

**Brick and Blocklayers  
Federation of New Zealand  
(BBFNZ) Incorporated Society  
Rules**

**March 2019**



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## 1. NAME

The name of the Federation shall be BRICK AND BLOCKLAYING FEDERATION OF NEW ZEALAND (Incorporated).

## 2. DEFINITIONS

In these Rules, except where a different intention is stated:

“Federation” shall mean Brick and Blocklaying Federation of New Zealand Incorporated

“Trade” shall mean the Masonry Trade incorporating both Clay, Concrete and Stone Manufactured products and including any other products usually handled by a Brick and or Blocklayers.

“Resolution” means a decision made on behalf of the Federation in accordance with the Federation voting rules as described in section 13.

“Surplus assets” means assets the Federation still holds during liquidation once all liabilities and expenses, including those related to the liquidation, are paid.

“Trade member” means a member of the New Zealand Brick and Block Trade Association.

“Manufacturer member” means a company or organisation that manufactures or distributes Clay, Concrete and/or Stone products and includes any other products usually handled by a Brick and or Blocklayer.

“Masonry Product Support member” means a company that either distributes (but does not manufacture or import) masonry units or provides masonry accessories such as block fill, brick ties, additives and other masonry consumables.

“Associate member” a company or individual that sells brick or blocklaying tools, health and safety gear or masonry veneer/concrete structural masonry building systems

“Member “or Members” means a Member or Members of the Federation including an “Trade member”; “Apprentice member”; “Manufacturer member”; or Associate member.

“Board” means the Committee of Management of the Federation as described in section 16.

“Trade Council” means nominated representatives from the New Zealand Brick and Block Trade Association.

“Manufacturing Council” means nominated representatives from each Manufacturing member as described in section 15.

“Councils” mean the combined members of the Trade and Manufacturing Councils.

“Chairperson” is as described in section 17.

“Secretary” is as described in section 19.

“Treasurer” is as described in section 20.

“Chief Executive” is as described in section 21.

“Technical officer” is as described in section 22.

### **3. REGISTERED OFFICE**

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

### **4. OBJECTS**

The Objects for which the Federation is established are as follows:

1. To encourage, promote and protect the Trade in New Zealand and to watch over and protect the general interest of Members;
2. To encourage a high standard of workmanship quality and service in the masonry trades and to promote professional relationships with clients and others within the construction sector including other Members;
3. To promote a high standard of training within the Trade;
4. To develop relationships with other trade organisations within the construction sector for the benefit of Members;
5. To act as a watchdog for the Trade to ensure the maintenance of good Trade practices;
6. To promote or oppose legislation, regulation, by-laws or other measures affecting the Trade or for the benefit of Members;
7. To borrow or raise money from time to time with or without security for the purposes of the Federation;
8. To provide to the public a list of Members;
9. To undertake any activity required to obtain the Objects or to promote any other activity not repugnant to these Objects that will benefit Members.

### **5. ALTERATION OF RULES**

- a. A notice to alter the Rules must be received by the Secretary at least 20 working days before the intended vote and must include:
  - i. A statement clearly identifying it as an Alteration of Rules notice
  - ii. The name(s) of the Member submitting the alteration; and
  - iii. The date and method the notice was served on the Secretary; and
  - iv. The proposed alteration, addition or rescission; and
  - v. A statement advising of the purpose or benefit of the proposed change;
- b. The Secretary must, as soon as practicably possible, forward the notice to all Members and advise of the forum and date for voting.
- c. These rules may be altered by a Resolution passed by a majority of 61% Trade Council or Manufacturing Council representatives present at a General Meeting or via electronic voting.
- d. Sections 11(d) and 14 may also be altered via electronic voting by Trade Council members only.
- e. Sections 11(e), 15 and 27 may also be altered via electronic voting by the Manufacturers Council.
- f. Sections 3,6,7,9,10,11(s), 19, 20, 21, 22 may also be altered via electronic voting by the Board or at a Board meeting.
- g. In accordance with the provisions of the Incorporated Societies Act 1908 any change to the Rules must be filed with the Registrar of Incorporated Societies.

