



THE AGGREGATE & QUARRY
ASSOCIATION OF NZ

Constitution of Aggregate & Quarry Association of New Zealand

TABLE OF CONTENTS

1. DEFINITIONS AND INTERPRETATION
 2. NAME
 3. REGISTERED OFFICE
 4. OBJECTS/PURPOSES
 5. POWERS
 6. MEMBERSHIP
 7. ANNUAL SUBSCRIPTION
 8. LEVY
 9. RESIGNATION
 10. TERMINATION, EXPULSION & SUSPENSION
 11. PROPERTY
 12. OFFICERS
 13. ELECTION OF OFFICERS
 14. BOARD
 15. BOARD: DUTIES AND POWERS
 16. CHIEF EXECUTIVE OFFICER
 17. AUDITOR
 18. ANNUAL GENERAL MEETING
 19. SPECIAL GENERAL MEETING
 20. CONDUCT OF GENERAL MEETINGS
 21. BOARD MEETINGS
 22. BY-LAWS AND STANDING ORDERS
 23. ALTERATIONS OF CONSTITUTION
 24. REMITS
 25. DISPUTE RESOLUTION PROCEDURES
 26. PECUNIARY GAIN
 27. DISSOLUTION
 28. CONTACT PERSON
- APPENDIX 1 – STANDING ORDERS

CONSTITUTION

1. DEFINITIONS AND INTERPRETATION

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

"**Act**" means the Incorporated Societies Act 2022.

"**Annual General Meeting**" means any annual general meeting of the Association.

"**Associate Member**" means any Person granted Membership under Clause 6.3.

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

"**Board**" means the governing committee of the Association consisting of the Officers set out in Clause 14 and together having the rights and powers set out in Clause 15.

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

"**By-law**" means a by-law made by the Board under Clause 22.

"**CEO**" means the Chief Executive Officer appointed under Clause 16.

"**Chair**" means the Chair of the Association elected under Clause 12.2.

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

"**Deputy Chair**" means the Deputy Chair of the Association elected under Clause 12.2.

"**Financial Member**" means any Member with no outstanding Subscription or Levy.

"**Full Member**" means any Person granted Membership under Clause 6.2.

"**General Meeting**" means any Annual General Meeting or Special General Meeting.

"**Levy**" means any levy payable under Clause 8.

"**Life Member**" means any individual elected as a life member under Clause 6.4.

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

"**Member**" means any Full Member, Associate Member or Life Member and "**Membership**" means membership in the Association.

"**Officer**" has the definition set out in the Act, and includes any Board member and the CEO.

"**Person**" means any individual, 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.

"**Special General Meeting**" means any special general meeting of the Association.

"**Standing Orders**" means the Association's standing orders set out in Appendix 1, subject to any amendment or replacement by the Board approved at a General Meeting from time to time.

"**Subscription**" means the subscription fee payable by Members under Clause 7.

"**Year**" means the Association's financial year of 1 April to 31 March of the following year.

- 1.2. 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.

2. NAME

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

3. REGISTERED OFFICE

- 3.1. The registered office of the Association shall be at 93 The Terrace, Wellington or such other place as the Board may determine.

4. OBJECTS/PURPOSES

- 4.1. The purposes of the Association are to:
- (a) 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) represent the aggregate industry at all levels and to maintain and improve industry public relations;
 - (c) maintain and improve industry safety, quality and ethics;
 - (d) foster and co-ordinate industry training;
 - (e) maintain a professional advisory and information service;
 - (f) represent and advocate for the Association and its members on all legislative and public policy matters relevant to its interests;
 - (g) engage in marketing, research, promotional and educational activities for the advancement of members;
 - (h) service the needs of the members and provide tangible membership benefits;
 - (i) associate with any Person with common interests in New Zealand or overseas; and
 - (j) do all matters reasonably incidental to any of the above or considered to be in the best interests of the Association.

5. POWERS

- 5.1. The Association has full rights, powers, privileges and capacity under section 18 of the Act, including the power to do all things deemed necessary or desirable for the carrying out of any one or more of its purposes set out in Clause 4, subject to any limitation set out in this Constitution, including Clause 5.2.
- 5.2. If the value of any proposed transaction of the Society (including in relation to any property, loan, security or capital raise) exceeds \$50,000, the decision must be ratified by a two-thirds of members present at a Special General Meeting called for that purpose.

