of any accumulated funding shortfall from the previous year.
- 2) In the case of Reciprocal membership 'R' the Board may reduce or waive the annual fee where adequate exchanges of information and services are considered to be provided on a regular basis between such a Reciprocal Member and the **TDB**.

5.7 Parallel Memberships

The Bureau will provide the same services to members in New Zealand, Australia or other countries. However, for organisations with offices and business in both countries the membership shall be treated as two memberships and such 'parallel memberships' shall be treated as two separate memberships for the purpose of payment of annual member fees, access to the use of the database and other services of the Bureau, or at the discretion of the Board.

6 MEETINGS OF THE SOCIETY

6.1 Annual General Meeting

The Society must in each calendar year hold an Annual General Meeting on a date to be determined by the Board.. Annual General Meetings shall be in person or online.

6.2 Notice of Annual General Meeting

The Administrator must give fourteen (14) days' notice in writing or by email to each Member specifying the date, place and time of the Annual General Meeting and the business to be conducted at the Annual Meeting.

6.3 Business of Annual General Meeting

The ordinary business of the Annual General Meeting shall be:

- 1) To confirm the minutes of the last preceding Annual Meeting and of any Special Meeting held during the year.
- 2) To receive from the Board reports upon the transactions of the Society during the preceding financial year, including the audited accounts of the Society.
- 3) To elect the members of the Board in accordance with Rule 7.1 and 7.3.
- 4) To consider and approve the annual financial statement for the previous year covering the period 1 July to 30 June in that year, as submitted by the Bureau in accordance with Section 23 of the Act.
- 5) To present an annual plan including any proposed research, publications or seminars to be held during the next year.
- 6) To transact any other business specified in the notice of the Annual Meeting issued pursuant to Rule 6.2.

6.4 Meeting Quorum

The quorum for an Annual General Meeting and Special Meetings of the Society is not less than ten (10) Members, including Board Members. Non-members and observers may attend annual and special meetings, may speak, but have no voting rights.

6.5 Special Meetings

- 1) The Board may call a Special Meeting of the society at any time.
- 2) A Special Meeting of the Society must be called by the Board if requested in writing by at least five (5) Members and may be called at a time as the Board thinks fit.
- 3) A request for a Special Meeting by Members must state the purpose and business of the Special Meeting and may require the Special Meeting to be held at a location where all Members will have a reasonable opportunity to attend or online
- 4) The Administrator must give Members at least fourteen (14) days' notice in writing of the time and place of a Special Meeting and the notice of meeting must describe the purpose and business of the Special Meeting, including the text of any motions to be moved at the meeting.

6.6 Voting

At any meeting of the Society each Member has one vote. A representative of a Member or Member organisation is not entitled to vote at a meeting unless the Member is financial having paid the annual membership fee in accordance with Rule 5.6. Voting will normally be by show of hands, this may be a physical showing of hand or virtually, but the Chairman may, or if requested by the meeting shall, rule to hold a secret ballot on any issue.

6.7 Voting via proxy, post or electronic means

If required, members may also vote in 1 or more of the following ways:

- (a) vote by proxy:
- (b) cast a postal vote:
- (c) cast a vote by electronic means.

6.8 Representatives at Annual and Special Meetings

- 1) The contact person of a Member or Member Organisation under Rule 5.1 will represent the Member at the Annual Meeting, or he/she may appoint as Associate Member to be its representative.
- 2) Alternatively a person, who is employed by the Member, may attend to be its representative. He/she will inform the Chairman who will move confirmation of such a representative under the attendance item at the start of the meeting.
- 3) Such representative shall have full speaking and voting rights at that meeting.

6.9 Chairperson at Meetings

Meetings of the Society must be chaired by the Chairperson of the Board or, in his/her absence, his/her nominee.

7 THE BOARD

7.1 Membership of the Board

The Board shall consist of:

- 1) An elected Chairperson who shall be a member of the IPENZ Transportation Group or the AITPM.
- 2) Not more than six (6) elected members shall be from New Zealand and not more than six (6) elected members shall be from Australia, and these elected members shall, as far as practicable, reflect a balance of representation from local government, central government, consultants and academia. Not less than half of the membership in each group must be members of the IPENZ Transportation Group or the AITPM respectively (12 members).
- ~~3) A nominee appointed by the NZ Transport Agency and also a nominee appointed by Austroads (representing the transport planning and technology stream) on behalf of the Australian transport authorities (2 members).~~
- ~~4) A nominee appointed by the National Committee of the IPENZ Transportation Group and also a nominee appointed by the Council of the AITPM (2 members).~~
- 5) Board Members nominated under 7.1 1) and 2) are not required to be drawn from member organisations.

