

## **RULES OF SCAFFOLDING, ACCESS and RIGGING NEW ZEALAND INCORPORATED**

### **1. NAME**

The name of the Society is Scaffolding, Access and Rigging New Zealand Incorporated.

### **2. OFFICE**

The office of the Society is Level 2, Bloomfield House, 46 Bloomfield Terrace, Lower Hutt or at any other place the Board shall from time to time determine.

### **3. INTERPRETATION**

- a. "Year" means the period 1 April to 31 March;
- b. "Industry" means the supply, manufacture, installation and utilisation of scaffolding, access and rigging products and services industries;
- c. "Member" means a full, associate or individual member of the Society as set out in clause 5;
- d. "Board" means the Board of the Society appointed pursuant to clause 8;
- e. "Special General Meeting" means general meetings, other than Annual General Meetings, that may be called from time to time;
- f. "President" means the President of the Society elected pursuant to clause 8d;
- g. "Full Member" means an organisation with full membership pursuant to clause 5a;
- h. "Associate Member" means an organisation with associate membership pursuant to clause 5b;
- i. "Individual Member" means an individual with individual membership pursuant to clause 5c;
- j. "Act" means the Incorporated Societies Act 1908;
- k. "Society" means Scaffolding, Access and Rigging New Zealand Incorporated;

- l. “General Meeting” mean either an annual general meeting or special general meeting of the Society.
- m. In these Rules:
  - i. word referring to persons include firms, partnerships, companies and corporations;
  - ii. where the context permits, words referring to the singular also refer to the plural and vice versa and words importing one gender refer to the other gender.

#### **4. OBJECTS**

The objects of the Society shall be to:

- a. promote a consistently safe work environment for Industry workers, users and the general public;
- b. participate in and monitor the training of new personnel and the on-going training of personnel within the Industry;
- c. monitor the work practices of members to ensure that minimum standards are met or bettered and ensure that information and technical methods are disseminated to the Industry;
- d. ensure that the Industry is consulted on any statutory matters of legislation that affect Members;
- e. communicate technical developments that affect the Industry;
- f. promote the following and adoption of the Joint Australia / New Zealand Standards;
- g. represent and promote the interests of the Members of the Society; and
- h. any other act or thing incidental or conducive to the attainment of any of the above objects.

#### **5. MEMBERSHIP**

- a. Full membership shall be open to any New Zealand based organisation which is principally involved in the supply, manufacture and/or installation of scaffolding, access and rigging products and services.
- b. Associate membership shall be open to any organisation which is involved or is interested in or is associated with the supply, manufacture and utilisation of scaffolding, access and rigging products and services.

- c. Individual Membership shall be open to any individual who is involved or is interested in or is associated with the supply, manufacture and utilisation of scaffolding, access and rigging products and services.
- d. To be admitted to membership of the Society an applicant shall provide such information that relates to their business or person, for example health and safety plan, training plan and evidence of public liability insurance, as is required by the Board. These information requirements may change from time to time.
- e. Those applying for membership to the Society shall undertake to adhere to the Best Practice Guidelines relevant to their particular industry. For example the Best Practice Guidelines for Scaffolding applies to the scaffolding industry.
- f. Persons trading in partnership or as a corporation constitute one Member. No applicant can be admitted to membership if he or she is an individual purporting to represent such partnership or corporation. An application by a partnership must be signed by all the members of the partnership. A partnership or corporation which is a member of the Society must designate one of its partners or directors or permanent officers as its representative to act on its behalf in all matters concerning the Society.
- g. Where an applicant to the Society has directors or shareholders in common with existing Members or to other applicants, this will not prevent the applicant's application for membership being accepted. In this instance only one representative of these organisations can be nominated and elected to the Board at one time.
- h. The Board shall consider any application for membership and decide, in its sole discretion, whether such applicant may join the Society.
- i. If a membership application is approved by the Board such membership shall take effect immediately.
- j. Life membership may be granted to an individual on the unanimous recommendation of the Board to the Annual General Meeting in recognition of extraordinary contributions made to the furthering of the Society and its aims. The rights of a Life member shall be prescribed by the Board from time to time and shall not extend to the organisation that they represent.
- k. Every member of the Society is deemed to have notice of the Rules and Regulations of the Society and will be bound by those documents.