## **6. BY-LAWS AND POLICIES**

- a. The Federation may from time to time by Resolution at a General Meeting make, amend or rescind by-laws that are binding on Members provided that they are not inconsistent with these Rules.
- b. The Board may also make, in consultation with the Councils, make, amend or rescind any policy for the internal management of the Federation such as the reimbursement of reasonable expenses by Board or Council members.
- c. By-law and policy documents should be available to Members.

## **7. COMMON SEAL**

- a. The Common Seal of the Federation is a requirement as an Incorporated Societies and the Chairperson shall be responsible for the safe custody and control of it.
- b. The Common Seal of the Federation shall be affixed subject to any Federation policy or by-law.

## **8. MEMBERSHIP**

- a. The New Zealand Masonry Trades Association is a member of the Federation.
- b. Any individual or company that manufactures or imports Concrete, Clay or Stone masonry units may apply to be a 'Manufacturing Member'
- c. Any individual or company that either distributes (but does not manufacture or import) masonry units or provides masonry accessories such as block fill, brick ties, additives and other masonry consumables may apply to be a Product Support Member

- d. Any individual or company that sells brick or blocklaying tools, health and safety gear or masonry veneer/concrete structural masonry building systems
- e. All applications for membership must be:
  - i. Made in writing to the Secretary;
  - ii. Inclusive of any entrance fee that may be set by the Board;
  - iii. Considered by the Board with the knowledge that the Board may decline any application for membership without being required to state a reason.
- f. Any individual who is a paid up Trade Member of an Association Member is automatically deemed to be a Member.
- g. All members shall be entered in the Register of Members.

## **9. MEMBERSHIP RESIGNATION**

- a. Any Member wishing to resign from the Federation shall give two months' notice in writing to the Secretary to that effect and shall pay all subscriptions and levies due up to the date of such notice.
- b. The Council may terminate a Member if:
  - i. Their subscription is six months or more in arrears; or
  - ii. They have caused or undertaken any action or inaction that may bring the Federation or Trade into disrepute;
- c. The Federation may require that the Association withhold, suspend or cancel a Trade member membership if:
  - i. It believes that they have caused or undertaken any action or inaction that may bring the Federation or Trade into disrepute; or
  - ii. It considers that such action is in the best interest of public safety.
  - iii. Any Member who has resigned or been removed from the Federation must return any Federation property immediately and must forward to the Secretary or destroy any documents, papers, pamphlets, advertising or training material that either contains the Federation logo or has been developed with information or funding provided by the Federation.

## **10. REGISTER OF MEMBERS**

- a. Each Association must, forward to the Secretary when changes occur, a membership list including:
  - i. A note outlining the change(s); and
  - ii. The members full name; and
  - iii. Their company and/or trading name (if any); and
  - iv. All contact information such as physical address; email address; website address and telephone numbers; and
  - v. Their membership type; and
  - vi. The date that they became members; and
  - vii. Their LBP status and area of practice(s) if applicable;
- b. The Federation has the right to use membership lists for promotional materials or communication with association's members.

- c. The Federation will publish on its website a list of Trade members and will include:
  - i. The Trade members full name; and
  - ii. Their company and trading name (if any); and
  - iii. Their email address and mobile and/or business telephone number
- d. The Federation will publish on its website a list of Manufacturing members and their logos.

## **11. MEETINGS**

### a. Annual General Meeting

- i. An Annual General Meeting (AGM) shall be held yearly, within six months after the end of the financial year. The date shall be set by the Board.
- ii. The Secretary shall give all members no less than 20 working days' notice of the AGM date.
- iii. The AGM shall be held for the following purposes:
  - a. To receive from the Board a report and audited balance sheet and statement of accounts for the preceding year;
  - b. To consider and conduct such other business as may properly be brought forward;
  - c. To appoint a Board;
  - d. To agree on the location of the next AGM.
- iv. The Councils may approve requests for travel and/or accommodation costs for Board members to attend the AGM.

