

Constitution of the National Kitchen & Bathroom Association (NZ)
Incorporated (“NKBA”)
12 Sept 2008 – 12 Sept 2009

1 Name

- 1.1 The name of the Association shall be the **National Kitchen & Bathroom Association (NZ) Incorporated**.

2 Registered Office

- 2.1 The Registered Office of the Association shall be at such place as may from time to time be determined by the Executive Committee.

3 Interpretation

- 3.1 In this Constitution, unless the context otherwise requires:

“**Association**” means the National Kitchen and Bathroom Association (NZ) Incorporated.

“**Certified Designers Society**” means the Certified Designers Society established by the Association pursuant to Rule 18.

“**Certified Designers Society Member**” means a member of the Certified Designers Society.

“**Code of Practice**” means the Code of Practice attached to this Constitution (as subsequently modified or replaced), which each Member must agree to abide by as a condition of membership pursuant to Rule 6.6.

“**Committee**” means the Executive Committee, a Regional Committee or a Sub-committee.

“**Executive Committee**” means the executive committee of the Association constituted in accordance with Rule 11.

“**Financial Member**” means a Member who has paid the annual Subscription and any other levies due to the Association in full or has reached an agreed arrangement for such payment.

“**Financial Year**” means the period beginning on the 1st day of January in any year and ending on the 31st day of December of that year.

“**General Meeting**” means an annual general meeting or an extraordinary general meeting of the Association.

“**Industry**” means the kitchen and bathroom design and manufacturing industry.

“**Intellectual Property**” means all and any logos, trademarks (whether registered or not), symbols and designs of the Association.

“**Life Member**” means an individual granted life membership status in accordance with Rule 6.7.

“**Link Member**” means a current member of New Zealand Joinery Manufacturers Federation (NZJMF) or other appropriate associations primarily engaged in the manufacture and or supply of kitchens and bathrooms.

“**Member**” means a National Member, Link Member, or Life Member.

“**National Member**” means a financial Member of the Association who agrees to and signs the Association’s Code of Practice but who does not fall under the category of Link Member or Life Member.

“**Non-financial Member**” means a Member who has not paid the Subscription and levies due within the period prescribed under Rule 7.2 and on whom notice of termination of membership under Rule 8.1b has not been served.

“**Regional Chapter**” means a regional chapter of the Association, including Auckland, Bay of Plenty, Waikato, Taranaki, Central North Island, Hawkes Bay, Wellington, Top of South Island, South Island and Southern Regional Chapters, together with any additional or modified regional chapter.

“**Regional Committee**” means a Committee of the Regional Chapter constituted in accordance with Rule 12.

“**Review Report**” means an annual report on the Association’s annual accounts to be prepared and presented in accordance with Rule 16.

“**Rules**” means the rules contained in this Constitution.

“**Sub-Committee**” means a sub-committee of the Executive Committee or a Regional Chapter.

“**Subscription**” means the annual subscription fee payable by each Member pursuant to Rule 7.

3.2 **Singular and plural:** In this Constitution, if not inconsistent with the context:

3.2.1 words importing the singular number only include the plural, and vice versa; and

3.2.2 words importing persons include firms and corporations and firm includes partnership.

3.3 **Headings:** Headings shall not affect the interpretation of this Constitution.

3.4 **Reference to statutes:** Unless the context otherwise requires, references to a statute include:

3.4.1 amendments to that statute;

3.4.2 a statute passed in substitution for that statute; and

3.4.3 regulations passed under that statute or any of its amendments or under a statute passed in substitution for that statute.

4 **Objects**

4.1 The objects of the Association shall be:

- 4.1.1 To promote the interests and welfare of its Members by fostering and encouraging a conducive atmosphere for the conduct of business within the Industry through co-operative effort.
- 4.1.2 To endeavour to develop and maintain improved business methods, operating techniques and standards of competence that will aid the Industry and in turn the customers of the Members.
- 4.1.3 To acquire, analyse and disseminate all proper information and data pertinent to the Industry so as to enable the Industry to conduct itself with the greatest economy and efficiency.
- 4.1.4 To co-operate with other industries and organisations both in New Zealand and elsewhere.
- 4.1.5 To advance and encourage lawful practices, customs and usage within the Industry.
- 4.1.6 To promote and encourage continual educational and training programmes for those connected with, or wishing to become affiliated to, the Industry.
- 4.1.7 To oversee mediation or arbitration in the event of disputes between Members and their customers.
- 4.1.8 To encourage the continual development and advancement of products within the Industry in such a manner as to aid the public interest and the Industry.
- 4.1.9 To promote the views and interests of the Association to governmental organisations.

