

COMMERCE

MINISTRY OF COMMERCE
Te Manatu Tauhokohoko

CERTIFICATE OF INCORPORATION

Of

FRAME & TRUSS MANUFACTURERS' ASSOCIATION OF NEW ZEALAND INCORPORATED (AK/967545)

This is to certify that FRAME & TRUSS MANUFACTURERS' ASSOCIATION OF NEW ZEALAND INCORPORATED was incorporated under the Incorporated Societies Act 1908 on the 18th day of June 1999.

Neville Harris
Registrar of Incorporated Societies
30 September 2010

(This version approved by SGM of membership representatives on 3rd May 2017)

EFFECTIVE FROM 4th MAY 2017:

Rules of FRAME & TRUSS MANUFACTURERS' ASSOCIATION OF NEW ZEALAND INCORPORATED

1. NAME:

**FRAME & TRUSS MANUFACTURERS' ASSOCIATION OF NEW ZEALAND
INCORPORATED**

2. OBJECTS:

The objects for which the Association is established are:

(a) To conserve promote and advance the interests and welfare of merchants, manufacturers and traders generally dealing in New Zealand in and with appropriate components, equipment and other similar goods in respect to the manufacture and supply of timber wall frames and trusses for the building industry.

(b) To encourage a high standard of service and honourable practice in the said trade, to promote a friendly relationship among traders and others connected with the trade and to further encourage a high standard of workmanship.

(c) To promote a higher standard of training within the trade.

- (d)** To uphold and maintain the just claims of members of the Association individually and collectively in such manner as the Executive shall think fit.
- (e)** To protect both the public and members of the Association against dishonest, fraudulent and corrupt practices.
- (f)** To promote or oppose bills, legislation or other measures or by-laws affecting the interests of members.
- (g)** To use the funds of the Association as the Executive may consider necessary or proper in payment of the costs and expenses of furthering or carrying out the objects of the Association or any of them including the employment of counsel, solicitors agents officers and employees as shall appear necessary or expedient.
- (h)** To subscribe to become a member of and co-operate with any other Association whether incorporated or not whose objects are altogether or in part similar to those of this Association and to procure from and communicate to such Association such information as may be likely to forward the objects of the Association.
- (i)** To purchase, take on lease or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Executive shall think necessary or expedient for the purposes of attaining the objects of the Association or any of them or promoting the interests of the Association or its members and to sell, exchange, mortgage, let on bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.
- (j)** To construct, improve, alter or maintain any building or works necessary or convenient for the purposes of the Association.
- (k)** To solicit and accept donations and gifts and a transfer or conveyance of real or personal property whether subject to any trust or not to any one or more of the objects of the Association.
- (l)** To establish, promote, associate with, or assist in establishing and promoting and to subscribe to or become a member of any other Association within or outside of New Zealand whose objects are wholly or in part similar to those of the Association, or establishment or promotion which may be beneficial to the Association, or to the trade and to form or establish any branch of this Association within or outside of New Zealand.
- (m)** To do all such things as are incidental or conducive to the attainment of the above objects or any of them and to promote any other activity not repugnant to these objects.

3. REGISTERED OFFICE:

The Registered Office of the Association shall be at 1/26 Pleasant Road, Glen Eden, Auckland 0602 or such other place in New Zealand as the Executive of the Association may from time to time decide.

4. COMMON SEAL:

4.1. The Common Seal of the Association shall be that adopted by the Executive who shall be responsible for the safe custody and control of it.

4.2. Whenever the Common Seal of the Association is required to be affixed to any deed, document or other instrument, the seal shall be affixed pursuant to a resolution of the Executive or of a general meeting of the Association, by any two members of the Executive or by one such member and the Secretary.

5. LIQUIDATION OF ASSOCIATION:

5.1. The Association may go into liquidation if, at a general meeting of the Association the members pass by a simple majority a resolution to do so, provided that this winding up resolution is confirmed at a subsequent general meeting called for the purpose.

5.2. In the event of the Association going into liquidation, the surplus assets after payment of the Association's liabilities and the expenses of the liquidation shall not be divided amongst the members equally. 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 similar objects to that of the Association or such charitable organisation or purpose within New Zealand as they determine.

6. ALTERATION OF RULES:

6.1. These rules may be altered, added to or rescinded or otherwise amended by a resolution passed by a 75% majority of those present at a general meeting of which ten days' notice has been given. Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment and be endorsed with the name and membership number of the mover and seconder.

