



RULES
of the
**Aviation &
Marine Engineers
Association Incorporated**

Registered under the ERA 3rd October, 2000

**AVIATION AND MARINE ENGINEERS ASSOCIATION
INCORPORATED
RULES
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RULES OF THE AVIATION AND MARINE ENGINEERS ASSOCIATION INCORPORATED

1. NAME

- 1.1 The name of the Association shall be the “Aviation & Marine Engineers Association Incorporated” hereinafter called the Association.

2. REGISTERED OFFICE

- 2.1 The registered office of the Association shall be:
1st Floor,
44 Anzac Avenue,
P.O.Box 3471
AUCKLAND 1

or such other place as may be decided upon by the Executive Committee of the Association.

- 2.2 The Secretary shall notify the members and Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908 whenever the situation of the registered office is changed.

3. OBJECTS

The objectives of the Association shall be:

- 3.1 To promote the collective employment interests of members.
- 3.2 To ensure that a high level of technical competence and safety is maintained throughout the industry or industries covered by the Association.
- 3.3 To promote recognition of the skills and qualifications peculiar to the industries covered by this Association and to seek the provision and maintenance by legislation or other suitable means of any examinations and qualifications required therein.
- 3.4 To exercise all or any of the functions conferred upon it as a union as defined by the Employment Relations Act 2000 or as defined by any other Act substituted therefore, by any legislation, (herein called the “Act”).
- 3.5 To secure to the Association all the advantages of lawful unanimity of action in dealing with conditions of employment in the industry or industries represented by the membership of the Association.

- 3.6 To protect the interests of members in their dealings with the employers or with organisations acting on behalf of such employers in regard to conditions of employment.
- 3.7 To negotiate or to act as bargaining agent for or on behalf of a member or members.
- 3.8 To negotiate enforceable Individual or Collective Agreements, Awards or Contracts, with employers establishing conditions of employment for the members covered by the Association.
- 3.9 To initiate and process conciliation, adjudication, mediation and arbitration of industrial disputes by lawful methods and to pursue claims in any court for money outstanding in relation to members employment.
- 3.10 The Executive Committees may elect to initiate and process, lawful procedures for resolving disputes of interest and disputes of right and personal grievances on behalf of members of the Association.
- 3.11 The Executive Committee may elect to initiate and process any hearing before any Employment Authority, Employment Tribunal, Arbitration Commission, Employment, Labour, Industrial or Arbitration Court or Court of Appeal in accordance with the procedures provided by extant legislation.
- 3.12 The Executive Committee may elect to provide legal assistance on behalf of a member or members who have been accused of or charged with any offence or act or thing connected with or likely to affect his professional capacity or for any member or the dependent of any member who has been injured or killed in the course of their employment.
- 3.13 The Association may formulate policies and initiate change for the promotion of employment, job security and quality of life of workers, their families and the community in terms of social, technological and economic change and development.
- 3.14 The Association may become a member of or affiliated to any other body organised for industrial, educational or charitable purposes provided the objects of such bodies are not and do not become inconsistent with the purposes for which this Association exists.
- 3.15 The Association may raise or borrow monies for any of its purposes or objects, and to secure or guarantee the payment or repayment of any monies raised, borrowed or owing by it, and in the performance or discharge of any of its obligations or liabilities, by the giving of a mortgage of any property vested in it, or by the issuing of debentures, bonds or other securities based or charged upon the whole or any part of its assets (including after-acquired property), or in such other manner as

may be determined upon, provided that no person advancing monies to the Association shall be concerned to see to the application thereof or to inquire into the necessity or propriety of any such borrowing.

- 3.16 Generally to exercise all powers incidental to a body corporate, subject to the provisions of the law.
- 3.17 To act in good faith in it's dealings with and in relation to its members, employers and other unions on behalf of its members.
- 3.18 To operate independently of and without interference from any employer, union or member in the attainment of the above objectives.

4. MEMBERSHIP

Membership shall be open to persons employed or engaged to be employed as:

- 4.1.1 Marine engineer officers,
Electrical officers,
Electrical/electronics officers,
Cargo services engineer officers,
Maintenance engineers & electrician's,
Cadet and trainee officers,

on New Zealand crewed and partially crewed ships and vessels, including those engaged in the off-shore oil/gas operations industry in New Zealand coastal waters who form part of the ships or vessels compliment whether they are on ships articles or not. The foregoing applies to persons employed full-time, part-time or casually on duty and off, and includes persons engaged to relieve in these positions.

- 4.1.2 Marine engineers, and/or tug operators on tugs, dredges or crane ships in and around the harbours of New Zealand.
- 4.2 Shift Engineers, Operators and Electricians.

Shall mean a person who has received appropriate training and possess the appropriate certificate of competency and in the undertaking in which he or she is employed, is in charge of and is responsible for; the safe and efficient running of machinery and the well-being of personnel operating and maintaining that machinery. A "shift engineer" shall also include a person employed as a "senior".

- 4.3 Flight engineers holding the appropriate class of license required and issued by the Government agency.
- 4.4 Aviation Engineers employed or engaged to be employed in the Aviation Industry.

