



CONCRETE NEW ZEALAND  
INCORPORATED

# RULES

VERSION 8.1  
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# THE RULES OF CONCRETE NEW ZEALAND INCORPORATED – VERSION 8.1

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# INTRODUCTION

A number of participants in the cement and concrete industry in New Zealand wish to form a new society to assume the activities and further the objects of certain existing cement and concrete industry organisations.

## 1. FORMATION

### NAME

1.1 The name of the society will be Concrete New Zealand Incorporated (**CNZ**).

### REGISTERED OFFICE

1.2 The registered office of CNZ will be at such place as the board from time to time determines.

### OBJECTS

1.3 The objects of CNZ are to:

- 1.3.1 develop and defend the markets for concrete
- 1.3.2 position concrete as a sustainable material of choice for the built environment
- 1.3.3 develop and maintain industry related research
- 1.3.4 develop and provide training in concrete related matters
- 1.3.5 promote and encourage ethical conduct amongst members
- 1.3.6 conduct, promote and assist with activities related to the concrete industry
- 1.3.7 institute, promote and support, or oppose, legislative or other measures or proceedings affecting the interests of the industry
- 1.3.8 share industry knowledge and technical information
- 1.3.9 carry out any other related activities that are in the interests of the industry.

### POWERS OF CNZ

1.4 In addition to its statutory powers, CNZ:

- 1.4.1 may use its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as necessary
- 1.4.2 may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as necessary
- 1.4.3 may negotiate joint venture agreements and other contracts to achieve CNZ's objects

- 1.4.4 may invest in any investment in which a trustee may invest
  - 1.4.5 will have the power to borrow or raise money by debenture, bonds, mortgage and other means with or without security. However, this borrowing power will only be exercised by a resolution at a general meeting of which 10 clear days prior written notice has been given to all members
  - 1.4.6 will have the power to do all lawful acts and things incidental or conducive to the attainment of CNZ's objects.
- 1.5 Notwithstanding any other provision, CNZ will only use its money to further purposes recognised by law. No money of CNZ is to be applied for the sole personal or individual benefit of any member.

## **2. MEMBERSHIP**

### **INITIAL MEMBERS**

- 2.1 The initial members of CNZ are those Persons who are members of CNZ at the time it is incorporated.

### **NEW MEMBERS**

- 2.2 Membership of CNZ will be open to any Person approved by the board who meets the eligibility criteria for the class of membership for which they have applied.
- 2.3 Any Person wishing to become a member must complete and submit to the Secretary an application form (in the form from time to time approved by the board) and pay any application, subscription and/or other fee set by the board pursuant to these rules.

### **CLASSES OF MEMBERSHIP**

- 2.4 CNZ will have the classes of membership set out in Schedule 1. The board may amend these classes from time to time.
- 2.5 The eligibility criteria for each class of membership are set out in Schedule 1. The board may amend the eligibility criteria from time to time.
- 2.6 Each class of membership shall have the voting and other rights provided for in these rules together with such other rights and entitlements as the board from time to time determines.

### **ANNUAL SUBSCRIPTION AND OTHER FEES**

- 2.7 Subscription and other fees payable by members including associate members, shall be set by the board in agreement with the sector groups and sections. The board may determine the method of payment for those fees as it thinks fit.

## **REGISTER OF MEMBERS**

- 2.8 The Secretary will keep and maintain a register of members. The register of members will, in respect of each class of membership, set out the full name, address, and date of entry of the name of each member. The register will be available for inspection and copying by members upon request.

## **MEMBERSHIP IS PERSONAL**

- 2.9 The rights and duties of a member are personal. They cannot be assigned or transmitted to anyone else. Membership rights and duties end when membership ends.

## **CESSATION OF MEMBERSHIP**

- 2.10 A member will cease to be a member of CNZ if the member:
- 2.10.1 resigns from CNZ
  - 2.10.2 is expelled from CNZ
  - 2.10.3 ceases to meet the relevant criteria for membership.

## **RESIGNATION OF MEMBER**

- 2.11 A member of CNZ may resign from CNZ by giving notice in writing to the Secretary of his, her or its resignation.
- 2.12 The Secretary must record in the register of members the date on which the member ceased to be a member.