6.2. No addition to, alteration or rescission of the rules shall be made if it amends clause 2 (Objects), clause 5.2 (surplus assets on liquidation) or clause 15 (No Personal Pecuniary Profit) without the prior approval of the Inland Revenue Department. This clause 6.2 cannot be deleted from the Rules and shall be included and implied into any replacement document.

6.3. Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the obligations of the Association under applicable law.

7. BY-LAWS:

The Association may from time to time by resolution at a general meeting make, amend or rescind by-laws not inconsistent with these rules governing procedure at these meetings and the publication of reports.

The Executive may, in addition to the general rights of members also recommend by-laws that include the formulation of Standing Orders or Codes of Practice, or codes of conduct for the observance by all members of the Association.

8. NOTICE:

Members shall be given 10 days' notice of any General Meeting Special Meeting or Annual General meeting and a copy of any agenda of the business to be conducted at the said meeting.

Every Notice required to be given to members or any one of them shall be deemed to have been duly delivered if posted to such member in a pre-paid letter addressed to him, her or it at his, her or its last address known to the Association, or sent by electronic means to the last known email address.

9. MEMBERSHIP:

Membership of the Association shall be divided into the following classes:

9.1 Corporate Member:

A Corporate Member is a member who

- (a) Is a Company or legal entity with financial responsibility for supplying primary design or components for the manufacture of Wall frames and or roof trusses or
- (b) Is a Company or legal entity with financial responsibility for supplying associated components for the manufacture of Wall frames and or roof trusses or
- (c) Is a Company or legal entity with financial responsibility for the administration or promotion of Wall Frames and Roof Trusses to the Building Industry, the Approver, the Designer or the consumer.
- (d) Is a Company or legal entity with financial responsibility for holding the status of a Certified Fabricator and who may supply and /or manufacture Wall frames and Roof Trusses.

9.2 Member:

- (a) A Member is an individual who may fabricate wall frames and roof trusses and includes, but is not limited to, Supervisors, Detailers, Licensed Building Practitioners, Carpenters, General Hands and such other persons as the Executive may from time to time approve

9.3. Industry Associate Member:

An Industry Associate Member is any person with an interest in the promotion, design, supply of components, manufacture, administration, use or quality assurance of the wall frame and roof truss sector of the industry.

10. REPRESENTATIVES AND ASSOCIATES:

10.1. Any Corporate Member or Industry Associate Member shall appoint some person as its representative to attend all meetings of the Association and to exercise all voting and other rights vested in such member including the right to stand for election to the Association's

executive. Such member shall before the commencement of any meeting give notice in writing to the Secretary of any change of its representative.

10.2. Notwithstanding the provisions of sub-clause 10.1 any member may invite to attend any meeting or conference of the Association any employee or associate of such member or any other interested person.

11. APPLICATION FOR MEMBERSHIP:

Every application for membership shall be made in writing to the Executive on a form prescribed by the Executive. Provided the applicant is approved by the Executive, the applicant's name shall be entered in the Register of Members. The Executive shall not be called upon to give any reason for approving or not approving any application submitted to it.

12. RULES AND DUTIES OF MEMBERS:

12.1. All members shall be subject to these Rules and any Regulations or By-laws of the Association.

12.2. Every member shall be provided with a copy of these Rules free of charge.

12.3. The Secretary shall keep a Register of all members. Such Register will be open for inspection during normal office hours by any member.

13. CESSATION OF MEMBERSHIP:

13.1. Any member wishing to resign from the Association shall give notice in writing to the Executive to that effect and shall pay all subscriptions and levies due up to the date of such notice.

13.2. If a member resigns from the Association and subsequently applies to rejoin, then the new application should not be confirmed until that member has paid any outstanding subscriptions. Any member in this position should not be permitted to display at or attend any Trade Fair arranged by the Association, until these arrears of subscriptions have been paid.

13.3. The Executive shall have power to remove from the Register of Members any member whose subscription is six months in arrears; such power to be exercised only after resolution in that behalf has been passed by the Executive at a duly constituted meeting.

13.3.1. If any Member shall refuse or neglect to comply with the provisions of the Rules of the Association or shall be guilty of any conduct which in the opinion of the Executive is prejudicial to the interests of the Association, the Executive shall have the power by resolution to censure, suspend or expel the Member from the Association.

Any member so censured, suspended or expelled shall have the right to appeal to the membership at a special meeting called not less than 3 calendar months from the date of censure, suspension or expulsion, specifically for the purpose of that appeal. Any outcome of such appeal shall be heard on the basis of the requirements of the Association's Rules or any Bylaw made under them.

PROVIDED that at least two weeks' notice before the meeting of the Executive at which such a resolution is to be considered, the Member shall have had notice of such meeting and of what is alleged against them and of the intended resolution and that they shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation they may think fit.