- 4.5 Aviation Technicians employed or engaged to be employed in the Aviation Industry.
- 4.6 Persons employed or engaged to be employed in Administration.
- 4.7 Managers employed in the Aviation, Industrial or Maritime Industries.
- 4.8 Any employee or group of employee's that at the discretion of the Executive Committee be admitted to the membership.

5. ADMISSION TO MEMBERSHIP

- 5.1 Applicants must come from within the groups or types of employees described in Rule 4 above. Applications for membership shall be made on the Association's Application & Authorisation Form which must be signed and dated by the applicant and sent to the Secretary who may decide to accept or reject any particular application to protect the Objects or good standing of the Association. Any applicant so declined may request that his application and any supporting information be placed before the Executive Committee who will determine the matter.
- 5.2 Upon completion of the requirements of this rule and upon payment of the subscription the employee shall become a member of the Association.
- 5.3 Registration as an Incorporated Society, under the Incorporated Societies Act of 1908, means that all persons who are members of the Association at the time of registration or who become members after registration shall be bound by the Rules of the Association during the continuance of their membership.

6. FINANCIAL MEMBERS

- 6.1 A financial member of the Association shall be a member who is not in arrears for more than three months in payment of any fee, contribution, subscription, subscription fine or levy payable to the Association.
- 6.2 No member who is unfinancial shall take part in the affairs of the Association or receive any of the benefits of membership. Unfinancial members shall not be entitled to vote at any meeting or in any ballot. Provided that any special case may be referred to the Executive Committee for consideration and decision.
- 6.3 Upon the expiration of two months after due date the Secretary shall give notice in writing to any member that his or her subscription or other dues is in arrears and shall call his or her attention to the provisions of the rules regarding unfinancial members. A member shall be deemed to be unfinancial when any subscription or other dues shall remain unpaid for a period of more than three months.
- 6.4 Subscription and other monies owing to the Association and in arrears may be sued for and recovered by the Secretary or any officer appointed in that behalf by the Executive Committee.

7. APPLICATION and AUTHORISATION

- 7.1 The Executive Committee will from time to time specify an Application & Authorisation Form to be completed by Association members. The purpose of this form is to define the relationship between the member and the Association and authorise the Association to act on the member's behalf in relation to their employment agreement or contract and employment conditions.
- 7.2 New members will complete the Application & Authorisation Form. Members who change employers or employment agreement or contract will complete a new Authorisation if required.
- 7.3 A member may at any time withdraw the authorisation made pursuant to Clause 7.1 and thereby the Association shall cease to represent that person.
Upon expulsion or resignation from the Association, the authorisation for the Association to act for that person shall be deemed to have been withdrawn.
- 7.4 Three copies of the authorisation shall be completed by the member or prospective member; one copy shall be kept by that person; the other's shall be retained by the Association.

8. REPRESENTATION

Subject to the "Act" the Association shall be represented in any formal proceedings in which the Association has an interest or in which the Association is authorised to act on behalf of any member or members. The Executive shall decide who shall be engaged to appear for the Association and the terms of appointment or engagement.

9. SECRET BALLOT ON QUESTION OF STRIKE

If any members of the Association are involved in a dispute and there is a proposal that there shall be a strike, no such strike shall take place until the question, whether or not the strike shall take place, has been submitted to a secret ballot of the members of the Association who would become parties to the strike.

10. RATIFICATION

Individual or collective employment agreements or contracts or variations to such agreements or contracts, must be ratified by the

members who will become parties to them, as required by the Act, by a procedure agreed by those members prior to the commencement of negotiations.

Ratification may be carried out by either: -

- (a) a Special Meeting held as set out in Rule 24, where the proposed agreement will be presented to the members in sufficient detail to enable them to decide whether to accept or reject the agreement. A ballot as per Rule 26 will determine the will of the members and a simple majority will determine the matter.
- (b) procedure as set down in (a) above carried out at a series of Special Meetings.
- (c) by secret postal ballot of the members who will become parties to the agreement.
- (d) members who will become parties to the agreement may give the Association or their appointed assessor's prior written authorisation to ratify the proposed agreement on their behalf.

11. REGISTER OF MEMBERS

11.1 The Secretary shall keep and maintain on behalf of the Executive Committee a register of members containing, in respect of each member, the following information:

- (a) The member's full name and postal address;
- (b) The member's employers name and the address of the member's work place;
- (c) Any telephone, fax or email codes that may assist with communications;
- (d) The member's occupation, rank or position;
- (e) The date on which the member joined the Association.
- (f) The date on which the member completed the most recent authorisation form.
- (g) The financial status of the member.

11.2 Such register may, subject to the provisions of the Privacy Act 1993, be inspected at all reasonable times by any member of the Association or by any person having an interest in the affairs of the Association.

12. WITHDRAWAL FROM MEMBERSHIP

12.1 A member may withdraw from the Association by giving one month notice in writing to the Secretary of his or her intention so to do. All contributions, fees, subscriptions, fines, levies and other dues owing by any member must, at the discretion of the Executive Committee, be paid in full at the date of such notice.

