

RULES
OF
SITE SAFE NEW ZEALAND INCORPORATED

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RULES OF SITE SAFE NEW ZEALAND INCORPORATED

1. Name, Registered Office and Contact Officer

- 1.1 **Name:** The name of the Society is Site Safe New Zealand Incorporated.
- 1.2 **Registered Office:** The registered office of the Society is 23 Jarden Mile, Ngauranga, Wellington, or such other place resolved upon by the Board.
- 1.3 **Contact Officer:** As at the date of the adoption of this Constitution, the Society's Contact Officer will be the Chairperson.

2. Interpretation

- 2.1 **Definitions:** In these Rules, unless the context otherwise requires:

"**Act**" means the Incorporated Societies Act 1908;

"**Annual General Meeting**" means an Annual General Meeting of the Members of the Society called in accordance with Rule 12 and Rule 14;

"**Board**" means the board of the Society comprising the Directors;

"**Business Day**" means a day on which registered banks are open for normal banking business in Wellington;

"**Chairperson**" means the chairperson of the Board or the substitute acting in his or her place as set out in these Rules;

"**Chief Executive**" means the person appointed by the Board as the Chief Executive of the Society;

"**Co-opted Director**" means a person co-opted to the Board under Rule 25;

"**Contact Officer**" means a person appointed as Contact Officer as provided in Rule 1.3;

"**Delegate**" means a person appointed by a Member under Rule 16 to represent that Member at a General Meeting;

"**Deputy Chairperson**" means the deputy chairperson of the Board appointed under Rule 26.2;

"**Director**" means a person referred to in Rule 21;

"**Employee Director**" means a person appointed under Rule 23;

"**Financial Year**" means the financial year of the Society as determined in Rule 38;

"**General Director**" means a person nominated and elected under Rule 24;

"**General Meeting**" means an Annual General Meeting or Special General Meeting;

"**General Member**" means a person admitted as a general member of the Society in accordance with Rule 5.2;

"**In writing**" includes by electronic means appropriately authenticated;

"Independent Director" means a person appointed under Rule 22;

"Life Member" means a person elected to be a life member of the Society under Rule 5.4;

"Member" means a General Member or a Life Member;

"Register" has the meaning given to that term in Rule 6.1;

"Society" means Site Safe New Zealand Incorporated; and

"Special General Meeting" means a meeting of the Members of the Society called in accordance with Rule 13 and Rule 14.

2.2 Rules: References to these Rules are references to this Constitution as from time to time altered or varied.

2.3 Persons: references to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, associations, organisations, trusts, government departments and local authorities in each case whether or not having separate legal personality.

2.4 Singular/Plural: Terms used which import the singular number shall, unless the context plainly requires otherwise also include the plural and vice versa.

2.5 Headings: Headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of these Rules.

2.6 Statutes: Reference to a statute or statutory provision includes that statute or provision as amended, modified, re-enacted or replaced from time to time (whether before or after the date of adoption of these Rules) and to any previous statute or statutory provision amended, modified, re-enacted or replaced by that statute or provision.

3. Objects

3.1 Objects: The general object of the Society is to assist participants in the construction industry and where appropriate other workplaces in New Zealand to improve health and safety (including physical and mental health and safety) outcomes. The Society's general object is to be advanced and achieved by pursuing the following specific objects:

3.1.1 engaging in a strategic and coordinated approach with Government and other organisations to improve workplace health and safety (including physical and mental health and safety) performance;

3.1.2 undertaking research and collecting data to raise industry knowledge and benchmark performance;

3.1.3 upholding standards for good practice in workplace health and safety (including physical and mental health and safety);

3.1.4 supporting workplaces to continuously improve health and safety (including physical and mental health and safety) practices by providing education, assurance products and services that enable effective solutions focused outcomes;

- 3.1.5 recognising and rewarding the achievement of workplace health and safety (including physical and mental health and safety) practices through awards and other means;
 - 3.1.6 taking a leadership approach through advocacy in support of the promotion of workplace health and safety (including physical and mental health and safety) good practice; and
 - 3.1.7 doing such other things as are incidental or conducive to the attainment of the Society's general and specific objects.
- 3.2 **Objects Independent:** It is declared that each of the specific objects set out in Rule 3.1.1 to 3.1.6 are to be construed independently and are not to be limited by reference to any other specific objects recorded in Rule 3.1 or by any other provision set out in these Rules. Each of the specific objects set out in Rule 3.1 may be pursued independently of the other specific objects of the Society.
- 3.3 **Private Profit Not an Object:** The Society is established and maintained exclusively for its charitable objects and not for private profit, and in particular does not operate for pecuniary gain as referred to in the Act nor does it operate for the private pecuniary profit of any individual.