7.2 Board Members Duties

Members of the Board must:

- Act in good faith and in the best interests of the society.
- Exercise powers for proper purposes only.
- Comply with the Act and your society's constitution.
- Exercise reasonable care and diligence.
- Not create a substantial risk of serious loss to creditors.
- Not incur an obligation the officer doesn't reasonably believe the society can perform.

- Declare any conflict of interest and not vote in respect to any matters where they have declared a conflict.

Members of the Board must consent, and certify, in writing, to the society that they are not disqualified. The Administrator shall record and store this information on behalf of TDB.

Members of the Board must be 16 years of age or older.

7.3 Term of Board Member

- 1) Each Board Member elected pursuant to Rule 7.1 1) and 2) shall hold office for a period of three (3) years and then stand down.
- 2) Nominees appointed under Rules 7.1 3) and 4) will be confirmed by their nominating body annually.
- 3) A Board Member shall cease to hold office if he or she:
 - a) Ceases to be a Member of the Society;
 - b) Resigns their office by notice in writing to the Administrator;
 - c) Is absent from three (3) consecutive meetings of the Board, without being excused by the Board;
 - d) Is removed from office pursuant to Rule 8.7;
 - e) Dies.

7.4 Nomination for Members of the Board

- 1) Any Member or Member Organisation's contact person may nominate an individual as a candidate for election as a member of the Board. The nominee may be a personal Member, covered by Rule 5.1 C. or D. or be a contact or associate person of an organisation, local authority, company or partnership which is a Member of the Society as defined in Rule 5.1 A. B. C.
- 2) Nominations, duly signed by a Member or a Member's contact person and seconded by another Member, or contact person, must be made in writing to the Administrator, signed by the nominee and accompanied by brief biographical notes.
- 3) All such nominations must be delivered to the Administrator and/or the Chairman at least 24 hours prior to the commencement of the Annual Meeting.

7.5 Election Process at Annual Meeting

Members of the Board referred to in Rule 7.1 2) shall be elected at the Annual Meeting as follows:

- 1) If insufficient nominations are received to fill all vacancies on the Board, the candidates validly nominated will be deemed to be elected and further nominations may be received and voted on at the Annual Meeting; or
- 2) If the number of nominations received is equal to the number of vacancies to be filled, the persons validly nominated will be deemed to be elected; or
- 3) If the number of nominations exceeds the number of vacancies to be filled, then a vote will be taken. This will normally be by show of hands (physically or virtually), but the Chairman may rule, and if requested by a motion of the majority of the Members present to do so, will rule that a secret ballot be held.

7.6 Powers of the Board

The Board is responsible for managing the business and affairs of the Society. Subject to these Rules and the Act, the Board may:

- 1) Determine the priorities to be given to the objects of the Society having regard to the importance of the matter, the sources of funding, and other matters the Board may consider relevant.
- 2) Exercise all such powers and functions as may be exercised by the Society.

- 3) Perform all such acts as appear to the Board to be desirable or essential for the proper management of the business and affairs of the Society.
- 4) Appoint committees to undertake activities and responsibilities within specific terms of reference defined and on behalf of the Board. Such committees may include persons who are not Members of the Society. Any committee is, at all times, responsible to the Board and must report its activities to the Board from time to time, as the Board requires. The Chairman or his/her nominee shall be an ex-officio member of such committee.
- 5) Employ an Administrator on contract for a specified period with review and renewal as the Board deems appropriate.
- 6) Employ researchers and other staff as appropriate and on a salary or on contract from time to time.
- 7) Appoint an Auditor and renew that appointment annually.
- 8) Appoint a registered accountant.

7.7 Retiring and Re-election

At the first Annual Meeting after the adoption of these rules, four (2 from New Zealand and 2 from Australia) of the members of the Board referred to in Rule 7.1 2) shall retire and may offer themselves for re-election. The Chairman is not required to stand for re-election until three (3) years has elapsed from the date of his/her election. At the second Annual Meeting following the adoption of these rules, four (4) of the remaining members of the Board referred to in Rule 7.1 2) shall retire and may offer themselves for re-election and similarly at the third annual meeting for the remaining two members.

7.8 Vacancy on the Board

In the event of a vacancy occurring in the membership of the Board, the Board may appoint a person who is a Member or a contract person or Associate of a member to fill the vacancy, and the person so appointed will hold office until the conclusion of the next Annual Meeting. Such person will become a full member of the Board.

