

CONSTITUTION & RULES OF NEW ZEALAND TIMBER DESIGN SOCIETY INCORPORATED

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1 NAME

- 1.1 The Society shall be named "New Zealand Timber Design Society Incorporated", (hereafter referred to as "the Society".)

2 OBJECTS

- 2.1 The objects of the Society shall be to foster the advancement and dissemination of knowledge relating to the design of timber structures and elements.
- 2.2 The Society is established to do all such things as are conducive or incidental to attaining the aforesaid objects or any of them.
- 2.3 A Management Committee appointed as provided in Paragraph 6 shall manage the affairs of the Society in accordance with the rules contained herein.

3 QUALIFICATION FOR MEMBERSHIP

- 3.1 Membership of the Society shall comprise professional engineers, architects, scientists and others having an interest in the design of timber structures and elements.
- 3.2 On admittance to membership members shall conduct their affairs ethically and do nothing to bring the Society into disrepute.

4 APPLICATION FOR AND ELECTION TO MEMBERSHIP

- 4.1 Admission to membership of the Society shall be subject to the approval of the Management Committee whose decision shall be final and binding.
- 4.2 Ordinary Membership: Ordinary Membership shall be open to individuals who fulfill the qualifications for membership. Applications for ordinary membership shall be made on a form provided by the Society. Applicants shall supply details of their occupation, academic qualifications, experience and field of interest in the design of timber structures or related matters as the Management Committee shall decide.
- 4.3 Life Members: The Management Committee may elect as a "Life Member" any person, whether resident in New Zealand or otherwise, who has made an extraordinary contribution to timber design or construction practice in New Zealand or elsewhere. A person so elected shall have full membership rights of the Society, but shall not be required to pay any membership subscription.
- 4.4 Corporate Members. Corporate Membership shall be open to companies or entities who have timber design as a significant part of their business. Applications for corporate membership shall be made on a form provided by the Society. Applicants shall supply details of their business and their interest in the design of timber structures or related matters as the Management Committee shall decide. Corporate members will be required to identify a main delegate within their organisation to be their representative in voting and to receive correspondence from the society. Other benefits available to Corporate Members will be defined from time to time by the Management Committee.
- 4.5 Sponsor Members. Sponsor Membership shall be granted to sponsors by the Management Committee when an appropriate sponsorship agreement has been agreed. The period of membership under this category shall be linked to the period for which the associated sponsorship applies. Sponsors shall identify a single representative who shall for the period of membership have similar rights as an Ordinary Member.

5 RESIGNATION, MEMBERSHIP FORFEITURE AND RE-ADMISSION

- 5.1 Each member may, by notice in writing to the Society, resign his or her membership after payment of all sums due from him or her in respect of subscriptions or otherwise.
- 5.2 Any member who is adjudicated bankrupt, or who makes a compromise with his or her creditors, or who is convicted of a criminal offence, or who is of unsound mind, shall immediately have his or her membership terminated.
- 5.3 Any member infringing any Rule or regulation or misconducting himself or herself shall be answerable to the Management Committee who may at their discretion suspend such a member or may by a vote which is 70 % or more in favour, terminate his or her membership.
- 5.4 If the subscription of a member remains unpaid for 12 months, membership of the Society shall be forfeited.
- 5.5 Each person who has ceased to be a member for any reason may apply for readmission and the Management Committee may approve such readmission under such conditions as it may see fit to impose.

6 MANAGEMENT OF THE SOCIETY

- 6.1 The affairs of the Society shall be managed by a committee to be known as the Management Committee of the Society (herein referred to as the "Management Committee")
- 6.2 Society members shall annually elect five of their number to the Management Committee as provided for in Rule 6.9
- 6.3 One member may be appointed by each of the following bodies:
 - The New Zealand Institute of Architects.
 - The Institution of Professional Engineers of New Zealand.
 - The Wood Processors Association of New Zealand (WPA).
 - The New Zealand Pine Manufacturer's Association Incorporated.
 - The New Zealand Forest research Institute Ltd. (Scion)
 - Architectural Designers New Zealand Incorporated.
- 6.4 The Management Committee shall appoint from their number the President of the Society, who shall also be Chairman of the Management Committee. No person shall hold the office of President for more than three consecutive years.
- 6.5 Each elected member of the Management Committee shall serve for one year. He or she may be re-elected or reappointed for any number of consecutive years.
- 6.6 The Management Committee may fill a casual vacancy including a vacancy not filled at an election.