## **DISCIPLINE OF A MEMBER**

- 2.13 If the board believes that a member has failed to comply with these rules, or is guilty of conduct unbecoming of a member or prejudicial to the interests of CNZ, it may resolve to do any of the following:
- 2.13.1 expel the member from CNZ
  - 2.13.2 suspend the member from membership of CNZ for a specified period
  - 2.13.3 fine the member an amount not exceeding \$500.

## **BOARD MUST INFORM MEMBER OF EXPULSION, SUSPENSION OR FINE**

- 2.14 The board must promptly notify the member of its resolution to expel, suspend or fine the member and the grounds on which it is based.

## **OBLIGATIONS ON CESSATION OF MEMBERSHIP**

- 2.15 A member who has resigned or been expelled from CNZ will cease to hold himself, herself or itself out as a member of CNZ and will return to CNZ all material produced by CNZ (including membership certificate, handbooks and manuals).

## **READMISSION OF FORMER MEMBERS**

- 2.16 Any former member may apply for readmission as a member in the manner prescribed for admission of new members.

## **OBLIGATIONS OF MEMBERSHIP**

- 2.17 Members must treat all information relating to commercial arrangements entered into by CNZ as strictly confidential and must not disclose any information regarding CNZ to any third party without the prior written approval of CNZ.

# **3. MEETINGS**

## **ANNUAL GENERAL MEETING**

- 3.1 CNZ must convene an annual general meeting of its members in each calendar year. The board must set the date of the meeting. The notice convening the annual general meeting must state that the meeting is the annual general meeting. The ordinary business of the annual general meeting is as follows:
- 3.1.1 to confirm the minutes of the last annual general meeting and any general meeting held since that meeting
  - 3.1.2 to receive from the board reports on the transactions of CNZ during the last financial year
  - 3.1.3 to appoint an auditor to audit CNZ's accounts.
- 3.2 The meeting may also transact any special business of which notice is given in accordance with these rules.

## **SPECIAL GENERAL MEETINGS**

- 3.3 Any general meeting of CNZ except the annual general meeting is a special general meeting. The board may convene a special general meeting whenever it thinks fit. Reference in these rules to general meetings includes both annual general meetings and special general meetings.

## **SPECIAL GENERAL MEETING AT REQUEST OF MEMBERS**

- 3.4 The board must also convene a special general meeting if the chairpersons or authorised delegates of not less than 3 sector groups or sections request the Secretary in writing to do so. The request must state the purpose of the meeting and must be signed by the person making the request.

## **NOTICE OF MEETINGS**

- 3.5 At least 14 days before the date fixed for a general meeting of CNZ, the Secretary must send each member of CNZ a notice by prepaid post or by email specifying the place, date

and time of the meeting and the nature of the business to be transacted at it. The notice must be sent to the addresses or email addresses noted in the register of members.

## **LIMITATION ON BUSINESS TO BE TRANSACTED**

- 3.6 No business may be transacted at a general meeting of CNZ except the business specified in the notice of meeting. A member who wants an item of business to be transacted at a general meeting may give notice of the business in writing to the Secretary. The Secretary must include the business in the next notice of a general meeting.

## **QUORUM**

- 3.7 An item of business may not be transacted at a general meeting unless a quorum of members entitled to vote is present while the item is being transacted. The quorum is 25 members entitled to vote and each sector group/Learned Society Section is to be represented. If a quorum is not present at the time for commencement of a meeting and is still not present half an hour later, the following rules apply:
- 3.7.1 if the meeting was convened at the written request of members, the meeting is automatically dissolved
  - 3.7.2 in any other case, the meeting is automatically adjourned to the same time and day in the next week. It is to be held in the same place unless the chairperson specifies another place at the time of the adjournment or by a written notice given to members at least 24 hours before the date of the adjourned meeting.
- 3.8 If a quorum is not present at the time of the commencement of an adjourned meeting, and is still not present half an hour later, the quorum becomes three members. If that quorum is not present, the meeting is automatically dissolved.

## **CHAIRPERSON AT MEETINGS**

- 3.9 The Chairperson must preside as chairperson at each general meeting of CNZ. If the Chairperson is absent, the members present must elect one of their number to preside as chairperson at their meeting.

## **ADJOURNMENT OF MEETINGS**

- 3.10 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with its consent. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

## **LIMITATION ON BUSINESS**

- 3.11 No business may be transacted at an adjourned meeting except the business left unfinished at the original meeting.



