

**Constitution
Of
New Zealand Tile council Incorporated**

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The Society

1. Name

- 1.1 The name of the Society is **New Zealand Tile Council Incorporated** (the **Society**).
- 1.2 The Society is constituted by resolution dated [].
- 1.3 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.
- 1.4 The Society shall maintain the minimum number of Members required by the Act.

2. Registered Office

- 2.1 The registered office of the Society is [street address].
- 2.2 The Secretary will notify Members of any change in the address of the registered offices and the Contact Officer will update the information with the Registrar of Incorporated Societies.

3. Objects and Purposes of Society

- 3.1 The Society is established for the purpose of protecting and promoting the interests of the tile industry and of its participants, providing leadership and education in the industry and promoting service excellence with the aim to increase the use and consumption of tile across New Zealand.
- 3.2 The Society shall, as directed by the Committee, collaborate with other associations, societies and/or organisations with the intention of developing a comprehensive set of agreed international standards.
- 3.3 The Society will:
 - (a) Represent the interests of its Members at government level, with other organisations and to members of the public and promote the use of Tile and tiling products and services to both members of the public and to the building industry;
 - (b) Promote the services provided by its Members;
 - (c) Promote and advance ethical and responsible behaviour to foster public confidence in the integrity of its Members;
 - (d) Work with its Members to develop best practice standards and improve the level of services provided;
 - (e) Provide the opportunity for its Members to develop their skills, and provide business advisory support;
 - (f) Where and as possible, identify and encourage the retention of capable people in the Industry;
 - (g) Promote and support research in, and development of, the Industry.

- (h) Carry out all other tasks and activities that are necessary for, and incidental to, the purposes and objectives of the Society.
- 3.4 The Society will, as determined by the Committee, raise funds by way of subscriptions from its Members in the manner provided for in this Constitution, and use these funds for the proper payment of any costs and/or expenses incurred by the Society in the course of furthering the objects and purposes set out in this Constitution.
- 3.5 Pecuniary gain is not an objective or purpose of the Society.

Management of the Society

4. The Committee

- 4.1 The Society shall have a managing committee (**the Committee**), comprising of the following persons (Officers):
 - (a) the Chair
 - (b) the Deputy Chair
 - (c) the Secretary
 - (d) the Treasurer
 - (e) such other Members as the Society shall decide.
- 4.2 Only Members of the Society may be Committee Members.
- 4.3 There shall be a minimum of five (5) Committee Members.
- 4.4 Each Committee Member must consent to being elected and appointed and must certify that they are not disqualified from becoming an Officer (as set out at section 47(3) of the Act). In accordance with paragraph 7.3 below. Each such consent and certificate will be retained in writing by the Secretary in the Society's records.

5. Appointment of Officers

- 5.1 The Members may decide, by Majority Vote, at a General Meeting of the Society called for that purpose, how large the Committee shall be and who the first Officers shall be.
- 5.2 Following appointment of the first Officers, Officers shall be appointed or reappointed at the Annual General Meeting (refer rule 19) and their term shall accordingly be the period between Annual General Meetings.
- 5.3 The Members shall decide, by Majority Vote, which of the Committee Members will be the Contact Officer. The Contact Officer must be at least 18 years and ordinarily resident in New Zealand.
- 5.4 The Members may agree that a person may hold more than one position.
- 5.5 Appointments thereafter shall be by Majority Vote at the Annual General Meeting.

6. Cessation of Committee Membership

- 6.1 Members cease to be Committee Members when:
- (a) They resign the Committee by giving Written Notice to the Committee; or
 - (b) They are removed by Majority Vote of the Society at a Society Meeting; or by a Majority Vote of the Committee; or
 - (c) They cease to be a Member of the Society for whatever reason; or
 - (d) Their term expires.
- 6.2 Within one (1) month of ceasing to be a Committee Member a person must return all documents and property to the Society.

7. Nomination of Committee Members

- 7.1 Nominations of Committee Members and election as Officers shall be called for at least 28 days before an Annual General Meeting.
- 7.2 Nominations must be delivered in writing to the Secretary of the Society (except in respect of the first election in which case nominations shall be collated by a Member duly appointed for the task) no less than seven (7) days before the Annual General Meeting and they must be proposed and seconded by current Members of the Society
- 7.3 Each nomination must be accompanied by the written consent of the candidate that they are prepared to fill the position of Committee Member or Officer as applicable and certification that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
- 7.4 If the position of any Committee Member becomes vacant between Annual General Meetings then the Committee may appoint another Member to fill that vacancy until the next Annual General Meeting.
- 7.5 If the position of any Committee Member holding a specific Officer role (e.g. secretary or treasurer) becomes vacant between Annual General Meetings then the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.6 If a Committee Member is absent for three consecutive Committee Meetings without prior agreement then the Chair may declare that Member's position on the Committee to be vacant.

