



# RULES OF PEST MANAGEMENT ASSOCIATION OF NEW ZEALAND INCORPORATED

## THE ASSOCIATION

### 1.0 Name

- 1.1 The name of the Association is Pest Management Association of New Zealand Incorporated ("the Association")
- 1.2 The Association is constituted by resolution dated 16<sup>th</sup> August 2018

### 2.0 Registered Office

The Registered Office of the Association is Level 1, 103 Carlton Gore Road, Newmarket, Auckland 1023

### 3.0 Purpose and the Code of Ethics of the Association

- 3.1 The purposes of the Association are:
  - a) To unite in one Association and band together in one body, persons, firms, and corporations carrying on the business of industrial, commercial or domestic Pest Management
  - b) To protect the interests of members generally
  - c) To improve and elevate the status of the Pest Management industry
  - d) To increase the confidence of the general community in the Association and to encourage employment of its members
  - e) To ensure and promote honourable and ethical relations between:
    - f) Members of the Association themselves
    - g) Members of the Association with Local Authorities, Statutory Bodies, Persons, Firms, and Corporations carrying on business directly or indirectly associated with the Pest Management industry who are not members of the Association
    - h) Members of the Association and the general public
  - i) To foster sound and industry best practice among its members and ensure the retention of high standards of conduct
  - j) To disseminate knowledge and information by circulating papers, periodicals, books, circulars and brochures via electronic and social media channels e.g. email, the association website, the association Facebook page, Conference, Seminars or other accessible social media channels
  - k) To maintain high standards of moral responsibility, character and business integrity and to practice fairness, frankness and honesty in all advertising and in all transactions with the general public
  - l) To keep the needs of the Association's members uppermost and charge reasonable fees which are commensurate with the nature of services performed and the responsibility assumed in the prevention and control or elimination of pests



- m) To keep the Association members informed with respect to laws and regulations pertaining to its industry and to observe those laws and regulations in both letter and spirit
- n) To respect the reputation and practice of other Pest Management operators but to expose to the Association without hesitation illegal or unethical conduct of members
- o) To establish, afford and provide machinery and methods for the amicable settlement and arbitration of differences which may arise between members and between any member of the Association and a member of the general public
- p) To insure the property of the Association against the risks and liabilities for which the Association is or may be responsible, and to insure any representatives of the Association against risk of accident where not covered by the Accident Compensation Corporation during their employment and to pay the premiums on any such insurances
- q) To become a member and co-operate with any other club, association or Organisation whether incorporated or not, whose objects are altogether or in part like those of this Association, provided that the Association shall not subscribe to or support with its funds any Club, Association or Organisation
- r) To enter into any arrangements with any Government or authority, that may seem aligned to the Association's objectives; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions
- s) To do anything necessary or helpful to the above purposes
- t) To ensure the privacy of all member information

**3.2** Pecuniary gain is not a purpose of the Association

## **MANAGEMENT OF THE ASSOCIATION**

### **4.0 Executive Council**

- 4.1** The Association shall have an Executive Council (“the Executive Council”), comprising the following members:
  - a) The Chair/President
  - b) Vice President
  - c) Immediate Past President
  - d) Up to six further members, all of whom may be Master Registered Technicians, no more than one of whom may be a Registered Technician and no more than one can be an Associate Member.
  
- 4.2** To be eligible to be a member of the Executive Council the member must be, either:
  - a) A registered technical member of the Association
  - b) A life member of the Association



- c) An Associate member; there will be no more than one Associate member on Executive Council at any one time, and are not entitled to stand for President or Vice President
- d) Any member whose field of expertise is such that it will assist the Association in its stated aim of lifting the level of professionalism within the industry, and with its dealings with Government Departments, State Owned Enterprises, Local Authorities or other organisations

#### **4.3 Executive Council - General**

- a) There shall be a minimum of six (6) Executive Council Members
- b) No more than two persons who are an employee of the same workplace or organisation may serve on the Executive Council at any one time

