



DRAFT

**CONSTITUTION AND RULES OF
THE UNITED FIRE BRIGADES' ASSOCIATION OF
NEW ZEALAND INCORPORATED**

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1 INTERPRETATION

1.1 Definitions

In these Rules unless the context otherwise requires:

Act means the Fire and Emergency New Zealand Act 2017 as amended from time to time and any legislation that repeals or replaces the Fire and Emergency New Zealand Act 2017;

Associate Organisation means any company, organisation, or society with interests in common with the Association including but not limited to Provincial Associations, Sub Associations, the United Fire Brigades Association Benevolent Fund, the New Zealand Fire Brigades Institute, the New Zealand Branch of the Institution of Fire Engineers, the New Zealand Firefighters Welfare Society, and the New Zealand Firefighters Credit Union.

Associate Member means an Associate Organisation admitted as a Member in accordance with Rule 4.2 and any Associate Member admitted under the Superseded Rules;

Association means the United Fire Brigades' Association of New Zealand Incorporated, an incorporated society registered under the Incorporated Societies Act 1908 and under the Charities Act 2005;

Annual General Meeting or **AGM** means the annual meeting of the Association that must be called in accordance with these Rules;

Board means the body established in accordance with Rule 7;

Board Member or **Board Members** means a person or persons elected or appointed to the Board in accordance with Rule 7;

Brigade Member means a group of persons organised to carry out or support FENZ's principal objectives and main or additional functions as outlined in the Act that has been admitted as a member of the Association pursuant to Rule 4.2 and any Brigade Member admitted under the Superseded Rules;

Chairperson means the Chairperson of the Board elected in accordance with Rule 7.6;

Chief Executive means the person for the time being appointed to that role in accordance with Rule 8.1(c);

Delegate means an Enrolled Member elected to represent a Brigade Member at a Members' Meeting;

Disciplinary Committee means the disciplinary and complaints committee that shall consist of two Board Members appointed by the Board;

Elected Board Members means the Board Members elected in accordance with Rule 7.3;

Enrolled Member means a person enrolled in a Brigade Member;

FENZ means Fire and Emergency New Zealand as defined in section 8 of the Act;

Independent Board Members means the Board Members appointed in accordance with Rule 7.4;

Industry and Defence Members means a group of persons recognised under section 69 of the Act and defence force brigades as defined in section 6 of the Act;

Life Member means a person who has been recognised as a life member of the Association including in accordance with Rule 4.3 or in accordance with any Superseded Rules;

Member means any person or organisation admitted as a member pursuant to Rule 4;

Members' Meeting means an Annual General Meeting or a Special Meeting of the Association;

Members' Register means the register of Members maintained by the Chief Executive of the Association in accordance with Rule 10;

Merger means when a separate entity (the **Merging Entity**) is conceptually merged with the Association so that all or some of the existing members of the Merging Entity become Members of the Association, or in the event amalgamations are permitted by law, an amalgamation;

Officers mean the roles of the President, Vice President and Patron and any other officer roles created by the Board;

Patron means the Patron for the time being of the Association.

President means the President for the time being of the Association.

Provincial Association means a group of Brigade Members from within a defined geographical region that has been approved by the Board as a Provincial Association;

Rules means these rules, as amended from time to time;

Special Meeting means a meeting of Members (other than the Annual General Meeting) called in accordance with Rule 6.3;

Sub Association means a group of Brigade Members from within a Provincial Association's defined geographical region that has been approved by the Board as a Sub Association;

Superseded Rules means any previous constitution or rules of the Association;

Subscription Fees means the annual membership fee set by the Board from time to time; and

Vice President means the Vice President for the time being of the Association.

2 NAME AND COMMENCEMENT

2.1 Name

The name of the Association is The United Fire Brigades' Association of New Zealand Incorporated.

2.2 Commencement

These Rules will take effect as the rules of the Association from the date they are registered by the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908 (or any replacement legislation).

3 PURPOSES AND POWERS OF THE ASSOCIATION

3.1 Purpose of the Association

The purpose of the Association is to:

- (a) support Brigade, Enrolled, Industry and Defence Members carrying out their work contributing to the well-being and safety of communities by giving effect to FENZ's principal objectives and main or additional functions as outlined in the Act; and
- (b) To do such other things as are incidental or conducive to the attainment of any of the above purpose.

4 MEMBERSHIP

4.1 Classes of Members:

- (a) Membership comprises:
 - (i) Brigade Members;
 - (ii) Enrolled Members;
 - (iii) Industry and Defence Members;
 - (iv) Associate Members; and
 - (v) Life Members.
- (b) The members referred to in Rule 4.1(a) have the rights, privileges and responsibilities set out in these Rules.

