

New Zealand Forklift Industry Association Incorporated

Rules

1. Interpretation

Act means the Incorporated Societies Act 1908 as amended from time to time,

Affiliate Member means a member of the type referred to in Rule 5.7,

Affiliate Member Representative means an operator, director, officer, employee or proprietor of an Affiliate Member,

Annual Financial Statement means the Annual Financial Statement to be approved by the Members and delivered to the Registrar of Incorporated Societies under section 23 of the Act,

Associate Member means a member of the type referred to in Rule 5.6,

Associate Member Representative means an operator, director, officer, employee or proprietor of an Associate Member,

Association means the New Zealand Forklift Industry Association Incorporated,

Board means the Board of Directors referred to in Rule 12,

Director means any member of the Board,

Forklift and Forklift Trucks mean those items of material handling equipment including but not limited to the Industrial Truck Association Classes 1, 2, 3, 4, 5, 6, 7 and 8, plus other material handling equipment types. As examples the following are included but the material handling equipment types are not limited to: Counterbalance internal combustion and battery electric forklift trucks, manual and powered pallet trucks, pedestrian stackers, pedestrian reach trucks, pedestrian counterbalance forklift, low level through to high level order picker trucks, reach trucks, rack loaders, VNA (Very Narrow Aisle) equipment, articulated forklifts, multi-directional forklifts, side loaders, towing tractors, container reach stackers, top lift container handlers, straddle carriers, empty container handlers, plus associated attachments and ancillary equipment used with the above material handling equipment types.

Forklift Industry means the combined commercial activities of all sole traders, partnerships, companies or other entities who carry on the business in New Zealand of importation, distribution, sale, rental, lease, hire, and or repair and maintenance of forklift equipment to customers for commercial gain or reward.

Full Member means a member of the type referred to in Rule 5.3, and **Full Members** means all of them,

Full Member Representative means an operator, director, officer, employee or proprietor of a Full Member, who is elected to the Board pursuant to Rule 12.4;

Honorary Member means a member of the type referred to Rule 5.4,

Life Member means a member of the type referred to Rule 5.5,

Officers means the Chief Executive Officer, and any other officer of the Association who may be appointed from time to time pursuant to Rule 15,

Rules means these rules of the Association;

Supplier Member means an Associate Member who carries on the business of supplying goods or services within the Forklift Industry and has been granted the right to vote by the Board;

Supplier Member Representative means an operator, director, officer, employee or proprietor of a Supplier Member, who is elected to the Board pursuant to Rule 12.4;

2. Name

The full name of the Association shall be the "New Zealand Forklift Industry Association Incorporated"

3. Objects

The objects of the Association are to:

- 3.1 Promote and safeguard the interests of the Members and others involved in the Forklift Industry.
- 3.2 Take any lawful action to defend the Members and others involved in the Forklift Industry against any threat to their businesses.
- 3.3 Pursue opportunities to promote and enhance the businesses of the Members and others involved in the Forklift Industry.
- 3.4 Establish and promote the adoption of high standards, ethics and responsible business practices amongst Members and others involved in the Forklift Industry.
- 3.5 Maintain and promote a favourable public perception of the Members and the Forklift Industry in general.
- 3.6 Encourage and promote goodwill and regular communication among the Members to further the stated objects of the Association.
- 3.7 Acquire and disseminate information amongst the Members concerning new opportunities, developments, innovations, challenges or threats affecting the Forklift Industry with the aim of increasing the efficiency, productivity and profitability of their businesses.
- 3.8 Negotiate on behalf of the Members for concessionary prices or terms of supply for goods or services which they may wish to acquire.
- 3.9 Strive to become and remain recognized as the official representative of those involved in the Forklift Industry in their dealings with the outside world.
- 3.10 Co-operate and/or affiliate with any other bodies with similar objects, to more effectively facilitate the achievement of those objects.