## **6. RESIGNATION FROM MEMBERSHIP**

- a. A Member shall be required to give 14 days notice of intention to resign. The resignation of a member shall not extinguish that

Member's liability for subscriptions, fines and levies which may be payable under the rules. The tendering of the resignation shall not mean automatic exemption from liability in respect of any act or omission while being a Member;

- b. Any Member of the Society:
  - i. who fails in the observance of any law, rule, regulation, by-law or Code of Ethics of the Society which for the time being Members are expected to observe; or
  - ii. whose character or business methods are considered by the Board not to be in the interests of the Society; or
  - iii. whose business activities, in the opinion of the Board, do not entitle the Member to continue to be a Member;may be removed from the Society by resolution of the Board.
- c. Prior to making any decision under clause 6b of these Rules the Board will follow a fair process in line with the principals of natural justice which may include:
  - i. the Board undertaking an investigation into the Member; and
  - ii. the Board providing written notice to the Member of the outcome of this investigation, including any proposal to remove them as a Member; and
  - iii. the Board providing the Member with an opportunity to be heard prior to any decision to remove the Member from the Society being made.
- d. Any person ceasing to be a Member of the Society must upon demand from the Board of the Society return to the Society any property of the Society then in that Member's possession or under that Member's control. No such Member after ceasing to be a Member must hold himself, herself or itself out as a Member of the Society or use any trademark, tradename, logo or other mark of identification of the Society, or disclose any confidential information relating to the Society or to any other Member of the Society.

## **7. SUBSCRIPTIONS/LEVIES**

- a. The annual subscriptions and any levy shall be such sums as may be fixed by a General Meeting of Members.

- b. Where in the case of extraordinary expenditure occurring, the Board shall have the right to make a levy on Members to meet any such additional expenses.

## 8. BOARD

- a. The Board shall be comprised of four Members.
- b. Board members shall be elected by postal vote one month prior to the Annual General Meeting using the following process:
  - i. Only Full Members are eligible to vote;
  - ii. When the Annual General Meeting is called pursuant to clause 13b nominations will also be called for any positions that will become available on the Board;
  - iii. Written nominations for election to the Board, in the form prescribed by the Board, signed by a Full, Individual or Associate Member and accompanied by the written consent of the nominee shall be received by the Board not less than two (2) months before the date of the Annual General Meeting;
  - iv. Not less than six (6) weeks prior to the Annual General Meeting the Board will circulate a postal ballot form and such information (not exceeding one side of an A4 sheet of paper) to be supplied to the Board by or on behalf of each nominee in support of their nomination. The postal ballot will record that the votes must be received by the Board, whether by mail, delivery, facsimile, or email on the date one month before the Annual General Meeting;
  - v. Within two (2) working days of the date one month before the Annual General Meeting the Board will declare the result of the postal ballot and the changes to the Board will take effect from the following Annual General Meeting.
- c. Due to these Rules being adopted at the 2016 Annual General Meeting the above process for electing the Board will be unable to be followed in 2016 therefore once these Rules are adopted the Board for the 2016/2017 year will be elected in the following manner:
  - i. In anticipation of these Rules being adopted at the 2016 Annual General Meeting the then executive will call for members to express their interest in writing, including a resume, to the current President by 1 August 2016;
  - ii. Resumes of those seeking election will be sent out to members by 5 August 2016;

