



1. NAME AND OFFICE

The name of the Association shall be the New Zealand Ready Mixed Concrete Association Incorporated and its Registered Office shall be at Level 6, 142 Featherston Street, Wellington or such other place as may be determined from time to time by the Council of the Association (hereinafter referred to as "Council").

2. INTERPRETATION

In the construction of these Rules where not consistent with the context:

2.1 **"Associate Member"** means a person who has been granted Associate membership under rule 4.2 and whose membership has not been terminated;

"Association" means New Zealand Ready Mixed Concrete Association Incorporated;

"Council" means the Council referred to in Rule 8.1;

"Plant Audit Scheme" means the scheme operated by the Committee established under Rule 9;

"Executive Committee" means the committee established under Rule 10;

"Executive Officer" means any person appointed by Council under clause 13.1 to be the executive officer;

"Full Member" means a person who is a Full Member under Rule 4.1 whose membership has not been terminated;

"Plant" means concrete batching establishment;

"President" means the person appointed by Council under Rule 8.3;

"Region" means regions within New Zealand geographically defined from time to time by Council;

"Regional Committee" means the committee elected by regions to carry out the function of running the region's activities;

"Rules" means rules for the time being of the Association;

"Vice President" means the person appointed under Rule 8.4.

2.2 **Writing:** Reference to "in writing" or "written" are references to words written or typewritten or printed or any combination of these methods;

2.3 **Month:** Reference to a "month" is a reference to a calendar month.

2.4 **Person:** Reference to "person" is a reference to a firm, partnership or body corporate.

2.5 **Year or Current Year:** Reference to a "year" or "current year" is reference to the financial year or current financial year of the Association.

2.6 **Plural and Singular and Gender:** Words importing the singular number include the plural and vice versa, and words importing any gender also include all other genders.

3. OBJECTS

The objects for which the Association is established are:

3.1 To promote, aid, foster, research, develop and protect the interests of the Ready Mixed Concrete Industry within New Zealand by whatever means the Association may think fit.

3.2 To provide a central organisation, supported by regions, through which members may coordinate their efforts in handling such problems of common concern to the industry as may be appropriate.

3.3 To encourage Full Members to achieve and maintain a high standard of quality control.

3.4 To maintain a Plant Production Audit Scheme which shall be available and operated for and on behalf of those Full Members who may elect to participate.

3.5 To represent and act for the industry before all divisions of Government, and public and private organisation where appropriate.

3.6 To procure and disseminate information that may be helpful to members.

3.7 To publicise the aims and objects of the Association and to acquire or adopt a distinctive design, mark or device for the exclusive use of Full Members and to regulate and control the use of such design, mark or device.



4 MEMBERSHIP

4.1 **Full Membership:** Subject to the requirements below, Full membership may be granted at the discretion of Council to any person engaged in the manufacture and delivery of ready mixed concrete for sale from a static plant. Application for such membership shall be made in writing to the Association in a form approved by Council. To be eligible for Full membership, a person whose plants will not be subject to the Plant Audit Scheme must submit with its application:

- (a) a written declaration, in a form approved by Council, that a plant engineer is responsible for that person's mix designs in use at each plant owned or operated by that person. The plant engineer shall be either a Chartered Professional Engineer, or a person whose name is included on the register of the Engineering Associates' Registration Board;
- (b) one set of ten compressive test results compliant with NZS 3104 on at least one mix from a production range of 3 mixes from each plant owned or operated by that person or at least two sets of ten compressive test results compliant with NZS 3104 on at least two mixes from a production range of 5 mixes from each plant owned or operated by that person;
- (c) a written declaration, in a form approved by Council, of compliance with NZS 3104 in respect of each plant owned or operated by that person; and
- (d) a written declaration, in a form approved by Council, that all cement used in production at each plant owned or operated by that person will comply with NZS 3122.

To avoid doubt, a person applying for Full Membership whose plants will be subject to the Plant Audit Scheme is not required to submit the information specified in clause 4.1 (a) to (d) with its application.

4.2 **Associate Membership:** Associate membership may be granted at the discretion of Council to any person. Application for associate membership shall be made in writing to the Association in a form approved by Council. Associate members may hold office and vote at regional meetings except that they can neither hold the position of regional chairman nor delegate to Council. Associate members may attend and speak at Annual and Special General Meetings, but may not vote. The applicant shall agree, if the application is approved, to abide by the Rules, Standing Orders and By-Laws.