4. Powers

- 4.1 **Powers:** The Society shall have the following powers to the extent that the powers are exercised in effecting the objects of the Society:
- 4.1.1 to make or alter rules in accordance with these Rules;
 - 4.1.2 to admit new Members and cancel any membership;
 - 4.1.3 to appoint salaried employees, contractors, officers or other persons providing services to the Society (who may or may not be Members) and to dismiss or retire the same;
 - 4.1.4 to carry on any business in connection with the promotion, fostering and development of health and safety (including physical and mental health and safety) in the construction industry and where appropriate other workplaces;
 - 4.1.5 to apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention which may be capable of being used for any of the purposes of the Society, or for the benefit of the Society; and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account, the property, rights, or information so acquired;
 - 4.1.6 to enter into partnership or into any arrangement for the sharing of surpluses, with any person or company so as directly or indirectly to benefit the Society;
 - 4.1.7 to subscribe to, or otherwise acquire, and hold, shares, debentures, or other securities of any company;
 - 4.1.8 to purchase, take on lease or in exchange, hire, and otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient

for the purposes of its business, and in particular any land, buildings, easements, machinery or plant;

- 4.1.9** to construct, improve, maintain, develop, work, manage, carry out, or control any buildings and other works and conveniences which may be calculated directly or indirectly to advance the Society's interests; and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control of the same;
- 4.1.10** to invest and deal with the money of the Society;
- 4.1.11** to lend and advance money or give credit to any person or company; to guarantee and give guarantees for the payment of money or the performance of contracts or obligations by any person; and otherwise to assist any person;
- 4.1.12** to borrow or raise or secure the payment of money;
- 4.1.13** to remunerate any person or company for services rendered, or to be rendered, in or about the organisation, formation, or promotion of the Society or its objects;
- 4.1.14** to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Society;
- 4.1.15** to take or hold mortgages, liens, and charges to secure payment of any money due to the Society from any other person;
- 4.1.16** to undertake and execute any trusts and to make gifts whether for charitable or benevolent purposes or otherwise;
- 4.1.17** to apply for and accept grants and subsidies on terms and conditions acceptable to the Society and accept donations whether in trust or not;
- 4.1.18** to become a member of, collaborate with, or join with other bodies or organisations, whether incorporated or not, in New Zealand and elsewhere having similar objectives;
- 4.1.19** to carry out all or any of the objects of the Society and do all or any of the above things as principal, agent, contractor, or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
- 4.1.20** to do all such other things as are provided in these Rules or which are incidental or conducive to the attainment of the objects of the Society and the exercise of the powers of the Society in order to give effect to the objects.

- 4.2 Powers Independent:** It is declared that each of the powers set out in Rule 4.1 are to be construed independently and are not to be limited by reference to any other powers recorded in Rule 4.1. Each of the powers set out in Rule 4.1 may be exercised independently of the other powers of the Society.

MEMBERSHIP
5. Membership

5.1 Members: The Members of the Society are:

5.1.1 the General Members; and

5.1.2 the Life Members.

5.2 Application for General Membership: Any person involved in the construction industry and where appropriate other workplaces in New Zealand, including (without limitation) trade associations, trade unions, commercial enterprises, training associations and local authorities, wishing to become a General Member, must:

5.2.1 consent to become a member of the Society;

5.2.2 complete an application form and submit such application form to the Board; and

5.2.3 supply any other information relevant to application that the Board requires.

5.3 Board Consideration of Application: Upon receipt of an application for membership the Board:

5.3.1 may interview the applicant when it considers the application;

5.3.2 has total discretion whether or not to admit an applicant as a member of the Society; and

5.3.3 must advise the applicant of its decision, but is not required to provide reasons for that decision.

5.4 Application for Life Membership: An Annual General Meeting may on the recommendation of the Board elect a person to be a Life Member in recognition of outstanding services to the Society.

6. Register

6.1 Arrangements for Keeping the Society's Register:

6.1.1 The Chief Executive shall maintain a register of Members (Register), recording:

(a) each Member's:

- name;
- postal address, or email address, or both;
- telephone number;

(b) the date the applicant became a Member.

6.2 Amendments to the Register: If a Member's details referred to under 6.1.1(a) changes, then the Member must give the Chief Executive the updated information, who must then update the Register as soon as practicable.

6.3 Access for Members to the Register: Access to the Register will be permitted as follows:

6.3.1 The Board, the Chief Executive, any other Officer or any of their respective delegates may access the Register if access is necessary for the performance of their functions, or the exercise of their powers.

6.3.2 A Member may make a request to the Chief Executive for access to the Register. The Chief Executive will provide access to the extent that Members have consented to access being granted to information about themselves on the Register.

7. Member Rights

7.1 General Members: Each General Member is entitled to attend and be heard and to vote at General Meetings. General Members shall have such other privileges as may be determined from time to time by the Board.

7.2 Life Members: Each Life Member is entitled to attend and be heard and to vote at General Meetings. Life Members shall have such other privileges as may be determined from time to time by the Board.

8. Cessation of Membership

8.1 Resignation of General Member: Any General Member may resign from the Society by giving not less than three calendar months' notice in writing to the Board of its resignation. Any resigning General Member shall remain liable for all of that General Member's subscriptions and levies outstanding and unpaid as at the date of the expiry of any such notice.

8.2 Cancellation: Any Member's membership of the Society will be cancelled with immediate effect if:

8.2.1 a resolution is passed to this effect by a majority of two thirds of the votes cast at a General Meeting;

8.2.2 the Member becomes bankrupt or insolvent or is put into liquidation or receivership or enters into a composition with creditors;

8.2.3 the Member's subscriptions or levies remain in arrears for more than three months from the date the invoice is sent to that Member; or

8.2.4 the Board determines to cancel the Member's membership because in the opinion of the Board that Member brings discredit on the Society or disrupts the activities of the Society so as to make continued membership undesirable in the interests of the other Members or of the Society.