8 PROCEEDINGS OF THE BOARD

8.1 Meetings of the Board

The Board must meet at least two (2) times each year at such places and times as the Board may determine. Such meetings may be in person, electronically, or by audio or audio-visual link, so long as all Board Members are notified and can participate throughout the meeting either by attending or being in contact electronically if they wish.

8.2 Quorum

Any four (4) members of the Board constitute a quorum for a meeting of the Board.

8.3 Chairperson

At meetings of the Board, the Chairperson, or if absent his/her nominee, will chair the meeting.

8.4 Voting at Meetings of the Board

Each Board Member present at a meeting of the Board (including the Chairperson of the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question; the Chairperson has a second or casting vote.

8.5 Validity of Acts of the Board

If it is discovered that there are some defect in the election or appointment of a person to be a member of the Board, or any committee of the Board, or any defect in a person's ability to act in that capacity, all acts done by the Board, or by any committee appointed by the Board, or by any person acting with authority of the Board will be as valid as if such person had been properly elected or appointed and was qualified to act in the relevant capacity.

8.6 Resolution in Writing

A resolution in writing signed by all members of the Board, who are entitled to receive notice of any meeting of the Board, will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Board.

8.7 Removal of Members of the Board

Any member of the Board may be removed before the expiration of that Board member's term by resolution of a simple majority of Members at the Annual Meeting or a Special Meeting convened for that purpose of which not less than fourteen (14) days' previous notice has been given, and which specifies the intention to remove that member of the Board.

8.8 Disqualification

A member of the Board can be disqualified if they are:

- currently bankrupt
- prohibited from being a director or promoter of a company
- disqualified from being an officer of a charitable entity
- convicted and sentenced for certain offending within the last 7 years (for example, crimes involving dishonesty, tax evasion, and money laundering)
- subject to particular orders in New Zealand and overseas (for example, a banning order issued by the Court)
- unable to comply with any qualifications for members contained in the society's constitution
- Failure to declare a conflict of interest.

9 DUTIES OF THE ADMINISTRATOR

9.1 General Duties

The Administrator shall report to the Board of the Society at all times. The Administrator's duties will include, but are not limited to:

- 1) Maintenance of the Register of Members, contact persons and Associates
- 2) Collect and store consent forms for Board members and members.
- 3) Collecting and receiving all money due to the Society and making all payments necessary to the Society's operation in accordance with the budget approved by the Board.
- 4) Opening and operating bank accounts, making payments as directed or delegated by the Board.
- 5) Arranging to keep correct accounts and books showing the financial affairs of the Society with full details of all income and expenditure connected with the activities of the Society as directed by the Board.
- 6) Employing any staff or researchers on salary or contract as directed by the Board.
- 7) Prepare an annual financial statement as required by Section 102 of the Act. Financial statements are:
 - (a) completed in relation to the society and that balance date; and
 - (b) dated and signed by or on behalf of the society by 2 members of the committee.
- 8) Forwarding reports of the proceedings of meetings of the Society and resolutions of the Board to all Members once such reports have been approved by the Chairperson.
- 9) Organise the annual AGM. In accordance with Section 84 of the Act.

10 DISPUTES

10.1 How complaint is made

10.1.1 A Board member or member of TDB may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that:

- a) states that the Board member or member of TDB officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- b) sets out the allegation to which the dispute relates and whom the allegation is against; and
- c) sets out any other information reasonably required by the society.

10.1.2 The society may make a complaint involving an allegation against a Board member or member of TDB by giving to the Board member or member of TDB a notice in writing that —

- a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- b) sets out the allegation to which the dispute relates.

10.1.3 The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

10.1.4 A complaint may be made in any other reasonable manner permitted by the society's constitution.

10.2 Person who makes complaint has right to be heard

10.2.1 A Board member or member of TDB who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

10.2.2 If the society makes a complaint:

- a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
- b) an officer may exercise that right on behalf of the society.

10.2.3 Without limiting the manner in which the Board member or member, or society may be given the right to be heard, they must be taken to have been given the right if —

- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- c) an oral hearing (if any) is held before the decision maker; and
- d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

10.3 Person who is subject of complaint has right to be heard

10.3.1 This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent):

- a) has engaged in misconduct; or
- b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
- c) has damaged the rights or interests of a member or the rights or interests of members generally.

