



New Zealand
**Construction
Industry
Council**

**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 (Incorporated).

SECTION II - INTERPRETATION

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

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

“*Chair*” means the chairperson of the NZCIC appointed or elected under clause 7.5.

“*NZCIC Council*” means a council made up of a Member Representative from each member of the NZCIC or their alternative appointed under clause 4.4.

“*Construction Industry*” means all organisations involved in the design, management, building, upgrading, maintaining, demolition and decommissioning of houses, buildings, infrastructure, industrial facilities and amenities in New Zealand; and includes the full supply chain for materials, services and compliance.

“*Deputy Chair*” means the deputy chairperson of the NZCIC appointed or elected under clause 7.5.

“*Member Representative*” means a representative of a member appointed under clause 4.4.

“*NZCIC Executive*” means the Executive established under clause 8.1 and elected or appointed under clause 7.5.

“*In writing*” includes communication by post, electronic means (including email, and website posting), or a combination of these methods.

“*Rules*” means the rules of the NZCIC.

“*Secretary*” means the secretary of the NZCIC appointed under clause 8.1 or any person performing the functions of the secretary.

- 2.2 Any reference to a clause is a reference to a clause of these Rules, unless the context otherwise requires.

SECTION III – OBJECTS AND POWERS

- 3.0 The NZCIC has been established as the peak body representing the Construction Industry in New Zealand. The NZCIC is the cohesive voice driving industry well-being and performance for a better built environment for New Zealand.

The NZCIC is a not-for-profit organisation, with the principal object of promoting the interests of the construction industry. In carrying out these objects, the NZCIC

may do all such other things, and has all powers, that are necessary, incidental or conducive to attaining these objects.

The pecuniary gain of members is not a purpose of the NZCIC.

SECTION IV - MEMBERSHIP

4.1 Eligibility

Membership of the NZCIC is open to representative organisations with a significant interest in the built environment 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 betterment of the built environment in New Zealand.

4.2 Membership Application

Applicants for membership of the NZCIC shall apply in writing to the NZCIC. The NZCIC Executive will consider the application and make a recommendation to the NZCIC Council on the application, with the NZCIC Council making the decision on the application. The application must meet the requirements of these Rules (in particular, that the applicant organisation meets the requirements of clause 4.1) and comply with the NZCIC Membership Policy.

4.3 Grounds for rejection of application

An application for membership may be rejected by the NZCIC Council in accordance with the NZCIC Membership Policy. An application for membership may not be rejected on grounds that breach the Commerce Act 1986 or the Human Rights Act 1993. Before making any recommendation to the NZCIC Council to reject an application, the NZCIC Executive must advise the applicant of the reasons for the proposed recommendation and give the applicant the opportunity to comment on the proposed recommendation and supporting reasons. The NZCIC Executive may then either confirm or change the recommendation. If it confirms the recommendation to decline, the NZCIC Executive must also provide the applicant's comments on the proposed recommendation to the NZCIC Council, with the recommendation from the NZCIC Executive. The final decision is at the absolute discretion of the NZCIC Council and is full and binding.

4.4 Representation

Each member shall appoint a person to represent them at NZCIC Council meetings (**Member Representative**). To ensure that the NZCIC composition at each NZCIC Council meeting reflects construction sector leadership, each Member Representative should be either the head of the member's own executive team or equivalent, or the member's chair/president, or a person performing an alternative role within a member, or otherwise appropriate to represent the member as approved by the NZCIC Chair.

If a Member Representative is unable to attend an NZCIC Council meeting, the member may send an alternative representative. The alternative representative must be sufficiently senior to enable them to contribute to the level of debate and decision-making that is expected of a member. The alternative representative must have authority to vote on behalf of their organisation (and if required be able to provide evidence of that authority).

Members may change their appointed representative. They should give the NZCIC Chair five days' notice of any change of appointed representative. If a Member Representative is unable to attend a meeting for any reason, the relevant member should appoint a proxy to represent them in voting on any vote.