8.3 Cancellation Recommended by Board: If the Board proposes to cancel the membership of a Member pursuant to Rule 8.2.4, then at least 30 days' written notice of the proposal and particulars relating to the conduct complained of shall be given to the Member concerned before any determination is made by the Board. That Member shall be given an opportunity to be heard by the Board before the matter is voted on by the Board and the Board will otherwise consider the matter in accordance with the rules of natural justice.

9. Subscriptions and Levies

- 9.1 Subscriptions and Levies:** General Members must pay subscriptions and levies as set by the Board. Annual subscriptions for General Members and the method of collection of those annual subscriptions shall be determined by the Board and notified to Members from time to time. The Board may set subscriptions on any basis it thinks fit and may differentiate between the General Members as to the amount to be paid.
- 9.2 Non-Payment of Subscriptions:** The Board may suspend all or any of the rights and privileges enjoyed by any General Member who fails to pay a subscription or levy within the period specified for payment and in accordance with Rule 8.2.3.
- 9.3 Additional Levies:** If the income of the Society in any one Financial Year is insufficient for the purposes of the Society then, in addition to the powers of the Board to set subscriptions under Rule 9.1, the Board may levy General Members any such additional amounts as the Board may determine.

10. Disputes, Complaints and Grievances

- 10.1 Complaints About a Member:** The following will apply in relation to complaints regarding alleged misconduct of a Member:
- 10.1.1** the Board must consider a complaint, or institute a disciplinary procedure, regarding alleged misconduct of a Member;
 - 10.1.2** an oral hearing of a complaint will be held if the Board decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable;
 - 10.1.3** the Member has a right to be heard before the complaint or procedure is resolved or any outcome is determined;
 - 10.1.4** the Member will be fairly advised of all allegations concerning the Member, with sufficient details and time given to enable the Member to prepare a response;
 - 10.1.5** the Member will be given a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 10.1.6** the Member's written statement or submissions will be considered by the Board.
- 10.2 Grievances Against the Society or Another Member:** A Member can raise with the Board an allegation of damage (caused by the Society, or a Member) to a Member's rights or interests (as a Member) or to Members' rights or interests generally, in which case the following procedure will apply:
- 10.2.1** an oral hearing of the grievance will be held if the Board decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable; and
 - 10.2.2** the Member will be heard by the Board before the grievance is resolved or any outcome is determined.
- 10.3 Investigating and Determining Complaint or Grievance:** Upon receiving a complaint or grievance of the nature described in Rules 10.1 or 10.2, the Board must:

- 10.3.1** as soon as is reasonably practicable after receiving the complaint or grievance, investigate and determine the complaint or grievance; and
 - 10.3.2** deal with the complaint or grievance in a fair, efficient and effective manner.
- 10.4 Board to Determine not to Proceed:** Despite Rule 10.3, the Board may decide not to proceed with a matter further if the Board determines that:
- 10.4.1** the matter is trivial; or
 - 10.4.2** the complaint or grievance does not appear to disclose:
 - (a) in the case of a complaint, any material misconduct; or
 - (b) in the case of grievance, any material damage to a Member's rights or interests; or
 - 10.4.3** the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
 - 10.4.4** the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
 - 10.4.5** the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Society.
- 10.5 Referral by the Board:** The Board may refer a complaint or grievance to:
- 10.5.1** a subcommittee or an external person to investigate and report; or
 - 10.5.2** a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 10.6 Impartiality:** A person may not act as a decision maker in relation to a complaint or grievance if two or more members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not:
- 10.6.1** be impartial; or
 - 10.6.2** be able to consider the matter without a predetermined view.

GENERAL MEETINGS

11. Chairperson of General Meetings

- 11.1 Chairperson:** The Chairperson shall act as Chairperson of all General Meetings of the Society. In the Chairperson's absence, the Deputy Chairperson or, in the absence of both of these Directors, another Director or the Chief Executive will be chairperson of a General Meeting.
- 11.2 Vote of Chairperson:** The chairperson of the General Meeting shall have a second or casting vote.
- 11.3 Regulation of Procedure:** The chairperson of the General Meeting shall regulate the proceedings at General Meetings.

11.4 Powers to Adjourn Meetings: The chairperson of the General Meeting:

11.4.1 may adjourn the meeting from time to time and from place to place; and

11.4.2 shall adjourn the meeting if so directed by the meeting.

No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 Business Days or more, notice of the adjourned meeting must be given as in the case of an original meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.5 Unruly Meetings: If any General Meeting becomes so unruly, disorderly or inordinately protracted that in the opinion of the chairperson of the General Meeting the business of the meeting cannot be conducted in a proper and orderly manner, the chairperson may either adjourn or dissolve the meeting.

11.6 Unfinished Business: If any General Meeting is to be dissolved by the chairperson under Rule 11.5 the chairperson may direct that any item of business which is completed at the meeting and which requires a vote be put to the vote without further discussion.

