

# Constitution of the Frame and Truss Manufacturers' Association of New Zealand Incorporated

## 1. Name and Creation of the Society:

The name of the society is the Frame and Truss Manufacturers' Association of New Zealand Incorporated (in this **Constitution** referred to as the '**Society**'). The Society was incorporated on 18 June 1999. This Constitution was adopted by way of amendment at the Society's annual general meeting on November 5, 2025.

## 2. Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## 3. Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

'**Committee**' means the **Society's** governing body.

'**Constitution**' means the rules in this document.

'**Vice Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Matter**' means—

- (a) the **Society's** performance of its activities or exercise of its powers; or

- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

**'Member'** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** and who has not ceased to be a **Member** of the **Society**.

**'Notice'** to **Members** includes any notice given by email, post, or courier.

**'Officer'** means a natural person who is:

- (a) a member of the **Committee**, or
- (b) occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**.

**'Products'** means wall frames, roof trusses, floor trusses, floor cassettes, wall panels and other associated timber and wood based pre-fabricated building components and products;

**'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the **Act**.

**'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

**'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

#### 4. **Purposes**

The primary purposes of the **Society** are to:

- (a) conserve, promote and advance the interests and welfare of Manufacturing Members and related merchants, manufacturers and traders generally dealing in New Zealand with appropriate components, equipment, software and other similar goods in respect to the design, manufacture and supply of Products for the building industry;
- (b) encourage a high standard of operation, workmanship, customer service and best practice in the said trade and to promote compliance with building industry standards and regulations as required under the New Zealand Building Code and other applicable law;
- (c) promote and support high standards of training and skill development within the trade;

- (d) uphold and maintain the just claims of members of the **Society** individually and collectively in such manner as the **Committee** shall think fit;
- (e) promote confidence in the public with members of the Society and its Products and services;
- (f) support or oppose bills, legislation, regulations and standards or other measures or by-laws affecting the interests of members and represent the interest of and communicate with members during the development of new or varied building regulations and standards;
- (g) use the funds and resources of the Society as the Committee may consider necessary or proper in payment of the costs and expenses of furthering or carrying out the objectives of the Society or any of them including the employment of counsel, solicitors, agents, consultants, officers and employees as shall be deemed necessary or expedient;
- (h) subscribe to become a member of and co-operate with any other organisation (whether incorporated or not) whose objectives may be compatible with and enhance the activities of the Society and to procure from and communicate to the Society such information as may be likely to forward the objectives of the Society;
- (i) do all such things as are necessary or conducive to the fulfillment of the above purposes.

The **Society** must not operate for the purpose of, or with the effect of:

- (a) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- (b) having capital that is divided into shares or stock held by its **Members**; or
- (c) holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- (a) engages in trade;
- (b) pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity;
- (c) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes;

- (d) pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**); or
- (e) on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

## 5. **Act and Regulations**

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## 6. **Restrictions on society powers**

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any):

- (a) The **Society** does not have the power to borrow money; and
- (b) No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from professional services to the **Society** rendered in the course of business and charged at no greater rate than current market rates and such income shall be disclosed to the Committee.

## 7. **Registered office**

The registered office of the **Society** shall be at ImageText House, First Floor, 3 Owens Road, Epsom, Auckland 1023 or such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- (a) at least 5 working days before the change of address for the registered office is due to take effect, and
- (b) in a form and as required by the **Act**.

## 8. **Contact person**

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- (a) at least 18 years of age; and
- (b) Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- (a) a physical address or an electronic address, and
- (b) a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

## 9. **Members**

### **Minimum number of members**

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

### **Types of Members**

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- (a) **Manufacturing Member:** A Manufacturing Member is a business or manufacturing site that fabricates any of the Products.
- (b) **Principal Partner Member:** A Principal Partner is a member who:
  - (i) Provides to **Manufacturing Members** design and detailing software for frame and truss fabrication (and similar or related assemblies) that is recognised to produce structural assemblies and components meeting the Building Code of NZ clause B1 Structure, and
  - (ii) Provides accompanying fixings for manufacture and installation of the Products such as nail plates meeting New Zealand standards and Building Code clauses B1 Structure and B2 Durability.
- (c) **Supplier Member:** A Supplier Member is a member who:
  - (i) Being a business or individual that supplies materials, components, consumables, tools, equipment & machinery, services or other

technologies and systems used by **Manufacturing Members** in the manufacture and supply of the Products.