4.3 **Honorary Life Membership:** Honorary life membership may be granted at the discretion of Council to individuals who have rendered to the ready mixed concrete industry and the Association outstanding service over a period of years and who are deemed worthy of the honour. An Honorary Life Member shall have all the rights and privileges of a Full Member, except that they shall hold no office in the Association nor have voting rights. No subscription or levies shall be payable by Honorary Life Members to the Association.

4.4 **Resignation of Full Members:** Any Member may resign from the Association by giving not less than one calendar month's notice in writing to the Association of intention to resign, and at the expiration of such period shall remain liable for all dues and levies outstanding and unpaid as at the date of the expiry of such notice. All privileges of the Association shall cease at the time resignation takes effect. Plant Audit certificates issued by the Association shall be withdrawn. The right to use branding shall also be withdrawn.

4.5 **Resignation of Associate Members:** Any Associate Member may resign from the Association by giving not less than one calendar month's notice in writing of intention to resign, and at the expiration of such period shall remain liable for all dues and levies outstanding as at the date of the expiry of such notice.

4.6 **Termination of Membership:** The Council shall have the power to terminate membership of any Member (including where any Full Member does not provide the annual declarations and test results required under clause 4.8 in accordance with clause 4.8 or where any Full Member or Associate Member fails to comply with clause 5.2).

4.7 **Current Membership List:** At quarterly intervals, the Association will issue a current membership list noting any change in membership or plant audit status. The list will be mailed to all Members, and such designers, architects, engineers, local body authorities and specifiers as determined by Council. The Council may notify such persons of changes to the audit status of any Plant of a Full Member at other times.

4.8 **Annual Declarations and Testing:** Each Full Member which has a plant or plants not subject to the Plant Audit Scheme must, at the time required by Council, provide the following information to Council in relation to each plant which is not subject to the Plant Audit Scheme:

- (a) a written declaration, in a form approved by Council, that a plant engineer is responsible for that Full Member's mix designs in use at that plant. The plant engineer shall be either a Chartered Professional Engineer, or a person whose name is included on the register of the Engineering Associates' Registration Board;
- (b) one set of ten compressive test results compliant with NZS 3104 on at least one mix from a production range of 3 mixes from that plant or at least two sets of ten compressive test results compliant with NZS 3104 on at least two mixes from a production range of 5 mixes from that plant;
- (c) a written declaration, in a form approved by Council, of compliance with NZS 3104 at that plant; and
- (d) a written declaration, in a form approved by Council, that all cement used in production during the last 12 months at each plant owned or operated by that person was:
 - (i) certified by the relevant plant engineer to comply with NZS 3122; and
 - (ii) used within six months of the date of such certificate.

5. SUBSCRIPTIONS AND LEVIES

5.1 The Council may set subscriptions and levies to be paid by Full Members and Associate Members and may determine such subscriptions and levies and the method of payment for those subscriptions and levies on any basis it thinks fit.

5.2 Payment of subscriptions and levies must be made by the 20th of the month following notification that such are due and in accordance with any requirements of Council.

6. GENERAL MEETINGS

- 6.1 **Annual General Meeting:** Each year an annual general meeting shall be held (the "Annual General Meeting"). The Annual General Meeting shall be the supreme governing body of the Association and will meet at a location and on a date decided by Council. The order of business shall be arranged by the Executive Committee.
- 6.2 The business of the Annual General Meeting shall be:
 - 6.2.1 consideration of Council's annual report on the activities of the Association and the Association's balance sheet;

- 6.2.2 consideration of the resolutions, remits and matters specified in the notice of the meeting;
- 6.2.3 any other matter authorised by the President to be discussed or required to be discussed by virtue of a resolution of two-thirds majority of those Full Members present and entitled to vote;
- 6.2.4 appointment of an auditor;
- 6.2.5 any other business required by the Rules to be transacted at an Annual General Meeting.

- 6.3 **Special General Meeting:** A Special General Meeting may be called at any time by resolution of Council or by requisition in writing of not less than 40% of Full Members who do not owe any unpaid subscriptions or levies to the Association, such resolution to state the date and place for the holding of such Special General Meeting. The business to be dealt with at any such Special General Meeting shall be set out in the notice convening the Special Meeting.
- 6.4 **Notice of General Meeting:** Fourteen (14) days clear notice specifying the place, day and hour of a General Meeting and the purpose for which it is to be held shall be given to all Members and Honorary Life Members, such notice to be sent by mail or electronic means. The accidental omission to give or the non-receipt of any such notice to or by any of the members shall not invalidate the meeting.
- 6.5 **Meeting Quorum:** A quorum in respect of any General Meeting shall consist of at least eight (8) Full Members of the Association present or by proxy or representative and for the purpose of this rule, one representative of a company shall be deemed to be a Member. No business shall be transacted at any meeting unless a quorum of Members is present.

