

July 2002

CONSTITUTION AND RULES

The following shall be the Rules of the Otago Southland Employers' Association Incorporated. These rules, adopted with effect from the date of the Annual General Meeting held in 2002 repeal all former rules.

1. **NAME**

The name of the Association shall be "Otago Southland Employers' Association Incorporated", (hereinafter referred to as "the Association").

2. **REGISTERED OFFICE**

The registered office of the Association shall be in Dunedin where the Board decides.

3. **DEFINITIONS**

In these rules, unless the context otherwise requires, the following expressions shall have the following meanings:

Region - Shall mean all or any part of Otago and Southland.

Year - Shall mean the financial year of the Association.

4. **OBJECTS**

The objects of the Association are:

- a. To provide a regional association of employers, employers' organisations, and employer bodies in the field of industrial relations and other matters consistent with the requirements of members.
- b. To ensure that the broader and national interests of employers in the region are adequately promoted and represented including by actively supporting and becoming members of national organisations.
- c. To represent and promote the interests of members in connection with matters pertaining to employment, including the promotion and encouragement of vocational education and training
- d. To co-operate as appropriate with other organisations with complementary interests in the creation and promotion of constructive industrial relations' policies and the development of consistent policies and common approach amongst members in protection of their interests.
- e. To assist, advise and represent members in industrial and other matters and to co-ordinate the actions of employers.

- f. To promote understanding of employers' rights, responsibilities and points of view.
- g. To provide secretarial services to trade associations and other organisations with complementary interests and to receive fees in consideration thereof.
- h. Such other objects which may be from time to time decided in general meeting.
- i. The objects set out in this clause shall be and be deemed to be separate and distinct objects and no object shall in any way be limited by reference to any other object.

5. **ORDINARY MEMBERSHIP**

Any person, firm, corporation, or organisation employing people, or any person (not employed by a member), who supports the objects of the Association, residing or having a place of business within the region, shall be eligible to become a member of the Association, and shall upon written application be admitted, subject to approval by the Board.

Members shall be liable for the fees, annual subscriptions, and special subscription as hereinafter provided and shall in all respects be bound by these rules.

Members shall give notice to the Chief Executive of the average number of employees employed by them for the preceding twelve (12) months or such other information as the Board may decide necessary for the calculation of subscription rates. All members shall give notice to the Chief Executive on the first day of April in each year of the average number of employees employed by them for the preceding twelve (12) months or such other information as the Board may require.

The members of the Association are not partners, and are not intended to be in any way liable for each other.

6. **LIFE MEMBERS**

Life membership may be conferred on any person as a recognition of special services rendered to the Association but shall not include the business which that person may represent. Life membership shall be recommended by the Board and life members may be elected only at an Annual General Meeting of the Association.

Life members shall be entitled to all the privileges of the Association including the right to vote at any meeting or in the election of any officers or in any other matter affecting the Association but shall not be liable for any subscriptions.

7. **FINANCIAL YEAR**

The financial year of the Association runs from the 1st day of July to the following 30th day of June.

8. **SUBSCRIPTION AND FEES**

The Annual Subscription, any special subscription and other fees to be paid by members, shall be approved by the Board which will also determine the method of calculation and collection.

The annual subscription payable on application shall be as for a full year but may be reduced, at the discretion of the Board, if membership is applied for after the commencement of that financial year.

No refund of subscription shall be payable in the event of resignation.

The annual subscription for each financial year, shall become due on the 1st day of July each year and shall be payable on or before the 1st day of October in that year, provided, however, that the Board may in special circumstances absolve any member from payment of the whole or any part of the subscription due for such period as it thinks fit.

New members shall be required to pay such entrance fees, as may be determined by the Board from time to time.

In addition to the annual subscriptions paid by members, the Board may approve other fees, contracts or financial arrangements related to specific services provided by the Association, either to individual members, groups of members or as a policy having general application.

The Board may approve the collection from members of subscriptions and fees on behalf of other organisations with complementary interests for services provided by them to Association members with operation in other regions and the dissemination of such subscriptions and fees to such other organisations.

9. **RESIGNATION OF MEMBERS**

Any member may withdraw from membership of the Association at any time, by delivering to the Chief Executive, a written notice of resignation signed by the member or a duly authorised agent and thereupon such member shall cease to be a member and shall have no further interest in or claim upon the funds of the Association. Such member shall nevertheless be liable for any subscription, special subscription or other fees due on the date of resignation.

