



## **The Constitution of Civil Contractors New Zealand Incorporated**

**August 2024**

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# The Constitution of Civil Contractors New Zealand Incorporated

## 1 Names and Office

- 1.1 The name of the incorporated society is Civil Contractors New Zealand Incorporated.
- 1.2 The Society's registered office is its National Office at Margan House, 21 Fitzherbert Terrace, Wellington, or such other place as from time to time may be determined by the Executive Council.

## 2 Interpretation

- 2.1 In this Constitution, words have the meaning set down in the Act and unless inconsistent with the context, the listed words have the following meanings below:
  - a. **"Act"** means the Incorporated Societies Act 2022 or any act that replaces it, (including amendments to it) and any regulations made under the Act or under any act that replaces it.
  - b. **"Annual General Meeting"** means the annual general meeting of the Society pursuant to Rule 12.1.
  - c. **"Annual Membership Subscriptions"** means the annual membership subscriptions payable by Members in accordance with Rule 10.
  - d. **"Appeals Authority"** means the appeals authority described in Rule 7.1.
  - e. **"Associate Executive Councillor"** means the associate executive councillor elected in accordance with Rule 14.
  - f. **"Associate Member"** means a Branch Associate Member or Major Associate Member as described in Rule 6.2b.
  - g. **"Auditor"** means the auditor for the time being of the Society appointed at an Annual General Meeting in accordance with this Constitution.
  - h. **"Branch"** means a branch of the Society established pursuant to Rule 11.1.
  - i. **"Branch Annual General Meeting"** means a Branch annual general meeting in accordance with Rule 12.5.
  - j. **"Branch Associate Member"** means a person approved and admitted as such in accordance with Rule 6.2b.i.
  - k. **"Branch Committee"** means a committee formed in respect of a Branch and comprising of a Chair, Vice Chair and other Branch Committee Members otherwise as provided under Rule 11.5
  - l. **"Branch Committee Member"** means a member of a Branch Committee established pursuant to Rule 11.5
  - m. **"Branch Life Member"** means a member of a Branch elected as a branch life member in accordance with Rule 6.1c.ii.

- n. **“Branch Member”** means a Full Member who is affiliated to the relevant Branch in accordance with Rule 11.
- o. **“Branch Secretaries Guide to Duties & Responsibilities”** means the document by that name promulgated by the Executive Council as may be amended from time to time by the Executive Council.
- p. **“Branch Secretary”** means a Secretary appointed by a Branch Committee in accordance with Rule 11.12.
- q. **“Business Day”** means a day (other than Saturday or Sunday or national public holiday) on which registered banks are open for general banking business in Auckland, Wellington and Christchurch.
- r. **“Chair”** means in relation to the Society or any Branch, committee, council or other body constituted pursuant to this Constitution, the person elected or appointed (as the case may be) to be chairperson for a Meeting, committee, council or other body (as the case may be) pursuant to this Constitution.
- s. **“Chief Executive”** means the chief executive of the Society from time to time appointed by the Executive Council pursuant to Rule 5.5 responsible for, among other duties, keeping the Register of Members, keeping the Register of Interests and being the Society’s Contact Person as required by the Act.
- t. **“Civil Construction and General Contracting”** means providing contracted services in civil construction; road construction and maintenance; pavement sealing; bridge building; tunnelling; pipe and cable laying; concrete paving and construction; earthmoving; preparation of building sites; subdivisions; drainage; demolition; logging; heavy haulage; metal production; mechanical engineering; land development and maintenance; land cultivation and harvesting; and any other contracted services of a similar nature. References to “industry” in these Rules shall be references to any or all of the foregoing.
- u. **“Code of Ethics”** means the Code of Ethics set out in Appendix III to this Constitution, as may be updated from time to time by the Executive Council, and subsequently notified to the Members.
- v. **“Eligible Member”** means a Member entitled to vote at a Meeting pursuant to this Constitution.
- w. **“Executive Council”** means the executive council formed in accordance with Rule 14.
- x. **“Executive Councillors”** means the executive councillors elected in accordance with Rule 14 and includes (as the context requires) the President and Vice-President but does not include the Associate Executive Councillor.
- y. **“Full Member”** means a member of the Society who has been approved and admitted as such in accordance with Rule 6.2a.
- z. **“Full Financial Member”** means at any time a Full Member who has paid in full that part of the outstanding Annual Membership Subscription due to be paid by that Full Member at the relevant time.

- aa. **“General Council”** means the General Council as described in Rule 15.
- bb. **“General Meeting”** means an Annual General Meeting or a Special General Meeting.
- cc. **“Interested Member”** means a member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- dd. **“Interests Register”** means the register of interests of Officers, Executive Councillors and Branch Committee Members kept under this Constitution
- ee. **“Life Member”** means either a Branch Life Member or a National Life Member as the case may be.
- ff. **“Major Associate Member”** means a person approved and admitted as such in accordance with Rule 6.2b.ii.
- gg. **“Meeting”** means any meeting of the Members of the Society under Rule 12.
- hh. **“Memorandum of Understanding”** means the Memorandum of Understanding between the Society and the Branches as amended from time to time.
- ii. **“Member”** means a Full Member, Associate Member, Life Member, or Retired Member.
- jj. **“Membership”** means the membership categories set out in Rule 6 as the context requires.
- kk. **“Misconduct”** means any action or inaction on the part of a Member, Executive Councillor, Associate Executive Councillor or other Office Holder which breaches any of the Society Standards or which brings or may bring the Society into disrepute.
- ll. **“National Life Member”** means a member of the Society elected as a National Life Member in accordance with Rule 6.2c.i.
- mm. **“National Office”** means the registered office of the Society at Margan House, 21 Fitzherbert Street, Wellington, or such other place as may from time to time be determined by the Executive Council or if the context requires, means the Society operating from that address.
- nn. **“Office Holder”** means a Member or authorised representative of a Member who holds an office of the Society including an office of the Branch to which that Member is associated.
- oo. **“Person”** includes individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities and other entities, in each case whether or not having a separate personality.
- pp. **“Register of Members”** means the register maintained in accordance with Rule 6.6.

- qq. **“Retired Member”** means a member of the Society admitted as a Retired Member in accordance with Rule 6.2d.
- rr. **“Rules”** means these Rules of the Society as may be amended from time to time in accordance with Rule 19, and ‘Rule’ means any one or more of the Rules as the context permits.
- ss. **“Society”** means the Civil Contractors New Zealand Incorporated.
- tt. **“Society Standards”** means these Rules and the Code of Ethics.
- uu. **“Society Strategic Plan”** means the strategic plan of the Society as amended from time to time in accordance with this Constitution.
- vv. **“Special General Meeting”** means a Special General Meeting called in accordance with Rule 12.2 and Appendix I.7 of this Constitution.
- ww. **“Vice Chair”** means in relation to the Society or any Branch, committee, council or other body constituted pursuant to these Rules, the person elected or appointed (as the case may be) to be vice chairperson for a Meeting, committee, council or other body (as the case may be) pursuant to this Constitution.

- 2.2 In the event of any difference of opinion as to the interpretation of this Constitution, the matter shall be referred to the Executive Council, and its decision shall be binding subject to any variation approved by the Members in General Meeting.

### 3 **Structure of the Society**

- 3.1 For administrative purposes the Society is divided into Branches, each with a different geographical area.
- 3.2 The Society consists of four classes of membership: Full Members, Associate Members, Life Members, and Retired Members. Each Member is affiliated with one or more Branches.
- 3.3 The Society is governed by the Executive Council. The Executive Council is responsible to the Members in General Meeting, which is the supreme governing body of the Society. The General Council acts as an advisory body to the Executive Council. The Branches are governed by Branch Committees. The Branch Committees are responsible to the Executive Council.

### 4 **Objects**

- 4.1 The Society has been established as the national organisation of the Civil Construction and General Contracting industry with the principal object of protecting, promoting and enhancing the long-term interests of its Members and the Civil Construction and General Contracting industry. In carrying out these objects, the Society may do all such other things which, in the opinion of the Society, are incidental or conducive to attaining these objects.
- 4.2 The Society shall have all the powers and may do all lawful things reasonably necessary for the purpose of pursuing and attaining the above objects (which

powers may be exercised on behalf of the Society by the Executive Council or on the Executive Council's behalf, by the Chief Executive), in particular (but without limitation), the Society:

- a. may borrow such money as the Executive Council thinks necessary and may provide security for such borrowings over any property owned by the Society;
- b. may invest surplus Society funds in any investments authorised by law;
- c. may appoint an attorney or attorneys as it sees fit; and
- d. shall have all the rights, powers and privileges of a natural person.