- (d) **Industry Associate Member:** An Industry Associate Member is a business or individual who has an interest in specification, design, fabrication and use of the **Products** but does not have a direct commercial relationship with the Manufacturing Members. Examples are other Societies or building industry associations, allied trades & suppliers, architects & building designers, engineers, builders, educators and educational institutions.
- (e) **Life Member:** A Life Member is a person honoured for highly valued services to the **Society** elected as a Life Member by resolution of the **Committee**. A Life Member shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

Each Member has all of the rights, powers and obligations as set out in these Rules and may pay different subscriptions and other fees as determined by the Committee from time to time.

#### **Becoming a member: consent**

Every applicant for membership must consent in writing to becoming a **Member**.

#### **Becoming a member: process**

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** shall not be called upon to give any reasons for approving or not approving any application submitted.

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

#### **Members' obligations and rights**

- (a) Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- (b) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- (c) A **Member** is only entitled to exercise the rights of membership including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property (including intellectual property),

and participating in **Society** activities if all subscriptions and any other fees have been paid to the **Society** by their respective due dates. No **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

- (d) Any **Member** that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- (e) The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

### **Subscriptions and fees**

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of the **Committee** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

The **Committee** may make a levy on Members to further the interests of the **Society**. Such levy shall be in addition to any subscription due for the period. The levy shall not exceed the amount of the subscription for the current period and shall only be set following a resolution in favor obtained from a **Special General Meeting** held for the purpose of discussing the need for the levy.

### **Ceasing to be a member**

A **Member** ceases to be a **Member**:

- (a) by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**; or
- (b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**; or
- (c) on death or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership; or

by resolution of the **Committee** where:

- (d) the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within **6 months** of the due date for payment; or
- (e) in the opinion of the **Committee** the **Member** has brought the **Society** into disrepute;

with effect from (as applicable):

- a) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- b) the date of termination of the **Member's** membership under this **Constitution**, or
- c) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- d) the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

#### **Obligations once membership has ceased**

A **Member** who has ceased to be a **Member** under this **Constitution**:

- (a) remains liable to pay all subscriptions and other fees to the **Society's** next balance date;
- (b) shall cease to hold himself or herself out as a **Member** of the **Society**; and
- (c) shall return to the **Society** all material provided to **Members** by the **Society**;
- (d) shall cease to be entitled to any of the rights of a **Society Member**.

#### **Becoming a member again**

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

## **10. General meetings**

### **Procedures for all general meetings**

- (a) The **Committee** shall give all **Members** at least 10 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

- (b) That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- (c) Only eligible **Members** may vote at General Meetings:
  - (i) in person, or
  - (ii) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
  - (iii) through the authorised representative of a body corporate as notified to the **Committee**, and
  - (iv) no other proxy voting shall be permitted.
- (d) No **General Meeting** may be held unless at least 10 eligible **Members** or 25% of the **Society** membership (whichever is the lesser) attend throughout the meeting and this will constitute a quorum.
- (e) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting (if convened upon request of **Members**) shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- (f) A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.
- (g) Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- (h) Any decisions made when a quorum is not present are not valid.
- (i) The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written

resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- (j) **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- (k) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the **Deputy Chairperson** shall chair that meeting.
- (l) Any person chairing a **General Meeting** may:
  - (i) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - (ii) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **General Meeting**, and
  - (iii) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- (m) The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- (n) Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 20 **Working Days** before that meeting. The **Member** may also provide information in support of the **Member's Motion**. If notice of the **Member's Motion** is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the **Member's Motion** shall be provided to **Members** with the written **Notice** of the **General Meeting**.

## 11. **Minutes**

The **Society** must keep minutes of all **General Meetings**.

### **Annual General Meetings: when they will be held.**

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following:

- (a) 6 months after the balance date of the **Society**;

- (b) 15 months after the previous **Annual General Meeting**.

The **Annual General Meeting** must be held no later than the 30th day of November in each year.

## 12. **Annual General Meetings: business**

The business of an **Annual General Meeting** shall be to:

- (a) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**;
- (b) adopt the annual report on the operations and affairs of the **Society**;
- (c) adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements;
- (d) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**;
- (e) consider any general business; and
- (f) elect new **Officers** or ratify the appointment of **Officers** since the last meeting to the **Committee**.

