

DATED

26/11/2025

**CONSTITUTION AND RULES OF**  
**NEW ZEALAND COLLISION REPAIR ASSOCIATION INCORPORATED**




Member's Signature

Jeff Robson.

Member's Name

Chairman.

Member's Title



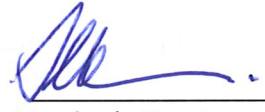
Member's Signature

Gordon Pasie

Member's Name

Vice Chairman

Member's Title



Member's Signature

Scott Wiseman

Member's Name

NZ Rep.

Member's Title

**CONSTITUTION AND RULES OF**  
**NEW ZEALAND COLLISION REPAIR ASSOCIATION INCORPORATED**

**1. INTERPRETATION**

In the interpretation of these rules, where not inconsistent with the context:

"Act" means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

"Chairperson" means the chairperson of the National Executive as elected in accordance with Rule 13.3

"Collision Repair Work" includes:

- (a) The repair, salvage, and recovery of motor bodies for motor cars, vans, buses or any other motor driven or electrically driven vehicles.
- (b) The repair of trailers and caravans, whether hauled by motor or electrically driven vehicles.
- (c) The painting or refinishing by any means, of any of the vehicles set out above.
- (d) The repair of any component parts and any work that may be required in connection with such repair, such as motor body panels and any other component parts used in connection with and repair to the bodies of any vehicles set out above; and
- (e) The repair or replacement of any radiators, windscreens and window glass forming part of motor vehicles.

"Financial Year" means from the 1st day of January to the 31st day of December, each year, both days inclusive, or such other dates as the National Executive determines.

"Interested Member" means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

"Matter" means:

- (a) the Association's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.

"Member" means a person who has consented to become a Member of the Association and has been properly admitted to the Association who has not ceased to be a Member of the Society (and for the avoidance of doubts there are different classes of Members as set out in Rule 7).

"National Executive" means the body of persons constituted under Rule 13.

"Notice" to Members includes:

- (a) notice in the Association's magazine known as PanelTalk (or such other magazine in substitution for PanelTalk), the content and format of that notice to be as determined by the National Executive; or
- (b) any notice given by email, post or courier; or
- (c) such other reasonable method of notifying Members as determined by the Association.

"Persons" include natural persons, companies or corporate bodies (of whatever legal nature).

"Register of Members" means the register of the Members kept under this constitution as required by section 79 of the Act.

"Secretary" means the secretary of the Association appointed in accordance with Rule 18.2.

"Working Days" is as defined in the Legislation Act 2019.

Words importing the masculine gender only include the feminine and vice versa and neuter.

## **2. NAME**

The name of the Association is the "New Zealand Collision Repair Association Incorporated" (referred to in these Rules as "the Association").

## **3. REGISTERED OFFICE**

The registered office of the Association will be Suite 5, 197 Montgomerie Road, Mangere, Auckland 2022, or at such other place as the National Executive from time to time determines.

## **4. CONTACT PERSON**

4.1. The Association must have at least one but no more than three contact person(s) whom the Registrar of Incorporated Societies can contact when needed.

4.2. The Association's contact person must be:

- (a) at least 18 years of age; and
- (b) ordinarily resident in New Zealand.

A contact person can be appointed by the National Executive or elected by the Members at a general meeting.

4.3. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

(a) a physical address or an electronic address; and

(b) a telephone number.

Any change in that contact person or that person's name or contact details must be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Association becoming aware of the change.

4.4. As at the date of these Rules, the contact persons for the Association are Stewart Gibb and Adrienne Joynt.

## 5. **OBJECTIVES**

The objectives for which the Association is established are:

(a) To promote the interests of and provide assistance to its Members or any of them in any way whatsoever.

(b) To represent its Members in dealings with employees and other third parties.

(c) To deliver educational programs to persons involved in Collision Repair Work and generally to disseminate relevant information to them.