5 Powers

- 5.1 The Association may from time to time take such steps to acquire such property and set up such organizations or institutions for the attainment of any or all of the above objects as it shall deem necessary or expedient and, in particular, shall be empowered to:
 - 5.1.1 Engage or employ persons to assist in the operations of the Association and where necessary to remunerate any such person or persons and to determine such engagement or employment.
 - 5.1.2 Purchase, take on lease, exchange, hire and otherwise hold any real and personal property and any rights or privileges which the Association may think necessary or convenient for its purposes and, in particular, land, buildings, easements, vehicles, plant and equipment.
 - 5.1.3 Obtain and raise funds by subscriptions, donations or public or personal appeals or any other means.
 - 5.1.4 Print and publish newspapers, magazines, periodicals, books, leaflets and websites and produce and promote radio, television and film programmes, documentaries and advertisements.
 - 5.1.5 Establish, support and aid in the establishment of or become affiliated to any other society or organization having similar objects in whole or part to the objects of the Association or whose operation could assist the Association in the attainment of any of its objects.
 - 5.1.6 Invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined by the Association and in particular to invest the same on mortgage or purchase of real freehold, leasehold or personal property, shares or securities or by depositing the same with any bank, company, firm or person at interest.

- 5.1.7 Borrow or raise or secure the payment of money in such manner as the Association may think fit and in particular by the issue of mortgages, debentures, bonds or any other security charged upon all or any of the property of the Association (both present and future) and to purchase, redeem or pay off such securities.
- 5.1.8 Mortgage, lease, grant rights and privileges over, sell, let or otherwise dispose of the whole or part of any property of the Association or share or interest therein.
- 5.1.9 Act as trustee and undertake and execute any trusts, either gratuitously or for remuneration.
- 5.1.10 Enter into guarantees and indemnities and facilitate means for settling disputes through the provision where appropriate of dispute resolution facilities or services in conjunction with use of recommended standard terms and conditions of contract.
- 5.1.11 Establish an honorarium for any of the officers of the Association provided that any such honorarium shall be notified to Members at the next Annual General Meeting.
- 5.1.12 Impose by resolution approved at a General Meeting of the Association a special levy up to a maximum of \$300 on each Member in any Financial Year.
- 5.1.13 Set a charge or fee from time to time for the use of the Association's name, device, logo or symbol in advertising or promotional activities by Members and Regional Chapters and for the purposes of defraying the costs of assisting in the resolution of disputes involving Members.
- 5.1.14 Require a Member who does not expeditiously replace or repair a faulty product, having become legally obliged to do so by reason of a judgement or award of an arbitrator or in terms of any contract by way of settlement of dispute, to reimburse the Association on invoice for any expenses incurred by the Association beyond those relating to dispute resolution (including, but not limited to, the cost of procuring repair or replacement through another Member).
- 5.1.15 Do all such things as are incidental or conducive to the attainments of the objects and the exercise of the powers of the Association.

Nothing contained in these Rules shall empower the Association to undertake any activity for the private gain of any of its members; neither shall funds or property be distributed to any of its members. No Member or any company or business or firm in which a Member has a financial interest (other than in a public listed company) shall receive any payment from the Association's funds by way of grant or loan other than for specific services rendered to the Association.

6 Membership

- 6.1 Any reputable person or persons or company or incorporated society approved by the Executive Committee shall be eligible for membership of the Association. The general qualifications for membership shall be:
 - 6.1.1 The person or company or incorporated society applying for membership shall have requisite Industry experience.
 - 6.1.2 A Member involved in the manufacture of equipment and/or allied products shall provide evidence of quality of product, after sales service and such other standards as the Executive Committee may from time to time determine.