8. Role of the Committee

- 8.1 Subject to this Constitution, the role of the Committee is to:
- (a) Control, manage, administer and conduct the affairs of the Society.

(b) Give effect to the purposes of the Society, including using the assets and money of the Society to do that and by borrowing money with or without security.

(c) Manage the Society's financial affairs, including preparing and approving annual financial statements for Annual General Meetings.

(d) Engage any professional or third party as necessary to give effect to the Society's purposes and to manage and administer the Society's affairs.

(e) Set accounting policies in line with standard accounting practices, operate bank accounts on behalf of the Society, pay expenses and costs and where required invest the Society's funds.

(f) Ensure that Members adhere to the Constitution.

(g) Decide the times and dates of Meetings and set the agenda for such Meetings, including the Annual General Meeting.

(h) Make rules around membership, including the procedure for becoming a Member, the categories of membership, how a person stops being a Member and setting any membership fees, including subscriptions and levies.

(i) Determine the appropriate procedures to manage complaints subject to any legislative requirements.

8.2 The Committee has all the powers of the Society to manage, direct and supervise the Society except as expressly limited by this Constitution or by a Majority Vote of the Society.

8.3 All decisions of the Committee shall be by Majority Vote. In the event of an equally split vote, the Chair shall have a second, casting vote.

8.4 Unless limited by this Constitution or by a majority of the Society, decisions of the Committee bind the Society.

9. Role of Committee Members

9.1 In addition to specific responsibilities of named Officers, all Officers must:

(a) Act in good faith and in what he or she believes to be the best interests of the Society.

(b) Disclose any interest to the Committee as soon as they become aware they have an interest in any matter being considered by the Committee and not participate in decisions, discussions or activities relating to that matter.

9.2 The Chair is responsible for:

(a) Overseeing the operation of the Society .

(b) Ensuring that the Constitution is followed.

(b) Convening Meetings and establishing whether or not there is a quorum.

(c) Chairing Meetings.

(d) Deciding the order of business and declaring the result of voting.

(e) Declaring a Meeting closed by resolution of the Meeting or without a resolution where there is no quorum.

(f) Exercising a casting vote in the event of a tied vote.

(g) Providing a report of the Society's operations at the Annual General Meeting.

9.3 The Deputy Chair is responsible for:

(a) Providing all necessary assistance to the Chair in carrying out the responsibilities and duties of that position.

(b) In the absence of the Chair presiding over any Meeting and exercising all the powers of the position of the Chair

(c) In the event that the Chair ceases to hold office for any reason during the term of that office, then taking office until the next General Annual Meeting at which time they shall then be eligible for election.

9.4 The Secretary is responsible for:

(a) Taking minutes of all Meetings.

(b) Keeping and maintaining the Register of Members, including reviewing it regularly to ensure that it is up to date.

(c) Keeping any records, documents and books other than those required for the Treasurer.

(d) Receiving and replying to correspondence on behalf of the Society.

(e) After approval at the Annual General Meeting forwarding annual financial statements to the Registrar (which must be dated and signed by or on behalf of the Society by 2 Committee Members).

(f) Preparing annual return as required by the Act, including the prescribed information and submit the return to the internet site maintained by the Registrar for that purpose.

(g) Advising the Registrar of any changes to the Constitution.

(h) Holding and keeping safe the common seal of the Society (if any).

(i) Keeping and maintaining a Register of Interests (**Interests Register**) recording all disclosures made by Officers as required by the Act.

9.5 The Treasurer is responsible for controlling and managing the Society's finances in accordance with the instruction of the Committee, including

(a) Keeping the accounting records of the Society's financial transactions to enable transparency of the Society's financial position.

(b) Preparing annual financial statements in accordance with the requirements of the Act for the Annual General Meeting to be filed following approval, including requisite signatures of 2 Committee Members.

(c) Providing a financial report at the Annual General Meeting.

