

RULES OF THE NEW ZEALAND CONSTRUCTION INDUSTRY COUNCIL INCORPORATED

SECTION I - NAME

- 1.1** The name of the incorporated society is the New Zealand Construction Industry Council Inc.

SECTION II - INTERPRETATION

- 2.0** In these Rules, unless inconsistent with the context, the italicised words have the following meanings:

“Council” means New Zealand Construction Industry Council (Incorporated).

“Chair” means the chairperson of the Construction Industry Council

“Rules” means the rules of the Council.

SECTION III - OBJECTS

- 3.0** The Council has been established as the peak body representing the construction industry in New Zealand. It is a not-for-profit organisation, with the principal object of promoting the interests of the construction industry. In carrying out these objects, the Council may do all such other things that, in the opinion of the Council, are incidental or conducive to attaining this object.

SECTION IV - MEMBERSHIP

4.1 Eligibility

Membership is open to representative organisations with a significant interest in the construction industry in New Zealand. It includes, but is not limited to: trade associations, professional institutes, research organisations, federations, and training organisations whose members have an active and direct interest in the construction industry in New Zealand.

4.2 Membership Application

Applicants for membership of the Council shall apply in writing to the registered office of the Council, who shall refer the application to the Council for a decision. A two-thirds majority vote of the full membership shall be required to approve any membership application. Voting may be done by electronic means.

4.3 Grounds for rejection of application

No application for membership may be rejected on grounds that breach the Commerce Act 1986 or the Human Rights Act 1993. Any organisation whose application is rejected must be advised of the reasons for the rejection and given the opportunity to comment on those reasons. These comments must be further considered by the council and the applicant advised whether or not the original decision has been reversed or affirmed.

4.4 Representation

Each member must appoint a representative to attend meetings of the Council. The representative must adhere to the Code of Conduct for representatives. That representative will have authority to vote for their organisation. Any member may, if it wishes, change its representative, but should notify the Council accordingly.

SECTION V - TERMINATION AND SUSPENSION OF MEMBERSHIP

5.1 Resignation

A member may terminate its membership by writing to the Council, giving not less than one calendar month's notice of intention to resign. The member will remain liable for all subscriptions and levies outstanding and unpaid as at the date of the expiry of such notice.

5.2 Cancellation

The Council may terminate the membership of any member who has:

- (i) Ceased functioning as a representative body in accordance with clause 4.1
- (ii) Defaulted, for three calendar months in paying any subscription, levy or other payment due to the Council. Provided that any member whose membership has been cancelled for such default may be re-admitted to membership upon full payment of all outstanding sums due.
- (iii) Expelled in accordance with clause 5.4

5.3 Suspension

The Council may suspend the membership of any member found guilty of breaching the Council's Code of Conduct. Before deciding to suspend any member, the Council shall give that member the right to be heard by the Council. No suspension period shall be for more than one year.

5.4 Expulsion

The Council may expel any member who has been found guilty of breaching the Council's Code of Conduct. Before deciding to expel any member the Council shall give that member the right to be heard by the Council. The membership of any member so expelled shall be terminated in terms of clause 5.2 and the member shall be entitled to a refund (on a monthly pro-rata basis) for the unexpired portion of any subscription paid.

SECTION VI - ANNUAL SUBSCRIPTIONS AND LEVIES

6.1 Determination of annual subscriptions

The Council shall determine the annual membership subscription.

6.2 Due date of subscriptions

All annual subscriptions fall due on 1 April and are payable by May 31.

6.3 Apportionment of subscriptions

The annual subscriptions of new members admitted during the course of a financial year shall be apportioned, on a monthly basis, for every full month of membership remaining in that financial year.

SECTION VII – ANNUAL AND SPECIAL GENERAL MEETINGS

7.1 Timing

The annual general meeting shall be held within three months of the end of the financial year. The annual general meeting or any special general meeting, shall require 28 days notice. The notice shall include any resolutions to be put before the meeting.

7.2 Business of annual general meeting

The business of the Annual General Meeting shall be:

- (i) Consideration of the Annual Report and Balance Sheet.
- (ii) Consideration of all resolutions, and other matters specified in the notice of meeting
- (iii) Any matter required to be discussed by resolution of a two-thirds majority of those present and entitled to vote at the Annual General Meeting.
- (iv) Elections of Chair and other official positions.
- (v) Appointment of an Auditor.
- (vi) Any other business required by these Rules to be transacted.

7.3 Quorum

The meeting quorum is fifty percent of the total membership of the Council.

7.4 Voting at annual and special general meetings

(i) Election of Chair and other officials

A majority of all eligible members personally present or represented by a proxy appointed in terms of subclause (iii) below is required to effect an election.

(ii) Voting on resolutions

Every member has one vote. Voting on all resolutions shall be decided first on the voices. If any eligible member requests a show of hands, the

vote shall be decided by a count of the show of hands. A two-thirds majority is required to pass any resolution.

(iii) Proxy voting

Any eligible member may be represented by a nominated person, authorised in writing, on the prescribed proxy form.

(iv) Representatives

Members who are represented by more than one person shall nominate one person to exercise voting rights on behalf of the member.