- 3.11 To promote, aid, foster, develop and protect the ethical distribution and sale of new and used forklift trucks; the rental, lease or hire of forklift trucks; and the maintenance and repair of forklift trucks within New Zealand by whatever means the Association may think fit.
- 3.12 To provide by all lawful means for the opposing of any legislation, regulation or other action which the Association may consider to be inimical to it or to the interests of its members.

To consider and advocate or support (by lawful means) legislation, regulation or other action which the Association may consider to be of relevance and beneficial to the industry.

- 3.13 To encourage the distribution, sale, rental, lease, hire, maintenance and repair of forklift trucks in New Zealand to conforming to the appropriate New Zealand standards of safety and quality.

4. Powers

- 4.1 Subject to the Act and to these Rules, the Association shall have power to do every lawful thing that a natural person is capable of doing.
- 4.2 In particular, and without limiting the generality of Rule 4.1, the Association may carry on or invest in any business, borrow money from any suitable source, and give security over the property of the Association in support of that borrowing.
- 4.3 The Association shall not have power to do anything that is not consistent with or reasonably conducive to the attainment of its objects, or that would result in the Members being deemed to be associated for pecuniary gain as defined by the Act.

5. Membership

- 5.1 The minimum number of Members of the Association shall be 15 or such other number as is required by the Act from time to time, but there shall be no maximum number.
- 5.2 There shall be the following categories of membership
 - 5.2.1 Full Members,
 - 5.2.2 Honorary Members,
 - 5.2.3 Life Members,
 - 5.2.4 Associate Members, and
 - 5.2.5 Affiliate Members
- 5.3 Members must be sole traders, partnerships, companies or other entities who carry on the business in New Zealand of importation, distribution, sale, rental, lease, hire, and or repair and maintenance of forklift equipment to customers for commercial gain or reward, or who provide goods or services to any such business in exceptional circumstances (as determined by the Board), candidates who do not meet the above criteria may be admitted by the Board as Members of the Association, Members are entitled to attend, speak at and vote at general meetings, participate in postal ballots, elect or appoint their representatives to the Board, and receive all the other benefits that the Association from time to time may provide.

- 5.4 Honorary Members must be individuals who have made a contribution to the Association or the Forklift Industry that in the opinion of the Board is significant, Honorary Members are entitled to attend and speak at general meetings, but not to vote, participate in postal ballots or elect representatives to the Board, they may, at the Board's discretion, be required to pay subscriptions or other levies to the Association.
- 5.5 Life Members must be individuals who have made a contribution to the Association that in the opinion of the Board is extraordinary and worthy of special recognition, Life Members are entitled to attend, speak and vote at general meetings, and to participate in postal ballots or elect representatives to the Board. They shall not be required to pay any subscription or other levy to the Association.
- 5.6 Associate Members must be individuals or organizations that do not meet the criteria for becoming a Member as specified above, but who carry on a business overseas or a business in New Zealand which is related to, dependent on or connected with the business of importation, distribution, sale, rental, lease, hire, and or repair and maintenance of forklift equipment/vehicles to customers for commercial gain or reward. Associate Members shall have such rights, powers and privileges, and shall be subject to such obligations, as may be determined from time to time by the Board.
- 5.7 Affiliate Members must be organizations that are similar in nature to the Association and whose objects or activities complement or support those of the Association. Affiliate Members shall have such rights, powers and privileges, and shall be subject to such obligations, as may be determined from time to time by the Board.
- 5.8 Candidates for membership of the Association in any category may apply for membership or may be nominated by an existing Member. Applications or nominations for membership of the Association in any category must in the first instance be made to the Board. To be eligible for membership in any category a candidate must first be approved by the Board in its sole discretion. Members, Honorary Members, Associate Members and Affiliate Members shall be admitted to membership if the Board approves the candidate. Life Members must, in addition to being approved by the Board, be elected by the Members. Proposals to elect a Life Member may be submitted to the Members either at a general meeting, or by postal ballot, at the Board's option.
- 5.9 The Chief Executive Officer shall maintain the register of Members in accordance with the requirements of the Act.