4.2 Becoming a Member:

- (a) No person or entity may become a Member without consenting to be a Member.
- (b) Subject to clause 4.2(d), an application for membership of the Association must:
 - (i) be made in the form prescribed by the Board; and
 - (ii) include any other information the Chief Executive may require.

- (c) The Chief Executive shall accept or reject an application and shall advise the applicant of his or her decision as soon as practicable.
- (d) Subject to Rule 4.2(a), where the Association undertakes a Merger, the Chief Executive may deem (at the Board's discretion) that all or some of the members of a Merging Entity are accepted as Members, on terms set by the Board.
- (e) An unsuccessful applicant may apply to have the Chief Executive's decision under Rule 4.2(c) reviewed by the Board, following which the Board's determination shall be final.
- (f) Despite anything else in this Rule 4.2, Enrolled Members shall not be required to apply to be a Member under Rule 4.2(b). Enrolled Members shall be automatically admitted as Enrolled Members by virtue of their membership of a Brigade Member. The only exception to this is Enrolled Members who have previously had their membership with the Association terminated. Such persons shall be obliged to re-apply using the procedure in Rule 4.2(b).

4.3 **Life Members:**

- (a) Subject to Rule 4.3(c) below, the following procedures will apply to the election of Life Members:
 - (i) Eligibility: Any person who has rendered outstanding service to the Association, any Merged Entity, or to the fire and emergency sector generally shall be eligible for election as a Life Member.
 - (ii) Nomination: Nominations must:
 - A. be made in writing to the Board;
 - B. include the fullest possible information in support of the nomination; and
 - C. be signed by at least six Brigade Members and at least four Board Members.
- (b) Election: Subject to at least four Board Members supporting the nomination in accordance with Rule 4.3(a)(ii)C, the Board will at the next AGM propose a motion that life membership of the Association be granted to the nominee. The motion will require the affirmative votes of at least 95% votes of all Brigade Members voting at the AGM in order to pass.
- (c) Life Members of Merged Entities: The Board may, at its sole discretion, recognise a life member (or similar) of any Merged Entity as a Life Member.
- (d) Privileges: Life Members have the right to attend and speak at Members' Meetings but not to vote.

4.4 **Member Obligations**

- (a) Members shall be required to comply with their obligations under these Rules, and any policies, regulations or bylaws adopted by the Board at all times.
- (b) The Board may impose additional membership obligations on certain types of Members, including but not limited to:

- (i) requiring Brigade Members to report to the Association on the details of their Enrolled Members; and
 - (ii) providing model rules to Provincial Associations and Sub Associations that the Provincial Associations and Sub Associations are required to incorporate into their rules or governing documents.
- (c) Brigade Members shall ensure all Enrolled Members have consented to be an Enrolled Member and, if required by the Association, provide evidence of this.

4.5 Register of Members

If accepted as a Member, the applicant's name shall be entered in the Members' Register by the Chief Executive at which time the applicant shall become a Member.

4.6 No Ownership Interest and no Financial Gain

For the avoidance of doubt, Members will:

- (a) have no ownership interest in the Association or its assets;
- (b) not be entitled to make any financial gain from the Association; and
- (c) cannot receive any share in any surplus funds of the Association.

4.7 Subscription Fees

- (a) All Members shall pay Subscription Fees as determined by, and in a manner determined by, the Board.
- (b) All Subscription Fees must be paid up to date before any of the privileges of membership will apply to a Member.

5 CESSATION OF MEMBERSHIP

5.1 Termination of Membership

If a Member:

- (a) is in arrears of its Subscription Fee for two years in succession; or
- (b) fails to act in accordance with the Member's obligations in these Rules; or
- (c) is subject to a recommendation of the Disciplinary Committee to terminate the Member's membership,

the Board may, in its sole judgement, terminate the Member's membership in accordance with Rule 5.2 and remove the Member from the Members' Register.

5.2 Process to be followed by Board in accordance with Natural Justice

- (a) Prior to exercising the power of termination under Rule 5.1, the Board must provide the Member concerned with the following:
 - (i) an explanation of the alleged grounds on which the Board is considering terminating the membership of that Member;

- (ii) at least five business days' notice of the meeting of the Board at which the Board will consider the allegations referred to in Rule 5.2(a)(i);
- (iii) an opportunity to attend that meeting and offer to reply to the allegations (in person or writing),

and the Board must, acting in accordance with the principles of natural justice, consider any reply before determining whether to exercise its powers under Rule 5.1.