- iii. Two new members of the Board will be elected from these candidates at the 2016 Annual General Meeting, these new Board members will hold office for two years under these Rules;
  - iv. Two members of the then executive, to be selected by the then executive, will continue on the Board for one year, at which time they will need to seek re-election under these rules;
  - v. All other Board elections will be pursuant to clause 8b.
- d. The Board shall elect the President of the Society from the Board members. Any Board member shall be on the Board for at least one year prior to being eligible to be elected as President. If there is no Board member, who is willing to be appointed President, who has been on the Board for this period, the Board is free to elect any Board member as President.
  - e. Subject to clause 5g (preventing more than one representative from organisations with a common shareholder or director being elected to the Board at any one time) representatives of Full or Associate Members may be nominated and elected to the Board. Only one representative may be elected from each Member. Only one Associate and one Individual Member may serve on the Board at any one time.
  - f. The Society shall be administered, managed and controlled by the Board, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting. The Board is able to delegate parts of its role to an employee or other Member as it sees fit.
  - g. Full or Associate Members must be Members for at least one year before a representative of that Member can be elected to the Board. An Individual Member must be a Member for at least one year before he or she can be elected to the Board.
  - h. Board members shall, subject to clause 11, hold their office for two years after which they can seek re-election.
  - i. The Board has power to appoint a Member to fill any casual vacancy on the Board until the next postal ballot for Board Members is complete, however the Board must ensure the composition of the Board complies with these Rules at all times. Any Member so appointed to the Board must retire one month prior to the next Annual General Meeting but shall be eligible for election.
  - j. Three shall form a quorum at meetings of the Board.
  - k. Board meetings must be held at least quarterly or more as required by the Board and may be by teleconference.
  - l. The Board may vote on any matter using postal or electronic voting.

- m. The Board will appoint one of its members, or such other Member or employee as the Board sees fit to:
  - i. record the minutes of all General Meetings and Board meetings, with all such minutes, when confirmed by the next such meeting and signed by the chairperson of that meeting, being prima facie evidence that the meeting was duly called and prima facie evidence of the business transacted at that meeting;
  - ii. hold the Society's records, documents and books; and
  - iii. deal with and answer correspondence and perform such other duties as directed by the Board.
- n. the Board will appoint one of its members, or such other Member or employee as the Board sees fit to:
  - i. keep such books or accounts as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Board meeting, and present an annual statement of accounts (income and expenditure account and balance sheet) to the Annual General Meeting together with a budget for the next financial year.
- o. The Board may appoint committees and delegate tasks to these committees. Each committee must include at least one Board member who will chair the committee unless this role is delegated to another committee member by the Board.
- p. Committees may appoint sub-committees to deal with specific issues with the written consent of the Board. At least one member of the appointing committee must be on the sub-committee and will chair the sub-committee, unless this role is delegated to another sub-committee member by the appointing committee.
- q. No committee or sub-committee may commit the Society to any financial expenditure without the express written authority of the Board.
- r. Committees and sub-committees will meet as directed by the Board/the appointing committee when that committee or sub-committee is created.
- s. With the approval of the Board non-members with relevant expertise, may be co-opted onto committees and sub-committees.
- t. In addition to any power conferred by these Rules the Board has the following powers and authorities to:
  - i. co-operate with all interested parties in public relations in promotion of the objects of the Society;

- ii. enter into any arrangement with any institution or organisation which has objects similar to those of the Society;
- iii. solicit donations, gifts and bequests to the Society for promotion of the objects of the Society;
- iv. spend any money in pursuance of and incidental to any of the objects of the Society;
- v. recommend the printing of publications and their issue to members of the Society and others;
- vi. employ any person and delegate authority to them, to assist the Board in fulfilling its functions;
- vii. borrow money to assist in the pursuance of the objects of the Society; and
- viii. do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.

## **9. PRESIDENT**

- a. The duties of the President shall be to preside at meetings of the Board, to preserve order, and give an impartial report upon votes.
- b. The term of President shall be for two years (unless not re-elected to the Board), and the President shall not be eligible for re-election for more than two consecutive terms.
- c. If any vote of the Board is tied then the President shall have a casting vote in order to break that tie.

## **10. ANNUAL FINANCIAL STATEMENT**

- a. Subject always to the provision of Section 23 of the Act the Society shall deliver annually to the Registrar of Incorporated Societies, in such form and at such time as requested, a statement containing the following particulars:
  - i. the income and expenditure of the Society during the last financial year;
  - ii. the assets and liabilities of the Society at the close of the said year; and
  - iii. all mortgages, charges and securities of any description affecting any of the property of the Society at the close of the said year.



- b. The said statement shall be accompanied by a certificate signed by a Board member of the Society to the effect that the statement has been submitted to and approved by the members of the Society at a general meeting.

## **11.REMOVAL OF BOARD MEMBERS**

Subject to any other rule, a Board member may be removed from office or position or suspended only on a resolution passed at a General Meeting of the Society.