6. MEMBERSHIP

- 6.1. **Classes of Membership:** The Members of the Association shall be divided into the following classes of Membership:
 - (a) Full Member;
 - (b) Associate Member; and
 - (c) Life Member.
- 6.2. **Full Membership:** Any person engaged in the business of aggregate production in New Zealand may submit a written application to the Board to become a Member and shall become a full member of the Association upon such application being approved by the Board and any required Subscription being paid by that person.
- 6.3. **Associate Membership:** Any person engaged in providing goods and services to the aggregate industry or who, in the opinion of the Board, is closely related with the industry may on written application and approval by the Board be admitted as an Associate Member on payment of the Subscription. Associate Members may attend and speak at meetings and may vote and be elected to office.
- 6.4. **Life Membership:** Any individual who the Board considers has given outstanding service to the Association and/or the aggregate industry may be elected by the Board or at a General Meeting as a Life Member. A Life Member may vote and hold office and have any other rights and privileges determined by the Board but is not required to pay any Subscription.
- 6.5. **Rejection of Membership Application:** Any person whose application for membership under Clause 6.2 or 6.3 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.
- 6.6. **Cessation of Membership:** Subject to payment of the Subscription, Membership continues from the date of approval or election under this clause 6 until the date of any resignation under Clause 9 or suspension or termination under Clause 10.
- 6.7. **Register of Members:** The Board shall ensure that a register of Members is kept and maintained in accordance with the Act. Members shall promptly notify the Board of any changes to their name or contact details to ensure that such register is kept up to date.

7. ANNUAL SUBSCRIPTION

- 7.1. Full Members shall pay such annual or other subscription fees as may be fixed from time to time at a General Meeting on the recommendation of the Board. Associate Members shall pay the annual or other subscription fees fixed by the Board from time to time.
- 7.2. Subscriptions are payable at the times and in the manner directed by the Board.
- 7.3. If any Member fails to pay the Subscription promptly when due, their membership may be terminated by the Board in accordance with Clause 10.1, in which case:
 - (a) They shall not be relieved from payment of any Subscription, Levy or other payment due or payable at the time of cessation of Membership;

- (b) No Subscriptions, Levies or other payments already paid to the Association shall be refunded; and
- (c) If the person wishes to be reinstated as a Member following termination of their Membership, they shall re-apply for Membership under Clause 6.2 and may be granted Membership subject to full payment of all outstanding sums due.

8. LEVY

- 8.1. A General Meeting may, on the recommendation of the Board, 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 the Board is necessary for the Association's purposes or operation. Such resolution must be passed by seventy five percent (75%) of those participating in the General Meeting (including those present in person or by proxy, attending in the manner set out in section 87 of the Act or casting votes by postal or electronic means). The total amount levied on any Member in any Year shall not exceed the amount of the Subscription payable by that Member in that Year and shall be payable in the manner directed by the Board.

9. RESIGNATION

- 9.1. Any Member may terminate their membership by giving one month's written notice of their resignation to the CEO. Clause 7.3(a) to (c) apply upon such 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; or
 - (c) died or become bankrupt or insolvent, liable to be placed in liquidation, receivership, voluntary administration or statutory management, ceased to carry on a substantial part of its business or made an assignment or other arrangement for the benefit of creditors.
- 10.2. **Grounds for expulsion:** A Member shall be liable to be expelled from the Association in accordance with Clause 10.3 if they:
- (a) breach this Constitution or any By-Laws or Code of Ethics set by the Board for Members; or
 - (b) take any action which, in the opinion of the Board, could bring the Association into disrepute or is against the interest of the Association.
- 10.3. **Procedures for expulsion**
- (a) A Member or the CEO may notify the Board if they believe a Member may be liable to expulsion under Clause 10.2.
 - (b) Subject to the dispute resolution procedures referred to in Clause 25, where the Board receives such notice and wishes to pursue it, it may decide to refer the issue for investigation by the CEO. 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 CEO 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; are against the interest of the Association or breached any Code of Ethics set by the Board for Members.

- (d) A copy of the CEO'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 CEO'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. The dispute resolution procedures referred to in Clause 25 shall apply in relation to investigating and determining any potential expulsion under this Clause to the extent that such procedures do not expressly conflict with any provision of this Clause 10.
- 10.6. **Suspension:** The Board may elect to suspend a Member who is the subject of an investigation under Clause 10.2 for the duration of the investigation if, in the opinion of the majority of the Board continuation of their Membership during the investigation would bring the Association into disrepute or be against the interest of the Association.

11. PROPERTY

- 11.1. 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. Any Financial Members may be elected to hold any one of six (6) Board positions available for election from time to time under Clause 13, provided that at the time of their election at least:
- (a) Two (2) Board members shall be resident in the North Island; and
 - (b) Two (2) Board members shall be resident in the South Island.
- 12.2. The Chair and Deputy Chair shall be elected by the incoming Board from within their number as soon as possible after the election of the Board.
- 12.3. Officers shall hold office for a term of two years from the conclusion of the General Meeting in which they are elected (or any other term agreed at that General Meeting) unless they are sooner removed from office by death, resignation, cessation of Membership or otherwise in accordance with Clause 13. Officers are eligible for re-election when their term expires.

