



**CONSTITUTION AND RULES**

**OF THE**

**FACILITIES MANAGEMENT ASSOCIATION OF NEW ZEALAND**

**INCORPORATED**

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## 1. Name

- 1.1. The name of the association shall be the Facilities Management Association of New Zealand Incorporated (“the Association”).
- 1.2. The Association is constituted by resolution dated 17th October 2008.

## 2. Registered Office

- 2.1. The Registered Office of the Association shall be at such address as the Board shall from time to time decide.

## 3. Definitions

- 3.1. In this Constitution unless the context otherwise requires
  - 3.1.1. Words implying the masculine gender shall include the feminine and vice versa.
  - 3.1.2. Words implying the singular shall include the plural and vice versa.
  - 3.1.3. Headings to the Constitution are for convenience of reference only and are not to be construed as part of the Constitution.
  - 3.1.4. The division of the Constitution into parts is for convenience of reference only and shall not affect the interpretation of the Constitution or any part.
- 3.2. In the event of any dispute as to the interpretation and application of the Constitution the Board’s decision shall be final and binding on all Members.
- 3.3. Where any part of this Constitution is in conflict with current or new legislation such as to make any operations of the Association unlawful the Board is empowered to correct such part by resolution such as is necessary to meet legislative requirements and subsequently present the resolution for ratification at a general meeting.

## 4. Purposes of the Association

### 4.1. Objects

The objects of the Association shall be:

- 4.1.1. To promote the concept of facilities management as a recognised management profession and to recognise the collective influence of facilities on human conduct, productivity and organisational goals.
- 4.1.2. To encourage membership in, and support for, the activities of the Association and to act as a representative body for the furtherance of the profession of facilities management with other interested bodies and organisations.
- 4.1.3. To promote a high level of professional practice in facilities management and affiliated disciplines through the establishment and maintenance of a code of professional ethics.
- 4.1.4. To encourage and support programmes for continued educational development and career advancement within the profession.
- 4.1.5. To provide a resource for sharing of facilities management related information and to provide a forum for discussion of related issues within the profession.
- 4.1.6. To speak for the industry and its members in public forums and the media, to advocate on its behalf in relation to members’ interest and make submissions on their behalf.

## **4.2 Powers of the Association**

- 4.2.1 To purchase, hire, take on lease, exchange or otherwise acquire any land, buildings, chattels, equipment and accessories and such other articles of whatsoever kind as may from time to time be considered by the Association to be necessary or desirable in the interests of the Association and to hire out, sell or otherwise dispose of same.
- 4.2.2 To construct, improve, alter and maintain any buildings which the Association considers are required for its use or in furtherance of its objects or which are owned or for the time being used or occupied by the Association.
- 4.2.3 To hire, employ or engage by contract, whether or not for a fixed term, any contractor, professional person, organiser, manager, secretary, clerk, tradesman or worker of any kind and to pay such persons reasonable remuneration for services rendered by them to the Association and to pay any moneys in reimbursement for expenses incurred by such persons on behalf of the Association or in attending to or engaging in the Association's affairs or activities, on such terms as may from time to time be agreed by them with the Association and to terminate any hire, employment or engagement by contract.
- 4.2.4 To join, become a member of, affiliate with, associate, co-operate or amalgamate with any other society, institution or association having objects or interests similar to or associated with or compatible with the objects of the Association.
- 4.2.5 To invest any moneys belonging to the Association in bonds, debentures or securities in any company or other entity and to sell or dispose of such interests.
- 4.2.6 To borrow or raise or secure by guarantee the payment of money in any manner the Association may think fit including by overdrawing any account at its bankers and by mortgage of any or all of the property or assets of the Association.
- 4.2.7 Notwithstanding anything in the foregoing objects to do all such acts or things as may be conducive to or in support of the establishment, maintenance, management and improvement of the Association and for its benefit and to fulfil the foregoing objects which could be done by a natural person of full capacity.

