



*The Constitution
And
By-Laws of the
Aggregate & Quarry
Association
of
New Zealand*

*As passed by the Annual General Meeting
held in Rotorua on 6 July 2011*

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CONSTITUTION

1. NAME

- 1.1. The name of the society shall be the "***Aggregate & Quarry Association of New Zealand Incorporated***".

2. DEFINITIONS AND INTERPRETATION

- 2.1. Definitions: In this Constitution, and any Standing Orders and By-Laws, unless the context otherwise requires:

"**Annual Subscription**" is the amount payable annually by Members in accordance with Clause 7.

"**Associate Member**" means a company, firm or other person granted associate membership of the Association pursuant to Clause 6.

"**Association**:" means the Aggregate & Quarry Association of New Zealand Incorporated.

"**Board**" means the Board as defined in Clause 14.

"**Board Meeting**" means a meeting of the Board.

"**By-law**" means a by-law made by the Board pursuant to Clause 23.

"**Chairman**" means the Chairman of the Association elected pursuant to Clause 12.

"**Constitution**" means this constitution, as altered from time to time.

"**Deputy Chairman**" means the Deputy Chairman of the Association elected pursuant to Clause 12.

"**Financial Member**" means a Member with no outstanding subscription or levy to the Association pursuant to Clauses 7.

"**Full Member**" means an individual elected to Full Membership of the Association pursuant to Clause 6.

"**General Meeting**" means an Annual General Meeting or Special General Meeting of the Association.

"**Individual**" means a natural person.

"**Life Member**" means an individual elected to Life Membership of the Association pursuant to Clause 6

"**Meeting**" means a General Meeting or Board Meeting.

"**Member**" means any Full Member, Associate or Life Member.

"**Month**" means calendar month.

"**Officer**" means a person elected as one of the Association's Officers set out in Clause 12 and pursuant to Clause 13.

"**Person**" means any individual or a partnership, firm, company, body corporate, association, organisation or any other entity or organisation whether incorporated or not.

"**Remit**" means a notice of a motion proposed for decision by the Association.

“**Standing Orders**” means the Association’s standing orders.

“**Year**” means the Association’s financial year of 1 April to 31 March of the following year.

2.2. Interpretation: In this Constitution, unless the context otherwise requires:

- (a) the table of contents and headings are inserted for convenience only and shall be ignored in construing this Constitution;
- (b) where any word or expression is defined in this Constitution, any other grammatical form of that word or expression has a corresponding meaning;
- (c) the singular includes the plural and vice versa;
- (d) references to clauses are to clauses in this Constitution;
- (e) reference to any legislation or to any provision of that legislation includes:
 - (i) that legislation or provision as from time to time amended, re-enacted or substituted; and
 - (ii) any statutory instruments, regulations, clauses and orders issued under that legislation or provision; and
 - (iii) where a number is expressed as a percentage, the resulting number shall be rounded down to the nearest whole number below.

3. REGISTERED OFFICE

3.1. The registered office of the Association shall be at 11 Wisteria Grove, Maungaraki, Lower Hutt, or such other places from time to time as may be authorised by resolution of the Board.

4. OBJECTS

4.1. The objects are:

- (a) To maintain a national organisation for the aggregate industry with the principal object of protecting and enhancing the interest of its members, in respect of all aspects of the extraction, processing, transport and use of all types of aggregates, both natural and artificial, including sand, gravel, crushed rock and any allied material.
- (b) To represent the aggregate industry at all levels and to maintain and improve industry public relations.
- (c) To maintain and improve industry safety, quality and ethics.
- (d) To foster and co-ordinate industry training.
- (e) To maintain a professional advisory and information service.
- (f) To represent and advocate for the Association and its members on all legislative and public policy matters relevant to its interests.
- (g) To engage in marketing, research, promotional and educational activities for the advancement of members.
- (h) To service the needs of the members and provide tangible membership benefits.
- (i) To associate with any body with common interests in New Zealand or overseas.

- (j) To do all matters reasonably incidental to any of the foregoing objects or considered to be in the best interests of the Association.