Upon payment of such contributions, fees, subscriptions, fines, levies

and dues as aforesaid or refunds of any subscriptions paid in advance such member shall cease to be a member of the Association and shall have no interest in it, and no claim upon the property and funds of the Association in respect of his or her membership.

- 12.2 Any member clear on the books of the Association shall be entitled to a clearance card signed by the Secretary.
- 12.3 Withdrawal from membership shall not exempt any member from liability in respect of any act or omission while the person was a member.

13. EXPULSION FROM MEMBERSHIP

- 13.1 Where any member whether financial or unfinancial has exercised conduct detrimental to the objects of the Association the Executive Committee may suspend the membership of or expel that member.

However, before exercising that right the Executive Committee shall give 21 days notice in writing and the member concerned shall be afforded the opportunity to show cause before the Executive Committee why membership should not be suspended or terminated. The member may make submissions either in writing or in person. The Executive Committee shall consider any submission made by the member and may then decide to suspend or expel the member from the Association.

The expelled member shall not be exempt from liability in respect of any act or omission while that person was a member.

- 13.2 Any member suspended or expelled from the Association under Rule 13.1 may appeal against the decision of the Executive Committee to a General Meeting of members as provided in Rule 24.3.
- 13.3 The Executive Committee shall strike off the register of members the name of any member whose subscription or other dues is in arrears for six months, but this shall not free any person from liability for the arrears due.

14. SUBSCRIPTIONS AND LEVIES

- 14.1 Members shall pay such subscriptions as shall be approved, from time to time, by the Executive Committee.
- 14.2 The subscription shall be paid annually in advance except where the Executive Committee approves payment made by regular deduction from a member's remuneration.

- 14.3 A member who has previously been expelled from membership under Rule 13 shall be required to pay all arrears unless the Executive Committee decides otherwise.
- 14.4 A levy may be imposed on members for any purpose that the Executive Committee thinks fit provided that such decision to impose a levy has been previously approved at a special meeting of the members concerned.

15. MANAGEMENT STRUCTURE

- 15.1 The control and administration of the Association shall be vested in the Executive Committee who acting in pursuit of the Associations objectives, subject to these Rules and the will of members, expressed by resolution at Meetings of the Association.
- 15.2 Every member of the Executive Committee, including the Secretary and the Trustees shall be indemnified by the Association against all costs, losses and expenses which may incur or become liable for any reason of any contract or agreement entered into or act or thing done by him as an officer or servant in any way in the discharge of his duties provided that such actions are done in pursuance of the objects or interests of the Association and come within the express or implied authority of the person so acting.
- 15.3 The Executive Committee shall consist of the President, Vice President, the Secretary and the Chairman and Deputy Chairman of each active Divisional Committee.

- 15.4 The Divisional Committee's and their jurisdiction shall be :-

Maritime	those members coming within the scope of Rule 4.1
Industrial	those members coming within the scope of Rule 4.2
Flight Engineers	those members coming within the scope of Rule 4.3
Aviation Engineers	those members coming within the scope of Rule 4.4
Aviation Technicians	those members coming within the scope of Rule 4.5
Administration	those members coming within the scope of Rule 4.6
Engineers & Managers	those members coming within the scope of Rule 4.7

The Executive Committee shall from time to time decide which Divisional Committees are active and may create new Divisions when required.

- 15.5 Members of the Divisional Committee's shall be elected for a term of two years by the members within that Division as set out below. The Maritime Divisional Committee shall consist of a minimum of six representatives of the maritime industry.

The Industrial Divisional Committee shall consist of a minimum six

representatives of the industries covered by the Association.

Flight Engineers	2 representatives
Aviation Engineers	5 representatives of the Northern site 5 representatives of the Southern site 2 representatives at the committee's discretion
Aviation Technicians	6 representatives of North Island 6 representatives of South Island
Administration	minimum of 4 representatives.
Engineers & Managers	minimum of 2 representatives.

16. POWERS AND DUTIES OF THE EXECUTIVE AND DIVISIONAL COMMITTEES

- 16.1 **THE EXECUTIVE COMMITTEE** shall meet on such periodical basis as shall be decided by the Executive Committee from time to time after its election, such meetings shall be called by the President or the Secretary. At its meetings the Executive Committee shall by majority vote make such decisions as are necessary for the good governance of the Association within the Objects as set out in these Rules.

Any matter not provided for in these rules and matters of interpretation will be determined by the Executive Committee.

Without limiting the powers and authority of the Executive Committee, it shall at this meeting take decisions, in respect of all financial matters and policy aims of the Association and shall carry out disciplinary functions in respect of members of the Association in terms of these Rules.

The right to vote at meetings of the Executive Committee shall be confined to the Officers of the Association and Divisional Representatives on the Executive Committee.

The quorum at meetings of the Executive Committee shall be one representative of each Division.

- 16.2 **THE DIVISIONAL COMMITTEES** shall meet on such periodical basis as shall be decided by each Divisional Committee and as approved by the Executive Committee, the Divisional Chairman or the Secretary will call meetings. At its meetings the Divisional Committee shall by majority vote make such decisions as are necessary for the good governance of the Divisional Committee's area of jurisdiction within the Objects as set out in these Rules and within the powers delegated to it by the Executive Committee. The right to vote at meetings of Divisional Committees shall be confined to the Representatives. The Divisional Committees shall determine a quorum for its meetings.