(d) Providing financial information to the Committee as the Committee requires.

9.6 The Contact Officer is responsible for:

(a) Dealing and managing the relationship with the Registrar as required.

(b) Notifying the Registrar within 20 days of their appointment if the effect of their appointment is to change the contact person and/or advise of any change of contact details of the Contact Officer.

(c) Notifying the Registrar of any change of address of the registered offices.

10. Powers and Liabilities of the Committee

10.1 The Committee is responsible for managing the operation and affairs of the Society and has all powers necessary for the management, direction and supervision of the Society and its Members.

10.2 The powers set out at 10.1 are subject to the requirement that all assets and income of the Society be applied solely to the furtherance of its objects and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

10.3 The Committee on behalf of the Society may exercise any power, take any action or engage in any conduct or procedure to give effect to the objects and purposes of the Society and subject to this Constitution exercise every power of the Society.

10.4 The Committee may delegate all or any of its powers of management and control to a sub-committee operating in accordance with any directions and procedures specified by the Committee.

11. Committee Meetings

11.1 The Committee must meet at least three (3) times a year at such time and place as it, determines including via telephone or video conferencing.

11.2 No Committee Meeting may be held unless there is at least 60% of the Committee Members in attendance (the **Committee Quorum**).

11.3 If the Chair is not present then the Deputy Chair will chair the Meeting and will have all the duties and powers of the Chair.

11.4 If neither the Chair nor the Deputy Chair is present, one of the Committee Members will chair the Meeting as selected by the Committee.

11.5 Decisions of the Committee shall be by Majority Vote by a simple show of hands unless otherwise determined by the Chair.

11.6 Each Committee Member has one vote but in the event of a tie, the Chair or person chairing the Meeting may exercise a second or casting vote.

- 11.7 Written Notice of Committee Meetings must be given to each Committee Member at least ten (10) days before the date of each Meeting.

Membership

12. Categories of Membership

- 12.1 There may be different categories of membership as decided by the Committee. The existing categories are as attached in Appendix 1 to this Constitution but these may be amended from time to time in the sole discretion of the Committee.
- 12.2 Members have the rights and responsibilities that are set out in this Constitution and determined where applicable, by their membership category. Every Member shall be designated in one category only for the purposes of determining rights and obligations, including voting rights.

13. Admission of Members

- 13.1 To become a Member, a person (“the Applicant”) must consent to be a Member and:
- (a) complete an application form in the prescribed form if required by the Constitution, Bylaws or Committee; and
 - (b) supply any information that the Committee requires.
- 13.2 The Committee shall have sole discretion as to whether an Applicant will become a Member and shall advise the Applicant of its decision which shall be final. The Committee shall determine an application as soon as practicable after it has been received.
- 13.3 The Committee may elect in its sole discretion to interview the Applicant as part of the application process.
- 13.4 After an application has been determined by the Committee, the Secretary shall advise the Applicant of the decision and request payment of any subscription fee or levies that are payable where such application has been accepted.

14. The Register of Members

- 14.1 The Secretary shall keep a Register of Members (**the Register**) which shall contain the names, postal and email addresses and telephone numbers of all Members (last known contact details) and the dates on which they became Members.
- 14.2 It is the Member’s responsibility to keep their details up to date and advise the Secretary of any changes accordingly.
- 14.3 A new Member shall have its name entered on the Register upon payment of any subscription fees or levies as advised to them by the Secretary.
- 14.4 Members shall also provide any additional details required by the Committee which details shall also be recorded on the Register.

- 14.5 All Members shall have reasonable access to the Register and the Secretary is responsible for ensuring any request for access is met, provided such request is made in writing.
- 14.6 An Applicant becomes a Member and is entitled to exercise all and any rights of membership when his or her name is entered on the Register.
- 14.7 The Secretary will maintain a record of each member who ceased to be a Member within the previous 7 years, including their name and the date they ceased to be a Member.

15. Subscription, Levies and Membership Fees

- 15.1 Subscription fees, levies and memberships shall be set by the Committee as it determines necessary to promote the purposes of the Society or alternatively the Committee may determine that such subscriptions, fees and levies be agreed at a General, Special or Annual General Meeting.
- 15.2 Annual subscription fees will be set in accordance with 15.1 in January of each year and payable by each Member in advance within 28 days of the date of notification of the amount due.
- 15.3 Other levies or fees may be set by the Committee as it determines necessary but are subject to the disputes procedure set out at paragraph 29 below, in the event of a Dispute.