## THE ENTITLEMENT TO VOTE

- 3.12 A member is entitled to vote at a general meeting unless he, she or it owes an amount to CNZ that is overdue.
- 3.13 Associate members and Student Members are not entitled to vote at a general meeting.

## VOTING BY SHOW OF HANDS

- 3.14 A question that is to be decided at a general meeting of CNZ is to be decided in the first instance by way of a show of hands.
- 3.15 A member who is entitled to vote has one vote on any question that is to be decided at a general meeting by a show of hands. This is the case regardless of whether that member is a member of two or more membership classes. A vote must be given personally or by proxy. If votes on a question are tied, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 3.16 Unless a ballot is demanded in accordance with clause 33.17, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of CNZ, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

## DEMANDING OF A VOTING BY BALLOT

- 3.17 If at least three members entitled to vote at a general meeting demand a ballot on a question that is to be decided at the meeting, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson's declaration on a show of hands. In the latter case, the ballot overrides the show.
- 3.18 The Secretary, or where the Secretary is absent another member appointed by the chairperson, shall conduct the ballot and be responsible for counting the votes following the ballot.
- 3.19 A ballot that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately. Any other ballot must be taken before the close of the meeting.
- 3.20 Where a ballot is demanded the question to be decided shall be passed if a 67% majority of the sector groups and sections represented by their respective chairpersons or an authorised delegate, vote in favour of it.

## PROXY

- 3.21 A member may appoint another member as his, her or its proxy at a meeting by giving the Secretary a notice in the form prescribed by the board no later than 24 hours before the time of the meeting.

## 4. BOARD

### BOARD TO GOVERN CNZ

- 4.1 CNZ shall be governed by a board. The board may exercise all the powers of CNZ except those that the rules require to be exercised by an annual general meeting or special general meeting.

### INITIAL BOARD

- 4.2 The initial board of CNZ shall comprise the members of the board of the Cement & Concrete Association of New Zealand Incorporated at the time CNZ is incorporated. The initial board members will hold office for a period of 12 months following the incorporation of CNZ, after which the board shall comprise members appointed in accordance with clause 4.3.

### COMPOSITION OF THE BOARD

- 4.3 Following the end of the initial board's term, the board of CNZ shall comprise:
- 4.3.1 3 members appointed by the Cement Industry Members. These members will hold office for a term of 3 years and are each eligible for re-appointment for one further 3 year term
  - 4.3.2 1 member appointed by the Learned Society Section. This member shall hold office for a term of two years and shall be eligible for re-appointment for a further term or terms as put forward by that section with the approval of the board. The maximum continuous term that can be served by a member is six years
  - 4.3.3 1 member appointed by the Precast Sector Group. This member shall hold office for a term of two years and shall be eligible for re-appointment for a further term or terms as put forward by that sector group with the approval of the board. The maximum continuous term that can be served by a member is six years
  - 4.3.4 1 member appointed by the Ready Mixed Concrete Sector Group. This member shall hold office for a term of two years and shall be eligible for re-appointment for a further term or terms as put forward by that sector group with the approval of the board. The maximum continuous term that can be served by a member is six years
  - 4.3.5 1 member appointed by the Concrete Masonry Sector Group. This member shall hold office for a term of two years and shall be eligible for re-appointment for a further term or terms as put forward by that sector group with the approval of the board. The maximum continuous term that can be served by a member is six years
  - 4.3.6 Up to 2 independent persons (being individuals who the board considers to be independent of any particular sector group or section of CNZ) appointed by the board. These members shall hold office for a term of 3 years and shall be eligible for re-appointment for one further 3 year term.

- 4.4 The board may also appoint one additional board member if it feels that it is necessary to do so in order fill a skills or knowledge gap on the board or otherwise assist the board with the governance of CNZ. Where appointed, an additional board member will hold office for such term as the board determines at the time of appointment.

## **INITIAL TERMS**

- 4.5 Notwithstanding the terms of office specified in clause 4.3 the board shall determine the term of office of the first board members appointed pursuant to clause 4.3. This is to ensure that not all board members come up for appointment at the same time, and that appropriate continuity is maintained.