(d) To set out and enforce minimum standards of workmanship and ethical practice among its Members and encourage persons involved in Collision Repair Work who are not Members to meet those minimum standards.

(e) To provide a forum for the settlement of disputes involving its Members.

(f) To do all other lawful things which may be incidental to the achievement of any of the above objectives.

## 6. **POWERS**

6.1. In attaining its objectives the Association has the rights, powers and privileges of a natural person, including for clarity, the power to purchase and sell assets, borrow money and mortgage property, lease or take a licence of property, and all such other rights, powers and privileges necessary for the operation of an incorporated society.

6.2. Without limiting Rule 6.1, the National Executive has the power to establish and amend Branch Rules (in accordance with Rule 17.2), Guides to Good Membership, by-laws and such other rules and documentation as from time to time determined by the National Executive. The Members of the Association will be bound by such other documentation as if that other documentation were part of this constitution, provided that the Members have been given Notice of the establishing of, or amendment to, that documentation.

6.3. The current documentation which the Members will be bound by on the date this constitution is signed, is attached to this constitution and is as follows:

- (a) Guide to Good Membership; and
- (b) Branch Rules.

6.4. If any such documentation conflicts with this constitution, the constitution will prevail.

## 7. MEMBERSHIP

7.1. There are three (3) classes of membership of the Association:

- (a) FULL MEMBERSHIP - open to all persons engaged in Collision Repair Work in New Zealand able to demonstrate and, if necessary, produce evidence to the reasonable satisfaction of the National Executive that they meet and comply with the criteria covering full membership from time to time determined by the National Executive.

Provided that in respect of each business engaged in such work only one person will be entitled to be a full Member and that person must be either the company or corporate body carrying on the business or a natural person associated with it. Full Members will be entitled to vote at general meetings in accordance with the rules set out in this constitution.

- (b) ASSOCIATE MEMBERSHIP - open to persons engaged in trade allied to Collision Repair Work (including suppliers of services and equipment to persons engaged in such work). Associate membership is available at the absolute discretion of the National Executive and on such terms and conditions as it determines from time to time.

Associated Members will be entitled to receive Notice of and attend general meetings but not to vote at them unless they have paid the full standard membership from time to time fixed by the National Executive. In that case, Associated Members will be entitled to full voting rights as if they were Full Members. HONORARY LIFE MEMBERSHIP - applicable to those natural persons whose special service to the Association is recognised by the election of that person as an honorary life Member by:

- (i) In the case of a person who is or has been a Member of a branch, that branch nominating that person to the National Executive and the National Executive approving that nomination; or
- (ii) In the case of any other person, the National Executive nominating that person.

Honorary life Members will enjoy all the privileges of Full members plus free registration to the Annual Conference.

7.2. Any Person who wishes to become a Member of the Association must apply in such manner as is from time to time determined by the National Executive and pay the registration fee and annual subscription from time to time fixed by the National Executive. On receipt of the application and payment of the relevant fees, the applicant will, unless the applicant has been declined pursuant to Rule 7.3, become a Member of the Association, subject to a probationary period of 12 months, during or at the end of which time the National Executive may determine at its sole discretion whether the

applicant is suitable or desirable as a Member of the Association. For clarity, during or at the end of this probationary period, a Member may have his or her membership terminated or made subject to such terms and conditions as the National Executive determines, without being subject to any procedural or other rules set out in this constitution.

- 7.3. In addition to the probationary period set out above, the National Executive has an overriding discretion to decline applications for membership from those persons who, in the sole opinion of the National Executive, are not suitable or desirable to become Members of the Association. Any decision of the National Executive will be final, and no correspondence will be entered into in relation to such decision.
- 7.4. In the case of non-incorporated entities (such as partnerships), only one natural person as a representative of that non incorporated entity will be entitled to be a Member of the Association, whether a full or associate Member. Notwithstanding that the natural person representative will vote as an individual in accordance with rule 11.12 below, the provisions of these Rules, including but without limitation, the disciplinary procedures, will apply in all respects in relation to that non incorporated entity, and not simply in relation to that natural person representative.