12. Annual General Meetings

12.1 Timing: An Annual General Meeting must be held once each calendar year on a date and at a venue fixed by the Board, but no later than six months after the end of each Financial Year and no later than 15 months after the previous Annual General Meeting.

12.2 Business: The following business will be transacted at the Annual General Meeting:

12.2.1 receiving the minutes of the Society's previous meeting(s);

12.2.2 the presentation of:

(a) the annual report on the affairs of the society during the most recently completed accounting period;

(b) the financial statements of the Society for that period; and

(c) a summary of any disclosures or the types of disclosures made by Directors of an interest in matters being considered by or affecting the Society, recorded since the previous annual general meeting;

12.2.3 appointment of an auditor of the Society;

12.2.4 consideration of any recommendations by the Board;

12.2.5 election of Directors, if there are vacancies on the Board;

12.2.6 election of a Director to any vacant position on the Board;

12.2.7 setting of Directors' fees or honoraria if any;

12.2.8 motions to be considered; and

12.2.9 any general business notified to the Board under Rule 14.2.

13. Special General Meetings

13.1 Called by Board: The Board may call a Special General Meeting at any time.

13.2 Requisitions: The Board must call a Special General Meeting if requested to do so by the Chief Executive following a written request from General Members and/or Life Members who together may exercise not less than 200 votes that could be cast at a General Meeting. Such a request must be given to the Chief Executive in writing signed on behalf of those General Members and Life Members and must state the objects of such a meeting. The Chief Executive must forward the request to the Board within ten working days. The Board may refuse to call a Special General Meeting if it considers the request is vexatious, frivolous, made in bad faith, or it is otherwise not in the interests of Members or of the Society to call the meeting sought.

13.3 Timeframe for Requisitioned Meetings: Special General Meetings called under Rule 13.2 must be held not more than five weeks after the day on which the request was received by the Chief Executive.

14. Notice of Meetings

14.1 Annual General Meeting Date: The Board must give Members at least five weeks' prior written notice of the date of an Annual General Meeting. This notice must state the date by which nominations for the position of any Directors to be voted on, and notification of business for the Annual General Meeting must be given to the Board by Members.

14.2 Notification by Members: Members must provide the Board with the names of their nominees for Director positions requiring nomination by them, and the details of any business they wish to put on the agenda, for the Annual General Meeting by the date specified by the Board under Rule 14.1.

14.3 Board Assessment of Business: The Board will collate Director nominations and business for the agenda received in accordance with Rule 14.2. In respect of any motion proposed by a Member, the Board will determine whether such motion will be voted on by Members, except where a motion submitted is signed by at least 200 Members in which case such motion must be put to the Members for a vote.

14.4 Notice of Business: The Board will at least ten working days prior to the date of the Annual General Meeting notify Members of:

14.4.1 the time and venue at which the Annual General Meeting will be held; and

14.4.2 the names of nominees for Officer positions to be voted on at the Annual General Meeting; and

14.4.3 details of all business which is to be transacted at the Annual General Meeting.

14.5 Special General Meeting Date: Subject to Rule 13.3, a Special General Meeting will be held on a date and at a venue fixed by the Board.

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- 14.6 Notice of SGM:** The Board must give Members at least three weeks' notice of the date, venue and business of a Special General Meeting.
 - 14.7 Failure to Comply:** An irregularity in a notice of a meeting is waived if all the persons entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such persons agree to the waiver.
 - 14.8 Accidental Omission:** The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a Member does not invalidate the proceedings at that meeting.

15. Right to Attend

Members, Delegates, Directors, the auditor of the Society and observers invited by the Board are entitled to attend General Meetings.

16. Delegates

- 16.1 Appointment:** Each General Member and Life Member may appoint two persons to attend any General Meeting as its delegate on its behalf.
- 16.2 Notice of Appointee:** Each General Member and Life Member must give the Board notice of appointment of that Member's Delegate or Delegates not less than three days before the date of the meeting at which the Delegate is to act.
- 16.3 Authority:** A Delegate has the powers of the Member it represents including the power to vote, provided that if two Delegates of a General Member or Life Member are present at any General Meeting only one of those Delegates is entitled to vote.

17. Proxies

- 17.1 Proxies Appointed by Members:** If a Delegate is unable to attend the relevant General Meeting, the Member whom the Delegate represents may appoint a proxy. The Board must be notified of the appointment of a proxy. For the avoidance of doubt a Delegate may be appointed as the proxy of another Delegate.
- 17.2 Form of Proxy:** The method of appointing a proxy shall be in writing and signed by the appointor and, in all other respects, shall be in such other form as the Board may determine from time to time.
- 17.3 Proxies Appointed by Delegates:** Any Delegate who retires from a General Meeting at the General Meeting may in writing to the Chief Executive appoint some other Delegate to exercise that Delegate's vote.

18. Quorum

No business may be transacted at any General Meeting of the Society if a quorum is not present. A quorum for a General Meeting of the Society shall be present if Members, the Delegates or proxies representing not less than 200 of the votes of Members are:

- 18.1** physically present at the appointed time and place; or
- 18.2** participating in the General Meeting by means of audio, audio and visual or electronic communication that is approved by the Board; or
- 18.3** by a combination of both of the methods described in Rules 18.1 and 18.2.

