



Constitution

ASSOCIATION OF BUILDING COMPLIANCE INCORPORATED

Revision Vs4

Dated: 04/09/2019

Member

Member

Member

Signed in the presence of:

Witness Signature

Witness Full Name

Witness Occupation

1.0 Name

The name of the association is the “Association of Building Compliance Incorporated” (“Association”). The initials ABC may be used to identify the Association.

2.0 Registered Office

The principal office of the Association shall be at such place as the Management Committee may determine from time to time.

3.0 The Purpose and Objectives for which the Association has been established are:

- To promote the education and development of safety and compliance, within the building sector in the interests of the welfare of building users and public good
- To educate, encourage and provide information and guidelines in relation to the Building Compliance industry
- Promote and foster relationships with key stakeholders and other related industry groups or agencies.
- To support Members through education, training, workshops, courses and resources in relation to legislative and Standard requirements
- To consult on, participate and provide training and expertise in any matters of legislation and regulation by Government and Territorial Authorities applicable to either or both the Building Compliance regime and/or Independent Qualified Person (IQP) regime.
- To promote and pursue all standards to maintain recognition as a respected educational organisation.
- Always educate and keep informed Members on related industry issues and legislative changes.
- Support and encourage Employer and Employee participation in industry training initiatives.

4.0 Management of the Association

4.1 Management Committee

The Association shall have a Management Committee (“the Committee”), comprising of the following committee positions:

- a) The Chairperson
- b) Vice Chairperson
- b) The Secretary
- c) The Treasurer
- d) Committee Member(s) - As determined by the Chairperson, Vice Chairperson, Secretary and Treasurer; up to but no more than 5 additional committee members.

4.2 Only Members of the Association may be part of the Management Committee

4.3 The Management Committee may consist of up to but no more than nine Members including the Chairperson, Vice Chairperson, Secretary and Treasurer.

4.4 Any member nominated for the position Chairperson shall have been an active member of the association for a minimum of a three-year period or having not been an active member for this term then accepted at the discretion of the standing Management Committee.

4.5 The Management Committee may invite other persons to provide advice or facilitate a project on an ad-hoc basis. Such invited persons may be Members or non-Members but shall not have the voting rights of the Management Committee.

4.6 The Management Committee shall meet as decided by the chairman but no fewer than three times per annum.

4.7 The Management Committee has the right to establish and dis-establish additional Committees and sub-Committees as it sees fit.

5.0 Appointment of Committee Members

5.1 At the Associations’ Annual General Meeting, or by Separate Postal Vote (e-mail or other) the Members may decide by majority or poll (as determined by the Chairperson) relating to

- (a) The number of Committee Members being voted for.

If the required number of committee positions are filled by member nominations no voting will be required

- (b) The election of an elected Committee Member for Chairperson (if the Chairperson requires re-election, as this position’s appointment is a two-year term – see clause 5.1(h).
- (c) The election of an elected Committee Member for Vice Chairperson
- (d) The election of an elected Committee Member for Secretary.

- (e) The election of an elected Committee Member for Treasurer.
- (f) The Committee Members shall have one title only unless decided otherwise by the Association at a general Association Meeting or by Separate Postal Vote (e-mail or other).
- (g) The Chairperson shall retire after 2 years in office but may be re-elected for a further period of 2 years by majority vote of paid up Members for up to 3 consecutive terms plus one additional transition year if applicable.

No Chairperson shall serve for more than 3 consecutive terms plus 1 transition year (7 years in total) as Chairperson.

- (h) To provide consistency in direction of the Association. If the Chairperson has served 3 consecutive terms, there shall be the option for the Chairperson to serve one additional transition year to provide for handover and support to any in-coming Chairperson (Vice Chair). This option if required shall be approved by majority vote by the standing management committee.
- (i) If clause 5.1 (h) is required it is then deemed that the appropriate member for transition to Chairperson will be the standing Vice Chairperson.
- (j) Subject to enactment of clause 5.1 (h) then the outgoing Chairperson shall on approval of the Management Committee become an invited member of the management committee for a one-year term (Immediate Past Chairperson).
- (k) The Vice Chairperson, Secretary, Treasurer and other Committee Members shall be elected annually and are eligible for re-election. There are no restrictions on consecutive terms for these Committee Members.

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving one month's written notice to the Committee.
- (b) They are removed by majority vote or poll by members (as determined by the Chairperson).
- (c) Their term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Association documents and property.