6. Subscriptions and Levies

- 6.1 Members shall be required to pay to the Association such annual subscriptions as may be determined by the Board in respect of the subscription year in question and subsequently approved by the members either at a general meeting or by postal ballot.
- 6.2 The Association may differentiate between different classes of Members as to the annual subscription which each class shall pay in any given year. For example, Members with an annual turnover of less than the amount set from time to time by the Board, may be permitted to pay a set percentage of the full annual subscription rather than the full amount. Similarly, any Member who has more than one branch or semi-autonomous business outlet in New Zealand may be required to pay more than the annual subscription in any given year. In return for this increased contribution, any such member shall be entitled to one vote for every multiple of a full annual subscription that Member has paid (up to a maximum of five votes), at any general meeting or special general meeting or in any postal ballot.

6.3 In addition to the annual subscription, the Board may decide that the Association requires extra funds to take advantage of some opportunity, or to ward off some threat, or to otherwise achieve the objects of the Association for the benefit of one or more of the Members, the Members as a whole, the Association itself or the Forklift Industry in general.

In that event the Board shall propose a special levy to the members and shall submit it to a vote of the Members either at a general meeting or by postal ballot. To become binding the proposal must be approved by more than 50% of the Members who are required to contribute the extra funding and who vote on the proposal.

- 6.4 The subscription year shall commence on the first day of April in each year and shall end on the last day of March in the following year. The Members shall be invoiced for all sums due to the Association on the 1st day in April following the general meeting or ballot at which those sums are approved, and shall be required to pay on an annual, or other basis as the Board may determine.
- 6.5 Unless the Board determines otherwise, a Member joining the Association at any time during a current subscription year shall be required to pay a pro rata proportion of the annual subscription and any additional or special levies payable in respect of that subscription year, calculated on a monthly basis.
- 6.6 Any Member who has failed to pay his/her/its subscription or any other sum payable to the Association when due may have his/her/its entitlement to vote at any general meeting or in any postal ballot suspended by the Board until such time as payment is made in full.

7. Termination of Membership

- 7.1 Membership of the Association shall automatically terminate if the Member in question:
- 7.1.1 Dies or (if partnership, company or other similar entity) ceases to exist, or
 - 7.1.2 Resigns by notice in writing to the Association
- 7.2 The Board may in its absolute discretion terminate a membership of the Association at any time after the Member in question;
- 7.2.1 Fails to pay the relevant annual subscription or any other sum payable to the Association after being requested in writing to do so by the Chief Executive Officer,
 - 7.2.2 Does not comply with any provision of these Rules or any regulation or bylaw made by the Board pursuant to these Rules, including the Association's 'code of ethics', after being requested in writing to do so by the Chief Executive Officer,
 - 7.2.3 Ceases to meet the relevant criteria for membership in the opinion of the Board in its absolute discretion,
 - 7.2.4 Does anything that in the opinion of the Board in its absolute discretion is likely to seriously harm the Association or the Forklift Industry in general.
- 7.3 Unless the Board otherwise agrees, termination of membership (voluntarily or compulsorily) shall not relieve the relevant Member of liability to pay any subscription or other sum that has already become due. No candidate for membership who has previously been expelled from the Association for non-payment of a subscription or other sum will be re-admitted to membership until all arrears have been paid in full.

- 7.4 A Member threatened with expulsion under Rules 7.2.2 - 7.2.4 shall be given a reasonable opportunity to explain his/her/its conduct before the Board reaches its decision. All complaints relating to proceedings under Rules 7.2.2 - 7.2.4 shall be submitted to the Chief Executive Officer in writing.
- 7.5 Instead of terminating a membership under any of Rules 7.2.1 - 7.2.4, the Chief Executive Officer may in his or her sole discretion impose some other penalty or sanction as may be appropriate in the circumstances, including (without limitation) suspension of all or any membership privileges, the imposition of a fine or other monetary penalty, or reprimand. A Member who is subjected to any such penalty or sanction may request that the decision be reviewed by the Board, and if the Board agrees to review the matter, it may determine its own procedure as it sees fit, including delegating the decision-making power to a subcommittee and charging an appropriate fee to cover the reasonable expenses incurred as a result.
- 7.6 The Board may from time to time adopt, modify and revoke regulations or bylaws concerning the disciplinary procedures to be followed and the sanctions or penalties to be imposed in specific situations, and provided those regulations or bylaws are not inconsistent with the Act or these Rules, the Chief Executive Officer and the Member in question shall comply with any such regulations or bylaws which are in force at the time.