19. Speaking Rights

Members and observers approved by the chairperson of a General Meeting have the right to speak and be heard on any issue considered at that particular General Meeting.

20. Voting by Members

20.1 General Members: Each General Member who has:

20.1.1 paid all subscriptions and levies required to be paid by that General Member under Rule 9; and

20.1.2 as at the date on which notice of the applicable General Meeting is given, been a General Member for not less than 3 calendar months,

will be entitled to one vote on all matters put to a vote of the members.

20.2 Life Members: Each Life Member is entitled to one vote on matters put to a vote at a General Meeting.

20.3 Directors: Each Director is entitled to one vote at a General Meeting.

20.4 Majority: Except as otherwise provided in these Rules any question arising at a General Meeting shall be decided by a majority of votes cast, or entitled to be cast, at the General Meeting.

20.5 Method of Voting: Voting shall be by voice or show of hands (at the discretion of the Chairperson of the General Meeting) unless any Member or the Chairperson demands a poll. A poll may be demanded at any time before a vote is taken on a resolution by voice or show of hands.

20.6 Proof of Resolution: A statement by the chairperson of a General Meeting to the effect that a resolution has been carried, or carried by a particular majority, or lost shall be conclusive evidence without proof of the number of votes recorded in favour or against the resolution unless a poll is demanded.

20.7 Validity of Votes: In the case of any dispute as to the admission or rejection of a vote, the chairperson of the General Meeting will determine the same and such determination will be conclusive.

BOARD

21. Composition of Board

21.1 Composition of Board: The Board of the Society shall consist of a minimum of 7 Directors and a maximum of 10 Directors of which:

21.1.1 General Directors: 5 Directors shall be General Directors or persons who have been appointed to replace General Directors under Rule 25;

21.1.2 Co-opted Directors: Up to 2 additional Co-opted Directors who have been appointed by the Board for their skill and experience, under Rule 25; and

21.1.3 Independent Directors: Up to 2 Directors shall be Independent

Directors appointed under Rule 22; and

21.1.4 Employee Director: 1 Director shall be an Employee Director or a person who has been appointed to replace an Employee Director under Rule 25.

21.2 Continued Existence of Board: If, for whatever reason, a vacancy occurs on the Board between Annual General Meetings of the Society meaning that the number of directors becomes less than 7, the existing directors will still constitute the Board and will be authorised to act provided that any applicable quorum requirements in Rule 30.2 are met.

22. Appointment of Independent Directors

22.1 Appointment: The General Directors and Employee Director shall, by majority vote, appoint from time to time up to 2 Independent Directors to serve as directors on the Board for such a period, and on such terms, as the General Directors and Employee Director see fit.

22.2 Qualifications: The General Directors and Employee Director may only appoint a person as an Independent Director if they consider, in their sole discretion, that the candidate has the appropriate skills and abilities to add value to the Board and to the Society.

23. Nomination and Election of an Employee Director

23.1 Nomination: No person may be elected as an Employee Director at an Annual General Meeting unless that person has been a Member, or is an employee of a Member that has been a Member for not less than 12 months prior to the date of that Annual General Meeting and is nominated by a General Member or a Life Member who is an industrial union of workers or a similar employee organisation from the construction industry as determined by the Board whose decision shall be final.

23.2 Election: All General Members and Life Members may vote on the candidates for Employee Director and the highest polling candidates equating with the number of positions available will be the new Employee Director commencing from the cessation of the Annual General Meeting.

24. Nomination and Election of General Directors

24.1 Nomination: No person may be elected as a General Director at an Annual General Meeting unless that person has been a Member, or is an employee of a Member that has been a Member for not less than 12 months prior to the date of the Annual General Meeting, or is a co-opted Director retiring at that Annual General Meeting, and is nominated by a General Member or a Life Member.

24.2 Election: All General Members and Life Members may vote on the candidates for General Director and the highest polling candidates equating with the number of positions available will be the new General Directors commencing from the cessation of the Annual General Meeting. Candidates for General Director will be voted on after candidates for Trade Union Director have been voted on.

25. Co-Option of Directors

25.1 Co-option: The Board shall have the power at any time, and from time to

time, to appoint any person who is a Member, or an Employee of a Member and, in the reasonable opinion of the Board, is willing and able to make a significant contribution to the achievement of the objects of the Society, to be a Co-opted Director, to:

25.1.1 fill a casual vacancy of a General Director or an Employee Director; or

25.1.2 be an additional Director (a maximum of 2).

25.2 **Term of Office:** Any Co-opted Director so appointed shall hold office only until the end of the next Annual General Meeting and shall then be eligible for election as a General Director or an Employee Director as the case may be, subject to being nominated under Rule 23 or 24.

25.3 **Notification:** The name of any Co-opted Director must be notified to Members by the Chief Executive within two months of the co-option.

25.4 **Rights of Co-opted Directors:** Directors appointed under clause 25.1;

25.4.1 may be appointed for such term as the Board considers appropriate, provided that such appointment shall terminate at the next Annual General Meeting (unless the Director has resigned earlier); and

25.4.2 shall count for a quorum of the Board and shall be entitled to all of the rights and privileges of other Directors.