- (b) In the event of the Member failing to attend or reply to the allegations, the matter may be considered and determined by the Board in that Member's absence.

5.3 Voluntary Cessation

- (a) A Brigade Member wishing to voluntarily relinquish its membership of the Association shall conduct a secret ballot of all Enrolled Members entitled to vote in decisions of the Brigade Member. If more than 75 percent of Enrolled Members vote in favour of the resolution, the Brigade Member will notify the Chief Executive in writing that it no longer wishes to be a Member of the Association, together with the result of the secret ballot certified by a duly authorised person of the Brigade Member.
- (b) Following receipt of a notice under Rule 5.3(a), payment of all outstanding subscriptions and accounts, and the Board declaring such notice valid, the Chief Executive will remove the Member's name from the Members' Register at which time the Member will cease to be a Member.
- (c) An Associate, Industry, Defence or Life Member may voluntarily relinquish its membership of the Association by notifying the Chief Executive in writing that it no longer wishes to be a Member.
- (d) Following receipt of a notice under Rule 5.3(c) and payment of all outstanding subscriptions and accounts, the Chief Executive will remove the Member's name from the Members' Register at which time the Member will cease to be a Member.

6 MEMBERS' MEETINGS

6.1 Annual General Meeting

- (a) An Annual General Meeting must be held each calendar year. The Annual General Meeting may be held at such time and place as the Board determines, provided that the Annual General Meeting occurs:
 - (i) within six months of the balance date of the Association; and
 - (ii) within fifteen months of the previous Annual General Meeting.
- (b) The business of the Annual General Meeting shall be:
 - (i) to adopt the minutes of the previous Annual General Meeting and any recent Special Meeting;
 - (ii) to receive, consider and approve the annual report of the Association, including the financial statements of the Association for the previous year;
 - (iii) to hear an annual report on the business of the Association during the most recently completed accounting period;
 - (iv) to elect Board members;
 - (v) to elect the Officers;
 - (vi) to elect any other positions the Board have determined should be elected;
 - (vii) to vote on any valid Life Member nominations;
 - (viii) to consider any motions that comply with Rule 6.2; and
 - (ix) to consider such other general business as the Board resolves to consider.
- (c) No business other than that set out in Rule 6.1(b) will be dealt with at an AGM unless permitted by the Board.

6.2 Motions

- (a) The Board may put forward a motion to be voted on at an Annual General Meeting. Such motions shall be sent to Brigade Members at least one month prior to the Annual General Meeting in accordance with Rule 6.5(a) unless the Board determine that exceptional circumstances exist and a shorter period of notice is required.
- (b) A Brigade Member may put forward a motion to be voted on at an Annual General Meeting provided the following matters are complied with:
 - (i) The motion is seconded by another Brigade Member;
 - (ii) The seconded motion is received by the Chief Executive three months prior to the Annual General Meeting; and

- (iii)
- (iv) The motion has been approved by a majority of the Enrolled Members of the Brigade Member putting forward the motion and of the Brigade Member seconding the motion.

6.3 Special Meetings

- (a) Any Members' Meeting that is not an Annual General Meeting is a Special Meeting.
- (b) A Special Meeting may be called by the Board at any time.
- (c) A Special Meeting must be called within two months following written request to the Board signed by at least 30% of the Brigade Members. Where the Board fails to convene a Special Meeting within two months of such notice, the Brigade Members may convene a Special Meeting themselves.
- (d) A Special Meeting may only consider the matters set out in the notice of the meeting.

6.4 Notice of Date, Time and Manner

- (a) The date, time and manner for the Annual General Meeting or a Special Meeting must be notified to each Brigade Member not less than three months before the date of that meeting (except in relation to a Special Meeting where such notice must be provided within one month or such shorter time if in the view of the Board such notice period is not practicable).
- (b) Members' Meetings may be held with those participating:
 - (i) being assembled together at the time and place appointed for the meeting; or
 - (ii) by means of audio, audio and visual, or electronic communication; or
 - (iii) by a combination of both of the methods described in paragraphs (i) and (ii) above.

6.5 Notice of Business to be Transacted

- (a) In addition to providing notice of the Members' Meeting, a notice of the business to be transacted at that Members' Meeting must be sent to Members not less than one month before the date of that meeting or as soon as is reasonably practicable in the event that less than six weeks' notice of the Members' Meeting has been given.
- (b) The notice of business to be transacted must include:
 - (i) the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;
 - (ii) the text of any resolution or matter of business to be submitted to the meeting; and
 - (iii) the time and date and manner of the meeting.

