

Rules of the Waikato Engineering Careers Association Incorporated

1. Constitution
 - 1.1 The Association is constituted by resolution dated 4 September 2003.
2. Name
 - 2.1 The name of the Association shall be the Waikato Engineering Careers Association Incorporated.
3. Registered Office
 - 3.1 The registered office of the Association shall be situated in Hamilton at such place as the Board may determine.
4. Objects
 - 4.1 The objects for which the Association is established are to:
 - (a) Promote and encourage the pursuit of engineering as a career of choice amongst people in the Region.
 - (b) Represent and promote the interests of members of the Association in relation to maintenance and growth of the Industry skill base in the Region.
 - (c) Enhance the employment opportunities available in the Industry in order to facilitate its growth and general well-being for the benefit of all members.
 - (d) Advance and strengthen the Industry and develop a common approach amongst Industry participants in all matters affecting the pursuit of engineering careers in the Region.
 - (e) Educate the public (including, without limitation, potential engineering trainees, their families and educational providers and facilitators) of the potential benefits available from pursuit of engineering careers and generally promote and enhance the public image of the Industry.
 - (f) Advise and assist schools and other educational facilities with preparing potential trainees for careers in engineering.
 - (g) Provide members of the Association with access to premium engineering employment candidates.
 - (h) Raise funds and arrange sponsorships for apprenticeships and scholarships in the Industry.
 - (i) Represent and promote the interests of the members of the Association.
 - (j) Do all such acts and things as are or may be incidental to the attainment of all or any of the objects for which the Association is established.
 - (k) Do all such other acts or things incidental or conducive to attainment of any of the above objects.
5. Definitions
 - 5.1 In these Rules, the following expressions shall have the meaning specified:

“Affiliate Member” means a person who complies with the criteria described in Rule 6.2 and who has been approved by the Board as an Affiliate Member.

“Annual General Meeting” means an Annual General Meeting of the Association held in accordance with Rule 9.1.

“Association” means the Waikato Engineering Careers Association Incorporated.

“Board” means the governing body of the Association constituted in accordance with Rule 20.

“Board Member” means a member of the Board elected in accordance with Rule 10.3.

“Branch” means a Branch of the Association established in accordance with Rule 8.1.

“Chairperson” means a person elected as such under Rule 10.4.

“General Meeting” means both an Annual General Meeting and a Special General Meeting.

“General Member” means each of the incorporated or unincorporated bodies which has signed the application for incorporation of the Association and each other incorporated or unincorporated body which complies with the criteria described in Rule 6.1 and which has been approved by the Board as an General Member.

“Industry” means the engineering industry in the Region.

“member” is a General Member, Affiliate Member or Life Member.

“Member Representative” has the meaning given to it in Rule 6.1(b).

“Region” means the Waikato region of New Zealand.

“Rules” means these rules of the Association, as amended from time to time.

“Secretary” means the person appointed as such by the Board under Rule 10.7(c).

“Special General Meeting” means a General Meeting of the Association held in accordance with Rule 9.2.

“Treasurer” means the person appointed as such by the Board under Rule 10.7(c).

6. Membership

6.1 General Membership

(a) General Membership shall be open to any incorporated or unincorporated body that:

- (i) employs two or more persons as engineers; and
- (ii) has an interest in the development and growth of Industry skills in the Region; and
- (iii) completes an application for membership in such form as is from time to time prescribed by the Board

For the purposes of this Rule 6.1(a), the definition of a “person employed as an engineer” shall be as determined by resolution of the Board and may include a person who is a member of a partnership of persons carrying on business as engineers.

- (b) Each General Member shall appoint a person to represent that member in the Association (“Member Representative”), together with at least one proxy for that Member Representative. All rights of a General Member, including voting rights, shall be exercised on behalf of that member by its Member Representative, or in that person’s absence a duly appointed proxy. A General Member may change its Member Representative or any proxy at any time by notice in writing to the Association.
- (c) At the end of each anniversary of the date each General Member became a member of the Association such General Member shall provide to the Association such information as the Board may decide is necessary for the calculation of subscriptions due, which shall include (inter alia) the number of persons currently employed by the General Member as engineers.
- (d) Where a General Member fails to provide the information necessary to calculate their subscription by the due date, the subscription shall be assessed using the information provided by that General Member in the immediately preceding year adjusted for any increased numbers of engineers employed.