26. Chair Appointments

26.1 **Chairperson:** The Board must elect one of the Directors to be the Chairperson of the Board for the ensuing year at the first Board meeting after every Annual General Meeting.

26.2 **Deputy Chairperson:** The Board must elect a Deputy Chairperson for the ensuing year from its members at the first Board meeting after every Annual General Meeting.

26.3 **Casual Chairperson:** In the absence of both the Chairperson and Deputy Chairperson from any meeting of the Board, a chairperson for that meeting must be elected from the Directors present.

27. General Provisions Applying to Nomination and Elections

27.1 **Form of Nomination:** Nominations must be in the form prescribed by the Board from time to time.

27.2 **Number of Nominations:** Each General Member or Life Member may only make one nomination for the Employee Director positions and one nomination for General Director positions.

27.3 **Consent to Nomination:** Except for Directors retiring at an Annual General Meeting, for a nomination to be valid the nominee must have consented to his or her nomination in writing and a copy of his or her consent have been provided to the Board with his or her nomination.

27.4 **Insufficient Nominations:** If insufficient nominations for a position are received then additional nominations from Members shall be called for

such positions at the Annual General Meeting. Such nominees must be present at the Annual General Meeting and must give their consent in accordance with Rule 27.3.

27.5 Nomination for One Position: A candidate can only be nominated for election as either an Employee Director or a General Director.

27.6 Exact Number of Nominations: If the number of candidates nominated for any position equals the number of vacancies those nominated are deemed to be elected.

27.7 Papers: All ballot papers and other documents (whether on paper or in an electronic form) used for or relevant to an election shall be kept for a period of one month after the election whereupon they shall be destroyed by the Chief Executive if no notice of challenge to the election result has been received. If the election result is challenged within one month of the election the Chief Executive shall retain the papers until authorised at a General Meeting to destroy them.

28. Rotation of Directors

28.1 Order of Retirement of Directors:

28.1.1 At each Annual General Meeting of the Society two General Directors must retire from office.

28.1.2 At each second Annual General Meeting of the Society the employee Director must retire from office.

28.1.3 Unless two General Directors retire from office voluntarily at the relevant Annual General Meeting, the General Directors who must retire are those directors who have been longest in office since their last election.

28.1.4 If more than two General Directors have been in office for the same period since their last election then such General Directors shall agree among themselves which of them must retire but if they are unable to agree the General Directors who must retire shall be chosen by lot.

28.1.5 A retiring Employee Director or General Director continues to hold office:

(a) until he or she is re-elected; or

(b) if he or she is not standing for re-election, or is standing for re-election but is not re-elected, until the Annual General Meeting at which he or she retires (or any adjournment of that meeting) elects someone in his or her place.

28.2 Annual Election: There shall be an election at each Annual General Meeting for General Directors and, if applicable, an Employee Director to fill any vacancies in the Board for such positions.

28.3 Validity of Acts: The acts of a person as a Director are valid even though:

28.3.1 the person's appointment was defective; or

28.3.2 the person is not qualified for appointment.

29. Cessation of Directorship

29.1 Cessation: A Director ceases to hold office if he or she:

- 29.1.1 resigns by giving one month's written notice (or such lesser period of notice accepted by the Board) to the Board;
- 29.1.2 dies;
- 29.1.3 is through illness or disability unable to fulfil the duties of a Director;
- 29.1.4 is adjudged bankrupt or is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 382, section 383, or section 385 of the Companies Act 1993;
- 29.1.5 is disqualified or prohibited from holding office or acting as an officer of an incorporated society under the Act, or as an officer of a charitable entity under the Charities Act 2005 (if the Society is registered under that Act);
- 29.1.6 is required to leave office under Rule 25.2;
- 29.1.7 fails to attend three consecutive meetings of the Board without the prior permission of the Board;
- 29.1.8 is removed by resolution of the Board passed by a two-thirds majority, provided the Director has been given the right to be heard on the question of his or her removal and has otherwise been treated in accordance with the rules of natural justice; or
- 29.1.9 being a Director other than an Independent Director, ceases to be a Member or an employee of a Member.

30. Board Meetings

30.1 Notice of Meetings:

- 30.1.1 **Requirements for Notice:** Not less than 7 days' notice of a meeting of the Board must be sent to every member of the Board who is in New Zealand. The notice must include the date, time and place of the meeting and the matters to be discussed.
- 30.1.2 **Emergency Meetings:** Should exceptional circumstances dictate, an emergency meeting of the Board may be called that does not meet the requirements of 30.1.1. Any decisions made will be deemed valid provided there is a quorum present.
- 30.1.3 **Waiver of Irregularity:** An irregularity in the notice of a meeting is waived if a majority of members of the Board entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if a majority of members of the Board entitled to receive notice of the meeting agree to the waiver.

30.2 Quorum: A quorum for a meeting of the Board is a majority of the members of the Board holding office at the time of the meeting. No business may be transacted at a meeting of the members of the Board if a quorum is not

present.

30.3 Types of Meetings and How They are Called

30.3.1 Regular Meetings: The Chairperson of the Board, or any person whom the Chairperson authorises to do so, may call a meeting of the Board at any time by giving notice of a meeting.