- 6.1.3 A Member engaged in the provision of services which can be related to the Industry shall provide a record of services offered for evaluation before acceptance by the Executive Committee.
- 6.2 Each Regional Committee within which the applicant's main business is carried on or head office is located shall initially consider the applicant's suitability for membership and forward their recommendation to the Executive Committee for final approval.
- 6.3 The Executive Committee at its discretion may accept or decline membership of any applicant in special circumstances not specifically covered by the provisions of this Rule 6.
- 6.4 Continuation of membership shall depend on reasonable attendance by any Member at local or Regional Chapter meetings and other Association events (including the annual conference of the Association and educational training programmes) and payment of Subscriptions and levies.
- 6.5 All applications for membership shall include a declaration signed by the applicant stating that the applicant has read and agrees to abide by the Rules in this Constitution in all respects.
- 6.6 All Members are deemed to accept the obligations and duties contained in the Code of Practice.
- 6.7 Any individual with a long recognised service to the Association may be nominated by the Committee as a "Life Member" and announced at any Annual General Meeting. A Life Member shall be exempt from paying a Subscription. A Life Member shall enjoy voting rights.
- 6.8 A National Member shall have voting privileges at local chapter meetings and any national General Meeting convened by the Association.
- 6.9 A Link Member may serve on a Regional Committee and is entitled to voting privileges at Regional Chapter level and any national General Meeting convened by the Association. A Link Member may not hold the office of Vice President or National President of the Association.
- 6.10 A Non-financial Member shall be liable for the full annual cost of membership but shall not be entitled to benefits of membership until becoming a Financial Member.

7 Subscriptions

- 7.1 The initial joining fee applicable to all new members and the annual Subscription for each category of membership shall be such sum as the Executive Committee decides for each Financial Year.
- 7.2 Unless otherwise agreed by the Executive Committee, Subscriptions shall be payable by each Member within 30 days from date of the invoice sent to each Member detailing the Subscription payable.

8 Termination of Membership

- 8.1 Membership of the Association may be terminated:
 - 8.1.1 If a Member resigns by notice in writing to the registered office of the Association.

- 8.1.2 If the Subscription of a Member is more than 3 months in arrears from the date of the invoice sent to the Member detailing the Subscription payable.
- 8.1.3 If a Member, being a company, has a material change of control not consented to by the membership subcommittee of the Executive Committee.
- 8.1.4 If a Member, being a company, goes into liquidation, has a receiver or administrator appointed, a meeting is called for the purpose of considering the appointment of a liquidator or becomes insolvent.
- 8.1.5 If a Member, being a natural person, commits any act of bankruptcy or has a receiver or manager appointed over any of his or her property.
- 8.1.6 If a Member, in the reasonable view of the membership subcommittee of the Executive Committee, has brought the goodwill and reputation of the Association into disrepute.
- 8.1.7 If for any reason other than (a), (b), (c), (d), (e) or (f) above, the membership subcommittee of the Executive Committee by a majority of its members resolves that the membership of any Member be terminated, but subject to clause 8.3.
- 8.1.8 If a resolution for the removal of Member from the Association is passed by a three-fourths majority of Members entitled to vote and present at a General Meeting called for that purpose.
- 8.2 For the purposes of Rule 8.1a, Membership shall terminate as from the date of receipt of notice properly given but shall be without prejudice to the obligation of the Member to pay all Subscriptions and levies owing to that date. A former Member who has resigned in accordance with this Rule shall not be eligible for re-admission to membership for a period of a full year following the Financial Year in which resignation took place and re-admission shall be dependent upon the former Member meeting the requirements of membership contained in these Rules at the time of application for re-admission.
- 8.3 Any Member whose membership is terminated in terms of clauses 8.1f or g may, subject to incurring liability for costs as hereinafter set out, within one month of receipt of notice of termination by notice in writing delivered to the Executive Committee at the Association's registered office require the full Executive Committee to review the decision of the membership subcommittee of the Executive Committee. The Executive Committee shall within one month of receipt of such notice call a meeting to consider the termination. Termination of membership shall continue to have effect unless and until determined otherwise by a resolution passed by a three-fourths majority of members of the full Executive Committee. In the event of the Executive Committee confirming termination of membership, the Executive Committee at the same time may resolve that the terminated Member shall pay the Executive Committee's expenses in calling the said meeting. Any decision of the Executive Committee shall be final and not reviewable by way of an extraordinary General Meeting.
- 8.4 Where following a formal review occasioned by settlement of a dispute, a Member shall in the opinion of the Executive Committee be found to have failed to comply with the Code of Practice or subsequently shall have taken insufficient steps to improve service to customers as required by the Code of Practice, the Executive Committee may at its discretion impose a penalty on such Member which may be a reprimand or fine or termination of membership. The Member concerned shall have the right to present a case to the Executive Committee prior to a decision being taken on the need for and form of penalty. Any such decision of the Executive Committee shall be final and not reviewable by way of an extraordinary General Meeting.

