



Of

THE NEW ZEALAND JOINERY MANUFACTURERS' FEDERATION INCORPORATED

1. NAME

The name of the Federation shall be **"THE NEW ZEALAND JOINERY MANUFACTURERS FEDERATION INCORPORATED."**

2. INTERPRETATION

In the interpretation of these Rules, the following words and expressions shall have the meaning hereinafter specified unless there is something in the context inconsistent therewith:

"The Federation" means the New Zealand JOINERY MANUFACTURERS Federation Incorporated.

"The Office" means the Registered Office from time to time of the Federation.

"Association" means the District Association directly responsible for the affairs of members in that district.

"Members" means a member of the Federation as defined in Rule 4.

"Month" means calendar month.

Words importing the singular number include the plural number and vice versa. Words importing the masculine gender include the feminine and neuter.

"Rules and By-Laws" means Rules and By-Laws for the time being of the Federation.

"Federation Secretary" means the Secretary of the Federation duly appointed.

"Association Secretary" means the Secretary of the District Association duly appointed.

"In writing" means written, typewritten or printed or partly printed, or partly written or partly typewritten.

3. OBJECTS

- (a) To promote and encourage the Joinery trade generally and to confer on all matters affecting its interests
- (b) To secure its members all the advantages of unanimity of action.
- (c) To become a member of any Federated Association to co-operate with and contribute to the funds of any such Federation, or other kindred Association, and/or to any Patriotic or charitable cause and for the purpose to delegate any of its members with power to act in that behalf.
- (d) To prosecute or defend any suits, applications or proceedings before any Court or Tribunal whatsoever whether on behalf of a Member or on behalf of the Federation, as may be deemed necessary or expedient in the interests of the Federation.
- (e) To take such other steps as may from time to time be deemed expedient or necessary to protect the interest of the Federation or its members.
- (f) To originate and promote improvements in the law and to support or oppose alterations therein and to effect improvements in the administration thereof and for such purposes to take steps and proceedings as may be deemed expedient.
- (g) To make and to impose and enforce by fines or otherwise such Rules and By-Laws for its members and persons dealing with them as may be considered necessary or expedient for attaining any of its objects and to rescind or alter such Rules and By-Laws.

- (h) To buy or otherwise acquire, sell, improve, manage, develop, exchange, lease, let, take on lease or rent, mortgage, charge, dispose of or otherwise deal with real and personal property of all kinds or any interest therein and to invest, deal with and turn to account all or any part of the Federation's property or rights.
- (i) To carry on any other undertaking which may seem to the Federation capable of being conveniently carried on in connection with these objects or calculated directly or indirectly to enhance the value or render profitable any of the Federations property or rights.
- (j) To enter into any arrangement for sharing profit, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Federation is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to profit this Federation.
- (k) To enter into any arrangement with any Governments or Authorities supreme, municipal, local or otherwise that may seem conducive to the Federation's objects, or any of them, and to obtain from any such Government or Authority, any rights, privileges and concessions which the Federation may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangement, rights, privileges and concessions.
- (l) To borrow or raise or secure the payment of money at such rate of interest and in such form and manner as the Federation shall think fit charged upon all or any of the Federation's property both present and future.
- (m) To draw, accept, make, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (n) To take such other steps in pursuance of these Rules as may from time to time be deemed expedient or necessary to protect the interests of the Federation.
- (o) Generally to do by all lawful means such acts, matters and things as may be incidental or conducive to the attainment of all or any of the objects hereinbefore stated.
- (p) The whole of the income or funds of the Federation shall be applied in promoting its objects and no dividend whatever shall be paid to any of its members AND IT IS HEREBY DECLARED AND AGREED that it is the object of the Federation to maintain the said Federation in its entirety and that no member shall be in such capacity entitled to make any claim or demand for any share in the assets of the Federation, or for any division thereof, but shall while a member be only entitled to the privileges provided by these Rules or any By-Laws made hereunder, and shall on ceasing to be a member in accordance with these Rules, cease to have any claim whatever upon the Federation.