The **Committee** must, at each **Annual General Meeting**, present the following information:

- (a) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period;
- (b) the annual financial statements for that period; and
- (c) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## 13. **Special General Meetings**

**Special General Meetings** may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Special General Meeting**.

## 14. **Committee**

### **Committee composition**

The **Committee** will consist of at least 5 **Officers** and no more than 12 **Officers**.

A majority of the **Officers** on the **Committee** must be either:

- (a) **Manufacturing Members** of the **Society**, or
- (b) representatives of bodies corporate that are **Manufacturing Members** of the **Society**.

### **Functions of the committee**

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the **Act**, any Regulations made under that **Act**, and this **Constitution**.

### **Powers of the committee**

The **Committee** has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

### **Sub-committees**

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- (b) no sub-committee shall have power to co-opt additional members,
- (c) a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
- (d) a sub-committee must not further delegate any of its powers.

### **General matters: committees**

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

## 15. **Committee meetings**

### **Procedure**

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

A meeting of the **Committee** may be held either:

- (a) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

The members of the **Committee** shall elect one of their number as **Chairperson** of the **Committee**. If at a meeting of the **Committee**, the **Chairperson** is not present, the members of the **Committee** present may choose one of their number to be **Chairperson** of the meeting. The **Chairperson** does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

### **Frequency**

The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

## 16. **Officers**

### **Qualifications of officers**

Every **Officer** must be a natural person who:

- (a) has consented in writing to be an officer of the **Society**, and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

**Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**.

Prior to election or appointment as an **Officer** a person must:

- (a) consent in writing to be an **Officer**, and
- (b) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

### **Election or appointment of officers**

The election of **Officers** shall be conducted as follows:

- (a) **Officers** shall be elected:
  - (i) during **Annual General Meetings**, when members will be reminded of the desirability of a **Committee** drawn from the North and South Islands. However, if a new Officer is to be appointed between **Annual General Meetings**, the Officer shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above). Any appointment between **Annual General Meetings** must be ratified at the next **Annual General Meeting**;
  - (ii) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 30 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**;
  - (iii) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied);
  - (iv) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers;
  - (v) The failure for any reason of any **Member** to receive such **Notice** of the general meeting shall not invalidate the election;
  - (vi) In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**.

Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above); and

- (vii) The **Committee** shall appoint out of their number a **Chairperson** and Vice-Chairperson and may remove such appointment at any time by resolution of the **Committee**.

## 17. **Chairperson**

At all meetings the **Chairperson**, or in his/her absence the Vice Chairperson, shall take the chair and in the absence of both, an acting chairperson shall be selected from the members of the **Committee** present. The **Chairperson** for the time being of any meeting shall have a deliberative and also a casting vote.

In the event of the **Chairperson** permanently departing the **Society** and no other member of the **Committee** being immediately available to fill the position the **Committee** may at its sole discretion and as it sees fit, appoint an appropriate representative of the **Society** to temporarily do so.

General or special meetings of the **Society** may be called from time to time by the **Committee** for purposes of advising members or seeking members direction on matters affecting the **Society**. There shall be no quorum requirements for such meetings.

## 18. **Term**

The term of office for all **Officers** elected to the **Committee** shall continue until such time as that officer resigns or is removed from office in accordance with these Rules.

## 19. **Removal of officers**

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society**:

- (a) The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**;
- (b) The **Officer** has brought the **Society** into disrepute; or
- (c) The **Officer** has failed to disclose a conflict of interest,

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

## 20. **Conflicts of interest**

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the **Committee** and or sub-committee, and

(b) in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

- (a) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
- (c) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

## 21. **Secretary**

The **Committee** shall appoint a **Secretary** who shall not be an elected member of the **Committee** and who shall not have any right to vote at **Committee** meetings.

## 22. **Records**

### **Register of Members**

The **Society** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register of Members** shall include:

- (a) Their name, and
- (b) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and

- (c) Their contact details, including —
  - (i) A physical address or an electronic address, and
  - (ii) A telephone number.
- (d) The register will also include each **Member's** email address (if any).

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- (a) The former **Member's** name, and
- (b) The date the former **Member** ceased to be a **Member**.