## **5 Management**

### **5.1 Management vested in the Executive Council:** Subject to these Rules:

- a. the management of the Society and the attainment of its objects in accordance with this Constitution must be managed by, or under the direction or supervision of, the Executive Council; and
- b. the Executive Council has all the powers necessary for managing, and supervising the management of, the affairs of the Society, including those described in Rule 4.1.

### **5.2 Delegation of powers of the Executive Council:** Subject to this Constitution the Executive Council may delegate to the Chief Executive such powers and authorities of the Society or Executive Council as may from time to time be required or desirable in connection with the furtherance of the objects set out in Rule 4.

### **5.3 Disbursement of funds:** The payment or disbursement of any funds by the Society (including any Branch) must be in accordance with the delegated authorities set down or approved by the Executive Council from time to time.

### **5.4 Branches:** Subject to Rules 5.3 and 5.9, Branches shall be able to organise their own finances in order to further the objects of the Branch as set out in Rule 11.2 or otherwise in connection with the administration of the Branch.

### **5.5 Appointment and removal of Chief Executive and other Employees**

- a. The Chief Executive shall be selected and appointed by the Executive Council, and the terms and conditions of employment, including the employment agreement, of the Chief Executive shall be set by the Executive Council.
- b. Subject to Rule 5.1, the selection and hiring of all other employees and the terms and conditions of employment of all other employees shall be determined by the Chief Executive.
- c. The Chief Executive shall report to the Executive Council at each Meeting of the Executive Council and may be removed from office by a three-quarter majority vote by the Executive Council at a Meeting of the Executive Council called for the purpose or for purposes which include the removal of the Chief Executive and in relation to which the notice of Meeting of the Executive Council states that the purpose or a purpose of the Meeting is the removal of the Chief Executive.
- d. Notwithstanding Rule 5.5c above, the Chief Executive can only be removed in accordance with the Chief Executive's employment agreement with the Society and the Employment Relations Act 2000.



- 5.6 **Financial Management:** The Chief Executive shall be responsible for keeping such financial records as are necessary to provide a true record of the Society's financial position, to report on the Society's financial position and compliance with all relevant financial reporting and other regulatory obligations to each Executive Council meeting and to present the annual financial statements to the Annual General Meeting.
- 5.7 **Auditor:** The accounts and financial statements of the Society (including, if required by the Auditor, the accounts and financial statements of any Branches) shall be audited annually and reported upon by an Auditor appointed by the Members at the Annual General Meeting on the recommendation of the Executive Council. The Auditor shall hold no other office in the Society and shall receive such fee as the Executive Council may fix from time to time. If a vacancy occurs during any year, the Executive Council shall appoint (by a simple majority vote of the Executive Council) another Auditor to hold office until the next Annual General Meeting.
- 5.8 **Financial year:** The financial year of the Society shall run from 1 April to 31 March.
- 5.9 **No Pecuniary Profit:** Any income, benefit or advantage shall be applied to the furtherance of the objects of the Society. No Office Holder, Member, or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Office Holder, 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 arm's length transaction (being open market value).
- 5.10 **Property:** All real or personal property of the Society shall be held in the name and title of the Society.
- 5.11 **Register of Interests:** the Chief Executive and each Branch Secretary shall keep an up-to-date Register of Interests for all Officers including Executive Councillors and Branch Committee Members.
- 5.12 **Contact Person:** the Society's Contact Person is the Chief Executive. Any change in that Contact Person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring.

## 6 **Membership**

- 6.1 The Society shall maintain a minimum number of ten members as required by the Act.
- 6.2 **Membership Categories:** The Society has four categories of membership. They are:
- a. **Full Members:** Full Members must be persons engaged in business in New Zealand as a Contractor in Civil Construction and General Contracting who have been approved and admitted as Full Members by the Executive Council.
  - b. **Associate Members:** Associate Members are either of the following classes of Members:
    - i. **Branch Associate Members:** Persons, other than Full Members and Major Associate Members, engaged in providing goods and/or services to

Full Members associated within that Branch who have been approved and admitted by a Branch Committee as Branch Associate Members; or

- ii. **Major Associate Members:** Persons other than Full Members and Branch Associate Members, engaged in providing goods and/or services on a national level to the Society and its Members who have been approved and admitted by the Executive Council as Major Associate Members affiliated to each of the Branches as though they were Branch Associate Members.
- c. **Life Members:** Life Members may be either or both of the following classes of Membership:
  - i. **National Life Members:** National Life Members are persons elected as such by the Members in General Meeting on the recommendation of the Executive Council.
  - ii. **Branch Life Members:** Branch Life Members are persons elected as such by the Branch Members at a Branch Annual General Meeting on the recommendation of the Branch Committee.
- d. **Retired Members:** Retired Members must be individuals who have formerly been involved in the Civil Construction and General Contracting industry in New Zealand, who fulfill the criteria prescribed by the Executive Council from time to time for admission as a Retired Member, and who have been approved and admitted as Retired Members in accordance with Rule 6.4d.

### 6.3 Members to be affiliated with Branch

- a. Each Member (other than a Major Associate Member and Branch Associate Member) shall be affiliated with one or more Branches, being the Branch or Branches within whose area the Member principally provides the relevant goods or services.
- b. Major Associate Members shall be affiliated with all Branches.
- c. Subject to Rule 6.3d below, Branch Associate Members shall only be affiliated with one Branch, being the Branch within whose area the Member principally provides the relevant goods or services.
- d. Notwithstanding Rule 6.3c above, a Branch Associate Member may be affiliated with two Branches if:
  - i. the Member provides the relevant goods or services to Full Members within the area of either or both such Branches and does not provide the goods or services to Full Members outside those areas; and
  - ii. each such Branch Committee and the Executive Council approve the affiliation,

and any such Member shall be treated as a Branch Associate Member in respect of each such Branch and shall pay the Annual Membership Subscription in respect of each Branch in accordance with Rule 10.2b.

#### 6.4 Membership Applications

- a. Every applicant for membership must consent in writing to becoming a Member.
- b. **Full Members**
  - i. Applicants for Full Membership shall apply in writing, on the form prescribed from time to time by the Executive Council, to the National Office, supplying all the required information.
  - ii. The National Office shall submit the application for approval by the Branch Committee of the Branch within whose area the applicant has its principal place of business, in accordance with this Constitution. If the applicant operates within more than one Branch area, the application shall be referred to the Secretary of each Branch within whose area the applicant has its principal place of business.
  - iii. The Branch Committee(s) shall refer the application back to the National Office within two weeks and advise whether the applicant has or has not been approved by the Branch. The Branch Committee(s) must provide a reason(s) if the applicant is declined.
  - iv. The National Office shall refer the application to the Executive Council for approval in accordance with this Constitution. The Executive Council may, subject to Rule 6.4f below, approve or decline the application.
- c. **Associate Members**
  - i. **Branch Associate Members:** Applicants for Branch Associate Membership in respect of a Branch must apply in writing, on the form prescribed from time to time by the Executive Council, to the Secretary of the Branch supplying all the required information and the Branch Secretary shall refer each application to the Branch Committee for approval in accordance with this Constitution. The Branch Committee may, subject to Rule 6.4f below, approve or decline the application. Before granting approval of any application, the Branch Committee must consult with the Chief Executive to ensure that the applicant is not already a Branch Associate Member of another Branch.
  - ii. **Major Associate Members:** Applicants for Major Associate Membership shall apply in writing to the National Office, on the form prescribed from time to time by the Executive Council, supplying all the required information and the National Office shall refer each such application to the Executive Council for approval in accordance with this Constitution. The Executive Council may, subject to Rule 6.4f below, approve or decline the application.

d. **Retired Members:**

- i. Applicants for Retired Membership shall apply in writing, on the form prescribed from time to time by the Executive Council, supplying all the required information, to either:

- A. the National Office; or
- B. if the applicant is already a Member, or has previously been a Member, to the Branch Committee with which the applicant is or was affiliated.

If the application is received by the National Office, the National Office shall submit the application for approval by the Branch Committee of the Branch within whose area the applicant currently resides, in accordance with this Constitution.

- ii. The Branch Committee shall advise the applicant within two weeks of receipt of the application whether such application is successful. The Branch Committee must provide a reason(s) if the applicant is declined.
- iii. The Branch Committee shall advise the National Office of its decision in respect of such application for Retired Membership, and the National Office shall refer the application to the Executive Council which may, at its absolute discretion, override the decision of the Branch Committee.

- e. **Conditions:** The Executive Council may, should it consider it necessary, place conditions on Membership for a Member or class (or any part of a class) of Membership, or otherwise implement conditions that distinguish between the different classes of Membership including (without limitation) distinguishing between different categories within a class of Membership.