8. Modification and Interpretation of these Rules

- 8.1 These Rules may be altered, added to or rescinded by the Members, subject to the following conditions;
- 8.1.1 A notice stating the general tenor of any proposed alteration or addition, or the reasons for any proposed rescission, shall be given to each Member who is entitled to vote at least 21 days before the vote is to be taken.
- 8.1.2 If the proposal is to be voted on at a meeting of the Members (as opposed to a postal ballot), the proposal may be amended during the course of the meeting,
- 8.1.3 No motion to alter, add to or rescind any of these Rules shall be effective unless it is carried by a majority of the Members who are entitled to vote and who vote on the proposal.
- 8.2 In the event of any dispute, doubt or difference arising as to the interpretation or application of these Rules or any of them, the decision of the Board (having first sought legal advice if considered appropriate) shall be final and binding.
- 8.3 No addition to, or alteration, or rescission of the Rules shall be approved if it affects clauses 4.3 or 21.2

9. Regulation and By-Laws

- 9.1 The Board may from time to time make such regulations or by-laws concerning the affairs of the Association as it considers necessary or desirable to better achieve the objects of the Association, provided the regulations and by-laws are not inconsistent with the Act or these Rules as modified from time to time.
- 9.2 Any such regulations and by-laws may be amended or rescinded by the Board, subject to the requirements set out in Rule 9.1.
- 9.3 No regulations or by-laws made in accordance with Rule 9.1 or amended or rescinded in accordance with Rule 9.2, shall be deemed to constitute an alteration of, addition to or rescission of these Rules or any on them.

10. General Meeting

- 10.1 The annual general meeting of the Association shall be held within 6 months of the end of each financial year, on a date and at a time and place to be determined by the Board.
- 10.2 The business to be conducted at the annual general meeting shall include the approval of the annual report and Annual Financial Statement, the election of the Officers, the announcement of the composition of the Board, the approval of the annual subscription, the consideration of any special business of which the required notice has been given, and any general business which there is sufficient time to deal with.
- 10.3 Special general meetings of the Association shall be held whenever:
 - 10.3.1 The Board determines that such a meeting is necessary or desirable, or
 - 10.3.2 At least five Members of the Association request in writing that such a meeting be held.
- 10.4 Where Members request a special meeting, they shall at the same time notify the Board of the business which they wish to be dealt with at the meeting, and provided it is business which may properly be dealt with by the Members in general meeting, the Board shall convene the meeting. The Board shall determine the date, time and location of any special general meetings, but in doing so, shall use its best endeavours to be fair to both the Members requesting the meeting, and all the other Members.
- 10.5 The business to be conducted at special general meetings shall be the business for which the special general meeting in question was convened or requested to be convened.
- 10.6 Unless at least 50% of the Members entitled to vote consent to a shorter period of notice, at least 21 days' notice of any annual general meeting or special general meeting shall be given to all the Members who have previously supplied to the Association an address to which notices may be sent. Each notice shall state the general tenor of the business to be dealt with at the meeting.
- 10.7 Notice of meetings may be given to any Member by personal delivery, facsimile, email or post. Any accidental omission to give notice to any Member who was entitled to receive it, shall not invalidate any decisions taken at the relevant meeting.
- 10.8 The quorum for general meetings shall be 10 Members who are entitled to vote, including all current Directors of the Association, present in person or by proxy. If there is no quorum present at the appointed time, those present in person shall use their best endeavours to encourage other Members to attend or to submit proxies. If there is still no quorum within one hour of the appointed time, the meeting will be dissolved and may not be reconvened without following the procedure set out in clauses 10.1-10.7.
- 10.9 The Board shall determine who is to act as chairman of any general meeting, and if the Board fails to do so, then those Members present in person shall elect one of their number to serve as chairman of the meeting.
- 10.10 With the consent of a majority of the Members present in person, the chairman may adjourn any general meeting to a later time or date.