- 16.3 Notwithstanding anything else contained in these Rules, voting on any matter affecting a member's conditions of employment and ballots on industrial action shall be done separately by those members covered by an individual or collective agreement or contract and shall not be over-ridden by any other vote or ballot of any other category of members within the Divisional Committee.

17. GRIEVANCE PROCEDURE

Where any member considers that he or she has a grievance against the Association or that the Association has not acted in pursuit of its objectives or has acted in violation of these rules. The matter shall be addressed, either personally or in writing, directly to the Executive Committee, the grievance will be considered within three months of being lodged with the Secretary. Following consideration the Executive Committee will decide the action to be taken. The member may appeal against the decision of the Executive Committee to a General Meeting of members as provided in Rule 24.3.

18. DUTIES OF OFFICERS

- 18.1 **THE PRESIDENT** when present shall preside over all Executive Committee meetings, the Association Annual General Meeting and all special meetings convened under the Rules. Shall sign all minutes of proceedings and generally preserve order and safeguard the interests of the Association. The President shall, as senior executive officer have responsibility to preside over the good governance and activities of the Executive Committee in terms of the Objects of the Association. The President shall have a deliberative vote and in the case of equality a casting vote.
- 18.2 **THE VICE-PRESIDENT** shall in the absence of the President possess all the powers and fulfil all the duties of that officer. If the President and the Vice-President are absent for five minutes after the appointed time of a meeting, a chairman may be appointed by the meeting and the business proceeded with, such chairman to fulfil the duties and to have all the powers for the time being of the President.
- 18.3 **THE CHAIRMAN** of the Divisional Committee when present shall preside over all meetings of the Divisional Committee, sign all minutes of their proceedings and generally preserve order and safeguard the interests of the members coming within the Divisional Committees jurisdiction, within the scope of these Rules. The Chairman shall have a deliberative vote only at Divisional Committee meetings.
- 18.4 **THE DEPUTY CHAIRMAN** of the Divisional Committee shall in

the absence of the Chairman possess all the powers and fulfil all the duties of that officer. If the Chairman and the Deputy Chairman are both absent for five minutes after the appointed time of a meeting, a chairman may be appointed by the meeting and the business proceeded with, such chairman to fulfil the duties and to have all the powers for the time being of the Chairman.

18.5 **REPRESENTATIVES AND ASSESSORS** Any member or members appointed as assessors at negotiations or to represent the members in any forum shall be subject to the direction of the members. Where a group of members act jointly in any representative capacity they shall make decisions collectively by consensus or by ballot, any decisions so made shall be the decisions of the group and all members of the group shall then support the decision made.

18.6 **THE SECRETARY** or deputy shall attend all meetings of the Executive Committee and record the minutes of these meetings. The Secretary or deputy shall attend all meetings of the Association and record the minutes of these meetings. The Secretary or deputy may attend all Divisional Committee meetings and record the minutes of these meetings.

The Secretary shall receive all subscriptions, levies, receive and answer all correspondence, lay the same before the Association and perform such other duties as may be necessary to achieve the Objects and enforce the Rules of the Association.

The Secretary shall keep correct account of the receipts and expenditure connected with the activities of the Association.

The Secretary shall pay all Association monies to the credit of the Association's current Bank accounts. The Secretary alone shall operate these accounts.

The Secretary shall ensure that the maximum amount held in the current accounts is as determined, from time to time, by the Executive Committee, any additional funds shall be transferred to the Association savings and investment accounts. Any two of the three Association Trustees shall operate these savings and investment accounts.

The Secretary shall prepare and submit to each Annual General Meeting the properly audited balance sheet showing the income and expenditure for the previous twelve months.

The Secretary shall send to the Registrar of Unions and / or Incorporated Societies from time to time the returns required to be furnished by any Act.

The Secretary shall, within forty eight hours after written application, allow the books of account to be inspected by any financial member.

When retiring or resigning, the Secretary shall immediately deliver all books and papers connected with the Association to the President.

19. BRANCHES

- 19.1 The Executive Committee shall have power from time to time to establish a branch of the Association at any location where in the opinion there are sufficient members to justify the establishment of such a branch; to define the area in which a branch shall operate, its duties and powers, and the method of government; provided that no branch shall have power to enter into collective contract or refer a dispute to a council or to a commission or to any industrial court.
- 19.2 If and wherever a branch of the Association is established as aforesaid the provisions of the Act and these Rules in so far as they are applicable to the branches shall apply to and be observed in connection with the election and removal of branch officers and other members of branch committees of management, and to the filling of vacancies in any such office or position of the Branch and to the operation of any Branch Committees and to the conduct and audit of the financial efforts.
- 19.3 The Executive Committee shall also have the power at any time to dissolve or discontinue any branches established under this Rule.