## **5. No personal gain**

- 5.1. No part of the income or property of the Association shall be paid or transferred directly or indirectly by way of profit to any Member provided that nothing herein contained shall preclude any payment to a Member for services rendered or goods supplied in the normal course of any Member's business or payment of interest at not greater than market rates on money borrowed from any Member or reasonable and proper rent on any premises let by any Member to the Association.
- 5.2. No Member of the Association or any person associated with a Member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length (open market value) transaction.
- 5.3. No member of the Board shall receive any remuneration for their services as a member of the Board.
- 5.4. A Board member or other officer of the Association may be reimbursed for such reasonable travelling, accommodation and other expenses incurred in the performance of his or her duties as the Board may from time to time decide.

## 6. Direction of the Association.

### 6.1. The Board

- 6.1.1. The control, governance and affairs of the Association shall be administered by a Board which shall consist of:
  - 6.1.1.1. Four Board members elected from Association Members representing the Northern region of New Zealand.
  - 6.1.1.2. Two Board members elected from Association Members representing the Central region of New Zealand.
  - 6.1.1.3. Two Board members elected from Association Members representing the Southern region of New Zealand.
- 6.1.2. The boundaries of the Northern, Central and Southern geographical regions including offshore islands shall be as defined from time to time in the Bylaws of the Association.
- 6.1.3. Following each Annual General Meeting, the Board shall, if required, upon taking office, elect from among their number a Chairperson of the Association.
- 6.1.4. Following each Annual General Meeting, the Board shall, upon taking office, elect from among their number a Deputy Chairperson of the Association.
- 6.1.5. The protocols for selecting the Board Chair and Deputy are detailed in the Board Charter.
- 6.1.6. The term of office of Board members shall be three years, expiring on the anniversary of their election or appointment.
- 6.1.7. Notwithstanding clauses 6.1.1.1, 6.1.1.2 and 6.1.1.3, the Board shall have power to appoint two Board member in addition to the elected Board members.
- 6.1.8. No Board member is eligible for re-election or reappointment after having completed three consecutive terms of service but may stand again for election following a break of at least one year.
- 6.1.9. The Board Chair shall be re-elected automatically, aligned to their tenure as Board Chair, within any maximum nine-year Board term.

### 6.2. Election of the Board

- 6.2.1. Board members shall be elected from the geographical areas in which the Association operates.
- 6.2.2. Any Board member retiring from the Board at an annual general meeting shall be eligible for re-election for the appropriate geographical area at that meeting subject to clause 5.1.6.
- 6.2.3. At least twenty-eight days before any date appointed by the Board for the annual general meeting the Chief Executive shall give notice to all Members inviting nominations for vacancies on the Board from each geographical area.
- 6.2.4. Nominations for Board members shall be in writing signed by the Nominee (who is not disqualified from being appointed or holding office as a Board Member by these Rules or the Act) and two Members from the geographical area for which the person is nominated and lodged with the Chief Executive at least fourteen days before the date appointed for the Annual General Meeting.
- 6.2.5. In the event of insufficient nominations having been received to fill any vacancy on the Board, nominations may be made from the floor at the Annual General Meeting by any financial Member of the geographical area who is entitled to vote at that meeting.

- 6.2.6. In the event that more nominations are received than each vacancy on the Board, a poll shall be conducted, and the highest polling nominee shall be elected.
- 6.2.7. At the next and subsequent Annual General Meeting those Members representing each geographical area of the Board who did not retire by rotation at the previous Annual General Meeting shall then retire but may offer themselves for re-election subject to 5.1.6.
- 6.2.8. Any member of the Board who ceases to be a Member of the Association shall ipso facto cease to be a member of the Board.
- 6.2.9. Any Board member may resign from the Board at the expiration of one months' notice of resignation in writing to the Chief Executive.
- 6.2.10. If a vacancy remains or occurs on the Board between two Annual General Meetings the Board may fill such vacancy for the unexpired term by appointing to the Board so many Members in relation to their branch entitlement as may be required.