11. Voting

- 11.1 Each Member shall be entitled to one vote, except those Members who qualify for one vote for every multiple of a full annual subscription which that Member has paid pursuant to Rule 6.2, or those whose voting rights have been suspended pursuant to Rule 6.6, or whose terms of admission to membership of the Association excluded the right to vote. Members which are partnerships, companies or other entities may only cast their vote through a person who is duly authorized to represent them, or their proxy holder.
- 11.2 At general meetings, votes shall be taken by the method of voices for and against, but if after using that method there is no clear indication of the outcome of the motion, then the vote shall be taken by a show of hands. At any time prior to the vote being taken, or immediately after the result is announced, a poll may be demanded either by the chairman or by five Members present. If a poll is demanded, it shall be taken in such manner and at such stage during the meeting as the chairman may direct.
- 11.3 In the case of an equality of votes, the chairman shall have a casting vote. A simple majority shall be sufficient to pass any Members' resolution, except a resolution to impose a special levy under Rule 6.3 which shall require the support of more than 50% of the Members who are required to contribute the extra funding and who vote on the proposal.
- 11.4 Members who are entitled to vote at general meetings may do so by proxy. The minimum requirements for a valid proxy are that the Member nominates the person who is to vote on his/her/its behalf, that person must be a Member or a duly appointed representative of a Member, and the nomination must be in writing and received by the Chief Executive Officer at least 24 hours before the commencement of the meeting in question. Proxies are automatically revoked at the conclusion of the relevant meeting or adjourned meeting.
- 11.5 Instead of holding a general meeting (other than the annual general meeting) the Members may pass valid resolutions by means of a postal ballot conducted by the Chief Executive Officer. All Members who are entitled to receive notice of general meetings and to vote at general meetings must be invited to participate in the postal ballot, but any accidental omission to issue the invitation to any Member entitled to receive it, shall not invalidate any resolutions passed pursuant to the postal ballot. A postal ballot shall not be effective unless at least 10 Members entitled to vote respond within the prescribed time. In all other respects, postal ballots shall be conducted as closely as possible in accordance with the requirements for general meetings.
- 11.6 Provided the Board is satisfied that there are sufficient safeguards to verify the privacy and authenticity of the votes that are cast, postal ballots may be conducted by facsimile, email or any other method of communication instead of by post.

12. Board

- 12.1 There shall be a Board of Directors which shall be responsible for the supervision of the affairs of the Association, for overseeing the activities of the Officers, and for all policy decisions, provided that they are consistent with these Rules (as modified from time to time). Subject to the Act and these Rules, the Board may do any lawful thing that it considers to be consistent with or incidental or conducive to the attainment of the objects of the Association.

12.2 The Board shall comprise of up to five Directors as follows:

12.2.1 Four Full Member Representatives elected by vote of Full members;

12.2.2 One Supplier Representative elected by vote of the Supplier Members.

12.3 Subject to Rule 12.8, a Director's term of office shall commence from the end of the Annual General Meeting at which his or her election is announced, unless he or she ceases to be a Director before the expiry of the term.

