

CONSTITUTION

OF THE

NEW ZEALAND HOME HEATING ASSOCIATION
(INCORPORATED)

September 2018

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1 NAME

1.01 The name of the Association is "The New Zealand Home Heating Association Incorporated".

2 REGISTERED OFFICE

2.01 The Registered Office of the Association shall be situated at such a place as the Executive Committee shall from time to time determine.

3 DEFINITIONS

3.01 In these rules, unless the context otherwise requires:

The Association	The New Zealand Home Heating Association (Incorporated)
Manufacturer/Importer	A full member of the Association who meets the criteria set out in Rule 5.01(a).
Retailer	A full member of the Association who meets the criteria set out in Rule 5.01(b).
Technician	A full member of the Association who meets the criteria set out in Rule 5.01(c).
Employee	Any person employed by a sole trader, partnership or incorporated company and includes administration and production personnel.
Executive	The Executive appointed pursuant to Rule 12.

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Auditor	The Financial Auditor appointed pursuant to Rule 15.
Financial Year	The Association's financial year ending on 30 June in each year or such other date as may be fixed from time to time by the Executive.
Life Member	Any person who has been admitted as a life member of the Association, pursuant to Rule 5.01(f).
Member	Any person, partnership or incorporated company who has been admitted to membership of the Association pursuant to Rule 5.
Register of Members	A list of specific details of each full member of the Association administered pursuant to Clause 6.
Secretary	The Secretary appointed pursuant to Clause 12.5 to perform duties pursuant to Clause 14.1.
Third Party	Any legal entity who is not a member of the Association.
Treasurer	The Treasurer appointed pursuant to Clause 12.5 to perform duties pursuant to Clause 14.2.

4 **OBJECTS**

4.01 The objects of the Association are:

- (a) To encourage, promote and protect the interests of home heating product manufacturers, retailers and technicians.
- (b) To foster and promote research and education in the utilisation of wood, liquid fuel, and other clean burning fuels, as a source of heat energy.
- (c) To foster, promote and advocate the use of wood, liquid fuel, and other clean burning fuels, as a source of heat energy.
- (d) To ensure that members maintain adequate standards of safety and control of the manufacture, sale, installation or servicing of their products which are to the minimum standards laid down by Standards New Zealand (SNZ), the Ministry of Business, Innovation and Employment, or the relevant Territorial or Building Consent Authorities and are acceptable to the standard required of members of the Association.
- (e) To foster, promote and implement a national safety certification scheme for appliance installation and educate technicians in high standards of workmanship to acceptable industry standards, established to protect the safety and comfort of the public.
- (f) To co-operate with government departments, territorial authorities, other Associations, groups, corporate bodies and persons for the general benefit of the Association and its members.
- (g) To disseminate amongst members information on all matters affecting the industry and to print and publish any written material and provide audio or video recordings, which the Association may deem desirable in the promotion of its objects.
- (h) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the Association's property or rights.
- (i) To subscribe to, become a member of, or to appoint delegates to any other Association or body with which it is in the interest of this Association or its members to associate or co-operate with, providing that such Association

whether domiciled in New Zealand or overseas, shall have objects which are similar to those of this Association.

- (j) To protect the interests of members in their dealings with third parties and to provide for the representation of members before any tribunal, board, commission or court of justice in any matter or proceeding which may affect the overall interests of the Association or its members.
- (k) To borrow or raise or secure the payment of money in such manner as the Association shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Association's property, and to purchase, redeem or pay off, any such securities.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To purchase, lease or otherwise acquire any real property and/or any personal property, rights and privileges which the Association may think inductive to the attainment of its objects.
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects such as to promote, publicise and advertise any of these objects as may be expedient.

5 MEMBERSHIP

5.01 Membership Categories

Membership shall comprise the following categories:

(a) Manufacturers/Importers Sector

All persons, partnerships or incorporated companies domiciled in New Zealand, who are directly and actively engaged in the manufacture and/or importation of domestic heating appliances, shall be eligible to apply as full members.

(b) Retailers Sector

All persons, partnerships or incorporated companies domiciled in New Zealand, who are directly and actively engaged in the retailing of domestic heating appliances and whose

home heating business shall constitute a major percentage of the applicants business, shall be eligible to apply as full members

(c) Technician Sector

All persons, partnerships or incorporated companies domiciled in New Zealand who are directly and actively engaged in the installation and/or servicing of solid or liquid fuel heating appliances shall be eligible to apply as full members.

(d) Corporate Member

Exclusive to persons, partnerships or incorporated companies, national or international, seeking to contribute to the Association and to further its objectives.

(e) Associate Member

All persons, partnerships or incorporated companies, national or international, that do not fall into one of the three sectors or qualify for Corporate membership.

