

Tile Association of New Zealand Incorporated

CONSTITUTION – 2023

PRELIMINARY

1. In this Constitution, unless there is something in the subject or context to the contrary:

“ADVISORY BOARD” means a selected body or bodies that will advise the Committee on matters which could have a negative or positive effect on the tiling industry in New Zealand and which need consideration by the Committee. They may also offer their services to the Association for remuneration as outlined in the memorandum of understanding.

“EXECUTIVE COMMITTEE” means the management committee of TANZ and comprises of the current elected officers of TANZ here now known as the Executive Board of TANZ at the National or Regional level as appropriate.

“EXECUTIVE BOARD” means the President, Vice President, Treasurer, Secretary, Advisory Board Member or members, CEO of TANZ Inc, (If applicable), Any Executive Member as a right of membership, or any Associate Member who has been elected of the Association at National or Regional level.

“FINANCIAL YEAR” shall be from 1st of April to the 31st of March.

“FOUNDING MEMBERS” means those that have invested time, effort and money in establishing TANZ, being Brendon Mark Manson and Jeffery Wayne Gerard Parkes.

“IN WRITING” means written or printed or partly written and partly printed. Words importing the singular number include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and the neuter gender. Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of incorporation by TANZ.

“MEETING” means a General Meeting of the members of TANZ convened in accordance with these Rules.

“MEMBER” means a member of TANZ under the different member categories.

“RESOLUTION” means a resolution of TANZ passed at a meeting of the members of TANZ by a majority of those members present personally or by proxy who are eligible to vote at that Meeting.

“SPECIAL RESOLUTION” means a resolution of TANZ:

- a. Passed at a meeting of TANZ, being a meeting of which not less than 21 days’ written notice specifying the intention to propose the resolution as a special resolution has been duly given, and
- b. Passed at that meeting, by majority of not less than three quarters of such members of TANZ as being entitled to do so, vote in person or where proxies are allowed by proxy, at that meeting.

“SUBSCRIPTION” means a nominated value paid for membership or such other figure as is determined to be appropriate.

“TANZ” means Tile Association of New Zealand Incorporated.

“THE ACT” means the Incorporated Societies Act 1908.

“THE ASSOCIATION” means the Tile Association of New Zealand Incorporated or referred to in general use as “TANZ” or “TANZ Inc”.

“THE REGULATIONS” means the Incorporated Societies Regulations 1979.

OBJECTS

2. The objects for which the Association is established are:

- a. To promote the use of wall and floor tiling systems and to further the interests of those engaged in the industry and those associated with the use of wall and floor tile systems.
- b. To act in council with or affiliate with other Associations or organisations throughout New Zealand having the same or similar objects as TANZ has.
- c. If considered desirable in the interests of the industry to apply for and become registered as an industrial organisation of employers under New Zealand industrial law, and to represent members and the industry generally in New Zealand industrial matters.
- d. To promote or to oppose as the case may be, legislative measures affecting the industry and to represent the members of TANZ in relation to such proposed legislation.
- e. To undertake the settlement by arbitration under the provisions of the laws of New Zealand of any disputes arising in connection with the industry or of the business of any members of TANZ.

f. To conduct such publicity campaigns by any means as from time to time be deemed necessary.

g. In furtherance of the objects to publish, issue and circulate books papers circulars and other literary productions either on paper or by way of the internet.

h. To establish and maintain statistical information for the dissemination of information of any kind that may be of value to members.

i. To approach the Government, Ministers of the Crown and government departments and any other bodies or persons and to negotiate with them for the general welfare of TANZ, the industry and the members.

j. To invest and deal with moneys or property of TANZ in such manner as may be from time to time determined.

k. To open and operate and to close any bank account with any bank in New Zealand.

l. To purchase or lease or exchange or hire or otherwise acquire any real property or personal property which may be convenient for any of its purposes.

m. To sell lease mortgage charge dispose of or otherwise deal with any assets or property rights in the furtherance of any of the objects.

n. Generally to take steps to do such things in furtherance of the objects which the members may deem appropriate for the promotion of the interests of the members.

o. To promote the accreditation of tile installers for TANZ.

p. To promote tile fixing as a desirable and worthwhile trade through schools, career advisors, employment agencies and any other institution which may be involved in the guidance of people seeking employment.

q. To do such acts and things as are incidental to the attainment of the above objects.