- f. **Grounds for rejection of application:** Any person whose application is rejected must be advised of the reasons for the rejection and given the opportunity to comment on those reasons. These comments must be further considered by the appropriate approving body and the applicant advised whether or not the original decision has been reversed or affirmed.

## 6.5 Entitlements

- a. Full Members are entitled to the voting and other rights described or referred to in these Rules and to all other Membership benefits as approved from time to time by the Executive Council.
- b. Life Members are entitled to one vote at Meetings of which they are eligible to attend.
- c. Associate Members are entitled to such Membership benefits as referred to in these Rules and as approved from time to time by the Executive Council as being available to Associate Members, however they will not be entitled to voting rights nor be eligible for election or appointment as a holder of any office of the Society other than at Branch Level or as an Associate Executive Councillor.
- d. Retired Members are entitled to such Membership benefits as approved from time

to time by the Executive Council as being available to Retired Members, however they will not be entitled to voting rights nor be eligible for election or appointment as a holder of any office of the Society other than at Branch Level.

## **6.6 Register of Members**

- a. The Chief Executive shall maintain a Register of Members.
- b. The Register of Members must set out, in relation to each Member, the full name and address of the Member, the class of Membership held, the Branch or Branches to which the Member is affiliated, and the status of the Member's membership. Such Register shall be conclusive evidence as to all matters on the Register.
- c. Members shall promptly notify the Chief Executive in writing of changes of address and any other particulars.
- d. The Register of Members shall be confidential to the Society and shall not be provided to any outside organisation without the prior consent of the Executive Council.

## **6.7 Society Standards**

- a. All Members must comply with all relevant Society Standards.
- b. Breaches of the Society Standards may be referred by Members to the Executive Council to consider the appropriate action which may include termination of that Member in accordance with Rule 6.8b.
- c. Every Member is deemed to have a copy of this Constitution and to be bound by the Society Standards, either on the date on which their Membership application is approved or when their name is entered on the Register of Members, whichever is sooner.

## **6.8 Membership Termination**

### **a. Resignation**

- i. A Member may terminate her or his Membership by notice in writing delivered to the National Office, giving not less than one calendar months' notice of intention to resign.
- ii. The resignation will be effective on the expiry of the one calendar month notice period at which time the Member's name will be removed from the Register of Members.
- iii. The Member will remain liable for all subscriptions and levies outstanding and unpaid as at the date of the expiry of such notice.
- iv. If the Member or any representative of a Member is an Office Holder, then such Member or representative is deemed to have resigned from that office with effect from the date of the Member's resignation under this Rule 6.8a.

- b. **Termination:** The Executive Council may terminate the membership of any Member who has:
- i. been investigated by the relevant Branch Committee who has found that there has been a breach of the Society Standards by the Member or that the Member has engaged in Misconduct;
  - ii. if the Member (other than a Retired Member) has paid all outstanding Annual Membership Subscriptions, ceased carrying on business as a contractor engaged in Civil Construction and General Contracting, provided that such Member, if eligible, may apply to become a Retired Member in accordance with Rule 6.4d;
  - iii. defaulted, for three calendar months from paying any subscription, levy or other payment due to the Society, provided that any Member whose Membership has been cancelled for such default may, at the discretion of the Executive Council, be readmitted to Membership upon full payment of all outstanding sums due; or
  - iv. become bankrupt, insolvent or made or proposed an assignment or compromise for the benefit of its creditors,

and such termination will be effective on the date which is seven (7) days following the date on which the Executive Council notifies the Member in writing of termination, at which time the Member's name will be removed from the Register of Members. Where a Member has been removed from the Register of Members, the Member shall be entitled to a refund (on a monthly pro rata basis) of the Annual Membership Subscription paid by the Member for any unexpired portion of the period to which such subscription relates (following the date of such removal). If the Member or representative of the Member is an Office Holder, then such Member or representative is deemed to have resigned from such office with effect from the date of the termination of the Member's Membership under this Rule 6.8b.

c. **Suspension**

- i. The Executive Council may, on the recommendation of an appropriate Branch Committee, suspend any Member who has been found by the Executive Council to have engaged in Misconduct.
- ii. A suspension under this Rule will be effective from the date on which the Meeting of the Member's Branch Committee was held.
- iii. A Member suspended under this Rule shall remain liable for any Annual Membership Subscriptions owing as at the date of suspension or arising during the period of suspension and shall not be entitled to any reimbursement of Annual Membership Subscriptions during the period of suspension.

- iv. Before deciding to suspend any Member on the recommendation of the Branch Committee the Executive Council shall give that Member the right to be heard by the Executive Council and may hear submissions from any other person it considers relevant.
- v. The Executive Council must specify a term of suspension of no more than one calendar year, after the expiry of which the Member will be automatically re-admitted as a Member of the Society provided such Member has paid all Annual Membership Subscriptions then owing.
- vi. If the Member or representative of the Member is an Office Holder then the Member's or representative's standing as an Office Holder shall be deemed to be suspended during the period of the Member's suspension under this Rule 6.8c, following which the Office Holder shall resume office.
- d. **Reprimand or Censure:** In addition to any of the courses of action in Rules 6.8a to c, any Member found to be in breach of these Rules or the Code of Ethics or who has engaged in Misconduct may be reprimanded or censured by the Executive Council in a manner it deems to be appropriate (including privately or by notifying details of the reprimand or censure to Members).

## 7 Appeals Authority and Disciplinary Committee

### 7.1 Appeals Authority

- a. The Executive Council shall appoint an Appeals Authority, whose role it is to hear appeals received from Members, in accordance with Rule 7.2.
- b. The Appeals Authority shall:
  - i. consist of the President and three other members of the Executive Council selected by the President; and
  - ii. be convened by the President at the earliest opportunity provided the Member shall be given reasonable time to attend.

7.2 **Right of Appeal:** Within seven (7) days after the date of notification of a decision of the Executive Council under Rule 6.8, the Member affected by the decision may appeal in writing to the Appeals Authority stating the grounds for appeal and the relief sought and the Appeals Authority will consider the appeal in accordance with the procedure set out in this Rule 7.

7.3 **Appeal Procedure:** Other than as set out in this Rule 7, the Appeals Authority will make a recommendation to the Executive Council either affirming, varying or setting aside the decision of the Executive Council. Appeals will be determined on the basis of written submission only unless the relevant Member requests an oral hearing, and the Appeals Authority, having considered the request, consents to an oral hearing. Any such request for an oral hearing must be made with the Member's written submission.

7.4 **Powers of the Appeals Authority:** Following the consideration of submissions, the Appeals Authority will make a recommendation to the Executive Council either affirming, varying or setting aside the decision of the Executive Council.

## 8 Disputes

- 8.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Chief Executive in writing and must provide such details as are necessary to identify the details of the grievance or complaint.
- 8.2 All Members (including the Executive Council and Branch Committees) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 8.3 The complainant raising a grievance or complaint, and the Executive Council, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions or mediation or by following the procedures set out in Appendix II.
- 8.4 Where mediation is agreed on, the parties will sign a suitable mediation agreement.
- 8.5 The resolution of all disputes must be conducted in a manner that is consistent with natural justice as set out in Appendix II.

## 9 Member Access to Information Held by the Society

- 9.1 A member at any time may make a written request for information held by the Society in sufficient detail to enable the information to be identified by the Chief Executive.
- 9.2 The Society shall provide within a reasonable time the requested information unless for privacy, commercial, confidentiality or other valid reasons in the sole discretion of the Executive Council it should be withheld.

## 10 Annual Membership Subscriptions and Levies

- 10.1 **Payment of Annual Membership Subscription:** All Members (except for Life Members) shall pay to the National Office of the Society an Annual Membership Subscription in accordance with Rule 10.2 below.
- 10.2 **Determination of Annual Membership Subscriptions:** The Annual Membership Subscriptions shall be determined as follows:
  - a. **Full Members, Major Associate Members, and Retired Members:** The Annual Membership Subscriptions for Full Members, Major Associate Members, and Retired Members shall be determined by the Executive Council, including (without limitation) distinguishing between any class of Membership and between different categories within a class of Membership.
  - b. **Branch Associate Members:** The Annual Membership Subscriptions for Branch Associate Members shall be determined by the relevant Branch Committee.
- 10.3 **Effective date and notification of Annual Membership Subscriptions:** The level or amount of Annual Membership Subscriptions shall be effective from the date on which the Annual Membership Subscriptions are notified by the Executive Council from time to time.
- 10.4 **All Annual Membership Subscriptions due 1 April and payable by 30 May:** All Annual Membership Subscriptions fall due on 1 April and are payable not later than 30



May provided that a Member may pay the Annual Membership Subscription by equal monthly instalments over the course of the financial year in accordance with the requirements of the Executive Council. Associate Members may only pay in monthly instalments if authorised by the National Office or relevant Branch. Monthly payments of the Annual Membership Subscription shall incur an administration fee set by the Executive Council from time to time.