7. VOTING AT GENERAL MEETINGS

- 7.1 **Voting Power at the General Meeting:** Questions submitted to the Annual or Special General Meeting shall be decided in the first instance by voice or by a show of hands, unless a poll is called for. On a vote by voices or a show of hands each Full Member whose subscription is fully paid shall have one vote.
- 7.2 **Voting Powers on Poll:** Except where Rule 7.3 applies, on a poll each Full Member whose subscription and levies are fully paid shall have one vote for each Plant owned and operated by it. Any resolution on a poll shall only be passed with the support of both:

- (a) a simple majority of votes; and
 - (b) the votes of at least 10% (rounded up to the nearest whole number) of all those Full Members who were Full Members as at the date of notice of the meeting, provided that only the votes of those Full Members who are individually and separately represented at the meeting, either in person or by a corporate representative appointed under clause 7.5, shall be counted for this purpose (and for the avoidance of doubt, no proxy votes shall be accepted or counted under this sub-clause (b)).
- 7.3 **Plant Audit Scheme Poll:** Where a poll is called on a resolution relating to the Plant Audit Scheme, each Full Member who has a Plant with a current audit status shall have one vote for each Plant owned and operated by it and for which all current subscriptions have been paid. Any resolution on a poll shall only be passed with the support of both:
- (a) a simple majority of votes; and
 - (b) the votes of at least 10% (rounded up to the nearest whole number) of all those Full Members who were Full Members as at the date of notice of the meeting, provided that only the votes of those Full Members who are individually and separately represented at the meeting, either in person or by a corporate representative appointed under clause 7.5, shall be counted for this purpose (and for the avoidance of doubt, no proxy votes shall be accepted or counted under this sub-clause (b)).
- 7.4 **Body Corporate May Appoint Representative:** A body corporate that is a Full Member may be represented at any Annual or Special General Meeting by any individual (who is not employed by any other Full Member) duly authorised in writing by such Full Member who may attend and vote at a General Meeting on that Full Member's behalf as if that individual is that Full Member (and for the avoidance of doubt, any representative authorised under this clause 7.5 may only represent one Full Member).
- 7.5 **Power Exercised in Person or by Proxy:** Subject to clauses 7.2 and 7.3, any Full Member may exercise the right to vote by being present in person, by proxy or by representative. A proxy of a Full Member may attend and be heard at a General Meeting as if the proxy were a Full Member. A proxy must be appointed by notice in writing signed by the Full Member on a form

approved for the purpose by Council. No proxy will be effective in relation to a General Meeting unless a copy of the notice of appointment is produced before the General Meeting.

- 7.6 **Chairman's Vote:** At all General Meetings, the Chairman shall have a deliberate vote and in the event of an equality of voting, he shall have a casting vote also.
- 7.7 **Binding Decision:** The decision of any General Meeting shall be final and binding on all members of the Association until constitutionally altered.
- 7.8 **Procedure and By-Laws:** Subject to these Rules, the General Meeting may govern its own procedures.

8. COUNCIL

- 8.1 **Council Appointed:** When the General Meeting is not in session, the affairs and activities of the Association shall be managed and controlled by a council appointed in accordance with this Rule 8 and such council shall be bound by resolutions of and responsible to the General Meeting.
- 8.2 **Regional Representation:** Each year at its Annual General Meeting, each region shall appoint one delegate, who is a Full Member of the Association, to serve on the National Council for the ensuing year. A deputy, who must also be a Full Member, may also be appointed.
- 8.3 **Regional Annual General Meetings:** Each year, each region must hold its Annual General Meeting after the end of the last financial year and before the Association's Annual General Meeting.
- 8.4 **Election of President:** Each year at its last meeting before the Annual General Meeting, Council shall elect one of its members to be President of the Association for the period commencing at the end of the Annual General Meeting and ending at the conclusion of the Annual General Meeting held in the following year. If the office of President becomes vacant, Council may appoint one of its members to fill such casual vacancy and the person so appointed shall hold such office until the end of the next Annual General Meeting.

The President may be an additional member of council or one of the delegates appointed by a regional committee. If a delegate is appointed as President, the region which he represents shall have the option of appointing a replacement delegate or choosing the President as their delegate.