7.0 Nomination of Committee Members

- 7.1 Nominations for Members of the Committee shall be called for at least fourteen (14) days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members eligible to vote and the completed nomination delivered to the Secretary. Nominations shall close at 5.00pm on the fifth day before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board or electronic forum at least two (2) days before the Annual General Meeting.
- 7.2 If the position of any Committee Member becomes vacant between the Association Annual General Meetings, the Committee shall appoint another Committee Member to fill the vacancy until the next Association Annual General Meeting.
- 7.3 If any Committee Member is unable to perform their duties during the year the Chairperson may declare that person's position vacant.
- 7.4 To ensure a spread of opinions and perspectives, not more than one person from any single business organisation (including organisations "related" thereto, as that term is defined in the Companies Act 1993) may be on the Committee at any one time.
- 7.5 No person may stand for office on the Committee, and any person who is on the Committee shall cease to be a Committee member, if that person:
- (a) Is or becomes an undischarged bankrupt, or
 - (b) Is prohibited from being an officer of an incorporated society under the Incorporated Societies Act 1998 and its replacement/succeeding legislation, or
 - (c) Is prohibited from being a director or taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets (Repeals and Amendments) Act 2013, the Securities Markets Act 1988, or the Takeovers Act 1993,
 - (d) Is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or
 - (e) Is suffering from a mental disorder within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992, or
 - (f) Is convicted of any offence for which a convicted person may be imprisoned, or
 - (g) Is not or ceases to be a Member.

8.0 Role of the Committee

8.1 Subject to the Rules, the role of the Committee is to:

- Administer, manage and control the Association;
- Carry out the purposes of the Association, Appointment of Employees and use Association funds or assets to do that;
- Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meeting.
- Set accounting policies in line with generally accepted accounting practice.
- Ensure that all Members follow the Rules;
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings and set the agenda for Meetings;
- Decide the procedure for dealing with Complaints;
- Set Membership fees, including subscriptions and levies;
- Determine the operating rules, structure and policies of the Association

8.2 The Committee has all the powers of the Association, unless the Committees power is limited by these Rules or by majority decision of the Association.

8.3 The Committee may delegate any of its powers to a Sub-Committee or Special Interest Group of not less than two (2) Members. Each such Sub-Committee or Special Interest Group reports to and must follow the instructions of the Committee.

8.4 Decisions of the Committee bind the Association, unless the Committees power is limited by these Rules or by a majority decision of the Association.

9.0 Role of the Committee Members

9.1 The role of the Chairperson is to:

- (a) Ensure that the Rules, operating rules and policies are followed
- (b) Manage Association staff with assistance from Committee Members as required
- (c) Chair Meetings (where available), decide who may speak and when
- (d) Oversee the operation of the Association
- (e) Give a report on the operation of the Association at the Annual General Meeting.
- (f) Advise the Registrar of Incorporated Societies and Charities Services of any Rule changes

- 9.2 The role of the Vice Chairperson is to learn from the current Chairperson and fulfil the role of Chairperson in the situation of the Chairpersons notified absence provided that this absence is no more than a three-month term.
- 9.3 The Secretary's role is to:
- (a) Record the minutes of Meetings which shall be signed and verified as accurate by the Chairman.
 - (b) Ensure the register of Members is maintained.
 - (c) Hold the Associations' records, documents and books.
 - (d) Retain the common seal of the Association, if the Association has a common seal.
- (a) Undertake any duties required of a statutory officer as may be required by the incorporated Societies Act 1908 replacement/successor legislation.
- 9.4 The Treasurers role is to:
- (a) Collect and receive all payment made to the Association. These payments must be banked within seven days after the Treasurer receives them;
 - (b) Keep a true and accurate record of the Association's financial accounts so that the Association's financial situation can be clearly understood at any point in time;
 - (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting and more often if either the Committee or a majority of the Association requires.
 - (d) Forward the annual financial statements for the Association to the Registrar of the Incorporated Societies upon approval by the Members at the Annual General Meeting.
- 9.5 Financial interests of Committee Members:
- (a) A Committee Member shall be considered to have a financial interest in a matter if he or she:
 - (i) May derive a financial benefit from the matter, or
 - (ii) Is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter, or
 - (iii) May have a financial interest in an entity to which the matter relates; or
 - (iv) Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in an entity to which the matter relates,but excluding the following interests:

- (v) Remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the Committee Member when carrying out his or her responsibilities, and
 - (vi) An interest that the Committee Member has in common with other Members as a result of membership of the Association.
- (b) Where any such financial interest in a matter has been disclosed:
- (i) That Committee Member must not vote in any decision on the matter, but that person can be present at the time of the decision and can contribute to the discussion leading to the decision, but
 - (ii) The Committee may, where it considers it appropriate, exclude that person from any further discussion or involvement with the matter, but
 - (iii) The person who is prevented from voting on a matter because he or she has a financial interest in it may continue to be counted as part of the quorum of the Committee, and
 - (iv) Where 50 per cent or more of those forming the Committee are prevented from voting on the matter because they have disclosed a financial interest, then the remaining Committee Members must call a special general Association Meeting to determine the matter.

9.6 Following any legitimate complaint about a Committee member ("legitimacy" being determined by the Committee) that person may be removed from the Committee by a resolution of the Committee or of an Association Meeting (in either case, passed by a two-thirds majority of those present and voting, and after following the similar processes to those prescribed in clause 28).

10. Association Membership

10.1 Types of Membership

- (a) Individual Member - persons who participate in the process of providing Building Compliance.
- (b) Company single membership – companies or other organisations accepted by the Territorial Authorities and the Management Committee who manage, participate in, or complete the building compliance process on behalf of building owners/managers. Membership allows only one allocated person to attend meetings.
- (c) Corporate Membership –companies or other organisations accepted by the Territorial Authorities and the Management Committee who manage, participate in, or complete the building compliance process on behalf of building owners/managers. Membership allows three allocated persons to attend meetings.
- (d) Affiliate Member – persons employed by Council or Government Department. Affiliate Members have no voting rights.
- (e) The Management Committee have the power to add a membership category between annual general meetings if required.
- (f) All levels of Membership have the rights and responsibilities set out in these Rules unless stated.
- (g) Life Member is a person who is acknowledged as a longstanding Member of the Association and approved as a Life Member by the Committee pursuant to clause 11.4. A Life Member has all the rights and the responsibilities including the right to vote but does not have to pay fees, subscriptions' or levies.

11. Admission of Members

11.1 To become a Member a person or Company ("the applicant") must

- (a) Complete an application form and pay the subscription fee.
- (b) Supply other information the Committee requires.

11.2 The Committee may interview the applicant when it considers Membership applications.

11.3 The Committee shall have complete discretion when it decides whether to let the applicant become a Member of any level. The Committee shall advise the applicant of its decision and that decision shall be final.

11.4 Only full Members (not Affiliates) of the Association shall become Life Members by two thirds (2/3) approval of the Committee Members.

12. The Register of Members

- 12.1 The Association shall keep a register of Members (“the Register”) which shall contain the names, the email address, addresses and telephone numbers of all Members.
- 12.2 If a Members email address, address or telephone number changes, that Member shall give the new email address, address or telephone number to the Secretary.
- 12.3 Each Member shall provide such details as the Committee requires.
- 12.4 The Association shall use all reasonable endeavours to ensure the information kept on Members and Occupiers is securely stored.
- 12.5 To ensure personal and contact details are kept private, no Member shall be permitted to inspect the Membership Register.

13.0 Cessation of Membership

- 13.1 Any Member may resign by giving notice to the Secretary.
- 13.2 Any Member may have their Membership terminated in the following way:
 - (a) If for any reason whatsoever, the Committee is of the view that the Member is breaching the Rules, operating rules or policies of the Association or acting in a manner inconsistent with the purposes of the Association, the Committee may give written notice of this to the Member (“the Committees Notice”). The Committees Notice must:
 - (i) Explain how the Member is breaching the Rule, operating rule or policy or acting in a manner inconsistent with the purposes of the Association.
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Members Membership.
 - (iii) State that if, within fourteen (14) days of the Member receiving the Committee’s Notice, the Committee may in its absolute discretion immediately terminate the Members Membership.
 - (iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Association.
 - (v) 14 Days after the Member receives the Committee’s Notice, the Committee may in its absolute discretion by majority vote to terminate the Members Membership by giving the Member written notice (“Termination Notice”) which takes immediate effect.
 - (vi) The Termination Notice must state that the Member may appeal to the Association at the next Association Meeting by giving written notice to the Secretary (“Members Notice”) within 14 days of the Members receipt of the Termination Notice.