30.3.2 Special Meetings: If the Chairperson receives a requisition of a meeting from a majority of Directors, the Chairperson must call a meeting of the Board by giving notice of a meeting. The Chairperson may require the requisitioning of members of the Board to give him or her sufficient details to draft a notice of meeting.

30.4 Method of Meeting: A meeting of the Board may be held either:

30.4.1 by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting;

30.4.2 by the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting; or

30.4.3 by a member of the Board participating in a meeting of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a member of the Board participating in a meeting by those means is deemed for the purposes of these Rules to be present at that meeting.

30.5 Minutes: Minutes of each Board meeting must be taken and distributed to all members of the Board within ten Working Days of the meeting. The minutes must then be amended as necessary and approved by the chairperson of the meeting and stored in a secure and backed up location.

30.6 Resolution in Writing: A resolution in writing signed by all members of the Board for the time being entitled to receive notice of meetings of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in similar form each signed by one or more members of the Board. Any such document sent to or by a member of the Board by electronic or other means and approved in writing by that member of the Board is deemed to have been signed by such member of the Board.

31. Proxies for Directors

Any Director may in writing or electronic message delegate to any other Director (with that Director's consent) his or her power of voting at any specified meeting of the Board on any specified subject or subjects, by notifying the Chairperson or Deputy Chair in writing that such a delegation is made and the scope of and time limit for that proxy.

32. Voting by Directors

32.1 One Vote: Directors are entitled to one vote each at any meeting of the Board. All matters shall be decided by a majority of votes of Directors

present provided there is a quorum.

32.2 Chairperson Vote: The Chairperson of a meeting has a second or casting vote as well as a deliberative vote.

32.3 Method of Voting: Voting may be by voice or show of hands (at the discretion of the Chairperson) but if it is desired by any Director present, voting shall be secret ballot or poll.

33. Board Powers

33.1 Board Powers: The Board has the power to govern and oversee the management of the affairs of the Society in order to effect the Society's objects and in particular has the following powers:

33.1.1 to exercise any and/or all of the powers of the Society other than those required to be exercised by the Members at a General Meeting;

33.1.2 to delegate any of its powers to such person or persons as the Board may determine from time to time;

33.1.3 to appoint sub-committees of the Board and committees of the Society, and to delegate any of the Board's powers to any such sub-committee of the Board or committee of the Society as the case may be. The membership, terms of reference and powers of any such sub-committee or committee shall be set out by the Board when the sub-committee or committee is established;

33.1.4 to authorise any Director or Directors to enter into any contract or execute any instrument in the name of and on behalf of the Society. This authority may be general or confined to specific circumstances;

33.1.5 subject to any maximum annual amount of remuneration of Directors recommended by the Board and subsequently ratified by a majority of votes cast at an Annual General Meeting, to authorise the payment of remuneration or the provision of other benefits by the Society to a Director for services as a Director or in any other capacity and to enter into any contract to do so;

33.1.6 to make recommendations to be considered at a General Meeting of persons to be considered for membership of the Society as Life Members; and

33.1.7 to send information to Members prior to a meeting of the Society at which Directors will be elected, specifying what skills and qualities the Board sees as being desirable in candidates for election as Directors; and

33.1.8 to do all such other things that are necessary to give effect to the objects of the Society.

33.2 Purported Exercise of Power: The purported exercise by a Director of a power vested in the Board may be ratified or approved by the Board in the same manner in which the power may be exercised. The purported exercise of a power ratified under this Rule is deemed to be, and to always have been, a proper and valid exercise of that power.

33.3 Dispute: If any difference of opinion arises as to the meaning of any Rule, it shall be determined by the Board or, if it occurs at a General Meeting, by the chairperson of that meeting, and any such determination shall be conclusive and binding on Members unless revoked at the next Annual General Meeting or Special General Meeting (whichever is earlier) following the determination.

33.4 Matters Not Provided For: If any case should occur which, in the opinion of the Board, is not provided for in these Rules, it shall be determined by the Board in such manner as it deems expedient, and any such determination shall be conclusive and binding on Members unless revoked at the next Annual General Meeting or Special General Meeting (whichever is earlier) following the determination.

34. Review of Performance

34.1 Regular Review: From time to time, and at least every two years, the Board shall assess its own performance and set objectives to assist it to continually improve its performance.

34.2 Accountability: The Board shall be accountable to the Society in General Meeting for the governance and day-to-day management of the Society.

35. Planning and Reporting

35.1 Strategic Plan: The Board will establish a strategic plan from time to time.

35.2 Business Plan and Budget: Prior to the commencement of each Financial Year the Board shall approve a business plan and budget for that year. Any variations to the business plan and budget shall be approved by the Board.

35.3 Chief Executive Report to Board: At each Board meeting the Chief Executive shall table to the Board reports on the achievement of business plan objectives and on revenue and expenditure against budget.

35.4 Chief Executive Report to Annual General Meeting: The Chief Executive shall furnish to the Annual General Meeting a report on the achievement of business plan objectives and the audited financial statements for that year.

35.5 Board Report to Annual General Meeting: The Chairperson shall furnish to the Annual General Meeting, in consultation with the other Directors, a report on the performance of the Society for that year.