- 6.7 Management Committee shall appoint the Secretary of the Society whose duties shall include keeping minutes of meetings of the Society and the Management Committee.
- 6.8 Candidates may offer themselves for election to the Management Committee. Nominations shall be on forms supplied by the Secretary, shall be signed by the candidate, his or her proposer and seconder, all of whom shall be financial members of the Society, and shall reach the Secretary not later than three weeks before the date of the Annual General Meeting.
- 6.9 The election of members of the Management Committee shall be by postal ballot. Every member of the Society may vote for up to 5 candidates. Ballot papers and brief biographical notes about candidates shall be posted to all members not later than 14 days before the date of the Annual General Meeting. The incumbent Management Committee shall appoint scrutineers and the 5 highest polling candidates elected, based on votes received 24 hours before the Annual General Meeting.
- 6.10 At its discretion the Management Committee may co-opt additional members to serve for all or part of an annual term. The criteria for co-option shall be the expertise or involvement in an activity to be undertaken under the auspices of the Management Committee and where the Management Committee feels that such expertise could assist in the success of the activity or project. Co-opted members shall only hold office for the remainder of the annual term. Co-opted members shall have full speaking and voting rights at Management Committee meetings.

7 POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

- 7.1 The Management Committee shall be responsible to the members of the Society for the policy and administration of the Society and its powers shall include:
- a) Dissemination of up-to-date information, technical or non-technical, related to timber design, manufacturing and construction processes and techniques.
 - b) Publication of technical papers, including research reports, technical notes, reports on successful design and construction methods, design procedures and sample designs.
 - c) Establishment and maintenance of direct communication and liaison with any other organisation with objects similar to those of the Society.
 - d) Promotion of applicable and relevant standards to ensure the economic and efficient use of timber buildings and other structures.
 - e) Arrangement of conferences, seminars and symposia at international, national and local levels.
 - f) Formation of branches and specialist groups.
 - g) Initiation and maintenance of or support for research in timber design, manufacturing and construction processes and techniques.
 - h) Management of the financial affairs of the Society, [including determination of the annual membership subscription rate; the control and investment of the Society's funds, and the opening and operating of such bank account or accounts as may be deemed necessary for the purposes of the Society.
 - i) The appointment of necessary staff and the determination of their conditions of employment and remuneration.

- j) Determination of applications for membership, including election of Life Members (see 4.3)
 - k) The power to build, purchase, lease, rent, hold and/or furnish any building or premises for the use of the Society and its members and may from time to time dispose of some or any part of it.
 - l) The power to make and give receipts, rebates and other discharges of monies payable to the Society and for the claims and demands of the Society.
 - m) The power to reinvest and deal with any money of the Society upon such security and in such manner as it thinks fit, and from time to time vary such investments.
 - n) The power to borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property and assets of the Society (whether present or future) and to purchase, redeem or pay off any such securities.
- 7.2 The Management Committee shall meet as often as the business of the Society may require, but not less frequently than four times annually, and shall keep minutes of all meetings.
- 7.3 At meetings of the Management Committee the quorum shall be 50 percent or more of its members.
- 7.4 Decisions of the Management Committee on the interpretation of the Rules of the Society on all matters dealt with in accordance with such Rules and on matters not provided for it such Rules shall be final and binding on all members of the Society.
- 7.5 The Management Committee shall prepare an Annual Report which shall be circulated by the Secretary to each member of the Society to reach him or her not less than 14 days before the Annual General Meeting and shall be laid before, and adopted or otherwise, by such meeting.