- (vii) If the Member gives the “Members Notice” to the Secretary, the Member will have the right to be fairly heard at the next Association Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of events as the Member sees them (“The Member Explanation”), and the Member may require the Secretary to give The Members Explanation to every Member within 7 days of the Secretary receiving The Members Explanation.
- (viii) The Member shall be given the opportunity to be heard at the next Association Meeting and the Association Members may question the Member and the Committee Members. The Association shall then by majority vote, decide whether to let the termination stand, or whether to reinstate the Member. The Association’s decision shall be final.

14.0 Re-admission of former Members

- 14.1 A former Member who has resigned may re-apply for re-admission in the same way as a new applicant, but if the former Member’s membership was terminated by the Committee or the Association, the applicant shall not be considered for re-admission without the approval of the Committee by majority vote.

15. Obligations of Members

- 15.1 All Members shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute. All Members shall use reasonable endeavours to participate in the Association’s programmes and activities. All Members shall use reasonable endeavours to participate in Meetings, provide feedback including new initiatives, make suggestions and recommendations to the Association.

16.0 Money and Other Assets of the Association

- 16.1 The Association may only use Money or other Assets if:
 - (a) It is for furthering the purposes of the Association;
 - (b) It is for matters ancillary to furthering the purposes of the Association;
 - (c) It is not directly for the sole personal or individual benefit of any Member; and
 - (d) That use has been approved by either the Committee or by majority vote of the Association.

17.0 Joining Fees and Other Subscription Levies

- 17.1 The Management Committee will decide by majority vote annual membership and joining fees and any Subscription levies required.

The Management Committee will

- 17.2 If any Member does not pay a subscription or levy by the date set by the Management Committee that Member shall be given notice, they have a further period of seven (7) days to pay the subscription or levy. After the seven (7) day period, the Member shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity or vote until all arrears are paid, and the Member's membership shall be suspended until all arrears are paid in full.

18.0 Additional Powers

- 18.1 The Association may:

- (a) Employ people for the purposes of the Association.
- (b) Exercise any power a trustee might exercise.
- (c) Invest in any investment that a trustee might invest in.
- (d) Borrow money and provide security for that if authorised by majority at any Association Meeting.
- (e) indemnify Members and employees who act in good faith in seeking to advance the Association's activities and may take insurance for the purposes of that indemnity.
- (f) enter into any agreement or understanding with a Member for the supply of any goods or services for such consideration and on such other terms and conditions as would be reasonable if that person were not a Member

19.0 Financial Year

- 19.1 The financial year of the Association begins on 1st April of any year and ends on the 31 March of the following year.

20.0 Cheques

- 20.1 Any payment made by the Association above the value of Twenty Dollars (\$20.00) must be by cheque or electronic deposit.
- 20.2 All cheques must be signed by the Chairperson and countersigned by one other Committee Member. Electronic payments shall be authorised by the Chairperson, the authority countersigned by one other Committee Member and the Treasurer authorised to make the electronic payment through the Association's bank's online systems.

21.0 Appointing an Auditor

21.1 At an Annual General Meeting, the Association may by majority vote decide whether to conduct an audit and, if so, to appoint someone to audit the Association (the Auditor). The Auditor shall audit the Association's accounts and shall certify that they are correct. The Auditor must be a Member of the New Zealand Institute of Chartered Accountants and must not be a Member of the Association. If the Association appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

22.0 Conduct of Meetings

22.1 Association Meetings (AGM, Special General Meetings)

- (a) An Association Meeting is either an Annual General Meeting or other Association Meeting (such as a special general meeting).
- (b) The Annual General Meeting shall be held once every year after the financial year end at the place and time determined by the Committee.
- (c) Special General Meetings may be called by the Committee. The Committee must call a Special Meeting if the Secretary receives a written request signed by at least a quarter of the Members.
- (d) All Members who are not in breach of these Rules, operating rules or policies of the Association may attend and vote at Association Meetings. Affiliate Members who are not in breach of these Rules, operating rules or policies of the Association may attend but may not vote at Association Meetings.

22.2 The Secretary shall give all Members at least 7 days' notice of:

- (a) The business to be conducted at the Association Meeting
- (b) Notice of any motions and the Committees recommendations, explanations or background to those motions (if any)
- (c) If so, determined by the Committee, details of how proxies can be appointed, or postal votes made by Members prior to the Association Meeting (postal votes may include voting via website portals or other electronic means)

And, if the Association Meeting is an Annual General Meeting:

- (a) A copy of the Annual report and Statements of Accounts.
- (b) A list of nominees for the Committee and information about those nominees if it is provided.