5. POWERS

- 5.1. The Association has the power to do the following in the pursuance of its objects subject to any limitation imposed by this Constitution:
- (a) To purchase, erect build, take or lease, or otherwise obtain the use or occupation of and to manage, extend, improve, develop, alter, maintain and repair and to sell, let, lease, donate or otherwise dispose of real and personal property of every description provided however, that if the value of any of the above transactions exceeds \$20,000 the decision must be ratified by a two-thirds (2/3rds) majority of members present at a Special General Meeting called for that purpose.
 - (b) To accept any gifts for the furtherance of the objects of the Association or any of them and to accept and to discharge trusts attached to the subject matter of any such gifts.
 - (c) To borrow or raise or secure the payment of any monies for the furtherance of the objects of the Association either with or without security provided however, that any loan, or where the Association offers security which exceeds \$10,000 must first be approved by a two-thirds (2/3rds) majority of members present at a Special General Meeting called for that purpose.
 - (d) To invest all or any monies held by the Association on the Association's behalf thereof in and upon investment authorised by the law for the time being in force in New Zealand for the investment by Trustees of the trust funds.
 - (e) To contract or employ any person or persons or set up sub-committees of members for carrying out or furthering any objects of the Association.
 - (f) To adopt such means as the Board may from time to time determine for the purpose of raising money and for obtaining property for the furtherance of the objects of the Association.
 - (g) To determine and implement the procedures for operating cheque and other accounts held in the name of the Association, and for the banking of all monies received, and for the daily operation of the financial affairs of the Association.
 - (h) To do all things deemed necessary for the carrying out of any one or more of the objects of the Association.

6. MEMBERSHIP

- (a) **Classes of Membership:** The Members of the Association shall be divided into the following clauses:
 - (i) Full
 - (ii) Associate; and
 - (iii) Life
- (b) **Full Membership:** Any person engaged in the business of aggregate production in New Zealand at the time of application shall be eligible for membership of the Association. Persons desiring to become members shall submit a written application on a form to be approved by the Board and shall become members of the Association when such application has been approved by the Board and any subscription that may be required has been paid.
- (c) **Associate Membership:** Any person engaged in providing goods and services to aggregate industry or who in the opinion of the Board is closely related with the industry may on written application to the Board and with the approval by the

Board be admitted as an Associate Member on payment of the membership fee. Associate Members may attend and speak at meetings and may vote and be elected to office.

- (d) **Life Membership:** Any individual who on the recommendation of the Board has given outstanding service to the Association and/or the aggregate industry may be elected as a Life Member. A Life Member may vote and hold office.
- (e) **Rejection of Membership Application:** Any person whose application is rejected must be advised of the reasons for the rejection and given the opportunity to comment on those reasons. The Board is required to consider any comments made by an unsuccessful applicant before advising whether the original decision has been reversed or affirmed.

7. ANNUAL SUBSCRIPTION

- 7.1. Full Members shall pay such annual or other subscription as may be fixed from time to time by a General Meeting of the Association on the recommendation of the Board. The fees for Associate Members shall be fixed by the Board.
- 7.2. If any Member fails to pay the Annual Subscription by 30 September in the year in which it is due:
 - (a) They shall thereupon automatically cease to be a member of the Association;
 - (b) They shall not be relieved from payment of any subscription, levy or other payment due or payable at the time of cessation of membership;
 - (c) No subscriptions, levies or other payments already paid to the Association shall be refunded;
 - (d) If the person wishes to be reinstated as a member, they shall reapply for Full Membership pursuant to Clause 6(b).
- 7.3. Subscriptions are payable as follows:
 - (a) Annually on 1 April thereafter
 - (b) A pro rata subscription for the number of months from the date of joining to the end of that financial year.

8. LEVY

- 8.1. A General Meeting of the Board may make a special levy on all Members for the purpose of meeting any liability incurred by the Association or for any other purpose which, in the opinion of a General meeting or Board is necessary for the Association's welfare. In either case, such resolution must be passed by seventy five percent (75%) of those present at the meeting. The total amount levied on any Member in any financial year shall not exceed the annual subscription payable by that Member.

