

RULES OF WORKPLACE SAVINGS NZ INCORPORATED

(THESE RULES REPLACE ALL PREVIOUS RULES)

1 Name

- 1.1 The name of the society is "Workplace Savings NZ Incorporated" ("Workplace Savings NZ").

2 Objects

- 2.1 The object of Workplace Savings NZ is to be the voice of workplace savings, advancing the sustainable, effective, and efficient delivery of workplace savings outcomes for all involved.
- 2.2 Any reference to the object of Workplace Savings NZ in these Rules is to the object specified at Rule 2.1, with 'workplace savings' encompassing any arrangement through which employees are able to save through their place of work, including KiwiSaver schemes, workplace savings schemes, superannuation schemes, and any other savings-related facility or initiative.
- 2.3 To pursue the object of Workplace Savings NZ, the Council shall adopt such strategies as it sees fit, including:
- (a) working with the Government and others to help develop policies that achieve improved workplace savings and KiwiSaver outcomes;
 - (b) identifying and promoting initiatives and reforms that will provide efficiencies and enhancements to minimise the extent to which regulatory factors impede the delivery of effective and efficient workplace savings outcomes, and those that will encourage sustainable participation in workplace savings by Employer Participants and Superannuation Fund Providers;
 - (c) supporting Employer Participants and Superannuation Fund Providers in their delivery of optimal workplace savings outcomes;
 - (d) promoting initiatives that will improve the quality of delivery of workplace savings;
 - (e) improving public confidence in workplace savings by consistently reinforcing integrity, accountability, and professionalism among Superannuation Fund Providers and within the workplace savings industry;
 - (f) promoting the education of Employer Participants, Superannuation Fund Providers, and others involved in workplace savings through the provision or facilitation of dedicated training programmes, newsletters, and special interest seminars;
 - (g) supporting initiatives that enhance the level of financial literacy in the workplace; and

- (h) serving Members and Workplace Savings NZ supporters by providing a range of services to meet their needs and deliver value for their participation.

2.4 Workplace Savings NZ shall have all rights and privileges which the Council considers necessary or desirable for the purposes of attaining the object of Workplace Savings NZ or pursuing any of the strategies determined by Council or otherwise promoting the interests of Workplace Savings NZ or its Members, including power to:

- (a) purchase, take on lease or in exchange, hire or otherwise acquire, hold, mortgage and dispose of any real or personal property; and
- (b) do all such other things as the Council considers incidental or conducive to attaining the object of Workplace Savings NZ or pursuing any of the strategies determined by Council.

3 Membership

3.1 Persons eligible to become Members comprise Employer Participants, Trustees, Managers and Supervisors of Superannuation Funds (each in that capacity), as well as other service providers to Superannuation Funds, and other individuals, companies or bodies interested in matters affecting savings arrangements made available through the workplace, or in financial literacy in the workplace.

3.2 Persons eligible to become Members may become Members, subject to Rule 4.5, by applying in writing to the Secretary in such form as the Council may prescribe or approve from time to time, and by paying the applicable annual subscription (if any) under rule 16.1.

3.3 Individuals who satisfy such criteria relating to experience and training in the workplace savings industry as the Council may specify from time to time and who:

- (a) are Members in their personal capacity; or
- (b) are employed by a Member,

are eligible to be members of the Workplace Savings Professionals group within Workplace Savings NZ. Members of this group are described as “Workplace Savings Professionals” in these Rules, and are entitled to use that name and/or the acronym “WSP”. Workplace Savings Professionals who are not Members in their own right under Rule 3.2 do not have any of the rights, powers, and obligations of a Member by virtue of their status as a Workplace Savings Professional.

3.4 A person who is eligible to become a Workplace Savings Professional may do so, subject to Rule 4.5, by applying in writing to the Secretary in such form as the Council may prescribe or approve from time to time, and by paying the applicable annual subscription (if any) under Rule 16.1, with membership of the Workplace Savings Professionals group effective from the date the Secretary confirms all applicable criteria for membership have been satisfied.