9 Obligations on Termination

- 9.1 On termination of membership in accordance with Rule 8, for whatever reason, each former Member shall at its own cost immediately:
 - 9.1.1 destroy or permanently remove from any property owned or controlled by that former Member, all signs which incorporate any Intellectual Property in part or in full, to the satisfaction of the Executive Committee;
 - 9.1.2 destroy or surrender to the Association all stationery of whatever kind incorporating any Intellectual Property, or which in the opinion of the Executive Committee might lead the public to believe that the former Member is still a Member of the Association; and
 - 9.1.3 cease to represent to the public or the former Member's customers that the former Member is still a Member of the Association.
- 9.2 For the avoidance of doubt, the obligations referred to in Rule 9.1 above shall survive termination of membership pursuant to Rule 8.
- 9.3 If in the reasonable opinion of the Executive Committee the obligations referred to in Rule 9.1 above have not been complied with by a former Member then the Executive Committee shall be entitled to publish in any publication a notice stating that that former Member is no longer a Member of the Association, and the Executive Committee shall be entitled to give such notice to such of the customers of that former Member as it sees fit. Neither the Executive Committee or the Association shall be liable for any loss of any kind which the former Member may suffer as a result of any notice being given pursuant to this clause 9.3.

10 General Meetings and Voting

- 10.1 The Association shall hold an Annual General Meeting in each year at such time and place as the Executive Committee shall appoint.
- 10.2 The business of the Annual General Meeting shall be:
 - 10.2.1 To consider the report of the President and the annual accounts of the Association for the previous Financial Year.
 - 10.2.2 To elect a President and Vice-President for the ensuing year.
 - 10.2.3 To approve the election of an Executive Committee and other honorary officers of the Association.
 - 10.2.4 To decide on any resolution which may be duly submitted to the meeting of which notice has been lodged with the Secretary or Executive Officer not less than 21 days before the date of the meeting.
 - 10.2.5 To consider any proposed alterations, additions or amendments to the Rules given in accordance with Rule 21.
 - 10.2.6 To appoint a qualified person to perform an independent review of the Association's annual accounts for the ensuing year in terms of Rule 16.
 - 10.2.7 To confer Life Membership of the Association on the recommendation of the Executive Committee.

- 10.3 All General Meetings other than Annual General Meetings shall be extraordinary General Meetings.
- 10.4 Meetings of the Association shall be regulated in accordance with the provisions of Schedule 1.

11 Executive Committee and Officers

11.1 The business and affairs of the Association shall be conducted by an Executive Committee on behalf of the Association who, without any further authority than that contained herein, may execute and perform all or any of the acts, deeds and things which the Association is authorised and empowered to execute and perform save and except only those acts, deeds and things expressly required to be authorised or executed and performed by the Association in general business.

11.2 There shall be a maximum of 10 Board Members who must be elected or ex-officio appointed in accordance with the provisions of this clause and who shall all have full voting rights. The Board must comprise:

- (a) a maximum of four (and a minimum of two) ex-officio Executive Committee Members (see Rule 11.3);
- (b) the President;
- (c) the Vice President; and
- (d) a maximum of five Board Members elected pursuant to Rule 11.4.

11.3 The ex-officio Executive Committee Members shall be the Executive Officer (appointed pursuant to Rule 13.4) together with any other employees of the Association appointed to the Executive Committee, provided that the number of ex-officio Executive Committee Members shall not exceed four or be fewer than two at any one time.

11.4 The elected Executive Committee Members must be elected by Members at an Annual General Meeting and shall comprise:

- (a) three Regional Representatives (consisting of the Auckland and Northland Representative, the South of Auckland to Wellington Representative and the South Island Representative);
- (b) the Certified Designers Representative; and
- (c) the Manufacturing/Supplier Representative.

For the avoidance of doubt, there is no obligation to appoint all of the candidates to fill the vacancies. The Executive Committee may continue to act notwithstanding any vacancy in its number, provided a quorum remains in office in terms of Schedule 2.

11.5 To be eligible for election the candidate must:

- (a) be an eligible person in terms of Rule 11.13;

- (b) not have been a paid employee or paid independent contractor of the Association in the 3 years prior to the election, unless the Executive Committee (at its sole discretion) grants the candidate an exemption from this requirement;
- (c) not be an individual who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years;
- (d) not be prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993;
- (e) not be disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005; and
- (f) not be subject to a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

11.6 No staff member of the Association, other than the ex-officio Executive Committee members shall be eligible to stand for positions on the Executive Committee.