6.2 Affiliate Membership

- (a) Affiliate Membership shall be open to any person, sole trader or incorporated or unincorporated body that:
 - (i) does not qualify for General Membership; and
 - (ii) has an interest in the development and growth of Industry skills in the Region; and
 - (iii) completes an application for membership in such form as is from time to time prescribed by the Board
- (b) Affiliate Members shall have no rights to:
 - (i) vote at any General Meeting of the Association (although they may be present at such meeting and shall be entitled to review notice of any such meeting); or
 - (ii) nominate any person for, or be elected to, the Board.
- (c) If, at any time, an Affiliate Member becomes eligible for General Membership the Board may require that member to convert to General Membership or resign its membership.

6.3 Application for Membership

An applicant for membership as either a General Member or Affiliate Member may be admitted as a member where that applicant:

- (a) Has completed a written application to the Association in such form and providing such information as the Board may require.
- (b) Agrees in writing to conform with the Rules of the Association and to pay the relevant subscription fees determined under Rule 7.
- (c) Is approved by a majority vote of the Board Members present at a Board meeting.

6.4 Fees

Each member shall be liable for payment of such subscription fees and other charges as may be determined in accordance with Rule 7.

6.5 Resignations and Other Cessation of Membership

- (a) Any member who wishes to withdraw from membership of the Association shall provide not less than 30 days prior written notice of resignation to the Association, signed by the Member's Representative or another duly authorised agent of the member.
- (b) No resignation shall be accepted until the resigning member has paid all subscription fees and other charges due. Thereupon the membership shall cease and the member shall have no interest in or claim whatsoever upon the funds of the Association.
- (c) The Board may declare that any member is no longer a member if that member ceases to be qualified to be a member, becomes insolvent, is wound up, placed in receivership or liquidation or makes an arrangement for the benefit of creditors (other than for the purpose of a solvent restructuring).
- (d) Cessation of membership under this Rule 6.5 or Rule 15.3 shall be without refund of any subscription fees that have been paid for the relevant financial year in which the member cease to be a member.

6.6 Limitation of Liability

General Members, Affiliate Members and Life Members are not partners and are therefore not in any way jointly or severally liable for each other notwithstanding any rules or regulations.

6.7 Life Membership

- (a) Life Membership may be conferred on any individual person in recognition of special services and contributions to the Association.
- (b) Any General Member may recommend to the Association that an individual person be nominated for Life Membership.

- (c) A committee to consider nomination for Life Membership shall be set up by the Board pursuant to Rule 11.
- (d) Such nomination shall be notified to members in accordance with the notice provisions in Rule 9.3.
- (e) Such conferment shall be made by a vote of not less than three-fourths of the members present at an Annual General Meeting.
- (f) Life Members shall be entitled to all the privileges of the Association but shall not be:
 - (i) liable for payment of any subscription fees;
 - (ii) entitled to vote at any General Meeting of the Association; or
 - (ii) entitled to nominate any person for, or be elected to, the Board.
- (g) Where a Life Member is also a Member Representative of a General Member, nothing in this Rule 6.7 shall affect the rights and powers of that person when acting in their capacity as a Member Representative.

7 Subscription Fees and Other Charges

- 7.1 The Board shall by resolution determine the annual subscription fee to be paid by each General Member and Affiliate Member. General Members' fees shall be determined on the basis of the number of "persons employed as engineers" that General Member employs in a given year. Affiliate Membership shall be a flat fee for each member.
- 7.2 All annual subscription fees shall be due and payable on the anniversary of the date each General Member or Affiliate Member became a member of the Association or such other date as may be determined by the Board.
- 7.3 The Association may at any time make a call upon its members for a special subscription to meet any special financial needs of the Association. The resolution approving such a call shall be passed by a three-fourths majority vote of the members present at a Special General Meeting called for the purpose. The total amount of the special subscription payable by each member shall not in any one year exceed the amount payable by such member as an annual subscription fee for the same year.
- 7.4 Arrears of Subscription Fees and Charges
 - (a) Failure to pay any subscription fee or other charges within three months of the due date may result in the Association canceling that member's membership. Such cancellation shall not release the member from liability for any subscription fees or other charges due.
 - (b) A disqualified member shall not be entitled to rejoin the Association until such time as all amounts outstanding to the Association, together with any costs incurred by the Association in recovering those amounts, have been paid in full.
 - (c) The Board may authorise legal action to recover any amount due to the Association which remains unpaid for three months from the date the payment was due or the charge incurred.