A member may send a second representative of that member to an NZCIC Council meeting with the prior approval of the NZCIC Chair. If a member has been given approval to be represented by more than one person at a NZCIC Council meeting, the representative must advise the Chair prior to the meeting, which person will be the Member Representative for voting purposes.

The NZCIC Council may from time to time approve and or amend a Code of Conduct that members and their representatives are expected to comply with.

SECTION V - CESSATION OF MEMBERSHIP

5.1 Resignation

Any member may resign by giving the NZCIC, not less than one calendar months' notice in writing.

5.2 Suspension or Termination of membership

The NZCIC Council may suspend or terminate the membership of any member who:

- (i) Does not meet, or no longer meets, the membership requirements contained in clauses 4.1 and 4.2.
- (ii) Has defaulted, for three calendar months in paying any subscription, levy or other payment due to the NZCIC. Any member whose membership has been suspended or terminated for such default may be re-admitted to membership upon full payment of all outstanding sums due.
- (iii) Has breached the Rules, NZCIC Code of Conduct or any regulations, bylaws, codes or directions set by the NZCIC Council or the NZCIC Executive.
- (iv) Has acted in a manner inconsistent with the purposes of the NZCIC or that may damage the reputation of the NZCIC.

5.3 Decisions on suspension or termination

Before deciding to suspend or terminate any person's membership, the NZCIC Council shall act in accordance with the procedure set out in any suspension or termination policies. If there are no policies, the NZCIC Council shall follow a procedure that gives the person whose membership is proposed to be suspended or terminated reasonable notice of that proposal, the reason for suspension or termination and a reasonable opportunity to make submissions on the proposal to the NZCIC Council. No suspension shall be for a period of more than one year. The final decision is at the absolute discretion of the NZCIC Council and is full and binding.

5.4 Effect of cessation of membership

A member who has resigned their membership in accordance with clause 5.1 will remain liable for all subscriptions and levies outstanding and unpaid as at the date of the expiry of such notice.

Unless the NZCIC Council determines otherwise, a member who has resigned or whose membership has been suspended or terminated in accordance with clauses 5.2 and 5.3 shall not be entitled to any refund for the unexpired portion of any subscription paid.

SECTION VI - ANNUAL SUBSCRIPTIONS AND LEVIES

6.1 Determination of annual membership subscriptions

The NZCIC Council shall determine the annual membership subscription rates. The NZCIC Executive will notify members of any changes, not less than 28 calendar days prior to the date the annual membership subscriptions for the relevant year fall due.

6.2 Due date of annual membership subscriptions

All annual membership subscriptions fall due on 1 April and must be paid by May 31. All members with overdue invoices and their Member Representative will be ineligible to attend or vote at any NZCIC Meeting or on any motions or decisions which might be made outside an NZCIC Meeting under clause 7.7.

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 (pro-rata) basis, for every full month of membership remaining in that financial year.

SECTION VII –NZCIC MEETINGS

7.1 NZCIC Meetings

An NZCIC Meeting is any meeting of the NZCIC Council, including an Annual General Meeting or a Special General Meeting.

An NZCIC Meeting may be held in person and/or by electronic means. If held by electronic means, the NZCIC Council must use a platform that a majority of members are likely to be able to access, provided that the meeting and its business will not be invalidated if one or more members are not able to access the platform.

7.2 Timing

The Annual General Meeting shall be held once every year no later than four months after the end of the financial year. The Annual General Meeting or any Special General Meeting shall require at least 14 days' notice. The notice shall include any resolutions to be put before the meeting.

7.3 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) elections of Chair, Deputy Chair, Secretary and other members of the NZCIC Executive;
- (iv) appointment of an Auditor; and
- (v) any other business required by these Rules to be transacted at an Annual General Meeting.