### b. Special General Meetings

- i. The Chairperson, two or more Board members or four or more Council members may whenever they think fit, convene a Special General Meeting of the Federation.
- ii. The Special General Meeting shall be held at the Office of the Federation or other such venue as the Board deem appropriate.
- iii. The Secretary will give Members no less than 20 working days' notice of the Special General Meeting outlining the reason for the Special General Meeting

### c. Board Meetings

- i. Board meetings may be called at any time by the Chairperson or on the request of two or more Board members.
- ii. The Board may conduct meetings by way of telephone conference or conferences held by other electronic means.
- iii. The Secretary will attempt to give Board members no less than 20 working days' notice of a Board meeting to be held in person unless the Board agrees to waive this notice period.
- iv. All reasonable costs associated with Board meetings shall be met by the Federation.

### d. Council Meetings

- i. Council meetings may be called at any time by the Chairperson or on the

- request of four or more Council members.
  - ii. The Council may conduct meetings by way of telephone conference or conferences held by other electronic means.
  - iii. The Secretary will attempt to give Council members no less than 20 working days' notice of a Council meeting unless the Council agrees to waive the notice period.
- e. Manufacturer Meetings
  - i. The Chairperson and Chief Executive will attend all Manufacturer Meetings but will have no voting rights.
  - ii. Manufacturer Meetings may be called at any time by the Chairperson or four or more Manufacturing members.
  - iii. The Secretary will attempt to give Manufacturing members no less than 20 working days' notice of a Manufacturer member meeting unless the Manufacturer members agree to waive the notice period.
  - iv. A Manufacturing member may make a request to the Chairperson for the presence of a specialist advisor to attend the Manufacturer member meeting to provide specialist information. The special advisor has no voting rights.

## **12. SERVICE OF NOTICE**

- a. A written notice will be served on a member at the last known email and/or postal address known to the Federation;
- b. A written notice is deemed to have been served on a Member or Trade Member:
  - i. Immediately if sent electronically including fax; or
  - ii. Within 3 working days if sent via post.

## **13. VOTING**

- a. At the AGM or Special Meeting of the Federation every Association member shall be entitled to one vote.
- b. At any Federation meeting, 51 percent or greater of all persons voting constitute a quorum.
- c. Every question submitted at a General or Special Meeting shall be decided on the voices unless a show of hands is requested by any Board member.
- d. If voices or a show of hands does not show a clear Resolution then a ballot may be requested by any Board member.
- e. Other Federation business may be conducted while a ballot is being arranged. This may occur in electronic form after the AGM if required.
- f. At any Board or Trade Council meeting where the voting is 'tied' the Chairperson shall have the casting vote.
- g. At any Manufacturers Council meeting where the vote is tied, the matter should be opened up to the Manufactures Council for discussion and input and a second vote undertaken.
- h. If a second vote at a Manufacturers Council meeting is tied then the Chairperson can be asked by a Resolution at that meeting to cast a vote.
- i. At any Federation meeting where a clear Resolution has been carried or not carried an entry to that effect in the Minutes of that meeting shall be conclusive evidence of the



outcome of the vote.

#### **14. TRADE COUNCIL REPRESENTATION**

- a. Each Association member shall appoint a Trade member to represent their members on the Trade Council.
- b. Trade Council appointments must be made in writing to the Secretary at least twenty working days prior to the AGM to enable the Trade Council to consider Board representation prior to the AGM.
- c. Trade Council appointments are for minimum of two years and a maximum of six years.
- d. Trade Council representation may be extended for more than six years with the agreement of the majority of members at the AGM.

#### **15. MANUFACTURING COUNCIL REPRESENTATION**

- a. Each Manufacturing member shall appoint an individual to represent their company on a Manufacturers Council.
- b. Manufacturing Council appointments must be made in writing to the Secretary at twenty working days prior to the AGM to enable the Manufacturing Council to consider Board representation prior to the AGM.
- c. Manufacturing Council appointments are for a minimum of one year and a maximum of six years.
- d. Manufacturing Council representatives may be extended for more than six years with the agreement of the majority of members at the AGM.