8 FINANCE

- 8.1 The financial and subscription years shall commence in any year on 1 October and end on 30 September of the following year.
- 8.2 Each member of the Society except life members shall pay the annual subscription. The annual subscription shall be due on 1 October in each year of membership.
- 8.3 Any member whose annual subscription remains unpaid for 5 calendar months after becoming due shall be regarded as 'in arrears of subscription'. The Secretary shall write to such persons advising them of the situation and requesting immediate payment. If the subscription remains unpaid one month after receipt of the Secretary's letter, all rights of membership shall be suspended until the subscription arrears have been paid, and membership of the Society shall be forfeited in accordance with 5.4.
- 8.4 The Society shall keep proper books of account.

- 8.5 All monies received on account of the Society shall be paid into the account of the Society with its Bankers and shall be acknowledged by an officer or a paid employee of the Society. All cheques drawn upon the Bankers of the Society shall be signed in such manner and by such persons as the Management Committee shall from time to time determine. Cheques or other negotiable instruments paid or payable to the Society's Bankers for collection requiring endorsement of the Society may be endorsed by such person or persons as the Management Committee shall from time to time appoint.
- 8.6 At the end of each financial year the Management Committee shall prepare an Annual Statement of Account which shall be circulated by the Secretary to each member of the Society to reach him or her not less than 14 days before the Annual General Meeting and shall be laid before, and adopted or otherwise, by such meeting. The Accounts shall be audited for any particular year if so required by a majority at the AGM or formally requested by more than 10% of the membership or so requested by the Management Committee.
- 8.7 The financial activities of the Society shall be limited to within New Zealand.
- 8.8 In order that the Society may be accorded full charitable status by Inland Revenue, no income, benefit or advantage of any kind shall be derived by any member(s) of the Society from any activity which the Society may undertake.

9 ANNUAL GENERAL MEETING

- 9.1 An Annual General Meeting of the Society shall be held once in each calendar year on such date and at such time and place as may be decided by the Management Committee, but not later than 28th February in each financial year, for the following purposes:
- a) To receive and consider the Annual Report.
 - b) To consider and receive the statement of accounts and balance sheet.
 - c) To elect members of the Management Committee for the ensuing year.
 - d) To decide on any resolution which may be duly submitted to the meeting.
- 9.2 Notice of each Annual General Meeting shall be circulated to each member to reach him or her not less than 14 days before such meeting.
- 9.3 The quorum for a Annual General Meeting shall be ten financial members.

10 SPECIAL GENERAL MEETING

- 10.1 The Management Committee may, whenever it thinks fit, call a Special General Meeting of the Society.

- 10.2 The Management Committee shall on the requisition of not less than ten financial members proceed to convene a Special General Meeting of the Society within one month of receipt of the requisition. The requisition must state the objects of the meeting and be signed by the requisitionists and deposited with a member of the Management Committee.
- 10.3 Notice of each Special General Meeting and details of the nature of the business to be transacted shall be circulated to each member to reach him or her not less than 14 days before such meetings.
- 10.4 The quorum for each Special General Meeting shall be ten financial members.
- 10.5 No business shall be transacted at a Special General Meeting other than that specified in the notice convening such meeting.

11 VOTING BY MEMBERS

- 11.1 Votes at an Annual or Special General Meeting may be given either personally or by proxy. Written notice of an appointed proxy shall be prepared and signed by the appointer. Proxies may only be assigned to financial members who are qualified to vote. The proxy shall only be exercised on matters for which due notice has been given. Valid completed proxies given by post will be accepted if received in accordance with 11.6
- 11.2 Each member not being a member disqualified under Clause 11.7 present either in person or by proxy shall have the right to exercise one vote only on each motion before such meeting except that in the case of equality of voting the Chairman of the meeting may exercise a casting vote in addition to his or her deliberative vote.
- 11.3 Voting on any motion before such meeting shall be subject to recognition of proxies be by voice except that any such member present at such meeting may require a show of hands and any ten per centum of such members present at such meeting may require a secret ballot, but at any meeting, and unless the Chairman of the meeting is required by the meeting to advise the number of votes cast for and against the motion, a declaration by the Chairman of the meeting that a resolution put to the meeting has been carried or lost and an entry recorded to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact.
- 11.4 A majority of the votes at any such meeting shall decide any question.
- 11.5 All instruments appointing proxies shall be in writing under the hand of the appointer. The instrument shall be in a form authorised by the Management Committee.
- 11.6 The notice appointing a proxy shall be received by the Secretary not less than twenty four hours before the time of the holding of the meeting.
- 11.7 No member shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any meeting if he or she is "in arrears of subscription" as defined in Clause 8.3.