### **6.3. Powers and Conduct of the Board**

- 6.3.1. Except as otherwise provided by this Constitution the Board shall direct the business and affairs of the Association and for that purpose has all the powers of the Association.
- 6.3.2. Decisions of the Board shall bind the Association unless the Board's power is limited by this Constitution.
- 6.3.3. Except as otherwise provided by this Constitution the Board shall have power to make and repeal Bylaws, Code of Ethics, Board Charter and Standing Orders relating to the conduct of the Association.
- 6.3.4. The Board shall meet as required to conduct the business of the Association and any three members of the Board may request a meeting of the Board which must then be convened within fourteen days.
- 6.3.5. A quorum shall consist of five members of the Board present in person or linked to participate by collaborative electronic technology except where, if the number of Board members falls below this number, the continuing members may act for the purpose of increasing the number of members or for summoning a general meeting of the Association but for no other purpose.
- 6.3.6. In the event of an equality of votes on any motion before the Board, the Chairperson shall have a second or casting vote. If the Chairperson is not present at the meeting this duty shall pass to a Deputy Chairperson or other Board member elected by the members present.
- 6.3.7. Board meetings may be conducted by collaborative electronic technology. Any decision of the Board will be binding if confirmed by a majority of Board members by a resolution in writing or other electronic means. Such resolution shall be as valid and effectual as if it had been passed at a meeting of Board members duly convened and held. Any such resolution may consist of several documents in like form each confirmed by the majority of Board members.
- 6.3.8. The Board may make Bylaws binding on all members that comply with and are not in conflict with the Rules contained in the Constitution.
- 6.3.9. The Board may establish, regulate and dissolve Branches and other Committees as required.

### **6.4. Functions and duties of the Board**

- 6.4.1. In directing the affairs of the Association, the Board shall:

- 6.4.1.1. Provide leadership, set values and objectives;
- 6.4.1.2. Determine the strategy, set the budget and maintain financial stability;
- 6.4.1.3. Appoint the Chief Executive and monitor and evaluate their performance;
- 6.4.1.4. Ensure that obligations to members and stakeholders are met;
- 6.4.1.5. Monitor compliance with the Constitution, Rules and Bylaws, regulatory and legal requirements;
- 6.4.1.6. Observe and safeguard against potential risks and reputational damage;
- 6.4.1.7. Conduct the affairs of the Association in a manner which will minimise the risk of serious loss to the Association's creditors;
- 6.4.1.8. Plan for succession and continuity of operation of the Association;
- 6.4.1.9. Exercise stewardship for long-term financial stability;
- 6.4.1.10. Act in the best interest of the Association at all times.

## **6.5. Indemnity of the Board**

- 6.5.1. The Board, Board members, Chief Executive and other officers, if any, shall be indemnified by the Association from and against all losses and expenses incurred by them in or about the discharge of their respective duties except such loss and expense as arises from a known breach of this Constitution or the Bylaws thereunder or from their own wilful default.
- 6.5.2. The Association shall carry sufficient Officers and Directors Liability Insurance at any time to indemnify its officers in the event of defensible claims arising against any of them or the Association.

## **6.6. Chief Executive**

- 6.6.1. The Board may appoint an officer with the title Chief Executive with delegated authority to manage the Association and to fulfil the compliance obligations of the Association. The Board may determine the conditions, duration and value of the contract and to terminate the contract. They shall have and may exercise such powers and discretions as are delegated to the said Chief Executive by the Board.
- 6.6.2. The Chief Executive shall be designated an officer of the Association for the duration of such contract, but shall not be entitled to vote at any meeting of the Board or Association.
- 6.6.3. The Chief Executive acting as Compliance Officer or their delegate shall;
  - 6.6.3.1. Record and retain the minutes of all meetings;
  - 6.6.3.2. Hold the Association's records, documents and books;
  - 6.6.3.3. Receive and reply to correspondence as required by the Board;
  - 6.6.3.4. Keep the Register of Members;
  - 6.6.3.5. Collect, receive and bank all payments made to the Association;
  - 6.6.3.6. Keep a true and accurate record of the Association's accounts;
  - 6.6.3.7. Present financial reports as required by the Board;
  - 6.6.3.8. File the Annual Financial Statement with the Registrar of Incorporated Societies;
  - 6.6.3.9. Fulfil any other statutory duties as required by Law to any regulatory agencies, without absolving the Board in its accountability from this responsibility;
  - 6.6.3.10. Any of the statutory functions of the Chief Executive may be delegated and carried out under their supervision to a professional individual or firm with suitable qualifications.