16. Rights, Obligations and Liabilities of Members

- 16.1 The liability of the Members is limited to the assets of the Society.
- 16.2 Except as expressly provided in the Act, membership of the Society does not impose on Members any personal liability in respect of any contract, debt, or other obligation made or incurred by the Society.
- 16.3 The rights, privileges and obligations that attach to a Member by reason of membership of the Society are not able to be transferred or transmitted to any other person and shall terminate upon the cessation of membership for whatever reason.
- 16.4 Members agree to abide by any Code of Practice, procedures, policies or other reasonable direction that are determined by the Committee and advised to all Members, and in the case of a Member that is a corporate agrees to ensure its agents and employees abide accordingly.
- 16.5 All Members shall promote the purposes of the Society and shall do nothing to bring it into disrepute.

17. Cessation of Membership

- 17.1 Any Member may resign by giving Written Notice to the Secretary. Any outstanding fees or levies remain owing and payable in full.

- 17.2 A Member will cease to be a Member if that Member's current membership fee remains overdue for payment for a period of three months. The membership fee remains payable.
- 17.3 A Member's membership may be terminated in the event it is determined that the Member has breached the Constitution and/or any Code of Practice that the Society has agreed, or acted inconsistently with the purposes of the Society, in accordance with any applicable procedures set out at paragraphs 18 and 29.
- 17.4 The Secretary shall update the Register accordingly when a Member resigns, including the effective date of the cessation.

18. Discipline, Suspension and Expulsion of Members

- 18.1 If the Committee is of the view that a Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society, the Committee may give Written Notice to that Member explaining how the Member is breaching the Constitution or acting inconsistently with the purposes of the Society, setting out what must be done in order to remedy the situation or requiring an explanation justifying ongoing membership. The Written Notice will also set out the procedure for terminating membership, the Member's right to be heard prior to any determination and the right to appeal such a decision.
- 18.2 If within fourteen (14) days of the Member receiving the Written Notice referred to at 18.1 above, the Member has not sought to be heard and/or Committee is not satisfied that the Member has responded satisfactorily, the Committee may in its sole and absolute discretion by Majority Vote, terminate the Member's membership with immediate effect. The Member must be given Written Notice of the termination decision and their right of appeal.
- 18.3 Where the Committee terminates a membership, the Member has fourteen (14) days to appeal the decision by providing Written Notice (using the prescribed form if applicable) of an appeal to the Secretary. Any appeal must be determined at a Committee Meeting called for that purpose within 28 days of the Member's Written Notice of appeal. In the event the Member disputes the final determination of the Committee they may raise a Dispute in accordance with the procedure set out at paragraph 29.

Society Meetings

19. Annual General Meetings

- 19.1 The Annual General Meeting shall be held once every year on a date and at a place determined by the Committee, but no later than five months after the Society's balance date and no later than 15 months after the Society's previous Annual General Meeting.
- 19.2 The Secretary will give Written Notice of the Annual General Meeting and any business to be conducted to all Members at least 14 days before the date of the Meeting. Written Notice may be by mail, electronic or facsimile transmission to any of the addresses appearing in the Register of Members.
- 19.3 The Secretary will also provide all relevant additional information, including the Chair and Treasurer reports, the financial statements as approved by the Committee, any nominees for office and Written Notice of any motions and accompanying Committee recommendations.
- 19.4 The Annual General Meeting is not invalidated if one or more Members does not receive Written Notice, provided the Secretary has sent a Written Notice to all Members in good faith.
- 19.5 All Members (and their nominated representatives) except Past Members may attend and all Financial Members may vote in accordance with any voting and membership specifications that are in place at the time of the Annual General Meeting.
- 19.6 No Annual General Meeting may be held unless there are at least 30% of eligible Members in attendance (the **Quorum**).
- 19.7 Minutes of the Annual General will be taken by the Secretary.
- 19.8 The business of the Annual General Meeting shall be to:
- Receive any minutes of previous Society Meetings
 - Confirm the minutes of the last Annual General Meeting
 - Adopt the Chair's report on the operations and affairs of the Society
 - Adopt the Treasurer's report on finances and the annual financial statements
 - Elect Committee Members and Officers
 - Appoint auditors (as required)
 - Any disclosures of conflicts of interest made by Officers since the previous Annual General Meeting (as recorded in the Interests Register)
 - Consider any motions
 - General Business

20 General Meetings and Special General Meetings

- 20.1 General Meetings may be held at regular intervals as determined appropriate by the Society in order to discuss the business and activities of the Society.
- 20.2 Special General Meetings may be called by the Committee by resolution from time to time. The Committee must call a Special General Meeting if the Secretary receives a Written Notice signed by at least ten (10) % of the Members.