9. RESIGNATION

- 9.1. Any Member may terminate their membership by giving one month's notice of their resignation in writing to the Executive Director.
- 9.2. No such resignation shall relieve any Member from payment of any subscription, levy or other payment due or payable at the time of resignation.
- 9.3. No subscriptions, levies or other payments already paid to the association by a resigning Member shall be refunded on resignation.

10. TERMINATION, EXPULSION AND SUSPENSION OF MEMBERSHIP

- 10.1. **Termination:** The Board may terminate the membership of any Member who has:
- (a) Ceased carrying on business in or related to the aggregate industry: or
 - (b) Defaulted for three calendar months in paying any subscription, levy or other payment due to the Association providing that any such Member may be re-admitted to membership upon full payment of all outstanding sums due.
 - (c) Become bankrupt or made an assignment for the benefit of creditors.
- 10.2. **Grounds for expulsion:** A Member shall be liable to be expelled from the Association if they:
- (a) Breach this Constitution; or
 - (b) Take any action in the opinion of the Board, which could bring the Association into disrepute or has acted against the interest of the Association.
- 10.3. **Procedures for expulsion**
- (a) A Member or the Executive Director may notify the Board if they believe a Member may be liable to expulsion pursuant to Clause 10.2
 - (b) Where the Board receives such notice and wishes to pursue it, it may decide to refer the issue for investigation by the Executive Director. If it does so it must advise the Member subject to the investigation that:
 - (i) their conduct is being investigated; and
 - (ii) they may make submissions to the Board in writing and/or in person or by representative.
 - (c) On completion of the investigation, the Executive Director shall report to the Board as to whether in his or her opinion, the Member's actions have breached this Constitution; have or are likely to have brought the Association into disrepute; have acted against the interest of the Association or breached the Code of Ethics.
 - (d) A copy of the Executive Director's report shall be given to the Member concerned at the same time as it is given to the Board.
 - (e) The Board shall call a meeting to consider the Executive Director's report. At that meeting the Member concerned may make written and/or oral submissions, and may have independent representation. The Member must be given at least 7 days notice of that meeting and reminded of their right to make submissions.
 - (f) The Board may elect to expel the Member concerned by simple majority. If it does so, such expulsion is to take effect immediately.
- 10.4. Any Member who has been convicted of a crime or of any other offence which in the opinion of a majority of the Board brings the Association into disrepute shall, subject to a majority vote of the Board be liable for immediate expulsion from the Association.
- 10.5. A Member who has been expelled may require the Board to submit the matter to a mediator agreed on by both parties. If the parties cannot agree upon a mediator, the local District Law Society shall be asked to appoint a mediator and the costs of such mediation shall be divided equally between the Member and the Association. The mediator may revoke, confirm or modify the Board's decision. Any such decision will be binding on all the parties involved.
- 10.6. **Suspension:** The Board may elect to suspend a Member:
- (a) Who is the subject of an investigation pursuant to Clause 10.2 for the duration of the investigation if, in the opinion of the majority of the Board continuation of

membership would bring the Association into disrepute or be against the interest of the Association?

11. PROPERTY

- 11.1. Membership of the Association does not give any Member any transmissible or assignable interest by operation of law or otherwise in any of the property or funds of the Association.
- 11.2. Any information which the Association provides for Members remains the property of the Association. Members must not pass any such information on to any non-members without written consent of the Association.

12. OFFICERS

- 12.1. Financial Members may be elected to hold one of the six (6) Board positions of which:
 - (a) Two (2) Board members shall be resident in the North Island at the time of their election.
 - (b) Two (2) Board members shall be resident in the South Island at the time of their election.
- 12.2. The Chairman and Deputy Chairman shall be elected by the incoming Board from within their number as soon as possible after the election of the Board.
- 12.3. The Chairman, Deputy Chairman and Executive Director shall be signatories for the Association.
- 12.4. Officers term of office shall be from the conclusion of the Annual General Meeting immediately after their election until the conclusion of the following Annual General Meeting unless sooner removed by death, resignation, cessation of membership or otherwise. Officers are eligible for re-election.
- 12.5. No Officer shall be liable for the acts or defaults of any other Officer or any loss caused by such acts or defaults, unless caused by their own wilful default or wilful acquiescence.
- 12.6. The Officers shall be indemnified by the Association for all liabilities and costs reasonably incurred by them in proper performance of their functions and duties, other than as a result of their wilful default.