- 3.5 Ongoing membership of the Workplace Savings Professionals group requires compliance each year with such continuing professional development and training requirements as the Council may specify from time to time.
- 3.6 Each Member (other than a person joining in his or her personal capacity) shall supply to the Secretary, in writing, the designation and contact details of the representative to whom all notices of meetings and other correspondence from Workplace Savings NZ shall be addressed, and may update that information from time to time.
- 3.7 The appointment of a representative in accordance with Rule 3.6 does not prevent the Member from duly authorising, in writing, a different person to attend a specific General Meeting of Workplace Savings NZ and nor does it prevent a representative different from the one appointed under either this Rule or Rule 3.6 from being elected or co-opted to the Council.
- 3.8 At General Meetings of Workplace Savings NZ (refer also to Rules 5 and 6) all representatives of Members (see Rules 3.6 and 3.7) and persons who are Members in their personal capacity shall be entitled to attend, speak, and vote, and Workplace Savings Professionals shall be entitled to attend and speak.
- 3.9 At Meetings, there shall be no limit on the number of persons entitled to attend, so long as each is:
- (a) attending at the request or invitation of a Member; or
 - (b) a Member; or
 - (c) employed by a Member.
- 3.10 The Secretary shall keep a register of Members and Workplace Savings Professionals, suitably identifying contact details and (where applicable) Member representatives' names and designation details, as well as the date on which each Member was admitted to membership of Workplace Savings NZ and the date on which each Workplace Savings Professional was admitted to membership of the Workplace Savings Professionals group, along with such other information as the Secretary sees fit for the purposes of these Rules.
- 3.11 Notwithstanding any other provision of these Rules, the Council may determine at any time that Workplace Savings NZ is to be closed from a specified date to all new Members.

4 Cessation of Membership

- 4.1 If a Member gives written notice of resignation to the Secretary, the Member's resignation will take effect immediately on receipt of that notice (unless the term covered by the Member's last paid annual subscription has not expired, in which case the resignation will take effect from the last day of that term, subject to any request from the Member for an earlier expiry date).
- 4.2 If an annual subscription for membership of Workplace Savings NZ or of the Workplace Savings Professionals group remains unpaid three months after the commencement of any Year then, unless the Council otherwise determines, the membership of the person in question (whether of Workplace Savings NZ or of the Workplace Savings Professionals

group, or both, as applicable) will be deemed to have terminated with effect from the last day of the previous Year.

- 4.3 If a Workplace Savings Professional fails to comply with the requirements of Rule 3.5 then:
- (a) the Secretary shall give the Workplace Savings Professional notice of the continuing professional development and/or training gap, and allow him or her a period of not less than three months to address that gap; and
 - (b) if the gap has not been addressed by the end of that period to the reasonable satisfaction of the Secretary, the Secretary shall notify the person of that fact and his or her membership of the Workplace Savings Professionals group shall immediately terminate.

For the purposes of this Rule, any continuing professional development or training undertaken by a Workplace Savings Professional in a current Year to address a notified gap in the previous Year's continuing professional development or training requirements will not count towards the current Year's requirements, unless the Council determines otherwise.

- 4.4 The Council shall terminate a Member's membership or a Workplace Savings Professional's membership if a motion to that effect is passed at an Annual General Meeting or a Special General Meeting, or via a postal poll, by no fewer than two-thirds of the Members voting thereon. Any such motion may only be put to Members:
- (a) in the case of a motion to be considered at a General Meeting, if at least 21 days' notice of the motion has been given to Members; or
 - (b) in the case of a postal poll, if that poll remains open for at least 21 days' following the date on which polling forms are sent to Members.

- 4.5 Any person whose membership has terminated under:
- (a) Rule 4.1 or rule 4.2 may re-apply for membership of Workplace Savings NZ under Rule 3.2.
 - (b) Rule 4.3 may re-apply for membership of the Workplace Savings Professionals group under Rule 3.4 with effect from a date no earlier than the 1st of January of the Year following the person's termination of membership, subject to Rule 3.3 and such additional criteria (if any) as the Council may prescribe for this purpose.
 - (c) Rule 4.4 may only re-apply for membership under Rule 3.2 or Rule 3.4 with the prior written consent of the Council.