- 8.5 **Election of Vice President:** At the last council meeting prior to the Annual General Meeting, Council, if it so desires, may elect one of its members to be Vice President of the Association for the period commencing at the end of the Annual General Meeting and ending at the conclusion of the Annual General Meeting held in the following year. If the office of Vice President becomes vacant, Council may appoint one of its members to fill such casual vacancy and the person so appointed shall hold such office until the end of the next Annual General Meeting.
- 8.6 **Past President on Council:** The Immediate Past President shall be an ex officio member of Council until succeeded, provided that this shall not apply if he leaves the ready mixed concrete industry.
- 8.7 **Additional Council Members:** Council may appoint any number of additional eligible members who shall hold office until the next Annual General Meeting.
- 8.8 **Council Regulates Own Procedure:** Council shall meet and regulate its procedure as it thinks fit, subject to these Rules. At any meeting of Council, the quorum shall be four (4) members present, one of whom shall be the President or Vice President. Decisions of the Council shall be made by simple majority vote. The President (or in his absence, the Chairman for the time being,) shall have a casting vote.
- 8.9 **Plant Audit Certificates:** Plant Audit Certificates are issued by, and remain the property of the Association.
- 8.10 **Remits to General Meetings:** Council as a body may propose or support remits to any General Meeting.
- 8.11 **Council Nominates on Behalf of Association:** If the Council has the power to nominate any person to be a member of any board or committee or other body or to represent the Association thereon, Council may make such nomination unless otherwise directed by the General Meeting.
- 8.12 **Council Prepares Report and Balance Sheet:** Council shall present to each Annual General Meeting a report relating to the activities of the Association during its term in office and a balance sheet for the Association for the most recently completed accounting period.
- 8.13 **Written Resolution:** A written resolution signed by all the Council members shall be as effective for all purposes as a resolution passed at a properly convened and conducted meeting of Council (or where applicable, of the Regional Committee, Executive Committee or Plant Audit Committee). Such a resolution may comprise several duplicated documents, each signed by one or more of the Council members (or where applicable, the committee members).
- 8.14 **Teleconference Meetings:** For the purposes of these rules a Teleconference Meeting between a number of Council members (or where applicable, of the Regional Committee, Executive Committee or Plant Audit Committee) who constitute a quorum, together with the secretary or another person acting as a secretary, shall be deemed to constitute a meeting of Council (or the committee members (as the case may be)). All the provisions in these rules relating to meetings shall apply to Teleconference Meetings so long as the following conditions are met:
- (i) All of the Council members (or committee members (as the case may be)) for the time being entitled to receive notice of a meeting shall be entitled to notice of a Teleconference Meeting and to be linked for the purposes of such a meeting. Notice of a Teleconference Meeting may be given on the telephone;
 - (ii) Throughout the Teleconference Meeting each participant and the secretary or person acting as a secretary must be able to hear each of the other participants taking part;
 - (iii) At the beginning of the Teleconference Meeting each participant must acknowledge his or her presence for the purpose of that meeting to all the others taking part;
 - (iv) A participant may not leave the Teleconference Meeting by disconnecting his or her telephone or other means of communication without first obtaining the chairperson's express consent. Accordingly, a participant shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the Teleconference Meeting unless he or she leaves the meeting with the chairperson's express consent;
 - (v) A minute of the proceedings at the Teleconference Meeting shall be sufficient evidence of those proceedings, and of the observance of all necessary formalities, if certified as a correct minute by the chairperson of that meeting and by the secretary or person acting as a secretary.

9. PLANT AUDIT COMMITTEE

At its last council meeting prior to the Annual General Meeting, Council shall appoint a committee to operate a scheme for the auditing of Plants (a Plant Audit Committee). Subject to these Rules and the resolutions of the General Meeting, the Plant Audit Committee shall abide by guidelines as set out by Council or by the General Meeting from time to time, and may delegate its powers and duties to sub-committees or special committees it has appointed for the purpose and may adopt the minutes or reports of any such committees. The Plant Audit Scheme may be made available to persons who are not Full Members, as determined by Council.

10. EXECUTIVE COMMITTEE

10.1 **Composition of the Executive Committee:** The Executive Committee shall consist of the current President, the current Vice President (if appointed), and at least one additional member of Council who shall be appointed by Council.

10.2 **Meetings of Executive Committee:** The Executive Committee shall meet between Council meetings at the discretion of the President, or on notice by a majority of the Executive Committee. Subject to these Rules the Executive Committee shall have power to act on matters of urgency not requiring the calling together of Council. In making its decision, the Executive Committee shall be responsible to Council.

10.3 **Quorum of Executive Committee:** At any meeting of the Executive Committee, which may be in the form of a physical meeting or a meeting by telephone or other electronic means, three (3) of the persons entitled to be present at that meeting shall comprise a quorum.