13. ELECTION OF OFFICERS

- 13.1. **General Meeting:** Delegates at a General Meeting shall select six (6) Board members.
- 13.2. Ballots shall be secret and only Financial Members and Life Members may vote. The nominee for each office gaining the highest number of the votes shall be declared to be successful.
- 13.3. Any vacancy in any office may be filled by selection of another Financial Member by the Board.
- 13.4. **Removal of Officers:** Any officer may be removed from office at any General Meeting of the Association in accordance with the following:
 - (a) A notice of motion of no confidence in that Officer, signed by at least two (2) Financial Members, shall reach the Executive Director not less than twenty-one (21) days before a General Meeting.
 - (b) A copy of the notice in Clause 13.5(a) must be given to the Officer concerned at least fourteen (14) days before the meeting.

- (c) The Officer concerned must be given the opportunity to appear before and speak at that meeting.
 - (d) The motion of no confidence in the Officer concerned may be passed by a simple majority of Members present at the meeting.
 - (e) If the motion is passed, the Officer concerned shall be removed from office with immediate effect.
- 13.5. An officer who has been convicted of a crime or of any other offence which in the opinion of a majority of the Board brings the Association into disrepute, shall automatically and immediately be removed from office.
- 13.6. The Board may elect to remove an Officer who becomes physically or mentally incapacitated to the extent that he or she cannot carry out his or her duties as a Board Member.
- 13.7. Any Officer absent from two consecutive meetings without leave of absence shall forfeit his or her office.
- 13.8. No Officer who has been removed from office shall be eligible for re-election without the consent of a General Meeting.

14. BOARD

- 14.1. The regulation and government of the Association shall be vested in the Board.
- 14.2. Board should consist of:
- (a) All the Officers of the Association referred to in Clause 12; and
 - (b) Up to two (2) other persons as may be co-opted as Board members by the Officers. Persons co-opted to the Board have the same voting privileges as elected Board members.

15. BOARD: DUTIES AND POWERS

- 15.1. The Board shall subject to any limitations imposed by this Constitution, conduct and manage the business and affairs of the Association, exercise all the powers and authorities of the Association as set out in Clause 5, and do such other acts and things as it deems necessary or expedient for carrying on the business of the Association.
- 15.2. **Powers:** Without limiting Clause 15.1, the Board shall have the power to:
- (a) Co-opt any person to assist with its functions;
 - (b) Appoint committees or sub-committees for particular purposes members of whom need not be Board members;
 - (c) Make, amend or rescind by-laws (provided that any by-laws are not inconsistent with this Constitution or the incorporated Societies Act 1908), which shall be binding on all Members;
 - (d) Obtain the opinion of Members by circular or otherwise in lieu of calling a formal General Meeting of the Association, and act in accordance with the published majority opinion so obtained as if it had been determined by General Meeting.
- 15.3. The funds of the Association shall be under the control of the Board subject to control and regulations by any resolution of the Association in General Meeting.
- 15.4. In the event of any matter not provided for in these rules with the exception of variation to the rules as described in Clause 24, the Board shall have full authority to dispose of the

matter in a way that it thinks fit, provided always that this is in observation of its rightful powers and functions in the ordinary conduct of the business of the Association.

- 15.5. Any decision of the Board on the construction and interpretation of any clause in this Constitution shall be binding on all Members unless and until it is overruled by a General Meeting.

16. EXECUTIVE DIRECTOR

- 16.1. The Board shall appoint an Executive Director to carry out all such duties as are required to manage the affairs of the Association. The Executive Director shall be accountable to the Board.
- 16.2. The role and responsibilities of the Executive Director shall be detailed in a Position Description, which shall be kept up to date by the Board.
- 16.3. The Executive Director shall attend and take part in every Board meeting and General meeting, but shall not be entitled to exercise a vote on any question.