4. MEMBERSHIP

- (a) Any person, persons or company who possesses or controls the plant, equipment and stock necessary to enable such person, persons or company to furnish the services normally required of a Joiner manufacturer and who operates and controls a registered joinery factory shall be eligible for membership of the Federation.
- (b) Every applicant for membership, after coming into force of these Rules, shall make written application to the Association Secretary and shall adduce evidence to show that he complies with the requirements of sub-clause (a) of this Rule.
- (c) Persons or companies seeking election to membership shall be nominated by two existing members who shall certify that the person, persons, or company, whom they nominate bona fide complies with the requirements of sub-clause (a) of this Rule. In no case shall any person, persons or company be admitted to membership or continue in membership who is not a member of his Local Joinery Manufacturers Association unless he reside beyond the area of jurisdiction of any such Local Association, or if there is no Local Association in existence.
- (d) All nominations for membership shall be considered by the Association Executive and the election of any nominated candidate for membership shall depend upon a majority of votes of members of the Association Executive present in person, or by proxy, being in his favour.
- (e) Immediately after election, all members shall become liable for the Annual Subscription for the current year as set by the Local Association, or in the case of a member elected after 1 March in any year to such portion thereof as the Association Executive may determine.
- (f) Businesses which meet the requirements of Clause 4(a) above but are resident outside of the area of a local Association may make direct application for membership to the Federation Secretary who shall require such further evidence as is considered necessary to show that the applicant meets the requirements of sub clause 4(a) of these rules.

CERTIFICATES OF MEMBERSHIP

Upon the Joinery manufacturer being admitted as a member, he shall be entitled to a Certificate to that effect under Common Seal of the Federation, provided always:

- (i) The member shall make application in writing on the appropriate form for the Certificate of Membership.
- (ii) Where any person, persons or company (hereinafter in this Rule called a "member") makes application for a Certificate of Membership and such Certificate is issued, the member shall be recorded as custodian of the Certificate of Membership.
- (iii) The Certificate of Membership shall at all times remain the property of the Federation and the Federation Executive shall be at liberty at any time to call for its production and delivery and the member concerned shall forthwith thereafter deliver the said Certificate to the Secretary of the Federation.
- (iv) The Certificate of Membership shall be withdrawn on the direction of the Federation Executive if such member ceases to be a member of the Federation for any reason whatsoever.

(g) HONORARY LIFE MEMBERSHIP

- (i) Any person who has given long and distinguished service to the Federation may be elected to Honorary Life Membership to the Federation in the manner hereinafter provided.
- (ii) The Honorary Life Membership shall only be conferred at an Annual General Meeting on the recommendation of the Federation Executive and by a majority vote of the meeting present personally or by proxy or attorney.
- (iii) Nomination of any person for Honorary Life Membership shall be made to the Federation Executive who shall consider the nomination and decide whether or not a recommendation shall be made to the Annual General Meeting. The decision of the Federation Executive in this regard shall be final. Any nomination shall be made at least one calendar month before the Annual General Meeting.
- (iv) Any person elected to Honorary Life Membership shall be entitled to all the rights and privileges of a member of the Federation, but shall not be entitled to a vote at any meeting of the Federation. He shall not be able to hold Office in the Federation.

(h) ASSOCIATE MEMBERSHIP

Associate Membership of the Federation may be granted to any persons, firms or companies, who in the opinion of the Federation Executive may be of assistance in furthering the objects of the Federation.

Associate Members shall not have the right to hold Office or the right to vote. Applicants for Associate Membership shall be by invitation.

5. RESIGNATION

Any member wishing to resign from the Federation shall give to the Association Secretary not less than three months previous notice in writing of his intention to resign and shall pay all fees, subscriptions, or levies due by him to the Federation up to the expiry of such notice. His resignation may then be accepted by the Association Executive.