## **5.0 Appointment of Executive Council Members**

The duly elected Executive Council shall appoint the following:

- a) The Secretary
- b) The Treasurer
- c) The Secretary and Treasurer offices may be combined, and may be held by a member or other suitably qualified person
- d) The Solicitor
- e) The Auditor / Accountant

## **6.0 Cessation of Executive Council Membership**

### **6.1** Persons cease to be Executive Council Members when:

- a) They resign by giving written notice to the Executive Council
- b) They are removed by majority vote of the Association at an Association Meeting
- c) Failure to attend two consecutive Executive Council meetings without adequate excuse may result in suspension from the Executive Council for the balance of the financial year. The Executive Council will be the sole judge of what constitutes an adequate excuse
- d) Death or medically unfit for the role

### **6.2** If a person ceases to be an Executive Council Member, that person must within one calendar month give to the Executive Council all Association documents and property

## **7.0 Nomination of Executive Council Members**

- 7.1** Nominations for members of the Executive Council shall be called for at least 28 days before a Biennial General Meeting, to be held at the same time as the Association's Biennial Conference. Each candidate shall be proposed and seconded in writing by Master Registered Technician Members and the completed nomination delivered to the Secretary. Nominations shall close 1 hour before the start of the Biennial General



Meeting. [See also rule 21.5]. All retiring members of the Executive Council shall be eligible for re-election

- 7.2** If the position of any Officer Executive Council member becomes vacant between Biennial General Meetings, the Executive Council may appoint another Executive Council Member to fill that vacancy until the next Biennial General Meeting

## **8.0 Role of the Executive Council Members**

- 8.1** Subject to the rules of the Association (“The Rules”), the role of the Executive Council is to:
- a) Administer, manage, and control the Association
  - b) Carry out the purposes of the Association, and use money or other assets to do so
  - c) Manage the Association’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings
  - d) Set accounting policies in line with generally accepted accounting practice
  - e) Delegate responsibility and co-opt members where necessary to achieve the objectives of the association
  - f) Ensure that all Members adhere to the Rules
  - g) Decide how a person becomes a Member, and how a person stops being a Member
  - h) Decide the times and dates for Meetings, and set the agenda for Meetings
  - i) Decide the procedures for dealing with complaints
  - j) Set Membership fees, including subscriptions and levies
  - k) Make regulations
- 8.2** The Executive Council has all the powers of the Association, unless the Executive Council’s power is limited by these Rules, or by a majority vote of the Association
- 8.3** All decisions of the Executive Council shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote
- 8.4** Decisions of the Executive Council bind the Association, unless the Executive Council’s power is limited by these Rules or by a majority decision of the Association

## **9.0 Roles of Chair / President, Secretary and Treasurer**

### **9.1 Chair/President**

The Chair/President is responsible for:

- a) Ensuring that the Rules are followed
- b) Convening Meetings and establishing whether quorum (five Executive Council members) is present
- c) Chairing Meetings, deciding who may speak and when
- d) Overseeing the operation of the Association
- e) Providing a report on the operations of the Association at each Annual General Meeting



## 9.2 The Secretary

The Secretary is responsible for:

- a) Recording the Minutes of Meetings
- b) Keeping the Register of Members
- c) Holding the Association's records, documents, and books except those required for the Treasurer's function
- d) Receiving and replying to correspondence as required by the Executive Council
- e) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting
- f) Advising the Registrar of Incorporated Societies of any rule changes
- g) Preparing notices to General Meetings of the Association
- h) Holding the Common Seal or Official Stamp if applicable

## 9.3 The Treasurer

The Treasurer is responsible for:

- a) Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained
- b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d)
- c) Providing a financial report at each Annual General Meeting
- d) Providing financial information to the Executive Council as the Executive Council determines

## 9.4 The Immediate Past President

The Immediate Past President is responsible for:

- a) Providing guidance for the new president and newly elected Council Members

## 10.0 Executive Council Meetings

- 10.1 Executive Council meetings may be held in person, or via video or telephone conference, or other formats as the Executive Council may decide
- 10.2 No Executive Council Meeting may be held unless five members of the Executive Council attend
- 10.3 The Chair/President shall chair Executive Council Meetings, or if the Chair/President is absent, the Vice President shall chair that meeting
- 10.4 Decisions of the Executive Council shall be by majority vote
- 10.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote
- 10.6 Only Executive Council Members present at an Executive Council Meeting may vote at that Executive Council Meeting
- 10.7 Subject to these Rules, the Executive Council may regulate its own practices



- 10.8** The Chair/President shall adjourn the meeting if necessary, or if the Chair/President is absent, the Vice President shall chair that meeting
- 10.9** Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Association Meeting adjourn the same 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.

## MEMBERSHIP

### 11.0 Types of Membership

Membership comprises eight classes of membership as decided by the Association. Membership entitlements are listed under each class of membership. All applications and annual renewals require the following information:

- a) Evidence of current Public Liability Insurance cover, whether individual or company. This excludes Associate, International and Honorary or Life Members.
- b) Other membership criteria as the Executive Council may deem necessary.
- c) The Existing members may be required to provide evidence that they meet the membership requirements for their class of membership for renewal of their membership on their annual anniversary.
- d) Membership Fees: Every member shall in addition to all monies payable by them forthwith pay to the Association all and every sum or sums of money or (further levies or subscription) not exceeding in any one case the amount of his annual subscription for the current year which shall at any time and from time to time by resolution in Annual General Meeting be levied upon them as a member by the Association and which the Association shall consider necessary or expedient for the purpose of furthering the interests of the Association and its members
- e) In addition to the above application and renewal criteria, the following applies to applications only;
- f) Evidence of a Health and Safety Policy that is aligned to the requirements of the Health and Safety Act currently in force. This excludes Associate, International and Honorary or Life Members.



## 11.1 Master Registered Technician

A person carrying out business as an independent contractor or employee to a company engaged in the control of urban pests

Membership requires the member to:

- a) Abide by the Purpose and Code of Ethics always.
- b) Provide evidence that they meet the criteria of a **Master Registered Technician**:
  - i. New Zealand Certificate in Pest Operations (Level 3) (Urban Pest Control)
  - ii. National Certificate in Urban Pest Management (Level 2)
- c) Provide verification of current Public Liability insurance (this may be a company policy)
- d) Provide evidence of a health and safety policy (this may be a company policy)
- e) Not provide the website password to anyone

Membership in this class entitles the Technician to:

- a) A single vote at Association meetings, either in person or by proxy vote.
- b) Use the name and logo of the Association in all forms of advertising and marketing materials whilst members of the association
- c) Stand for the Executive Council.
- d) Attend training seminars.

Fees shall be decided by the Executive Council

## 11.2 Registered Technician

A person carrying out business as an independent contractor or employee to a company engaged in the control of urban pests.

Registered refers to a Technician meeting one of the following criteria:

- i. The **following four-unit standards** from the **New Zealand Certificate in Pest Operations (Level 3)** (Urban Pest Control):
  - **Unit standard 28786** Demonstrate knowledge of the purpose and impacts of urban pest management; and
  - **Unit standard 28787** Demonstrate knowledge of the legislative framework and regulatory controls governing the urban pest management industry; and
  - **Unit standard 28790** Identify pests, assess pest activity and recommend integrated pest management or a standard treatment; and
  - **Unit standard 28791** Apply pest management services in the urban pest management industry.
- ii. The following **three core units** from the **Australian Pest Management Qualification** "CPP30911 Certificate III in Pest Management":
  - **CPPPMT3005** Manage pests without applying pesticides; and
  - **CPPPMT3006** Manage pests by applying pesticides; and



- **CPPPMT3018** Maintain equipment and pesticide storage area in pest management vehicles.
- iii. **Fumigation Controlled Substance License**
- iv. **Internationally recognised qualifications** as recognised by the Executive Council.
- v. **Any other qualifications** as deemed acceptable by the Executive Council