17. AUDITOR

- 17.1. The accounts of the Association shall be audited annually by a qualified accountant, not being a Member who shall be appointed annually at the Annual General Meeting. The Board shall have the power to fill any temporary vacancy in the office of the Auditor by selecting another person.
- 17.2. The Auditor shall be paid such reasonable fees as she or she may set, as approved by the Board.
- 17.3. The Auditor shall have the power to call for the production of all books, papers and documents (including electronic documents) relating to the affairs of the Association.
- 17.4. The Financial Statements shall be audited by the Auditor and if correct certified in writing under his hand before they are submitted to the Annual General Meeting.

18. ANNUAL GENERAL MEETING

- 18.1. The Annual General Meeting of the Association shall be held by 31 July each year in such a place decided by the Board for the purpose of:
- (a) Receiving and adopting the Annual Report of the Board;
 - (b) Receiving and adopting the Financial Statements for the previous Year;
 - (c) Set the subscriptions for the current Year;
 - (d) Considering, and if necessary taking action on any motion of which due notice has been given;
 - (e) Confirmation of election of Officers;
 - (f) Appointment of the Auditor; and
 - (g) General business.
- 18.2. Members will be notified of the time, date and venue of the Annual General Meeting at least sixty (60) days prior to the event.
- 18.3. At least twenty-one (21) days before the date of the Annual General Meeting notice of the Annual General Meeting and the business to be conducted shall be sent to all Financial Members.

19. SPECIAL GENERAL MEETING

- 19.1. The Executive Director shall call a Special General Meeting if at any time;
- (a) The Board considers such a Meeting necessary or desirable; or
 - (b) The Executive Director receives a written request to do so signed by not less than ten (10) Financial Members.
- 19.2. A date for the Special General Meeting must be set without delay and that Meeting must occur within twenty one (21) days of receipt of a valid request under Clause 19.1(b).
- 19.3. At least fourteen (14) days before the date of a Special General Meeting, a written notice specifying the object, date, time and place of the meeting must be sent to all Members.
- 19.4. Only the business specified in the notice of a Special General Meeting may be transacted at the meeting.

20. CONDUCT OF GENERAL MEETING

- 20.1. At all General Meetings, the meeting shall be chaired by:
- (a) The Chairman; or
 - (b) In the Chairman's absence, the Deputy Chairman; or
 - (c) In the absence of the Chairman and Deputy Chairman, a Board member elected at the meeting.
- 20.2. The quorum of any General Meeting shall be ten (10) Financial Members.
- 20.3. If a quorum is not present within half an hour of the scheduled time for a General Meeting, that meeting shall be cancelled and a new General Meeting called.
- 20.4. Any General Meeting may adjourn its proceedings from time to time.
- 20.5. Each Financial Member of the Association shall have one vote only at such meetings. Where a Member is represented by more than one person, they shall nominate one person to exercise voting rights on behalf of that Member.
- 20.6. Any Member (including a company) may appoint any other Member his/her proxy to attend and vote on their behalf. Such proxy must be produced to the Chairman of the meeting at which such a vote is given; and such proxy may be general or limited to one or more meetings and may be to one or more Members in the alternative.
- 20.7. Except as otherwise provided by this Constitution, all questions raised at a General Meeting shall be decided by a simple majority of votes cast.
- 20.8. All resolutions passed at any meeting shall be conclusive and binding on all Members whether present or not, provided that the meeting was held in substantial conformity with this Constitution.
- 20.9. The conduct of all meetings shall be in accordance with the Association's Standing Orders as amended from time to time.

21. BOARD MEETINGS

- 21.1. The Executive Director shall call a Board Meeting;
- (a) At such place(s) and time as the Chairman or, in the Chairman's absence, the Deputy Chairman directs; or
 - (b) On requisition in writing setting out the purpose for which the meeting is required, signed by three (3) members of the Board.