11.7 Elections shall be conducted as follows:

- (a) a 'for'/'against' vote will be taken for each candidate;
- (b) out of the number of votes cast for and against a particular candidate, that candidate must receive more than 50% 'for' votes to be successful;
- (c) if there are more successful candidates (ie candidates who receive more than 50% 'for' votes out of all votes cast in respect of that candidate) than there are vacancies, those with the most 'for' votes will fill the vacancies.

11.8 The position of President and Vice-President shall, where possible, be filled by members of the Executive Committee having served at least one prior year on the Executive Committee.

11.9 The President's term of office shall not exceed three years. Elected Representatives (other than the President) **shall hold office for a minimum of two years** and shall retire at the Annual General Meeting coinciding with such minimum term. Any retiring member of the Executive Committee, subject to the provision of Rules 11.10 and 11.14, shall be eligible for re-election.

11.10 No person may hold office on the Executive Committee for more than three consecutive years. At the end of three consecutive years, a person will not be eligible for re-election or appointment to the Executive Committee for a period of 12 months.

11.11 A President vacating office at any annual General Meeting shall become an ex-officio member of the Executive Committee as Immediate Past President for the ensuing year. The appointment is restricted to one year and lapses after this time or when a President in office is re-elected President.

- 11.12 The Executive Committee shall have the power to co-opt up to two individuals without Executive Committee voting rights, having special skills or experience to advise and assist the Executive Committee on the direction of the Association or on any specific project for the furtherance of the Association's objectives.
- 11.13 Any voting Member as defined in Clause 3 of Schedule 1 shall be eligible for election of his or herself to the Executive Committee, or in the case of a Member which is a company, of a representative to the Executive Committee.
- 11.14 No person shall be eligible for election to any office at any annual General Meeting unless notice in writing duly signed by at least two Financial Members of their intention to propose that person for election shall have been lodged at the registered office of the Association at least 14 days preceding the annual General Meeting at which the election is to be held.
- 11.15 If at the close of nominations there are more persons nominated than there are vacancies a ballot shall be taken to determine who shall be elected to the Executive Committee. If nominations do not exceed vacancies, no ballot shall be taken and all persons nominated shall be declared elected by the Chairperson at any annual General Meeting. Any vacancies still existing may be filled by election at such annual General Meeting from Members eligible and present thereat.

12 Regional Chapters Committee and Officers

- 12.1 The business and affairs of a Regional Chapter shall be conducted by a Regional Committee on behalf of the Regional Chapter who may execute and perform any or all the acts deeds and things for which the Association delegates authority in writing. The Regional Committee shall consist of a Chairperson together with a Secretary/Treasurer and such number of Committee members deemed necessary by the Regional Chapter to adequately discharge its obligations to the Association. A minimum of **five Financial Members** of the Association is required to maintain Regional Chapter status and a representative on the Executive Committee subject to the discretion of the Executive Committee. No person shall hold office as Chairperson of a Regional Chapter for more than three consecutive years.

13 Duties of Association Officers

- 13.1 The President shall be the elected head of the Association and shall exercise general supervision of the affairs of the Association by ensuring the proper observance of the Rules contained in this Constitution. The President shall be ex-officio a member of all Regional Committees, Sub-committees and the Certified Designers Society.
- 13.2 The Secretary or Executive Officer shall be responsible for the keeping of proper minutes and for ensuring correct and timely notices for meetings are issued.
- 13.3 The Treasurer, at such regular periods as the Committee may determine, shall receive from the Executive Officer and verify all Subscriptions, levies, donations and other moneys collected or received by the Association. All such moneys shall be lodged to a bank account held in the name of the Association. The Treasurer or the Executive Committee shall recommend all payments out of Association funds for approval.
- 13.4 The Association in exercise of its powers under Rule 5.1 a. may appoint an Executive Officer to manage and direct its activities, either as an employee or independent contracted consultant. The Executive Officer shall be responsible to the Executive Committee and shall keep accurate records of all receipts and payments preparing and submitting periodic statements as the Executive Committee thinks fit showing income and expenditure for the preceding period. The Executive Officer shall further prepare and submit to audit or review

the annual statement of accounts for presentation to the annual General Meeting of the Association. (S)he shall ex-officio be entitled to attend all Committee and Sub-committee meetings and all meetings of the Certified Designers Society.