## **8. CEASING MEMBERSHIP**

- 8.1. **RESIGNATION:** Any Member may resign from membership of the Association by giving two (2) weeks written notice to the Secretary of his or her intention to do so and paying all subscriptions, levies or any other money owing by him or her up to the expiry of such notice. On the expiry of such notice and payment of all money owing, the Member will cease to be a Member of the Association.
- 8.2. **FAILURE TO PAY:** If any Member fails to pay any subscriptions, levies or other money due by that Member prior to 30th April, that Member's membership may be terminated by the Association without further notice.
- 8.3. **CONTRARY ACTIONS:** Any Member of the Association who fails to comply with this constitution, or any rule or by-law of the Association (such as those documents referred to in Rule 6.2) or has brought the Association into disrepute, as determined by the National Executive in its sole discretion, may:
- (a) Be expelled by decision of the National Executive; or
  - (b) Be placed on a probationary period for a period and on terms and conditions to be determined by the National Executive.

provided that:

- (a) In both cases, the Member has been charged in writing at least fourteen (14) days prior to the meeting of the National Executive with the alleged failure to comply or contrary act and has been afforded the opportunity of appearing before the National Executive for the purpose of answering that charge; and
- (b) In the case of a customer complaint or other dispute as defined in the operations manual section 8.7, the disputes procedure set out in clause 20, the Branch Rules and the Guide to Good Membership has first been complied with.

In the case of probation, at the end of that probationary period, the National Executive may determine at its sole discretion whether the Member is to continue as a Member of the Association, and if so on what terms, or whether the Member is to be expelled or otherwise have his or her membership terminated which the National Executive may do without being subject to any rules to the contrary regarding disciplinary proceedings and the like set out in this constitution.

8.4. HONORARY MEMBERS: The National Executive has the right to revoke the membership and any Honorary Life Member status at any time in its sole discretion.

8.5. Cessation of membership does not absolve the Member from liability for any fees, levies or other money owing and the Association may take whatever action it considers appropriate to pursue such moneys owing.

## **9. SUBSCRIPTION AND REGISTRATION FEES**

9.1. Prior to the commencement of each Financial Year, the National Executive will fix the annual subscription payable for that coming year by each membership class and that subscription will fall due on the first day of that year.

9.2. New Members will be charged their first annual subscription on a monthly pro rata basis.

9.3. Prior to the commencement of each Financial Year, the National Executive will also fix a registration fee in respect of each membership class and any new Member joining during that next year must pay that fee in addition to any subscription that may be payable.

## **10. LEVIES**

10.1. The National Executive may, from time to time, levy its Members or any class of its Members for the purpose of meeting any costs incurred or to be incurred in connection with the work of the Association. This is subject to the amount of any levies in any year in total not exceeding ten percent (10%) of the annual subscription of that year. Whenever such a levy is imposed, the Secretary must give Notice to all Members of the amount or amounts levied and the reason for such levy. Such levy or levies will be due and payable thirty days after the sending of such Notice.

10.2. Any branch of the Association may, after obtaining permission from the National Executive raise a voluntary levy on its branch Members, to a maximum of 10% of the annual subscription, provided that the levy is approved by a majority of the branch Members present at an Extraordinary General Meeting of that branch.

## **11. MEETINGS**

11.1. The Association must hold an Annual General Meeting each calendar year during or within three months of March. The Annual General Meeting will be at such place and time as determined by the National Executive and notified to the Members by the Secretary via Notice. The business of the Annual General Meeting will be to:

(a) confirm the minutes of the last Annual General Meeting.

- (b) adopt the annual report on the operations and affairs of the Association.
- (c) adopt the National Executive's report on the finances of the Association, and the annual financial statements.
- (d) elect the Chairperson as set out in Rule 13.3;
- (e) consider any motions of which prior notice has been given to Members with Notice of the Annual General Meeting; and
- (f) consider any general business.