(f) Life Members

The Association may in any annual or special general meeting by extraordinary resolution pass by a majority of not less than three-fourths of Members entitled to vote at the meeting, appoint any person as a life member in recognition of special services rendered to the Association provided that notice of the motion to confer such life membership has been approved by the Executive and has been given to the Members in the notice convening such annual or special general meeting.

5.02 Admission to Membership

(a) Every application for membership shall be made in writing to the Secretary in a form from time to time prescribed by the Executive.

(b) Every applicant shall:

(i) Pay a subscription, the amount of which shall be fixed by the Executive or a resolution duly passed at an AGM or SGM; and,

(ii) Purchase the relevant industry Standard (currently AS/NZS 2918:2001).

(c) As soon as practicable after receipt of the application, the Executive shall hold a meeting to consider the application and to approve or disapprove the same by a majority of votes of the Executive. The Executive shall not be called upon to give any reason for approving or not approving any application submitted to it, but

having regard to the current policy of the Association at any given time of application or with any law which directly governs the conduct of such Societies.

- (d) Any partnership or incorporated company having been admitted as a member shall by notice in writing to the Secretary, appoint some person as its representative to attend all meetings of the Association and to exercise all voting and other rights vested in such member. Such member may at any time revoke such appointment and appoint a substitute representative by giving reasonable notice to the Secretary.
- (e) Any partnership or incorporated company admitted to membership shall be deemed to confer joint membership of all partners or employees and be one membership of all partners and employees who may attend meetings and take part in the discussions unless the Executive decides to restrict such attendances at meetings to the nominated representative under rule 5.02(d). The partners shall not have any voting right except through the nominated representative under rule 5.02(d).
- (f) Members shall only hold themselves out as a member from the address nominated on their membership application.

6 REGISTER OF MEMBERS

- 6.01 The Secretary shall keep a Register of all members which shall be open for inspection during normal office hours by any member.
- 6.02 The Register of Members shall record:
 - (a) The member's full name, company name, business address, phone number and email address,
 - (b) The name of the appointed representative of any member which is a partnership or incorporated company.
 - (c) The membership class to which each member belongs.
 - (d) The voting rights attached to each member.
 - (e) The date upon which the member was admitted to membership.
- 6.03 The Secretary shall on instructions from the Executive purge the Register from time to time of any Member who has resigned, been expelled or whose membership has been

cancelled but such purging shall not release Members from liability to pay any moneys due to the Association.

7 RETIREMENT AND REMOVAL OF MEMBERS

- 7.01 The rights and privileges of every member shall be personal to that member and shall not be transferable or assignable either by the members' own act or by operation of law.
- 7.02 Unless otherwise provided by this Constitution, or rules made under this Constitution, any member whose subscription is in arrears as at the 20th day of the month following the annual subscription invoice date, shall be deemed to be an unfinancial member and shall have no voting rights and may be removed from the Register of Members by the Executive after a resolution to that effect has been passed by the Executive at a duly constituted meeting of the Executive. Any removal of a member from the Register of Members shall not prejudice the rights of the Association to sue and recover such arrears of the subscription.
- 7.03 Any member may resign from the Association by giving at least one (1) months' notice in writing to the Secretary to that effect and paying all subscriptions and levies due up to the date of the expiry of such notice. Resignation may then be accepted by the Executive.
- 7.04 Any person ceasing to be a member of the Association shall upon demand, return to the Association any property of the Association in his possession or under his control and no such person shall, after ceasing to be a member, hold themselves out as a member.
- 7.05 Any member;
- (a) who fails to observe these constitutional rules, the Code of Ethics, or any other rule made under this Constitution; or
 - (b) whose conduct, trade workmanship or business or trade practices in any respect shall in the opinion of the Executive, be derogatory to the character or prejudicial to the interests of the Association; or
 - (c) who in the opinion of the Executive has ceased to be eligible for membership;

may, after being called upon to show cause why that member's membership shall not be cancelled, be removed from membership of the Association by a vote of not less than two-thirds of the members of the Executive entitled to vote at a meeting called for the purpose of considering the removal of such member and provided such member shall

have received not less than fourteen (14) days' notice of such meeting and of the intention to consider such removal. The member concerned shall be entitled to be heard and to call witnesses at a meeting of the Executive so convened.

8 COMPLIANCE WITH RULES

8.01 8.01 All Members shall be subject to this Constitution and any rules of the Association duly made pursuant to Clause 20.

8.02 CODE OF ETHICS

- (a) To perform all contracts fairly and faithfully recognising the role of industry in contributing to the comfort and safety of the public.
- (b) To maintain the highest standards of business practice and courtesy.
- (c) To make every effort to resolve complaints, grievances and disputes through fair and reasonable negotiation and to abide by any decision reached by an Arbitration Committee or Inspector appointed.
- (d) To further the interests of the Association at all times, and to be loyal to its aims and objectives.
- (e) To apply the rule "Do unto others as you would have them do unto you" in all relationships.