6.6 Irregularity in Notice

- (a) An irregularity in a notice of a Members' Meeting is to be waived if:
 - (i) all the Members who attended and were entitled to vote at the Members' Meeting did so without protest as to the irregularity, or
 - (ii) if all such Brigade Members in attendance at that Members' Meeting agree to waive the irregularity.
- (b) For the avoidance of doubt no irregularity in a notice may be raised by any Member or person after the relevant Members Meeting has occurred.

6.7 Quorum for Members' Meetings

- (a) No business may be carried out at a Members' Meeting unless a quorum is present.
- (b) At all Members' Meetings, a quorum shall consist of Delegates participating and valid proxies entitled to vote representing 30% of the Brigade Members.
- (c) If a quorum is not available:
 - (i) at an Annual General Meeting, the meeting shall stand adjourned to the same time and manner on the following day. If there is no quorum at the second meeting the Annual Meeting will lapse; and
 - (ii) at a Special Meeting, the Special Meeting shall lapse.

6.8 Chair of Members' Meetings

- (a) The chair of a Members' Meeting will be the Chairperson of the Board. In the event of the Chairperson being unavailable or unwilling to chair the Members' Meeting, the Board must appoint one of its number to chair the meeting in the Chairperson's absence.
- (b) In the event of a Special Meeting being convened by Brigade Members without the Board in accordance with Rule 6.3(c) if a Board Member is not present to be the Chairperson, the Members will elect a chair from their number.

6.9 Attendees

The following persons will be entitled to attend Members' Meetings:

- (a) Members of the Board;
- (b) Brigade Members who shall be represented by a Delegate appointed in accordance with Rule 6.10(a) or by a proxy nominated in accordance with Rule 6.10(d);
- (c) Life Members;
- (d) President;
- (e) Vice President;

- (f) Patron;
- (g) Past Presidents;
- (h) any person employed by the Association; and
- (i) any person invited to attend by the Board.

6.10 Delegates and Proxies

- (a) Each Brigade Member shall be entitled to have one Delegate, who may attend and vote at all Members' Meetings.
- (b) A Delegate must be an Enrolled Member who has been duly appointed by that Brigade Member.
- (c) A Delegate may not be a current Board Member.
- (d) Any Brigade Member not able to send a Delegate to a Members' Meeting shall have the right to be represented by either (as proxy):
 - (i) a Delegate of another Member; or
 - (ii) the Chairperson of the Board,provided the Association is given notice in writing in accordance with Rule 6.10 (e).
- (e) At least two months prior to a Members' Meeting, each Brigade Member must notify the Chief Executive of the name of its appointed Delegate or proxy.

6.11 Voting on Resolutions

- (a) Each Brigade Member will be entitled to one vote for each resolution voted on at a Members' Meetings either by its Delegate present at the meeting or by its proxy. No other Members shall have the right to vote.
- (b) Voting at a Members' Meeting will be as directed by the Board (which may include electronic voting) or otherwise by a show of hands of the Delegates present in person. If using a show of hands, following the initial count of Delegates' hands, a show of hands of any Brigade Members represented by a proxy will be counted and added to the initial count.
- (c) Unless otherwise provided in these Rules, any vote or resolution receiving a majority of Brigade Members' votes either represented by its Delegate or by a proxy and voting at a Members' Meeting will be duly passed.
- (d) Any resolution passed in accordance with this Rule 6.11 will be binding on all Members whether present or not at the Members' Meeting.

6.12 Minutes to be Kept

Minutes must be kept of all proceedings at each Members' Meeting.

7 GOVERNANCE

7.1 The Board

The Board is the governing body of the Association with the authority to exercise all the powers and perform all the functions of the Association.

7.2 Composition of the Board

- (a) Membership of the Board shall comprise up to seven Board Members as follows:
 - (i) up to five persons elected by Brigade Members;
 - (ii) up to two independent persons appointed by the five elected Board Members in accordance with Rule 7.5(a).

7.3 Elected Board Members

- (a) Elected Board Members must be Enrolled Members and eligible to hold an incorporated society officer position in accordance with New Zealand law.
- (b) No Brigade Member may have more than one Enrolled Member, or principal, employee or associate (as applicable) on the Board at one time.
- (c) The term of office for Elected Board Members will be three years.
- (d) The maximum number of continuous terms for Elected Board Members will be two.
- (e) Elected Board Members will be eligible to stand again for election to the Board after a stand down period of two terms or six years.