13. ELECTION OF OFFICERS

- 13.1. An election of officers will take place at each General Meeting where there are vacancies to fill in accordance with Clause 13.2.
- 13.2. Vacancies on the Board shall be notified to Members with a request for nominations at least 60 days prior to a General Meeting at which officers will be elected. Nominations will close on the date listed on the notice but no less than 30 days prior to the General Meeting. Details of nominees, together with proxy forms, will be sent to members at least 21 days prior to the General Meeting.
- 13.3. Ballots shall be secret and only Financial Members and Life Members may vote. Votes will be made on the designated forms either before or at the General Meeting. The nominee for each office gaining the highest number of the votes shall be declared to be successful.
- 13.4. Any vacancy in any office prior to any General Meeting may be filled by selection of another Financial Member by the Board.

- 13.5. **Removal of Officers:** Any officer may be removed from office at any General Meeting 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 CEO 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.
- 13.6. 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.
- 13.7. The Board may elect to remove an Officer who becomes physically or mentally incapacitated to the extent that they cannot carry out their duties as a Board Member.
- 13.8. Any Officer absent from two consecutive meetings without leave of absence may immediately be removed from office by written notice from the Chair.
- 13.9. 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 Board consists of:
- (a) All the Officers 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 rights and powers 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) Delegate any of its functions including to any committee or sub-committee;
 - (b) Make, amend or rescind By-laws (provided that any By-laws are not inconsistent with this Constitution or the Act), which shall be binding on all Members;
 - (c) Obtain the opinion or approval of Members by resolution in writing in accordance with section 89 of the Act or otherwise in lieu of calling a formal General Meeting, and act in accordance with such resolution as if it had been determined by General Meeting.
- 15.3. The funds of the Association shall be under the control and management of the Board subject to any limitations set by any resolution of the Association.

16. CHIEF EXECUTIVE OFFICER

- 16.1. The Board shall appoint a CEO to carry out all such duties as are required to manage the affairs of the Association. The CEO shall be accountable to the Board.
- 16.2. The role and responsibilities of the CEO shall be detailed in a Position Description, which shall be kept up to date by the Board.
- 16.3. The CEO 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 may (at the Board's discretion) 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 may be 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 of the Association shall be audited by the Auditor and certified as correct (or otherwise) before they are submitted to the Annual General Meeting.

18. ANNUAL GENERAL MEETING

- 18.1. The Annual General Meeting shall be held between 1 April and 30 September and no later than 15 months after the previous Annual General Meeting 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) Setting the Subscriptions for the next Year;
 - (d) Considering, and if necessary, acting on any motion of which due notice has been given;
 - (e) Confirmation of election of Officers under Clauses 12 and 13;
 - (f) Appointment of the Auditor; and
 - (g) General business.
- 18.2. At least twenty-one (21) days before the date of the Annual General Meeting notice of the Annual General Meeting, including the time, date and venue of the meeting and the business to be conducted at the meeting, shall be sent to all Financial Members.

19. SPECIAL GENERAL MEETING

- 19.1. The CEO or the Board shall call a Special General Meeting if at any time;
 - (a) The Board considers such a Meeting necessary or desirable; or
 - (b) The CEO or the Board receives a written request to do so signed by not less than twenty percent (20%) of the Financial Members.
- 19.2. A Special General Meeting required under Clause 19.1(b) must be called without delay and be set for a date 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 purpose, date, time and place of the meeting must be sent to all Financial Members.
- 19.4. Only the business specified in the notice of a Special General Meeting may be transacted at that meeting.

20. CONDUCT OF GENERAL MEETING

- 20.1. At all General Meetings, the meeting shall be chaired by:
 - (a) The Chair; or
 - (b) In the Chair's absence, the Deputy Chair; or
 - (c) In the absence of the Chair and Deputy Chair, a Board member elected at the meeting.
- 20.2. The quorum of any General Meeting shall be ten (10) or twenty percent (20%) of the Financial Members (including those participating in the meeting by proxy, attending in the manner set out in section 87 of the Act or by casting votes by postal or electronic means in the manner permitted by the Board).
- 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 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 by signed written notice appoint any other Member his/her proxy to attend and vote on their behalf. Such proxy must be produced to the Chair 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.
- 20.10. Minutes of each General Meeting shall be kept in the manner directed by the Board.

