

## **Proposed changes to Transporting NZ's constitution and governance structure: Frequently Asked Questions**

### **What are these proposed changes about?**

The constitutional and governance changes we are proposing would replace our complex regional governance system with a single national membership structure.

This will allow our staff and volunteers to focus on industry advocacy, sector issues, and delivering competitive member benefits and engaging events.

Updating the constitution will allow us to deliver the services our members want now and in the future, and ensure we comply with the new Incorporated Societies Act 2022.

### **Who developed these proposed constitutional and governance changes?**

Transporting New Zealand has worked with your regional association executives, supported by lawyers with expertise in constitutional law and incorporated societies, and two regional advisory groups to develop a draft of the proposed changes to our constitution.

### **What does this mean for Transporting New Zealand?**

Transporting New Zealand currently has around 1,100 members, primarily road freight companies. However, our organisation is still governed by our four regional associations, who appoint our Board.

Under the proposed changes, our Board and committee members will be elected at national elections, based around our AGM, with all road freight operator members and life members able to vote.

By moving from five different incorporated societies to one, there will be a big reduction in duplication including governance, financial management and administration.

Transporting New Zealand will continue to hold networking and educational events throughout the North and South Islands, supported by our national team of advisors and other staff. Our network of member-led sector groups will ensure our advocacy to government is targeted and achieves good wins for industry.

### **What will happen to our regional associations?**

All four regions are in support of the proposed changes to our constitution and governance structure.

Two of our regional associations, Region 5 (lower South Island) and Region 3 (lower North Island), intend to wind up. Their regional funds will be distributed to Transporting New Zealand.

Region 4 (upper South Island) and Region 2 (upper North Island) are still considering what this change may mean for them. They will continue to administer themselves, outside of the Transporting New Zealand system.

Transporting New Zealand's draft constitution allows 15 or more members to establish unincorporated branches. This means members can support local events and advocacy, without the administrative burden and compliance requirements of operating a separately incorporated society. Branches must follow the Transporting New Zealand constitution and directions from the Board.

### **How will regional life memberships be recognised under the new constitution?**

Recognising the contribution of life members is a priority for Transporting New Zealand and our regional associations. All regional life members will be offered an equivalent life membership in Transporting New Zealand, if the draft constitution is adopted.

### **What happens to the funds and assets held by each region?**

Any regional funds distributed to Transporting New Zealand will be managed by an elected Endowment Committee. The Endowment Committee will be made up of four elected members including mandatory upper/ lower North Island and South Island members for the first 5 years.

The Endowment Committee will consider funding requests, subject to the draft constitution's grant policy, and any parameters set by the regions who contributed the funds. The Endowment Committee will ensure any legacy funds can be used to benefit the industry, while being well managed.

### **Does Transporting New Zealand need the regional funds to run its operations?**

Transporting New Zealand is self-sustaining, with revenue of over \$2.8m and an operating surplus in the year to 2023, and another forecast for 2024.

Any funds distributed to Transporting New Zealand's Endowment Committee will be used for the benefit of the wider industry, rather than meeting any operational requirements of Transporting New Zealand.

### **What are the next steps in the process?**

We are excited to share the draft constitution with our wider membership and get your feedback. We'll be hosting a member Q+A session and providing supporting resources to help everyone understand the proposed changes and what they would mean.

Once the Transporting New Zealand Board has considered your feedback, and made any necessary changes, each regional association will hold a special general meeting in May. Each region will have the opportunity to vote to support the changes.

The Transporting New Zealand Board will then have a final vote to adopt the new constitution. All four Board members must vote yes for the new constitution to be adopted.

### **How can I get involved in Transporting New Zealand's new structure?**

We encourage all members to consider standing for our Board, Sector Groups or Endowment Committee. If you're passionate about the industry, have governance experience or innovative ideas, or expertise in a particular sector, we'd love to have you contribute to Transporting New Zealand's success.

We'll share more information about how to nominate candidates and the responsibilities of each role once the membership has voted to approve the proposed constitutional and governance changes.

### **Where can I find out more information?**

You can find the latest information on our website, email [info@transporting.nz](mailto:info@transporting.nz), or call 04 471 8286.