- 21.2. A date for a Board Meeting must be set within four (4) days of the Executive Director receiving a valid requisition under Clause 21.1(b) and a meeting must be held within three (3) weeks of the requisition.
- 21.3. A notice specifying the purpose for which the meeting is convened and the date, time and place of the meeting shall be sent to all Board members:
- (a) At least seven (7) days before the date of a Board Meeting to held in person; or
 - (b) At least three (3) days before the date of the meeting in the case of a meeting to be held by telephone, video or electronic conference; or
 - (c) Such shorter time as in the opinion of the Chairman or the Deputy Chairman as is necessary given the urgency of the matter or matters to be considered at the meeting.
- 21.4. In the case of a meeting under Clause 21.3(c) the following shall apply;
- (a) Reasonable efforts must be made to inform each Board member personally of the purpose, date, time and place of the meeting;
 - (b) Sixty six percent (66%) of all Officers shall be a quorum;
 - (c) Any three Board members who wish the matter or matters discussed at the meeting to be reconsidered may requisition a further meeting under Clause 21.1(b) for the purpose of reconsidering the matter or matters; and
 - (d) Any such further meeting must be held within seven (7) days of the Executive Director receiving a valid requisition under Clause 21.1(b).
- 21.5. A Board Meeting may be held in two or more places simultaneously via telephone, video or electronic conference.
- 21.6. At all Board Meetings, the meeting shall be chaired by:
- (a) The Chairman; or
 - (b) In the Chairman's absence, the Deputy Chairman; or
 - (c) In the absence of the Chairman and Deputy Chairman, another Board member elected at the meeting.
- 21.7. At all Board Meetings three (3) Officers shall be a quorum.
- 21.8. If a quorum is not present within half an hour of the scheduled time for a Board Meeting, that meeting shall be adjourned until such time and date set by those present.
- 21.9. Any Board Meeting may adjourn its proceedings from time to time.
- 21.10. Except as otherwise provided by this Constitution all questions raised at a Board Meeting shall be decided by a simple majority of votes cast.
- 21.11. The Executive Director may conduct a poll of Board members by facsimile, telephone or email in relation to any issue. Any majority decision of the Board so obtained shall be deemed a resolution passed by the Board, subject to ratification at the next Board Meeting.

22. BY-LAWS AND STANDING ORDERS

- 22.1. All new or amended By-laws and Standing Orders shall be submitted to the next General Meeting for approval.

- 22.2. Notwithstanding the provisions of Clause 23.1, the Board may fix the date on which any By-law or Standing Order shall come into force.

23. ALTERATION OF CONSTITUTION RULES

- 23.1. No new clause, nor any alteration or suspension of an existing clause in this Constitution, shall be made unless sixty percent (60%) of the Members present at a General Meeting vote in favour.
- 23.2. Notice of any proposed new clause, or alteration or suspension of an existing clause must be in writing to the Executive Director.
- 23.3. In the case of such a motion being proposed for an Annual General Meeting the Executive Director must receive the notice not later than thirty (30) days before the advertised date of the Annual General Meeting.
- 23.4. Notice of the proposed change shall be sent to Members no later than twenty one (21) days before the date of the meeting.
- 23.5. No addition to or alteration of the not for profit aims, personal benefit clause or the winding up clause shall be approved without the Inland Revenue Department's consideration. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

24. REMITS

- 24.1. All Financial Members shall have the right to submit for inclusion at the Annual General Meeting, any Remit on any matter provided the Remit shall reach the Executive Director not later than thirty (30) days before the advertised date of the Annual General Meeting.
- 24.2. The Board shall have the power to bring forward business of any nature at the Annual General Meeting without complying with Clauses 24.3 or 25.1.
- 24.3. Notice of any proposed remit shall be sent to Financial Members no later than twenty one (21) days prior to the date of the Annual General Meeting.

25. COMMON SEAL

- 25.1. The common seal of the Association shall be retained in the custody of the Executive Director, and shall be used only in pursuance of a duly passed resolution of the Board or of the Association, and in the presence of two (2) persons appointed by the Board as authorised signatories of the Association.