7.4 Board Members Election Process: The following procedures will apply to the election of Board Members:

- (a) Nominations: The Chief Executive will circulate a list of vacancies to be voted on at the AGM at least four months prior to the AGM. Nominations must be made by a Brigade Member on the prescribed form (if any), include the consent of the nominee and be received by the Chief Executive at least two months prior to the AGM. Details of all nominees must be sent to all Members not less than one month prior to the AGM.
- (b) Election: Where there is only one valid nomination for the position, that person will be declared elected unopposed. Where there is more than one valid nomination, the following procedure will apply:
 - (i) Candidates will each be offered a maximum of 5 minutes to address the AGM and put the case for their election;
 - (ii) There will then be a secret ballot (via electronic means or otherwise) of all Brigade Members entitled to vote either by their Delegate or by proxy;

- (iii) If no candidate receives a majority of the votes on the first ballot the lowest polling candidate will be removed from the ballot paper and a second ballot will be held; and
- (iv) This process will be repeated, if required, until one candidate receives a majority of the votes. The first candidate to receive a majority of the votes will be declared elected.
- (v) If more than one vacancy exists, the above process will be repeated for the remaining candidates until the required number of vacancies have been filled.

7.5 Independent Board Members

- (a) Independent Board Members will be appointed, subject to there being a vacancy, by the affirmative votes of a majority of the Elected Board Members.
- (b) The term of office of Independent Board Members will be three years commencing from the date of the first board meeting they attend.
- (c) The maximum number of terms for Independent Board Members will be two.
- (d) When undertaking the process of the appointment of Independent Board Members, the Elected Board Members will ensure (by direction to any appointment panel or other process used for appointment) that equal regard is given to the need for both senior professional governance experience and diversity within the Board.

7.6 Chairperson

- (a) The Board must, as soon as practicable after the retirement of the Chairperson, convene a meeting of the Board to appoint one of the Board Members as the Chairperson.
- (b) The Board shall have particular regard to the governance skills and experience of the two Directors appointed under Rule 7.2(a)(ii) when considering the election of Chairperson.
- (c) The Chairperson appointed under this Rule will hold office until the AGM when their term of office as a Board Member expires unless removed by a resolution of the Board. For the avoidance of doubt, if the Chairperson resigns or is removed, the Board must, at the next Board meeting, appoint a new Chairperson.

7.7 Contact Officer

- (a) The Board shall also appoint from among the Board Members a Contact Officer (any of who may be the same person as the Chairperson).
- (b) The Contact Officer must meet the requirements of any legislation.
- (c) In the event that the position of Contact Officer is vacated in accordance with Rule 7.8 the Board shall appoint a replacement Contact Officer as soon as practically possible.

7.8 Removal of a Board Member

Any Board Member shall be deemed to have vacated office if he or she:

- (a) resigns by notice in writing to the Board or the Chief Executive;
- (b) is suspended or removed by resolution of all other Board Members;
- (c) is removed from office by resolution at a Members' Meeting passed by a majority;
- (d) fails to attend three consecutive Board meetings unless leave of absence is granted by the Board;
- (e) is convicted of a criminal offence punishable by imprisonment; or
- (f) is adjudicated bankrupt.

7.9 Filling a Vacancy

- (a) Where there is a vacancy on the Board for a Board Member elected under Rule 7.2(a)(i):
 - (i) the position shall be left vacant until the next Annual General Meeting; or
 - (ii) if the next Annual General Meeting will not be held within six months of the vacancy occurring, the Board may, at its discretion, call a Special Meeting to elect a new Board Member.
- (b) Where there is a vacancy on the Board for an Independent Member appointed under Rule 7.2(a)(ii) the Board shall fill that vacancy as soon as it is reasonably practicable to do so pursuant to Rule 7.5.

8 FUNCTIONS AND POWERS OF THE BOARD

8.1 The Board's functions are to manage, direct, or supervise the operation and affairs of the Association, including but in no way limited to:

- (a) carrying out the purposes of the Association, and using money or other assets to do that;
- (b) controlling and managing the Association's financial affairs, including meeting the Board's record keeping and reporting obligations under the Act;
- (c) appointing the Chief Executive Officer and delegating powers and duties to the Chief Executive Officer;
- (d) establishing committees, panels and specialist interest groups and delegating powers and duties to such committees and panels. This shall include making appointments to such committees, panels and special interest groups to incorporate representatives from any Merged Entity;
- (e) ensuring that these Rules are available to Members;

- (f) developing, amending and implementing any policies, regulations or bylaws;
- (g) dealing with any breach of rules or any misconduct by Members and imposing penalties including disqualification, suspension or removal from membership;
- (h) prescribing criteria, qualifications, eligibility, protocols and processes for service honours, awards, presentations and related events. This shall include adopting and incorporating such service honours and awards that are inherited from any Merged Entity;
- (i) establishing and administering funds and schemes for assistance to members or members of the public;
- (j) establishing and approving Provincial Associations and Sub Associations and regulating their applications for approval and their administration;
- (k) deciding the time, location (if applicable), voting, agenda and manner of meetings, including conferences and prescribed processes for such meetings;
- (l) borrowing or raising money by mortgage or otherwise and in such manner, with or without security;
- (m) participating as a member, partner, shareholder, manager or otherwise in other entities for the purposes of advancing the Association and its own purposes; and
- (n) setting membership fees and levies.