- 10.5 **Apportionment of Annual Membership Subscriptions on a monthly pro rata basis for new Members:** The Annual Membership 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.
- 10.6 **Levy of a portion of Full Members' Annual Membership Subscription:** Each Branch is entitled to a levy of an amount from time to time specified by the Executive Council. The Society shall remit quarterly to each Branch the portion of the Full Members' Annual Membership Subscriptions to which each is entitled.
- 10.7 **Associate Members' Annual Membership Subscriptions:** Branch Associate Members' Annual Membership Subscriptions shall be retained by the Branch to which the Branch Associate Member belongs. Major Associate Members' Annual Membership Subscriptions shall be retained by the National Office.
- 10.8 **Special levy may be levied on Members**
- a. The Members present at a General Meeting or the Executive Council may, by resolution passed by a majority of the votes of the Members present, make a special levy on all Members (other than Retired Members) for the purpose of meeting any liability incurred by the Society or for any other purpose which, in the opinion of the Executive Council, is necessary for the Society's welfare.
  - b. Such resolution must be passed by a three-quarters majority of those present and entitled to vote.
  - c. The total amount levied on any Member, in any one financial year, shall not exceed the Annual Membership Subscription of the Member concerned.

## 11 **Branches**

### 11.1 **Branches established**

- a. For the purposes of administration, the Society shall be divided into Branches within geographical areas as determined from time to time by the Executive Council.
- b. Each Branch shall be administered by a Branch Committee in accordance with the Memorandum of Understanding and within the framework of policy determined by the Members in General Meeting and the Executive Council and under the general direction of the Executive Council, and such Branch Committee shall be responsible to the Executive Council for the proper management of the Branch including the observance of this Constitution by Branch Members and the keeping of proper records and accounts.

- 11.2 **Objects of the Branches:** The objects of the Branches are to:
- a. act in accordance with the directions from, and any notified position of, the Executive Council;
  - b. keep Members actively involved and informed of Society matters;
  - c. provide networking and training opportunities for Members; and
  - d. engage positively with industry stakeholders within the relevant geographical area.
- 11.3 **Obligations:** Branches must abide by and implement all decisions and directions made or given by the Executive Council, the Appeals Authority and the Members in General Meeting.
- 11.4 **Non-incorporation:** No Branch shall be entitled to incorporate as a separate or independent incorporated society under the Act.
- 11.5 **Composition of the Branch Committee:** A Branch Committee is comprised of:
- a. Chair;
  - b. Vice Chair; and
  - c. Branch Committee Members as determined by the Branch Members at the Branch Annual General Meeting. Such Office Holders shall be elected by the Branch Members at the Branch Annual General Meeting following prior nomination being made by a Branch Member to the Secretary. The Branch Members at the Branch Annual General Meeting shall decide whether the Chair and Vice Chair should be elected directly by the Branch Members at the Branch Annual General Meeting or by the elected Branch Committee. Branch Associate Members are able to hold office on a Branch Committee, including the position of Chair and Vice Chair.
- 11.6 **Branches must comply with the Rules:** In the event that a Branch fails (in the reasonable opinion of the Executive Council) to comply with the Rules (including through any failure by the Branch Committee, the Chair or the Secretary to comply with the Rules), the Executive Council, at its discretion, may do any one or more of the following:
- a. withhold part or all of a Branch's levy entitlements under Rules 10.6;
  - b. by notice in writing to the Branch immediately remove and (if the Executive Council so elects) replace any one or more of the Branch Committee Members or (subject to compliance with applicable employment laws) the Secretary;
  - c. disestablish the Branch; and/or
  - d. temporarily assume total or partial management and control of all or part of the operations and duties of the Branch, and for such purpose the Executive Council may itself, or may appoint a suitably qualified person to act as its representative to, take such steps as the Executive Council considers necessary to remedy or minimise the effects of the Branch failure to comply with the Rules and/or to

ensure that the objects of the Branch are being satisfied.

- 11.7 **Branch Committee Members must be financial Members:** All Branch Committee Members must be Members affiliated with the Branch or the authorised representative of such a Member. No Member (or its authorised representative) whose Annual Membership Subscription is in arrears, who has not paid any levy, or who is under suspension, may be nominated or elected to the Branch Committee.
- 11.8 **Forfeiture of office for absence:** Any Branch Committee Member absent from three consecutive Branch Committee Meetings shall forfeit her or his office, unless leave of absence has been granted by the Branch Committee which may be granted, in its discretion, whether before or after the absence.
- 11.9 **Branch Committee to Act in Best Interests of the Society:** At all times members of Branch Committees shall:
- a. Act in good faith and in the best interests of the Society;
  - b. Exercise all powers for a proper purpose and in accordance with this constitution and applicable law;
  - c. Exercise reasonable care and diligence;
  - d. Not create a substantial risk of serious loss to creditors; and
  - e. Not incur an obligation the officer doesn't reasonably believe the Society can perform.
- 11.10 **Vacancies in Branch Committees:** The Branch Committee may fill any vacancies in its membership by appointing a suitable Member affiliated with the Branch or authorised representative of such a Member.
- 11.11 **Subcommittees may be appointed:** The Branch Committee may appoint subcommittees consisting of not less than two Branch Members in any locality or for any specific purpose. Such subcommittees shall report to and be subject to the supervision and direction of the Branch Committee.
- 11.12 **Appointment of Secretary:** The Branch Committee shall appoint a Secretary to carry out the Branch's secretarial work under the direction of the Branch Committee. The Branch Committee shall ensure that it appoints a Secretary who is appropriately qualified or skilled to undertake the duties of a Secretary as referred to in Rule 11.13. The Secretary's employment contract shall be determined by the Branch Committee.
- 11.13 **Duties of Secretary:** The Secretary shall keep and properly maintain all Branch records and accounts, conduct Branch correspondence, attend and take minutes of Meetings and attend to any other duties required by the Branch Committee. The Secretary shall use their best endeavours to abide by all obligations contained in the Branch Secretaries' Guide to Duties & Responsibilities, as may be amended from time to time, and to ensure that the Branch abides by the Rules.
- 11.14 **Removal/Replacement of Secretaries:** Subject to compliance with all applicable employment laws, a Secretary of a Branch may be removed or replaced by a majority vote by the Branch Committee at a Meeting called for the purpose or for purposes which include the removal or replacement of the Secretary or by the Executive Council

pursuant to Rule 11.6b

- 11.15 **Annual accounts to be forwarded to Chief Executive:** At the end of each financial year, the Secretary of each Branch shall prepare a statement of accounts and balance sheet for the Branch for presentation at the Branch Annual General Meeting and shall forward a copy of these to the Chief Executive no later than 31 May.
- 11.16 **Budgets to be forwarded to Chief Executive:** The Secretary of each Branch shall, on or before 20 March in each year, deliver to the Chief Executive a budget for the Branch for the coming financial year.
- 11.17 **Inadequate Branch funds:** Any Branch unable to meet the claims upon it, may apply to the Executive Council for temporary assistance, but must submit with such application a correct detailed account of its financial position.

## 12 Meetings

- 12.1 **Annual General Meeting:** The Annual General Meeting shall be held each year at a locality and at a time decided by the Executive Council but no later than 30 September.
- 12.2 **Special General Meetings:** A Special General Meeting may be called at any time by:
  - a. resolution of the Executive Council, which states the date and place for holding the Special General Meeting; or
  - b. six Branches requesting the Executive Council, in writing, that a Special General Meeting be held on a date and at a place to be determined by the Executive Council.
- 12.3 **Executive Council:** The Executive Council shall meet not less than four times a year and at other such times as deemed necessary to transact business.
- 12.4 **Branch Meetings:** The Chair or Secretary shall order Meetings of the Branch Members as necessary, or upon the request of twenty-five (25) per cent of the Branch Membership.
- 12.5 **Branch Annual General Meeting:** Each Branch shall hold a Branch Annual General Meeting of Members no later than 30 June in each year, at a place and at a date and time decided by the Branch Committee.
- 12.6 **Branch Committee Meeting:** Each Branch Committee shall meet not less than four times a year (or more or less frequently as determined by the Branch Committee) to transact Branch business and at such other times as deemed necessary.
- 12.7 **General:** All Meetings shall be held in accordance with the procedure set out in Appendix I of these Rules and otherwise the procedure at any Meeting shall be determined by the body responsible for that Meeting.

## 13 Election of Officers

- 13.1 **Nomination of Office Holders:** The nomination of Office Holders and voting on nominations shall be carried out in accordance with the Rules for that Meeting and the procedures set out in Appendix I of these Rules.