22.3 If the Secretary has sent notice to all Members in good faith, the Association Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.4 No Association Meeting shall be held unless at least the minimum number of 30 Members eligible to vote are present or are present by proxy or have voted on the motions by postal (e-mail) vote ("Quorum"). "Present" shall include being present by any technological means which provides a Member with a reasonable opportunity to participate.

If a Quorum is not present within half an hour from the time appointed for the holding of an Association Meeting:

- (a) in the case of a special general Association Meeting convened on requisition of Members, the meeting shall be abandoned; and
- (b) in the case of any other general Association Meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Committee shall determine (such date not to be later than 14 days from the date of the adjourned meeting)
- (c) If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present, present by proxy or having voted on the motions by postal (e-mail or other) vote shall constitute a Quorum.

22.5 All Association Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Vice Chairperson or Secretary shall chair the Association Meeting. If the Vice Chairperson or Secretary is also absent, the Association shall elect another Committee Member to chair the Association Meeting. Any person chairing an Association Meeting has a casting vote.

22.6 On any given motion at an Association Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices
- (b) Show of Hands
- (c) Secret Ballot
- (d) By Proxy
- (e) By postal vote (email, website portal, other electronic means or post)

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the person chairing the Association Meeting will have the casting vote.

- 22.7 The business of an Annual General Meeting shall be:
- (a) Any minutes of previous Association Meetings
 - (b) The Chairpersons report on the business of the Association
 - (c) The Treasurers report on the finances of the Association and the Statement of Accounts.
 - (d) Motions to be considered (motions may not be received from the floor, save as stated in clause 23.1)
 - (e) Election of Committee Members
 - (f) General Business
 - (g) Approval of plans for the balance of the current and next calendar years.
- 22.8 Instruments appointing a proxy shall be in writing under the hand of the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a corporation or body corporate either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his or her proxy in favour of or against any motions. Unless otherwise instructed the proxy may vote as he or she thinks fit.

23.0 Motions at Association Meetings

- 23.1 Any Member may request that a motion be voted on (Members Motion) at an Association Meeting by giving written notice to the Secretary at least 7 days before that Association Meeting. The Member may also provide information in support of the motion (Members Motion). The Committee may in its absolute discretion decide whether the Association will vote on the motion. However, if the Members motion is signed by at least a quarter of the Members:

- (a) It must be voted on at the next Association Meeting; and
- (b) The Secretary must give details of the motion and any information to all Members at least 7 days before the relevant Association Meeting.

If the Secretary fails to do this the Member has the right to raise the motion from the floor at the following Association Meeting.

- 23.2 The Committee may also decide to put forward motions for the Association to vote on ("Committee Motions").

24.0 Committee Meetings

- 24.1 No Committee Meeting may be held unless a minimum of three (3) Committee Members attend.
- 24.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Vice Chairperson or Secretary shall chair the Committee Meetings. If the Vice Chairperson or Secretary is absent, the Committee shall elect a Committee Member to chair that Meeting.
- 24.3 Decisions of that Committee at Committee Meetings shall be by majority vote.
- 24.4 Decisions of the Committee may be made in writing (which includes email) unanimously.
- 24.5 The Chairperson or acting Chairperson has a casting vote.
- 24.6 Only Committee Members present at the Committee Meeting may vote at that Committee Meeting. "Present" shall include being present by any technological means which provides a Member with a reasonable opportunity to participate.
- 24.7 Subject to these Rules, the Committee may regulate its own practices.

25.0 Signing of Documents

- 25.1 The Association shall have a common seal. A document shall be executed on behalf of the Association if:
 - (a) The common seal is attached; and
 - (b) The document is signed by any one of the Chairperson, Vice Chairperson, Secretary, or Treasurer and by one of the other Members of the Committee.

26.0 Information for Members: On reasonable notice and at reasonable times the Association shall:

- (a) Make available on its website (or otherwise make available for inspection) for Members copies of this Constitution and of any Association operating rules and policies, and
- (b) Provide Members with access via its website (or otherwise make available for inspection) to the Financial Reports presented to the last Annual General Meeting and the minutes of previous Annual General Meetings.

A Member is otherwise only entitled to such other information as expressly permitted by resolution of the Committee from time to time.