36. Chief Executive

The Chief Executive shall be appointed by, may be removed by, and shall be directly responsible to, the Board for the effective and efficient functioning of the Society's administration in accordance with the goals, policies, objectives and directions of the Society. The Board may delegate such powers to the Chief Executive as it sees fit.

37. Indemnification of Directors and Employees

37.1 Indemnity: Each Director and employee of the Society shall at all times be indemnified out of the funds of the Society from and against all claims, actions, losses and expenses of any nature that such Director or employee incurs in respect of any act or omission done or permitted by them in relation to the duties of their office except when such act or omission is brought about by their willful neglect or default.

37.2 Fault of Others: No Director or employee of the Society shall be liable for the acts or omissions of any other Director or employee for any loss, damage or expense, or to the Society through any insufficiency or deficiency of title to any property acquired by order of the Board on behalf of the Society or for the insufficiency or deficiency for any security in which monies of the Society shall be placed or for any loss arising from the bankruptcy, insolvency or tortious loss of any person or entity with whom any monies of the Society shall be lodged or from any loss occasioned by an error of judgment or oversight on the part of the Director or employee or for any other loss or damage which may happen in the execution of their office unless the same shall happen by or through willful default.

37.3 Insurance: The Society shall, with the approval of the Board, insure any Director or employee from and against all claims, actions, losses and expenses of any nature that the Director or employee incurs in respect of any act or omission done or permitted by him or her in relation to the duties of their office except when such act or omission is brought about by his or her willful neglect or default.

FINANCE

38. Financial Year

The financial year of the Society for financial reporting purposes shall be the 12 month period ending on the balance date adopted by the Board from time to time, provided that in the event of a change of balance date financial reporting shall be required for a transitional period of more or less than 12 months ending on the new balance date (to ensure that the Society's financial reporting is comprehensive).

39. Receipts and Payments

39.1 Management of Funds: The Chief Executive shall have charge and custody and be responsible for all funds in the Society's name in banks, trust companies or other securities as may be selected by the Board and shall render a statement of the finances to the Board at regular meetings and in general shall perform such other duties as the Board may establish, from time to time.

39.2 Payments: All payments shall be authorised consistent with the Boards Financial Delegations Policy and the specific delegations authorised by the Board from time to time.

39.3 Other Person: The Board shall have the power from time to time to appoint any other officer or employee to carry out the financial duties and responsibilities of the Chief Executive pursuant to this Rule.

40. Auditor

The accounts of the Society must be audited by an appropriately qualified auditor appointed at the Annual General Meeting. The auditor must not hold any other office in the Society. If an appointed Auditor is unable to act, the Board shall appoint an auditor in the interim to be approved at the next Annual General Meeting.

MISCELLANEOUS

41. Common Seal

The common seal of the Society will be kept in the custody of the Chief Executive and shall be affixed to any document or writing only by resolution of the Board, by two Directors or one Director and the Chief Executive.

42. Alteration of Rules

- 42.1 Vote:** No Rule of the Society may be rescinded or altered nor a new Rule added, and these Rules may not be replaced by revised set of Rules incorporating any such rescission, alteration or addition, except by a majority of three-quarters of the votes cast at a General Meeting in favour of a motion rescinding or altering a Rule or adding a new Rule, or replacing these Rules with revised set of Rules, as applicable.
- 42.2 Notice:** Notice of any proposed rescission, alteration or addition of any Rule, or any proposed replacement of these Rules with a revised set of Rules, must be given in writing to the Members at least two months before the General Meeting at which it is to be considered.
- 42.3 Changes That may not be Made:** No alteration to or amendment to the Rules shall be made, and no purported alteration or amendment shall be valid or effective if the alteration or amendment in any way detracts from the continued establishment and maintenance of the Society exclusively for charitable purposes under the New Zealand law and not for private profit.
- 42.4 Registration:** Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies, and filed with and/or notified to any other relevant authority.

43. Liquidation

- 43.1 Resolution to Liquidate:** The Society may be liquidated (by way of a formal liquidation process or any other permissible process for winding up the Society's affairs and dissolving the Society) if a resolution to do so has been passed by a special majority of three-quarters of the votes cast at the relevant General Meeting convened to consider the proposal of which at least two months' notice has been given in writing to each Member and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.
- 43.2 Distribution of Assets:** Upon liquidation, (by way of a formal liquidation process or any other permissible process for winding up the Society's affairs and dissolving the Society) any surplus property or assets remaining after the satisfaction of all the Society's debts, liabilities and obligations shall be given or transferred to another person or persons as is resolved at the General Meeting approving the liquidation or a subsequent General Meeting, provided that such property or assets shall not be paid or distributed among Members but must be given or transferred to another appropriate charitable entity or entities within New Zealand whose objects are equivalent to, or otherwise similar to or aligned with the Society's objects.

44. No Pecuniary Gain

No benefit or advantage, whether or not convertible into money or income of any kind shall be afforded to, or received, gained, achieved or derived by any persons where that person is able in any way (whether directly or indirectly) to determine, or in any material way to influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded or derived. For the avoidance of doubt, this Rule does not preclude the Society from paying or providing consideration to a person for the supply of goods and services by the person to the Society, provided that the consideration does not exceed fair market value (that is, an arm's length consideration) for the relevant supply.