The National Executive must, at each Annual General Meetings, present the following information:

- (g) an annual report on the operation and affairs of the Association during the most recently completed accounting period.
- (h) the annual financial statements for that period; and
- (i) notice of any disclosures of conflicts of interest made by the members of the National Executive during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

- 11.2. Other general meetings of the Association (to be known as "Extraordinary General Meetings") must be called by the Secretary whenever the Chairperson or 2 Members of the National Executive think fit or on receipt by the Secretary of a requisition in writing requiring that such a meeting be held, signed by at least five (5) voting Members of the Association and specifying clearly the nature of the business to be transacted at it.
- 11.3. In this constitution, the term "general meeting" will apply to both Annual General Meetings and Extraordinary General Meetings, unless specified otherwise.
- 11.4. General meetings may be held at one or more venues by Members present in person and/or using any real time audio, audio and visual, or electronic communication that gives each Member a reasonable chance to participate.
- 11.5. Every general meeting must be called by the Secretary by providing Notice to the Members at least twenty (20) days prior to the date of the meeting. The Notice must state the time and place of the meeting and the nature of the business to be transacted at it. In the case of an Extraordinary General Meeting, no business may be transacted other than that specified in the Notice calling the meeting.
- 11.6. Should the Secretary fail within five (5) days to call a meeting when required to do so in accordance with Rule 11.2 above, any three (3) Members of the National Executive may call such meeting and any meeting called in this manner will be deemed to have been as validly called as if it had been called by the Secretary.
- 11.7. Unless otherwise required by these Rules every decision made at a general meeting must be decided by a majority of those voting Members present. Voting will be by a show of hands, provided that if any voting Member requests that any matter be decided by secret ballot such a ballot must be held under the direction of the Chairperson.

- 11.8. All general meetings must be chaired by the Chairperson, (or in the absence of the Chairperson, such other person as the meeting decides). The Chairperson may, subject to the decision of the general meeting, decide any questions that may arise in relation to such meeting or as to the conduct, adjournment or termination of it.
- 11.9. If any Member is unable to attend any general meeting that Member may appoint any other person (whether a Member or not) as a proxy to attend and vote on that Member's behalf provided that notice of such appointment has been delivered to the Secretary at least seven (7) clear days before the date of the meeting.
- 11.10. The quorum at any general meeting must be ten (10) voting Members (including Members present by proxy or who are voting by postal or electronic means). If a quorum is not achieved, a further meeting may be called in accordance with clause 11.5 and if a quorum is not achieved at this further meeting, the meeting may continue, and business may be transacted as if a quorum had been achieved.
- 11.11. Any company or corporate body which is a Member of the Association may authorise such person as it thinks fit (but no more than one person) to act as its representative ("the Corporate Representative"). The Corporate Representative will be entitled to exercise the same powers on behalf of the Member which the Corporate Representative represents as that Member could exercise if it were an individual Member of the Association and such Member will for all purposes (including the constitution of a quorum) be deemed to be personally present in the person of its Corporate Representative.
- 11.12. Any natural person registered as a Member of the Association, but in the capacity as a representative of a non-incorporated entity (such as a partnership) pursuant to clause 7.4, will be entitled to exercise the same powers on behalf of the non-incorporated entity which the natural person represents as if that natural person were an individual Member of the Association in its own right. The Association will be under no obligation to determine whether the natural person representative is acting in accordance with the non-incorporated entity's instructions at any time.
- 11.13. The Association may pass a written resolution in lieu of a general meeting, and a written resolution is as valid for the purposes of the Act and this constitution as if it had been passed as a general meeting if it is approved by no less than 75% of the eligible voting Members voting on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by this constitution (for example, by electronic means).