20. ELECTION OF OFFICERS

- 20.1 The Officers of the Association shall be the President, the Vice-President and the Secretary. The President and the Vice-President shall be elected by secret postal ballot of the financial members for a term of two years. The President and the Vice-President shall hold their office subject to these Rules until he or she dies or resigns, or his or her successor is elected, whichever shall occur first, but shall be eligible for re-election.
- 20.2 Members of the Executive Committee and Divisional Committees shall hold their office and position, subject to these Rules until they die or resign, or their successors are elected, whichever shall occur first, but they shall be eligible for re-election.
- 20.3 The Secretary shall be elected by secret postal ballot in accordance with these rules for a period of four years and shall hold office subject to these Rules until he or she dies or resigns, or his or her successor is elected, whichever shall occur first, but he or she shall be eligible for re-election.
The Secretary shall have full voting rights at meetings of the Executive Committee only.

The Secretary's conditions of employment and remuneration shall be decided by the Executive Committee and recorded in an individual employment agreement.

All employees shall be responsible to the Secretary and their conditions of employment shall be recorded in an employment agreement.

- 20.4 Each Divisional Committee shall elect a Chairman and a Deputy Chairman from amongst its members as soon as possible and in any event within the two months after the election of the Division Committee.

21. REMOVAL OF OFFICERS, OFFICIALS OR REPRESENTATIVES

- 21.1 Where any officer or representative has in the view of the majority of the members of the Executive Committee become unable to fulfil his/her responsibilities as an officer or representative, the Executive Committee may declare that officer or representative disqualified from continuing to hold office. The Executive Committee and any Divisional Committee may continue to function in the absence of that officer or representative as long as a quorum can still be achieved. If a quorum cannot be achieved in any committee an election shall be held as provided in Rule 22.
- 21.2 Where any officer or representative is declared by the Executive Committee to be disqualified from continuing to hold office under Rule 21.1 that officer or representative may appeal against the decision of the Executive Committee to a General Meeting of members as provided in Rule 21.3
- 21.3 Any member may at a General Meeting of the Association by notice of motion, in writing, request that a Special Meeting be held to consider the removal from office of an Association officer or official or representative. Should that Special Meeting support the removal motion, it will then be put to all members of the Association by secret postal ballot. In the case of a representative only to those members directly concerned.
If the ballot carries the motion the official, officer or representative will be removed.
- 21.4 The Association officer or official or representative shall be given the right of reply at any such Special Meeting. Where a secret ballot on the question is to be held the Association officer, official or representative concerned shall have the right to include a written statement of reply with each ballot paper given or sent to each financial member.

22. ELECTION PROCEDURE

- 22.1 Nominations for election of President, Vice-President, the Secretary and the Divisional Committees shall be called in each year in which an election is to take place, in the following manner.
- 22.2 The Executive Committee shall meet and decide in sufficient time before the term of the Officers or Divisional Committee(s) are completed:
- (a) The date on which nominations shall open.
 - (b) The date on which nominations shall close,
- which shall be at least six weeks after the date that nominations opened.
- 22.3 The Executive Committee shall appoint a Returning Officer who shall not be an officer or a candidate for an office in the Association.
- 22.4 As soon as these decisions are taken the Returning Officer shall, by notice sent to every financial member, advise the date of the opening of nomination, the time and date of closing of nominations, and the place at which nominations are to be received by the Returning Officer.
- 22.5 Nominations shall be made in writing. Any person may be nominated for President, Vice President or Secretary, whether a member of the Association or not. Other than where a member nominates himself or herself the nominee shall add his or her consent. Nominators and Seconders shall be financial members. Their full names shall be legibly indicated on the nomination. Only financial members are eligible for election to a Divisional Committee.
- 22.6 Should the Returning Officer be of the opinion that a nomination does not comply with these Rules, it shall be rejected and the nominee and nominator are to be immediately notified by registered letter.
- 22.7 Should the number of nominations be less than the number of vacancies, the Returning Officer shall declare those nominated to be duly elected and shall call for further nominations to fill the remaining vacant positions. Should the number of nominations equal the number of vacancies then a postal ballot shall not be held and the Returning Officer shall declare those nominated duly elected. In this last instance Rules 22.9 to 22.14 shall not apply.
- 22.8 The returning officer shall arrange for the preparation of ballot papers containing the full names of the nominees for each position, stating the method of voting and the time within which such ballot papers are to be returned to the specified address. Arrange for the posting of the ballot papers to each eligible member.

- 22.9 The returning officer shall be supplied by the Secretary with a certified list of the names and addresses of all persons entitled to vote in the ballot.
- 22.10 Each candidate may in writing appoint a scrutineer, to watch the ballot on his/her behalf.
- 22.11 Only financial members shall be eligible to vote in the ballot.
- 22.12 When a member has recorded his vote he/she shall seal up his/her ballot papers and post them to the specified address.
- 22.13 Immediately the ballot closes, excepting weekends or public holidays, the returning officer shall open the ballot box and count the ballot with his/her deputy and any scrutineers that have been appointed in accordance with this Rule.
- 22.14 The returning officer shall declare the candidate or candidates having the greatest number of votes elected, and in the event of two or more candidates for the same position receiving the same number of votes, he/she shall decide the issue by lot.
- 22.15 The result of the ballot shall be declared to the members concerned by notice. All ballot papers, lists envelopes and other documents used in connection with the election shall be kept for 12 months from the date of the ballot and then be destroyed.