26. PECUNIARY GAIN

- 26.1. No Member of the Association shall receive or obtain any pecuniary gain as a Member of the Association, however, this shall not prevent any person receiving a wage, salary or contractual payment from the Association or any Member receiving reimbursement for expenses incurred performing duties for, or on behalf of the Association.
- 26.2. Any income, benefit or advantage shall be applied to the objectives of the Association. No Member of the Association or any person associated with a Member shall participate in or materially influence any decision made by the Association in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 26.3. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
- 26.4. The provisions and effect of the clause shall not be removed from this document and shall be included and implied into any document replacing this document.

27. WINDING UP

- 27.1. The Association may only dissolved:
 - (a) At a Special General Meeting called by the Board for that purpose or
 - (b) As provided for in the Incorporated Societies Act 1908
- 27.2. The Board shall call a Special General Meeting to consider the dissolution of the Association on application in writing to it by twenty percent (20%) of the Financial Members.
- 27.3. Notice of such a meeting shall be sent to each Member at least sixty (60) days before the date of the meeting.
- 27.4. The quorum at such a meeting shall be twenty percent (20%) of the financial Members.
- 27.5. At such a meeting votes by proxy shall be admitted.
- 27.6. The Board shall administer the winding up or dissolution of the Association.
- 27.7. After payment of all debts and liabilities and costs of winding up, the excess assets and/or funds of the Association realised shall be distributed either;
 - (a) One or more charitable organisations or institutions; or
 - (b) An organisation similar to the Association with a compatible constitution provided that there is no opportunity for division of that organisation's assets or funds among the membership, as directed by the meeting, or in the absence of such a direction, as decided by the Board.
- 27.8. Notwithstanding the provision in Clause 24 for the amendment of this Constitution, there shall be no power for Clause 28.7 to be amended so as to allow distribution of any Association funds to the membership of this or an subsequent organisation.

APPENDIX 1**STANDING ORDERS**

1. Proceedings of all meetings of the Association, including Board Meetings shall be governed by these Standing Orders.
2. **Suspension of Standing Orders:** Any meeting may suspend any Standing Order upon request of three (3) Members present, and upon a vote carried by seventy five percent (75%) of the Members present. Any such suspension shall be limited in its operation to the particular purpose for which it is granted.
3. **Conduct of meetings:**
 - (a) Every Member shall obey the orders and rulings of the Chairman. If any Member refuses to obey any such order or ruling, the meeting may resolve by majority that the Member be:
 - (i) held guilty of contempt; and
 - (ii) suspended for one or more meetings.
 - (b) No Member shall speak on any question after it has been put by the Chairman, nor during a vote, except to a point of order.
4. **Chairman's Ruling Disagreed With:** On submission of a motion, "That the Chairman's ruling not be upheld" then the following shall apply:
 - (a) The Chairman shall immediately leave the chair, which will then be occupied by the Deputy Chairman or his or her nominee.
 - (b) The Member moving the motion shall explain to the meeting his or her reason for challenging the Chairman's decision.
 - (c) The Chairman shall give his or her reason for such a decision.
 - (d) The meeting will then vote on the issue, which will be carried or rejected by a simple majority of Members present.
 - (e) If the motion is carried, the debate on the original question shall proceed, and a new vote shall take place following which the Chairman shall return to the chair.
 - (f) If the motion is rejected, the Chairman shall return to the chair.
5. **Voting: General Meeting**
 - (a) Voting shall be by a show of hands at all meetings except in the case of:
 - (i) election of Board Members, shall be in accordance with Clause 13.3; or
 - (ii) any Member present demanding a secret ballot; or
 - (iii) where the Chairman considers a ballot appropriate.
 - (b) If demanded, a secret ballot shall be taken in such a manner as the Chairman directs.
 - (c) In the case of equal votes, the Chairman shall have a casting vote.

6. Voting: Board Meetings

- (a) Every Board member present must vote when a question is put, or have recorded his or her abstention.
- (b) The vote shall first be taken on a show of hands.
- (c) A declaration by the Chairman as to the result shall be conclusive unless:
 - (i) the Chairman considers a poll necessary and/or advisable; or
 - (ii) at least two (2) Board members request a poll.
- (d) A poll shall be taken in such a manner as the Chairman directs.
- (e) In the case of equal votes, the Chairman shall have a casting vote.