

# NEW ZEALAND CONCRETE CONTRACTORS ASSOCIATION

## CONSTITUTION AND RULES

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## **1. NAME OF THE ASSOCIATION**

The Association shall be known as New Zealand Concrete Contractors Association Incorporated and is established by employers in the concreting industry for the purposes hereinafter set out.

## **2. REGISTERED OFFICE**

The registered office of the Association shall be at 1/83 Florence Avenue, Orewa, Auckland, or such place as the Board may determine from time to time.

## **3. OBJECTIVES**

The Association is formed for the following purposes:

### **3.1 Community Awareness and Consultation**

**3.1.1** To promote the development of the concreting industries and their members generally by:

- Publicising the aims and objects of the Association
- Acquiring or adopting a distinctive design, logo, mark or device for the exclusive use of the Association members, and to regulate and control the use of such design, logo or other such device

**3.1.2** To serve as a link between the concreting industries and the community by:

- Providing information about the concreting industry, its products and methodologies
- Providing access to appropriately qualified providers of concreting services
- Facilitating co-operation between all parties having an interest in the services provided by the concreting industries for the overall benefit of the community in general

### **3.2 Industry Cohesion and Alliance**

**3.2.1** To secure, maintain and improve favourable trade relations with all public authorities, manufacturers, suppliers or distributors of goods, materials, and/or services

**3.2.2** To affiliate with or enter any alliance with any organisation, company, firm or the like, either within the Commonwealth of New Zealand or overseas, having objects similar to or calculated to the benefit of the industry generally

### **3.3 Skills**

**3.3.1** To encourage and preserve by every means, skills within the concreting industries and expand the skilled workforce in the area of industry strengths

### **3.4 Good Standards**

**3.4.1** To provide benefit to the building and construction industry and public in general by developing and creating guidelines to encourage the adherence by members of the concreting industries to the best known industry standards and ensure compliance

**3.4.2** To establish, promote and enforce a Code of Ethics and Good Business Practice amongst members

**3.4.3** To promote knowledge and understanding of concreting standards and products throughout the construction and consulting industries

**3.4.4** To promote and safeguard the interests of the concreting industries and their members

**3.4.5** To encourage the safe use of concreting equipment and products within New Zealand

**3.4.6** To represent and act for the industry before all divisions of Government, and public and private organisations as may be appropriate

### **3.5 Marketing**

To support, provide and promote education of the concreting industries to improve the knowledge and proficiency of industry participants

### **3.6 Research**

To harmonise research activities with current industry strengths and target emerging technologies

### **3.7 Funds**

To raise funds by means of subscriptions, donations, grants, sponsorship, from or on members, or any other means available

### **3.8 Membership Benefits**

**3.8.1** To provide basic help or guidance to members of the Association.

**3.8.2** To provide networking opportunities for members of the Association.

**3.8.3** To publish or cause to be published an official newsletter that contains information that may be helpful to members and that is relevant to the industry, keeping members informed of changes within the industry that may affect them and offer sound business advice.

**3.8.4** To provide an up to date website with information for both the Public and Association members.

**3.8.5** To take disciplinary action against members for breaches of the Codes adopted under this Constitution (as per Rule 28).

### **3.9 Other**

To carry out any lawful function or activity that is ancillary to these objectives.

### **3.10 Purposes**

Pecuniary gain is not a purpose of the Association

## **4. DEFINITIONS**

In the interpretation of these Rules and this Constitution, the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires:

- "Association" means New Zealand Concrete Contractors Association Incorporated.
- "Board" means the Management Committee as provided for under Rule 11.
- "President" means an elected person as in Rule 11.3.
- "Vice President" means the person appointed under Rule 11.5.
- "Secretary" means any person appointed by the Board in accordance with Rule 10.
- "Financial Member" shall mean a member whose fees, levies, or any other amounts owed to the Association are paid in full for all such sums due to the Association.
- "Associate Member" means a person granted membership by the Board as per Rule 6.1.2.
- "Person" shall also mean firms, sole-traders, Companies, Partnerships, Associations, Corporations, Incorporations or unincorporated bodies, Trustees, or anybody duly registered under the laws which govern the operations of corporations, societies, agencies or other organisations or combinations thereof.
- "Member" shall mean any person who has been admitted to membership as an Ordinary Member, an Associate Member or Honorary Life Member and includes a representative or additional representative.
- "In writing" or "written" includes printing, photograph, typewriting or other mode of representing or reproducing words in a visible form including all forms of electronic storage or transmission which are capable of causing reproduction of words in a visible form and specifically includes but is not confined to electronic storage or transmission on computer tapes, disks or other analogous media and transmission by facsimile or direct electronic data transfer, including e-mails.
- "Ancillary to the Concreting Construction Industry" shall mean any person allied to and permanently engaged in the concreting construction industry.
- "Year" or "Current Year" means the financial year or current financial year of the Association.
- "Month" means calendar month.