27.0 Altering the Rules (Constitution)

27.1 The Association may alter or replace the Rules at the Association's Meeting by resolution passed by at least the minimum number of 30 Members eligible to vote are present or are present by proxy or have voted on the motions by postal vote ("Quorum"). Members can vote:

(a) In person at the Association Meeting

(b) By Proxy

(c) By postal vote (email, website portal, other electronic means or post)

At least 7 days before the Association Meeting at which any Rule change is to be considered, the Secretary shall give to all Members written notice of the proposed motion, the reason for the proposal and any recommendations the Committee has.

27.2 When a Rule change is approved by Association Meeting the Committee shall cause to be filed with the Registrar of Incorporated Societies and Charities Services advice of Rule changes in the required form. No Rule change shall take effect until this is done.

Winding Up

28.1 If the Association is wound up:

The Association's debts, costs and liabilities shall be paid.

Surplus money and other assets of the Association may be disposed by

- (i) distribution to a charity as nominated by the Committee at the time of winding up the Association;
- (ii) otherwise as directed by the Association by two thirds approving resolution; or
- (iii) according to the provisions of the Incorporated Societies Act 1908 and any replacement/succeeding legislation.

29.0 Dispute Resolution

29.1 *Requirements of Natural Justice:* In the event that any bone fide (as determined by the Committee acting reasonably) dispute or difference arises in any way arising out of or in connection with the Association:

- (i) The Member or Members involved or implicated in the dispute or difference must be advised of all details of the dispute or difference,
- (ii) The Member or Members which is the subject of the dispute or difference must be given an adequate time to prepare for discussions, mediation or arbitration,
- (iii) All those who or which are involved in the dispute or difference must be given an adequate opportunity to be heard during discussions, mediation or arbitration, and if the dispute or difference proceeds to arbitration to be heard either in writing or at an oral hearing if the arbitrator considers that an oral hearing is required, and
- (iv) In any arbitration any written statements or submissions shall be considered by the arbitrator.

29.2 *Good Faith Discussions:* Initially, the parties shall enter into discussions in good faith with a view to resolving the dispute or difference amicably as soon as practicable, and

- (i) Independent experts or witnesses may be called to assist in these discussions where the parties agree that will assist (costs to be shared equally), and
- (ii) Either party may terminate these discussions at any time.

29.3 *Notice of Mediation:* If any dispute or difference arises in any way out of or in connection with the Association and such dispute has not been resolved within 14 days of the commencement of discussions pursuant to clause 28.2, either party may give written notice of its intention to refer such dispute or difference to mediation.

29.4 *Agreement to Mediate:* If a request to mediate is made then the parties shall endeavour to agree on a mediator and shall submit the matter in dispute to the mediator. The mediator shall discuss the matter with the parties (separately or jointly in the discretion of the mediator) and endeavour to resolve it by their agreement. All discussions in the mediation shall be without prejudice and shall not be referred to in any later proceedings. The parties shall bear their own costs in the mediation and shall each pay half of the costs of the mediator.

29.5 *Arbitration:* If:

- a) If the dispute has not been resolved by the discussions of the parties pursuant to clause 28.2: or
- b) the parties have agreed upon mediation but have been unable within 14 days of such agreement to agree upon a mediator; or
- c) no agreement has been reached in mediation within one month of the service of the notice of mediation, or within such further time as the parties may agree;

- d) then the matter in dispute may be referred to arbitration upon the service of a notice of intention to commence arbitration which shall be governed by the Arbitration Act 1996 except to the extent modified by this agreement.
- e) The arbitration shall be by a single arbitrator. If the parties cannot agree upon an arbitrator within 14 days of service of the notice of intention to commence arbitration either party may request the President of the Arbitrators and Mediators Institute of New Zealand Inc. to appoint a sole arbitrator. Each party shall meet its own costs in preparing and attending for arbitration. The costs of the arbitrator shall be shared equally between the parties unless otherwise determined by the arbitrator.

30.0 Definitions

30.1 In these rules

- (a) "Committee" means the Committee of the Association
- (b) "Committee Meeting" means a Meeting of the Committee
- (c) "Committee Member" means any Member who is on the Committee
- (d) "Meeting" means any Annual General Meeting and any special Meeting and Committee Meeting.
- (e) "Money or Other Assets" means any real or personal property or interest therein owned or controlled to any extent by the Association.
- (f) "Rules" means these rules being the rules of the Association included in this Constitution document
- (g) "Association Meetings" means the Annual General Meeting or any special Meeting but not the Committee Meeting.
- (h) "Use Money or Other Assets" means how to handle, invest, transfer, give, apply, expand, dispose of, or in any way deal with Money or other assets.