## **CHAIRPERSON**

- 4.6 The board will elect one of its members as the Chairperson. Unless the board determines otherwise, the Chairperson will hold office for a term of 3 years and will be eligible for re-appointment for one further 3 year term. The Chairperson's term of office and eligibility for re-appointment shall however be subject to the elected Chairperson's term of office, and eligibility for re-appointment as a member of the board. A Chairperson cannot hold office as Chairperson beyond their term of office as a member of the board.

## **VACATION OF OFFICE**

- 4.7 The office of a member of the board becomes vacant if that member:
- 4.7.1 ceases to be a member of CNZ (other than an independent board member or additional board member appointed under clause 4.4)
  - 4.7.2 resigns from office by giving the Secretary notice in writing
  - 4.7.3 is removed in accordance with clauses 4.8 to 4.10
  - 4.7.4 becomes bankrupt
  - 4.7.5 dies.

## **REMOVAL OF BOARD MEMBERS FROM OFFICE**

- 4.8 Board members appointed by a group or section of CNZ may be removed, and another member appointed in his or her place, by the relevant group or section.
- 4.9 The board may remove an independent board member, and may appoint another member in his or her place.
- 4.10 If a board member fails to attend three consecutive board meetings without acceptable reasons, or is in the view of the board, acting unreasonably, or not fulfilling his or her obligations as a board member, the board may remove that board member by a resolution signed, or voted in favour of, by all board members (excluding the affected member). If a board member is removed by the board pursuant to this clause, the sector group or section that appointed that member may appoint another member in his or her place.

## **PROCEEDINGS OF THE BOARD**

- 4.11 The board must meet at least four times each calendar year. The Chairperson or any four members of the board may convene a meeting. Adequate notice of a meeting must be given to members of the board. The notice must specify the place, date and time of the meeting and the nature of business to be transacted at it.

## **QUORUM AT A BOARD MEETING**

- 4.12 An item of business may not be transacted at a board meeting unless a quorum of members entitled to vote is present while the item is being transacted. The quorum is four members of the board. If a quorum is not present at the time for commencement of a meeting, and is still not present half an hour later, the meeting is automatically adjourned to the same time and day in the next week. It is to be held in the same place unless the chairperson specifies another place at the time of the adjournment or by a written note given to the board members at least 24 hours before the date of the adjourned meeting.
- 4.13 If a quorum is not present at the time of the commencement of an adjourned meeting, and is not present half an hour later, the meeting is automatically dissolved.

## **CHAIRPERSON AT BOARD MEETINGS**

- 4.14 The Chairperson must preside as chairperson at each board meeting. If the Chairperson is absent, the members present must elect one of their number to preside as chairperson at the meeting.

## **ADJOURNMENT OF BOARD MEETINGS**

- 4.15 The chairperson of a board meeting at which a quorum is present may adjourn the meeting with its consent. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

## **VOTING BY SHOW OF HANDS AT A BOARD MEETING**

- 4.16 A question that is to be decided at a board meeting has to be decided on a show of hands. A declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority or lost, plus an entry to that effect in the minute book of CNZ, is evidence of the fact, without proof of the number or proportion of the votes recorded for and against that resolution.

## **ENTITLEMENT TO VOTE AT A BOARD MEETING**

- 4.17 Every board member is entitled to vote at a board meeting. If a member owes an amount to CNZ that is overdue, the remaining board members may by majority vote suspend that member's right to vote until the member has paid the overdue amount.

## SECRETARY

- 4.18 The board must appoint one of its members as the Secretary of CNZ.
- 4.19 The Secretary will be responsible for ensuring that:
  - 4.19.1 minutes of the resolutions and proceedings of each general meeting and each board meeting are kept in CNZ's minute book and the board's minute book.
  - 4.19.2 members of the board are kept informed promptly of all significant events
  - 4.19.3 regular communication with members is maintained
  - 4.19.4 such information as may be requested from time to time by any member is provided.
- 4.20 The Secretary must also complete such other duties as the board may determine from time to time.

## 5. PROJECT ADVISORY COMMITTEE

### COMPOSITION OF COMMITTEE

- 5.1 The Project Advisory Committee shall comprise no fewer than 4 and no more than 9 members appointed as follows:
  - 5.1.1 Up to 2 members appointed by the Stakeholder Group
  - 5.1.2 Up to 4 members appointed by the Sector Groups, with each Sector Group having the right to appoint 1 member
  - 5.1.3 1 member appointed by the Learned Society Section
  - 5.1.4 Up to 2 members appointed by the board.