7.4 Quorum

The meeting quorum for any NZCIC Meeting is that fifty percent of the total NZCIC Council membership must either be present or represented by a proxy. No NZCIC Council meeting may be held unless more than half of the Member Representatives of members attend in person, by telephone or by electronic means. The Chair or his or her nominee shall adjourn a meeting of the NZCIC Council if a quorum is not present.

7.5 Voting processes at NZCIC Meetings

(i) **Election process for Chair and Deputy Chair**

The Chair and Deputy Chair must be elected at an Annual General Meeting on prior nomination by a member or members using the prescribed nomination form and seconded in writing by a member or members in the prescribed form.

The completed nominations must be delivered to the NZCIC by the date and time set by the NZCIC Executive (which must be a reasonable time after the date on which nominations are called).

If only one person is nominated for the role of Chair or Deputy Chair, then that person will be appointed to the relevant office.

If two or more people are nominated for the role of Chair or Deputy Chair, the highest polling candidate will be appointed.

If no Deputy Chair is nominated, the newly elected Executive shall appoint the Deputy Chair from the members of the Executive.

(ii) **Election process for the remaining NZCIC Executive members**

The remaining NZCIC Executive members must be elected at an Annual General Meeting, following the election of the Chair and Deputy Chair and on prior nomination by a member or members using the prescribed nomination form and seconded in writing by a member or members in the prescribed form.

The completed nominations must have been delivered to the Secretary by the date and time set by the NZCIC Executive (which must be a reasonable time after the date on which nominations are called).

If the number of nominations for appointments to the NZCIC Executive is equal to or less than ten, all nominees will be deemed elected.

If more than ten nominations are received for appointments to the NZCIC Executive, then the ten highest polling nominees will be elected.

If no nominations are received or less than ten nominations are received prior to the Annual General Meeting, then additional nominations from the floor during the Annual General Meeting can be accepted.

(iii) Voting on polls

Every vote on the election of the Chair, Deputy Chair and other NZCIC Executive members shall be by secret ballot. The Secretary shall determine the process for conducting a secret ballot and, for that purpose, may count the votes.

(iv) Voting on resolutions

Every NZCIC member has one vote on any resolution. Voting on all resolutions shall be decided either by voices or a show of hands.

If a vote on a resolution is taken, it shall be first determined on the voices. If any eligible member requests a show of hands, the resolution shall be decided by a count of the show of hands. Unless otherwise provided in these Rules, a two-thirds majority of NZCIC members present or represented by proxy is required to pass any resolution or poll. Voting may be by electronic means.

(v) Proxy voting

Instead of a Member Representative, any eligible member may be represented by a nominated person, authorised in writing, on the prescribed proxy form that is received by the Chair prior to the meeting. No person can hold more than five proxy votes.

(vi) Chairing of meetings

The Chair or Deputy Chair shall chair NZCIC Meetings, or if the Chair or Deputy Chair is absent or there is no Chair, or Deputy Chair, the NZCIC Executive shall elect an NZCIC Executive Member to chair NZCIC Meetings.

(vii) NZCIC Council procedures

Subject to these Rules, the NZCIC Council may regulate its own practices.

7.6 Motions from members for NZCIC Meetings

Any member may request that a motion be voted on (**member's motion**) at a particular NZCIC 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 NZCIC Executive will decide whether or not the NZCIC Council will vote on the motion (subject to any overriding decision by the NZCIC Council). However, if the member's motion is signed by at least 40% of eligible members:

- (i) it must be voted on at the NZCIC Meeting chosen by the member; and
- (ii) the Secretary must give the member's information to all members at least 14 days before the NZCIC Meeting chosen by the member; or
- (iii) if the Secretary fails to do this, the member has the right to raise the motion at the following NZCIC Meeting.