## 5. POWERS

- 5.1 New Zealand Concrete Contractors Association has the following powers which will be exercised by a Special Resolution of members at a general meeting:
- Borrow, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its capital assets and enter into guarantees. This process is to go through the Board with the decision exercised as above
- 5.2 New Zealand Concrete Contractors Association has the following powers which are delegated to the Board for the management and governance of the organisation:
- 5.2.1 Make, alter and rescind By-Laws, Codes of Conduct and Ethics of New Zealand Concrete Contractors Association, with any changes to be ratified at an AGM or SGM in accordance with the Rules.
  - 5.2.2 Formulate and enforce By-Laws, regulations, policies and procedures for the governance, management and operation of New Zealand Concrete Contractors Association.
  - 5.2.3 Withdraw, suspend or terminate membership in accordance with Rule 9.
  - 5.2.4 Determine, raise and receive money by subscriptions, donations, fees, grants, sponsorship, government funding or otherwise.
  - 5.2.5 Invest surplus funds in low-risk investments on behalf of New Zealand Concrete Contractors Association
  - 5.2.6 Purchase, lease or otherwise acquire capital assets of New Zealand Concrete Contractors Association to a maximum value of \$5,000.00. For the purchase, lease or otherwise acquiring capital assets over the value of \$5,000.00, New Zealand Concrete Contractors Association will require a Special Resolution of members at a general meeting.
  - 5.2.7 Produce, develop, create, licence, use and protect the intellectual property of New Zealand Concrete Contractors Association.
  - 5.2.8 Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations.
  - 5.2.9 Manage the operational expenditure of New Zealand Concrete Contractors Association.
  - 5.2.10 Consult or engage legal counsel.
  - 5.2.11 Do any other acts or things which are incidental or conducive to the attainment of the objects of the New Zealand Concrete Contractors Association.

## 6. CLASSES OF MEMBERSHIP AND VOTING RIGHTS

The Association shall consist of an unlimited number of persons engaged in the concreting industry and /or ancillary industries.

- 6.1 The Association shall comprise of the following classes of annual membership:
- 6.1.1 **Ordinary Members** – Full membership of the Association may be granted to any concreting contractors and / or businesses, which in the opinion of the Board, are actively engaged in the concrete construction industry and / or associated works and fulfils the membership requirements as per Rule 7. Ordinary Members shall be deemed to have voting rights.
  - 6.1.2 **Associate Members** – Associate membership of the Association may be granted at the discretion of the Board, to any other organisation, company or individual who is involved in, or has an interest in, the concreting and / or ancillary industries, or who provides support to the concrete industry through provision of products or direct involvement in the industry. Associate members shall pay subscriptions as deemed by the Board and must abide by the Constitution and By-Laws of the Association as per Ordinary membership
  - 6.1.3 **Honorary Life Members** – Life membership may be granted in recognition and appreciation of outstanding service, over a period of years, to the industry or the Association. Any person may be nominated for Life Membership but must be nominated by a current member of the Association. Nominations must be made in writing to the Board Secretary, setting out the grounds for the nomination. The Board must determine in its discretion, if the person is worthy of nomination, and if so, the nomination shall be forwarded to the next AGM for determination by the voting members. Life members shall not pay any subscriptions or levies. Life members retain all rights as an Ordinary or Associate members, with the exception of voting rights.

- 6.2** Associate Members and Honorary Life Members are permitted to speak to motions and / or address meetings of the Association but shall not be entitled to vote on resolutions.