### ROLE OF THE PROJECT ADVISORY COMMITTEE

- 5.2 The role of the Project Advisory Committee is to:
  - 5.2.1 Review the project proposals put forward by the Sector Groups and the Learned Society Section
  - 5.2.2 Make recommendations to the Board as to which projects should be funded on an annual basis
  - 5.2.3 Perform such other functions and do such other things as the board may from time to time determine.

### OPERATION OF THE PROJECT ADVISORY COMMITTEE

- 5.3 The Project Advisory Committee shall operate in accordance with terms of reference approved by the board.

## **6. LEARNED SOCIETY SECTION**

### **COMPOSITION OF SECTION**

- 6.1 The Learned Society Section shall comprise members of CNZ who are Learned Society Members.

### **ROLE OF THE LEARNED SOCIETY SECTION**

- 6.2 The role of the Learned Society Section is to:
- 6.2.1 liaise with key overseas organisations such as fib, ACI, CIA and RILEM
  - 6.2.2 act as Engineering New Zealand Collaborating Tech
  - 6.2.3 award honorary memberships on behalf of the Learned Society
  - 6.2.4 award concrete prizes and awards on behalf of CNZ
  - 6.2.5 have overall responsibility for the Conference including planning and financial matters
  - 6.2.6 develop and deliver the seminar programme including budget preparation
  - 6.2.7 be the independent and professional voice on technical matters
  - 6.2.8 have financial control and responsibility for the Conference, seminar programme and awards
  - 6.2.9 launch and oversee special projects critical to the NZ Concrete Industry as determined from time to time in consultation with the board.
- 6.3 Learned Society Section may offer specialised seminars even if a particular seminar series is unlikely to be profitable. The viability of the seminar programme will be judged as a whole rather than on a series-by-series basis. The expectation however is that overall the seminar series will produce a surplus in any given financial year.

### **COMMITTEE**

- 6.4 The Learned Society Section shall be run by a committee comprising no fewer than 4 members.

### **OPERATION OF THE LEARNED SOCIETY SECTION**

- 6.5 The Learned Society Section shall operate in accordance with terms of reference approved by the board.

## **7. STAKEHOLDER GROUP**

### **COMPOSITION OF GROUP**

- 7.1 The Stakeholder Group shall comprise members of CNZ who have an interest in concrete construction or materials for concrete.

### **ROLE OF THE STAKEHOLDER GROUP**

- 7.2 The role of the Stakeholder Group is to represent the interests of related concrete industry stakeholders such as (but not limited to) industry related materials suppliers and service suppliers.

### **COMMITTEE**

- 7.3 The Stakeholder Group shall be run by a committee comprising no fewer than 4 members.

### **OPERATION OF THE STAKEHOLDER GROUP**

- 7.4 The Stakeholder Group shall operate in accordance with terms of reference approved by the board.

## **8. SECTOR GROUPS**

### **GROUPS**

- 8.1 CNZ shall have the following Sector Groups:
- 8.1.1 Ready Mixed Concrete Sector Group
  - 8.1.2 Precast Sector Group
  - 8.1.3 Masonry Sector Group
  - 8.1.4 Cement Sector Group.

### **COMPOSITION OF SECTOR GROUPS**

- 8.2 The member of each Sector Group shall be made up as follows:
- 8.2.1 Ready Mixed Concrete Sector Group shall comprise members of CNZ who are Ready Mixed Concrete Members and Ready Mixed Concrete Associate Members
  - 8.2.2 Precast Sector Group shall comprise members of CNZ who are Precast Members and Precast Associate Members
  - 8.2.3 Masonry Sector Group shall comprise members of CNZ who are Concrete Masonry Members and Concrete Masonry Associate Members
  - 8.2.4 Cement Sector Group shall comprise members of CNZ who are Cement Industry Members.

## **COMMITTEE**

8.3 Each Sector Group shall be run by a committee comprising no fewer than 4 members.

## **OPERATION OF THE SECTOR GROUPS**

8.4 The Sector Groups shall operate in accordance with terms of reference approved by the board.

8.5 The terms of reference for the Ready Mixed Concrete Sector Group shall include terms relating to the continuation of the Plant Audit Scheme.