7.7 Decision-making outside of NZCIC Meetings

Any motion that may be put to an NZCIC Meeting (including the election of NZCIC Executive members and the alteration of the Rules) or that requires an urgent decision may be put to members by the NZCIC Executive by post or electronic means outside of an NZCIC Meeting provided:

- (i) the NZCIC Executive provides members with the same level of information on the motion as would be provided if the motion were to be determined at an NZCIC Meeting;
- (ii) at least 14 days is given to vote on the motion;
- (iii) the motion must be passed by two-thirds of all members; and
- (iv) the NZCIC complies with section 23(2) of the Incorporated Societies Act 1908 in respect of the Annual Financial Statements.

Decisions made under this clause will be recorded in the minutes of the next NZCIC Meeting.

SECTION VIII – GOVERNANCE AND MANAGEMENT OF NZCIC

8.1 Governance and management

The NZCIC shall be:

- (i) governed by the NZCIC Council in accordance with these Rules; and
- (ii) managed by the NZCIC Executive between NZCIC Meetings in accordance with these Rules.

Only Member Representatives may be members of the NZCIC Executive. The NZCIC Executive shall comprise the following persons, to be elected in accordance with the procedure in clause 7.5:

- (i) the Chair;
- (ii) the Deputy Chair; and
- (iii) up to ten other executive positions to be made up of Member Representatives.

The NZCIC Executive will determine amongst themselves who will hold the position of Secretary and other roles within the Executive other than Chair and Deputy Chair (for example, Treasurer).

8.2 Nomination and term of Chair, Deputy Chair and NZCIC

The NZCIC Executive must call for nominations for Chair, Deputy Chair and members of the NZCIC Executive at least 28 days before an Annual General Meeting if there is a vacancy in the roles of Chair or Deputy Chair or on the NZCIC Executive or the Term of the Chair, Deputy Chair or an NZCIC Executive member is expiring on or immediately before the Annual General Meeting. The NZCIC Executive will set a date by which nominations must be made and seconded to it.

The Chair, Deputy Chair and NZCIC Executive members are appointed for a term of two years. The Chair, Deputy Chair and NZCIC Executive members may apply for re-election at the end of that two-year term.

8.3 Filling of vacancies

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

8.3 Suspension of office holders

The NZCIC Council may suspend from office the Chair, Deputy Chair or any member of the NZCIC Executive by a vote of not less than two-thirds of Member Representative present and represented by proxy at a Special General Meeting expressly called in accordance with these Rules 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 NZCIC Council.

8.4 Appointment of committees

The NZCIC Council and the NZCIC Executive 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 NZCIC or NZCIC Council members. For each committee that is established, the NZCIC Council or the NZCIC Executive, as the case may be, will create a Terms of Reference, and review and amend the Terms of Reference as required.

8.5 NZCIC Executive meetings

The NZCIC Executive will meet regularly between NZCIC Meetings, as the NZCIC considers necessary for the purposes of managing the NZCIC's affairs.

NZCIC Executive meetings may be held in person, or via video or telephone conference or electronic means, or by other formats, as the NZCIC Executive may decide.

The meeting quorum is fifty percent of the NZCIC Executive. No NZCIC Executive meeting may be held unless more than half of the NZCIC Executive members attend in person, by telephone or by electronic means. The Chair or his or her nominee shall adjourn a meeting of the NZCIC Executive if necessary.

The Chair or Deputy Chair shall chair NZCIC Executive meetings, or if the Chair or Deputy Chair is absent or there is no Chair, the NZCIC Executive shall elect an NZCIC Executive Member to chair that meeting.

Approval of decisions voted on at a NZCIC meeting shall be by a two-thirds majority vote of those NZCIC Executive members in attendance. Each member of the Executive has one vote with the Chair or person acting as Chair having a casting vote, that is, a second vote.

Decisions of the NZCIC Executive are not invalid merely by reason that there is no person appointed to the role of a particular officer at the time the decision is made, provided the quorum for an NZCIC Executive meeting is met.

Subject to these Rules, the NZCIC Executive may regulate its own practices.