8.2 The Board may exercise all powers of a natural person that are necessary for managing, directing and supervising the operations and affairs of the Association. These powers shall include but are in no way limited to all powers to undertake the functions set out in Rule 8.1 and for the avoidance of doubt include the power to do the following:

- (a) purchase, lease, hire or by other means acquire any real or personal property;
- (b) sell, lease, exchange, mortgage, guarantee, improve, manage, develop, or otherwise deal with all or any part of the real or personal property of the Association, or in which the Association has or may have any beneficial interest;
- (c) borrow or raise money by mortgage or otherwise and in such manner, with or without security, on such terms as the Board thinks fit;
- (d) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation of the Association;
- (e) develop, manage, maintain and amend rules and processes for the election of Officers;
- (f) enforce, develop, amend and implement any policies, regulations or bylaws;
- (g) impose constitutional requirements on Provincial Associations and Sub-Associations;
- (h) resolve and determine any disputes or matters not provided for in these Rules;

- (i) participate as a member, partner, shareholder, manager or otherwise in other entities for the purposes of advancing the Association and its own purposes;
- (j) establish any other entities to undertake or manage any of its activities; and
- (k) do all other acts and things to give effect to the purposes of the Association which the Board considers appropriate.

8.3 The Board may delegate any one or more of its powers to any other person or class of persons.

9 BOARD MEETINGS

9.1 Quorum Required

- (a) A quorum for a Board meeting is four Board Members including at least:
 - (i) two Board Members elected pursuant to Rule 7.2(a)(i); and
 - (ii) one Independent Board Member appointed pursuant to Rule 7.2(a)(ii).
- (b) If a quorum is not present within thirty minutes after the time appointed for the commencement of a Board meeting, the meeting is to be adjourned to such other date and time, and place (if applicable) as the Chairperson may appoint.

9.2 Voting at Board Meetings

- (a) At any meeting of the Board all questions will be decided by a majority of Board Members eligible to vote.
- (b) Each Board Member is to have one vote and the Chairperson will have a casting vote in the event of any tie.

9.3 Methods of Holding Meetings

- (a) At all Board meetings, the Chairperson shall preside and in the absence of the Chairperson, a Board Member will be elected to chair that meeting.
- (b) A meeting of the Board may be convened by:
 - (i) the Chairperson; or
 - (ii) any three Board Members acting together.
- (c) Notice of a meeting of the Board is to be provided to each Board Member by the person or persons convening the meeting. Unless impracticable in the circumstances, a minimum of three business days' notice must be given prior to any meeting of the Board.
- (d) Anything that may be done by the Board by resolution passed at a meeting may be done by written resolution without a meeting signed by at least four Board Members including at least one Independent Board Member. A copy of the written resolution shall be sent to all Directors that did not sign it.

- (e) A Board meeting may take place:
 - (i) in person; or
 - (ii) by participating in the meeting by means of audio, audio and visual, or electronic communication; or
 - (iii) a combination of (i) and (ii) above.

9.4 Insufficient Number of Directors

- (a) The Board may act despite any vacancy in their body, provided that the total number of Board Members is not less than four.
- (b) If the number of Board Members is less than four then (and despite any other Rule) the Board shall only be entitled to take all necessary steps to elect or appoint additional Board Members.

9.5 Minutes to be Kept

Minutes must be kept of all proceedings at each meeting of the Board.

9.6 Other Procedures

Except as set out in this Rule, the Board may regulate its own procedure.

10 REGISTER OF MEMBERS AND ACCESS TO THE REGISTER

10.1 The Chief Executive shall keep a register of Members, recording each member's:

- (a) name;
- (b) postal address, or email address, or both;
- (c) telephone number;
- (d) the date the Member became a Member; and
- (e) any other information required to be kept by New Zealand law.

10.2 If a Member's details change from those maintained in Rule 10.1 then that Member must promptly give the Chief Executive the updated information.

10.3 An employee of the Association may access the register of Members, if access is necessary for the performance of the employee's functions, or the exercise of the employee's powers.