- 13.2 **Executive Council:** Members of the Executive Council, including the President and Vice President, shall be elected by the Members at a General Meeting in accordance with Rule 12.2, 12.6, and the procedures set out in Appendix I.
- 13.3 **Branch Committee:** The Chair, Vice Chair and any other Member to be elected, shall be elected in accordance with Rule 11.5 and the procedure set out in Appendix I.
- 13.4 **Eligibility of Office Holders for Election:** Candidates for Office must consent in writing and certify that they are not disqualified from being an Office Holder by virtue of being:
- a. An undischarged bankrupt;
  - b. Prohibited from being a director or promoter of a company;
  - c. Disqualified from being an officer of a charitable entity;
  - d. Convicted and sentenced for certain offending (for example, a crime involving dishonesty);
  - e. Subject to particular orders (for example, a banning order);
  - f. Unable to comply with any qualifications for officers contained in the Society's constitution; or
  - g. Does not comply with any qualifications prescribed from time to time by resolution of the Executive Council.

## 14 **Executive Council**

- 14.1 **Executive Council governs when General Meeting not in session:** At all times when a General Meeting is not in session, the Society is governed by the Executive Council in accordance with its own procedures+ and subject to these Rules. The Executive Council is responsible to the Members in General Meeting.
- 14.2 **Composition of Executive Council:** The Executive Council shall be comprised of individuals with the necessary skill and availability to undertake the role, and where possible (but without being a requirement) should endeavour to be representative of Members of all sizes and have at least one representative from each of the North and South islands. In particular the Executive council shall comprise of:
- a. a President elected by a General Meeting subject to Rule 14.10 for a period of two (2) years at which stage he or she will be deemed to have retired but may be re-elected;
  - b. a Vice President elected (following the election for President) by the Members at a General Meeting (subject to Rule 14.10) for a period of two (2) years at which stage he or she will be deemed to have retired but may be re-elected as Vice President or President;
  - c. six additional Executive Councillors elected (following the election of President and Vice President) for a period of two (2) years at which stage he or she will be deemed to have retired but may be re-elected;

- d. a Past President, being the Member who last held the office of President but no longer holds that office; and
- e. an Associate Executive Councillor elected (following the election of Executive Councillors) for a period of two (2) years at which stage he or she will be deemed to have retired but may be re-elected.

#### **14.3 Nominations of Executive Councillors**

- a. Subject to Rule 14.3b, nominations of Executive Councillors must be:
  - i. in writing in a form prescribed by the Executive Council;
  - ii. signed by the nominee who must be a Full Financial Member of the Society and where such nominee is the authorised representative of such Full Financial Member by the authorised representative as well; and
  - iii. lodged with the Chief Executive no less than four (4) weeks prior to a General Meeting.
- b. Nominations can also be received from the floor of a General Meeting at the discretion of the Executive Council.

#### **14.4 Nominations for Associate Executive Councillors**

- a. Subject to Rule 14.4b, nominations for the position of Associate Executive Councillor must be:
  - i. in writing in a form prescribed by the Executive Council;
  - ii. signed by the nominee who must be a Major Associate Member of the Society and where such nominee is the authorised representative of such Major Associate Member by the authorised representative as well; and
  - iii. lodged with the Chief Executive no less than four (4) weeks prior to a General Meeting and ratified by the Executive Council.
- b. Nominations can also be received from the floor of a General Meeting at the discretion of the Executive Council.
- c. Notwithstanding a Major Associate Member's right to nominate a candidate for the position of Associate Executive Councillor, nothing in this Constitution confers upon a Major Associate Member the right to vote in any election other than for an Associate Executive Councillor.

#### **14.5 Functions of the Executive Council: The functions of the Executive Council shall be to:**

- a. manage the Society and objects of the Society pursuant to Rule 5;
- b. appoint sub-committees and special committees and to adopt the minutes or reports of any such committee;
- c. report to the Annual General Meeting on its activities during its term of office;

- d. propose or support resolutions to General Meetings;
- e. appoint a Chief Executive who shall be responsible to the Executive Council for the management of the Society in accordance with Rule 5; and
- f. appoint special auditors to examine, at any time, the books and accounts of a Branch or any other accounts relating to the funds of the Society.

#### 14.6 **Executive Council to Act in Best Interests of the Society**

At all times members of the Executive Council shall:

- a. Act in good faith and in the best interests of the Society;
- b. Exercise all powers for a proper purpose and in accordance with this constitution and applicable law;
- c. Exercise reasonable care and diligence;
- d. Not create a substantial risk of serious loss to creditors; and
- e. Not incur an obligation the officer doesn't reasonably believe the Society can perform.

14.7 **Executive Councillors must be Full Members:** All Executive Councillors must be Full Members, or the authorised representative of a Full Member, and the Full Member or authorised representative of the Full Member must have paid all outstanding Annual Membership Subscriptions at the date of nomination. No Full Member or their authorised representative whose Annual Membership Subscription is in arrears, who has not paid any levy, or who is under suspension, shall be elected to the Executive Council.

14.8 **Associate Executive Councillor must be Major Associate Member:** The Associate Executive Councillor must be a Major Associate Member, or the authorised representative of a Major Associate Member, and the Major Associate Member or the authorised representative of the Major Associate Member must have paid all outstanding Annual Membership Subscriptions at the date of nomination. No Major Associate Member or their authorised representative whose Annual Membership Subscription is in arrears, who has not paid any levy, or who is under suspension, shall be elected to the Executive Council.

14.9 **Rotation of Executive Councillors:** Executive Councillors and the Associate Executive Councillor shall hold office for a period of two (2) years from the date of election to the second Annual General Meeting after they are elected, at which point they are able to be re-elected. The Executive Councillors and the Associate Executive Councillor replacing those retiring at the Annual General Meeting are to be elected by the Members by secret ballot at the Annual General Meeting.

#### 14.10 **Presidency and Vice Presidency**

- a. The President shall hold office for a period of two (2) years from the date of election to the second Annual General Meeting after he or she is elected, at which stage he or she will be able to be re-elected or will become the immediate Past President.
- b. The Vice President shall hold office for a period of two (2) years from the date of

election to the second Annual General Meeting after he or she is elected, at which stage he or she will be eligible for re-election as the Vice-President or the President.

**14.11 Filling of vacancies**

- a. If the office of President becomes vacant, for any reason, the Vice President shall act as President until the next Annual General Meeting.
- b. If the office of Vice President becomes vacant, the Executive Council shall appoint a Vice President from its Membership until the next Annual General Meeting.
- c. If the position of Executive Councillor or Associate Executive Councillor becomes vacant for any reason the Executive Council shall appoint a suitable replacement until the next Annual General Meeting at which time the replacement shall retire.

**14.12 Forfeiture of office for absence:** Any Executive Councillor or Associate Executive Councillor absent from two consecutive Meetings, without leave of absence from the Executive Council recorded by way of an apology being received and accepted, shall forfeit his or her office.

**14.13 Suspension from the Executive Council:**

- a. An Executive Councillor or Associate Executive Councillor elected under Rule 14.2 may be suspended from office for Misconduct by the Executive Council by a vote of not less than three-fourths of the members of the Executive Council (excluding the Executive Councillor or Associate Executive Councillor who is alleged to have engaged in Misconduct) present and entitled to vote at a Meeting of the Executive Council expressly called for the purpose of considering suspension of the Executive Councillor or Associate Executive Councillor for Misconduct.
- b. A suspension under this Rule will be effective from the date on which the Meeting of the Executive Council approving the suspension was held.
- c. The Executive Council when authorising the suspension of the Executive Councillor or Associate Executive Councillor under this Rule 14.13, must specify a term of suspension of no more than one calendar year, after the expiry of which the suspended Executive Councillor or Associate Executive Councillor will be automatically re-admitted as an Executive Councillor or Associate Executive Councillor, as the case may be, subject to the provisions in these Rules governing the term of election of that Executive Councillor or Associate Executive Councillor.
- d. The suspended Executive Councillor or Associate Executive Councillor shall have a right of an appeal to the Appeals Authority.
- e. The fact that an Executive Councillor or Associate Executive Councillor, being a Member or representative of a Member, is suspended under this Rule 14.13 shall not affect the Membership of the Member.