Table A: Board Composition and Terms of Directorship

Director Type	Representation	Term / Expires
Full Member Rep	Eg: Manufacturers, distributors Elected by Full Members	2 years
Full Member Rep	Eg: Sales & Lease Elected by Full Members	2 years
Full Member Rep	Eg: Hire Elected by Full Members	2 years
Full Member Rep	Eg: Maintenance Sector Elected by Full Members	2 years
Supplier Representative	Supplier Members Elected by Supplier Members	1 year

12.4 Elections shall be held to determine the Directors to represent members on the Board as follows:

12.4.1 The Chief Executive Officer shall conduct the election of the Directors by postal ballot, in sufficient time each year to ensure that the result of the elections can be announced at the annual general meeting for that year.

12.4.2 The Chief Executive Officer shall first call for nominations by a specified date and shall then distribute ballot papers to the members listing the candidates and such other information as may be relevant.

12.4.3 A candidate for election to the Board must be a member in his/her own right or a Director, Officer, Employee or proprietor of a Member or Associate Member. Candidates must be nominated by at least two other members who belong to that membership type.

12.4.4 If only one candidate is nominated for a particular position, the Chief Executive Officer will notify the members of that membership type, and if 10 or more of those members do not object in writing within 14 days of notification, that candidate will be automatically elected without the need for a ballot.

12.4.5 After determining the results of the elections, the successful candidates shall (whether or not they have been previously disclosed) be announced at the annual general meeting, and they shall take office at the conclusion of that meeting.

12.5 Each member (including members who are entitled to cast two or more votes by virtue of having paid two or more subscriptions) may only vote in the election of a Board Representative of the membership type to which they belong.

- 12.6 Directors' terms of office shall be two years and shall expire on a rotational basis as detailed in Table A. All Directors shall be eligible for re-election.
- 12.7 A Director shall cease to be a Director as and from the date when the Director:
- 12.7.1 Dies or in the opinion of the Board becomes so incapacitated that he or she is effectively incapable of performing the duties required of a Director;
 - 12.7.2 No longer qualifies to be a Director under the criteria set out in Rule 12.4.3;
 - 12.7.3 Resigns by notice in writing to the Board; or
 - 12.7.4 In the case of Full or Supplier Representatives, is removed from office by a majority vote of the members of the relevant membership type.
- 12.8 If any Director ceases to be a Director during his or her term of office, and the members entitled to elect a replacement have not yet done so, the Board may appoint a replacement, provided that the replacement is eligible to be a Director under Rule 12.4.3.
- 12.8.1 The Board may exercise its discretion when appointing a replacement but must if possible appoint someone who it reasonably considers to be representative of the same membership type as the person being replaced.
 - 12.8.2 The new appointment shall continue only until the members entitled to elect a representative for that membership type have elected their own replacement, and the Board shall ensure that they are given the opportunity to do so as soon as reasonably practicable.
 - 12.8.3 A replacement Director's term of office shall expire at the same time as the term of the person he or she has replaced would have expired, but he or she shall be eligible for re-election.
- 12.9 The Board may co-opt additional suitably qualified people to attend Board meetings and/or assist the Board in the performance of its functions, as and when the Board considers it necessary or desirable.
- 12.10 All persons appointed to serve on the Board shall be entitled to be reimbursed for all reasonable expenses they may incur in attending or participating in meetings of the Board.
- 12.11 The Board may make decisions in any of the following ways:
- 12.11.1 At Board meetings,
 - 12.11.2 By postal ballot or by circulating a written resolution to be signed by the Directors, or
 - 12.11.3 By conference call over the telephone.
- 12.12 Notice of every proposed Board meeting, conference call, postal ballot or written resolution shall be given to every Director who is entitled to participate and who has supplied to the Association an address for the service of notices. At least seven days' notice shall be given of Board meetings and conference calls, and the notice shall be in writing and shall state the general tenor of the business to be discussed.

