

Forest Industry Contractors Association Constitution

**THE POLICIES OF
FOREST INDUSTRY
CONTRACTORS ASSOCIATION**

THE INCORPORATED SOCIETIES ACT 1908

Forest Industry Contractors Association Constitution

I. NAME

The name of the Association shall be 'Forest Industry **Contractors** Association' (hereinafter referred to as 'FICA').

2. OBJECTS

- (a) To act on behalf of members to improve and promote their interests in all aspects of forest contracting operations.
- (b) To provide a medium for members to participate in matters, discussions, meetings and industry organisation to improve their interests.
- (c) To provide a communications network amongst members.
- (d) To improve the professionalism, safety, financial viability and sustainability of forest contracting.
- (e) To assist in the provision of services and advice to members in relation to their forest contracting business.
- (f) To provide a national voice for forest industry contractor members.
- (g) To bring reason, practicality and purpose to policy relating to forest industry activities
- (h) To do or cause to be done all such things as are incidental or conducive to the attainment of any or all of the above objects.

3. CONSTITUTION

FICA shall consist of those persons who may from time to time be admitted as members in accordance with these Policies.

4. MEMBERSHIP AND ELIGIBILITY

Applications for membership shall be in writing on the prescribed form and considered for approval by the Executive Board.

Membership shall be one of the following three groups:

Full Member -Shall be restricted to those individuals or companies who operate as forest contractors. Full voting rights apply.

Associate Member -Any other members the Board shall from time to time approve. No voting rights apply.

Life Member -Any member so approved at an Annual General Meeting shall have membership for life free of charge. Full voting rights apply.

Forest contractors may generally be referred to as comprising those who undertake work on a contractual basis for a forest owner within the forest. Such work broadly comprises land and road

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preparation and maintenance, tree planting, tending, mensuration and harvesting and transportation.

5. EXECUTIVE BOARD

- (a) The affairs of FICA shall be determined by an Executive Board (hereinafter referred to as "the Board") consisting of:
 - (i) A Chair and a minimum of eight (8) other members who shall be elected by and from members of FICA as defined in Policies 4 and 8 hereof. It is the intention that the Board should have a representative from each industry sector elected amongst its contractor members.
- (b) The Chair or any other members of the Board may be removed by a resolution of a special general meeting of FICA.
- (c) Every second year the Chair and four Board members shall retire, but shall be eligible for re-election. The four members to retire as aforesaid at the end of the first two years shall be decided by lot and at the end of each subsequent two years the four members who have held office for the longest period shall retire provided however that in the event of any Board member retiring from or ceasing to be a member of the Board during a term, notice shall be taken of whether the member would have retired under this Rule had the member completed the term of office, and no other Board member who would otherwise have retained a seat at the end of the two year period shall be compelled to retire because of such a change in personnel of the Board during a year. If there is any doubt as to which members or members should retire the matter shall be decided by lot.
- (d) Any vacancy occurring among members of the Board during a year shall be filled by the Board from full members of FICA at the Board's next meeting provided that any person or persons so appointed shall hold office until the next annual general meeting only. The term of office of the newly appointed officers will commence at the close of the general session of the annual general meeting.
- (e) The Board members shall decide and appoint from amongst themselves representatives to act on behalf of, liaise and communicate with sectors of the forest contracting membership. Sectors may be re-assessed from time to time by the Board, and may include the land/road preparation, forestry and harvesting/transportation sectors as well as regional representation.

6. MEETINGS OF EXECUTIVE BOARD

- (a) The Board shall meet, either in person or by telephone conference call at such times as may be necessary for the transaction of business decided by the Chair and Secretary or shall be convened by the Secretary within three (3) days upon receipt of a requisition in writing of not less than three (3) members of the Board.
- (b) The Chair shall preside at all Board meetings and if absent the meeting shall elect a Deputy Chair.
- (c) Four shall form a quorum at any meeting.
- (d) The Chairperson of any Board meeting shall have a deliberate vote and in the case of equality of votes the Chairperson shall also have a casting vote.

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- (e) Any member of the Board absent without leave from three consecutive meetings shall thereby vacate their seat.

