



**RULES OF
FENCING CONTRACTORS ASSOCIATION OF NZ
INCORPORATED**

Rules of Fencing Contactors Association NZ Incorporated

1) Name

- 4) The name shall be Fencing Contractors Association of NZ Incorporated hereinafter referred to as the Association.

2) Objects

The objects of the Association are –

- a) To lift the profile and standard of fencing and fencers in New Zealand
- b) To grow the market for fencers
- c) To promote the best interest of fencers
- d) To foster and promote a high quality of workmanship
- e) To encourage and promote the training of fencing personnel
- f) To hold regular meetings to facilitate the exchange of information within the regions
- g) To make advice available for the benefit of the members

3) Powers

In order to achieve the objects of the Association and in addition to all other powers vested in the Association under Incorporated Societies Act 1908 and its amendments, the Association shall have the powers of a natural person to do all or any things that are necessary or conducive to carrying out all or any of the above objects, including, without limitation:

- a) purchase, lease, hire or otherwise acquire any real or personal property, privileges or rights;
- b) sell, exchange, bail, lease or otherwise dispose of any real or personal property, privileges or rights;
- c) borrow or otherwise raise money by the issue of debentures, bonds, mortgages or other security (if any) given over all or any part of the property of the Association;
- d) lend or otherwise invest any funds of the Association upon such security or securities (if any) as may be determined;
- e) appoint and employ staff and contractors from time to time.

4) Membership of Association

There shall be ~~five-six~~ classes of membership of the Association: General Member, Employee Member, Student Member, ~~Wired only Subscription Member~~, Lifetime Member ~~and Accredited-Certified Fencing Member~~, and Wired only Subscription Member:

- a) Employee Member means an employee of a body corporate, partnership, sole trader or other entity engaged in the fencing industry or interested in the industry and sympathetic to the objects of the Association;
- b) General Member means any person or organisation engaged in the fencing industry or interested in the industry and sympathetic to the objects of the Association;
- c) Wired only Subscription Member means any person who receives the annual subscription of the Association's "Wired" magazine;
- d) Lifetime Member means any person who has been selected by the Executive Board for their outstanding contribution to the fencing industry. Such membership is free and allows the Lifetime Member to receive all the benefits of a General Member; ~~and~~
- e) Accredited-Certified Fencing Member means any person or organisation engaged in the fencing industry that has completed and maintained the criteria to hold this title as set by the Association; ~~and-~~
- e)f) Student Member means any person enrolled full time in secondary or tertiary education, interested in the industry and sympathetic to the objects of the Association.

5) Enrolment of Members

Any qualified person or body wishing to become a member of the Association shall make an application on the prescribed form accompanied by the prescribed subscription to the secretary. Acceptance of such application is to be at the discretion of the Executive Board of the Association. The applicant shall be notified of his or her acceptance and on payment of the then current annual subscription shall become a member of the Association.

6) Continuation of Membership

- a) A member shall continue to be a member of the Association until such time as notice in writing is given to the Secretary of the member's intention to resign. Such registration shall not absolve the member of liability in respect to any arrears or to the subscription for the financial year in which the resignation is tendered.
- b) Members shall enjoy the privileges of membership for so long as their subscription does not fall into arrears for more than 2 months calculated from the date of the subscription invoice. Should a member's subscription fall into arrears of more than 2 months from such date the privileges of membership shall cease automatically but the liability for subscription shall remain.
- c) If a members subscription falls into arrears of more than 6 months the members name shall be removed from the roll of membership.

7) Suspension and Expulsion of Members

- a) The Executive Board reserves the right to terminate any member's membership at any time, if:
 - i) a member's conduct is hostile to membership of the Association or whose conduct brings the Association into disrepute;
 - ii) a member ceases to satisfy the membership qualifications in Rule 4)4;
 - iii) a member fails to pay the annual membership fee within 2 months of the due date;
 - iv) a member become insolvent, is declared bankrupt, is placed in liquidation, or is wound up (other than for the purposes of a solvent reconstruction);
 - v) a member fails to act in accordance with the Code of Conduct, the Objects and the Rules of the Association and does not remedy that failure within 10 working days (or such other reasonable period notified by the Executive Board) after notice is given to the member by the Executive Board.
- b) A suspension may be on such terms as the Executive Board thinks fit and such decision is to be final.