## **12. REGISTER OF MEMBERS**

- 12.1. The Association shall keep an up-to-date Register of Members.
- 12.2. For each current Member, the information contained in the Register of Members shall include:
- (a) their name; and

- (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown").
  - (c) their last known contact details, including a physical address or an electronic address, and/or a telephone number; and
  - (d) their occupation.
- 12.3. Each current Member shall promptly advise the Association of any change of the Member's contact details.
- 12.4. The Association shall also keep a record of the former Members of the Association. For each Member who ceased to be a Member within the previous 7 years, the Association will record:
- (a) the former Member's name; and
  - (b) the date the former Member ceased to be a Member.

### **13. NATIONAL EXECUTIVE**

- 13.1. The affairs of the Association will be managed by a body known as the National Executive. The National Executive may exercise all powers of the Association which are not covered by the Incorporated Societies Act 2022 (or any statutory modification or re-enactment thereof) or these Rules required to be exercised by the Association in general meeting, subject always to any directions given by the Association in general meeting.
- 13.2. The National Executive will consist of: -
- (a) A Chairperson.
  - (b) One natural person appointed each year by each branch of the Association in accordance with this Rule or the National Executive can, as it sees fit, co-opt a maximum of two additional natural persons. Each appointee must be a person who is a Member of that branch and the Association or the Corporate Representative of a company or corporate body having that status.
  - (c) In addition to the nine members of the National Executive referred to above, the immediate past Chairperson may also be appointed as a member of the Executive for a further year by a simple majority vote of the National Executive.
- 13.3. CHAIRPERSON - The Chairperson will be elected at the Annual General Meeting. The Chairperson appointed will be subject to annual reconfirmation at each Annual General Meeting following his or her appointment.
- 13.4. If at any time the office of Chairperson becomes vacant from any cause whatever, the National Executive may appoint a new Chairperson. The new Chairperson will (subject to these Rules) hold office for the unexpired period of his or her predecessor's original term of office and be eligible for re-election at the following Annual General Meeting. This appointment is subject to ratification by the Association at a general meeting if the appointment is made within six (6) months of the last Annual General Meeting and such a meeting is requested by any five (5) voting Members.

- 13.5. BRANCH APPOINTEE - Each branch must advise the Secretary of the person appointed by it, and also of another Member or Corporate Representative (who must be a Member of that branch) to attend meetings of the National Executive if the first appointee is unable to do so, prior to the Annual General Meeting in each year and at such other times as are necessary. The appointee will (subject to these Rules) hold office from that Annual General Meeting until the next and be eligible for re-appointment. Subject to written notification from the branch, any other full Member of that branch may attend if the two representatives are not available. A maximum of two Associate Members can be appointed as National Executive delegates.
- 13.6. If the position held by any member of the National Executive appointed by a branch pursuant to Rule 13.2(b) becomes vacant, that branch must appoint a replacement (who in respect of an appointee under Rule 13.2(b) must be eligible in terms of Rule 13.2(b)) and notify the Secretary as soon as that appointment is made. The person so appointed will (subject to these Rules) hold office for the unexpired period of his or her predecessor's original term of office and will be eligible for reappointment.
- 13.7. Any member of the National Executive may be removed from office by a majority vote of the branch he/she is representing. That branch must then appoint a replacement in terms of Rule 13.6.
- 13.8. Any member of the National Executive who is absent from (3) consecutive meetings without satisfactory reason, will be deemed to have vacated his or her position. The National Executive may decide in its absolute discretion whether any reason given for absence from such meetings is satisfactory.
- 13.9. Notwithstanding anything contained in this Constitution and Rules:
- (a) no person shall be eligible for appointment or election as the Chairperson or a member of the National Executive if that person is an officer of or holds a similar position in any other association (whether incorporated or unincorporated), body, group, or entity which has objects, purposes or objectives similar to any or all of the objectives set out in Rule 5;
  - (b) any person who is Chairperson or a member of the National Executive and who, while such, becomes an officer of or holds a similar position in, any such association, body, group or entity referred to in Rule 13.9(a) above, shall immediately be deemed to have been removed from being Chairperson or a member of the National Executive as the case may be, and the provisions of Rules 13.4 or, as the case may be, Rule 13.7 will apply (with any necessary changes).
- Provided always that this Rule 13.9 will not be construed so as to make ineligible for election or appointment as Chairperson or a member of the National Executive:
- (i) any person by reason of that person being in the business of Collision Repairs Work; or
  - (ii) any person by reason of that person being a trustee of I-CAR New Zealand Trust.