FUNDING

3. Finances of the association shall be dealt with as follows:

a. The funds of the Association shall be derived from entrance/application fees, annual subscriptions, donations, sponsorship, a commercial arm via memorandum of understanding and such other sources as the Committee determines. Any agreements with commercial entities would be agreed to by the committee as deemed to be acceptable and advantageous to TANZ. The Committee may set entrance/ application fees and any conditions attached thereto from time to time.

b. All income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Association that is outside of the memorandum of understanding.

c. NOTWITHSTANDING clause 3(b) the Founding Members will each be paid such amount as the Committee determine is appropriate, in reimbursement for the time and funds initially invested in setting up the Association.

d. Provided further that nothing herein shall prevent payment in good faith of remuneration to any officers or servants of the Association or any member of the Association or other person in return for any service actually rendered to the Association.

4. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he or she or entity is a member or within one year thereafter for payment of the debts and liabilities of the Association contracted before the time at which they cease to become a member and of the costs and charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$10.00.

5. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution or in default thereof.

DISSOLUTION

6. The Association may be wound up or dissolved with the consent of three quarters of the members present and eligible to vote at an Extraordinary General Meeting duly summoned for the purpose.

REGIONS

7. The National Committee shall nominate and from time to time may redefine divisions within New Zealand.

8. The Regional Committees shall be elected by those entitled to vote at the appropriate Regional Annual General Meeting and otherwise on the terms set out in clauses below.

9. Regions shall be members of TANZ and shall take as their title the words: TANZ regional Representative.

10. The Regions are as follows, and each shall appoint a delegate to the Management Committee as follows:

- Auckland
- Waikato
- Bay of Plenty
- Wellington
- Christchurch / Tasman
- Queenstown / Otago

11. The Regions are empowered to appoint, change and/or replace delegate/s to form part of the National Committee. Upon making any appointment or change the Regional Committee accepts the responsibility to promptly, in writing, advise the National Association of the full names and addresses of current delegates.

12. Wherever in any Region there is more than one organisation of the Tile Industry, including TANZ, MTANZ, and NZCTA the National Committee shall have the power to determine which organisation shall be recognised by the National Association as a Regional Tile Council within the meaning of these rules.

MEMBERSHIP

13. Persons or companies who carry out business in a Region shall be entitled to apply for membership in that Region, irrespective of their Region of residence.

14. Each applicant for membership shall be required to meet the criteria as determined by the Committee from time to time and set forth in the Rules published by the Committee.

15. Membership Categories are:

- a. Founding Members
- b. Executive Member-

Shall be persons or corporations who are wholesalers/retailers of wall and floor tile systems or products that are utilised in wall and floor tiling systems and the structures or elements of building construction. This membership class also forms, in part, the Executive Committee of TANZ Inc and are responsible for the day to day running and

administration of the Association. Election of any Executive Member to the Executive Board (committee) is conducted at the AGM of TANZ Inc.

c. Industry Partner Member –

Shall be persons or corporations who are a company, partnership, or entity other than a retailer or wholesaler of tile related products and having an interest in the wall/ floor tile or building industry, namely, architects and designers or building construction companies.

d. Honorary/Life Member –

This form of membership may be allocated by the Association to a person or organisation for outstanding service to the ceramic tile industry. They have the same rights as a full member but do not have to pay a subscription.

e. Associate Member –

Associate membership is for Tile Fixers, Tile Sealers, Tile Cleaners and other ancillary services of the wall and floor tile installation service industry. They shall enjoy all the rights of an Executive Member, except the right to present, speak and vote on motions placed before the Association. An Associate member may be elected to the Executive Committee by any member of the Executive Membership at the AGM and will enjoy all the rights of that membership class within that capacity.

f. National Membership –

The Committee may at its discretion admit as a National Member any company, partnership, Association, or person other than a retailer having an interest in the wall and floor tile or building industry trading in New Zealand. National Members shall pay an annual subscription to TANZ Inc as determined by the Committee from time to time. A National Member shall be entitled to –

i. Listing on the TANZ Inc Website as a National Member

ii. Membership in each Region in which he resides.

iii. To have up to two (2) representatives attend National Conference as observer/s free of observer fees which will be met by TANZ Inc.

iv. Exercise any voting rights at Regional level; and

v. Have input at any National Conference through the individual Region delegates.

g. International Membership –

i. The Committee may offer International Membership to such persons, organisations, Associations, or corporations who, while not eligible for Executive or Industry Partner

membership, are operating within the industry either in New Zealand or overseas and who are deemed to be suitable members of the Association.

ii. International members shall have no voting rights as members nor be eligible to stand for election or to appoint a representative for election to any office within the Association.