6. CANCELLATION OF MEMBERSHIP

- (a) The Federation Executive shall have the power by Resolution carried by three-fourths majority of those present in person or represented by proxy at a meeting of the Federation Executive to cancel the membership of any member who in the opinion of such majority of the Federation Executive –
 - (i) has at any time failed to comply with the qualifications for membership defined by Rule 4(a), or
 - (ii) has ceased to be a member of his Local Joinery Manufacturers Association unless he reside beyond the jurisdiction of any such Local Association, or if there is no Local Association, or

- (iii) has committed a breach of any of these Rules or of any By-Laws properly made under Rule 20 hereof, or of any recorded decision of the Federation on any subject,
or
- (iv) has been guilty of conduct or fails to maintain a reasonable standard of workmanship which in the opinion of the Federation Executive or the Federation is prejudicial to the smooth conduct and standard of the Federation, but the Federation Executive shall not cancel the membership of any member without first giving him an Opportunity to be heard, but if he shall fail to appear before the Federation Executive on a date not earlier than 28 days from the date of posting of such notice to be heard, the matter may be determined in his absence.

- (b) Any Local Joinery Manufacturers Association recognised by the Federation shall be at liberty to give notice to the Federation Executive that it requires the Federation Executive to consider the cancellation of the membership of any member. Such notice shall state the grounds on which it is considered that such membership shall be cancelled. If the Federation Executive considers that the circumstances warrant investigation, the Federation Executive shall thereupon send written notice to the member concerned of the grounds of complaint and shall call upon him to appear before the Federation Executive at a date not earlier than 28 days from the posting of such notice and to show cause why his membership should not be cancelled.

The said member shall have the right to appear and be heard by the Federation Executive, but should he fail to appear after proper notice as aforesaid, the question may be determined in his absence.

- (c) Any member whose membership has been cancelled by the Federation Executive shall be so notified in writing by the Federation Secretary and his membership shall thereupon be cancelled, and his name removed from the Register. He shall be liable for all subscriptions, dues or levies payable by him to the Federation up to the date upon which the cancellation of his membership becomes effective.

7. INTEREST IN PROPERTY

No member who resigns voluntarily or whose membership has been cancelled shall have any rights or interests in any firms or property of the Federation.

8. REGISTER OF MEMBERS

The Federation Secretary shall keep a Register of Members which shall contain the name, address and occupation of each member.

Such listing of Members shall be made available from time to time upon inspection to any member.

9. FINANCIAL YEAR

The financial year of the Federation shall be from the 1st day of April till the 31st day of March of the following year.

10. ANNUAL GENERAL MEETING

(a) The Annual General Meeting of the Federation shall be held in each year at such place as the Federation Executive shall determine and preferably within three months of the end of the financial year. The business to be transacted shall be the consideration of the Annual Report and Accounts covering the year's activities; the election of the Officers and the fixing of the Annual Subscription; and consideration of any other matter submitted by the Federation Executive or Advisory Committee or any member.

(b) Any such other matter, Resolutions, Notices of Motion and Remits for inclusion in the agenda of any Annual General Meeting shall be in the Secretary's hands no later than twenty eight clear days prior to the date of the Annual General Meeting.

(c) Any such other matter, Resolutions, Notices of Motion and Remits received by the Secretary in accordance with Rule 10(b) shall be mailed to all members twenty one days prior to the Annual General Meeting. The failure for any reason of any member to receive such notice shall not invalidate any meeting or the proceedings thereof.

(d) Voting at Annual General Meetings shall be on the basis of one vote for each subscription paid and proxies shall be allowed.

11. MANAGEMENT

- (a) The management of the Federation shall be in the hands of the Federation Executive consisting of the President, two vice Presidents and Immediate Past President and those appointed in accordance with Rule 12 (c)

The Federation Executive shall have power to manage the business and affairs of the Federation and to exercise any of the powers and objects of the Federation referred to in Rule 3 hereof, The Federation Executive shall meet preferably at least three times each year, but additional meetings may be held as necessary in the interests of the efficient performance of the functions of the Federation.