**14. PROCEEDINGS OF NATIONAL EXECUTIVE**

- 14.1. The National Executive may meet for the despatch of business, adjourn, and otherwise regulate meetings, as it thinks fit. Questions arising at any meeting must be decided by majority vote. In the case of an equality of votes, the Chairperson will have a second or casting vote. The Secretary must call a meeting at the written request of any member of the National Executive. The Secretary must give notice of a meeting of the National Executive to all National Executive members within 10 days of the requisition being given. Meetings may be held at one or more venues by members of the National Executive present in person and/or using any real time audio, audio and visual, or electronic communication that gives each member a reasonable chance to participate.
- 14.2. The quorum necessary for the transaction of the business of the National Executive is four (4).
- 14.3. The continuing members of the National Executive may act notwithstanding any vacancy in their body, provided that their number is not reduced below the number fixed by these Rules as the necessary quorum. If the number is reduced below the number fixed by these Rules as the necessary quorum, the continuing members may act only to require those branches without representatives to appoint such representatives to the National Executive.
- 14.4. The Chairperson will be the chairperson of the meetings of the National Executive provided that if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting. That person appointed will have all the powers and discretions as if he or she were the Chairperson.
- 14.5. The National Executive may delegate any of its powers to the Association's General Manager or Association Manager, or committees consisting of such Member or Members of the Association, as it thinks fit. Any committee so formed must in the exercise of the powers delegated to it conform to any terms, conditions or regulations imposed on it by the National Executive.
- 14.6. A committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, the members of the committee present may choose one of their number to be chairperson of the meeting.
- 14.7. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting must be determined by majority vote of the members of the committee present, and in the case of an equality of votes the chairperson will have a second or casting vote.
- 14.8. A resolution in writing signed by all the members of the National Executive for the time being entitled to receive notice of a meeting of the National Executive will be as valid and effectual as if it had been passed at a meeting of the National Executive duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the National Executive.
- 14.9. The Association is authorised to indemnify and effect insurance for any member of the National Executive against liability for any acts or omissions and/or costs, in accordance with and to the extent permitted by the Act, and that any other amendments be made to the Constitution which are required as a consequence of the above.

**15. CONFLICTS OF INTEREST**

- 15.1. A member of the National Executive or any sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the National Executive and/or sub-committee; and
  - (b) in an interests register kept by the National Executive (as required by section 73 of the Act).

Disclosure must be made as soon as practicable after the member of the National Executive or sub-committee becomes aware that they are interested in the Matter.

- 15.2. A member of the National Executive or of a sub-committee who is an Interested Member regarding a Matter:
- (a) must not vote or take part in the decision of the National Executive and/or sub-committee relating to the Matter unless all members of the National Executive who are not interested in the Matter consent; and
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the National Executive who are not interested in the Matter consent; but
  - (c) may take part in any discussion of the National Executive and/or sub-committee relating to the Matter and be present at the time of the decision of the National Executive and/or sub-committee (unless the National Executive and/or sub-committee decides otherwise).

However, a member of the National Executive or sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

- 15.3. Where 50% or more of National Executive members are prevented from voting on a Matter because they are interested in that Matter, an Extraordinary General Meeting must be called to consider and determine the Matter, unless all non-interested members of the National Executive agree otherwise.
- 15.4. Where 50% or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the National Executive will consider and determine the Matter.

**16. FINANCES**

- 16.1. The funds and the property of the Association will be:
- (a) controlled, invested, and disposed of by the National Executive, subject to this constitution; and

- (b) devoted solely to the promotion of the purposes of the Association.