- 4.6 If the Merger completes in accordance with the terms and conditions of the Merger Agreement then, notwithstanding any other provision of the Rules:
- (a) if a Member accepts an invitation to become either a regular member or an associate member of FSC, or is otherwise already a member of FSC when those membership invitations are sent to Members, that Member shall be deemed to have given written notice to the Secretary of that Member's resignation effective immediately prior to

the Merger Date (unless the Council determines otherwise in relation to one or more particular Members); and

- (b) if a Member is not a member of FSC within 14 days after the Merger Date, the Council may terminate that Member's membership with immediate effect, in which case it shall provide that Member with written notice that such termination has occurred.

5 Annual General and Special General Meetings

- 5.1 An Annual General Meeting of Workplace Savings NZ shall be held on or before 30 April in each Year (or on such later date in any Year as the Council may designate for that purpose, at its discretion) at a time and place to be determined by the Council.
- 5.2 Special General Meetings may be convened at the discretion of the Council.
- 5.3 The Secretary must convene a Special General Meeting within 21 days after receiving a Meeting request stating the objects of the Meeting and signed by no fewer than 20 Members who have paid their annual subscriptions for the current Year.
- 5.4 Members and Members' representatives together totalling 5 or more in number will constitute a quorum at any General Meeting. The quorum must include no fewer than 2 Councillors, except where the meeting has been convened in terms of Rule 5.3. If a quorum is not present at any such Meeting, the Meeting will stand adjourned for at least 1 week to such time and place as the participants determine, and at such adjourned meeting those present will constitute a quorum.
- 5.5 If any Member or representative is unable to attend any General Meeting then the relevant Member may appoint in writing a proxy, who shall have the same rights to attend, speak and vote as the person unable to attend.
- 5.6 Written appointments of proxies must be delivered to the Secretary at least 2 working days before the commencement of the Meeting concerned and must be in such form as the Council prescribes or approves from time to time.

6 Voting at Annual General and Special General Meetings

- 6.1 At a General Meeting each Member, Member's representative, and duly appointed proxy who is present (each in the alternative, so that no one Member may exercise, or control the exercise of, more than one vote), and each Council Member who is present in that capacity and not as a representative appointed under Rule 3.6 or 3.7, will be entitled to one vote. A resolution put to the vote of the meeting shall be decided on a show of hands, unless a secret ballot is demanded before or on the declaration of the show of hands by at least 2 persons present and entitled to vote. A postal poll of all Members may be demanded before or on the declaration of the result of the show of hands or secret ballot by at least 10 persons at the General Meeting entitled to vote or by at least one-third of the persons entitled to vote, whichever is the lesser. When a postal poll has been duly demanded the arrangements for the poll will be decided by the Council.
- 6.2 In the case of an equality of votes by a show of hands or a secret ballot or on a poll, the Chair of the Meeting at which the show of hands or secret ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

6.3 Any declaration by the Chair of the Meeting as to the result of the voting shall be conclusive.

6.4 This Rule is subject to the provisions of Rule 15 relating to amending these Rules.

7 Council

7.1 The affairs of Workplace Savings NZ will be managed by a Council of between seven and twelve Councillors, each of whom will be a Member or a Member's representative. All Councillors will have full voting rights at meetings of the Council. The Chair of a meeting of the Council shall have a second or casting vote in the case of an equality of votes.

7.2 Each nomination for election to the Council must be made on or before 31 March each Year (or such later date as the Council may designate for that purpose, at its discretion) in a form prescribed by the Council, and be proposed by a Member and seconded by another Member (or the Member's representative in either case).

7.3 A nomination under Rule 7.2 will be invalid if the Member nominated, or represented by the person nominated, or the Member by or on behalf of which the nomination is proposed or seconded, has not paid the annual subscription payable as at the commencement of the Year.

7.4 Each Council Member will, subject always to the provisions of Rule 7, be elected for a period of 3 Years. A person will not be eligible for re-election to the Council for the period of 1 Year after having completed 9 consecutive Years as a Council Member.