21. BOARD MEETINGS

- 21.1. The CEO shall call a Board Meeting;
 - (a) At such place(s) and time as the Chair or, in the Chair's absence, the Deputy Chair 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 CEO 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 in the case of a 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 electronic means; or
 - (c) Such shorter time as in the opinion of the Chair or the Deputy Chair 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) Fifty percent (50%) 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 CEO receiving a valid requisition under Clause 21.1(b).
- 21.5. A Board Meeting may be held in two or more places simultaneously via electronic means.
- 21.6. At all Board Meetings, the meeting shall be chaired by:
- (a) The Chair; or
 - (b) In the Chair's absence, the Deputy Chair; or
 - (c) In the absence of the Chair and Deputy Chair, another Board member elected at the meeting.
- 21.7. At all Board Meetings 50% of Board members shall be a quorum.
- 21.8. If a quorum is not present for a Board Meeting, decisions made at that meeting shall only be implemented once ratified by a meeting of Board members containing a quorum.
- 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 CEO may conduct a poll of Board members by any electronic means 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 where a quorum is present.
- 21.12. To the extent permitted under section 67 of the Act, no Special Meeting is required under section 64(3) of the Act (in the event that 50% or more of the Board members are prevented from voting on any matter due to them being interested in the matter).

22. BY-LAWS AND STANDING ORDERS

- 22.1. Notwithstanding clause 23.1 or any other provision of this Constitution, new or amended By-laws and Standing Orders made by the Board under clause 15.2:
- (a) are not required to be submitted to a General Meeting for approval; and
 - (b) shall be binding on all Members immediately on the date fixed by the Board for the relevant By-law or Standing Order to come into force.

23. ALTERATION OF CONSTITUTION

- 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 or otherwise participating at a General Meeting vote in favour (including by proxy, attending in the manner set out in section 87 of the Act or by casting votes by postal or electronic means in the manner directed by the Board).
- 23.2. Notice of any proposed new clause, or alteration or suspension of an existing clause must be in writing to the CEO.
- 23.3. In the case of such a motion being proposed for an Annual General Meeting the CEO 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 CEO 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.
- 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. DISPUTE RESOLUTION PROCEDURES

- 25.1. The Association adopts the dispute resolution procedures set out in Schedule 2 of the Act for resolving disputes, including how a complaint may be made. Such procedures shall be deemed to be set out in this Constitution.

26. PECUNIARY GAIN

- 26.1. No Member shall receive or obtain any pecuniary gain as a Member. However, this shall not prevent any Member receiving:
 - (a) a wage, salary or contractual payment from the Association; or
 - (b) 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 purposes and objectives of the Association. No Member 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.
- 26.3. Any such income, benefit or advantage 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 this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

27. DISSOLUTION

- 27.1. The Association may only be dissolved:
 - (a) at a Special General Meeting called by the Board for that purpose; or

- (b) otherwise in accordance with the Act.
- 27.2. The Board shall call a Special General Meeting to consider the dissolution of the Association on application in writing by at least 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 the higher of ten (10) or twenty percent (20%) of the Financial Members (including those participating in the meeting by proxy, attending in the manner set out in section 87 of the Act or by casting votes by postal or electronic means in the manner permitted by the Board).
- 27.5. At such a meeting, votes by proxy or cast by postal or electronic means shall be admitted and Financial Members may attend in any manner set out in section 87 of the Act if permitted by the Board.
- 27.6. The Board shall administer the winding up or dissolution of the Association in accordance with the Special General Meeting resolution and the Act.
- 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 to either;
- (a) One or more charitable organisations or institutions nominated by the Board; or
 - (b) A not-for-profit organisation or other not-for-profit entity 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 Special General Meeting, or in the absence of such a direction, as decided by the Board.
- 27.8. Notwithstanding the provision in Clause 23 for the amendment of this Constitution, there shall be no power for Clause 27.7 to be amended so as to allow distribution of any Association funds to any members of this or a subsequent organisation other than any not-for-profit entity.

28. CONTACT PERSON

- 28.1. The Board must appoint at least one (1), and a maximum of three (3), persons to be the Association's "contact person" (as defined in the Act), and notify the Registrar of Incorporated Societies of any changes in relation to any contact person, in accordance with the Act.



Member, Aggregate & Quarry Association of New Zealand



Member, Aggregate & Quarry Association of New Zealand

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 Chair. 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 Chair, nor during a vote, except to a point of order.
4. **Chair's Ruling Disagreed With:** On submission of a motion, "That the Chair's ruling not be upheld" then the following shall apply:
 - (a) The Chair shall immediately leave the chair, which will then be occupied by the Deputy Chair or his or her nominee.
 - (b) The Member moving the motion shall explain to the meeting his or her reason for challenging the Chair's decision.
 - (c) The Chair 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 Chair shall return to the chair.
 - (f) If the motion is rejected, the Chair 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 Chair considers a ballot appropriate.
 - (b) If demanded, a secret ballot shall be taken in such a manner as the Chair directs.
 - (c) In the case of equal votes, the Chair 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 Chair as to the result shall be conclusive unless:
 - (i) the Chair 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 Chair directs.
- (e) In the case of equal votes, the Chair shall have a casting vote.