23. CASUAL VACANCIES

- 23.1 In the case of a casual vacancy occurring in the office of President or Vice President where there is less than six months of the term of office remaining, such vacancy shall be filled by the Executive Committee at the first meeting held after such vacancy shall have occurred.

A vacancy in the position of Chairman or Deputy Chairman or Member of a Divisional Committee shall be filled by that Committee at its first meeting after the vacancy occurs.

Any person appointed or elected under this Rule shall hold his or her office or position only for the unexpired period of his or her predecessor's term, but shall be eligible for re-election or re-appointment as the case may be.

A vacancy in the position of Secretary shall be filled by an election held in accordance with these Rules.

- 23.2 In the case of a vacancy occurring in any office or position where the unexpired period of the term of the vacant office or position is six months or longer an election for that position shall be held in accordance with Rule 21.

24. MEETINGS

- 24.1 **THE ANNUAL GENERAL MEETING** of the Association shall be held prior to the second Monday in November at such time and place as shall be decided and called by the Executive Committee and at which the Annual Report and Balance Sheet shall be presented. Notice of the time and place of such meeting and the nature of the business to be transacted thereat shall be conveyed by the Secretary by circular to the financial members of the Association at least twenty one days before the date of said meeting.
A quorum at an Annual General Meeting shall be seven financial members.
- 24.2 **A GENERAL MEETING** of the Association shall be held on a monthly basis at Auckland to inform members and obtain their consensus of opinion, at such time and place as shall be decided by the Executive Committee.
General meetings shall also be held at such other places and at such other times as the Executive Committee shall decide. The President or the Secretary on behalf of the Executive Committee shall call all general meetings by notice to members given 21 days before the date of the general meeting.
The quorum at any General Meeting shall be seven financial members.
- 24.3 Subject to these Rules and to the provisions of the Incorporated Societies Act 1908, the Executive Committee and Divisional Committees shall be under the control of the Association and shall obey all instructions and do all such acts and things given or required to be done by resolution of the Association.
Any general or special meeting of the Association shall be able to suspend any decision of the Executive Committee or Divisional Committee and cause that suspended decision to be put to the financial members of the division(s) concerned as a ballot. The Rules on ballot procedure will apply.
- 24.4 Every question before a meeting shall be decided by a majority of those members present and voting thereon. Unless otherwise provided by these Rules the voting at all meetings shall be by show of hands.
Provided that a meeting of the Association or of the Executive Committee may by resolution decide that any question may be determined by a ballot of members at that meeting or of the Association conducted pursuant to Rule 25.
- 24.5 **SPECIAL MEETINGS** of the Association shall be called by the President or the Secretary by circular at least three days before the date of such meeting. No business shall be transacted at such meeting other than that specified in the circular.

Provided that if the President or Secretary so decide an Emergency Special Meeting of the Association may be convened at not less than four hours' notice, such notice to be given in any practical manner. The quorum at any special meeting shall be seven financial members.

- 24.6 **EXTRAORDINARY GENERAL MEETING** the President or the Secretary shall, on receipt of a written request signed by at least twenty financial members, give a minimum of three days notice of an Extraordinary General Meeting of members. The business to be transacted at such Extraordinary General Meeting must be specified in writing on the document requesting the meeting and bearing the signatures. This meeting can resolve local issues or resolve the matter be put to all members of the Association. The quorum at such a meeting shall be 20 financial members.
- 24.7 Notwithstanding anything elsewhere appearing in these Rules, it is hereby provided that if and whenever anything is required to be decided at a Special Meeting of the Association such requirements shall be deemed to be satisfied if, in the discretion of the Executive Committee, the proposal which, but for this provision, would be placed before such a meeting is submitted to and decided by a majority of the amount of votes cast in a secret postal ballot of the financial members taken in accordance with Rules. Any decision of the Association expressed in this manner shall be deemed to be the decision of a Special Meeting of the Association for the purpose of any requirement as aforesaid.
- 24.8 Where a vote is taken at a round of meetings the final result shall be determined by totalling all the valid votes cast at each meeting. Officers and members shall vote only once on any issue.
- 24.9 If a matter of vital importance to the Association is dealt with by the Executive Committee either in pursuance of the proceeding Rules or otherwise, it shall be reported to the next meeting of the Association.
- 24.10 If any matter should arise affecting the Objects or Rules of the Association, the President or the Secretary shall call a Special Meeting of the Executive Committee.
- 24.11 Every member of the Executive Committee and Divisional Committees, if free of duty, shall attend each meeting of the respective committee. Any member absent from three consecutive meetings of the respective committee shall unless excused by the members assembled forfeit his or her seat on the respective committee and the vacancy filled in accordance with Rule 22.
- 24.12 Any financial member who is on duty when a Special Meeting of the Association or of the Executive Committee or a Divisional Committee

has been convened and is unable to be present may be represented by a proxy, being a financial member of the Association; provided such proxy is appointed in writing and in the form approved by the Executive Committee and delivered to the Secretary prior to the commencement of the meeting.