## **7. APPLICATION FOR MEMBERSHIP**

- 7.1** An application for membership of the Association, must be submitted in a written form approved by the Board, together with the approved application fee, direct to the Secretary
- 7.2** Where a firm, company or organisation makes application for admittance as a member of the Association, such firm, company or organisation shall at the same time, nominate a person or persons to represent such firm, company or organisation. A person so nominated shall be a member, director, trustee or executive of said firm, company or organisation .

## **8. MEMBERS FEES**

The membership fee, and method of payment thereof, shall be determined by the Board and is payable when, and in the way, the Board decides. This may include part payment charges for less than a full year of membership

## **9. RESIGNATION OR TERMINATION OF MEMBERS**

- 9.1** Any member may resign from the Association by giving not less than one month's written notice of their resignation to the Secretary, but shall remain liable for all dues and levies outstanding as at the date of expiry of such notice.
- 9.2** All privileges of the Association shall cease at the time resignation, or termination of membership takes effect (including the sale of firm, company or organisation). The right to use any branding, or the like, associated with the Association shall also be withdrawn
- 9.3** The Board may terminate a member's membership if the member:
- a. Is convicted of an indictable offence; or
  - b. Does not comply with any of the provisions of these rules; or
  - c. Has membership fees in arrears for at least six months; or
  - d. Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association; or
  - e. If such member being a company or unincorporated body shall be dissolved; or
  - f. If such member, being an individual person shall have their estate sequestrated in bankruptcy, or shall assign their estate for the benefit of their creditors generally; or
  - g. If the member ceases to be engaged in the concrete construction industry and / or associated works; or
  - h. The death of such member; or
  - i. If an employee, spouse, or other party directly related to the member conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association, including being convicted of an indictable offence; then the Board will act in the best interest of the Association, taking appropriate action to either suspend/cancel the membership accordingly.
- 9.4** Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.
- 9.5** If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary must give the member a written notice of the decision
- 9.6** Re-admittance to membership will be on an application form, as per a new member, and will follow the process as outlined in Rule 7

## **10. SECRETARY AND TREASURER**

- 10.1** The day to day management and administration for the Association and the duties incidental thereto, shall be vested in a Secretary and / or Treasurer appointed by the Board. The Secretary and / or Treasurer shall be responsible to act, and act under the directions of, the Board and shall perform such duties as may be delegated to him / her by the Board
- 10.2** The Secretary shall:
- a. Keep or cause to be kept a faithful record of the business; transacted at all meetings of the Association, its Board and committees
  - b. Collect all subscriptions, fees, levies, dues or other liabilities payable to the Association by members or otherwise and keep and maintain books of account as may be required by law
  - c. Conduct correspondence on behalf of the Association
  - d. Under the direction of the Board, prepare and furnish all notices and returns required to be given by or on behalf of the Association under any law
  - e. Carry out such other duties as may be required by these Rules or directed by the Board from time to time
- 10.3** The Treasurer (or Secretary if one in the same) shall:
- a. Certify all accounts due by the Association
  - b. See that all moneys belonging to the Association are paid to the credit of the Association without undue delay into a bank authorised by the Board
  - c. Certify the Association's Statement of Financial Performance and Statement of Financial Position and such other returns as may be required by law
  - d. So far as is practicable, countersign all cheques or bank withdrawals on behalf of the Association
- 10.4** The Board shall determine the salary or honorarium, payable if any, and the terms, duties and conditions of the Secretary and / or the Treasurer in addition to those specified in this Constitution
- 10.5** The Board shall have the discretion to suspend or remove the Secretary and / or Treasurer from office at any time

## **11. MEMBERS OF THE BOARD**

- 11.1** When the AGM is not in session, the affairs and activities of the Association shall be managed and controlled by a Board elected by the members in accordance with the Constitution and such Board shall be responsible to the AGM
- 11.2** The Board shall consist of:
- a. Six members elected by the AGM under Rule 12
  - b. One Associate Member's Representative – nominated by the Associate Members
  - c. One Readymix Association Representative – nominated by their Association.
  - d. The Associate Member Representative and the Readymix Association Representative shall count in the forming of a quorum and shall retain all rights, including voting rights as an elected member.
  - e. The Board may appoint co-opted Board members who shall hold office until the ensuing AGM. Co-opted members shall count in the forming of a quorum and shall retain all rights, including voting rights, as an elected member
- 11.3** The President shall be elected annually by the Board, from among the elected Board members, at the first meeting of the Board following the AGM. The President shall hold office for one year – until conclusion of the first Board meeting following the AGM. The President may be re-elected for further subsequent and consecutive terms of office.