12 COMPLIANCE WITH RULES OF THE SOCIETY

- 12.1 Members of the Society shall be bound by the Rules of the Society and the form of application for membership shall contain a declaration in the following terms to be signed by each applicant. "If admitted to Membership, I agree to abide by the rules of the New Zealand Timber Design Society Incorporated".

13 STANDING ORDERS FOR MEETINGS

- 13.1 The Standing Orders of the Society shall be in accordance with the Standing Orders prescribed in Appendix A

14 ALTERATION OF RULES

- 14.1 Alteration, addition or rescission to the Rules of the Society shall be by a majority vote of an Annual or Special General Meeting of the Society
- 14.2 The Management Committee shall within fourteen (14) days register any such alteration, addition or rescission with the Registrar of Incorporated Societies in accordance with Section 21 of the Incorporated Societies Act 1908. No alteration, addition, rescission or substitution which would alter the charitable nature of the Society shall be permitted.

15 LIQUIDATION

- 15.1 The Society shall be liquidated and thus cease to continue to operate by decision of the members at a meeting convened for the purpose of considering such proposal. On that happening no member of the Society can participate in any financial surplus remaining and the whole of that surplus, less any professional costs incurred in effecting the winding up, shall be distributed for charitable purposes within New Zealand.

16 COMMON SEAL

- 16.1 The Society shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document pursuant to a resolution of the Society passed for that purpose by affixing the common seal in the presence of two members of the Management Committee.

APPENDIX 1 — STANDING ORDERS FOR MEETINGS

1 GENERAL

- a) Meetings of the Society shall be conducted in accordance with the following Standing Orders.
- b) Except as provided in the Rules these standing orders are not binding on meetings.

2 CHAIRPERSON

- a) At each Meeting the President shall take the chair.
- b) If the President is not present a meeting shall elect its own chairperson.

3 MINUTES

Minutes of each meeting shall be kept by the Secretary and at each meeting the minutes of the previous meeting of a like nature shall be submitted to the meeting for approval and then signed by the chairperson before any other business is transacted.

4 ORDER OF BUSINESS

Except as provided herein the order in which business is transacted at each meeting shall be at the discretion of the chairperson.

5 MOTIONS

- a) Except with the permission of the chairperson each motion or amendment shall be in writing.
- b) Each motion or amendment not seconded shall lapse without discussion and shall not be recorded in the minutes except by the permission of the meeting.
- c) After each motion or amendment has been moved and seconded it shall not be withdrawn without the permission of the meeting.
- d) Except with the permission of the meeting no motion or amendment shall be proposed which in the opinion of the chairperson is the same in substance as any motion or amendment which during the same meeting has been resolved in the affirmative or negative.
- e) Where no specific procedure is laid down the chairperson shall refuse to accept a motion to rescind any resolution or other vote if he/she considers that insufficient notice has been given to members.
- f) Before putting each motion or amendment to the vote the chairperson shall clearly state such motion or amendment.

6 AMENDMENTS

- a) A motion may be amended by leaving out words, by leaving out certain words and substituting other words, by inserting words, or by adding words.
- b) Each amendment shall be relevant to the original motion.
- c) No amendment may be accepted which produces a direct negative of the motion.
- d) Amendments to a motion may be moved without notice.
- e) Amendments may be moved in any order considered satisfactory by the chairperson.
- f) When an amendment has been carried, such amendment shall become the substantive motion, and shall be open to amendment accordingly.
- g) At the discretion of the chairperson amendments to an amendment shall be allowed.