10.4 **Voting Powers of Executive Committee:** All questions before the Executive Committee shall be decided by a simple majority of votes and in the case of equality of votes the Chairman for the time being shall have a second or casting vote.

11. FINANCIAL PROVISIONS

11.1 **Financial Year:** The financial year of the Association shall commence on the first day of July each year.

11.2 **Bank Account of the Association:** The funds of the Association shall be banked in such bank or other financial institution in New Zealand as

Council may from time to time determine, and the Association's bank account shall be operated by persons nominated by Council for the purpose.

11.3 **Council May Borrow:** Council may from time to time for the purpose of the Association raise or borrow such sum or sums of money as it may think necessary or expedient in the interests of the Association. Such action must be approved at the next General Meeting.

11.4 **Funds Dedicated to Furthering Objects:** Funds of the Association shall be devoted solely to the furtherance of the objects of the Association as set out in the Rules.

12. AUDITOR

The financial statements of the Association shall be audited annually and reported upon by the auditor appointed by the Annual General Meeting. The Auditor may hold no other office in the Association and shall receive such fee as Council may approve from time to time. If a vacancy should occur in the office of auditor during any year, Council may appoint an auditor to hold office until the next Annual General Meeting.

13. MANAGEMENT

13.1 **Executive Officer Appointed:** The day to day management and administration of the Association and the duties incidental thereto shall be vested in an executive officer appointed by Council from time to time. The executive officer shall be responsible to and act under the direction of Council and shall perform such duties as may be delegated to him by Council or by the Executive Committee.

13.2 **Remuneration of President, Council, Executive Committee:** The President, Council Members and Members of the Executive Committee shall serve without compensation other than reimbursement of expenses incurred on Association business.

14. COMMON SEAL

There shall be a common seal of the Association which shall be in a form approved by council and which must be kept in the custody of the Executive Officer. The seal may only be affixed with the authority of Council in the presence of two of its members.

15. GENERAL

- 15.1 **Standing Orders and By-Laws:** A General Meeting may make Standing Orders and By-Laws as it thinks fit (not inconsistent with the Rules) for the conduct of its business and control of the affairs of the Association.
- 15.2 **Alteration of Rules:** The Rules (including the name of the Association) may be altered, added to or rescinded by resolution of the Annual General Meeting or a Special General Meeting by two-thirds majority of the Full Members present, provided that notice of the intention to propose such resolution and the nature of such alteration, addition or rescission has been contained in the notice calling such meeting and such resolution has been approved by the Registrar as provided in Section 21 of The Incorporated Societies Act, 1908. No addition to or alteration of the personal benefit clause or the dissolution clause shall be approved without the approval of Inland Revenue.
- 15.3 **Interpretation of Rules:** In the event of any difference of opinion as to the interpretation of any rule, the decision of Council shall be binding unless otherwise resolved by the General Meeting.
- 15.4 **Indemnity:** No member of Council, the Executive Committee or the Executive Officer shall be liable to the Association or any Member of the Association in respect of liability for any act or omission of the Association, Council, the Executive Committee or any member thereof and the Executive Officer except where such liability arises by virtue of that person's wilful default.
- 15.5 **Financial Benefits to Members:** No Member of the Association or any person associated with a Member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions of this clause shall not be removed from this document and shall be included in and implied into any document replacing this document.
- 15.6 **Liability of Members:** Each Member of the Association shall contribute proportionately

to the funds of the Association in the event of the same being dissolved during the time he is a member, or within twelve months thereafter, such amounts as may be required for payment of debts and liabilities of the Association contracted before the time at which he ceased to be a Member or within twelve months thereafter including the customary charges and expenses of dissolving the same; but such liability shall in no case exceed the amount of such Member's subscription that remains unpaid for the then current year or the preceding year, or in the case of a person who has ceased to be a Member, the amount of the last subscription that may have become payable by him. On the death of a Member, his executors or administrators shall have no claim on the assets or be subject to the liabilities of the Association.

- 15.7 **Dissolution:** The Association may be dissolved voluntarily if the Association at an Annual General Meeting or Special General Meeting passes a resolution by simple majority requiring the Association to be so dissolved and the resolution is confirmed by simple majority at a subsequent Special General Meeting called together for that purpose and held no earlier than thirty (30) days on which the resolution so to be confirmed was passed.
- 15.8 **Assets Remaining After Dissolution:** If upon dissolution of the Association there remains after the satisfaction of all costs and its debts and liabilities any property or assets whatsoever the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by a judge of the Supreme Court of New Zealand or in the absence of any institution then to such public charity or public charities as the said judge may determine.

Alterations to rules registered with the Registrar of Incorporated Societies, Auckland, 24 October 2013.