Registered Technician Membership requires the member to:

- a) Abide by the Purpose and Code of Ethics always
- b) Provide evidence of a Health and Safety policy (this may be a company policy)
- c) Provide evidence of a current public liability insurance policy (this may be a company policy)
- d) Not provide the website password to anyone

Membership in this class entitles the Technician to:

- a) A single vote at Association meetings, either in person or by proxy vote.
- b) Use the name and logo of the Association in all forms of advertising and marketing materials whilst members of the association
- c) Stand for the Executive Council but is not entitled to stand for President or Vice President. There shall be no more than one Registered Technician on the Executive Council at any one time.
- d) Attend training seminars.

Fees shall be decided by the Executive Council

### 11.3 Trainee Technician

A person undertaking the New Zealand Certificate in Pest Operations (Level 3) Urban Pest Control) on the New Zealand qualifications framework. It is a condition of membership that the course must be successfully completed within two years of commencement.

Trainee Membership requires the member to:

- a) Abide by the Purpose and Code of Ethics always
- b) Provide evidence of a Health and Safety policy (this may be a company policy)
- c) Provide evidence of a current public liability insurance policy (this may be a company policy)
- d) Not provide the website password to anyone

Trainee Membership entitles the member to:

- a) Attend training seminars

Trainee Membership does **not** entitle the member to:

- a) Vote at association meetings
- b) Stand for Executive Council





Fees shall be decided by Executive Council

Once training is completed, and the requirements to become a registered member are satisfied, proof of training completion shall be supplied to the Association Secretary, who will upgrade the membership type as per their internal processes.

#### **11.4 Company Membership**

Any limited liability company carrying out business who is engaged in the control of urban pests

Company Membership requires the member to:

- a) Provide evidence that the employ at least **one** Master Registered Technician or Registered Technician
- b) Abide by the Purpose and Code of Ethics always
- c) Provide evidence of a Health and Safety policy
- d) Provide evidence of a current public liability insurance policy

Membership in this class entitles the company to:

- a) Use the name and logo of the Association in all forms of advertising and marketing materials

Company membership fees shall be decided by Executive Council

#### **11.5 Associate Membership**

A person or company supplying materials used in the business of controlling urban pests and admitted by the Executive Council to membership as an Associate member. Such other businesses whose work is complimentary to the aims of the Association e.g. Government, Local Government Officers, Training Providers and people of a similar status and admitted by the Executive Council as an Associate member

Membership in this class entitles the company to:

- a) A single vote at Association meetings, either in person or by proxy vote.
- b) Associate members are entitled to use the name and logo of the Association in all forms of advertising and marketing materials whilst paid-up members of the association

Associate Membership – General

- a) Associate members are not entitled to stand for President or Vice President but can stand for the Executive Council
- b) There shall be no more than one Associate member on the Executive Council at any one time
- c) Fees shall be decided by the Executive Council



### **11.6 Life Membership**

Any member who has been a member of the Association for not less than 10 years and on the recommendation of a member may be appointed, subject to a unanimous decision by the Executive Council, to the position of Life member

Such membership shall entitle them to vote

There are no fees associated with Life Membership

The rights and obligations of a Life member shall be the same as those of a Master Registered Technician member, except that a Life member shall be exempt from annual subscription/registration fees and any other charges as may be levied from time to time

There shall be no more than five (5) Life members at any one time

### **11.7 International Membership**

A person or company engaged in the practice of Pest Management outside New Zealand and who are full members, in good standing, of Societies equivalent to the Association, may at the discretion of the Executive Council be admitted to membership as International members

- a) Such membership shall not entitle them to a vote or the other privileges of full membership
- b) Fees shall be in the discretion of the Executive Council

### **11.8 Honorary Membership**

The Executive Council may award Honorary membership to any member or person who in its unanimous opinion has made such an outstanding contribution to the Association or Pest Management Industry, as to merit such recognition