16. Associated Members are offered the choice of Executive or Industry Partner Membership, where an associated member company has more than one branch. Payment of a membership subscription entitles only a nominated branch to be admitted as an Executive or Industry Partner member; if the member has further branches under the same directorship, then those branches may join as associate members at a reduced subscription.

17. An Executive or Industry Partner member shall nominate an individual representative to attend meetings and for other purposes and the Executive or Industry Partner member may nominate an alternative or substitute individual from time to time. Each Executive or Industry Partner member shall advise the Association in writing of the nomination or change in the nomination of such representative.

18. Executive and Industry Partner members accepted in more than one Region may nominate a representative for each Region in which they operate.

19. Unless otherwise provided in this Constitution, the individual representative of any member class shall have all the power and rights and obligations to nomination for election to any office within the Association, except that no member may have more than two (2) representatives elected to the Executive Board which forms the Committee.

20. An application for membership shall be in such form and contain such details of the applicant as the committee may from time to time prescribe and shall be signed by the applicant and two financial members nominating him. The application together with the fees payable shall be forwarded to the Region in which the applicant is located.

21. Each application for membership shall contain an undertaking that if admitted, the applicant will agree to be bound by the Constitution of the Association and any Rules or Code of Ethics of the Association as may from time to time be applicable.

22. The Committee or its appointee shall interview the applicant.

23. The Committee may accept or reject any application in its absolute discretion having regard to any report from other Regions and shall notify the applicant of the decision but shall not be obliged to give any reasons for rejecting any application. Any

applicant rejected may re-apply not sooner than twelve months after the initial application has been processed.

24. Any member shall be permitted to use the TANZ logo from the time of admission during the term of his membership and subject to such terms as the Committee may impose by Rules or otherwise.

25. All new members shall be issued with a certificate showing membership of the Association and a copy of the Constitution, a copy of any Code of Ethics and copies of the then current Rules and Regulations.

26. Any member having any change of directors, principals or significant change in management, or any member having a change in beneficial ownership whether directly or indirectly, such that there is a change of controlling interest of such member, shall be required to notify the Association in writing of such change. The Committee may, at its absolute discretion, require such a member to lodge a new application and to meet the membership criteria then applicable, or take any other action as it sees fit.

27. All annual subscriptions for membership shall become due and payable on 1st January each year and payment should be made by 31st March.

28. An application fee for any membership class and any conditions attached thereto may from time to time be fixed by the Committee.

29. Subscriptions for membership are payable directly to TANZ head office and should be addressed to the Secretary or Treasurer of the Association. Regions are required to pass on all membership applications to TANZ head office.

30. All payments on behalf of TANZ shall be made at the National level unless otherwise directed.

31. The Committee shall have the power from time to time to impose a levy or levies in addition to the annual subscription and to prescribe the time or times which any such fee shall be payable.

32. Failure by a member to pay all moneys pursuant to this Constitution shall be dealt with in accordance with clause 38.

DETERMINATION OF MEMBERSHIP

33. Founding members cannot be removed by any vote, and retain membership until death, insolvency as described below, or resignation.

34. Associate Members may resign their membership by giving one month's notice in writing to the Committee or TANZ head office but shall be liable for the payment of any

subscription, levy or other moneys due and payable to the Association up to the date such resignation shall take effect.

35. Associate Membership of individual members shall cease automatically on death or if the member is declared bankrupt or incompetent.

36. Executive or Industry Partner membership shall cease automatically as follows:

a. In the case of a partnership, upon dissolution of the partnership or if a Receiver of partnership assets is appointed.

b. In the case of a company, upon appointment of a liquidator, or if a Receiver and Manager of its assets is appointed or if the directors of the Company enter into any scheme of arrangement or composition with its creditors or it placed under official management or other form of insolvent administration.

c. In the case of any other business entity, if it shall be placed under any form of insolvency administration.