25. STANDING ORDERS

- 25.1 Meetings of the Association shall be ordered in the following manner :-
- (a) Apologies.
 - (b) Adoption of the minutes of the previous meeting.
 - (c) Matters arising from the minutes.
 - (d) Financial reports.
 - (e) Executive reports.
 - (f) Business Carried forward from previous meeting.
 - (g) Notices of motion, in order tabled.
 - (h) New business.
- 25.2 Members shall address all speeches to the Chair.
- (a) If more than one member rises to speak the Chair will promptly decide who has the floor and the order of any subsequent speakers.
 - (b) Only two successive speeches either for or against any question will be heard.
 - (c) A member may speak once upon any question before a meeting, except that the mover of a motion shall be allowed to speak in reply following any discussion and any member may raise a point of order or correct a matter of fact.
 - (d) Member's speeches shall not exceed five minutes on any question.
 - (e) If a point of order is raised the member speaking shall promptly resume his seat until the matter is decided. The member will state the point of order clearly and briefly. The Chair shall decide the matter promptly and entertain no discussion.
 - (f) Consideration of any question before a meeting may be suspended or determined by a motion that such a course of action be followed.
- 25.3 All motions shall be proposed and seconded by financial members.
- (a) Shall be of an affirmative character.
 - (b) Shall be promptly put to the meeting unless a member rises to oppose the motion or move an amendment.
 - (c) May be amended by motion before being put to the meeting.
 - (d) Any amendment that is carried becomes the substantive motion.
 - (e) May be adjourned for consideration at a specified future meeting.
 - (f) May be withdrawn by leave of the proposer and seconder.
 - (g) Any member may give notice of a motion he wishes considered at a future meeting by reading the motion to any meeting. It shall be the duty of the Secretary to include that notice of motion in the agenda of the specified meeting. The motion will lapse, if the member proposing it, is not present at the specified meeting when

it is called from the agenda, however the proposer of the motion may, in writing, appoint some other member to act as a proxy and present the motion on the proposers behalf.

- 25.4 These standing orders may only be suspended by the unanimous consent of the members at a particular meeting or by the Executive Committee having bought down some urgent matter for discussion by the members at that meeting.

26. BALLOTS AND BALLOT PROCEDURE

- 26.1 Whenever a secret ballot of Association members is required to be held a Returning Officer shall be appointed and notified in writing of the question to be decided.
The Returning Officer shall be a person who is not personally interested in the outcome of the ballot.
- 26.2 The Returning Officer shall be provided with a complete list of the members eligible to vote in the ballot.
- 26.3 The Executive Committee and any other member or members directly concerned in the results of the ballot may each appoint a scrutineer to watch the ballot, and the Returning Officer shall afford each scrutineer all reasonable facilities for so doing.
- 26.4 A secret ballot may be conducted either at a Special Meeting of members or a round of Special Meetings of members or may be a secret postal ballot of members. Votes cast by fax or electronic means in a secret postal ballot will be accepted provided they are individually identified to prevent plural voting. The Executive Committee may determine the method of ballot.
- 26.5 The Returning Officer shall, as soon as practicable, give notice to the members who are to vote at a Special Meeting or round of Special Meetings. The notice will generally be given three days prior to the first meeting, however a shorter period of notice may be given if practical and acceptable to the members. The notice will inform all members eligible to vote of:
- (a) The times, dates, and venues of the meetings at which the ballot is to be conducted;
 - (b) The question to be decided;
 - (c) The procedure for obtaining a special vote, if required.
- 26.6 Persons eligible to vote but unable to attend the meeting to be held in their locality may apply to the Returning Officer for a special vote, such vote to be returned to him or her by post, or other means decided upon and duly advertised in accordance with rule 26.5 (c) above, no later than four hours prior to the meeting. Provided that where the opportunity to obtain a special vote in a ballot to be held at a meeting is so advertised, proxy votes will not be allowed.
- 26.7 At each meeting at which a ballot is held the Returning Officer or his

or her nominee shall ensure that:

- (a) Each voter's name is recorded prior to the ballot paper being issued;
- (b) Voters are made aware of the correct manner of recording their vote;
- (c) Adequate provision is made for votes to be recorded in privacy.

- 26.8 In the case of a postal ballot the Returning Officer shall as soon as possible cause to be delivered or forwarded to each member whose name appears on the list of voters a ballot paper showing clearly the question to be voted on, and stating the method of voting and a time within which such ballot paper is to be returned to him or her (being a period of not less than two weeks unless agreed otherwise by the members affected) at an address which shall be specified thereon.
- 26.9 As soon as practicable after the closure of the ballot, which, in the case of a ballot held at a round of meetings, shall be after the last meeting in the round of Meetings, the Returning Officer shall count the votes, and setting aside all informal papers, shall declare the state of the voting, and the question shall be deemed to be carried or lost by simple majority of valid votes are cast unless otherwise agreed by the members affected. All papers and lists used for the ballot are to be kept for one year and shall then be destroyed.

27. PROCEDURE IN RESPECT OF DISPUTED BALLOTS

Where any financial member or any scrutineer disputes the result of a ballot held under these Rules, the President shall appoint two financial members, having no interest in the outcome of the ballot, to review the ballot procedure and /or recount the votes. These two members shall urgently report their findings to the President and may recommend a course of action to settle the dispute. Based on these findings and any recommendations the President shall act to settle the dispute.