## 7. Membership

7.1. Every applicant for membership must consent in writing to become a member.

### 7.2. Individual Membership Classes and Applications

7.2.1. The individual Members of the Association shall be the subscribers to this Constitution and such other individuals as shall apply for admission and be admitted by the Board in accordance with this Constitution and the Bylaws.

7.2.2. The Board shall have the absolute right to determine admission conditions and procedures in accordance with the adopted Bylaws and the Board may decline an application for election or transfer where it sees fit to do so. The Board shall not be bound to give a reason for declining such an application.

7.2.3. Applications for membership or transfer to each class shall be made in the form and manner specified by the Board from time to time. The Board shall notify the applicant of approval of election or transfer and request payment of the appropriate fees and subscriptions as specified in the Bylaws. The membership or transfer shall not be deemed completed until payment has been received.

7.2.4. The classes of individual membership shall be Certified, Fellow, Member, Associate, Affiliate, Student, Retired and such other membership classes as shall be determined by the Board from time to time.

7.2.5. A Fellow of the Association shall be an individual who has been a member of the Association for no fewer than thirty-six months and has satisfied the Board of meeting the requirements specified in the Association Bylaws for that class of membership. A Fellow shall be permitted the use of the post-nominal abbreviation FFMANZ.

7.2.6. A Certified Member of the Association shall be an individual who has satisfied the Board of meeting the requirements specified in the Association Bylaws for that class of membership. A Certified Member shall be permitted the use of the post-nominal abbreviation CFMANZ.

7.2.7. A Member of the Association shall be an individual who has satisfied the Board of meeting the requirements specified in the Association Bylaws for that class of membership. A Member shall be permitted the use of the post-nominal abbreviation MFMANZ.

7.2.8. An Associate member of the Association shall be an individual who has satisfied the Board of meeting the requirements specified in the Association Bylaws for that class of membership. An Associate member shall be permitted the use of the post-nominal abbreviation AFMANZ.

7.2.9. An Affiliate member of the Association shall be an individual who has satisfied the Board of meeting the requirements specified in the Association Bylaws for that class of membership.

7.2.10. A Student member of the Association shall be an individual who has satisfied the Board of meeting the requirements specified in the Association Bylaws for that class of membership.

7.2.11. A Retired member of the Association shall be an individual who has satisfied the Board of meeting the requirements specified in the Association Bylaws for that class of membership.



### **7.3. Membership Register and Certificate**

- 7.3.1. The names, addresses, occupations and date of admission or transfer to each class of membership for each Member shall be entered into the membership register together with such other information as is required by the Board from time to time.
- 7.3.2. Each individual Member may be given a certificate on admission or transfer to each class of membership. These certificates shall remain the property of the Association and shall be returned to the Association, if requested, when the individual to whom it was issued has ceased to be a Member of each such class.
- 7.3.3. A Member shall advise the Board of a change of any registration details.
- 7.3.4. The membership register shall be open to members in good standing on application to the Chief Executive for stated reasons, which shall serve legitimate purposes.

### **7.4. Corporate Membership**

- 7.4.1. Any corporation, partnership, firm or other organisation may apply for admission and be admitted to the Association as Corporate Members on such conditions and fees as the Board may from time to time allow.
- 7.4.2. Each such Corporate Member shall hold membership by nominating in writing a person to whom membership benefits shall apply. Each person so nominated shall signify in writing his or her consent to such nomination.
- 7.4.3. Each Corporate Member's representative shall hold the same voting rights in the Association as any individual Member.
- 7.4.4. Every corporate staff member who receives the benefit of membership must consent in writing to become a corporate staff member.