7.5 (a) If in any Year the number of persons validly nominated equals the number of vacancies to be filled, then the persons so nominated will be deemed, as from the close of the next Annual General Meeting (or the next Special General Meeting convened for that purpose, if earlier), to be elected Council Members.

(b) If, however, the number of persons validly nominated is fewer than the number of vacancies to be filled, then the Council may fill any such vacancy or vacancies by co-option, subject to Rule 7.9.

(c) Any Councillor so co-opted shall serve until the end of the Year of co-option. If then elected under Rule 7.5(a) or Rule 7.6 he or she shall serve for a further period of 3 Years and (notwithstanding Rule 7.4) will be eligible, if again elected, to serve for a second period of 3 Years.

7.6 (a) If in any Year the number of persons validly nominated exceeds the number of vacancies to be filled, the Secretary must convene an election by poll. In such case, voting papers in a form prescribed by the Council must be posted to all Members on or before 15 April (or such later date as the Council may designate for that purpose, at its discretion). To be valid, completed voting papers must be posted or delivered to the Secretary within 14 days of the date of issue.

(b) Every Member or Member's representative voting may vote for any number of candidates not exceeding the number of vacancies to be filled and any voting paper upon which a greater number of votes is cast will be invalid and rejected.

- (c) On receipt of the completed voting papers, the Secretary must deliver them unopened to the scrutineers (who must be the auditors of Workplace Savings NZ).
- (d) The scrutineers must, when an election by poll has taken place, send to the Secretary as soon as practicable a signed report of the total number of voting papers received, the number (if any) rejected, and the grounds of rejection, and the total number of votes in favour of each candidate and the names of those elected, and such report will be conclusive (provided always that if there is an equality of votes the result will be determined by lot in the presence of the scrutineers).

7.7 Election under the above rules will take effect from the close of the next Annual General Meeting (or the next Special General Meeting convened for that purpose, if earlier).

7.8 If a Council Member dies or resigns after his or her election but before the expiry of the period for which he or she was elected, the Council may fill the vacancy by co-option and the Councillor so co-opted will continue to serve on the Council for the balance of the Year during which the replaced Councillor died or resigned. If the Councillor so co-opted is then elected under Rule 7.5(a) or Rule 7.6 he or she shall serve for a further period of 3 Years and (notwithstanding Rule 7.4) will be eligible, if again elected, to serve for a second period of 3 Years.

7.8 Any co-opted member of the Council must be a Member or a Member's representative.

7.9 For the purposes of Rules 5 and 7:

- (a) Any references to a period of a Year is to a period commencing at the conclusion of the Annual General Meeting held in one calendar year and expiring at the conclusion of the Annual General Meeting held in the next calendar year, and any reference to a period of Years shall bear a corresponding meaning; and
- (b) A vacancy in the number of Council Members shall only be considered to exist if the number of Council Members is (or will be at the relevant time) less than nine or such other number as Council may determine from time to time, subject to Rule 7.1.

7.10 A Councillor will cease to hold that office if all other Council Members so resolve on the grounds that his or her continuation in office is deemed by them to be against the best interests of Workplace Savings NZ.

7.11 The continuing Council Members may continue to act notwithstanding any vacancy, but if and so long as their number is reduced below the number fixed under Rule 8 as the necessary quorum of Council Members, the continuing Council Members may act for the purposes of increasing the number of Council Members to that number or of summoning a General Meeting of Workplace Savings NZ, but for no other purpose.

8 Meetings of the Council

8.1 The Council shall hold at least four meetings in each year (either face-to-face or by telephone or videoconference) and at such meetings a majority of Council Members in office at the time is required to attend (in person or by telephone or by video conference or other electronic link) in order to form a quorum.