7. NOMINATION AND ELECTION OF OFFICERS AND EXECUTIVE BOARD

- (a) At least twenty-four (24) days before the date set for the election of the Chair and elected members of the Executive Board, which election date shall be at least fourteen (14) days before the date of each Annual General Meeting, the Secretary shall notify all voting members by circular letter of the calling of nominations and of the date set for the election.
- (b) Nominations for Chair and elected members of the Executive Board shall be in writing in the form prescribed by the Board signed by a proposer and a seconder who shall be members entitled to vote and signed by the nominee.
- (c) An approved nomination form shall be deemed to form part of the notice of impending election.
- (d) Election of the Chair and members of the Executive Board shall be by electronic ballot
- (e) If more nominations than are required to fill the vacancies are received, a ballot form, which as a minimum shall contain:
 - (i) the full names of the candidates for election and the offices for which they are candidates;
 - (ii) the number of vacancies for each office;
 - (iii) the method by which the voter's preference is to be marked on the ballot form;
 - (iv) the day on or before which the Secretary will accept completed ballot forms;
 - (v) a statement that no ballot form shall be valid that does not contain votes for the full or fewer number of members to be elected; shall be sent to every member entitled to vote by the Secretary at least fourteen (14) days before the date prescribed in (iv) above.

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- (f) Emails containing completed ballot forms shall be retained by the Secretary only and in that condition shall be copied as soon as practical after the close of the ballot to the Board.
- (g) The Board shall schedule the results of the election and deliver the schedule to the Chair who shall arrange specific notification to each candidate and member.
- (h) In the event that insufficient nominations are received to fill vacancies, the available nominees shall be declared elected and vacancies filled by full members appointed by the Board at its next meeting.
- (i) A simple majority of votes cast shall determine the election. In the event of a tie the election shall be decided by lot.

8. PRIVILEGES OF MEMBERS

Only financial full members shall be entitled to hold office and to vote.

9. ANNUAL FINANCIAL ACCOUNT AUDIT

A Chartered Accountant who is a member of the New Zealand Society of Accountants shall be appointed at the Annual General Meeting of the Association or if so directed by that meeting by the Board and such Chartered Accountant shall audit the annual statement of accounts and balance sheet of the Association.

If any vacancy occurs in the office of Chartered Accountant between Annual General Meetings the Board shall appoint a Chartered Accountant to carry on the duties of the Chartered Accountant until the next Annual General Meeting.

10. APPOINTMENT AND DUTIES OF SECRETARY AND TREASURER

- (a) The Secretary and/or Treasurer shall be appointed by the Board and unless also an elected member of the Board shall not be entitled to vote at any meeting of the Board.
- (b) The Secretary shall keep minutes of all resolutions and proceedings at general meetings and Board meetings and shall produce such minutes at all such meetings and shall keep a record of the members present at all meetings.
- (c) The Treasurer shall keep correct accounts and books showing the financial affairs of FICA and the particulars usually shown in books of a like nature and shall pay into such bank as the Board may from time to time direct to the credit of FICA all monies received and shall submit a statement of the financial affairs of FICA and a balance sheet to the Annual General Meeting, such statement and balance sheet having been previously examined and audited as correct by the Chartered Accountant.
- (d) **All** payments out of funds of FICA shall be made by order of the Board by electronic banking authorised in such a way as the Board may direct.

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- (e) The Secretary shall have such further duties and powers as may from time to time be allotted by the Board.

11. MANAGEMENT

- a) Subject to any specific instructions or directions given by resolution carried at any general meeting of FICA the management of FICA shall be vested in the Board who may exercise all powers and do all acts and things which may be exercised or done by FICA and which are not expressly directed or required to be exercised or done by FICA in general meeting.
- b) In particular and without derogating from its general powers, the Board shall have the power to engage, control and dismiss FICA servants and paid officials other than the Chartered Accountants, except as provided in Rule 9 hereof, and shall have all such administrative powers as may be necessary to effect the purposes of FICA.
- c) The Board may make such By-Laws as may be necessary or desirable and as are not otherwise fixed by these Policies.
- d) The Board may appoint sub-Boards as it may think fit from their body or from members of FICA. All members of each sub-Board need not, but one must be, a member of the Board. The Board may at any time and from time to time make any alterations in the personnel of such sub-Boards. Such sub-Boards shall have only such duties and powers as the Board shall delegate to them and shall have only such control over the expenditure of FICA monies as shall have been specifically delegated to them by the Board.

12. SPECIAL POWERS AND DUTIES

Without prejudice to the foregoing general and specific powers of the Board it is hereby expressly directed that the Board shall be entrusted with and may exercise and perform the following powers and duties:

- (a) To purchase or acquire for FICA any real or personal property or any rights or privileges which FICA shall decide to purchase or acquire, at such price and generally upon such terms and conditions as the Board thinks fit, and to give and execute mortgages over the property purchased or acquired for the balance of purchase monies, upon such terms and conditions as the Board shall think fit.
- (b) To purchase, construct and maintain buildings, fences, machinery and other works as it may consider necessary for the use of FICA.
- (c) To lease or accept leases of any land, easements or tenements upon such terms and conditions as it shall think fit.
- (d) To sell or otherwise dispose of any real or personal property belonging to FICA which in the opinion of the Board is no longer required for the carrying on of FICA and to convey, transfer or assign any such real or personal property on taking a mortgage thereof or over any part thereof to secure the purchase money or such part thereof as shall remain owing PROVIDED that no lands shall be sold or purchased without the approval of a resolution of

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FICA.