The National Executive will maintain bank accounts in the name of the Association.

- 16.2. All money received on account of the Association will be banked within five Working Days of receipt.
- 16.3. All accounts paid or for payment will be submitted by the National Executive for approval of payment.
- 16.4. The National Executive must ensure that there are kept at all times accounting records that:
  - (a) correctly record the transactions of the Association; and
  - (b) allow the Association to produce financial statements that comply with the requirements of the Act; and
  - (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Association's constitution).

The National Executive must establish and maintain a satisfactory system of control of the Association's accounting records.

- 16.5. The accounting records must be kept:
  - (a) in written form or in a form or manner that is easily accessible and convertible into written form; and
  - (b) for the current accounting period and for the last seven completed accounting periods of the Association.

## **17. BRANCHES**

- 17.1. There will be a branch at each of the following places:

- (a) Northland
- (b) Auckland
- (c) Central North Island
- (d) Hawkes Bay
- (e) Manawatu/Wanganui/Taranaki
- (f) Wellington
- (g) Canterbury/Westland
- (h) Otago/Southland

and at such other places as the National Executive decides.

- 17.2. Every branch will be governed by this constitution, the "Branch Rules" determined time to time by the National Executive and will be subject to the directions of the National Executive in all respects.

**18. AGENTS OF THE NATIONAL EXECUTIVE**

- 18.1. General Manager: The National Executive may employ a General Manager for the Association. The General Manager will act for the Association as a delegate of the National Executive and may also be a member of the National Executive.
- 18.2. Secretary: The National Executive may appoint and remove a Secretary of the National Executive and the Association on such terms as it thinks fit. It is preferable, but not necessary, that the General Manager or Association Manager of the Association be the Secretary. The Secretary will not have any voting rights.
- 18.3. The Secretary has the following functions:
- (a) Give notice of, attend and take minutes of all meetings of the National Executive and general meetings of the Association.
  - (b) Conduct all correspondence and carry on the business of the Association in accordance with the decisions of its general meetings and of the National Executive.
  - (c) Keep the Register of Members up to date.
  - (d) Receive and collect all subscriptions, levies, registration fees and other moneys payable to the Association and deposit the same into a bank.
  - (e) Pay all accounts of the Association when due.
  - (f) Keep a proper set of accounts and prepare annually a correct statement of account and balance sheet for the auditor.
  - (g) The role and responsibilities of a treasurer of an incorporated society, including responsibility for supervising the Association's funds in accordance with the direction of the National Executive; and
  - (h) Do all other things necessary for the administration of the Association, and as determined from time to time by the National Executive.

**19. AUDITOR**

- 19.1. There must be an auditor ("the Auditor") of the Association, who must be appointed annually by the National Executive prior to the Annual General Meeting and be a suitably qualified practicing member of the Institute of Chartered Accountants of New Zealand (ICANZ) or such other regulatory body which may replace that society. The Auditor will (subject to these Rules) hold office for a term of one (1) year from his or her appointment and will be eligible for re-appointment. The Auditor may be removed during the currency of his or her term by the National Executive, provided that a new Auditor is complying with this Rule is appointed.

- 19.2. The books and accounts of the Association must be audited annually, and at such other times as the National Executive requires, by the Auditor and the Auditor must sign the annual statement and balance sheet, if correct, or report his or her reason for refusing to do so. The Auditor will be paid such fee as the National Executive from time-to-time fixes. The Auditor will not be eligible to hold any other office in the Association.