AND PROVIDED FURTHER that any such Member may by notice in writing lodged with the Secretary at least seventy two hours before the time for holding the meeting at which the resolution is to be considered by the Executive, elect to have the question dealt with by a general meeting of the Association. A special meeting may precede a general meeting of the Association and shall be called for a stated purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member concerned shall be punished accordingly and in the case of a resolution for expulsion the Member shall be expelled from the Association.

Any membership fees paid by the Member shall be forfeited in the case where the Member is expelled from the Association.

13.4. Any member who has resigned or been removed pursuant to these Rules shall return to the Secretary any documents, papers, pamphlets, advertising material which he or she may have acquired as a right of privilege of membership and also any property belonging to the Association.

14. FUNDS AND PROPERTIES:

14.1. The funds, properties and assets of the Association shall be under the control of the Executive who shall have full power to rent, lease, furnish and deal with buildings, land and other property of the Association as the Executive may think fit without reference to a general meeting of members except in the case of the winding up of the Association.

14.2. The Association shall in addition to the other powers vested in it have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages, or any other security founded or based on all or any of the property and/or rights of the Association or without any such security and upon such terms as to priority and otherwise as the Association shall think fit and the powers contained in this clause may be exercised by the Executive.

14.3. All legacies, endowments, donations or gifts of money or other real or personal property unless given to the Association for any specific object shall be dealt with by the Executive as the Executive may think fit for the general purposes of the Association.

14.4. Any money of the Association may be invested by the Executive in such manner as it may from time to time determine.

14.5. 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 Association may amalgamate or merge with another society or organisation having the same or similar objects to the objects of the Association as set out in clause 2 and transfer some or all of the assets and liabilities of the Association 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 Association may be determined by the Executive and recommended to a special meeting of the Members for acceptance or rejection.

15. NO PERSONAL PECUNIARY PROFIT:

15.1. Notwithstanding anything expressed or implied in these rules, the activities of the Association shall not be carried out for the personal pecuniary profit or benefit of any member or individual.

15.2. No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage. Except where that income, benefit or advantage is derived from –

(a) Professional services to the Association rendered in the course of business and charged at no greater rate than current market rates; or

(b) Interest on money lent at no greater than current market rates,
And, all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Executive.

16. EXECUTIVE:

16.1. The Executive of the Association shall consist of no less than seven and up to twelve persons.

16.2. The Executive will normally be elected at every alternative Annual General Meeting, when members will be reminded of the desirability of an Executive drawn from the North and South Islands. Executive shall also have power to conduct the Election by postal ballot.

16.3. The Executive shall appoint out of their number a Chairperson and Vice-Chairperson for the ensuing two year period.

16.4 The executive shall be elected from members holding Corporate Member or Member status. Such persons shall be either members or the representatives of members appointed under Clause 9 and elected in accordance with Clause 16.2.

16.5 Any Executive member being a representative of a member under sub-clause 10.1 shall on ceasing to be such a representative cease to be a member of the Executive.

17. CHAIRPERSON:

17.1. 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 Association present.

The Chairperson for the time being of any meeting shall have a deliberative and also a casting vote.

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

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

18. QUORUM:

50 % of the elected members shall be a quorum at all meetings of the Executive.

19. CASUAL VACANCY ON EXECUTIVE:

Any casual vacancy for a stated purpose on the Executive may be filled by the Executive and the person so appointed shall hold office for a period so determined by the Executive or until the next Annual General Meeting of the Association.

20. ABSENCE FROM EXECUTIVE:

Any Executive member absent for three successive meetings of the Executive without leave of absence shall, if so resolved by the Executive cease to be a member of the Executive.

21. SUB-COMMITTEE:

The Executive may from time to time set up any sub-committee as the Executive may require to exercise such powers as may be delegated to it by the Executive. The members of such subcommittee shall be appointed by the Executive and may be members of the Executive, members of the Association or any other interested persons

The persons co-opted to that sub-committee must have specialist skills to assist the sub-committee reach an informed conclusion

22. POWER OF EXECUTIVE:

The Executive shall take such steps as are necessary to further the objects of the Association and advance the interests of all members and in so doing shall have power to exercise all the powers of the Association, save and except such powers as shall be exercised only by the Association.at an Annual General Meeting

The Executive may, from time to time, appoint such staff or contractors on salaries or on a voluntary basis, as it deems appropriate to ensure the well being of the Association

23. SECRETARY:

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

23.2 When ten members petition the Secretary seeking a general meeting of members the Secretary shall advise the Chair person and call the requested meeting in accordance with these rules.”