### **7.5. Termination of Membership**

- 7.5.1. Any Member may resign from the Association by giving written notice to the Board after payment of all sums due in respect of subscriptions or otherwise and thereafter shall be removed from the register.
- 7.5.2. If a Member fails to pay fees or subscriptions due within the allowed times specified from time to time in the Bylaws the membership may be terminated and the Member removed from the register.
- 7.5.3. Membership of individuals shall cease on death or bankruptcy and for Corporate Membership shall cease on the organisation being wound up, liquidated or placed in receivership.
- 7.5.4. If a Member of any class is convicted of an offence which, in the opinion of the Board, renders them unfit to be a Member, the Board shall have the right, after hearing any representations from the Member, to suspend or terminate their membership.
- 7.5.5. If any Member of any class refuses or neglects to comply with this Constitution, any Bylaws or Code of Ethics of the Association or is guilty of any conduct which, in the opinion of the Board is unbecoming of a Member or contrary to the objects of the Association, the Board shall have power by resolution to suspend or expel that Member from the Association. The Member shall be given notice in writing no later than fourteen days before the Board meeting at which the matter is to be determined and shall, before the passing of such resolution, have an opportunity to address the Board or give any written or oral explanation that the Member may see fit.

7.5.6. The resolution to terminate membership shall be conveyed to the Member in writing and shall state that the Member shall have the right to appeal the Board's decision to a Special General Meeting of the Association provided that notice of intention to appeal is given in writing to the Chief Executive no later than fourteen days from notification of the Board's decision.

7.5.7. The Member may, at such meeting or before, submit such written and/or oral explanations as they deem necessary and other Members of the Association may question the Member. The general meeting of the Association may, by majority vote of those Members entitled to vote at the meeting, decide whether to allow or disallow the termination and this decision will be final.

## **7.6. Code of Conduct**

7.6.1. Every Member of whatever class must, as a condition of membership, undertake to conduct themselves at all times in accordance with the Code of Ethics, Bylaws and Constitution of the Association.

7.6.2. No Member shall engage in any act or behaviour or conduct themselves in a manner liable to bring the Association into disrepute.

## **7.7. Membership Fees**

7.7.1. The Board may determine and establish appropriate fees for admission to and subscriptions for each class of membership of the Association.

7.7.2. The Board shall make recommendations for application and subscription fees for each class of membership for the coming year at each Annual General Meeting and shall take into consideration the views of Members in setting such fees.

# **8. Dispute Resolution**

## **8.1. Disputes between Members**

8.1.1. In the event of a dispute between members with the potential to create disharmony among the membership being brought to the attention of the Association, the Chief Executive shall approach the parties to the dispute with an offer of conciliation. This offer will be subject to an undertaking by both members to submit to mediation if attempts to resolve the matter in one meeting cannot be achieved. Under such circumstances a member of the Board from outside the region where the dispute has arisen shall be the sole mediator, whose decision to resolve the dispute shall be final and binding.

## **8.2. Disputes between Members and the Association**

8.2.1. Members in dispute with the Association that fall outside existing disciplinary provisions shall in the first instance make their complaint in writing to the Chief Executive, who shall if necessary obtain further evidence to ascertain the substance of and justification for the complaint. If grounds for a complaint exist an attempt shall be made to resolve the matter through mediation. Failing this the matter shall be referred to an independent arbitrator appointed by the Arbitrators and Mediators Institute of New Zealand, whose award shall be binding with costs equally shared by both parties.