## **12.EXPULSION OF MEMBERS**

A Member of the Society may be expelled or suspended from membership if the subscription for the current financial year has not been paid within three (3) months of the invoice being issued, by a resolution at a meeting of the Board.

## **13.ANNUAL GENERAL MEETING OF THE SOCIETY**

- a. The Annual General Meeting shall be held each year on such date and at such time and place as the Board shall decide.
- b. Every Annual General Meeting shall be called by the President at least three (3) months prior to the date of the meeting, whose notice shall state the nature of the business proposed to be conducted at that Annual General Meeting including the wording of any resolution to be voted on at the Annual General Meeting and will include a call for nominees for any available positions on the Board.
- c. The President will chair the Annual General Meeting of the Society. If the President does not attend the Annual General Meeting then the Annual General Meeting will elect a chairperson from the Board members present at the Annual General Meeting.
- d. Every question at an Annual General Meeting shall be decided by a majority of votes cast by Full Members present and voting thereon. Full Members who are not to be present at an Annual General Meeting may appoint, by notice in writing to the Board at least five days prior to the date of the meeting, another Member as a proxy to vote at the meeting on their behalf. Alternatively any Full Member who is not to be present at an Annual General Meeting may cast their vote on any resolution to be voted at that Annual General Meeting by, at least five days prior to the date of the meeting, providing written notice of their vote(s) on any particular resolution, to the Board.

- e. Only Full Members are eligible to vote (as per clause 5a). Voting shall be by show of hands, including any proxy or pre-meeting votes (pursuant to clause 13d) provided that should any Member request that any question be decided by secret ballot of Members present, such a ballot shall then be taken under the direction of the chairperson (such a vote will include any proxy or pre-meeting votes).
- f. Five shall form a quorum at any Annual General Meeting.
- g. The meeting must be called for the following purposes:
  - i. to receive from the Board a report, balance sheet and statement of account for the preceding year;
  - ii. to fill any Board positions which have become vacant and to appoint an auditor;
  - iii. to fix the annual membership subscription and entrance fee (if any) for the ensuing year; and
  - iv. to decide on any resolution which must have been duly submitted to the Board not less than 21 days prior to the date of such meeting.

#### **14. SPECIAL GENERAL MEETINGS OF THE SOCIETY AND POSTAL/ELECTRONIC VOTING**

- a. It shall be the duty of the Board to call a Special General Meeting for such time and place as it may be directed:
  - i. by the President;
  - ii. upon 20% of the Members providing written notice to the Board that they wish a Special General Meeting of the Society to be called; and
  - iii. as required by these Rules.
- b. Every Special General Meeting shall be called by the Board at least 14 days prior to the date of the meeting, whose notice shall state the nature of the business proposed to be conducted at that Special General Meeting, including the wording of any resolution to be voted on at the Special General Meeting.
- c. The President will chair the Special General Meeting of the Society. If the President does not attend the Special General Meeting then the Special General Meeting will elect a chairperson from the Board members present at the Special General Meeting.

- d. Every question at the meeting shall be decided by a majority of votes cast by those Full Members present and voting thereon and those proxy or pre-meeting votes received by the Board in the same manner as provided by clause 13d.
- e. Full Members only are eligible to vote (as per clause 5a). Voting shall be by show of hands, including any proxy or pre-meeting votes, provided that should any Member request that any question be decided by secret ballot of Members present, such a ballot shall then be taken under the direction of the chairperson (such a vote will include any proxy or pre-meeting votes).
- f. Five shall form a quorum at any Special General Meeting.
- g. To determine any issue (including any amendment to these Rules) the Board may resolve to hold a postal ballot on the following terms:
  - i. only Full Members may vote in any postal ballot;
  - ii. the notice to hold a postal ballot shall set a closing date and time for ballots to be received by the Board, but the closing date shall be no earlier than fourteen (14) days after the date ballot papers are sent out to Full Members (excluding the date of posting);
  - iii. in respect of any motion to amend these Rules by postal ballot, the motion should be accompanied by reasons and recommendations from the Board, and such motions shall be passed by a two thirds majority of those voting, any other motion will be passed by a majority of those voting;
  - iv. voting in a postal ballot may be by ballots returned to the Board by mail, delivery, facsimile or email;
  - v. the Board shall declare the result of the postal ballot; and
  - vi. the result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.