**11.4** The President shall:

- a. Preside over all meetings of the Association, the Board and all Committees (if required), whether Special or otherwise
- b. Act as the Chairperson of the Board and shall have all the authority usually vested in the Chair of any meeting
- c. Keep order and direct the manner of debate upon all questions introduced and determine what order questions shall be introduced
- d. Have the right to vote on all questions and where voting is equal may exercise a right to a casting vote by declaring the result of the voting. No member shall persist in a line of conduct contrary to the ruling of the Chair

**11.5** A Vice President shall be appointed by the Board following the lines of appointment of the President and shall act as, and possess all the rights, privileges and duties of the President, in the Presidents absence. He/she shall carry out such other duties as may be delegated to them by the President, the Board or a meeting of the Association

**12. ELECTING / APPOINTING MEMBERS OF THE BOARD**

**12.1** Members of the Board shall be elected or appointed as follows:

- a. The Elected Board member shall be elected by a majority of members entitled to vote at an AGM following nomination by at least one other member of the Association or by nomination from the Board
- b. Nominations for Elected Board member must be in the approved form and received not less than 28 days before the date set for the AGM
- c. If, at the start of the AGM, there are not enough candidates to fill the vacancies, nominations may be taken from the floor of the meeting

**13. TERMS OF OFFICE OF BOARD MEMBERS**

**13.1** Subject to Rule 15.2. The term of office for all Elected Board members shall be three (3) years, expiring on conclusion of the relevant AGM. The election of Board members shall be rotated so that two (2) members are elected each year to ensure continuity of some Elected Board members on the Board

**13.2** The term of office for co-opted Board Members shall be the period from their appointment until the conclusion of the first AGM following such appointment. A co-opted Board Member may be reappointed by the Board for further terms of office.

**14. RESIGNATION OR REMOVAL FROM OFFICE OF A BOARD MEMBER**

**14.1** A Board member may resign from the Board by giving written notice of resignation to the Secretary.

**14.2** The resignation takes effect on:

- a. The day and at the time the notice is received by the Secretary; or
- b. If a later day is stated in the notice - the later day

**14.3** A member may be removed from office if:

- a. The person holding office is convicted of an indictable offence.
- b. Has a property manager or welfare guardian appointed under the Protection of Personal Property Rights Act 1988.
- c. At a general meeting of the Association, if a majority of the financial members present at the meeting vote in favour of removing the member.

**14.4** Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

**14.5** A member has no right of appeal against the member's removal from office under this section.

## **15. VACANCIES ON THE BOARD**

- 15.1** If a casual vacancy occurs on the Board, the continuing members of the Board may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.
- 15.2** Where the vacancy is filled, the term of office shall expire at the conclusion of the AGM following the appointment.

## **16. BOARD MEETINGS AND POWERS OF THE BOARD**

- 16.1** The Board may meet and conduct its proceedings as it considers appropriate.
- 16.2** Board meetings may be called at any time by the President but generally the Board shall meet at regular intervals agreed by the Board.
- 16.3** At a Board meeting, at least four (4) members are required to form a quorum – this may include elected or appointed Board members, and / or Associate Representative and / or Readymix Association representative.
- 16.4** A question arising at a Board meeting is to be decided by a majority vote of Board members present at the meeting and, if the votes are equal, the question is decided on the casting vote of the Chair.
- 16.5** A Board member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract.
- 16.6** The President, or if there is no President, or if the President is not present within 10 minutes after the time fixed for a Board meeting, the Vice-President is to preside as chairperson at the meeting.
- 16.7** If the President and the Vice-President are absent from a Board meeting, the members may choose one of their number to preside as chairperson at the meeting.
- 16.8** If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Board members, the meeting is to be adjourned to a day, time and place decided by the Board.
- 16.9** Without limitation the Board shall carry out or cause to be carried out all of the duties and functions necessary to achieve the Objectives of the Association as outlined in Rule 3, except where otherwise determined by the members at an extraordinary or Annual General Meeting.