#### **16. BOARD REPRESENTATION**

- a. Every second year, at the AGM, the Trade Council shall elect five tradesperson representatives to the Board (which must include at least one North Island and one South Island delegate).
- b. Every year, at the AGM, the Manufacturing Council may elect two manufacturing representatives to the Board.
- c. Board appointments are for a minimum of two years and a maximum of six years.
- d. Board representation may be extended for more than six years with the agreement of the majority of members at the AGM.
- e. Every second year, the Trade Council shall meet directly after the AGM to elect a Chairperson.
- f. Chairperson appointments are for a minimum of two years and a maximum of five years.
- g. At the first Board meeting after the AGM, the Board shall appoint a Treasurer and a Secretary.
- h. The Board shall have the power to appoint a member to fill any casual vacancy until the next AGM where either the Council or the Manufacturing members shall elect a

replacement.

- i. The Board shall have the power to appoint a Chief Executive Officer, provided that the individual is not a Member, on terms and conditions (including remuneration) as the Board see fit.
- j. The Board shall have the power to appoint a Technical Officer as necessary.
- k. The Board may invite any individual as they see fit to attend a Board meeting to provide information and/or advice. This individual has no voting rights.

## **17. THE CHAIRPERSON**

- a. The Chairperson must be a Trade member.
- b. The Chairperson shall preside at all General, Special, Council or Board meetings of the Federation.
- c. The Chairperson may call any meeting as they see fit.
- d. The Chairperson shall have a deliberate and a casting vote.
- e. The Chairperson may nominate a Deputy Chairperson to act in their absence.

## **18. THE DEPUTY CHAIRPERSON**

- a. In the absence of the Chairperson, the Deputy Chairperson shall act in their place. While so acting, they may exercise all powers and perform all duties of the Chairperson – with the exception of the voting rights.

## **19. SECRETARY**

- a. The role of the Secretary can be filled by either an unpaid Member or as a function of the Chief Executive Officer.
- b. The Secretary has no voting rights other than those they may have if they are also a Trade member.
- c. It is the duty of the Secretary, under the direction of the Board to:
  - i. Conduct the correspondence of the Federation;
  - ii. Attend all General and Special meetings;
  - iii. Ensure minutes from the meeting are recorded and distributed.
- d. A Secretary can be suspended from their duties by the Chairperson and removed from the role by the Board in accordance with their employment agreement if applicable.

## **20. TREASURER**

- a. The role of the Treasurer can be filled by either an unpaid Member or as a function of the Chief Executive Officer.
- b. The Treasurer has no voting rights other than those they may have if they are also a Trade member.
- c. It is the duty of the Treasurer, under the direction of the Board to:
  - i. Receive all monies and confirm a true and correct account of the receipts and

- expenditure of the Federation; and
  - ii. Approve expenditure in accordance with any Federation bylaw or policy; and
  - iii. Ensure that a correct balance sheet is prepared and provided annually.
- d. A Treasurer can be suspended from their duties by the Chairperson and removed from the role by the Board in accordance with their employment agreement if applicable.

## **21. CHIEF EXECUTIVE OFFICER**

- a. The role of the Chief Executive Officer may be filled by either an unpaid member or an individual appointed at any time by the Board under terms and conditions agreed to by both parties.
- b. The Chief Executive has no voting rights other than those they may have had if they were also a Trade member.
- c. It is the duty of the Chief Executive to:
  - i. Develop and deliver Strategic Plans; Business Plans and operational budgets for the Board;
  - ii. Oversee the running of the Federation and ensure its compliance with NZ legislation and Federation rules.
- d. A Chief Executive can be suspended from their duties by the Chairperson and removed from the role by the Board in accordance with their employment agreement if applicable.

## **22. TECHNICAL OFFICER**

- a. The role of the Technical Officer may be filled by either an unpaid member or an individual appointed at any time by the Board under terms and conditions agreed to by both parties.
- b. The Technical Officer has no voting rights other than those they may have if they were also a Trade member.
- c. It is the duty of the Technical Officer to:
  - i. Act as a specialist advisor to the Board;
  - ii. Act, upon request of the Board as a technical representative on behalf of the Federation.
- d. A Technical Officer can be suspended from their duties by the Chairperson and removed from the role by the Board in accordance with their employment agreement if applicable.