**14.14 Suspension of Office Holders (other than Executive Councillors, the Associate Executive Councillor and employees):**

- a. The Executive Council may suspend any Office Holder elected under Rule 13 from office for Misconduct (other than any employee of the Society in his or her capacity as an employee) by a vote of not less than three-fourths of members of the Executive Council present at a Meeting of the Executive Council and entitled to vote at a Meeting of the Executive Council expressly called for the purpose of considering the suspension of the Office Holder for Misconduct.
- b. A suspension under this Rule will be effective from the date on which the Meeting of the Executive Council approving the suspension was held.
- c. The Executive Council when authorising the suspension of an Office Holder under this Rule 14.14 must specify a term of suspension of no more than one calendar year, after the expiry of which the suspended Office Holder will automatically be re-admitted as an Office Holder subject to the provisions in these Rules governing the term of appointment of that Office Holder.
- d. The suspended Office Holder shall have a right of appeal to the Appeals Authority.
- e. The fact that an Office Holder, being a Member or representative of a Member, is suspended under this Rule 14.14 shall not affect the Membership of the Member.

**14.15 Appointment of special auditors:** The Executive Council may appoint special auditors to examine, at any time, the books and accounts of a Branch or any other accounts relating to the funds of the Society, as contemplated by Rule 14.5f.

**14.16 Appointment of committees**

- a. The Executive Council may appoint sub-committees and special committees for particular purposes and may adopt the minutes or reports of any such committee.
- b. Members of such committees need not be Executive Councillors or the Associate Executive Councillor.

**14.17 Voting:** Except where a higher majority is required by this Constitution in relation to any matter, all questions shall be decided by a majority of votes. Each Executive Councillor and the Associate Executive Councillor will have one vote on all such matters and, in the case of equality of votes, the President for the time being shall have a second or casting vote.

**15 General Council**

**15.1** The General Council shall consist of the Executive Council and a representative of each Branch (preferably the Chair) appointed by the relevant Branch Committee from time to time.

**15.2** The General Council shall meet not less than once a year.

**15.3** Meetings of the General Council shall be held in accordance with the procedures set out in Appendix I.

**15.4** The function of the General Council shall be to act as an advisory body to the Executive

Council.

## **16 Managing Conflicts Of Interest And Duty To Disclose Conflict Of Interest**

- 16.1 All Officers, Executive Councillors, Branch Committee Members, the Chief Executive and staff are required to disclose a conflict of interest as soon as practicable after they become aware that they are interested in the matter as set out in this Rule.
- 16.2 Conflicts of interest are to be managed as set out in this Rule.
- 16.3 The Chief Executive must maintain up-to-date conflicts of interest register for all Officers, Executive Councillors, Branch Committee Members, the Chief Executive and staff.

### **When there is a conflict of interest'**

- 16.4 A member is interested in a matter if the member ('Interested Member'):
- a. May obtain a financial benefit from the matter; or
  - b. Is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter; or
  - c. May have a financial interest in a person to whom the matter relates; or
  - d. Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
  - e. Is interested in the matter because the Society's constitution so provides.
- 16.5 However, a member is not interested in a matter:
- a. Merely because the member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
  - b. If the member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or
  - c. If the member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member in carrying out the member's responsibilities under this Act or the Society's constitution; or
  - d. If the member's interest is of a kind that is specified in the Society's constitution for the purposes of this subsection.
- 16.6 In this Rule, matter means:
- a. The Society's performance of its activities or exercise of its powers; or
  - b. An arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

### **Duty to Disclose**

- 16.7 An officer who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- a. To the committee; and
  - b. In an interests register kept by the committee; and
  - c. To the Chief Executive and their Branch Secretary.
- 16.8 Disclosure must be made as soon as practicable after the officer becomes aware that they are interested in the matter.

## **Consequences of being interested in a matter – management of conflicts of interest**

- 16.9 A member who is interested in a matter relating to the Society:
- a. Must not vote or take part in a decision of the committee or meeting relating to the matter; and
  - b. Must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - c. May take part in any discussion of the committee relating to the matter and be present at the time of the decision of the committee (unless the committee decides otherwise).
- 16.10 However:
- a. A member who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered; and
  - b. Where all members of the committee or meeting who are not interested in the matter consent to the conflicted member participating in the matter, then the conflicted member may vote, take part in the decision and sign documents.
- 16.11 Where 50% or more of the members of the committee or group are prevented from voting on the matter, a Special General Meeting of the Society must be called to consider and determine the matter.

## **17 Use of Society Brand/Logo**

- 17.1 All Members may display the Society's approved brand, trademark or logo in a style, manner and position as prescribed from time to time by the Executive Council. All signs, trademarks and intellectual property which contain or refer to the Society Brand or Logo remain the property of the Society.
- 17.2 Any Member who has resigned or has had their Membership terminated shall at the Member's expense immediately remove and return to the Society any signage owned by the Society and immediately cease the use and display of any Society brand, trademark, logo or other similar material.

## **18 Execution of Documents**

- 18.1 The Society shall have a common seal bearing the words "Civil Contractors New Zealand Incorporated" which shall be fixed to all deeds and documents required to be sealed and to all notices required to be authenticated. The seal shall be kept at the National Office of the Society in the custody of the Chief Executive and shall not be affixed to anything without the authority of the Executive Council. Affixing of the seal shall be attested to by two Members of the Executive Council. The Seal may be altered only by a resolution of the Executive Council.
- 18.2 Documents and contracts not required to be sealed shall be executed for the Society pursuant to a resolution of or a delegation from the Executive Council by the Chief Executive or a staff member holding a specific delegation from the Executive Council to sign documents and contracts on behalf of the Society.

## **19 Amendments to the Constitution**

- 19.1 This Constitution (including the name of the Society) may be altered, added to or

rescinded by resolution of the Members in General Meeting passed by a two-thirds majority of the votes of the Eligible Members present, provided that notice of the intention to propose such resolution and the nature thereof shall have been contained in the notice calling such Meeting and such resolution shall be approved by the Registrar as provided in the Act.

- 19.2 Recommended Constitution and Rule changes may be submitted to the Executive Council in writing by any of the Executive Council, Branch Committee and/or Full Members for consideration at a Special General Meeting convened for that purpose. If the Executive Council does not call a Special General Meeting for the recommended Rule change a Special General Meeting in accordance with Rule 12.2 may be invoked by Members.
- 19.3 Recommended changes must be forwarded in writing to the Chief Executive at least thirty (30) days prior to the General Meeting where they are to be considered.
- 19.4 At least twenty-one (21) days' notice of the intention to hold a General Meeting to consider an alteration, amendment, addition or deletion of this Constitution must be given to each Member stating each change to be considered.
- 19.5 Any alterations, amendments, additions or deletions approved at such a Meeting shall be deemed to become effective from the time they have been accepted by the Registrar of Incorporated Societies.
- 19.6 No addition or alteration of the aims/objects, payments to members clause or the winding up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **20 Indemnity**

- 20.1 No action in law shall lie in favour of any Member against any other Member, or against any Office Holder under these Rules, or against any employee of the Society, for any act or omission in relation to this Constitution, notwithstanding any irregularity or informality in such act or omission.
- 20.2 No Office Holder under this Constitution or employee of the Society shall be liable for any act or omission by any other Office Holder or employee unless occasioned by their willful default or by their willful acquiescence.
- 20.3 The Office Holders, Executive Councillors, Branch Committee Members, Chief Executive and employees shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their willful default.

## **21 Liability of Members**

- 21.1 All Members (other than Retired Members) are liable to contribute proportionately to the funds of the Society in the event of it being wound-up while still a Member, or within twelve months of ceasing to be a Member. This liability is for the payment of all Society debts and liabilities contracted before the Member ceased membership or within twelve (12) months thereafter, including all winding-up expenses. In the case of present Members, this liability shall not exceed the Member's subscription for the

current year or the preceding year (whichever is the greater). In the case of a person who has ceased to be a Member, this liability shall not exceed the last subscription that may have become payable by that Member. On the death of a Member, executors or administrators shall have no claim on the Society's assets or be subject to the liabilities of the Society.

## **22 Winding-Up**

- 22.1 The Society may be wound-up in accordance with the Act. It may be wound up by a resolution of Members passed at a General Meeting and that resolution being confirmed at a subsequent General Meeting called for that purpose, which is held not earlier than thirty (30) days and not more than two calendar months after the resolution to be confirmed was passed.
- 22.2 If upon winding-up or dissolution there remains, after satisfaction of all debts and liabilities, any property, this shall be applied as set out in any resolution passed at a General Meeting:
- a. to any organisation (not being Members of the Society), having substantially similar objects and activities to those of the Society to be used by it for purposes similar to the objects for which the Society was established; or
  - b. if at the time of winding-up or dissolution of the Society no such organisation exists or the Members do not in General Meeting determine that property shall be transferred or applied towards any such organisation, towards such other charitable purposes in New Zealand as the Members in a General Meeting may determine; or
- 22.3 if upon winding-up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation or to some other charitable organisation or purpose, within New Zealand.