8.6 The terms of reference for the Precast Sector Group shall include terms relating to the continuation of the Precast Plant Certification Scheme.

## **9. CHIEF EXECUTIVE**

9.1 The board may appoint a person to the role of Chief Executive of CNZ.

9.2 The role of the Chief Executive will include managing the operations of CNZ, assisting the board in ensuring that CNZ meets its objects and statutory obligations, and such other roles as the board may determine from time to time.

## **10. INDEMNITY**

10.1 The members of the board and the members of any committee formed under these rules will at all times be held indemnified by CNZ from and against all claims, acts, proceedings and damages made, suffered or sustained by a board or committee member as a result of his or her carrying out in good faith the requirements of the board or committee.

## **11. BYLAWS**

11.1 The board from time to time may make and amend regulations, bylaws and policies for the conduct and control of CNZ activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any member on request.



## 12. MISCELLANEOUS

### ALTERATION OF RULES

- 12.1 The rules of CNZ may be altered, added to or rescinded at any annual or general meeting of CNZ. The notice given to members will contain a copy of or state briefly the nature of the resolution to be moved at the general meeting. A copy of the motion, resolution or business will be lodged with the Secretary at least 14 days prior to the meeting. The resolution will be effective if passed by not less than three quarters of the members present at the meeting.
- 12.2 CNZ will register any alteration or addition to the rules as required by the Incorporated Societies Act 1908 or any Act passed in substitution for it.

### EXECUTION OF DOCUMENTS

- 12.3 The Secretary will retain the common seal of CNZ.
- 12.4 Documents will be executed by CNZ pursuant to a resolution of the board in one of the following ways:
- 12.4.1 by affixing the common seal witnessed by the Chairperson and countersigned by some other member of the board
  - 12.4.2 where the document is not required by statute to be executed under common seal, the Chairperson and some other member of the board signing on behalf of CNZ.

### ANNUAL FINANCIAL STATEMENTS

- 12.5 Every year a set of annual financial statements will be prepared by or at the instigation of the board showing all the receipts and expenditure of CNZ since the preceding annual financial statements and will include a general statement of the funds, effects, liabilities, assets and all mortgages, charges and securities of any description affecting any property of CNZ.
- 12.6 The annual financial statements will be audited prior to the annual general meeting in each year.
- 12.7 The annual financial statements will be submitted to and approved by the members at the annual general meeting of CNZ.
- 12.8 The board will ensure that the annual financial statements and a certificate in the required form signed by a member of the board certifying that the annual financial statements have been approved, is sent to the Registrar of Incorporated Societies.

### FINANCIAL YEAR

- 12.9 The financial year of CNZ will be from 1 April to 31 March or as may otherwise be determined by the board.

## **FEES AND EXPENSES FOR BOARD MEMBERS**

- 12.10 No member of the board will be entitled to meeting fees or reimbursement of travel expenses other than the independent board members whose fees and other entitlements shall be set by the board.

## **FEES AND EXPENSES FOR MEMBERS OF COMMITTEES**

- 12.11 No member of a committee formed under these rules will be entitled to meeting fees or reimbursement of travel expenses.
- 12.12 Notwithstanding clause 12.11, the board will have a discretion to reimburse travel expenses for certain committee members where in all the circumstances the board determines it reasonable to do so. The terms of any reimbursement will be at the sole discretion of the board.

## **LIABILITY OF MEMBERS**

- 12.13 No member will be under any liability in respect of any contract or other obligation made or incurred by CNZ.

## **WINDING UP**

- 12.14 CNZ may be dissolved and its affairs wound up by a resolution passed by a majority of votes at a general meeting. The notice for that general meeting must specify winding up CNZ as the business, or part of the business, of the meeting.
- 12.15 If CNZ is wound up, the surplus assets after payment of all debts, costs and liabilities will be disposed of in accordance with the terms of a resolution passed at a special general meeting called for that purpose. The surplus assets or funds must be given or transferred to some other not-for profit entity within New Zealand having objectives similar to those of CNZ.
- 12.16 No portion of the assets or the funds of CNZ may be transferred directly to any member or members of CNZ.