10. **EXPULSION OR SUSPENSION FROM MEMBERSHIP**

The Board shall have the power at any of its meetings, to expel or suspend the membership of any member or members of the Association provided that the resolution of expulsion or suspension shall be carried by not less than 75 per cent of the members of the Board present.

11. **SUSPENSION OF MEMBERSHIP SERVICES**

The Board may by resolution, withhold services to any member who has failed to pay any subscriptions or fees due. Suspension as herein provided shall not relieve the member of liability for subscriptions or fees due.

12. **REPRESENTATION**

Ordinary members may appoint one or more people to represent them at meetings and to vote on their behalf. All people so appointed have speaking rights but each member has only one vote.

13. **GOVERNANCE**

The governance and control of the Association shall be vested in the Board.

14. **BOARD**

The Board shall consist of up to twelve members.

At each AGM the members shall elect up to eight Board members from nominations received by the Chief Executive not less than twenty-eight days prior to the date of that Meeting.

No less than four of the elected positions on the Board shall be available to be contested. If less than 4 of these positions are available to be contested then sufficient elected members of the Board will retire to ensure that 4 positions are so available. The longest serving members shall retire first. In the event of a choice being required among equally long standing members it is to be made by agreement or failing agreement by lot.

The Board shall determine how the election of members to the Board will be conducted and may use postal or electronic methods that allow members to vote before the AGM.

The Board shall have the power but not the obligation to co-opt additional members to bring the number of Board members to 12 members (including filling casual vacancies). In making such appointments the Board is to have regard to the skills available on the Board, the objects of the Association, the continuity of the Board, and such other considerations as it deems appropriate. Co-opted members shall hold office until the AGM following their appointment.

15. **PRESIDENT AND VICE-PRESIDENTS**

The Board shall elect from both elected and appointed Board members, a President and two (2) Vice-Presidents, who shall retire annually but may be eligible for re-election.

16. **BOARD QUORUM**

Five (5) of the members shall form a quorum at any meeting of the Board, one of whom shall be a President or Vice President. If the number of Board members falls below 5 then the remaining Board members may act only to co-opt new Board members

17. **ANNUAL GENERAL MEETING**

The Annual General Meeting (“the AGM”) of the members of the Association shall be held no later than 31st October in each year. The AGM shall receive the Annual Report and the Audited Financial Statements, elect or announce the Board, appoint the Auditor, and conduct such other business as may have been notified to members in the notice calling the Annual General Meeting.

Notice of an Annual General Meeting shall be given to members at least fourteen (14) days beforehand.

18. **SPECIAL GENERAL MEETINGS**

Special General Meetings of members shall be held at such time as the Board may determine, and on the written request of ten (10) ordinary members. A requested AGM shall be held as soon as possible after such request has been received and no later than 28 days from the date of receiving the request.

Notice of an SGM including the object of such meeting shall be given to members at least seven (7) days beforehand.

19. **QUORUM AT GENERAL MEETINGS**

Ten ordinary members present at any General Meeting of the Association shall form a quorum, one of who shall be a President or Vice-President. If there is no President or Vice President present the quorum will be 15 ordinary members.

20. **CHAIRPERSON**

All meetings shall be presided over by the President, or in the absence of the President by a Vice-President, or in the absence of the President and of the Vice-Presidents, by a Chairperson to be elected by the meeting.

21. **VOTING AT GENERAL MEETINGS**

Voting on other than elections of members to the Board shall be decided by the voices, or by show of hands, unless any five ordinary members present ask for a ballot.

Unless otherwise specified herein, all questions arising at any General Meeting of the Association, or the meeting of the Board, or a Special Advisory Committee, shall be determined by a majority of those entitled to vote.

At all meetings in the event of the voting being equal, the Chairperson shall have a casting as well as a deliberative vote.

Except in the case of a contested election of Members to the Board, voting by proxy shall not be permitted.

Any member being twelve months in arrears in the payment of the annual subscription shall be disqualified from voting or taking part in any meeting.

22. **STAFF**

The Board shall appoint a Chief Executive on such salary and terms of service as it may determine. The Board may terminate the employment of the Chief Executive by resolution notified to all Board members.

25. **POWERS OF THE BOARD**

The business of the Board shall be:

- (a) To discuss and determine all matters in which the Association is interested and to carry the same into effect, subject only to such directions as may be given by any general meeting of the Association.
- (b) To do all such acts and things as are or may be incidental to the attainment of all or any of the objects for which the Association is established.
- (c) To do all such other acts, as the Board of the Association deems appropriate.

The Board may appoint Committees to investigate or take action, in any matter relating to the objects or business of the Association and may require such committees to report and may dissolve such committees, whenever it thinks fit. The members of such committees must be members of the Association but need not be members of the Board.