10.4 A Member may make a request to the Chief Executive for access to the register of Members. The Chief Executive will provide access to the extent that the Members have consented to access being granted to information about itself or themselves on the register.

11 MANAGEMENT OF FINANCES

11.1 Money Received by Association:

- (a) All moneys received by or on behalf of the Association are to be paid to the credit of the Association's account at one of the registered banks in New Zealand.
- (b) All payments made by the Association shall be authorised in accordance with delegated authorities that have been endorsed by the Board.

12 AMENDING THE RULES

- 12.1 No alteration, amendment, addition or rescission of these Rules shall be made which alters the charitable status of the Association.
- 12.2 Subject to Rule 12.1, if the Board wish to alter, amend, add to or rescind any of these Rules, it shall, at least six weeks prior to an Annual General Meeting, send a copy of the proposed amendment to the Chief Executive.
- 12.3 Subject to Rule 12.1, a Brigade Member may propose an amendment to any of these Rules, they shall, at least three months prior to an Annual General Meeting, send a copy of the proposed amendment to the Chief Executive. provided that the following procedure is complied with:
 - (a) The proposed amendment is seconded by another Brigade Member;
 - (b) A copy of the seconded proposed amendment is received by the Chief Executive three months prior to the Annual General Meeting; and
 - (c) The proposed amendment has been approved by a majority of the Enrolled Members of the Brigade Member putting forward the proposed amendment and the Brigade Member seconding the proposed amendment.
- 12.4 Following receipt of the proposed amendment the Chief Executive shall ensure the proposed amendment is sent to all Brigade Members no later than one month prior to the Annual General Meeting.
- 12.5 No amendment, alteration, addition or rescission of the Rules shall be effective unless approved by a majority vote at an Annual General Meeting. 6.11c covers too.

13 COMMON SEAL

- 13.1 For so long as the Association is required by law to have a common seal, it shall be controlled by the Chief Executive and shall be affixed to any deed or document to be signed on behalf of the Association in the presence of the Chairperson and any other one Director of the Board.

14 DISSOLUTION

- 14.1 The Association may be wound-up or put into liquidation by a majority vote at a Members Meeting, and otherwise in accordance with the procedures (including any notice requirements) specified in the Incorporated Societies Act 1908 or any replacement legislation enforce at the time.

- 14.2 In the event of the Association being wound-up or put into liquidation, the property and surplus assets of the Association after payment of the Association's liabilities and the expenses of the winding-up shall be distributed to the successor of the Association, provided such successor is an organisation having charitable purposes as defined in section 5(1) of the Charities Act 2005 within New Zealand and is set up to support and foster the interests of fire and emergency volunteers and other personnel. If no such organisation can be found, then to an organisation registered under the Charities Act 2005 having a similar charitable purpose or purposes to those of the Association as defined in section 5(1) of the Charities Act 2005.

15 COMPLAINTS AND GRIEVANCES PROCEDURES

15.1 Disciplinary and complaints committee

- (a) The Association shall establish the Disciplinary Committee.
- (b) The Disciplinary Committee has the power to:
 - (i) investigate and/or hear complaints or grievances against any Member referred to it by the Chief Executive or the Board;
 - (ii) investigate and/or hear complaints or grievances against the Association (including the Chief Executive or any Board Member) referred to it by the Chief Executive or the Board;
 - (iii) make a decision and determine whether a Member or the Association has breached the Rules;
 - (iv) impose any appropriate disciplinary measures on Members who have breached the Rules provided that if the Disciplinary Committee considers that the appropriate disciplinary measure includes termination then the Disciplinary Committee shall have the power only to make recommendations to the Board; and
 - (v) Recommend to the Board that any complaint or grievance against the Association be upheld.

15.2 Complaints or Grievances:

- (a) A complaint or grievance against any Member or the Association should be made to the Chief Executive.
- (b) Upon receiving the information as provided in Rule 15.2(a) the Chief Executive will review the information and providing the complaint or grievance is not deemed to be vexatious or malicious, the complaint will be referred to the Disciplinary Committee for consideration.
- (c) The Board may on its own volition lodge complaints or grievances against any Member with the Disciplinary Committee without having to refer it to the Chief Executive.
- (d) If a complainant's complaint or grievance is against the Chief Executive then the complaint may be made to the Disciplinary Committee without having to refer it to the Chief Executive.

- (e) If a complainant's complaint or grievance is against a member of the Disciplinary Committee then the complaint may be made to the Chief Executive or the Chairperson of the Board who shall manage the conflict in such circumstances as they see fit.
- (f) The Disciplinary Committee may decide not to proceed with a matter on reasonable grounds including if the matter in its view is trivial, is insufficiently detailed, is without foundation or the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Association.