- (b) The Federation Executive shall determine any matter coming before it on the voices or by a show of hands, unless a poll is demanded by any member and in the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

On a poll being taken, every member present in person shall have one vote, with an additional vote for every complete five financial members of the Local Association of which he is a member.

The Federation Executive shall be invested with power to deal with any urgent matter by postal vote provided in the opinion of the President (or in his absence, a Vice President) this may conveniently be done without the necessity and expenses of a meeting and notwithstanding that this may conflict any Rule, but in all such circumstances its actions shall be reported to the subsequent Annual General Meeting. Each member of the Federation Executive shall be entitled to exercise the same voting rights as for a poll. Provided, however, that in the event of failure or inability of a Delegate appointed pursuant to Rule 12(c) to attend at a meeting of the Federation Executive his deputy delegate appointed pursuant to Rule 12(c) shall be entitled to attend and vote in his stead. Provided further that in the event of illness, or absence from New Zealand, of any delegates his deputy delegate shall be entitled to exercise a postal vote in lieu of the delegate himself. In the case of Local Associations which have appointed more than one deputy, the President of the Local Association concerned (or failing him a Vice President). shall nominate which of the deputy delegates of that Association shall attend the meeting and exercise the vote. With the consent of the President (or failing him a Vice President) of his Association, any delegate for that Association shall be entitled to give a proxy to, and be represented by any other member of the Executive at any meeting of the Federation Executive, but no such proxy shall be valid for more than that one meeting. In all above cases, in the event of an equality of voting, the Chairman, or his deputy as the case may be, shall have a casting vote in addition to his deliberative vote.

- (c) The Federation Executive shall pay the proper and reasonable and incidental expenses of one delegate to the Federation Executive from each Association, or two delegates from those Associations with 19 or more members as per Rule 12(c)(ii) and Rule 12(c)(iii) as well as the expenses of any member of the Advisory Committee, and the Federation Secretary, and any other appointed Federation representative when travelling on the business of the Federation.
- (d) There shall be appointed at each Annual General Meeting of the Federation a Committee of the Federation to be known as the Advisory Committee. This Committee shall consist of the President, two Vice Presidents, the Immediate Past President and, if necessary, one member of the Federation Executive as nominated by the President. Subject to the provisions of Rule 15 hereof as to a quorum, the Advisory Committee shall have power to regulate its own procedures for meetings, but the President shall have power to convene meetings of the Advisory Committee whenever necessary.

The functions and powers of the Advisory Committee shall be

- (i) To do and perform any acts, matters or duties which shall be delegated to the Advisory Committee by the Federation Executive either generally or in any particular Case.
- (ii) To deal (within the scope of any general or particular policy laid down by the Federation Executive) with any matters of an urgent nature which may arise between Federation Executive meetings.
- (iii) To investigate and report to the Federation Executive upon any new problems or matters of an important nature which the Federation Executive has not had an opportunity to lay down any policy.
- (iv) To arrange for meetings of the Federation Executive.
- (v) When necessary, to advise the Federation Secretary on matters of policy laid down by the Federation Executive or the Federation.

12. ELECTION OF OFFICERS

The Annual General Meeting shall appoint the following Officers –

- (a) The President, who shall preside at all meetings of the Federation and Federation Executive.
- (b) Two Vice Presidents, one of whom shall preside at all meetings of the Federation and the Executive in the absence of the President.

In the event of the resignation, retirement or death of the President, one of the Vice Presidents shall automatically assume office as President, and in such case the Federation Executive shall have power to appoint a Vice President to fill the vacancy in that office and the Vice President so appointed by the Federation Executive shall hold office until the next Annual General Meeting.