28. SUPPLY OF RULES TO NEW MEMBERS

The Secretary shall supply a copy of the Rules of the Association to any person who becomes a financial member of the Association which copy shall be supplied by the Secretary forthwith and without charge to the member.

29. SUPPLY OF AMENDMENTS TO RULES TO FINANCIAL MEMBERS

The Secretary shall supply a copy of any amendment made by the Association to its Rules to each financial member of the Association,

which copy shall be supplied by the Association without charge within 60 days after the day on which the amendment is made.

30. SUPPLY OF ANNUAL REPORT TO FINANCIAL MEMBERS

The Secretary shall supply one copy of the Association's annual report to each financial member of the Association.

31. SUPPLY OF ANNUAL ACCOUNTS & AUDITORS CERTIFICATE

The Secretary shall supply one copy of the latest income and expenditure account and balance sheet, together with the Auditor's report on the accounts to each financial member.

32. CUSTODY OF THE COMMON SEAL

The seal of the Association shall be under the control of the Secretary. The seal shall not be altered or renewed except by resolution of the Executive Committee.

33. EXECUTION OF INSTRUMENTS

The President or the Secretary may execute appropriate instruments to which the Association is a party under the seal of the Association.

34. AUDITORS

34.1 There shall be an auditor appointed by the Executive Committee and announced at the Annual General Meeting for the purpose of auditing the finances of the Association and preparing an annual income and expenditure account and an annual balance sheet and a certificate of audit. The auditor shall be a member of the New Zealand Society of Accountants

34.2 Any auditor appointed under this Rule shall be eligible for reappointment and shall hold office until the auditor dies or resigns, or a successor is appointed.

34.3 Any auditor appointed under these Rules may be removed by the Executive Committee by reason of:

- (a) disability; or
- (b) bankruptcy; or
- (c) neglect of duty; or

- (d) the existence of any dispute between the auditor and the Executive Committee where such dispute is adversely affecting the conduct of the audit. The remainder of the term of appointment of any auditor so removed, or of any auditor who dies or resigns, may be completed by any person who is a member of the New Zealand Society of Accountants and who is appointed for this purpose by the Executive Committee.
- 34.4 Any auditor appointed under this Rule may be paid such remuneration as the Executive Committee may from time to time determine.
- 34.5 The Secretary, shall afford the auditor access to all financial records of the Association, and any information and assistance that may be required.
- 34.6 The auditor of the Association accounts shall prepare and sign a certificate of audit in accordance with the procedures stipulated by the New Zealand Society of Accountants.

35. TRUSTEES

There shall be three trustees, who shall be appointed by the Executive Committee and announced at the Annual General Meeting. They shall hold office until they die or resign or their successors are appointed, whichever shall first occur, but they shall be eligible for re-appointment. They shall perform such duties in respect of the funds of the Association as the Executive Committee may decide from time to time.

36. FINANCIAL YEAR

The financial year for the Association shall be from July 1 to June 30 of the next year.

37. AMALGAMATION

- 37.1 The Association may at any time amalgamate with any other organisation or organisation's on such terms and conditions as it thinks fit.
- 37.2 Such amalgamation shall not take place until the Association has first sent to each financial member of the Association written notice of its intention to amalgamate. Such notice shall specify the reason for the amalgamation, the organisation or organisations to be amalgamated with, the transfer or disposal of assets, liabilities and other funds. The proposed rules of the amalgamated body shall be made available to members of the Association for inspection.

- 37.3 The amalgamation shall not take place until a postal ballot of all the financial members has been held and the majority of valid votes cast are in favour of the amalgamation.

38. AMENDMENT OF RULES

- 38.1 Where any member, group of members, Divisional Committee, Branch or the Executive Committee wishes to propose any amendment to these Rules such amendment shall be proposed in writing and forwarded to the Secretary.
- 38.2 Upon receipt of the proposal the Secretary shall ensure that all members are made aware of the proposed amendment(s).
- 38.3 In the event that no objection is received from members the proposed changes to the Rules will be voted on at a General Meeting for ratification.

39. WINDING UP OF THE ASSOCIATION

- 39.1 The Association may at any time be wound up on the motion of the members or of the Executive Committee, the following procedure will be applied.
- (a) A Special General Meeting will be held to enable members to consider the Winding Up Motion. The Motion will be carried or lost by simple majority.
 - (b) If the Motion to Wind Up the Association is carried all members will be advised of the decision to wind up and the date of a second Special General Meeting to ratify that decision, by circular from the Secretary.
 - (c) The second Special General Meeting will be called, not less than thirty days after the first Meeting, the Motion to Wind Up the Association will again be considered by the members and will be carried or lost by simple majority.
 - (d) If the second Motion to Winding Up is carried the Executive Committee will proceed to wind up the Association.
- 39.2 Before the winding up the Executive Committee and the Trustees shall realise all the assets and pay all liabilities of the Association. Any surplus funds shall be disposed of in a manner consistent with the Objects of the Association.