## **17. GENERAL MEETINGS**

- 17.1** New Zealand Concrete Contractors Association must hold an AGM and it shall be held no later than the 31<sup>st</sup> October in each year.
- 17.2** The Board must give at least forty (40) days' notice in writing to members of the General Meeting. The notice can be given by such methods as the Board may determine but must clearly specify the place, date and time of the meeting and the purpose of the meeting.
- 17.3** Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 17.4** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The Chairperson at his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
  - b. A motion to proceed is put to the meeting and a majority of two thirds of votes cast is obtained in favour of the motion to proceed.
- 17.5** The AGM shall be called for the following purposes:
- a. Adoption of the previous minutes.
  - b. Receiving the audited report of the financial performance and position of the Association for the last financial year.



- c. Presenting the audited statement to the meeting for adoption.
- d. To appoint the auditor.
- e. Receiving reports from the Board, any sub-committees and / or other affiliated bodies.
- f. Consideration of any remits resolutions or other motions that have been properly submitted to the Board for consideration at the AGM (as per 17.6 and 17.7 below).
- g. Ratification of any changes to By-Laws.
- h. Election of Board members as per Rule 12.

#### **17.6 Remits, Resolutions and Motions at General Meetings**

Any Member may request that a motion be voted on ("Member's Motion") at a particular General 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 motions ("Member's Information"). The Board may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least 25% of eligible Members:

- a. It must be voted on at the General Meeting chosen by the Member; and
- b. The Secretary must give the Member's information to all Members at least 14 days before the General Meeting chosen by the Member; or

If the Secretary fails to do this, the Member has the right to raise the motion at the following General Meeting.

The Board may also decide to put forward motions for the Association to vote on which shall be suitably notified.

#### **17.7 Meeting Papers**

All remits, motions and nominations shall be received by the Secretary 28 days prior to the General Meeting.

All meeting papers shall be distributed to Members 14 days prior to the General Meeting.

### **18. SPECIAL GENERAL MEETING**

**18.1** The Secretary may only call a Special General Meeting (SGM) by giving each member notice of the meeting within 21 days after:

- a. Being directed to call the meeting by the Board; or
- b. Being given a written request signed by at least 25% of such ordinary members of the Association that are entitled to vote.
- c. Being given a written notice of an intention to appeal against the decision of the Board:
  - I. To reject an application for membership; or
  - II. To terminate a person's membership.

**18.2** A written request for an SGM must state the purpose for which the SGM is being called.

**18.3** The SGM must only deal with the business for which the SGM is requested.

**18.4** The notice requirements for the SGM are the same as for General Meetings unless the Board, at its discretion, determines the nature of the SGM business is of such urgency that a shorter period of notice is to be given to the Members.

### **19. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

**19.1** A quorum for any General Meeting shall be at least 15% of the voting members, in person or by proxy, of the New Zealand Concrete Contractors Association.

**19.2** No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business

**19.3** If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Board or the Association, the meeting is to be adjourned to a day, time and place decided by the Board

**19.4** If at an adjourned meeting, a quorum under subsection 19.1 is not present within 30 minutes after the time fixed for the meeting, the members' present form a quorum

**19.5** In this rule: "member" includes a person attending as a proxy or representing a corporation that is a member

## **20. PROCEDURE AT GENERAL MEETINGS**

**20.1** Subject to these rules, at each General Meeting:

- a. The President or, if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-President is to preside as chairperson; and
- b. The chairperson must conduct the meeting in a proper and orderly way; and
- c. Each question, matter or resolution must be decided by a majority of votes of the members present; and
- d. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
- e. A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting; and
- f. Voting may be by a show of hands or a division of members, unless a majority of the members present demand a secret ballot; and
- g. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides; and
- h. Elections of Officers and Elected Board Members at an AGM must be undertaken by ballot except where:
  - I. There are the same number of nominations as positions available, or
  - II. There are insufficient nominations for Officers and Elected Board members and after calling for further nominations at the AGM there are still insufficient or the same number of nominations for positions available, then those persons nominated shall be declared elected.