- 12.13 Board meetings, conference calls, postal ballots or written resolutions shall be convened or initiated by the Chief Executive Officer whenever requested by the President or at least two Directors.
- 12.14 The quorum for Board meetings and conference calls shall be 75% of the Directors of the Board, present in person or by proxy, and the necessary majority required to pass a resolution at a Board meeting or conference call or to carry a postal vote or written resolution, shall be 75% of the Directors entitled to vote, acting in person or by proxy.
- 12.15 All current Directors shall be entitled to vote either in person or by proxy. The minimum requirements for a valid proxy are that the Director nominates the person who is to vote on his or her behalf, that person must be eligible to be a Director under Rule 12.4.3, and the nomination must be in writing and received by the Chief Executive Officer prior to or at the commencement of the meeting or conference call in question. Proxies are automatically revoked at the conclusion of the relevant meeting or conference call.
- 12.16 The Board shall elect one of the Directors as President and the President's term of office shall be for at least one year. The President shall act as chairman of all Board meetings and conference calls, or if he or she is not present within 15 minutes of the appointed time for the meeting or conference call, then those Directors who are present at that time shall elect a chairman.
- 12.17 In all other respects, the Board may regulate its decision-making procedures as it sees fit, consistent with its responsibilities and privileges, the objects of the Association, and the provisions of these Rules.

13. Transitional Provisions

The ideal board composition is to have board members have a staggered renewal. Eg: Two of the full members will retire one year, the other two full members would retire the next year. To achieve this, the first elections will seek two full members to serve 1 year only, two to serve a 2-year term.

14. Subcommittees

- 14.1 The Board may from time to time create subcommittees for any purposes within the Board's scope of authority, and appoint Directors to serve on those subcommittees. The Board may delegate any of its functions to the subcommittees and shall determine the procedures to be followed by those subcommittees in carrying out those functions.
- 14.2 Each of the subcommittees shall appoint a head of their subcommittee, who shall represent the subcommittee on the Board. Subcommittees may revoke any such appointment and appoint a substitute person at any time. No such appointment or revocation shall take effect until written notice of the appointment or revocation has been received by the Chief Executive Officer.

15. Validity of Acts done by Board or Subcommittees

- 15.1 All acts done and decisions taken by the Board or any subcommittees of the Board shall be valid notwithstanding the fact that there is any defect in the appointment of any member of the Board or relevant subcommittee, or any accidental failure to give notice of a meeting, conference call, postal ballot or written resolution to any member of the Board or relevant subcommittee, provided that there was a quorum in each case. Members of the Board or its subcommittees may participate in the conduct of their business notwithstanding the fact that they may be interested in the outcome of that business in another capacity, provided that they act in good faith and in the best interests of the Association.

16. Appointment of Officers

- 16.1 The Officers of the Association shall comprise the Chief Executive Officer, and any other officer who may be appointed from time to time, either by the Board or by the Chief Executive Officer with the prior approval of the Board. Until the Board resolves otherwise, the Chief Executive Officer shall perform the functions normally undertaken by a Secretary and Treasurer of an incorporated society.
- 16.2 The Officers shall be appointed for such duration and on such terms and conditions as the Board may decide. Unless the Board decides otherwise, the Chief Executive Officer shall not be a Member of the Association.
- 16.3 The Chief Executive Officer shall be accountable to the Board, and unless the Board resolves otherwise, any other officers appointed from time to time shall be accountable to the Chief Executive Officer.
- 16.4 Any of the Officers may operate as an independent contractor, providing services to the Association on a contract basis rather than as an employee. In addition to any remuneration they may be entitled to, the Officers shall be entitled to be reimbursed for any out-of-pocket expenses they may reasonably incur in the course of performing their duties.
- 16.5 The Association shall maintain a policy or policies of insurance to indemnify the Directors and Officers in respect of any liability they may incur in the course of or as a result of performing their functions as Directors and Officers, to the maximum extent permissible by law.