- a) There shall be no more than three (3) Honorary members at any one time
- b) Such membership shall not entitle them to vote or hold any other privileges of registered membership
- c) An Honorary member cannot sit on Executive Council

#### **Note: Franchise Operators**

Where a Master Registered Technician member grants a franchise to another party, that party shall not claim to be member of the Pest Management Association of New Zealand Inc., unless he/she is a Master Registered Technician member in the region in which the claim is being made

All Members have the rights and responsibilities set out in these Rules in relation to the class of membership held



## 12.0 Admission of Members

- 12.1** To become a Member, a person (“the Applicant”) must:
- Complete an application form
  - Supply any other information the Executive Council requires as shown on the application form
  - Applications must include a nominator and a seconder, who must be current members of the Association
  - They must also include to references, who could be existing members of the Association
- 12.2** The Executive Council may interview the Applicant when it considers the Membership applications
- 12.3** The Executive Council shall have complete discretion when it decides whether to allow the Applicant to become a Member. The Executive Council shall advise the Applicant of its decision, and that decision shall be final

## 13.0 The Register of Members

- 13.1** The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members
- 13.2** If a Member’s contact details change, that Member shall give the new details to the Secretary
- 13.3** Each Member shall provide such other details as the Executive Council requires
- 13.4** Members shall have reasonable access to their own information on the register
- 13.5** All member information is subject to Privacy Act 1993 legislation

## 14.0 Cessation of Membership

- 14.1** Any Member may resign by giving written notice to the Secretary
- Upon resignation the member is required to cease using the Association’s name, and logo in all marketing material
  - Should the member wish to reinstate their membership, if more than twelve months has passed since the resignation of their membership the full member application process must be followed
  - Should levies or subscriptions remain unpaid the membership rights end immediately. Please see clause 17.1
- 14.2** Membership terminated in the following way:
- If, for any reason whatsoever, the Executive Council is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes or ethics of the Association, the Executive Council may give written notice of this to the Member (“the Executive Council’s Notice”). The Executive Council’s Notice must:
    - Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association



- ii. State what the Member must do to remedy the situation; or state that the Member must write to the Executive Council giving reasons why the Executive Council should not terminate the Member's Membership
  - iii. State that if, within 14 days of the Member receiving the Executive Council's Notice, the Executive Council is not satisfied, the Executive Council may in its absolute discretion immediately terminate the Member's Membership
  - iv. State that if the Executive Council terminates the Member's Membership, the Member may appeal to the Association
- b) Fourteen days after the Member received the Executive Council's Notice, the Executive Council may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Association at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice
  - c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at an Association Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Association Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Association Meeting
  - d) When the Member is heard at an Association Meeting, the Association may question the Member and the Executive Council Members
  - e) The Association shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Association's decision will be final.
- 14.3** If any member shall be convicted of an indictable offence or be declared bankrupt or if an effective resolution or order of court be passed or made for the winding up or dissolution of any member or other body corporate which shall be a member then such member shall without releasing him or it from any antecedent liability to the Association cease to be a member of the Association. There will be no reimbursement for subscriptions paid.

## 15.0 Obligations of Members

All Members (and Executive Council Members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute



## 16.0 Use of Money and Other Assets

The Association may only use Money and Other Assets if:

- a) It is for a purpose of the Association
- b) It is not for the sole personal or individual benefit of any Member; and
- c) That use has been approved by either the Executive Council or by majority vote of the Association
- d) All monies received by or on behalf of the Association shall forthwith be paid to the credit of the Association at an account with a registered New Zealand bank from time to time to be fixed by the Association and all cheques or withdrawal slips drawn on the account shall be signed by any two of the following, the President, Treasurer or Secretary, or in the alternative, any one of these together with any Executive Council member so appointed by the Executive Council
- e) The Association may from time to time invest and re-invest in such securities and upon such terms as it shall think fit the whole or any part of its funds which shall not be required for the immediate business of the Association
- f) Where the Executive Council appoints an Executive Council member to work with the president / treasurer or secretary for dealing with the association's money, this appointment remains in force until revoked by the Executive Council. This appointment applies explicitly for the single appointment only, or at the conclusion of a specified period such as the end of financial year