8) Funding

- a) The Executive Board shall annually set the subscription fee for each class of membership, and members shall pay the fee appropriate to their class of membership.
- b) In addition to annual subscription fees, the Association may require payment for providing training needs analysis, standards, information and advice, conducting verification, assessment, accreditation and registration of standards and qualifications, for provision of publications, and any other services that may be determined by the Executive Board.
- c) Donations, grants or levies may be accepted from other industry training organisations, Government, or other bodies and individuals.

9) Meetings

All meetings shall be summoned by notice in writing no less than 28 ~~working~~ days ~~in prior to the respect of any~~ meeting. Notice shall be deemed to have been duly given if transmitted to the last known address of the member.

A meeting may be held by a number of members constituting a quorum being assembled together at the place, date and time appointed for the meeting.

10) Annual General Meeting

- a) The Annual General Meeting shall be held at a time and place fixed by the Executive Board for the following purposes:
 - i) To receive a report, balance sheet and statement of accounts for the preceding year;
 - ii) To elect members to the fill Executive Board ~~for the ensuing year vacancies;~~
 - iii) To appoint an auditor for the ensuing year or resolve not to appoint an auditor;
 - iv) To decide on any resolution this may be duly submitted to the meeting.
- b) Following receipt of the notice for the Annual General Meeting a member may request a copy of the report, balance sheet and statement of accounts for the last financial year.
- c) Nominations of members standing for office must be in writing and seconded and received by the secretary at least 5 working days before the Annual General Meeting.
- d) In the event of the nominations exceeding the number required for any position, a ballot shall be held at the Annual General Meeting. The officers so elected shall hold office until the close of the Annual General Meeting held two years later, if successors are elected at the next Annual General Meeting and shall then be eligible for re-election.

11) Special General Meetings

The first general meeting of the Association shall be within 3 months of the incorporation and thereafter the Executive Board may at any time call a Special General Meeting and they shall do so on receipt of a notice in writing of one-fifth of members stating the purpose for which the meeting is required.

12) Voting

- a) Voting on all matters, except amendments to rules, will be by simple majority of those present at a general meeting who are entitled to vote. A two thirds majority of those members present at the meeting who are entitled to vote is required to approve amendments to the rules.
- b) Members are only entitled to vote if all fees payable by that member are paid up in full. Paid up in full refers to fees for that current financial year in which the general meeting occurs.
- c) Each member shall have the following votes at any Annual or Special General Meeting:
 - i) General Membership: one vote each-
 - ii) Employee Membership: one vote each-
 - iii) Certified Fencing Member: one vote each
 - iv) Lifetime Member: one vote each-
 - v) Student Membership: no vote

~~v)vi)~~ Wired Only Subscription Members: no vote.

- d) A vote may be exercised by proxy vote only at a Special General Meeting, for the avoidance of doubt, no vote may be exercised by proxy at the Annual General Meeting. A proxy vote may be in written or electronic form appointing the proxy and must be in favour of either the chairperson or a member. The proxy notice must be delivered to the Association not less than 24 hours before the time fixed for commencement of the meeting. The secretary to the Executive Board will be the final arbiter of the validity of all proxy votes.
- e) Voting on all matters shall be by voices or if the President or one-fifth of the members present require, by a show of hands or ballot.

13) Qualification for Office

a) Only General, Certified, Employee and Lifetime Members are eligible to hold office.

a)b) Representatives of the Association's commercial partners shall not be eligible to hold office, regardless of their membership status.

b)c) _____ The office shall be vacated:

- i) If the officer absents himself/herself from 3 consecutive meetings without special leave of absence;
- ii) If by notice in writing he/she resigns;
- iii) If the officer ceases to retain his or her membership qualification;
- iv) If the officer becomes of an unsound mind;
- v) If the officer is prohibited from being a director of a company;
- vi) If the officer is adjudicated bankrupt;
- vii) If the officer is convicted of any offence which in the opinion of the Executive Board renders them unfit to continue in office; or
- viii) If, in the opinion of at least two thirds of the other Executive Board members, the officer ceases to satisfy the requirements of the Association's Code of Conduct, and other criteria that a person must have or satisfy in order to be appointed, and continue to hold a position as an Executive Board member.

14) Vacancies

Any vacancies occurring on the Executive Board shall be filled by the Executive Board and the appointee shall hold office until the close of the next Annual General Meeting, or until a successor has been appointed and accepted office. If the office of President becomes vacant the Executive Board shall nominate a replacement who shall hold office until a successor has been appointed by a general meeting.