## 9. General Meetings

### 9.1. Annual General Meetings

The Association shall hold an Annual General Meeting before the end of November each year on a date and at a place fixed by the Board. The business of the Annual General Meeting shall be:

- 9.1.1. To receive the report of the Board for the preceding year;
- 9.1.2. To receive and consider the Income and Expenditure Statement and Balance Sheet for the preceding year;
- 9.1.3. Elect Board members;
- 9.1.4. Appoint the Association's Auditor that is licensed under the Auditors Regulations Act 2011;
- 9.1.5. Consider such other business as any Member on notice, or the Board may bring before the Annual General Meeting and having been received by the Chief Executive at least fourteen days prior to the date fixed for the meeting;
- 9.1.6. Allow any other general business as the Chairperson of the Annual General Meeting shall in their absolute discretion permit to be dealt with on the motion of any Member at the meeting;
- 9.1.7. Minute the proceedings of the Annual General Meeting;
- 9.1.8. The time allowed for the holding of successive annual general meetings shall not exceed fifteen months.

### 9.2. Special General Meetings

- 9.2.1. A special general meeting of the Association may be held whenever required by the Board and otherwise shall be held within forty-two days of receipt by the Chief Executive of a requisition in writing signed by or on behalf of no fewer than twenty current financial Members eligible to vote and stating the purpose for which the meeting is to be held.

### 9.3. Notice of Meetings

- 9.3.1. At least twenty-eight days before the date fixed for each general meeting a notice of the meeting and the agenda shall be sent to each Member by the Chief Executive. Such notice may be conveyed by post, electronically or by notice in newspapers or publications circulating in the Members area.
- 9.3.2. If the Chief Executive has sent notice to all Members in good faith the meeting and its business will not be invalidated by failure of one or more Members to receive notice

### 9.4. General Meeting Procedure

- 9.4.1. The Chairperson of the Board shall preside or if they are absent from the meeting or unwilling to act as chair, a Deputy Chairperson shall preside. If no Deputy Chairperson is available or willing to act as chair, then the Members present and entitled to vote shall elect a Member there present to act as Chairperson for the meeting.
- 9.4.2. The person chairing the General Meeting may:
  - 9.4.2.1. With the consent of any that General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 9.4.2.2. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- 9.4.2.3. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 9.4.3. A quorum for a general meeting shall be twenty financial Members entitled to vote who shall be present in person or, at the sole discretion of the Board, linked to participate by collaborative electronic technology.
- 9.4.4. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Association, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- 9.4.5. All financial individual Members shall be entitled to attend and vote at general meetings whether present in person or participating by collaborative electronic technology.
- 9.4.6. Any financial Corporate Member shall be entitled to be represented at a general meeting and such representative may speak at the meeting, but each Corporate Member shall be entitled to only one vote on any motion.
- 9.4.7. There shall be provision for Postal voting for the election of Board members. Voting at a general meeting shall be by show of hands unless one-third of the Members present call for a secret ballot either before or after a motion is put in which event a secret ballot shall be held. In the event that voting is equal on any motion the Chairperson of the meeting shall have the casting vote. If members are participating electronically in the meeting, all members entitled to vote, may vote in a secure electronic environment.
- 9.4.8. The Board may put forward motions for the Association to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.
- 9.4.9. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion ('Member's Information').
- 9.4.10. No business other than that notified in the agenda shall be considered at an annual or general meeting except at the absolute discretion of the Chairperson.

## 10. General Administration

### 10.1. Minutes

- 10.1.1. The Chief Executive or other person nominated by the Chairperson shall record and keep minutes of all meetings of the Association and Board.
- 10.1.2. Such minutes, after acceptance at the next meeting, shall be retained with the records of the Association and shall be available to any Member on request. Parts of any minutes covering matters of a sensitive or private nature may be withheld from general examination except after approval of written application to the Board. Such approval must adhere to the requirements of the Privacy Act 1993.

## **10.2. Accounts**

- 10.2.1. The financial year of the Association shall commence on the 1st day of April and end on the 31st day of March of the following year.
- 10.2.2. The Chief Executive shall throughout the financial year maintain and duly prepare the accounts of the Association and report on the financial position of the Association as required by the Board.
- 10.2.3. The Chief Executive shall present to the Board completed financial accounts within ten weeks of the end of each financial year.