26. **BOOKS OF THE ASSOCIATION**

The books of the Association shall be kept by the Chief Executive under the supervision of the Board.

27. **FUNDS OF THE ASSOCIATION**

All sums paid by way of Annual Subscription, Special Subscription, Fees or otherwise, by members of the Association, shall be received by the Chief Executive and placed forthwith in such institutions as may, from time to time, be approved by the Board. Such funds shall be absolutely at the disposal of the Board to further the objects of the Association.

The funds of the Association may be invested in such manner as may be determined by the Board.

28. **POWER TO PURCHASE/LEASE/INVEST**

The affairs of the Association shall be managed by the Board which shall have the following powers:

- a. To acquire by purchase, take on lease, or otherwise, lands and buildings and all other property real and personal which the Board may, from time to time, think proper or dispose of such property or any part thereof and to erect on any such land any building and to alter, add to and maintain any building erected upon such land.
- b. To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Association.
- c. To raise or borrow money in such manner and upon such security (if any) as the Board shall think fit and in particular upon the security of any mortgage or mortgages, charge or charges, of all or any part of the Association's property assets and rights (both present and future) or by the issue of debenture charges or notes upon all or any part of the Association's property assets and rights (both present and future) and generally, with such rights and upon such terms and conditions, in all respects, as the Board shall see fit and to purchase, redeem or pay off, any such securities and reissue same.
- d. To invest and deal with monies of the Association not immediately required upon such securities or otherwise in such manner as may, from time to time, be determined.
- e. To take or otherwise acquire and hold shares in any company or corporation carrying on any business of whatsoever nature which is deemed by the Board to be capable of being conducted so as to further directly or indirectly the objects for which this Association is established.
- f. All cheques shall be signed or endorsed in such a manner as the Board shall, from time to time, direct.

29. **AUDITOR**

There shall be an Auditor appointed annually at the Annual General Meeting. The Board shall determine the remuneration of the Auditor. Should a vacancy occur in the office of Auditor, it shall be filled by the Board and the appointee will remain in office until the next Annual General Meeting.

31. **ALTERATION OF RULES**

At any General Meeting, any of the rules of the Association may be repealed or altered, or any new rule made, by a vote of not less than 60 per cent of the members of the Association present at the General Meeting. The Board shall be

entitled to propose additional or further amendments to any rule change proposed. No rule shall be of any effect whereby the members of the Association or any of them, would be constituted partners, or jointly the one for the other or others. Any such repeal, alteration or new rule shall take effect according to the terms thereof as provided by Section 21 of the Incorporated Societies Act 1908.

32. **INTERPRETATION OF RULES**

If any doubt shall arise as to the correct interpretation of these Rules, the decision of the Board shall be final and conclusive provided such decision is recorded in the minute book of the Association.

33. **SEAL**

The Seal of the Association shall be in the custody of the Chief Executive and shall be affixed to all necessary documents, by resolution of the Board and in the presence of at least one member of the Board and the Chief Executive, or alternatively, by two (2) members of the Board.

34. **COMPLIANCE WITH RULES**

These Rules shall be printed and a copy shall be sent to any member on request, but no member shall be excused for non-compliance with or non-observance of the Rules, on the grounds that the member has not received them. By paying the subscription or fees Members acknowledge and agree to be bound by these Rules. Such payment does not confer any separate proprietary interest in any of the property of the Association.

35. **WINDING UP OR DISSOLUTION**

The Association may be wound up at any time, by the vote of a simple majority (being half of those entitled to vote plus one) of financial members present at any General Meeting of the Association passing a resolution for this purpose. Such resolution must be confirmed at a subsequent General Meeting of the Association, held not earlier than thirty days after the date of the passing of the said resolution.

The Association will then pay all debts, liabilities and engagements of the Association and of the Board and all costs, charges and expenses connected with such winding up or dissolution. The assets of the Association then remaining shall be transferred to such other organisation or organisations with like objectives to those for which the Association is established as may be determined by the vote of a simple majority of the financial members present at any General Meeting of the Association. The assets of the Association shall not be distributed in any manner to members of the Association.

36. **INDEMNITY**

- a. The members of the Board, Chief Executive and other officers shall be indemnified by the Association for all losses and expenses incurred by them in

or about the discharge of their respective duties except such as shall result from their own respective wilful default.

- b. No member of the Board, Chief Executive or other officers shall be liable for the acts or defaults of the Board or any committee thereof, Chief Executive or other officer, or for any loss or expense happening to the Association unless same happened from his or her own wilful default.