15.3 Formal Investigations

- (a) The Disciplinary Committee may undertake a formal investigation in any manner and on terms it sees fit.

15.4 Hearings

- (a) Where a complaint is made against a Member, the Member will be given the opportunity to attend a hearing before the Disciplinary Committee and state his/her/its defence against the charges and any pleas in mitigation. The Member may also, either in substitution of a hearing, or in addition to a hearing provide a written statement or submissions that will be considered by the Disciplinary Committee.
- (b) The Disciplinary Committee may decide that a hearing should be held in the event of a complaint against the Association.
- (c) The Disciplinary Committee may decide that any hearing will be held by telephone conference, video conference or similar telecommunications or internet based device provided that the Member shall be entitled to request that the hearing be held in person, and if such a request is made, then this shall occur.

15.5 Decisions

- (a) The Disciplinary Committee must make a decision, or, if the potential disciplinary measures include termination, or for any other reason, refer the matter to the Board for a final decision.
- (b) If the Disciplinary Committee determines that a Member has breached the Rules (including any regulations, by-laws and policies of the Association), the Disciplinary Committee, or the Board (if the potential disciplinary measures include termination), may impose a censure or impose conditions on the Member's membership in the at the Disciplinary Committee's absolute discretion.

15.6 Appeals

- (a) A Member may appeal a decision within 20 working days of the date of the decision of the Disciplinary Committee.
- (b) The Member's appeal will be heard by the Board in any manner the Board sees fit.

- (c) The Board shall either confirm, amend or overturn the decision of the Disciplinary Committee and provide the parties with the reasons for its decision in writing.
- (d) After a Member has been provided with written reasons for the Board's decision, the Board may advise all Members (and any other group or person) of the outcome of a hearing and an appeal and any measures taken against a Member in any manner the Board see fit.

15.7 Conflicts on complaints or grievances

- (a) A person may not act as a decision maker in relation to a complaint or grievance if two or more members of the body considering the complaint or grievance consider that there are reasonable grounds to believe that the person may not be impartial or are not able to be able to consider the matter without a predetermined view.

16 TRANSITIONAL PROVISIONS (FRFANZ)

16.1 Background and Application

- (a) For the purposes of this clause 16:
 - (i) **FRFANZ** means The Forest and Rural Fire Association of New Zealand Incorporated, an incorporated society registered under the Incorporated Societies Act 1908 (No 336667);
 - (ii) **Date of Adoption** shall be the date these Rules are to take effect in accordance with Rule 2.2; and
 - (iii) **Transitional Period** means the period from the Date of Adoption to a date 3 years following.
- (b) These transitional provisions have been included to assist with the management of the merger of certain FRFANZ members into the Association, which is expected to occur on or about the Date of Adoption (**FRFANZ Merger**).
- (c) Following the Transitional Period these transitional provisions no longer apply to these Rules and shall be deemed deleted.
- (d) These transitional provisions shall take precedence over all other Rules for the Transitional Period.

16.2 Member Acceptance of FRFANZ Brigades

The Chief Executive will exercise on the Date of Adoption the power set out in Rule 4.2(c) and deem that FRFANZ members, who are “Associate Members” as that term is defined in the FRFANZ Articles of Constitution dated July 2014, be admitted as Brigade Members of the Association.

16.3 Life Member Acceptance of FRFANZ Life Members

On the Date of Adoption the Board shall be deemed, pursuant to Rule 4.3(c), to have recognised FRFANZ members, who are “Life Members” as that term is defined in the FRFANZ Articles of Constitution dated July 2014, be recognised as Life Members of the Association.

16.4 Transitional Board

- (a) From the Date of Adoption of these Rules the Board shall comprise:
 - (i) the Board existing prior to adoption of these Rules; and
 - (ii) two (2) additional persons nominated by FRFANZ (such persons having consented in writing to being Board Members) who shall be appointed for a term of three years (**FRFANZ Board Members**).

(the **Interim Board**).
- (b) Should one or both of the FRFANZ Board Member positions be vacated for any reason in the Transitional Period the Brigade Members who have been admitted as Brigade Members in accordance with clause 16.2 may nominate

replacement FRFANZ Board Members provided that the term of the appointments shall not exceed the Transitional Period.

- (c) For the avoidance of doubt, following the expiry of the terms of the FRFANZ Board Members (or any replacements) referred to in Rule 16.3 (a)(ii), there shall be no residual allocation of Board Member roles for former FRFANZ members.