9 ANNUAL GENERAL MEETING

9.01 The Annual General Meeting of the Association shall be held within 4 months' of the end of the Financial Year upon a date and at a time and place to be fixed by the Executive for the following purposes:

- (a) To receive from the President/Executive a report for that Financial Year;
- (b) To receive from the Treasurer the annual statement of income and expenditure and balance sheet for that Financial Year;
- (c) To receive from the Auditor a report for that Financial Year;
- (d) To elect the Executive and the Auditor for the ensuing Financial Year;

- (e) To consider and conduct such other business as may be properly brought forward at the meeting.
- 9.02 Officers elected at an annual general meeting shall hold office until the next annual general meeting or until their successors have been appointed.
- 9.03 The quorum at any annual general meeting shall be 10 members present either personally or by their duly appointed representative. If within one hour of the time appointed for the commencement of the annual general meeting a quorum is not present, the meeting shall stand adjourned to a date within 14 days of such meeting and if at the adjourned meeting a quorum is not present, then the meeting shall lapse.
- 9.04 The Secretary shall give at least 14 days notice to all members of the holding of the annual general meeting, such notice to specify the place and time of the meeting and the nature of the business to be transacted. No meeting shall be irregular or invalid by reason of the non-receipt of any Member of any notice sent by post or email to that Member.

10 SPECIAL GENERAL MEETINGS

- 10.01 Special general meetings of the Association shall be called at any time by the Secretary:
- (a) At the request of the President;
 - (b) Upon the requisition in writing of 3 members of the Executive or 15 members stating the purpose for which the meeting is required;
 - (c) When required so to do by these rules.
- 10.02 If the Secretary fails within 7 days to call a special general meeting when required so to do in accordance with rule 10.01, then 15 members may call such meeting and any meeting so called shall be deemed to have been validly called as if it had been called by the Secretary.
- 10.03 The Secretary, shall give at least 14 days notice to all members of the holding of the special general meeting, such notice to specify the nature of the business to be transacted and the place and time of the meeting. No other business than so specified shall be transacted at the meeting. No meeting shall be irregular or invalid by reason of the non-receipt by any Member of any notice sent by post or email to that Member.
- 10.04 The quorum at any special general meeting shall be 10 Members present either personally or by their duly appointed representative. If within an hour of the time

appointed for the commencement of a special general meeting a quorum is not present, the meeting shall stand adjourned to a date within 14 days of such meeting and if at the adjourned meeting a quorum is not present, then the meeting shall lapse.

11 VOTING AT ANNUAL OR SPECIAL GENERAL MEETINGS

- 11.01 At all Annual or Special General Meetings, voting, other than on election of officers, shall be decided in the first instance on voices.
- 11.02 Voting shall be by a show of hands if requested by any member present.
- 11.03 If the Chairman or one-third of the members present at a meeting request a vote by ballot, then voting shall be by ballot which shall be taken in such manner and at such time and place as the Chairman may direct either at once or after an interval or adjournment or otherwise and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was requested.
- 11.04 The request for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the matter on which a ballot has been requested.
- 11.05 Voting for the election of officers at the Annual General Meeting shall be by ballot which shall be taken in such manner as the Chairman may direct, either at once or after an interval or adjournment and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was held.
- 11.06 A declaration by the Chairman that a resolution has been carried or not carried (as the case may be) and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or such proportion of the votes recorded in favour of or against such resolution.
- 11.07 The Chairman shall in the event of a tie have a casting vote as well as his deliberate vote.
- 11.08 Any member entitled to vote at any Annual or Special General Meeting shall have the power to appoint any person as proxy to vote on behalf of the Member at any meeting. The proxy may be a Member or a representative appointed by that Member pursuant to rule 5.02(d). The instrument appointing a proxy must be in writing and in a form approved by the Executive and must be received by the Secretary before 5pm on the day preceding the day on which the meeting in respect of which the proxy is given is to be held and in default the proxy shall not be regarded as valid.

- 11.09 No member shall be entitled to be present or to vote at any Annual or Special General Meeting whilst in default in payment of any moneys owing by that member to the Association.

12 EXECUTIVE

- 12.01 The Management of the business of the Association shall be vested in the Executive which shall consist of two Executive Officers being the President and Vice President and the Executive Committee members constituted pursuant to Clause 12.02.

- 12.02 The Executive Committee members shall comprise a maximum of five persons as follows:

- (a) One Manufacturer/Importer Sector member,
- (b) One Retailer Sector member,
- (c) One Technician member,
- (d) Two from any Sector.