37. Executive or Industry Partner Membership may also be terminated or suspended for disciplinary action of the Committee under clause 55, or if in the opinion of the Committee the member has ceased to carry on business of a nature making him eligible for membership or has otherwise ceased to comply with the criteria for membership set forth in any Rules published by the Committee.

38. Any member of the Association failing to pay his annual subscription, or any other levy or fees as herein provided within one month after same becomes due shall be given notice in writing by the Secretary to pay same and if the annual subscription or other levy or fees remains unpaid for seven days after such notice he may have his membership terminated.

39. Any resignation or other termination or suspension of membership shall not relieve a member from his liability to pay any moneys due by him to the Association.

40. On the termination or suspension of membership for any reason neither the member nor the representative of such member shall have any interest in the Association or its property, nor shall such member or representative have or be entitled to claim any rights or privileges of membership of the Association.

MANAGEMENT OF THE ASSOCIATION

41. The general management of TANZ shall be vested in the Committee, who may exercise such powers as are not by the Act or by this Constitution required to be exercised by TANZ in general meeting. Refer also to clause 45.

42. The Executive Committee shall consist of the elected Executive Board Members and any delegates from each Region who take office with effect from the Annual General Meeting and shall hold office until the next Annual General Meeting when all offices are declared vacant. Retiring officers may offer themselves for re-election at that time. Businesses with membership in more than one Region are limited to one representative on the National Committee.

43. Until such time as the first Annual General Meeting the National Committee shall consist of the parties who have set their names to the documents of incorporation.

44. A role or position held by a person or officer of the Executive Board or of the Executive Committee will become vacant if the Officer or Committee member:

- a. Ceases to be a member of the Association; or
- b. Becomes an insolvent under administration within the meaning of corporate law; or
- c. Resigns from office by notice given in writing to the Secretary; or
- d. Becomes ineligible under clauses 54 and 55.

45. The Committee shall elect/appoint a President, Vice President, Treasurer, Secretary, Advisory Board member and any other appropriate members to the Executive Committee as deemed appropriate. As far as is practicable the Executive committee should include representatives from all Regions. All offices will be vacated at the commencement of each Annual General Meeting, and the outgoing President must vacate the Chair. A non-delegate attendee in the case of National and a non-committee person in the case of a Region shall conduct the election, "the Chairperson".

At Executive level only delegates or properly appointed proxies declared twenty-four (24) hours prior to the election are permitted to vote; they have one (1) vote only. The result of the vote (in numbers) shall be recorded in the minutes. The newly elected President shall not take the Chair until all Office Bearers are elected.

In the case of a deadlock of votes for any office the Chairperson has no casting vote and to ensure impartiality the Chairperson will adjourn the meeting for fifteen (15) minutes and allow a further vote to provide an opportunity to bring about a definitive result.

The election of any office not determined due to a deadlock situation will be adjourned to a future date and time as determined by all of the delegates. The delegates may appoint a temporary person to that office until the situation is resolved.

46. Any or all of the powers and duties of the Committee contained herein may, by resolution of the Committee, be delegated to and vested in the Executive Committee or to Regional Committees on such terms as the Committee may resolve from time to time.

47. No such resolution shall invalidate any prior act of the Committee which would have been valid if such resolution had not been passed.

48. Subject to this Constitution and the direction of the Committee, Regions of TANZ shall have the full power to manage and supervise their own business and general affairs.

49. Each Regional Committee shall appoint delegates to attend the next National Conference. A TANZ Regional Representative has 1 (one) vote and must vote in a manner for the good of TANZ and is not to be swayed or motivated by outside influences.

50. Each Regional Committee shall comprise not less than four nor more than fifteen members. The elected Regional Committee shall elect/appoint a President, Vice President, Secretary/Treasurer who shall comprise the Regional Executive Committee.

51. To ensure that anyone wishing to be a member is not disadvantaged by the absence of a ratified Region in the area they carry on business, membership is available and welcomed within their nearest Region.