- (c) The Federation Executive which shall consist of delegates representing Local Associations as follows:
 - (i) Each Local Association comprising not more than 12 members of the Federation, one delegate.
 - (ii) Each Local Association comprising not more than 19 members, two delegates.
 - (iii) Each Local Association comprising not less than 20 members, three delegates
 - (iv) All members who have no Local Association as hereinbefore provided, one delegate.

Each such Local Association shall also be entitled to nominate a like number of deputy delegates and who shall have the limited voting powers provided in Rule 11(b) hereof.

- (d) An Auditor, who shall be a member of the New Zealand Society of Accountants, and whose fee shall be fixed by the Federation Executive from time to time. In the event of an extraordinary vacancy in the office of Auditor, this shall be filled by the Federation Executive and the Auditor so appointed shall hold office only until the following Annual General Meeting at which he shall be eligible for reappointment.

13. SECRETARY/TREASURER

A Secretary shall be appointed by, or on the terms to be fixed, by the Federation Executive (which terms shall include the giving of three months notice on either side). He shall conduct all correspondence, keep a careful account of all meetings and do all the clerical work of the Federation.

The Secretary shall receive such remuneration for his services as the Federation Executive may from time to time arrange. The Secretary shall also act as Treasurer, keep all books of account, collect all subscriptions and other monies and pay them to the credit of the Federation's account at such Bank as the Federation Executive shall from time to time determine. All payments to be made by cheque, shall be signed by the President, or Vice President, and counter-signed by the Secretary. Provided, however, that the Federation Executive shall have power to arrange for the opening and maintenance in Wellington, or elsewhere, of an imprest account for such amount as the Federation Executive shall from time to time determine. Such imprest account shall be reimbursed from time to time from the funds of the Federation on presentation of an account thereof to the Federation Executive or to such person or persons as the Federation Executive shall appoint for that purpose. Such imprest account shall be operated upon by the Secretary or such other person or persons as the Federation Executive shall from time to time determine. The powers and duties of the Secretary shall include the following –

- (a) To receive and hold any monies, investments or securities entrusted to him by the Federation, or by any other members of the Federation, pursuant to any By-Laws made under these Rules, or pursuant to any agreement that may be entered into between any joinery manufacturer and the Secretary, and to dispose of such monies, investments or securities as directed by the Federation Executive pursuant to such powers as may be invested in the Federation Executive by any such By-Laws.
- (b) To enter into agreement with any joinery manufacturer in such terms as may be directed by the Federation Executive in pursuance to the objects of this Constitution.

14. MEETINGS

A Special meeting of the Federation Executive shall be convened by the Secretary at any time upon the requisition in writing of five financial members of the Federation Executive, or when requested by the Advisory Committee. A Special General Meeting of the Federation shall be convened by the Secretary at any time when so requested by the Federation Executive, or by the Advisory Committee, or upon the requisition in writing of ten financial members of the Federation, other than the Federation Executive members. Not less than twenty one clear days' notice must be given by the Federation Secretary when convening such meetings. The special business for which the meeting is convened shall be stated in the notice convening the meeting and no other business shall be transacted at such Special Meetings

15 QUORUM

At any general or special meeting of the Federation, twelve shall form a quorum; at Federation Executive meetings six shall form a quorum; and at Advisory Committee meetings two shall form a quorum.

16 VOTING

All questions arising at any general meeting shall be determined by a majority of the votes of the financial members present as hereinafter provided in this Rule and by a show of hands unless a ballot be called for by any five members present at the meeting. In the case of a ballot, only members financial to the 31st day of March prior to the date of the meeting shall be eligible to vote.

Each member of the Federation shall be entitled to notice of, attend, vote at or take part in all general meetings of the Federation either personally or by a properly appointed deputy. The voting shall be one vote for each subscription paid by members present and proxies shall be allowed. In the case of an equality of voting, the Chairman shall have a deliberative as well as a casting vote which he shall exercise in the interests of the Federation. For the purpose of this Rule, a partnership shall be equivalent to a company and be entitled to one vote.