8 Branches

- 8.1 The Board may establish a Branch in any city or town or designated geographical area within the Region if in the opinion of the Board there is sufficient community of interest amongst General Members to provide for the effective operation of such a Branch.
- 8.2 The Board shall provide the Branch with bylaws and regulations defining the role, operation and geographical area of the Branch.
- 8.3 The Branch shall elect from its members a committee in accordance with the bylaws of the Branch but such appointments are subject always to the prior written approval of the Board.
- 8.4 The Board may dissolve the operation of any Branch if the Board considers that:
 - (a) The effective operation of the Branch has diminished; or
 - (b) The Branch has been engaging in activities detrimental to the Association; or
 - (c) It is desirable in the interests of the Association.

Thirty days' prior written notice of the proposed dissolution of any Branch shall be given to all Branch members.

9 General Meetings

9.1 Annual General Meeting

- (a) The Annual General Meeting shall be held within six months after the end of each financial year. The Annual General Meeting shall be held at such time and place as shall be determined by the Board.
- (b) The business of the Annual General Meeting shall be to consider the annual report and financial statement of the Association, to elect the incoming Board, to appoint an auditor for the ensuing year and to conduct such other special business as shall be specified by the Board in the notice calling the Annual General Meeting.

9.2 Special General Meeting

- (a) All General Meetings other than the Annual General Meeting shall be known as Special General Meetings.
- (b) The Secretary shall have the power to convene a Special General Meeting in the following situation:
 - (i) Where the Board thinks it necessary to discuss any matter of interest to the Association; or
 - (ii) At the written requisition of any 100 General Members of the Association.
- (c) If the Secretary fails or neglects to convene the requisitioned meeting within a 28 day period after receiving notice of requisition, 100 General Members may convene such meeting and all costs of such meeting shall be paid for from the funds of the Association.

9.3 Notices

- (a) With the exception of a Special General Meeting convened by requisition under Rule 9.2(c), at least 21 days' written notice of every Annual General Meeting and Special General Meeting shall be given to all members, specifying the time, place and business of the meeting.
- (b) Every notice required to be given to members shall be deemed to be duly delivered if sent by electronic transmission or facsimile or if posted in a prepaid letter addressed to such members at their postal address on the Register of Members.

9.4 Quorum

Twenty General Members represented in person either by a Member Representative or by the proxy at any General Meeting of the Association shall constitute a quorum.

9.5 Voting Rights

- (a) At General Meetings, each General Member shall be entitled to one vote per member which may be exercised by the Member's Representative or proxy. Affiliate Members and Life Members shall have no voting rights.
- (b) At all General Meetings, voting shall be determined by a majority of the General Members present by a show of hands. Where the issue is the election of the Board, the amendment of the Rules, or where a ballot is demanded by a majority of the members present, voting shall be by ballot.
- (c) Any General Member that is three months or more in arrears in payment of its annual subscription fee at the date of notice of any General Meeting shall be disqualified to vote or to take part in the General Meeting.

10 Board

10.1 Membership of the Board

The Board shall consist of six persons elected from the Member Representatives of the General Members of the Association.

10.2 Term of Office

- (a) With the exception of the first three Board Members nominated to retire at the first Annual General Meeting under Rule 10.2(b), each Board Member shall hold office for a term of two years, commencing from the date of the Annual General Meeting at which they were elected.
- (b) At the date of each Annual General Meeting, the three longest serving Board Members shall be deemed to retire but shall be eligible for re-election and if re-elected will begin a new term of office. The Board shall determine by resolution the three Board Members who shall retire at the first Annual General Meeting.
- (c) Any Board Member may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.

10.3 Election

- (a) Every candidate for election or re-election to the Board shall be a Member Representative of a General Member nominated in writing by at least two General Members and such nomination form shall be lodged with the Secretary no later than 28 days before the day of the Annual General Meeting.
- (b) Nominations for the Board shall be on the prescribed form and shall include the full name of the candidate, the General Member the nominee represents, the designation of the nominee within the organisation or business and whether or not the nominee is a present Board Member.
- (c) The Secretary shall forward a list of candidates for office to all members of the Association with the notice of the Annual General Meeting at which the election is to take place.
- (d) Board Members shall be elected and removed by ballot and where there is a tie a second ballot of the tied candidates shall be held.

10.4 Chairperson

- (a) The Board Members shall elect one of their numbers to act as Chairperson. The Chairperson shall hold office until he or she ceases to be a Board Member, or the Board Members elect a Chairperson in his or her place. If no Chairperson is elected, or if at a meeting of the Board the Chairperson is not present within 10 minutes after the time appointed for commencement of the meeting, the Board Members present may choose one of their number to be Chairperson of the Meeting.
- (b) The Chairperson shall:
 - (i) preside at all General Meetings, Board Meetings, and other Association meetings when present;
 - (ii) sign minutes of the meetings;
 - (iii) generally conduct the meetings; and
 - (iv) in the case of an equality of votes at Board Meetings, have a casting vote.