## **15. FUNDS**

- a. The funds of the Society are to be devoted solely to the furtherance of the objects of the Society as set out in these Rules and are to be under the control of the Board.
- b. The Society's bank account shall be operated by the President in conjunction with at least one other Board member or such other person as may be authorised by the Board.
- c. The Board must retain a reserve fund of fifty thousand dollars to be used only in the case of an extraordinary event or project. Such an

event or project must be recorded by the Board along with a plan to rebuild the reserve fund at the earliest opportunity.

- d. The Board may invest surplus funds in the name of the Society as may be allowed by law.

## **16.APPLICATION OF PROFITS**

The income and property of the Society from wherever derived, are to be applied solely towards the promotion of the objects of the Society as set forth in these Rules and no portion of such income or property is to be paid or transferred directly or indirectly by way of profit to the Members of the Society.

## **17.ALTERATION OF RULES**

- a. Any new rules or amendments to these Rules shall be adopted by a majority vote of a General Meeting of the Society after prior advice of the nature of the proposed rule or rules or amendment or amendments has been distributed to Members.
- b. Every alteration will be in writing, signed or sealed in duplicate by at least three members of the Society.
- c. Documents (signed and sealed) must be delivered to the Registrar of Incorporated Societies, accompanied by a statutory declaration made by a solicitor or at least one member to the effect that the alteration was made in accordance with the Rules of the Society.
- d. Any new rule or any amendment shall come into force when registered by the Registrar of Incorporated Societies.

## **18.PURGING THE REGISTER**

The Board shall ensure that from time to time-the-register of Members is purged by striking off the name of any Member in arrears of dues for 12 months, and thereupon such Member shall cease to be a Member of the Society.

## **19.SEAL**

- a. There shall be a seal of the Society which shall be kept in the custody of the-President and shall not be affixed to any document except by authority of a resolution of the Board, and in the presence of the President and at least one other Board member, each shall sign every document to which the seal of the Society is fixed in their presence.

- b. The seal may be altered only by resolution of a General Meeting of the Society.

## **20.INSPECTION OF BOOKS**

Persons duly authorised by the Board, having an interest in the funds of the Society, may inspect the books, accounts and the register of Members of the Society, at the office, at any reasonable time upon making application to the Board.

## **21.AUDITOR**

- a. The books of the Society must be audited annually and reported upon by an auditor appointed at the Annual General Meeting of the Society.
- b. Such auditor cannot hold any other office in the Society and is to receive such fee as may be fixed from time to time by the Board. If a vacancy occurs in the office of the auditor during any year, the Board is to appoint an auditor to hold office until the next Annual General Meeting.

## **22.DISSOLUTION**

- a. If a majority of Members at any time resolve to cancel the registration of the Society the President shall forthwith make application to the Registrar of Incorporated Societies to dissolve the Society.
- b. Before such cancellation has been affected the Board shall realise all the available assets, and shall discharge all the liabilities of the Society.
- c. The surplus funds of the Society, if any, shall thereupon be disposed of in such manner in pursuance of the objects specified in clause 4 as the Board may think fit.
- d. The Society shall be deemed to be dissolved when its registration is cancelled by the Registrar.

## **23.REPRESENTATION AND EXECUTION OF DOCUMENTS**

- a. Subject to the provisions of the Act, the Society may be represented before an employment tribunal or employment court by such person or persons as the Society may appoint on the Society's behalf.
- b. The execution of documents, other than those executed by seal, shall be in the manner authorised or prescribed by the Board, in accordance with the current legal requirements.

## 24. CONFIDENTIALITY

All information in any way relating to the affairs of the Society or any member of the Society which is received by a Member is to be treated as secret and confidential. The obligation of secrecy and confidence continues indefinitely notwithstanding the termination of such Member's membership of the Society.

## 25. INDEMNITY

No action in law or other claim may be taken by Members or their executors or administrators against any Member of the Society or the Board or a Board member in pursuance of the provisions of these Rules notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No Board member is liable for any loss or expenses of the Society or any Member unless it occurs as a result of wilful default.

## 26. LIABILITY OF MEMBERS

No Member is under any liability in respect of any contract, debit or other obligation made or incurred by the Society.

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*President*

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*Member*

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*Member*