- (e) To enter into such negotiations, contracts and agreements in the name and on behalf of FICA as it may consider expedient for the purposes of FICA.
- (f) To borrow or raise money upon mortgage of the real or personal property of FICA or any part or parts thereof, or upon debentures, or mortgage debentures and to issue such debentures or mortgage debentures charging the whole or any part of the , assets of FICA and to execute mortgages to secure such debentures or mortgage debentures, or to borrow money from Bankers or other persons with or without security .
- (g) To invest the funds of FICA on real or personal property in such manner as it shall think fit.
- (h) To provide a Common Seal for FICA which shall remain in the custody of the Secretary and to make and execute all such instruments and assurances as may be necessary provided that the seal of FICA shall not be affixed to any instruments except in pursuance of a resolution of the Board and in the presence of two members of the Board to be nominated by such resolution of the Board.
- (i) No officer of FICA shall be liable for the acts, receipts, neglects or defaults of any other officer of FICA or for any loss occasioned by any error of judgement or oversight on their part or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of FICA office or in relation thereto unless the same happen through the officer's wilful default or dishonesty.

13. ASSOCIATION YEAR

The Association year shall be deemed to commence on the first day of April in each year and end on the thirty-first day of March of the following year in line with Inland Revenue income tax year.

14. REGISTERED OFFICE

The registered office shall be any such place as the Board may from time to time determine.

15. REGISTER OF MEMBERS

The Secretary shall keep a register of members showing the full name, address and occupation of each member and their status as member. Every member shall communicate to the Secretary any change of address. All notices required to be given under these Policies shall be deemed to have been given on the day following the day of emailing to the last known address of any member.

16. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of FICA shall be held not later than the thirty-first (31st) day of March in each year at such time and place as the Board shall determine for the purpose of transacting such business as shall have been specified in the notice convening the meeting, which notice together with a copy of the annual statement of accounts and balance sheet shall be sent by the Secretary by email to all members at least fourteen (14) days prior to the date fixed for the holding of the meeting
- (b) At such meetings the report of the Board and the Statement of Accounts and Annual Balance Sheet shall be submitted for adoption.

17. SPECIAL GENERAL MEETING

- a) A Special General Meeting may be called by direction of the Board at any time, or shall be called by the Secretary within twenty-eight (28) days after a receipt of a requisition to that effect signed by not less than ten (10) per cent of financial full members of FICA entitled to vote specifying the subject to be discussed at such meeting. Notice of any such meeting specifying the matter to be discussed thereat shall be sent by the Secretary by email to all members at least fourteen (14) days prior to the date fixed for the holding thereof.
- b) No business shall be transacted at any meeting except that of which notice shall have been given as aforesaid.

18. CHAIRPERSON AND MODE OF VOTING AT GENERAL MEETINGS

- (a) At all general meetings the Chair shall preside and if absent the meeting shall elect a Chairperson. Every member entitled to vote shall be entitled to one vote and in the case of an equality of votes, the Chairperson shall be entitled to a casting as well as a deliberate vote.
- (b) Except as hereby expressly provided voting at all general meetings shall be by a simple majority of voting members present in person, or by proxy, or by ballot if demanded by not less than ten (10) voting members present.
- (c) Any member may vote on a resolution, notified within the notice of meeting, to be put to an Annual General Meeting or Special General Meeting, by proxy. Such proxy votes must comply with the policies for proxies approved by the Executive Board from time to time.

19. QUORUM AT GENERAL MEETINGS

At the Annual General Meeting or at any other general meeting a quorum shall not be less than fifteen (15) voting members present in person PROVIDED HOWEVER that if at a general meeting a quorum shall not be present within half an hour after the time fixed for the meeting the same shall be adjourned to a date not less than seven (7) nor more than fourteen (14) days later. Notice of such adjourned meeting shall be given to members in the same manner as for the original

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meeting. If within fifteen (15) minutes after the time fixed for such adjourned meeting a quorum shall not be present the meeting may proceed with the business for which the meeting was originally called.

20. ELECTION OF MEMBERS

Those qualifying for membership in accordance with Rule 4 shall be entitled to become a member by payment of the annual subscription and notification of particulars for the register of members to the Secretary.