10.3.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

10.3.3 If the respondent is the society, a Board member may exercise the right on behalf of the society.

- 10.3.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d) an oral hearing (if any) is held before the decision maker; and
 - e) the respondent's written statement or submissions (if any) are considered by the decision maker.

10.4 Investigating and determining dispute

10.4.1 The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

10.4.2 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

10.5 Society may decide not to proceed further with complaint

10.5.1 Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- a) the complaint is trivial; or
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Board member or member of TDB has engaged in material misconduct;
 - ii. that a Board member or member of TDB, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;
 - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;
- c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the complaint has an insignificant interest in the matter; or
- e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f) there has been an undue delay in making the complaint.

10.6 Society may decide not to proceed further with complaint

10.6.1 The society may refer a complaint to —

- a) a subcommittee or an external person to investigate and report; or
- b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

10.6.2 The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

10.7 Decision makers

10.7.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- a) impartial; or
- b) able to consider the matter without a predetermined view.

11 BUSINESS ACTIVITIES

11.1 Travelling and Other Expenses

Travelling and other related expenses may be paid or reimbursed by the Society to members of the Board for expenses incurred in attending meetings of the Board or in connection with travelling on the business of the Society to the extent approved by the Board.

11.2 Payment for Services

No Member or Board Member is entitled to pecuniary gain or distribution from the Society other than:

- 1) Any reimbursement of expenses in accordance with these rules.
- 2) Any payment for services performed or approved research, which are provided to the Society as previously arranged and authorised by the Board.

11.3 Investment

If the Society has funds available for investment they may be invested by the Board with any registered bank in New Zealand, but not otherwise.

11.4 Borrowing

The Society may borrow funds from any registered bank in New Zealand or any Member in the pursuit of its objects provided that such borrowing shall be authorised by a resolution of the Board on such terms and conditions as are authorised by the Board.

12 FORMALITIES

12.1 Alteration of Rules

Subject to the requirements of the Act, the Rules of the Society may be amended, added to, or rescinded by resolution of a simple majority of Members at an Annual Meeting or a Special Meeting convened for that purpose.

12.2 Relationship with IPENZ and AITPM

The Society shall maintain, through Board representation of the IPENZ Transportation Group and the AITPM, a close liaison with IPENZ and the AITPM in all its programmes and will forward reports and copies of annual reports and accounts to IPENZ Transportation Group and AITPM, if requested. In respect of the Society's functions and technical activities, it will be recognised as a "focus group" of the IPENZ Transportation Group and the AITPM. The financial and business activities of the Incorporated Society are independent of IPENZ and the AITPM and shall be undertaken as a not for profit co-operative on behalf of the Members.

12.3 Winding Up

Any funds remaining at the time of winding up shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the Society. Such institutes or institutions shall be determined by the members of the Board at or before the time of winding up.

12.4 Liability of Members

No Member is under any liability in respect of any contract or other obligation made or incurred by the Society.

12.5 Indemnity

Board Members are hereby indemnified by the Society from and against all claims, acts, proceedings and damages made, suffered or sustained by a member of the Board as a result of carrying out in good faith the requirements of the Board or the Society.

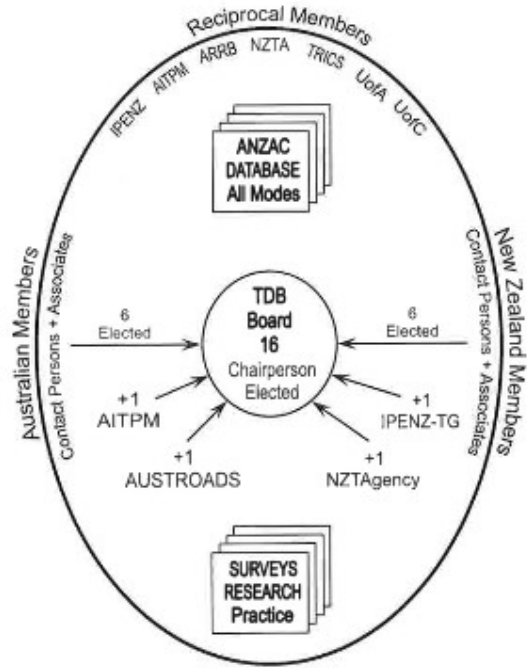
12.6 Interpretation of the rules

In the event of any doubt or dispute as to the meaning or interpretation of these rules, the Board will determine any such meaning or interpretation, which determination will be final and binding on all Members.

Signed:

Tony Brennand
Chairperson

Date 25 September 2024



STRUCTURE & FUNCTIONS