10.5 Vacancy

- (a) Where a Board Member resigns or dies or a Board position becomes otherwise vacant during a Member's term, a casual vacancy shall be deemed to have arisen.
- (b) Any Board Member who:
 - (i) ceases to be a Member Representative of the General Member he or she represents; or
 - (ii) is a Member Representative of a General Member who has resigned or has been suspended or expelled from the Association; or
 - (iii) fails to attend three consecutive Board meetings without having leave of absence or reason considered adequate by the Board shall be deemed to have resigned from the Board without further notice.
- (c) The Board shall appoint a Member Representative of a General Member to fill the vacancy for the remainder of the unexpired term. Such Member Representative shall retire at the next Annual General Meeting.

10.6 Board Meetings

- (a) A quorum for a meeting of Board Members shall be four Members. No business may be transacted at a Board Meeting unless a quorum is present.
- (b) Subject to exercise by the Chairperson of a casting vote in accordance with Rule 10.4(b), every Board Member has one vote.
- (c) A resolution of the Board is passed if it is agreed by all Board Members present, or if a majority of the votes cast are in favour of it.
- (d) A resolution in writing, signed and assented by all Board Members then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the board duly convened and held. Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each sign or assented to by one or more Board Members. A copy of any such resolution must be entered in the minute book of Board proceedings.
- (e) Except as provided in this Rule 10.6, the Board may regulate its own proceedings.

10.7 Management

- (a) The Board shall have the power to manage and control the Association and to perform the functions conferred by these Rules including power to:
 - (i) determine the policies of the Association;
 - (ii) establish and disestablish Branches under Rule 6;
 - (iii) control the funds of the Association for the furtherance of objects set out in Rule 4.
- (b) The Board may carry out, transact or perform such acts, matters or things as may be necessary or expedient in the opinion of the Board to advance the interests or policies of the Association, provided that in no circumstances other than pursuant to clause 19.3 shall any of the funds or assets of the Association be distributed to any member or members. The provisions of this sub-clause (b) shall not prevent the Board entering into contracts with members on normal commercial terms provided that the provisions of sub-clause (f) below are observed.
- (c) The Board shall appoint, in accordance Rule 10.7(d), a Secretary and Treasurer to carry out the administrative functions of the Board on such terms as it considers appropriate.
- (d) The Board may delegate such of its powers as it considers appropriate to any person or body appointed for that purpose by three-fourths majority resolution of the Board.
- (e) The Board shall provide periodic written reports to members on the current status of the activities of the Association. Such report shall include:
 - (i) any contracts entered into by the Association. Except as prohibited by law or contract, the Board shall make available to members such information relating to those contracts as the Board reasonably considers necessary to ensure that the members are kept reasonably informed of the activities of the Association;
 - (ii) a description of activities undertaken by the Association in furtherance of its objects;
 - (iii) such other things as the Board considers appropriate for the purpose of keeping members reasonably informed of the activities of the Association.
- (f) Where the Board wishes to enter into a contract with a member:
 - (i) any member of the Board who has a direct or indirect interest in that contract must disclose the nature of that interest at a meeting of the Board and such disclosure shall be recorded in the minutes of the meeting. Such member may not vote in respect of the matter but shall be entitled to be counted in a quorum present at such meeting.

- (ii) all contracts entered into with members must be disclosed by the Board in sufficient detail to inform members generally of the nature of the contract. Disclosure by posting such information on any website maintained by the Board shall be sufficient compliance with this rule.

11 Special Committees

- 11.1 Special Committees may be set up and dissolved by the Board, for the purpose of investigating and/or taking action on any matters relating to the objects or business of the Association.
- 11.2 Each Special Committee shall consist of two Board Members and representatives of General Members of the Association.
- 11.3 Special committees may not incur expenditure without prior approval of the Board.
- 11.4 All decisions and resolutions of a Special Committee must be transmitted to the Board immediately following their making.
- 11.5 The Board may determine the rules of procedure of any Special Committee and amend such rules from time to time as it thinks fit.

12 Finances

- 12.1 The financial year of the Association shall be determined from time to time by the Board.
- 12.2 All sums paid by way of annual subscription fees or other charges or otherwise, shall be received by the Treasurer who shall place the sum forthwith in such bank as may from time to time nominated by the Board. Account titles shall include the words the "Waikato Engineering Careers Association Incorporated". Such funds are to be absolutely at the disposal of the Board to further the objects of the Association or meet the contractual obligations for which the funds were provided.
- 12.3 Up to four Board Members (as from time to time nominated by the Board) may be authorized to draw and sign cheques on the said accounts on behalf of the Association. Each cheque must be signed by two of such authorized Board Members and the Treasurer.
- 12.4 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Association's financial position.
- 12.5 The Treasurer shall prepare for each financial year an annual report for the Association which shall include financial statements approved by the Association's auditors.
- 12.6 At each Annual General Meeting, the Treasurer shall report on the Association's financial position and shall present to the Association the audited accounts for the previous financial year, together with a budget for the next financial year.