52. All funds raised within the Region shall belong exclusively to TANZ Inc, any works done on behalf of TANZ will be paid for by TANZ, and unless otherwise delegated all costs will be paid to at National level.

53. Each Regional Committee must operate on the same principles that have been established by TANZ and are responsible for actions under their control.

54. Each Regional Committee may delegate any of its powers and responsibilities to a sub-committee consisting of such members as it thinks fit.

DISCIPLINARY POWERS

55. The Committee shall have the power in its absolute discretion to either expel any member or declare his membership terminated or suspend his membership either for a fixed period or indefinitely or to impose a fine or issue a reprimand to any members, if in the opinion of the Committee:

- a. The member has committed a breach of the Constitution or of any Rules or Code of Ethics published from time to time by the Committee;
- b. The member has acted in a manner detrimental or prejudicial to the interests of the Association or which may tend to bring the Association into contempt or disrepute;
- c. The member obtained his membership by improper means or without required qualifications;
- d. The member is not or is no longer desirable as a member of the Association.

In exercise of such powers the Committee may to the extent it thinks fit take into account any available recommendations of the relevant Division Committee. The Committee shall not be required to give reasons for any decision it may make under this Clause.

56. Removal of Members:

- a. TANZ in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his place to hold office until the expiration of the term of the first mentioned member.
- b. A Committee member who is the subject of a proposed resolution referred to in this clause, may make representation in writing to the Secretary or President of the Association (not exceeding reasonable length) and may request that the representations be provided to the members of the Association.
- c. The Secretary or President may give a copy of the representations to each member of the Association or, if they are not given, the member may require that they be read out at the meeting.

57. Right of Appeal:

- a. Should the Committee decide to expel or suspend a member or otherwise declare his membership terminated or impose a fine upon a member, such member shall have the right of appeal against such decision by the Committee.
- b. If an appeal is lodged against a decision of the Committee to expel or suspend or otherwise terminate the membership of a member, that membership shall be treated

as suspended during the period from lodgement of the appeal until the appeal is disposed of by decision of the Committee or by earlier withdrawal.

c. Any appeal by a member is to be lodged in writing within 14 days of the penalty being handed down and must include a summary of grounds on which the appeal is based. The Committee shall then within a further 14 days advise of the date and place at which the appeal will be heard and shall advise the appellant of the procedure to be adopted in accordance with the Policy and Procedures of the Association.

58. The Treasurer shall collect fees, levies and other moneys payable on account of the Association, pay all accounts authorised by the Association and shall keep correct accounts and books relating to all financial matters showing fully the financial affairs of the Association and such accounts and books shall show particulars as are usually shown in books and accounts of a like nature. The Treasurer and one other nominated member of the Executive shall be signatories to all cheques, drafts, bills of exchange, promissory notes and all other negotiable instruments.

59. The Treasurer, with the consent of the Committee may assign the performance of any or all of his duties to an appointee but shall nevertheless be responsible for the proper performance of such duties.

CHIEF EXECUTIVE/SECRETARY

60. A CEO and or Secretary may be employed by TANZ under such terms and conditions as it shall deem in the best interests of the Association.

61. The CEO/Secretary shall perform such duties as the Committee requires but as a minimum shall:

a. Keep the minutes of the Annual General Meeting and all meetings of the Committee in books provided for that purpose.

b. See that all notices are duly given in accordance with the Constitution and as are required by law.

c. Be the custodian of the corporate records.

d. See that the Seal of the Association is properly affixed to all documents, the execution of which on behalf of the Association under its seal has been duly authorised, and

e. Keep a register of the full name, postal address, Regional designation, firm or corporation with which associated, membership classification of each member and such information as the Committee may from time to time direct.

62. The Committee shall have the authority to appoint the CEO/Secretary as assistant Treasurer of the Association for the purpose of performing such duties as may be assigned by the President, Treasurer or Committee.

PROCEEDINGS AT MEETINGS

63. The Committee may meet together either in person or by telephone, facsimile, radio conference television or any other form of audio or audio-visual instantaneous communication for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit. A resolution passed at such conference shall, notwithstanding that the Committee members are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the committee held on the day and at the time of which the conference was held.

64. Questions arising at any meeting shall be decided by a majority of votes; in case of an equality of votes the Chairman shall have a second casting vote.