## **23. REMOVAL OF REPRESENTATIVES**

- a. Any member of a Council, Board or any individual nominated to represent the Federation on any working; industry of similar group is removed from that position if they are no longer a Member.
- b. Any member of the Board absent from three consecutive Board meetings without leave of absence or a reasonable excuse shall cease to be a Board member.
- c. Any Council or Board member may be removed from office by a resolution passed by

- a 3/5ths majority of members present at Special General Meeting provided that:
- i. The Secretary has made a reasonable attempt to ensure that the Council or Board member has been advised of the Special General Meeting; and
  - ii. The Council or Board member has been notified of the reason why removal is being sought.

## **24. AUDITOR**

The Board shall develop a policy regarding auditing.

## **25. 24. NEW ZEALAND MASONRY TRADE CAPITATION**

- a. The financial year of the Federation shall commence on the 1st of July and run to the 30th of June of the following year.
- b. The New Zealand Masonry Trades Association shall pay the Federation a capitation of not less than 50% of its Membership fee as it is invoiced and collected.
- c. The Federation shall invoice the New Zealand Masonry Trades Association monthly to claim capitation received during any period.
- d. The final figure for capitation shall be determined at the AGM. All figures agreed to, unless otherwise stated in the minutes shall be exclusive of GST.
- e. A limit on the total capitation paid may be agreed upon at the AGM.

## **26. MANUFACTURING MEMBER SUBSCRIPTION**

- a. The financial year of the Federation shall commence on the 1<sup>st</sup> of July and run to the 30<sup>th</sup> of June of the following year.
- b. The Manufacturing Council will meet in May each year to set Manufacturing member subscriptions. At this meeting, the Chief Executive and Treasurer will provide the Manufacturing Council with a draft business plan and budget for the upcoming financial year.
- c. The Federation may approach manufacturing members at any time to seek sponsorship for extra activities not included in the business plan. The Manufacturing Council will be advised of any requests made.

## **27. FELLOW AND ASSOCIATE MEMBER SUBSCRIPTION**

- a. Fellow members shall not be charged subscriptions.
- b. The Board shall determine each year the membership fees for Associate members
- c. The Board shall determine each year the membership fees for Masonry Product Support members

## **28. FUNDS AND PROPERTY**

- a. The funds, property and assets of the Federation shall be under the control of the Board who shall have full power to rent, lease, furnish and deal with buildings, land and other property of the Federation as the Board may think fit without reference to a General Meeting of Members except in the case of the liquidation of the Federation.
- a. All legacies, donations or gifts of money or other real or personal property unless given to the Federation for any specific object shall be dealt with by the Board as it may think fit for the general purposes of the Federation.
- b. Any money of the Federation may be invested by the Board in such manner as it may from time to time determine.
- c. Board members are expected to liaise with their Councils to discuss any decisions being made.

## **29. LIQUIDATION OF FEDERATION**

- a. The liquidation of the Federation must be in accordance with Section 24 of the Incorporated Societies Act 1908.
- b. The Federation may go into liquidation if,
  - i. At a General/Special Meeting of the Federation, the Members pass a Resolution to vote to do so; and
  - ii. The decision is confirmed by Resolution at a subsequent General/Special Meeting called for this purpose.
- c. In the event of liquidation of the Federation, as an Incorporated Society, surplus assets are unable to be distributed amongst members. Members shall, at a General/Special meeting make a Resolution to transfer surplus assets to a Society having similar objects to that of the Federation or as the Registrar of Incorporated Societies may direct. Members are to be advised in the notice of meeting the intention of this vote being sought including the Society the vote proposes to transfer the assets to.

## **30. RECOGNITION**

The Board may from time to time, at its discretion, issue an award for recognition of service honouring an individual for services to the Federation/Trade.