24. REGULATION OF EXECUTIVE:

The Executive may regulate its own procedure not inconsistent with these rules and shall adopt a Standing Orders for the conduct of all meetings of the Association.

25. ANNUAL GENERAL MEETING:

The Annual General Meeting of the Association shall be held no later than the 30th day of September in each year upon a date and at a time and place to be fixed by the Executive for the following purposes:

- (a) to receive from the Executive a report an independently reviewed balance sheet and statement of accounts for the preceding year, with a fully audited balance sheet and statement of accounts to be received every third year.
- (b) at alternative meetings to elect the Executive for the ensuing period.
- (c) to consider and conduct such other business as may properly be brought forward.

All business other than that set out in paragraphs 25 (a) and (b) shall be deemed to be special business of which notice must be given to members in the notice calling the meeting.

- (d) A Special meeting may precede a general meeting of the Association and shall be called for a stated purpose

26. NOTICE OF ANNUAL GENERAL MEETING:

The Association shall cause at least 10 days' notice to be given to members of the holding of any Annual General Meeting, by letter posted to such members by ordinary post and the Executive may in addition and at its discretion, advertise the holding of such meeting in any newspaper circulating in the district where the meeting is to be held.

An agenda of the business to be conducted at the Annual General Meeting must accompany the notice of meeting.

Electronic means of advertising the holding of the Annual General Meeting, with the 10 days' notice period taken into account, shall be deemed appropriate notification.

The quorum at an Annual General Meeting shall be either ten members in number or 25 % of the total membership numbers, whichever is the lesser.

27. VOTING:

27.1 At all meetings, voting shall either be by ballot, show of hands or voices depending on the wishes of the Members

27.2 The nominated representative of any Corporate Member or Member shall exercise one vote at any Meeting of the Association, and shall be eligible for election to the Executive;

27.3 The nominated representative of an Industry Associate Member shall exercise one vote at any Meeting of the Association and shall be eligible for election to the Executive;

27.4 The nominated representative of an Industry Associate Member who is elected to the Executive shall not be eligible for election to the position of Chairperson or Vice Chairperson;

28. ELECTION OF EXECUTIVE:

The election for the members of the Executive shall be by ballot, show of hands or voices in approval or otherwise of the nominations tabled at the meeting and every voter shall vote for not less than nor more than the number required to fill any vacancy.

29. SPECIAL GENERAL MEETINGS:

Special General Meetings of the Association may be called at any time by the Executive. Members shall be notified by the Secretary.

Special General Meetings of the Association may be called upon the requisition in writing of one tenth of the members of the Association (or in the event of the member or members being less than ten upon the registration in writing of one member) stating the purpose for which the meeting is required and Members shall be notified by the Secretary.

30. NOTICE OF SPECIAL GENERAL MEETINGS:

The Secretary shall give at least 10 days' notice to all members of the holding of a Special General Meeting and such notice shall specify the nature of the business to be transacted and include a copy of the remit signed by the Mover and Seconder. No other business than so specified shall be transacted.

A Special meeting may coincide with a general or Annual General meeting

31. GENERAL:

At all General Meetings of the Association, the Chairperson, or in his or her absence the Vice-Chairperson, shall take the chair and if both shall be absent, a Chairperson shall be appointed from members present at such meetings. The Chairperson for the time being of the meeting shall have a deliberative and also a casting vote.

32. PROCEDURE AT MEETINGS:

Only members shall be entitled to vote at any general or special meeting, and a member shall have one vote to be exercised either personally or in the case of a firm or body corporate, by its representative provided that the Chairperson shall accept at any general meeting a proxy on behalf of a member lodged at such meeting in writing signed by the member appointing the proxy. The quorum at any special meeting shall be ten members in number or 25 % of the Association membership (whichever is the lesser) present either personally or by their duly appointed representative. If within half an hour of the time appointed for the commencement of the special meeting a quorum is not present, the meeting shall stand adjourned to a date within fourteen days of such meeting and if at the adjourned meeting a quorum is not present, then the meeting shall lapse.

33. MAJORITY VOTE:

Save where otherwise provided in these Rules any motion submitted to a meeting shall be deemed to be carried if the majority of the members present and entitled to vote, vote in favour of the motion.

34. SUBSCRIPTIONS:

The annual subscription payable by members shall be fixed by the Executive from time to time.

35. LEVIES:

The Executive may make a levy on Members to further the interests of the Association. 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 Meeting held for the purpose of discussing the need for the levy.

36. MAGAZINE:

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

ENDS