7 DEBATE

- a) Except with the permission of the chairperson each member shall rise to speak, and shall speak only upon or to introduce a motion or amendment or upon a question of order, but not otherwise.
- b) If the chairperson rises a member speaking shall sit and no member shall use or attempt to speak until the chairperson sits.
- c) All remarks shall be addressed to the chairperson.
- d) Except with the permission of the chairperson no member may speak twice to a question before a meeting except:
 - i) In explanation of some material point on which he/she claims to have been misunderstood, but he/she shall not introduce any fresh matter.
 - ii) That unless otherwise provided a reply shall be allowed to a member who has moved a substantive motion, but not to a member who has moved an amendment. No fresh matter may be introduced during such reply.
 - iii) To move an amendment.
- e) The chairperson may at his discretion at any stage of the meeting impose a time limit on speakers, whether generally or on the speakers to any particular motion or amendment then before the meeting.
- f) A debate may be interrupted at any time by a question of order; by want of a quorum or by any of the formal motions quoted in Clause 9, or by a motion for the reading of a document relevant to the motion or amendment.

8 VOTING

- a) Voting at meetings shall be conducted in accordance with Section 11 of the Rules. These Rules may not be suspended or varied.
- b) When a secret ballot is necessary scrutineers for such ballot shall be elected by the meeting.

9 FORMAL MOTIONS

- a) The following formal motions may be moved at any time. The chairperson may refuse to accept any such motion except formal motion (v) if the chairperson considers it premature:
 - i) “That the question be now put “
 - ii) “That the meeting proceed to the next business”
 - iii) “That the meeting do now adjourn “
 - iv) “That the meeting do now adjourn to (place and time)”
 - v) “That the question be not now put”
- b) A formal motion relating to a motion or amendment may not be moved or seconded by a person who has taken part in the debate on such motion or amendment.
- c) Formal motions (i), (ii) or (iii) when moved and seconded and accepted by the chairperson shall be immediately put without debate or amendment.
- d) If formal motion (i) is carried and the question before the meeting is a motion the mover of such motion may reply after which such motion shall be immediately put.
- e) When formal motion (iv) has been moved and seconded and accepted by the chairperson, the place and time only may be debated and amended. Discussion of the motion or amendment previously before the meeting shall be suspended while such formal motion is dealt with.
- f) Formal motion (v) may be moved only in connection with a substantive motion and not with an amendment. When such formal motion has been moved and seconded it shall be debated in conjunction with the substantive motion before the meeting. When the debate terminates the chairperson shall first put the formal motion. If such motion is carried the meeting shall proceed to the next business without voting on the substantive motion. If the formal motion is lost the debate on the substantive motion shall be put without further debate.

10 POINTS OF ORDER AND PROCEDURE

- a) A member may at any time rise and address the chairperson on a point of order, but shall confine remarks to the point of order raised and shall interrupt a speech only when such necessity arises.
- b) When any question of order or procedure shall arise it shall immediately be taken into consideration and decided by the chairperson and the matter under discussion shall be suspended until the decision of the chairperson has been given which decision shall not be open to discussion at that meeting.
- c) All questions of order or procedure not provided for in these standing orders shall be decided by the chairperson.

11 ADJOURNMENT

A meeting may be adjourned only by its own resolution except that the chairperson may adjourn a meeting on the occasion of disorder or disturbance and shall do so if there is fewer than a quorum present.

12 COMMITTEE

- a) A meeting may by a duly carried resolution resolve itself into committee.
- b) In committee each member may speak as often as he/she desires. The decisions arrived at in committee shall be submitted as substantive motions after the meeting has resumed.

13 SUSPENSION OF STANDING ORDERS

Any standing order may be suspended by the assent of not less than two-thirds of the members present. The voting rules may not be suspended or varied.