9 Chair, Vice-Chair and Treasurer

- 9.1 The Council must each Year, at a meeting held not later than five months after the date of the Annual General Meeting held in that Year, elect a Chair, Vice-Chair, and Treasurer from among Council Members. The Chair, Vice-Chair, and Treasurer will each be elected for a period of one Year and will also act as Chair, Vice-Chair, and Treasurer respectively of Workplace Savings NZ. On expiry of the one Year period they will be eligible for re-election or election to either of the two other offices and shall remain in office until an election is held under this Rule 9.1.
- 9.2 If the Chair dies or resigns during his or her tenure of office the Vice-Chair will automatically become Chair for the remainder of the period for which the original Chair was elected and at the end of this period he or she will be eligible for re-election subject to the terms of Rule 9.1 above.
- 9.3 If the Vice-Chair dies or resigns before the expiry of his or her period of office, or becomes Chair in terms of Rule 9.2 above, the Council must, from among Council Members, elect a new Vice-Chair to complete the period of office for which the original Vice-Chair was elected, at the end of which period he or she will be eligible for re-election subject to the terms of Rule 9.1 above.
- 9.4 If the Treasurer dies or resigns before the expiry of his or her period of office the Council must, from among Council Members, elect a new Treasurer to complete the period of office for which the original Treasurer was elected, at the end of which period he or she will be eligible for re-election subject to the terms of Rule 9.1 above.
- 9.5 At General Meetings and meetings of Council the chair shall be taken by the Chair, or in his or her absence by the Vice-Chair or, in absence of both, by the Treasurer. At any such meeting where none of these officers is present, the chair shall be taken by a person elected by such Councillors as are present.

10 Officers

- 10.1 The Council must appoint a Secretary, and may at its discretion also appoint professional advisers and such other permanent or part-time employees or officers as it may from time to time deem necessary or desirable and it will, at its entire discretion, determine the terms and conditions of such appointment and employment.
- 10.2 Unless the Council determines otherwise, Workplace Savings NZ at its Annual General Meeting shall appoint an auditor or auditors (who will be a member or members of Chartered Accountants Australia and New Zealand) to hold office until the close of the next Annual General Meeting, a fee to be approved by the Council. An auditor so appointed will be entitled to receive notice of every General Meeting and to attend and speak at the Meeting. A proposal to nominate a person or persons other than the current auditor must be notified in writing to the Secretary on or before the 31 March immediately before the Annual General Meeting and must be communicated immediately by the Secretary to the current auditor and to the Council.

11 Notices of Meetings, Agenda and Minutes

- 11.1 The Secretary must post to each Member, at least 5 days before a General Meeting, a notice convening the Meeting and specifying the business to be transacted at such Meeting and must attach to the notice convening each Annual General Meeting a copy of the audited accounts (see Rule 12 below) and a copy of the annual report of the Council to be submitted at the Meeting.
- 11.2 As soon as practicable before each Council meeting the Secretary must send to each Council Member a notice of the meeting and an agenda paper setting out the business to be transacted at such meeting. He or she must as soon as possible after any meeting of the Council send a copy of the meeting Minutes to each Council Member.

12 Accounts

- 12.1 The Council may cause proper accounts to be prepared and submit to each Annual General Meeting a statement of the audited accounts for the previous Year.

13 Investment

- 13.1 The Council may hold all sums of money belonging to Workplace Savings NZ and invest or deposit the same in such manner in all respects as it may from time to time decide.
- 13.2 The Council may raise and/or borrow money in such manner as in its absolute discretion it considers necessary in order to properly continue the activities of Workplace Savings NZ.

14 Interpretation

- 14.1 The Council will have power on any question of doubt or ambiguity under these Rules to interpret the provisions of these Rules, and any decision of the Council upon such questions will be conclusive and binding on the Members.

15 Amendments to Rules

- 15.1 These Rules may only be amended at an Annual General Meeting or at a Special General Meeting convened for that purpose, and only with the support of not less than three-fourths of the Members, representatives, and proxies present and entitled to vote at such Meeting pursuant to Rule 5.
- 15.2 The Secretary must give all Members at least 5 days' notice of the proposed amendment to these Rules.