**20.2** Proxy votes and postal votes are permitted. Proxy and postal votes are to be received by the Board Secretary prior to commencement of the meeting and shall be recorded in the Minutes.

**20.3** To ensure the accuracy of all Minutes recorded at Board meetings, General Meetings and Annual General Meetings the minutes must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association, verifying their accuracy.

## **21. BY-LAWS**

**21.1** The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

**21.2** A by-law may be set aside by a vote of members at a General Meeting of the Association.

**21.3** The Code of Ethics attached hereto shall constitute bylaws to be observed and performed by the Members.

## **22. ALTERATION OF RULES**

**22.1** The Rules of the Association (including the name of the Association) may be altered, added to or rescinded by Resolution of the AGM, a Special Meeting or Ballot voting on two-thirds majority of the members, provided that note 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 for in Section 21 of The Incorporated Societies Act, 1908.

**22.2** No addition to or alteration of the personal benefit clause or the dissolution clause shall be approved without the approval of the Inland Revenue Department and the provisions and effect of this Rule shall not be removed from this Constitution and shall be included in any alteration, addition or revision of this Constitution.

## **23. COMMON SEAL**

There shall be a Common Seal which shall be kept in the custody of the Secretary and may be affixed to any document only by resolution of the Board and in the presence of, and with the accompanying signatures of, two members of the Board.

## **24. FINANCES**

**24.1** The financial year of the Association shall commence on the first day of April in each year.

**24.2** The funds of the Association shall be banked in such bank or other financial institution in New Zealand as the Board may from time to time determine.

**24.3** The bank account(s) shall be operated by persons specifically nominated by the Board.

**24.4** The Board is responsible for the receipt and banking of all monies received by New Zealand Concrete Contractors Association and the Board must ensure that correct accounting records are kept.

**24.5** Statements of Financial Position and Financial Performance shall be audited each year and the audited accounts shall be submitted to the AGM.

**24.6** The Auditors shall be appointed at each AGM.

**24.7** Funds of the Association shall be devoted solely to the furtherance of the Association as set out in this Constitution.

## **25. FINANCIAL BENEFIT TO MEMBERS**

No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income benefit or advantage shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions of this clause shall not be removed from this document and shall be included in and implied into any document replacing this document.

## **26. WINDING UP OF THE ASSOCIATION**

**26.1** The Association may be dissolved voluntarily if the Association at an AGM or Special General Meeting passes, by simple majority, a resolution requiring the Association to be dissolved and the resolution is confirmed by simple majority at a subsequent Special General Meeting called together for that purpose and held no earlier than thirty (30) days after which the resolution so to be confirmed was passed.

**26.2** If upon the dissolution of the Association there remains after the satisfaction of all costs and its debts and liabilities any property or assets whatsoever the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by a President of the New Zealand Law Society or in the absence of any institution then to such public charity or public charities as the said President of the New Zealand Law Society may determine.

## **27. INDEMNITY**

New Zealand Concrete Contractors Association shall indemnify every Member of the Board, the Secretary and other officers of the New Zealand Concrete Contractors Association in respect of all liability arising from the proper performance of their functions connected with the New Zealand Concrete Contractors Association.