13 Seal

- 13.1 There shall be a seal of the Association which shall contain the words "The Common Seal of the Waikato Engineering Careers Association Incorporated".
- 13.2 The Secretary shall have custody of the seal and shall affix the seal by prior approval of the Board to any documents required by law or these rules to be under seal and every instrument to which the seal is affixed shall be signed by two Board Members.
- 13.3 The seal may be altered or renewed at any General Meeting of the Association by a vote of not less than three-fourths of the members present.

14 Register of Members

The Association shall keep a Register of members showing their names and last known addresses and shall keep such Register up to date.

15 Suspension or Expulsion

- 15.1 The Board shall have the power to suspend or expel any member of the Association who:
 - (a) Contravenes any rule, regulation or by-law of the Association.
 - (b) Brings in the opinion of the Board discredit or disrepute to the Association or is otherwise guilty of conduct unbecoming of any member of the Association.
 - (c) Is in arrears of payment of any fees, subscriptions or other charges pursuant to Rule 7.4.

- (d) Is engaged in a business activity which in the opinion of the Board may lead to a conflict of interest with the objects of the Association.

15.2 Procedure

- (a) The Board shall give the member not less than 28 days notice specifying the complaint or complaints against the member and the date that the Board intends to meet to consider the complaints.
- (b) The member may answer the complaint or complaints either in writing or in appearance before the Board. If the member wishes to appear in answer they shall not less than three days before the meeting give a written notice of their intention to do so together with brief details of the member's answers to matters in issue.
- (c) The Board shall conduct the hearing informally but must give each party a fair opportunity to be heard including the calling of evidence. A member may be represented by legal counsel.
- (d) The Board shall not be bound by any rules of evidence.
- (e) The decision of the Board shall be carried by a note of a majority of the Board present and the vote thereon shall be by ballot and shall be final in all respects.

15.3 Interim Suspension

The Board may, before or during any hearing of a complaint, make an order for interim suspension when the Board is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interests of the Association or its members.

15.4 Suspension

- (a) Upon the imposition of a penalty of suspension the member (while remaining on the Register of Members), shall not be entitled to exercise any of the rights and privileges of membership during the period of suspension except those contained in Rule 19.
- (b) Upon the expiry of the period of suspension the member shall revert to and be entitled to exercise any rights and privileges of membership.

15.5 Expulsion

- (a) Upon expulsion the members shall pay any monies, subscriptions and other charges due to the Association.
- (b) Upon expulsion a member shall be removed from the Register of Members and shall not be entitled to exercise any rights or privileges of membership including those in Rule 19.
- (c) Any member expelled may re-apply for membership after the expiry of twelve months from the date on which the expulsion became effective. The Board may grant or refuse the application as it thinks fit and upon such terms and conditions as the Board shall think fit.

15.6 Costs

If a member is suspended or expelled the member shall be liable to reimburse the Association for all reasonable costs incurred by the Board in relation to such investigation.

16 Rules of the Association

Every member shall be entitled to a copy of the Rules of the Association.

17 Amendment of Rules

The rules of the Association may be revised, repealed or amended at any General Meeting by a three-fourths majority vote by the members represented.

18 Interpretation of Rules

If any doubt shall arise as to the correct interpretation of these Rules, the decision of the Board shall be final and conclusive provided such decision is recorded in the Minute Book of the Association.

19 Winding Up

19.1 The Association may be wound up by a resolution passed by a majority of the members represented at a Special General Meeting called for the purpose of winding up.

19.2 Such vote shall be by ballot.

19.3 If at any time the Association shall go into liquidation or be wound up or dissolved, the person or persons appointed as liquidator shall hold the net proceeds arising from the sale and realisation of the property of the Association after payment of the debts, liabilities and engagements of the Association and of the Board and all costs, charges and expenses connected with such realisation, liquidation, winding up and dissolution upon trust to dispose of the same among current members in such shares as the member's subscription relates to the total subscription income in the previous financial year to that in which the disposition occurs.

Such distribution to members shall be subject to the deduction from each individual member's share of any debt due to the Association for any unpaid charges or subscription fees.

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