21. PROCEDURE ON ELECTION

- (a) On receipt of a new member's first subscription the Secretary shall provide to the new member a copy of the Policies and Constitution of FICA.
- (b) Every member shall be deemed to agree to be bound by the Policies and Constitution of FICA and the payment of annual subscription shall be conclusive evidence of such agreement. .

22. ANNUAL SUBSCRIPTION

- a) The Balance Sheet for the previous year and a budget for the current year shall be presented at the Annual General Meeting. Subscriptions shall be set for the current year before the Annual General Meeting.
- b) Subscriptions shall become due on the first day of the new financial year and an account thereof shall be sent to each member. In respect of new members subscriptions shall be payable forthwith on their election as members of FICA.
- c) The Board shall have power to make such pro-rata reduction in the annual subscription as it may think reasonable in the case of a member admitted during the year.
- d) The Board shall also have power to refund or remit the whole or any portion of an annual subscription in the event of any member through unavoidable causes being unable to continue membership or in any other event or circumstance which the Board may consider justifies a refund or remission.
- e) If a member's subscription shall remain unpaid for a period of three (3) months after it is due, then after notice of such default shall have been sent by the Secretary, such member shall thereupon cease to exercise any of the privileges of membership and the member's name may be removed by the Board from the list of members, but may be replaced thereon by the Board on payment of arrears. The entitlement to vote for the Executive Board and at Annual General Meetings shall be based on being a financial member for the current year.

23. RESIGNATION OF MEMBER

Any member may resign from membership of FICA by giving to the Secretary notice in writing to this effect and every such notice shall, unless otherwise expressed, take effect as from the end of

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the year then current but any such retirement shall not release the member from any subscription or other dues owing by the member.

24. EXPULSION OF MEMBER

On receiving a written complaint signed by three (3) members of FICA alleging that any member has so misconducted themselves as to render continued FICA membership undesirable and stating the conduct complained of, the Board shall invite the member whose conduct has been questioned, or the member's nominee, to vindicate themselves by addressing or writing to the Board. If the Board decision is then in favour of expulsion, the member shall forthwith cease to be a member of FICA but shall remain liable for any subscriptions or other dues.

25. ALTERATION TO POLICIES

Subject to Section 21 of the Incorporated Societies Act 1908:

- (a) These Policies may be altered, added to, rescinded or otherwise amended by a resolution passed by a two-thirds (2/3rds) majority of those voting members present in person or by proxy at a general meeting of which fourteen (14) days notice has been given.
- (b) Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.
- (c) No alteration addition or rescission shall be made to Rule 26 or to Rule 29.

26. ASSOCIATION FUNDS

The funds and property of FICA shall be solely devoted to the objects specified in Rule 2 hereof and no pecuniary gain shall be derivable by any member from the operation or property of FICA except as a salaried officer.

27. VOLUNTARY WINDING-UP

A Special General Meeting convened for the purpose may, providing all the liabilities of FICA have been duly discharged, resolve that FICA be wound up as from a date to be named in such resolution, and may also direct the method of disposition (as defined by Rule 29) of the funds and property of FICA after winding- up thereof. Such resolution shall be confirmed at a subsequent general meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. Notice of such resolution shall be sent to the Registrar of Incorporated Societies.

28. REGIONAL SECTIONS

- (a) In order to more effectively carry out the objects of FICA, regional sections may be established wherever there are enough interested members to form an adequate regional

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organisation and subject to the agreement of the Board in accordance with clause (b) hereof.

- (b) The formation of such regional sections may be authorised by the Board upon the written petition of three or more financial members of FICA residing in the region to be embraced by the proposed section. Regional Sections must establish themselves as a separate legal entity to accept responsibility for their liabilities and actions.
- (c) Each regional section shall elect its own officers who shall be members of FICA. The section may provide such policies for its government as are not inconsistent with the Policies and Constitution of FICA and as approved by the Board.
- (d) Each regional section may levy for regional use such funds as may be necessary. In the event of dissolution of any regional section either voluntarily or by direction of the Board, all assets and funds of that regional section must be remitted to the Board within twenty- one (21) days.
- (e) Each regional section shall submit a balance sheet to the Board on or before 31st March each year.

29. DISPOSITION OF SURPLUS ASSETS

In the event of FICA being wound-up the surplus assets after payment of FICA's liabilities and the expenses of winding up shall be distributed to other forest Industry organisations that foster the improvement of forest practices in New Zealand.

30. INTERPRETATION

If at any time any matter shall arise which is not provided for in these Policies or in the interpretation of these Policies, the same shall be determined by the Board, whose decision shall be final.