## 17.0 Joining Fees, Subscriptions and Levies

If any Member does not pay a Subscription or levy by the date set by the Executive Council or the Association, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association) have no Membership rights and shall not be entitled to participate in any Association activity

## 18.0 Additional Powers

The Association may:

- a) Employ people for the purposes of the Association
- b) Exercise any power a trustee might exercise
- c) Invest in any investment that a trustee might invest in
- d) Borrow money and provide security for that if authorised by Majority vote at any Association Meeting

## 19.0 Financial Year

The financial year of the Association begins on 1st May of every year and ends on 30th April of the following year



## 20.0 Assurance on the Financial Statements

The Association shall appoint an Auditor to audit the annual financial statements of the Association. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Association's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants and must not be a member of the Executive Council, or an employee of the Association. If the Association appoints an Auditor who is unable to act for some reason, the Executive Council shall appoint another Auditor as a replacement

The Executive Council is responsible to provide the auditor with:

- a) Access to all information of which the Executive Council is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b) Additional information that the auditor may request from the Executive Council for the purpose of the audit; and
- c) Reasonable access to persons within the Association from whom the auditor determines it necessary to obtain evidence

## MEETINGS

### 21.0 Association Meetings

- 21.1 An Association Meeting is either an Annual General Meeting (annually), Special General Meeting or a Biennial Annual General Meeting (every two years)
- 21.2 The Annual General Meeting shall be held between the 1st day of June and the 31st day of August in every year upon a date and at a time and place to be fixed by the President or in his default, absence or inability, the Executive Council
- 21.3 The Executive Council has the power to call the Special General Meeting on its own initiative
- 21.4 Special General Meetings may be called by the Executive Council. The Executive Council must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members
- 21.5 The Secretary shall:
  - a) Fourteen clear days before a special general meeting, twenty-eight clear days before the annual or biennial general meeting, a notice of the business to be transacted shall be sent to every member and no business other than that of which the notice has been so given shall be brought forward at such meeting
  - b) Additionally, the Secretary will provide, if appropriate:
    - i. A copy of the Chair/President's Report on the Association's operations and of the Annual Financial Statements as approved by the Executive Council
    - ii. A list of Nominees for the Executive Council, and information about those Nominees if it has been provided. (The Secretary must not



provide Members with information exceeding one side of an A4 sheet of paper per Nominee)

- iii. Notice of any motions and the Executive Council's recommendations about those motions
- iv. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice

**21.6** All Members may attend and vote at Association Meetings

- a) Voting is dependent on membership class, see membership section for criteria

**21.7** No Association Meeting may be held unless at least 5 eligible Members attend. (This will constitute a quorum.) Note, an eligible member must have paid their membership fees, or has validly nominated a proxy, abides by the membership rules and code of ethics and has not otherwise been disqualified from membership

**21.8** All Association Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Vice President will Chair that meeting. Any person chairing an Association Meeting has a casting vote. This casting vote is not in addition to a normal deliberative vote of the member concerned. Should neither be present, the meeting may elect a chairman

**21.9** Significant changes to the rules, purpose or code of ethics are not subject to a casting vote

**21.10** The mode of voting on all elections at the biennial general meeting shall be by secret ballot. The Executive Council has the power to determine the process for counting the results of the secret ballot

**21.11** The business of a biennial Annual General Meeting shall be:

- a) Receiving any minutes of the previous Association's Meeting(s)
- b) The Chair/President's report on the business of the Association
- c) The Treasurer's report on the finances of the Association, and the Annual Financial Statements. These officers may be combined, and may be held by a member or other suitably qualified person as a paid officer
- d) Election of President, Vice President and six (6) members of the association of Executive Council Members
- e) The role of immediate past president is automatically assumed by the president
- f) Also elected at the Biennial General Meeting are the roles of Auditor and Solicitor
- g) Elected Executive Council members shall hold the office until retirement or removal from office or election of successors to the office. A person cannot be nominated to the Vice President role unless they have served at least one term on the existing Executive Council. Exceptions to this include the role of Vice President which automatically ascends to President, and current President automatically ascends to the role of Immediate Past President
- h) Motions to be considered
- i) General business