## **23 Notices**

- 23.1 Notice to Members may be sent by newsletter, general circular, electronic communication (including email and facsimile) or any other medium that is in common practice at the time, to their contact details shown on the Register of Members.
- 23.2 Electronic notice is deemed to have been given immediately once it is sent. Any other notices are deemed to have been given on the second Business Day following the day it was sent.

## Appendix I – Rules Governing Meetings

### 1 Attendance

- a. Any Member (or an authorised representative of the Member) may attend General Meetings. Invited guests may attend General Meetings provided they have previously been approved by the Executive Council but they shall not have the right to vote and shall only have the right to speak if invited to do so by the Chair.
- b. Executive Councillors may attend Executive Council Meetings provided that an Executive Councillor may be excluded from all or any part of an Executive Council Meeting if the President or (where the President is to be excluded) a majority of the remaining Executive Councillors then present in his, her or their absolute discretion believes that a conflict of interest exists or that the attendance of the Executive Councillor would otherwise be inappropriate for any reason. Members and invited guests may attend Executive Council Meetings provided they have previously been approved by the Executive Council, but they shall not have the right to vote and shall only have the right to speak if invited to do so by the Chair.
- c. The Associate Executive Councillor may attend Executive Council Meetings, provided that the Associate Executive Councillor may be excluded from all or any part of an Executive Council Meeting if the President in his or her absolute discretion believes that a conflict of interest exists or that the attendance of the Associate Executive Councillor would otherwise be inappropriate for any reason.
- d. Branch Associate Members, Branch Life Members, and Retired Members may attend Branch Member Meetings including Branch Annual General Meetings. Invited guests may attend Branch Member Meetings, including Branch Annual General Meetings provided they have previously been approved by the Branch Committee but they shall not have the right to vote and shall only have the right to speak if invited to do so by the Chair.
- e. Branch Committee Members may attend and vote at Branch Committee Meetings. Invited Members and guests may attend Branch Committee Meetings provided they have previously been approved by the Branch Committee but shall not have the right to vote and shall only have the right to speak if invited to do so by the Chair.
- f. The contemporaneous linking together by telecommunication of a number of Executive Council or Branch Committee Members, in addition to those physically present, being not less than the quorum shall be deemed to constitute a Meeting of the Executive Council and or the Branch Committee and all the provisions in this Constitution shall apply to such Meetings by telecommunication.

## **2 Chairing of General Meetings**

- a. The President shall chair every General Meeting. In the President's absence, the Vice-President shall chair the General Meeting. Failing the Vice-President, the immediate Past President shall chair the General Meeting. Failing the Past President an Executive Councillor shall chair the General Meeting. In the absence of these named officers the Members present shall elect (by simple majority vote of Members present and entitled to vote) one of their number to act as Chair for the General Meeting.
- b. All general procedural matters shall be determined by the Chair. When called upon to decide a point of order, the Chair shall state the Rule which is deemed applicable but shall not discuss it. The Chair's decision shall be final, unless challenged. If challenged, a simple majority vote of all Members present and entitled to vote shall decide the point at issue.

## **3 Chairing of Branch Meetings**

- a. All Branch Meetings shall be chaired by the Chair and in his or her absence by the Vice Chair. In the absence of both, any Meeting may elect a Member of the Branch Committee to chair the Meeting. The Secretary may not chair the Meeting. The Chair shall have a casting as well as a deliberative vote and the Chair's decisions shall be final.

## **4 Minutes**

- a. The Chair of the relevant Meeting shall cause Minutes of the Meetings to be kept and Minutes of Meetings shall be open for inspection by the following persons:
  - i. General Meetings shall be open for inspection by Members and special auditors;
  - ii. Executive Council Meetings shall be open for inspection by Executive Councillors and the Associate Executive Councillor, provided that where an Executive Councillor or the Associate Executive Councillor has been excluded from all or part of an Executive Council Meeting, pursuant to clause 1b of Appendix I to this Constitution, the minutes in respect of the part of the meeting from which the Executive Councillor or the Associate Executive Councillor was excluded shall not be made available to that Executive Councillor or the Associate Executive Councillor (as the case may be) without the prior consent of the President or where the President was excluded from the meeting the Vice-President (which consent may be given or withheld in the President's or Vice-President's absolute discretion);
  - iii. General Council Meetings shall be open for inspection by General Council Members;
  - iv. Branch Meetings shall be open for inspection by relevant Branch Members and Executive Council; and
  - v. Branch Committee Meetings shall be open for inspection by relevant Branch Committee Members and the Executive Council.

- b. The Chair may authorise the release of minutes or summarised minutes to Members.

## **5 Notice of Meetings**

- a. At least 10 days' notice of General Meetings and Branch Annual General Meetings shall be given to Members or Branch Members (as appropriate) and that notice shall state the business to be considered at the Meeting.
- b. At least 7 days' notice of Executive Council Meetings, Branch Committee Meetings and Branch Member Meetings (other than Branch Annual General Meetings) shall be given to Executive Councillors, the Associate Executive Councillor, Branch Committee Members and Branch Members (as appropriate). A Meeting may be called at shorter notice with the prior consent of not less than 50% of the required attendees e.g. Executive Councillors for Executive Council Meetings.

## **6 Business of Annual General Meeting**

- a. The business of the Annual General Meeting shall (in an order arranged by the Executive Council) be:
  - i. the consideration of the annual report, the financial reports and audited balance sheet;
  - ii. the consideration of all resolutions, and other matters specified in the notice of Meeting and all matters of which prior written notice has been given by a Branch to the Executive Council for consideration by Members at the Annual General Meeting not less than four (4) weeks prior to the Annual General Meeting;
  - iii. the consideration of any proposed changes to the Society Strategic Plan raised by the Branches;
  - iv. any matter authorised by the Chair to be discussed;
  - v. any matter required to be discussed by resolution of a two-thirds majority of those present and entitled to vote at the Annual General Meeting;
  - vi. elections of President, Vice President, Executive Councillors and the Associate Executive Councillor;
  - vii. appointment of an Auditor, to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting;
  - viii. To receive any disclosures of conflict of interest made by Officers and Executive Councillors for the most recently completed accounting period, and
  - ix. any other business required by this Constitution to be transacted.
- b. No resolution can be passed at a General Meeting unless it is:
  - i. set out or referred to in the notice of the Meeting (as specified above in



Appendix I.6a.ii);

- ii. not authorized by Appendix I.6b.i above but is approved by the Chair in his or her discretion.

## **7 Business of Special General Meetings**

- a. The business to be considered at a Special General Meeting shall be:
  - i. consideration of all matters as set out in a notice convening the Special General Meeting;
  - ii. any matters authorised by the Chair; and
  - iii. any matter required to be discussed by resolution of a two-thirds majority of those present and entitled to vote at the Special General Meeting.
- b. No resolution can be passed at a Special General Meeting unless it is:
  - i. set out or referred to in the notice of the Meeting (as specified above in Appendix I.7.a.i); or
  - ii. not authorized by Appendix I.7.b.i above but is approved by the Chair in his or her discretion.

## **8 Business of the Branch Annual General Meeting**

- a. The business to be considered at a Branch Annual General Meeting shall be:
  - i. consideration of the Chair's annual report, the Branch's financial reports and Branch annual accounts;
  - ii. consideration of all resolutions and other matters specified in the notice of Meeting;
  - iii. any matter authorised by the Chair to be discussed;
  - iv. elections of Chair, Vice Chair and Branch Committee;
  - v. subject to Rule 5.7 the appointment of an Auditor, to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting;
  - vi. nominations for Society President, Vice President, Executive Councillors and the Associate Executive Councillor;
  - vii. resolutions to amend the Society Strategic Plan for consideration at the Annual General Meeting;
  - viii. to receive any disclosures of conflict of interest made by Officers and Branch Committee Members for the most recently completed accounting period, and
  - ix. any other business required by these Rules to be transacted.

## 9 Quorum

- a. The quorum for a General Meeting shall comprise ten (10) Members entitled to vote (or their authorised voting representatives) present.
- b. The quorum for an Executive Council Meeting shall comprise of five (5) Executive Councillors present.
- c. The quorum for a Branch Committee Meeting and Branch Annual or Special General Meeting shall comprise three (3) Members (or their authorised representatives) present.
- d. When a quorum is not present within half an hour after the time fixed for any Meeting, the Meeting shall be adjourned to a day which is 7 days later. If at the adjourned Meeting, a quorum is not present within half an hour after the time fixed for that Meeting, the Members or their authorised representatives present are a quorum.