20.3 Any resolution or Written Notice must state the business that the Special General Meeting is to deal with,

20.4 Paragraphs 19.2-19.8 apply in full with the necessary amendments to Special General Meetings, but such Meetings shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Special General Meeting.

21. Conduct of Society Meetings

21.1 The Chair shall preside over all Meetings or in the absence of the Chair the Society shall select another Committee Member to chair that Meeting. Whoever is chairing the Meeting holds a casting vote.

21.2 No General Meeting or Special General Meeting may be held unless at least 30% of eligible Members attend (the **Society Quorum**).

21.3 Any Member may request that a motion be voted on at a particular Meeting, by giving 28 days or more Written Notice before the Meeting date to the Secretary. The Committee has sole discretion to decide whether or not to put the motion to the vote. However, in the case where the motion has been signed by more than 30% of Members, it must be put to the vote at the relevant Meeting. The Committee may also put forward its own motions to vote on, which must be suitably notified.

21.4 If a Society Quorum is not present within half an hour of the designated Meeting time, it shall be adjourned to a time and place determined by the Chair unless the Meeting was convened upon requisition of Members, in which case it shall be dissolved. If at a second appointed Meeting there is still no quorum then the Meeting shall be dissolved. The Chair may adjourn a Meeting from time to time but any adjourned Meeting may only continue to conclude business left unfinished at the time of the adjournment.

21.5 The Chair shall in good faith determine whether to vote by show of hands, voices or secret ballot. If a Member demands a secret ballot before a vote of voices or show of hands then the voting must be conducted by secret ballot. In the case of a tie, the person chairing the Meeting has a casting vote.

21.6 Each Member is entitled to appoint another Member as a proxy by Written Notice given to the Secretary no later than 24 hours before the time of the Meeting in respect of which the proxy is appointed. The notice of appointment of a proxy must be in writing in the form, if any, prescribed by the Committee for that purpose.

Voting at Meetings

22.1 Every Member who is also a Financial Member shall have the ability to cast a single vote at a Society Meeting.

22.2 All votes must be made in person or by proxy.

22.3 In the case of a tie, the Chair will have the casting vote.

Poll at General Meetings

- 23.1 If, at an Society Meeting, a poll is requested on any question by no fewer than three (3) Members, then such poll must be held at that Meeting in such manner as the Chair determines appropriate and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
- 23.2 A poll demanded on the election of a Chair or on a question of an adjournment must be taken immediately and a poll demanded on any other question shall be taken during the course of the Meeting as directed by the Chair.

Assets and Money of the Society

- 24.1 The Committee must ensure that the Society keeps accounts of the Society in accordance with good accounting practice and any requirements of the Act.
- 24.2 The Committee may, in addition to the annual audit conducted in accordance with paragraph 31, in its discretion elect to appoint an auditor to audit the accounts at any time.
- 24.3 The Treasurer shall collect and receive all monies due to the Society and oversee and manage all payments authorised by the Society, keep correct account, books and records recoding the same and showing the financial affairs of the Society.
- 24.4 All cheques, promissory notes or any other negotiable instrument must be signed by a minimum two members of the Committee and any cheque book or bank card in the Society's names shall be held by the Treasurer.
- 24.5 Any transfer of funds between the bank accounts of the Society, or authorising of electronic payments to any parties shall require two signatories (one to authorise and the other to release).
- 24.6 The funds of the Society shall be derived from annual subscriptions, levies, fees donations and such other sources as the Committee determines.
- 24.7 The Committee shall ensure that all expenditure is in the best interests of the Society and consistent with the Society's purpose.
- 24.8 The Committee will ensure that where there are any surplus funds these will be invested in government stock or on low risk Bank deposit

Miscellaneous

25 Amending the Constitution

- 25.1 The Society may alter or replace this Constitution at a General Meeting or the Annual General Meeting by a resolution passed by a two thirds majority of those Members present and voting.
- 25.2 Any proposed motion to amend or replace the Constitution must be signed by at least 30% of Members and must be given in writing to the Secretary at least 28 days before

the Meeting at which the motion is to be considered. It must also be accompanied by a written explanation of the reasons for the proposal.