16 Annual Subscriptions

- 16.1 The Council will determine the amount of the annual subscription payable by each Member and Workplace Savings Professional, and may in its discretion determine different annual subscription amounts for different categories of Member and Workplace Savings Professional, with any categorisation of Members or Workplace Savings Professionals determined on such basis as the Council sees fit. The Council may also in its discretion waive all or part of the initial or annual subscription otherwise payable by any Member or Workplace Savings Professional (or prospective Member or Workplace Savings Professional) if it considers doing so will be conducive to attaining the objects of Workplace Savings NZ or pursuing any of the strategies determined by Council.

16.2 Each Member must on joining Workplace Savings NZ, and on or before three months after the commencement of each subsequent Year of membership, pay the relevant annual subscription (if any).

16.3 The Council may, at its discretion, reduce the relevant initial annual subscription payable by Members joining Workplace Savings NZ between July and December (inclusive).

17 Winding Up

17.1 Subject to the Merger being completed in accordance with the terms and conditions of the Merger Agreement, upon the liquidation of Workplace Savings NZ the surplus assets of Workplace Savings NZ will be distributed to FSC.

17.2 If Workplace Savings NZ enters liquidation other than in the circumstances contemplated by Rule 17.1 then the surplus assets of Workplace Savings NZ must be distributed proportionately among all remaining Members or (if the Council so determines) transferred to a charitable organisation determined by the Council at its discretion.

18 Registered Office

18.1 The Council will determine the location of Workplace Savings NZ's registered office.

19 The Seal

19.1 The Council must provide for the safe custody of the Workplace Savings NZ seal, which may be used only by the authority of the Council. Every instrument to which the seal is affixed must be signed by a Council Member and countersigned by the Secretary or by a second Council Member.

20 Rules

20.1 These Rules must be registered under the Incorporated Societies Act 1908 as the Rules of Workplace Savings NZ.

21 Interpretation

In these Rules, except where a contrary intention appears:

Act means the Incorporated Societies Act 1908, as amended from time to time, or any legislation passed in substitution for that Act;

Chair, Secretary, Treasurer, Council and Council Members mean, respectively, the Chair, the secretary, the treasurer, the council and the council members from time to time of Workplace Savings NZ;

Employer Participant means an employer which:

- (a) is making or facilitating contributions to a Superannuation Fund from or for the benefit of any employee; and/or
- (b) participates in a Superannuation Fund on the terms contained in an agreement admitting it to participation in that Superannuation Fund;

FSC means the Financial Services Council of New Zealand Incorporated, with incorporated society number 831771;

General Meeting means an annual or special general meeting of Members;

Manager has the meaning given to that term in section 6(1) of the Financial Markets Conduct Act 2013;

Meeting and *General Meeting* means a meeting of Workplace Savings NZ Members, being either an Annual General Meeting held pursuant to Rule 5.1 or a Special General Meeting held pursuant to Rule 5.2 or Rule 5.3, as applicable;

Member means a member of Workplace Savings NZ;

Merger means the merger of Workplace Savings NZ and FSC in accordance with the Merger Agreement;

Merger Agreement means the merger agreement between Workplace Savings NZ and FSC dated 11 March 2019 (as amended from time to time);

Merger Date means 1 July 2019 (or such other date that Workplace Savings NZ and FSC may agree in accordance with the Merger Agreement);

Superannuation Fund means a KiwiSaver scheme, workplace savings scheme or superannuation scheme registered under the Financial Markets Conduct Act 2013, or any similar employee benefits plan recognised as such by the Council;

Superannuation Fund Provider means a person who is a Trustee or Manager of a Superannuation Fund;

Supervisor has the meaning given to that term in section 6(1) of the Financial Markets Conduct Act 2013;

Trustees means the persons designated as such in or pursuant to the trust deed for a Superannuation Fund (or, in relation to a Superannuation Fund constituted under an Act of the Parliament of New Zealand, the person or persons legally responsible for administering the Superannuation Fund);

Workplace Savings NZ means Workplace Savings NZ Incorporated, as incorporated under these Rules;

Workplace Savings Professional means an individual described as such pursuant to Rule 3.3; and

Year means the financial year of Workplace Savings NZ, being 1 January to 31 December each year, or such other period as the Council may determine from time to time at its discretion.