## **NOTICES**

- 12.17 A notice or other document may be served on a member of CNZ either personally or by sending it by post or by emailing it to the member at the address or email address shown on the register of members.
- 12.18 A notice or other document sent by post is to be treated as having been given to the person at the time the letter would have been delivered in the ordinary course of the post.
- 12.19 A notice or other document sent by email is to be treated as having been given to the person at the time the email was successfully sent to the person.

## 13. DEFINITIONS AND INTERPRETATION

### DEFINITIONS

13.1 In these rules the following definition will apply:

**Person** means an individual, company, incorporated society, incorporated charitable trust, city, district or regional council or other corporate body.

### INTERPRETATION

13.2 In the interpretation of this document, the following provisions apply unless the context otherwise requires:

13.2.3 Headings are inserted for convenience only and do not affect the interpretation of this document.

13.2.4 A reference in this document to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in Wellington, New Zealand.

13.2.5 If the day on which any act, matter or thing is to be done under this document is not a business day, the act, matter or thing must be done on the next business day.

13.2.6 A reference in this document to dollars or \$ means New Zealand dollars and all amounts payable under this document are payable in New Zealand dollars.

13.2.7 A reference in this document to any law, legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision.

13.2.8 A reference in this document to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced.

13.2.9 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.

13.2.10 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.

13.2.11 Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

13.2.12 A word which denotes the singular also denotes the plural, a word which denotes the plural also denotes the singular, and a reference to any gender also denotes the other genders.

13.2.13 A reference to the word 'include' or 'including' is to be construed without limitation.

13.2.14 A reference to this document includes the agreement recorded in this document.

13.2.15 Any schedules and attachments form part of this document.

## SCHEDULE 1

### CLASSES OF MEMBERSHIP AND ELIGIBILITY CRITERIA

Classes of Membership	Eligibility Criteria	Voting Rights
<b>Cement Industry Member</b>	Those persons carrying on business in the cement industry in New Zealand whether as manufacturers, primary distributors or substantial importers into New Zealand of cement and as approved by the Board from time to time.	Yes
<b>Corporate Gold Member</b>	Corporate members.	Yes
<b>Corporate Silver Member</b>	Medium sized organisations – 15-50 staff.	Yes
<b>Corporate Bronze Member</b>	Small organisations <15 staff or individual.	Yes
<b>Learned Society Individual Member</b>	Those persons who are actively interested in the development and use of structural or architectural concrete.	Yes
<b>Learned Society Business Member</b>	Those companies who are actively interested in the development and use of structural or architectural concrete.	Yes
<b>Learned Society Corporate Individual Member</b>	The corporate involved appoints a company contact who provides and then updates on an annual basis the list of nominated employee members. There are three discount levels, 2-5 employees; 6-20 employees; and 20+ employees. Only applications endorsed by the company contact will be accepted for this discounted category.	Yes
<b>Ready Mixed Concrete Full Member</b>	Any person engaged in the manufacture and delivery of ready mixed concrete for sale from a static plant. Further criteria are defined in the Ready Mixed Concrete Sector Group Terms of Reference	Yes
<b>Ready Mixed Concrete Associate Member</b>	Associate membership may be granted at the discretion of the board to any person.	No
<b>Precast Corporate Member</b>	Corporate Membership may be granted to any person engaged in the ongoing manufacture and delivery of precast concrete for sale from an off construction site static plant.	Yes

<b>Classes of Membership</b>	<b>Eligibility Criteria</b>	<b>Voting Rights</b>
<b>Precast Associate Member</b>	Associate Membership may be granted at the discretion of the board to any company or person engaged in any trade or industry, directly or indirectly allied to the precast concrete industry that is not eligible for Corporate Membership.	No
<b>Concrete Masonry Company Member</b>	Company Membership may be granted to companies engaged in the production of concrete masonry, and such other companies as may from time to time be engaged in similar production and be admitted to membership by a general meeting of existing members. Further criteria are defined in the Concrete Masonry Sector Group Terms of Reference.	Yes
<b>Concrete Masonry Associate Member</b>	An associate member is any person, company or corporation engaged in any trade or industry, directly or indirectly allied to the concrete masonry industry that is not eligible for Company membership.	No
<b>Student Member</b>	Those persons who are actively interested in the development and use of structural or architectural concrete engaged with a tertiary education facility.	No
<b>Honorary Member</b>	Honorary membership shall be by invitation at the discretion of the board on the recommendation of the sector groups and the Learned Society Section.	Yes