17 FINANCE

The funds of the Federation shall be controlled by the Federation Executive and shall be applied in payment of the necessary expenses connected with the management of the Federation and for such other purposes as are expressed or implied in the Rules and By-Laws of the Federation.

18 SUBSCRIPTIONS AND LEVIES

- (a) The Annual Subscriptions payable each year by members shall be fixed as to the amounts and dates of payment at the Annual General Meeting on the recommendation of the Federation Executive, subject to review at each Annual General Meeting.
- (b) Should the amount of subscription in any year be insufficient to meet current expenditure, a special levy may be made by the Federation Executive on the same basis as set out in (a) sufficient to meet such expenditure provided that such special levy shall not exceed the amount of subscription payable by any member in any year as set out in (a).
- (c) All subscriptions decided by the Federation, or levies by the Federation Executive, will be collected from the members of the Local Associations and paid to the Federation from time to time except that those members admitted under Clause 4(f) shall pay subscriptions or levies direct to the Federation Secretary.

19 NOTICES

- (a) Unless any Rule expressly provides otherwise, any Notice required by these Rules or by any By-Laws, made hereunder may be served on any member by delivering the same at or by posting same prepaid addressed to such member at his address shown in the Register of Members.

Any Notice sent by post shall be deemed to have been served on the day on which it is posted and in proving such services it shall be sufficient to prove that such Notice was properly addressed and stamped and put into the Post Office.

- (b) Notice in writing of every decision of every general meeting shall be given to all members by the Federation Secretary as soon as possible following the meeting. Notice in writing of every decision of every meeting of the Federation Executive shall be given to all Federation Executive members by the Federation Secretary as soon as possible after the date of the meeting.

20. BY-LAWS

The Federation may from time to time in general meeting make By-Laws not repugnant to these Rules for the regulation of the affairs of the Federation, its Officers or members, for the benefit of the industry. Any such By-Laws, may in like manner be repealed, rescinded, varied or altered.

21. SPECIAL RESOLUTIONS

A Resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the members entitled to vote who are present in person, or by representation, at a special meeting of the Federation of which not less than twenty-one (21) days' notice specifying the intention to propose the Resolution as a Special Resolution has been duly given to each member

22. DIVISION OF THE FUNDS ON DISSOLUTION

- (a) In the event of the winding up of the Federation, its monies and assets shall, after payment of all debts and liabilities, be disposed of as the members may decide at a meeting under Rule 22(b), provided that any Resolution passed under this Rule shall preclude the distribution of any surplus money or assets to any member of the Federation.
- (b) A Resolution for the purpose of winding up the affairs of the Federation may be carried by a bare majority of the members present at a general meeting called for the purpose not later than thirty days following a Resolution at a general meeting requiring the Federation to be wound up.

23. RETIRING MEMBERS' LIABILITY

Every member of the Federation undertakes to contribute to the assets of the Federation in the same proportion as his annual subscription in the event of its being wound up during the time that he is a member for payment of the debts and liabilities of the Federation contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up the same.

24. COMMON SEAL

The Common Seal of the Federation shall be kept in the custody of the Federation Secretary. The said Common Seal shall not be used except under and by virtue of a Resolution of the Executive of the Federation

25. ALTERATION OF THE RULES

The Rules of the Federation may be amended, altered, added to or rescinded by a Resolution passed by a majority of not less than three-fourths of the members present at a general meeting at which notice stating the intention to propose such Resolution has been duly given.

Rule 3(p), Rule 7 and Rule 22(a) may not be altered except with the approval of Inland Revenue.

The provisions and effect of this Rule 25 shall not be removed from this document and shall be included and implied into any document replacing this document.

Signed _____ PRESIDENT

Signed _____ VICE PRESIDENT

Signed _____ VICE PRESIDENT