65. A Committee member shall not vote in respect of any contract in which he is interested, whether directly or indirectly or in respect of any matter arising out of such contract or proposed contract, and if he does so vote his vote shall not be counted, unless such Committee member has made a full disclosure to the Committee and obtained prior approval of the committee to vote in relation thereto.

66. Alternate Delegates:

a. A Regional Committee may appoint a person who is eligible for election as a delegate to be an alternative delegate for such period as the executive may in writing nominate. An alternative delegate is entitled to notice of meetings and if the elected delegate is not present at such meeting to vote in his stead.

b. The appointment of an alternate delegate may at any time be terminated by the Division Management notwithstanding that the period of appointment has not expired and terminates in any event if the elected delegate vacates office.

67. The President and any two delegates may and in the case of a Region on the requisition of the President or any two delegates shall at any time summon a meeting of the Committee.

68. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be six, or in the case of a Region shall be four.

69. The President or in his absence the Vice President shall be Chairman of all Committee meetings, provided that if at any meeting the President or Vice President is not present within five minutes after the appointed time for holding of same, the

delegates present may choose one of their number to be Chairman of the meeting. In the existence of a sponsored TANZ event or meeting the role of Chairperson may be performed by an appropriate representative of the head sponsor.

70. The Committee may appoint a sub-committee of its members, in addition to the Executive Committee consisting of such members as it thinks fit, to whom it may delegate any of its powers. Any sub-committee so formed shall have in the exercise of its powers so delegated to conform to any regulations that may be imposed on them by the Committee.

71. All acts done by any meeting of the Committee or a sub-committee or by any person acting as a delegate, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such delegates or persons or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a delegate.

GENERAL MEETINGS

72. The Annual General Meeting of members of the Association shall be held once in every calendar year at such time prior to 30th June each year at such place as may be prescribed by the Committee.

73. Business to be transacted at an Annual General Meeting of the Association shall be:

- a. Presentation of Annual reports from the President and the Treasurer;
- b. Presentation of accounts, balance sheet and Auditors Report;
- c. Election of the Executive Committee and other Office Bearers; and
- d. Any other business notified in writing to the National office not less than thirty days prior to the Annual General Meeting.

74. The Committee whenever they think fit, may convene an Extraordinary General Meeting. If at that time there are not sufficient members capable to form a quorum, any Committee member and any five members of the Association, or in the case of a Region six may convene an Extraordinary General Meeting in the same manner as near as possible as that in which meetings may be convened by the Committee.

75. Subject to the provisions of the Act relating to special resolutions, at least twenty-one days' notice shall be given on the manner set out below, specifying the place, the day and the time of the meeting and in the case of special business, the general nature of that business, to such persons as are entitled to receive such notices from the Association. However, with the consent of all members entitled to receive notice, a

particular meeting may be convened at shorter notice and in such manner as those members may think fit.

76. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of any general meeting.

77. If within fifteen minutes from the appointed time for general meetings a quorum is not present if convened upon the requisition of members then the meeting shall be dissolved. In any other case, it shall stand adjourned to such time and place as the Committee determine. If at the adjourned meeting a quorum is not present within fifteen minutes of the appointed time for the meeting the members present in person or by proxy shall be a quorum.

78. The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting to another time and place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the adjourned meeting.

79. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

80. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

81. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by at least two members entitled to vote in person or by proxy. Unless a poll is demanded, a declaration by the Chairman that the resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect is made in the minutes of the Association shall be conclusive evidence of the fact of the votes recorded in favour of or against that resolution.

82. If a poll is duly demanded it shall be taken as the Chairman directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

83. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman shall have a second or casting vote.

84. A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith. A poll on any other question shall be taken at such time as the Chairman directs.

VOTES OF MEMBERS

85. Subject to the following clause, every member of the Association entitled to vote shall have one (1) vote at any meeting of members of the Association be it National or Regional.

86. Any member carrying on business in more than one Region entitled to vote shall be limited to two (2) votes at any General Meeting of the Association at National Level.

87. No member shall be entitled to vote at any meeting of members unless all moneys presently owed and payable by him to the Association as subscriptions, levies or fines have been paid.