8.6 Decision-making outside of NZCIC Executive meetings

Any decision that the Chair or (if there is no Chair) the Deputy Chair determines requires an urgent decision may be put to members of the NZCIC Executive by post or electronic means outside of an NZCIC Executive meeting provided:

- (i) members of the NZCIC Executive are provided with the same level of information on the decision as would be provided if the motion were to be determined at NZCIC Executive meeting;
- (ii) at least 5 days is given to vote on the motion; and
- (iii) the decision must be passed by two-thirds of all NZCIC Executive members.

Decisions made under this clause will be recorded in the Minutes of the next NZCIC Executive meeting.

8.7 Delegation

The Chair, Deputy Chair and any member of the NZCIC Executive may delegate any of their functions to another NZCIC Executive member or, in the case of the Secretary or Treasurer, an employee, solicitor or accountant.

8.8 Policies, Standing orders, By-laws and Forms

The NZCIC Council and the Executive may make or prescribe policies, standing orders, by-laws and forms (including the prescribed forms for nominating members of the NZCIC Executive) that are not inconsistent with these Rules, for the purpose of conducting its business and controlling its affairs.

SECTION IX – FINANCIAL MANAGEMENT

9.1 Financial year

The financial year shall commence on 1 April.

9.2 NZCIC funds

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of NZCIC, 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

Surplus funds may be invested in accordance with an investment policy approved by the NZCIC Council.

9.4 Property

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

SECTION X - GENERAL

10.1 Alteration of Rules

These rules (including the name of the NZCIC) may be altered, added to or rescinded by resolution of the NZCIC Council at an Annual General Meeting or Special General Meeting.

Any proposed motion to alter, amend or rescind these Rules must either be:

- (i) proposed by the NZCIC Executive; or
- (ii) signed by at least 40% of members and given in writing to the Secretary, accompanied by a written explanation of the reasons for the proposal, in which case the NZCIC Executive must ensure that the proposal is considered at the next NZCIC Council meeting, provided the proposal is received by the Secretary at least 28 days before the NZCIC Council meeting.

The proposed motion must be contained in the notice calling the relevant Annual General Meeting or Special General Meeting. The notice must include the reasons for the proposal and any recommendations of the NZCIC Executive on the proposed Rule change.

The NZCIC may make any changes to a motion to amend the Rules at an Annual General Meeting or Special General Meeting that are reasonably within the scope of the motion.

A Rule change must be approved by a two-third majority of the members either present or represented by a proxy at the relevant Annual General Meeting or Special General Meeting.

If a Rule change is approved by members, the Rule change does not take effect until the change is filed with the Registrar of Incorporated Societies.

- 10.2** No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be approved without the approval of Inland Revenue. 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 NZCIC Council, and its decision shall be binding.

10.4 Indemnity

- (i) The NZCIC will hold in place insurance cover of a type that provides the entity its office bearers, and sub-committee members, a level of cover that is considered mandatory for a membership association of the NZCIC's size and scope of operations.
- (ii) All members of the NZCIC Council, the NZCIC Executive, and any sub-committee appointed under clause 8.4 shall at all times be held indemnified by the NZCIC from and against all claims, acts, proceedings and damages made, suffered or sustained by NZCIC Council members, NZCIC Executive members, or subcommittee members as a result of his or her carrying out in good faith the requirements of the NZCIC Council, NZCIC Executive or sub-committee.
- (iii) No member of the Executive or other Office Holder under these Rules or employee of the NZCIC shall be liable for any act or omission by any other office holder or employee.

10.5 Liability of Members

No member shall be under any liability in respect of any contract, debt or other obligation made or incurred by the NZCIC.

10.6 Winding-Up

- (i) The NZCIC 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 NZCIC), having substantially similar objects and activities to those of the NZCIC to be used by it for purposes similar to the objects for which the NZCIC was established. If at the time of winding-up or dissolution of the NZCIC 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 NZCIC shall be applied towards such charitable purposes in New Zealand as the then members in general meeting may determine.