**21.12** The Chair/President or his nominee shall adjourn the meeting if necessary



**21.13** Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Association Meeting adjourn the same 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

## **22.0 Motions at Association Meetings**

**22.1** Any Member may request that a motion be voted on (“Member’s Motion”) at an Association Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Executive Council may in its absolute discretion decide whether the Association will vote on the motion. However, if the Member’s Motion is signed by at least 10% of eligible Members:

- a) It must be voted on at the Association Meeting chosen by the Member; and
- b) The Secretary must give the Member’s Information to all Members at least 14 days before the Association Meeting chosen by the Member; or
- c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting

**22.2** The Executive Council may also decide to put forward motions for the Association to vote on (“Executive Council Motions”) which shall be suitably notified

**22.3** Any contested motion shall be determined by a show of hands unless three members demand a poll

## **23.0 Proxy Votes**

**23.1** Every member that is entitled to vote but cannot be present in person can be represented by proxy vote

**23.2** Proxy voting forms are sent out by the secretary with the notice of the Annual General Meeting or a Special General Meeting. These must be returned no later than two clear days prior to the Annual General Meeting or the Special General Meeting. The proxy voting forms enables the member to authorise another member to vote on their behalf on the day of the Annual General Meeting or Special General Meeting

**23.3** Proxy voting forms not received at least two clear days prior to the Annual General Meeting or Special General Meeting will not be considered





## GENERAL

### 24.0 Altering the rules

- 24.1 The Association may alter or replace these Rules at an Association Meeting by a resolution passed by a three quarters majority of those Members present and voting or by proxy vote
- 24.2 Any proposed motion to amend or replace these Rules shall be given in writing to the Secretary at least 28 days before the Association Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal
- 24.3 At least 14 days before the Association Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Council has
- 24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies
- 24.5 Any additions or alterations to the rules are subject to New Zealand regulations and legal requirements

### 25.0 Bylaws

The Executive Council may from time-to-time make, alter or rescind bylaws for the general management of the Association, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Association. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary

### 26.0 Winding up

If the Association is wound up:

- a) The Association's debts, costs and liabilities shall be paid;
- b) Surplus Money and Other Assets of the Association may be disposed of:
  - i. By resolution; or
  - ii. According to the provisions in the Incorporated Societies Act 1908; but
- c) No distribution may be made to any Member or an associated person of any member other than a reasonable payment for services or the repayment of costs incurred on behalf of the association
- d) The surplus Money and Other Assets shall be distributed to:
  - i. Any other like organisation [see Section 27 of the Incorporated Societies Act 1908]



## 27.0 Common seal

- 27.1** The Committee shall provide a common seal for the Society and may from time to time replace it with a new one
- 27.2** The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee

## 28.0 Definitions

- 28.1** In these Rules:
- a) "Majority vote" means a vote made by 75% of the Members who are present at a Meeting and who are entitled to vote
  - b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Association
  - c) "Association Meeting" means any Annual General Meeting, or any Special General Meeting, but not an Executive Council Meeting
  - d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets
  - e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods
  - f) It is assumed that
    - I. Where a masculine is used, the feminine is included
    - II. Where the singular is used, plural forms of the noun are also inferred
    - III. Headings are a matter of reference and not a part of the rules
  - g) Membership class refers to the type of membership that each member holds and contains within it certain rights and obligations. Membership classes include Master Registered Technician Member, Trainee Member, Registered Technician Member, Company Member, Associate Member, Life Member, International Member, Honorary Member

- 28.2** Matters not covered in these rules shall be decided upon by the Executive Council

Constitution approved on 16 August 2018 by the following:

President – Sandra Charlton Vice-president – Michael Collins Executive Councillor – Peter Barry