14 Meetings of Committee

14.1 Meetings shall be regulated in accordance with Schedule 2.

15 Limitation of Liability For Committee Members

15.1 No Committee member shall be held personally liable to the Association or any Member, customer or any other person for any loss (whether direct or indirect, consequential or incidental) caused as a result of any action or inaction taken in accordance with the Rules of this Constitution if that act or omission is not attributable to the Committee member's own dishonesty.

15.2 Each Committee member and a person acting on behalf of a Committee member shall be completely indemnified out of the Association's funds for any liability they may incur arising in any way out of or in connection with acting or purporting to act as a Committee member provided such liability is not attributable to his or her own dishonesty or to the wilful commission or omission by him or her of an act known by him or her to be a breach of the Rules of this Constitution.

16 Independent Review

16.1 An independent and suitably qualified person shall be appointed at the annual General Meeting to provide a Review Report of the Association's annual accounts. (S)he shall review the accounts to be presented at the annual General Meeting and shall report before the accounts are presented to the annual General Meeting whether the accounts are in her/his opinion drawn up so as to show the true position of the Association's affairs.

17 Payments

17.1 All payments shall be made by direction of the Executive Committee by cheques signed by any two of the following, namely, the President, Vice-President, Treasurer, Secretary or Executive Officer and, in the case of Regional Chapters, by any two from a Regional Committee.

18 Certified Designers Society

18.1 **Establishment:** The "N.K.B.A. (N.Z.) Certified Designers Society" ("Society") shall comprise those individuals accredited by the Society and approved by the Executive Committee of the Association.

18.2 **Membership:** Retention of Society membership and right to use the relevant Certified Kitchen and/or Bathroom Designer practising designation for accredited individuals employed by National or Link Members shall be through payment of an affiliation levy set by the Executive Committee of the Association.

18.3 **Certification:** The primary purpose of the Society shall be to confer on individuals certification attesting to their competence and achievement as kitchen or bathroom designers. The Executive Committee of the Association shall base this certification on objective standards promulgated by the Society after approval.

19 Common Seal

- 19.1 The Common Seal of the Association shall be in the custody of the Secretary and shall be affixed pursuant to the resolutions of the Executive Committee to such documents as the Executive Committee may from time to time direct by any two of the following, namely, the President, Vice-President, Treasurer and Secretary.

20 Inspection of Constitution

- 20.1 This Constitution shall be available for inspection by any Financial Member at the registered office of the Association at any time during ordinary business hours. A copy of this Constitution shall be supplied to any Financial Member on request free of charge.

21 Alteration of Rules and Code of Practice

- 21.1 The Rules of the Association contained in this Constitution shall not be rescinded, altered, added to or amended except by resolution passed by a three-fourths majority of Members present, entitled to vote and voting at an Annual General Meeting of the Association of which at least 21 days written notice has been given specifying the proposed alteration, addition or amendment.
- 21.2 The Members of the Association may by resolution in General Meeting make, amend or rescind regulations or by-laws not inconsistent with the Incorporated Societies Act 1908 or with the Rules contained in this Constitution for such purpose as may be specified in that regard in the Rules.
- 21.3 The Code of Practice shall not be rescinded, altered, added to or amended except by resolution passed by the majority of members of the Executive Committee.

22 Interpretation of Rules and Code of Practice

- 22.1 Any doubt or difficulty arising as to the interpretation of these Rules or regulations or by-laws made thereunder shall be determined by the Executive Committee whose decision shall be final and binding but subject to review by any court of competent jurisdiction.

23 Dissolution

- 23.1 The Association may be wound up voluntarily if at a General Meeting of its Members a resolution is passed requiring the Association to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be so confirmed was passed. No more than a simple majority is required to pass or confirm a resolution proposed under this Rule.
- 23.2 If upon the winding up of the Association or its dissolution by the Registrar of Incorporated Societies there remains after satisfaction of all its liabilities any property, the same shall be distributed to a charitable cause or causes as may be decided by a majority of Association Members at a General Meeting.