15) Governance

For the governance and control of the Association there shall be:

- a) The members in general meeting
- b) Executive Board

16) Quorum

At all general meetings 10 members shall constitute a quorum.

17) Executive Board

- a) The affairs and business of the Association shall be controlled and managed by an Executive Board consisting of 7 members appointed by the members, each for a period of two years at the Annual General Meeting.
- ~~a) — and 1 current Strategic Partner.~~
- b) The Executive Board ~~shall annually appoint them~~ must elect two of their number to act as President and Vice-- President at the earliest executive meeting after the Annual General Meeting and within the same ensuring year.
- c) The Executive Board shall meet at such times and places as shall from time to time be determined by the President and at all meetings the Executive Board shall determine its own procedure.
- d) Notice of every meeting shall be given in writing to each Executive Board member by the secretary at least 3 working days before the meeting.
- e) It shall be the duty of the Executive Board to conduct the affairs of the Association, to collect all subscriptions, to keep usual and proper books of account properly written up, to keep all other records of the business of the Association, and to prepare and submit to the Annual General Meeting a report, balance sheet and statement of accounts for the preceding year.
- f) Each Executive Board member shall have one vote at Executive Board meetings and in case of deadlock the President shall have a casting vote. A resolution is passed if a majority of votes cast on it by the Executive Board members are in favour of it.
- g) The Executive Board may co-opt members on such terms as it determines.
- h) A quorum for a meeting of the Executive Board shall comprise of 4 members. The Board is to hold meeting at least three times a year.
- i) The Executive Board may meet in person or by contemporaneous linking together by telephone or videoconference provided that in the case of a telephone or videoconference meeting the quorum for a meeting of the members of the Executive Board is achieved and each Executive Board member taking part can hear each of the other members taking part for the full duration of the meeting.
- j) Non-attendance for ~~two-three~~ consecutive Executive Board meetings, without reasonable circumstances and the approval of the Executive Board, shall constitute grounds for the removal of that person from the Executive Board.

18) Retirement of Officers by rotation

- a) At every Annual General Meeting the following officers shall retire from office:
- i) Any officer who held office at the time of the previous Annual General Meeting and who was not elected at that meeting; and
- ii) Any officer who has been appointed by the Executive Board since the last Annual General Meeting.

b) Any officer who retires at an Annual General Meeting may offer themselves for re-election by the Members, if nominated in accordance with clause 10(c).

18)19) Control, Investment and Disbursement of Funds

All monies received by the Association shall be banked in such a banking institution as the Association decided upon. Such banking accounts shall be operated upon the authority and signature of such officers as are appointed by the Association.

19)20) Financial Year

The end of the financial year shall be 31 March.

20)21) Common Seal

The Secretary shall be the custodian of the common seal which shall be affixed by him/her only upon the authority of the Executive Board to such documents as are signed by an Executive Board member and the Secretary or in such other manner as the Executive Board may decide. A schedule of all documents to which the seal has been affixed shall be tabled at the subsequent Annual General Meeting.

21)22) Alteration of Rules

- a) These rules may be altered, added to, rescinded or otherwise varied or amended by a resolution passed by a two thirds majority of those present at a general meeting of which 28 days notice has been given.
- b) Every such notice shall set forth the purpose of the proposed alteration, addition, rescission, variation or amendment.
- c) No alteration, addition or rescission of the rules shall be made if it would have the effect of denying the Association the income tax exemption provided to a non-profit body pursuant to Section 61(34) of the Income Tax Act 1976, its amendments or successor legislation.

22)23) Winding Up

- a) The Association may go into liquidation if, at a general meeting of the Association the members pass by simple majority a resolution to do so, provided that this winding up resolution is confirmed at a subsequent general meeting called for the purpose and as required by section 24 of the Incorporated Societies Act 1908.
- b) In the event of the Association going into liquidation under section 24 of the Incorporated Societies Amendment Act 1908, the surplus assets and payment of the Association's liabilities and the expenses of the liquidation shall not be divided amongst the members. At a general meeting of which notice has been given specifying the nature of the business to be transacted, a majority of three-fourths of the members present at the meeting may resolve to transfer such surplus assets to a society having similar objective to that of the Association.

23)24) Distributions

No member of the Association shall receive any distribution, whether by way of money, property, or otherwise, other than as a reasonable reimbursement for services rendered or money lent to the Association.

24)25) Interpretation

If at any time matter shall arise which is not provided for in these rules or in the interpretation of these rules, the same shall be determined where appropriate by the Executive Board whose decision shall be final.