## **28. DISCIPLINARY POWERS**

- 28.1** The Secretary shall report to the Board if it is brought to, or comes to, the attention of the Board that any member, employee, spouse, or other party directly related to the member:
- a. Has been convicted of a felony or an offence under any Act, regulation, ordinance, industrial award, or other law arising out of, or in the course of the conduct of, his business, or
  - b. Has been convicted of a felony or an offence under any Act, regulation, ordinance, industrial award, or other law where such conviction could bring the Association into disrepute, whether or not such conviction arose out of, or in the course of the conduct of, his business, or
  - c. Has committed, or is committing, a breach of the Code of Ethics of the Association or
  - d. Has committed, or is committing, a breach of the Constitution, Rules or By-Laws of the Association.
- 28.2** The Board will discuss the matter at the next regular meeting of the Board, or if the Board deems necessary it may exercise its right to convene a Special Meeting to discuss the matter.
- 28.3** If the Board deems that there is a case to answer, the member concerned shall be given written notice of the complaint setting out the nature of the complaint, a timeframe for response and a brief summary of the course of actions which may be taken and, if deemed necessary, summoning the complainant to appear before the Board at a set date and time.
- 28.4** Upon expiry of the timeframe for response the Board shall reconvene and discuss all aspects of the complaint. The member concerned shall be given the opportunity to present his case either in person, by proxy or in writing – unless they have been summoned to appear.
- 28.5** If the member has been summoned to attend the meeting, and fails to do so, then the Board may proceed ex parte; the failure to attend the meeting (without reasonable written excuse) by the member shall in itself be conduct which may be dealt with under this rule.
- 28.6** The decision made by the Board shall be in accordance with the principles of natural justice and shall be binding and final.
- 28.7** The Board, in upholding any complaint against a member, may impose one of the following sanctions:
- a. Written notice of censure
  - b. Interim suspension from the New Zealand Concrete Contractors Association
  - c. Termination from the New Zealand Concrete Contractors Association

**NEW ZEALAND CONCRETE CONTRACTORS ASSOCIATION**  
**CODE OF ETHICS**

1. As a member of the New Zealand Concrete Contractors Association (NZCC) you are required to observe and comply with the Rules and Bylaws of the Association, including the Code of Ethics set out in this part.

This code sets out the general standard of conduct to which all Concrete Contractors must adhere. It shall apply to all members individually and collectively. Any breach or failure by a NZCC member to abide by these may result in the member being disciplined in accordance with the disciplinary procedures of the Association as set out in these Bylaws.

2. A NZCC member shall comply with all requirements of the Association.
3. A NZCC member shall maintain the highest standards of personal conduct and integrity.
4. A NZCC member shall take all reasonable steps to ensure that his partners, employees and subcontractors conduct themselves and carry out their work to a standard substantially the same as that required of a NZCC member.
5. A NZCC member shall conduct himself and his business so as to uphold and improve the dignity, standing and reputation of Concrete Contractors, the Association and the members of his Association.
6. A NZCC member shall keep proper accounts and conduct his financial affairs in accordance with the terms of trade agreed between him and the trade suppliers or subcontractors, so as to remain solvent at all times.
7. A NZCC member shall conduct his business with dignity and in the spirit of fidelity, fairness and impartiality. Should a member be charged with unethical practice, he shall voluntarily place all pertinent facts before a proper tribunal of the Association for investigation and judgement.
8. A NZCC member shall conduct his business with due regard to the best standards of workmanship, integrity and courtesy. A NZCC member shall be friendly, fair and tolerant and shall do nothing calculated either directly or indirectly to injure maliciously, falsely or unjustly the professional or personal reputation of another NZCC member or member of an allied trade or profession.
9. A NZCC member shall not comment on the work or the fees charged by another NZCC member unless in the course of his professional duties he shall be required to review the work of another NZCC member or other person, in which case he shall use his best endeavours to obtain all facts and present his findings fairly, impartially and without bias. However, it is the duty of every member to maintain the standard of the industry by referring to his Association any breach of conduct which may appear to bring discredit on the Association or its members.
10. No member shall consciously endeavour to attract or offer employment to an employee of a fellow member without first having advised the fellow member. This is not to be construed as prohibiting negotiations with anyone who of his own initiative or in response to public advertisement applies to a member for employment.
11. A NZCC member shall not misrepresent his professional qualifications or give advice which is not fully in accordance with normal professional standards.
12. A NZCC member shall not obtain work by improper means.
13. A NZCC member shall not knowingly prepare any statement which is false, incorrect or misleading or open to misconstruction by reason of the misstatement, omission or suppression of material, fact or otherwise.
14. A NZCC member shall ensure all his contracts and agreements are in writing for the protection of all parties. A member shall not disclose or discuss information obtained at meetings or by correspondence with non-members.
15. All members shall be loyal to the Association and wherever possible take an active part in the work of the Association, attend and participate at meetings and generally further the interests of the Association and its members.
16. All members must comply with the Fair Trading Act
17. The Board will be required to represent the Association throughout their term at all meetings as required.
18. When representing the Association, the interests of the Association must be first and foremost.