Schedule 1

- 1 The Executive Committee may, whenever it shall think fit and in any case upon a requisition made in writing by any 3 or more Executive Committee members or any 10 or more Financial Members of the Association, call an Extraordinary General Meeting. Any such requisition shall state the object of the meeting proposed to be called and the business to be transacted thereat and shall be left at the registered office of the Association. No other business than that set forth in the requisition shall be transacted or considered at any such meeting.
- 2 If the Executive Committee fails within 21 days of receipt of such requisition to convene an extraordinary General Meeting to be held within 45 days from the date of receipt of the requisition, then those Members calling the extraordinary General Meeting or a majority of them may themselves convene an extraordinary General Meeting to be held not later than 3 calendar months from the date of the requisition and in any case the Association shall pay the costs of such extraordinary General Meeting.
- 3 All Financial Members shall be entitled to vote at any General Meeting of the Association.
- 4 The Executive Committee shall cause written notice of any General Meeting of the Association to be sent to every Member of the Association. Such notice shall state the nature of the business to be considered at such General Meeting.
- 5 A notice may be served by the Association upon a Member, either personally or by publication in a magazine published for the Association and posted to Members at least 21 days prior to the General Meeting of which notice is given, or by posting to a Member addressed to their last known place of residence or business. Any notice sent through the post shall be deemed to have been served on the day following the day on which the envelope or wrapper containing the notice was posted properly addressed and non-receipt thereof shall not invalidate any election or other proceedings.
- 6 No business shall be transacted at any General Meeting of the Association or a Regional Chapter unless a quorum is present at the time the General Meeting proceeds to business. One-fourth of the voting membership of the Association or Regional Chapter as the case may be, present in person shall be a quorum.
- 7 If within a half-hour from the time appointed for a General Meeting, a quorum is not present the General Meeting, if convened upon the requisition of Members in pursuance of Clauses 1 and 2 of this Schedule 2, shall be dissolved.
- 8 The President (or in the absence of the President then the Vice-President) for the Association or for a Regional Chapter shall preside as Chairperson for General Meetings of the Association or a Regional Chapter, as the case may be. If neither the President nor the Vice-President is present at the time appointed for the holding of the General Meeting or, if being present declines to take the chair, the Members present may choose one of their number to chair such General Meeting.
- 9 The Chairperson, with the consent of the Members present, may adjourn any General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than business left unfinished at the General Meeting from which the adjournment took place. If a General Meeting (other than a General Meeting under terms of Clause 7 of this Schedule 1) is adjourned by reason of the presence of insufficient Members to form a quorum, then the number of Members entitled to vote and present at the adjourned General Meeting shall constitute a quorum.

- 10 Every motion submitted to any General Meeting shall be decided in the first instance on a show of hands or at the direction of the Chairperson or upon request by any three Members entitled to vote by a poll and in the case of equality of votes the Chairperson shall have a casting as well as a deliberative vote. Any poll shall be taken in such manner as the Chairperson shall direct.
- 11 At any General Meeting a declaration by the Chairperson that a resolution has been carried shall be decisive and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 12 At any General Meeting, if any resolution is ruled out of order by the Chairperson or should the Chairperson for any reason refuse to put a motion for a resolution to the vote, then any Member may move a resolution that the General Meeting disagree with the Chairperson's ruling or that the resolution be put. If such motion is duly seconded, the Chairperson shall put it to the General Meeting and if it be carried shall be bound to put the original motion or leave the chair, provided that if (s)he should leave the chair another Chairperson shall at once be elected and shall immediately put to the General Meeting the motion previously rejected, subject in all cases to Clause 13 of this Schedule 1.
- 13 No business shall be transacted or considered at any annual General Meeting other than the business set forth in Rule 10.2 of this Constitution nor shall any business be transacted or considered at any extraordinary General Meeting convened on the requisition of members pursuant to Clauses 1 and 2 of this Schedule 2 other than as set forth in the requisition.

Schedule 2

1 Chairperson

- 1.1 The President shall act as chairperson of meetings of the Executive Committee while he or she continues to hold that office.
- 1.2 If at a meeting of the Executive Committee the President is not present within 10 minutes after the time appointed for the commencement of the meeting, the Executive Committee members present may choose one of their number to be chairperson of the meeting.

2 Notice of Meeting

- 2.1 Notice of a meeting of the Executive Committee must be given to every Executive Committee member). The notice must include the date, time, and place of the meeting. The notice need not be in writing. At least 7 days' notice must be given of any meeting.
- 2.2 An irregularity in the notice of a meeting is waived if all Executive Committee members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Executive Committee members entitled to receive notice of the meeting agree to the waiver.

3 Methods of Holding Meeting

- 3.1 A meeting of the Executive Committee may be held either:
 - a. by a number of the Executive Committee members who constitute a quorum being assembled together at the place, date, and time appointed for the meeting; or
 - b. by means of telephone communication pursuant to Clause 4 of this Schedule.

