

STAND-BY LEGAL WORKING GROUP

TERMS OF REFERENCE

NZFMA

NEW ZEALAND
FINANCIAL MARKETS
ASSOCIATION



TE RŌPŪ MĀKETE PŪTEA O AOTEAROA



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1. DEFINITIONS

Attendee means Member Attendee and Non-Member Attendee

Board means the board of Directors of the NZFMA

Chief Executive Officer (CEO) means a person appointed for the time being to perform the duties of a chief executive officer of the NZFMA, for the time that the person is appointed to that role.

Competition Statement means the statement that is read at the beginning of working group meetings.

Financial Markets Member means an entity that is listed as a Financial Markets Member in the NZFMA Register of Members.

Member Attendee means an officer or employee of an NZFMA Member, excluding a Financial Markets Member, who represents that NZFMA Member on the Working Group

Non-Member Attendee means a person who, in the opinion of the Board, has the capacity and experience to make a material contribution in assisting the Working Group achieve one or more of its objects.

NZFMA means New Zealand Financial Markets Association Incorporated.

NZFMA Member means an entity or body whose name is entered for the time being in the NZFMA Register of Members as a member of the NZFMA.

Objects means the Objects of Association as detailed in the Rules of New Zealand Financial Markets Association Incorporated.

Representative means an officer or employee of an NZFMA Financial Markets Member who represents that Member on the Working Group.

Rules means the Rules of New Zealand Financial Markets Association Incorporated.

Working Group means NZFMA Stand-By Legal Working Group.

2. PURPOSE (ROLE AND OBJECTS)

NZFMA's core purpose is to support its members and wider wholesale financial market participants to enhance the quality and reputation of New Zealand's wholesale financial markets.

Under NZFMA's Rules, working groups, comprising Representatives and Attendees, can be established by the Board or a committee for a one-off purpose, such as preparing an industry submission or looking at a specific area of the market to assist the NZFMA achieve one or more of its Objects.

The Board has established an NZFMA Stand-By Legal Working Group for the purpose of supporting the NZFMA to deliver any of the NZFMA Objects.



3. GOVERNANCE

The Board has ultimate responsibility for all the affairs of NZFMA and directs the activities of committees and working groups.

The Board receives regular updates on all committees and working groups via the NZFMA CEO and has the authority to provide guidance and direction to committees and working groups as it considers necessary. Committees and working groups may also refer matters to the Board for its advice.

The Working Group will typically provide updates to the Board via the CEO.

4. FORMATION

The Working Group may comprise any number of Representatives or Attendees as determined by the Board.

Each Representative and Attendee is to be appointed by the Board or the CEO for a fixed period.

A person ceases to be a Representative or Attendee on the Working Group immediately upon the expiration of the period of their appointment or earlier upon the lapsing of their appointment.

The Board or the CEO may at any time by notice in writing to any Representative or Attendee, notify them that, from a nominated date, their status as Representative or Attendee to the Working Group lapses or is extended to a later date. The Board or CEO is not required to give reasons for the decision.

5. RESPONSIBILITIES

Representatives and Attendees must attend Working Group meetings and actively contribute to the affairs of the Working Group.

If a Representative or Attendee is unable to attend a Working Group meeting, if required by the Working Group Chair, they should make every effort to nominate an appropriate alternate to attend and brief the alternate on the matters to be determined and discussed at the meeting.

Failure of a Representative or Attendee to attend three consecutive Working Group meetings without an adequate explanation may result in the Board terminating their appointment to the Working Group.

Each Representative and Attendee should have regard to the objects of NZFMA as stated in the Rules, and this document, when making contributions to the affairs of Working Group.

6. MEETINGS

The meetings are governed by the provisions in the Rules, so far as they are applicable.

A Chair and Deputy Chair must be appointed by the Working Group at the first meeting.

The Chair, or in their absence the Deputy Chair, will preside over each meeting. If either is not available, the Working Group will elect a Representative to preside over the meeting.



The Chair and the Deputy Chair of the Working Group holds office until the earlier of the next NZFMA annual general meeting following appointment or the date they cease to hold office. Both the Chair and Deputy Chair are eligible for re-election.

NZFMA staff will provide secretariat services to support the Working Group.

Telephone and videoconference linkages can be used to facilitate the meetings.

The Working Group will meet only at the Board's request to address any one-off matter(s) as directed by the Board.

A quorum for a working group meeting is 50 percent of the Representatives on the Working Group.

Costs incurred in preparing for and attending the Working Group meetings are for the account of the organisations represented, unless otherwise approved by the Board.

Subject to the approval of the Board or the CEO, NZFMA Members who are not represented on the Working Group can raise issues to be included on the agenda and/or present in person at a meeting of the Working Group.

Each Representative and Attendee at a Working Group meeting must comply with the Commerce Act 1986 and NZFMA's Competition Statement at all times during the meeting, including during breaks.

7. AGENDAS

NZFMA staff will prepare agendas for Working Group meetings and distribute them to Representatives and Attendees typically one week before the meeting.

The agenda for each Working Group meeting should include:

- meeting venue, date and time
- NZFMA Competition Statement reminder
- confirmation of the minutes of the previous meeting
- progress on action items from previous meetings
- new business items for the meeting
- any other business; and
- setting (or confirming) the date, time, and venue for the next meeting.

8. MINUTES

Minutes of Working Group meetings will be drafted by NZFMA staff and attached to the subsequent Working Group meeting agenda for approval.

Draft minutes will be sent to Working Group Representatives and Attendees, typically within 10 business days of the meeting.



9. VOTING

The Working Group should work towards reaching a consensus.

Where there is no consensus the matter shall be referred to the Board.

Document Information

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