#### **Interests Register**

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

### **23. Access to information for members**

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request:

- (a) provide the information; or
- (b) agree to provide the information within a specified period; or
- (c) agree to provide the information within a specified 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
- (d) refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:

- (a) withholding of the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or

- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
- (d) the information is not relevant to the operation or affairs of the society, or
- (e) withholding the information is necessary to maintain legal professional privilege, or
- (e) the disclosure of the information would, or would be likely to, breach an enactment, or
- (g) 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, or
- (h) the request for the information is frivolous or vexatious, or
- (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society**:

- (a) that the **Member** will pay the charge; or
- (b) that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 24. Finances

### Control and management

The funds and property of the **Society** shall be:

- (a) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- (b) devoted solely to the promotion of the purposes of the **Society**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee** must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the **Society**, and

- (b) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

**25. Balance date**

The **Society's** financial year shall commence on 1 July of each year and end on 30 June (the latter date being the **Society's** balance date).

**26. Audit**

The **Society's** accounts must be audited after every third successive balance date.

**27. Dispute resolution**

If any dispute arises between:

- (a) two or more **Members**; or
- (b) one or more **Officers** and the **Society**; or
- (c) one or more **Members** or **Officers** and the **Society**; and

the dispute relates to an allegation that:

- (a) a **Member** or an **Officer** has engaged in misconduct; or
- (b) a **Member** of an **Officer** has breached, or is likely to breach, a duty under this constitution or the Act;
- (c) the **Society** has breached, or is likely to breach, a duty under this constitution or the Act;
- (d) a **Member's** rights or interests as a **Member** have been damaged or **Members'** rights or interests generally have been damaged,

then any party involved with the dispute may make a complaint to the **Committee** and the procedures contained in clauses 2 to 8 (inclusive) of Schedule 2 of the Act shall be deemed to be included in this constitution and shall apply to the resolution of the dispute.

The **Committee** shall be the decision maker responsible for resolving the dispute provided that:

- (a) if the complaint relates to one or more **Officers**, that **Officer** or those **Officers** must be excluded from the **Committee's** management of the dispute resolution process and decision making;
- (b) if the complaint is made by one or more **Officers**, that **Officer** or those **Officers** must be excluded from the **Committee's** management of the dispute resolution process and decision making; and
- (c) if the **Committee** is unable to proceed because it will not have a quorum of **Officers** to conduct the dispute resolution process as a consequence of this clause, the **Committee** must appoint an individual who is not a **Member** to manage the dispute resolution process and make a decision about the complaint.

After completing the dispute resolution processes provided for in this clause, the **Committee** or the independent person appointed, (the **decision maker**) may:

- (a) make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
- (b) in the case of a complaint against a **Member**, suspend the **Member's** Membership for a defined period or terminate the **Member's** Membership; or
- (c) In the case of a complaint against an officer, remove the **Officer** from their role as an **Officer** (and, if the **Officer** is also a **Member**, the sanction in (b) above may also be applied).

## **28. Liquidation and removal from the register**

### **Resolving to put society into liquidation**

The **Society** may be liquidated in accordance with the provisions of Part 5 of the Act.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

## **29. Resolving to apply for removal from the register**

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting, provided that this winding up resolution is confirmed at a subsequent general meeting called for the purpose.

### **30. Surplus assets**

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets after payment of all debts, costs and liabilities shall be vested in Mates for Construction or other similar charitable organisation approved by the Committee prior to liquidation or removal. However, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above. at a **General Meeting** of which notice has been given specifying the nature of the business to be transacted, a majority of 75% of the **Members** present at the meeting shall resolve to transfer such surplus assets to a **Society** having a similar objects to that of the **Society** or such charitable organisation or purpose within New Zealand as they determine, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects

### **31. Alterations to the constitution**

#### **Amending this constitution**

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a 75% majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

## 32. Other

### **Amalgamation**

With the prior approval of members by a resolution passed by a 75% majority of those **Members** present at a **General Meeting** of which ten days' notice has been given, the **Society** may amalgamate or merge with another society or organisation having the same or similar objects to the objects of the **Society** as set out in clause 2 and transfer some or all of the assets and liabilities of the **Society** to such society or organisation. The detail of the terms of the amalgamation or merger, including the rights and consideration granted to members of the **Society** may be determined by the **Committee** and recommended to a **Special General Meeting** of the **Members** for acceptance or rejection.

### **Bylaws**

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

### **Magazine**

The **Committee** may publish a magazine or other circular or publication to further the objects of the **Society** and may distribute it among members and also the public either free or at a price to be fixed by the **Committee**.