4 Meetings by Telephone

- 4.1 The contemporaneous linking together by telephone of a number of the Executive Committee members not less than the quorum, whether or not any one or more of the Executive Committee members is out of New Zealand, shall be deemed to constitute a meeting of the Executive Committee members. The following conditions shall be met in relation to a telephone meeting:
 - 4.1.1 all the Executive Committee members for the time being entitled to receive notice of a meeting of the Executive Committee members shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given on the telephone;
 - 4.1.2 if all reasonable efforts are made to contact an Executive Committee member to give notice of a meeting, including by telephone, and the Executive Committee member cannot be contacted, notice of the meeting shall be deemed to have been given;
 - 4.1.3 each of the Executive Committee members taking part in the meeting by telephone must be able to hear each of the other Executive Committee members taking part at the commencement of the meeting;
 - 4.1.4 at the commencement of the meeting and at or about the closure of the meeting, each Executive Committee member must acknowledge his or her presence for the purpose of a meeting of the Executive Committee members to all the other Executive Committee members taking part;

- 4.1.5 an Executive Committee member may not leave the meeting by disconnecting his or her telephone unless he or she has previously obtained the express consent of the chairperson of the meeting. An Executive Committee member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless he or she has previously obtained the express consent of the chairperson to leave the meeting;
- 4.1.6 a minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting; and
- 4.1.7 for the purposes of this Clause “**telephone**” shall include television or any other audio and visual device which permits instantaneous communication.

5 **Quorum**

- 5.1 A quorum for a meeting of the Executive Committee is a majority of the Executive Committee members.
- 5.2 No business may be transacted at a meeting of Executive Committee members if a quorum is not present.
- 5.3 If notice of a meeting of the Executive Committee has been properly given under Clause 2 of this Schedule and a quorum is not present within 30 minutes after the time appointed for the meeting, any Executive Committee member may by not less than 2 days’ notice to every Executive Committee member convene a further meeting of the Executive Committee. If at that further meeting a quorum is not present within 30 minutes after the time appointed for the meeting, any Executive Committee members present is a quorum.

6 **Voting**

- 6.1 Every Executive Committee member has one vote.
- 6.2 A resolution of the Executive Committee is passed if it is agreed to by all Executive Committee members present without dissent or if a majority of the votes cast on it are in favour of it.
- 6.3 In case of equality of voting, the Chairperson shall have a casting as well as a deliberative vote.
- 6.4 Any Executive Committee member who abstains from voting shall not be deemed to have voted for or against the proposal or issue being voted on.
- 6.5 No Executive Committee member may vote upon any matter before the Executive Committee in which that member has a financial interest either directly or indirectly. Any breach of this provision shall disqualify that member from holding further office.

7 **Minutes**

- 7.1 The Executive Committee must ensure that minutes are kept of all proceedings at meetings of the Executive Committee.
- 7.2 Minutes that have been signed correct by the chairperson of the meeting, or by the chairperson of the next meeting, are prima facie evidence of the proceedings.

- 7.3 A copy of any written resolution under Clause 8 of this Schedule shall be entered in the minute book of Executive Committee proceedings.

8 Special Resolution

- 8.1 A resolution in writing, signed or assented to by a majority of the Executive Committee members then entitled to receive notice of an Executive Committee meeting, is as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held.
- 8.2 A resolution in writing for the purposes of Clause 8.1 of this Schedule may consist of one or more documents in like form, each signed by one or more Executive Committee members and a copy, facsimile transmission or other electronic reproduction of any such document signed or assented to by one or more Executive Committee members shall be conclusive evidence of the execution of the original document by those Executive Committee members.

9 Vacancies

- 9.1 The Executive Committee shall have a discretionary power to declare vacant the seat of any member of the Executive Committee absent from 3 consecutive Executive Committee meetings (whether held in person or by telephone conference) without leave of absence.
- 9.2 The Executive Committee shall have full power to fill by co-option any vacancies in its own number and in any of its offices which may occur from time to time.

10 Sub-Committees

- 10.1 The Executive Committee shall have the power to set up sub-committees, upon such terms and with such functions as the Committee may consider expedient. A Committee may delegate any of its powers and/or functions (not being a duty imposed on the Committee by these Rules) and may revoke any delegation at any time. A Sub-Committee may meet and adjourn as it thinks proper.
- 10.2 The proceedings of committees of the Executive Committee members shall be governed by this Schedule with all necessary modifications.

11 Other Proceedings

- 11.1 Except as provided in this Schedule, the Executive Committee may regulate its own procedure.