## **20. DISPUTE RESOLUTION**

### **20.1. Meaning of "dispute" and "complaint":**

- (a) A dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations set out below.
- (b) The disagreement or conflict may be between any of the following persons:
  - (i) two or more Members.
  - (ii) one or more Members and the Association.
  - (iii) one or more Members and one or more member(s) of the National Executive.
  - (iv) two or more members of the National Executive.
  - (v) one or more members of the National Executive and the Association.
  - (vi) one or more Members or members of the National Executive and the Association.
- (c) The disagreement or conflict relates to any of the following allegations:
  - (i) a Member or a member of the National Executive has engaged in misconduct.
  - (ii) a Member or a member of the National Executive has breached, or is likely to breach, a duty under the Association's constitution or bylaws or the Act.
  - (iii) the Association has breached, or is likely to breach, a duty under the Association's constitution or bylaws or the Act; and/or
  - (iv) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

### **20.2. How a complaint is made:**

- (a) A Member or a member of the National Executive may make a complaint by giving to the National Executive (or complaints subcommittee if applicable) a notice in writing that:
  - (i) states that the Member or member of the National Executive is starting a procedure for resolving a dispute in accordance with this constitution; and

- (ii) sets out the allegation or allegation to which the dispute relates and whom the allegation is against; and
  - (iii) sets out any other information reasonably required by the Association.
- (b) The Association may make a complaint involving an allegation or allegations against a Member of a member of the National Executive by giving to the Member or member of the National Executive a notice in writing that:
- (i) states that the Association is starting a procedure for resolving a dispute in accordance with this constitution; and
  - (ii) sets out the allegations to which the dispute relates.
- (c) The information given under subclause (a) or (b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by this constitution.
- (e) All Members (including the National Executive) are obliged to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.
- (f) The complainant raising a dispute, and the National Executive, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

20.3. Person who makes complaint has right to be heard:

- (a) A Member or a Member of the National Executive who makes a complaint has the right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Association makes a complaint:
  - (i) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (ii) a member of the National Executive may exercise that right on behalf of the Association.
- (c) Without limiting the manner in which the Member, the member of the National Executive, or the Association may be given the right to be heard, they must be taken to have been given the right if:
  - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing.

- (iii) an oral hearing (if any) is held before the decision maker; and
- (iv) the Member's, member of the National Executive's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

20.4. Investigating and determining dispute:

- (a) The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this constitution, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under this constitution in a fair, efficient and effective manner and in accordance with the provisions of the Act.

20.5. Association may decide not to proceed further with complaint:

Despite Rule 20.4 above, the Association may decide not to proceed further with a complaint if:

- (a) the complaint is considered to be trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a Member or member of the National Executive has engaged in material misconduct.
  - (ii) that a Member, a member of the National Executive, or the Association has materially breached, or is likely to materially breach, a duty under the Association's constitution or bylaws or the Act.
  - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this constitution; or
- (f) there has been an undue delay in making the complaint.

20.6. Association may refer complaint:

- (a) The Association may refer a complaint to:
  - (i) a subcommittee or an external person to investigate and report; or
  - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

- (b) The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

20.7. Decision makers:

A person may not act as a decision maker in relation to a complaint if two or more members of the National Executive or a complaints subcommittee (if applicable) consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

**21. ALTERATION TO RULES**

These rules or any of them (including the name of the Association) may be altered, added to or rescinded by the National Executive, provided that the Members have been given Notice of the alteration, addition or redaction. No addition to or alteration or rescission of these rules shall be effective if it in any way alters Rule 22.

**22. VOLUNTARY WINDING UP**

If at any time the Association goes into liquidation or is wound up or dissolved (other than in the manner described in Rule 23), the person or persons appointed liquidator or liquidators shall hold the net proceeds arising from the sale and realisation of the property of the Association after payment of debts, liabilities and engagements of the Association and of the National Executive and all costs, charges and expenses connected with such realisation, liquidation, winding up and dissolution upon trust to dispose of them as decided by the Association in general meeting provided that in no circumstances shall any of the funds or assets of the Association be disposed of to any of its Member or Members. Any surplus assets will be vested in a not-for-profit body or bodies approved by the Association.

**23. COMPULSORY WINDING UP**

In the event of the Association being wound up pursuant to Section 174 of the Incorporated Societies Act 2022, the assets must be disposed of in the same manner as is provided for on a voluntary winding up of the Association.