88. On a poll, votes may be cast personally, by proxy or by representative.

89. The instrument appointing a proxy or representative shall be in writing under the hand of the appointer or his attorney duly authorised in writing, in the form set out in the Schedule or to similar effect. A proxy must be a member of the Association.

90. Each member is entitled to appoint another as a proxy by notice given to the President or in a Division the Secretary no later than 24 hours before the time of the meeting of which the proxy is appointed or adjourned meeting.

MINUTES/CUSTODY AND INSPECTION OF BOOKS AND RECORDS

91. The Committee shall cause minutes to be kept and maintained in the most suitable form of:

- a. All appointments of officers made by the Committee
- b. The names of the Committee members present at each meeting and of each sub-committee
- c. All resolutions of the Association, the Committee, the Executive and of sub-committees.

92. The Committee shall cause proper accounts to be kept with respect to:

- a. All sums of money received and expended by the Association and the matter in which the receipt and expenditure takes place;
- b. All sale and purchases of goods by the Association;
- c. The assets and liabilities of the Association; and
- d. Such matters as are required by the Act.

93. The accounts shall be kept at the registered office of the Association or such place/s as the committee sees fit, and shall be open for inspection by the Committee.

94. All accounts, books and records shall be available for inspection by any member/s requesting same. Members may take copies of such records if they wish at their own cost.

AUDIT

95. Auditors shall be appointed at the Annual General Meeting.

NOTICES

96. Service of notice shall be as follows:

a. A notice may be given by the Association to any member personally, by facsimile, electronically or by post to his registered address or last known postal address.

b. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a meeting at the expiration of forty-eight hours after the letter is posted or in any other case at the time at which the letter would have been delivered in the ordinary course of the post.

97. Notice of every general meeting shall be forwarded to every member entitled to receive same.

INDEMNITY

98. Any delegate or Executive Committee member and any person employed by the Association shall be entitled to be indemnified out of the funds of the Association against all liabilities incurred by him in his capacity as a Delegate or employee in defending any proceedings whether criminal or civil, in which judgment is given in his favour or he is acquitted.

SIGNING OF DOCUMENTS FOR THE ASSOCIATION

99. Any deed or instrument binding on the Association may only be signed by authority of a resolution passed at a meeting of the Committee or Executive Committee, and any such document or instrument shall be signed by two members of the Executive Committee including the President and/or Secretary where they are available.

INTEREST NOT TRANSFERABLE

100. No interest of any member of the Association shall be sold, encumbered or transferred to any person whatsoever.

ALTERATION OF CONSTITUTION AND RULES

101. Any general meeting duly convened for the purpose shall be empowered to repeal and/or amend any of the Articles of the Constitution by special resolution provided that requisite notice of the resolution has been given.

102. Rules and Code of Ethics:

a. The Committee shall have the power to propose the adoption of Rules or code of Ethics governing the affairs of the Association or the amendment or repeal of such Rules and amendment of the Code of Ethics. The Committee shall refer such proposals to the Regions and changes shall not come into effect unless they are ratified by the Regional members.

b. Upon such ratification the Committee shall publish such Rules or Code and cause to be distributed to all members and same shall be binding on all members of the Association from the date of publication by the Committee.

GRIEVANCE PROCEDURE

103. The grievance procedure applies to disputes between either a member and another member; or a member and the Association, and applies as follows:

a. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within fourteen days after the dispute comes to the attention of the parties.

b. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within ten days, hold a meeting in the presence of a Mediator.

c. The Mediator must be:

i. A person chosen by agreement of the parties; or

ii. In the absence of agreement:

iii. In the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or

iv. In the case of a dispute between a member and the Association, a person who is a Mediator nominated by the New Zealand Law Society.

d. A member of the Association can be a Mediator.

e. The Mediator cannot be a member who is party to the dispute.

f. The parties in the dispute must, in good faith, attempt to settle the dispute by mediation.

g. The Mediator conducting the mediation, must:

i. Give the parties to the mediation every opportunity to be heard, and

ii. Allow due consideration by all parties of any written statement submitted by any party, and

iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

h. The Mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act and otherwise at law.

Authorised on 15th February 2023 by office bearers : -



President

Name : Brendon Mark Manson



Vice President

Name : Christopher Michael Withers



Treasurer

Name : Russell Judge