25.3 The Committee may implement amendments to this Constitution if the amendment has no more than a minor effect of corrects errors or makes technical alterations. Written notice of such amendment will be sent to every Member setting out the amendment and the right of Members to object. If no objection is received within 20 working days after the date on which the notice was sent, the Committee may make the amendment.

25.4 When a change to the Constitution is approved at a Meeting or by the Committee in accordance with paragraph 25.3, no Constitution change shall have effect until the Secretary has filed the change of Constitution with the Registrar.

26. By-laws

26.1 The Committee may from time to time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to this Constitution or to the provisions of the Act or general law. All such by-laws shall be binding on Members of the Society.

26.2 A copy of any current by-laws shall be available for inspection by any Member on request to the Secretary.

27. Common Seal

27.1 The common seal of the Society (if any) shall be held by the Secretary.

27.2 The common seal shall only be affixed to legal documents, instruments or contracts and with the authority of the Committee or a person authorised by the Committee for that purpose, and the affixing of the seal must be signed by either the Chair and one other Committee Member.

28. Winding Up (including liquidation)

28.1 If a majority of Members wish to terminate the Society, the Secretary must immediately apply to the Registrar to wind up the Society, which will take effect once its registration has been cancelled by the Registrar.

28.2 Before cancellation is effective the Treasurer will realise the Society's assets and pay all of its liabilities. Any surplus funds will be distributed to [name a not-for-profit or a class of not-for-profit entity].

28.3 No distribution may be made to any Member.

29. Indemnity

29.1 Every Officer, Committee Member and agent of the Society shall be indemnified out of the assets of the Society against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is in their favour in respect of any claim of negligence, default, breach of duty or breach of faith.

30. Custody and Inspection of Records

- 30.1 Unless provided otherwise in this Constitution, the Secretary must keep all books, documents and securities of the Society under his or her control.
- 30.2 The Committee may authorise a Member to inspect any accounts, books, securities and any other relevant documents of the Society. A member may make a written request to the Committee for information held by the Society and the Society shall provide the information within a specified period, or if it does not authorise the Member, provide reasons for refusing the request.
- 30.3 If authorised to do so, a Member may make copies of any accounts, books, securities and any other relevant documents of the Society subject to lawful use.

31. Appointment of Auditors and Conduct of Audit

- 31.1 The Society will appoint an auditor by Majority Vote at the Annual General Meeting. The auditor will be a member of the New Zealand Society of Accountants.
- 31.2 The Society may elect to appoint the auditor for a prescribed term at the time of election in which case the matter would not appear on the agenda of any Annual General Meeting held during the term.
- 31.3 At the cessation of any term, the auditor may be eligible for re-appointment.
- 31.4 Nothing in this paragraph 31 prevents the removal from office of the auditor by the Committee for reasonable cause.
- 31.5 The Treasurer will give the auditor access to all the Society's books, accounts and other documentation or records and will provide any other information reasonably requested and necessary for audit purposes.
- 31.6 The audit must be conducted within six months of the Annual General Meeting and reported back to the Committee within three months of the day the audit commenced.

Disputes

- 32.1 The procedure set out in this section applies to any Dispute in respect of anything contained in or arising out of this Constitution or the By-Laws or as to the rights, liabilities or duties created by this Constitution or any determination as a result of the procedure set out at paragraph 18 above.
- 32.2 Each party to the Dispute is to discuss the matter in dispute within 21 days after the Dispute comes to the attention of the parties and make a genuine effort to resolve the Dispute.
- 32.3 If the parties are unable to resolve the Dispute, then they must within 20 days of expiration of the 21 days referred to at 29.2, hold a meeting with a mediator agreed by the parties, or where the parties cannot agree, the Chairperson (or Chairperson's nominee) of Resolution Institute (or any suitable replacement organisation). The mediator will conduct the mediation at a fee agreed by the parties (or failing agreement as set by the Resolution Institute Chairperson or nominee) in accordance with guidelines agreed by the parties or if guidelines cannot be agreed within ten (10) days then in accordance with guidelines set by the mediator.