17. Powers and Responsibilities of the Chief Executive Officer

- 17.1 The Chief Executive Officer shall be responsible for the day-to-day management of the affairs of the Association and, subject to the terms of his or her appointment and to any lawful directions given or qualifications imposed by the Board from time to time, shall have full authority to do any lawful thing that he or she considers to be consistent with or incidental or conducive to the attainment of the objects of the Association.
- 17.2 In particular, and without limiting the generality of Rule 17.1, the Chief Executive Officer's powers and responsibilities shall include the following:
- 17.2.1 To call and attend all general meetings of the Association and meetings or conference calls of the Board, and keep all minutes of those meetings or conference calls.
- 17.2.2 To implement, administer and report the results of all Member postal ballots and all Board postal ballots and written resolutions.
- 17.2.3 To implement and carry into effect all decisions of the Members or the Board where that responsibility has not been specifically allocated to some other person.
- 17.2.4 To receive, process and/or pass on to the appropriate recipient all incoming correspondence and other written or electronic communications relating to the Association, and maintain the files and records of the Association.
- 17.2.5 To maintain the register of Members and to comply with all other requirements imposed on the Association by the Act.

- 17.2.6 To prepare immediately prior to each annual general meeting an annual report of the business and proceedings of the Association since the last annual general meeting.
 - 17.2.7 At the request of the Board, to produce any correspondence, books, records or property of the Association within his or her possession or control, and on vacating office, to deliver to his or her successor or other authorized person all such correspondence, books, records or property.
 - 17.2.8 To collect the moneys due to the Association and issue receipts.
 - 17.2.9 To deposit all such moneys into a bank account in the name of the Association.
 - 17.2.10 To maintain the accounts of the Association.
 - 17.2.11 To prepare prior to the annual general meeting the Annual Financial Statement required by the Act to be submitted to the Members, including a statement of income and expenditure during the last financial year, a statement of the Association's assets and liabilities as at the close of the last financial year, and a statement of all mortgages, charges and securities effecting the Association's property.
 - 17.2.12 To pay all the expenses of the Association.
 - 17.2.13 To obey all such lawful instructions and do all such lawful acts and things as may be given or required to be done by the Members, the Board, the Act and these Rules.
 - 17.2.14 To do and perform all such other lawful duties as usually pertain to the office of Chief Executive Officer.
- 17.3 The Chief Executive Office shall not be entitled to a vote either on Board issues or Member issues, but he or she shall be entitled to attend all meetings of the Association and the Board or its subcommittees.

18. Income, Investment and Expenditure

- 18.1 The activities of the Association shall be funded from annual subscriptions, and such other sources including levies, donations, grants, bequests, sponsorships, commissions, fees, surpluses from commercial activities, dividends, returns from investments and loans as the Board may determine from time to time.
- 18.2 All income of the Association that is not immediately required to meet expenditure, may be invested in such manner as the Board may see fit.
- 18.3 The funds of the Association may be utilized for any purpose that the Board in its absolute discretion considers to be consistent with the attainment of the objects of the Association, subject to the requirements of the Act and these Rules.
- 18.4 All cheques and other similar payment authorities drawn on the Association's bank accounts shall be signed by any two current Directors, or by one Director and the Chief Executive Officer.

19. Accounts

- 19.1 The Financial Year of the Association shall expire on 31 March in each calendar year and the Accounts of the Association shall be made up as at that date.
- 19.2 Unless the Members resolve otherwise in respect of any particular financial year, the Accounts and the Annual Financial Statement shall be audited.

20. Common Seal

- 20.1 The Association shall have a common seal which shall be kept in the custody of the Chief Executive Officer, and shall not be affixed to any document or instrument except as authorized by a resolution of the Members or the Board. Any document or instrument to which the seal is affixed shall also be signed by any two current Directors, or by one Director and the Chief Executive Officer.

21. Registered Office

- 21.1 The Association shall at all times have a registered office, and shall keep the Registrar of Incorporated Societies advised of the location of the registered office, in accordance with the requirements of the Act.

22. Liquidation

- 22.1 The Association may be put into liquidation in the manner provided by section 24 or section 25 of the Act.
- 22.2 Upon any such liquidation, the assets of the Association shall, after payment of all liabilities, be disposed of in such manner as the Members shall determine, provided that they shall not be divided amongst the Members but shall be distributed amongst some body or bodies having similar aims to those of the Association.

End.