## 10 Speaking Rights

- a. The right to speak at a Meeting shall be determined by the Chair, and then only for such time as is deemed appropriate by the Chair in the circumstances subject to the foregoing:
  - i. Full Members and the Chief Executive shall be entitled to speak at General Meetings.
  - ii. Executive Councillors, the Associate Executive Councillor and the Chief Executive shall be entitled to speak at Executive Council Meetings.
  - iii. Branch Members, Executive Councillors, the Associate Executive Councillor and the Chief Executive shall be entitled to speak at Branch Meetings and Branch Committee Meetings.
  - iv. Employees of the Society and others may be given the right to speak on an individual basis, with the approval of the Chair.
  - v. Associate Members and Retired Members do not have speaking rights at Meetings unless specifically asked to speak by the Chair.
  - vi. Life Members (but not their representatives) shall be entitled to speak at all Meetings at which they are entitled to attend.
- b. **Recommittal of a question:** Any question may be recommitted to the Meeting at any time by resolution of the Meeting.
- c. **Members not to speak more than once:** Except with the Chair's permission Members shall not speak more than once, other than by way of explanation, to the same proposition or amendment. A Member moving a motion shall be held to have spoken upon it, but a Member merely seconding a motion shall not be held to have spoken upon it.
- d. **Right of reply:** The mover of an original proposition, or the mover of an amendment, shall have the right of reply to the points raised and such reply shall

conclude the discussion.

- e. **Meeting may go into committee:** On adopting the proposition “that this Meeting goes into committee” verbatim reports of proceedings shall cease, and only the proposition or amendment being considered by the Meeting in committee shall be recorded. On the resumption of business in open Meeting, the Chair shall report to the open Meeting any decision made while the Meeting was in committee, and such decision after having been adopted, shall be recorded.

## 11 Procedure

- a. The first business shall be the presentation of the minutes of the previous Meeting and no discussion shall be permitted except as to their accuracy as a record of the proceedings. If the minutes are deemed accurate, they shall be certified by the Chair as such.

## 12 Voting at Meetings

- a. **Election of officers:** Voting for the election of officers shall be by secret ballot of all Eligible Members personally present or represented by a proxy appointed in terms of Appendix I.13 and eligible to vote.
- b. **Voting on resolutions:** Voting on all resolutions (apart from the election of officers) shall be decided first on the voices. If any Eligible Member requests a show of hands, the vote shall be decided by a count of the show of hands. A poll vote may be demanded by:
  - i. 25% or more of Eligible Members present (personally or by proxy); or
  - ii. the Chair (taking into account (without limitation) the objects of the Society and fair process);

and once a poll vote is demanded, the vote shall be decided on the basis of a poll in which each Eligible Member (other than Life Members) is entitled to cast one vote for each \$100 or part thereof paid in Annual Membership Subscription for the preceding financial year and each Life Member is entitled to cast one vote. The poll shall be taken at the time and in the manner determined by the Chair.

- c. **Propositions to be moved and seconded:** No proposition or amendment shall be discussed or voted upon by the Meeting unless it has been moved and seconded. A motion may be withdrawn by the mover, with the permission of the seconder and subject to the approval of the Meeting.
- d. **Amendments**
  - i. Any proposition may be subjected to an amendment which, having been moved and seconded, shall become the matter for consideration until disposed of by a vote of the Meeting.
  - ii. No amendment shall be received which directly negatives a motion, or which does not preserve the substance of the motion.
  - iii. No second or subsequent amendment whether upon an original proposition or an amendment, shall be considered until the previous

amendment has been disposed of.

- iv. If an amendment is lost a second amendment may be moved to the original question, but only one amendment shall be submitted for discussion at one time.
  - v. Notice of a further amendment can however be given prior to the discussion of a previous amendment.
  - vi. The Chair shall not permit more than three (3) amendments to the original proposition to be considered by the Meeting.
  - vii. If, during discussion on the first amendment, notice and the nature of a further amending proposition(s) is given to the Chair, he or she shall immediately, after declaring the first amendment, either carried or not carried, cause consideration to be given to the further amendment of which notice has been received and thereafter shall submit any further amendments in the order of which notice is given.
- e. **Representatives:** Members who are represented by more than one Person shall nominate one Person to exercise voting rights on behalf of the Member.
  - f. **Financial members:** Full Members must have paid all subscription and levies owed by them in respect of the preceding financial year to be eligible to vote.
  - g. **Life Members:** Life Members are eligible to cast one vote.
  - h. **Casting vote:** The Chair has a deliberative vote and, in the event of an equality of voting, a casting vote.
  - i. **Decisions final and binding:** Decisions of all Meetings are final and binding on all Members.

## 13 Proxy Voting at General Meetings

1. **Proxy voting:** Any Eligible Member may be represented by any nominated person authorised in writing, on the prescribed proxy form. To be valid, this proxy form must be properly completed and received by the Chief Executive no later than five (5) Business Days before the date of the commencement of a General Meeting. No one person is able to represent more than ten (10) Members by proxy.

## **Appendix II – Dispute Resolution Procedure in accordance with Schedule 2 of the Act**

### **How a complaint is made**

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the Society’s constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the Society.
2. The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
  - a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society’s constitution; and
  - b. sets out the allegation to which the dispute relates.
3. The information given under Appendix II Rule 1.b and 2.b must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

### **Person who makes a complaint has right to be heard**

4. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
5. If the Society makes a complaint —
  - a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the Society.
6. Without limiting the manner in which the member, officer, or the Society may be given the right to be heard, they must be taken to have been given the right if—
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the member’s, officer’s, or the Society’s written statement or submissions (if any) are considered by the decision maker.

### **Person who is subject of a complaint has right to be heard**

7. This Rule applies if a complaint involves an allegation that a member, an officer, or the Society (the respondent):
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the Society’s constitution or bylaws or this Act; or
  - c. has damaged the rights or interests of a member or the rights or interests of members generally.

8. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
9. If the respondent is the Society, an officer may exercise the right on behalf of the Society.
10. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
  - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d. an oral hearing (if any) is held before the decision maker; and
  - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

### **Investigating and determining a dispute**

11. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
12. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

### **The Society may decide not to proceed further with a complaint**

13. Despite the preceding Rules, the Society may decide not to proceed further with a complaint if:
  - a. the complaint is trivial; or
  - b. the complaint does not appear to disclose or involve any allegation of the following kind:
    - i. that a member or an officer has engaged in material misconduct;
    - ii. that a member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or bylaws or the Act;
    - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;
  - a. the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - b. the person who makes the complaint has an insignificant interest in the matter; or
  - c. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
  - d. there has been an undue delay in making the complaint.

### **The Society may refer a complaint**

14. The Society may refer a complaint to—
  - a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
15. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

**Decision makers**

16. A person may not act as a decision maker in relation to a complaint if two (2) or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
  - a. impartial; or
  - b. able to consider the matter without a predetermined view.

## Appendix III – Code of Ethics

**Preamble:** While recognising that competition is a necessary and vital part of the free enterprise system, the Society nevertheless believes there is a Code of Ethics, in accordance with which business should be conducted, so as to avoid unfairness to both the public and fellow Members and to maintain the high standing of the Civil Construction and General Contracting industry.

The code is as follows:

- 1 Members shall conduct their affairs at all times in an ethical and fair manner and in accordance with this Code of Ethics and all applicable Laws and Regulations
- 2 Members shall complete their contractual obligations to their clients in a fair and equitable manner, in accordance with the best standards of workmanship, and with integrity and courtesy.
- 3 Members shall be good employers with fair and reasonable conditions of employment, healthy and safe workplaces and employment practices that promote equality of opportunity for all persons regardless of their sex, marital status, religious belief, colour, race, ethnic or national origins, disability, age, political opinion, employment status, family status, or sexual orientation.
- 4 Members shall be good citizens ensuring that the health and safety of the public is protected at all times and that the environment is preserved and protected in accordance with best environmental management practice.
- 5 Members shall not attempt to attract or offer employment to an employee of another Member without first advising that Member. This shall not apply where the employee has responded to an advertisement.
- 6 Members shall not express comment or criticism to the general public on the service, fees or conduct of another Member. However, each Member has a duty to maintain the standard of the industry by referring to the Society any conduct which may breach this Code of Ethics or otherwise appear to bring discredit on the Society or its Members.
- 7 Members shall not be associated in any way with anything that may bring that Member or the Society into disrepute.
- 8 Members shall not disclose to, or discuss with, non-members confidential information obtained through membership of the Society.
- 9 Members shall be loyal to the Society and, where possible, actively involve themselves in the affairs of the Society.
- 10 Members shall give preference, where appropriate, to other Members and Associate Members when utilising services provided by fellow Members and Associate Members.
- 11 Members charged with breach of this Code of Ethics shall voluntarily provide all relevant information to a duly constituted committee of the Society for investigation and judgement.