- 32.4 The parties to the Dispute must, in good faith, attempt to settle the Dispute by mediation and do all things reasonable to resolve the matter and pending resolution shall continue to perform their respective obligations under the Constitution and By-laws.
- 32.5 In the event the mediation does not resolve the Dispute it shall be referred to arbitration for a binding determination.

Definitions

- 33.1 In this this Constitution unless the context indicates otherwise:

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

Annual General Meeting means the Meeting of the Society that is held annually in accordance with paragraph 19.

Associate Member means an employee of a Financial Member who is not a Financial Member and has no voting rights.

Chair means the Member who is elected at the Annual General Meeting to serve as Chair.

Committee Meeting means any Meeting held in accordance with paragraph 11.

Committee Members means the Members elected at the Annual General Meeting to serve on the Society's management committee.

Contact Person is the Committee Member nominated as a contact through whom the Registrar can contact the Society when needed.

Code of Practice means the current Code of Practice, if any, which the Committee prepares from time to time and to which each Member is bound.

Dispute has the meaning set out in section 38 of the Act and includes a disagreement or conflict between members, officers, and/or the society.

Financial Member means a Member who has paid the annual subscription and any other levy due to the Society in full or has reached an agreed arrangement for such payment but excludes any and all Trainee Members, Past Members, and Associate Members.

General Meeting and **Special General Meeting** mean a Meeting of Members of the type convened in accordance with paragraph 20.

Honorary Member means an individual who has significantly contributed to the tile industry as determined and appointed by the Committee at its sole discretion.

Industry means the ceramic tile supply and installation industry and all accessory products and services.

Interests Register means the register maintained by the Secretary recording any declarations of interest made by the Officers of the Society.

Majority Vote means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

Meeting means any Society Meeting or Committee Meeting.

Member means a member of any type as designated by the Committee and may be an individual or a company as appropriate.

Money or other assets means any real or personal property or any interest therein, owned or controlled by the Society.

National Member means a nationally significant organisation that markets and promotes tiles and tiling systems as determined by the Committee in its sole discretion.

Officers means a Member who is a natural person who holds one of the titles of Chair, Treasurer, Secretary, Contact Officer, Committee Member or who occupies a position in the Society that allows them to exercise significant influence over the management or administration of the Society and includes a Chief Executive.

Past Member means a member of the type referred to in paragraph 17.

Registrar means the Registrar of Incorporated Societies under the Act.

Society means New Zealand Ceramic Tiling Association Incorporated.

Society Meeting means any Annual, General or Special General Meeting but does not include a Committee Meeting.

Trainee Member means an apprentice or individual registered with the BCITO (Building and Construction Industry Training Organisation) or wanting to fully qualify as a tiler.

Written Notice means communication by post, electronic means (including email, and website posting) or advertisement in periodicals or a combination of these methods.

33.2 In this Constitution, unless the context indicates otherwise:

- (a) **Defined Expressions:** expressions defined in the main body of the Constitution have the defined meaning throughout the Constitution;
- (b) **Headings:** headings are for ease of reference only and will not affect the interpretation of the
- (c) **Plural and Singular:** references to singular include the plural and vice versa;
- (d) **Statutory Provisions:** references to any statutory provisions are to be the statutory provisions in force in New Zealand and includes any statutory provision that amends or replaces it, and any by-law, regulation, order, statutory instrument, determination or subordinate legislation made under it;
- (e) **Negative Obligations:** any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- (f) **Inclusive Expressions:** the term **includes** or **including** (or any similar expression) is deemed to be followed by the words **without limitation**.

APPENDIX 1: Categories of Membership

The Society shall always have a minimum of 10 members.

Associate Member

An employee of a Financial Member but who is not themselves a Financial Member and has no voting rights.

Financial Member

A Member who has paid the annual subscription and any other levy due to the Society in full or has reached an agreed arrangement for such payment but excludes all Trainee Members, Past Members and Associate Members.

Honorary Member

A Member appointed by the Committee for life who has significantly contributed to the tile industry and is considered a Financial Member for the purpose of establishing entitlement to vote.

National Member

A member organisation that is a significant national organisation as determined by the Committee in their sole discretion (exercised reasonably) who has voting rights provided they meet the conditions of a Financial member.

Past Member

A member who has ceased to be a Member in accordance with paragraph 17.

Trainee Member

A member is an apprentice or individual registered with the Building and Construction Industry Training Organisation (BCITO).