(v) Financial members

Members must have paid all subscription and levies owed by them in respect of the current financial year to be eligible to vote.

SECTION VIII – PROCEEDINGS OF COUNCIL

8.1 Governance

The Council shall be governed in accordance with these Rules. It shall comprise:

Chair

A Chair elected by the Annual General meeting on prior nomination from a member;

Vice Chair

A Vice Chair elected (following the election for chair) by the Annual General Meeting on prior nomination from a member;

Other Office Holders

Such positions will also be filled through election by the Annual General meeting on prior nomination from a member.

Councillors

All representatives appointed under clause 4.4 shall be councillors.

8.2 Filling of vacancies

If the office of Chair becomes vacant for any reason, the Vice Chair shall act as Chair until the next meeting of Council. If an office holder position becomes vacant for any reason the Council may appoint a suitable replacement until the next annual general meeting

8.3 Suspension of office holders

The Council may suspend from office any office holder by a vote of not less than two thirds of its members present at a meeting expressly called for the purpose of suspending the office holder for grave misconduct. No suspension may occur unless the councillor has had an opportunity to be heard. The suspended office holder shall have a right of appeal to the next meeting of the council.

8.4 Appointment of committees

The Council may appoint sub-committees and special committees for particular purposes and may adopt the minutes or reports of any such committees. Participants in such committees need not be members.

8.5 Report to annual general meeting

The Council shall report to the Annual General Meeting on its activities during its term of office.

8.6 Appointment of executive

The Council may appoint an executive officer who shall be responsible to Council. The Council shall also set the terms and conditions of appointment.

8.7 Voting

All decisions shall be resolved by consensus.

8.8 Quorum

The meeting quorum is fifty percent of the total membership of the Council.

8.9 Governing Board/Executive Council

The Council may elect a Governing Board or Executive Council to assist in fulfilling the objects of the Council. The role of that body shall be determined by Council and promulgated.

SECTION IX - MANAGEMENT

9.1 Financial year

The financial year shall commence on 1 April.

9.2 Council funds

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation, or any person associated with a member shall participate in or materially influence any decision made by the organisation 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 shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

9.3 Investments

The Council may invest surplus Council funds in any lawful, sound investments.

9.4 Property

All real or personal property of the Council shall be held in the name and title of the Council.

9.5 Common Seal

The Common Seal of the Council shall be kept in the custody of the Chair and shall not be affixed to anything without the authority of the Council. Affixing of the seal shall be attested to by two members of the Council. The Seal may be altered only by a resolution of the Council.

9.6 Standing orders and By-laws

The Council may make Standing Orders and By-laws that are not inconsistent with these Rules, for the purpose of conducting its business and controlling its affairs.

SECTION X - GENERAL

10.1 Alteration of Rules

These rules (including the name of the Council) may be altered, added to or rescinded by resolution of a Annual General Meeting or Special General Meeting by two-thirds majority of the members present, provided that notice of the intention to propose such resolution and the nature thereof shall have been contained in the notice calling such meeting and such resolution shall be approved by the Registrar as provided in Section 21 of The Incorporated Societies Act, 1908. No addition to or alteration or rescission of the Rules shall be approved if it in any way affects Rule 10.6 Winding Up.

10.2 No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be approved without the Inland Revenue approval. The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

10.3 Interpretation of Rules

In the event of any difference of opinion as to the interpretation of these Rules, the matter shall be referred to the Council, and its decision shall be binding.

10.4 Indemnity

- (i) All members of the Council and any sub committee appointed under clause 8.5 shall at all times be held indemnified by the Council from and against all claims, acts, proceedings and damages made, suffered or sustained by Council members or subcommittee members as a result of his or her carrying out in good faith the requirements of the Council or subcommittee .
- (ii) No office holder under these Rules or employee of the Council shall be liable for any act or omission by any other office holder or employee.

10.5 Liability of Members

- (i) Each member is liable to contribute proportionately to the funds of the Council in the event of it being wound-up while still a member, or within twelve months of ceasing to be a member. This liability is for the payment of all Council debts and liabilities contracted before the member discontinued membership, or within twelve months thereafter, including all winding-up expenses. In the case of present members, this liability shall not exceed the member's subscription for the current year or the preceding year (whichever is the greater).
- (ii) Except as in (i) above no member shall be under any liability in respect of any contract or other obligation made or incurred by the Council.

10.6 Winding-Up

- (i) The Council may be wound-up in accordance with Section 24 of the Incorporated Societies Act 1908. It may be wound up by a general meeting passing a resolution requiring this and that resolution being confirmed at a subsequent general meeting called for that purpose, which is held not earlier than 30 days and not more than two calendar months after the resolution to be confirmed was passed.

- (ii) If upon winding-up or dissolution there remains, after satisfaction of all debts and liabilities, any property this shall be applied to any organisation (not being members of the Council), having substantially similar objects and activities to those of the Council to be used by it for purposes similar to the objects for which the Council was established. If at the time of winding-up or dissolution of the Council no such organisation exists, or if the members do not in general meeting determine that property shall be transferred to or applied towards any such organisation, then the property of the Council shall be applied towards such charitable purposes in New Zealand as the then members in general meeting may determine.