## **10.3. Auditor**

- 10.3.1. Unless members by a two-thirds majority at an annual general meeting decide against such an appointment an auditor, who is a member of a recognised auditing professional body as per clause 9.1.4, shall be appointed at the Annual General Meeting.

## **10.4. Annual Report**

- 10.4.1. The Chief Executive in consultation with the Chairperson shall prepare an Annual Report on behalf of the Board documenting the Association's activities and achievement during the financial year under review, which shall be presented for adoption by members at the Annual General Meeting.

## **10.5. Finance**

- 10.5.1. Funds paid to or received by the Association shall be deposited to the credit of the Association at such bank or banks as the Board may from time to time decide.
- 10.5.2. All disbursements in excess of twenty dollars shall be made by cheques drawn or electronic transfers from such bank or banks as the Board may from time to time decide and shall be signed or transferred by any two of three or more persons nominated by the Board for that purpose.

## **10.6. Signing of Documents**

- 10.6.1. The common seal of the association will be kept in the custody of the Chief Executive.
- 10.6.2. As long as required by legislation, the Association shall have a Common Seal which shall be affixed by direction of the Board by the Chief Executive and witnessed and countersigned by any one other member of the Board.

## **10.7. Notices**

- 10.7.1. Any notices required by this Constitution to be delivered to any Member shall be given to the Member personally by the Chief Executive or shall be posted to that Member at that Member's last known address or registered office and shall be deemed to have been delivered in the ordinary course of post or shall be delivered in accordance with the Electronic Transactions Act 2002.
- 10.7.2. Notices to be given to the Association or the Board may be given personally to the Chief Executive or delivered to the registered office of the Association or delivered in accordance with the Electronic Transactions Act 2002.

## 11. Amendments of Constitution and Dissolution

### 11.1. Amendment of Constitution

- 11.1.1. The Constitution of the Association may be amended by resolution passed by a two-thirds majority of those Members entitled to vote at a general meeting of the Association where the notified agenda for this meeting has included such amendment.
- 11.1.2. No Constitution amendment shall be presented for resolution without the prior consent of the majority of the Board
- 11.1.3. No Constitution amendment shall be affected which would derogate from the non-profit status or objects of the Association.
- 11.1.4. When a Constitution amendment is approved by a general meeting the Board shall cause to be filed with the Registrar of Incorporated Societies advice of the Constitutional change in the prescribed form. No Constitution amendment shall take effect until this is done.

### 11.2. Dissolution

- 11.2.1. The Association shall not be dissolved except by a two-thirds (2/3) majority decision of Members entitled to vote at a General Meeting of the Association and the notified agenda for such meeting must include the calling for dissolution.
- 11.2.2. The resolution to dissolve must be confirmed by a majority of Members entitled to vote at a subsequent general meeting called and notified for that purpose and held not earlier than twenty-eight days from the date on which the previous dissolution resolution was passed.
- 11.2.3. In any case where the membership of the Association numbers fewer than fifteen financial Members the quorum for a general meeting convened for the purpose of dissolution shall be satisfied by the attendance of two-thirds of the remaining financial Members at the date of the meeting.
- 11.2.4. On dissolution of the Association all debts, costs and liabilities shall be paid, and no distribution shall be made to any Member. Any surplus money or assets of the Association may only be disposed of to a New Zealand charity registered under the Charities Act 2005 such as is determined by resolution of the Members.

## 12. Revisions

- 12.1.** V.2 Constitution 6.1.4/ 5/ 6/ 7/ 8 /9 /10 /11 revised at AGM October 2018
- 12.2.** V.3 Constitution 3, 6.1.5, 6.2.4, 7.1, 7.4.4, 9.4.2, 9.4.4, 9.4.5, 9.4.8, 9.4.9, 10.6.1 revised or added at the AGM September 2022.
- 12.3.** V.4 Constitution 6.1.13, 6.1.4, 6.1.5, 6.1.9 revised or added at the AGM September 2023