- 12.03 Four elected members of the Executive shall form a quorum of the Executive.

- 12.04 Nomination of members to the Executive shall be carried out pursuant to the following:

- (a) Nomination of all persons for election to the Executive shall be in writing in such form as may from time to time be prescribed by the Executive or the Association and shall be signed by Members entitled to vote at such election. Such written nominations shall bear the candidate's consent to a nomination and if the candidate is a member of a partnership or an officer of a company shall contain the name of the relevant partnership or company. A brief history of the candidate's background and current position shall be disclosed within the written nomination.

The nomination shall be lodged with the Secretary at least twenty one (21) days prior to the Annual General Meeting. The candidates shall be given the opportunity to address the Annual General Meeting prior to voting taking place. If a nominated member is unable to attend the Annual General Meeting, that person shall be given the opportunity to address the meeting by way of a written statement that is read to the meeting either by the Chairman or the nominated member's proxy.

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- (b) If insufficient written nominations are received as under Rule 12.04(a), nominations may be taken from the floor of the Annual General Meeting in order to satisfy Rule 12.02. Such nominations from the floor shall only be taken to fill the balance of vacancies which exist due to insufficient written nominations.
 - (c) Where there are more nominations than positions available, the top polling manufacturer/importer, retailer or technician, shall be deemed elected to the Committee. The last two positions shall be filled by the two highest polling of the remaining candidates.
 - (d) In the event that the requirements of Rule 12.02 cannot be fulfilled, the Executive shall in such circumstances be given the power to co-opt additional members to the Executive as required, observing the rules governing the make up of the Executive Committee as under Rule 12.02.
 - (e) A list of candidates nominated for office in writing shall be forwarded to all members of the Association at least fourteen (14) days prior to the date fixed for the Annual General Meeting at which the election is to take place. Each candidate's brief notes on their history, background and current position shall be included with the notice.
- 12.05 The Executive shall engage under contract a person or persons, who need not be a member, to perform the duties of the Secretary and Treasurer under these Rules on such terms and conditions as the Executive or the Association shall deem fit. The Secretary and Treasurer so engaged shall not have any right to vote at Executive Meetings or Annual or Special General Meetings of the Association.
- 12.06 The Executive may regulate its own procedure for meetings of the Executive.
- 12.07 The Executive shall hold regular meetings as and when deemed necessary.
- 12.08 Special meetings of the Executive may be called at any time by the President or three members of the Executive.
- 12.09 Fourteen (14) clear days' notice of all meetings shall be given to each member of the Executive.
- 12.10 Voting at Executive meetings shall be by show of hands or as the Executive may think fit.
- 12.11 The Executive shall take all reasonable steps to secure the due observance of these rules and to protect the funds and properties of the Association.

- 12.12 The Executive may delegate its powers to committees consisting of such members as it thinks fit. A Committee shall conform to any regulations, restrictions and directions that may from time to time be imposed on it by the Executive. The Committee may regulate its own procedure not inconsistently with these Rules.
- 12.13 A resolution in writing signed by all members of the Executive shall be as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.
- 12.14 The Executive shall cause minutes to be kept in books by hard copy provided for the purpose of recording all resolutions and proceedings of meetings of the Executive.

13 PRESIDENT

- 13.01 The duties of the President are as follows:
- (a) To preside as Chairman at all meetings of the Association or of the Executive;
 - (b) To preserve order and to give an impartial report upon all votes;
 - (c) To have a deliberate and casting vote;
 - (d) To call Association and Executive meetings when it is in the interests of the Association so to do;
 - (e) To carry out such other matters as may be directed by an Annual or Special General Meeting of the Association.
 - (f) To witness the affixing of the common seal pursuant to any resolution of the Executive or Annual or Special General Meeting of the Association.
- 13.02 If the President is ill or absent from New Zealand, the powers and duties of the President shall be exercisable and carried out by the Vice President or such other member of the Executive as may be appointed by the Executive during the illness or absence of the President.
- 13.03 The President shall be a member of all committees ex-officio.

14 SECRETARY AND TREASURER

- 14.01 The duties of the Secretary engaged under rule 12.05 are as follows:

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- (a) To attend all Annual, Special General and Executive Meetings, and to record minutes of the same;
- (b) To keep the Register of Members;
- (c) To conduct the correspondence of the Association;
- (d) To be responsible for the safe custody of the common seal of the Association;
- (e) To witness the affixing of the common seal pursuant to any resolution of the Executive, Annual or Special General Meeting of the Association;
- (f) To issue notices of all meetings of the Association and Executive;
- (g) To receive notices on behalf of the Association;
- (h) Generally to comply with such directions as may be given by the Executive.
- (i) To Comply with all statutory obligations of incorporated societies under the Incorporated Societies Act 1908 or such other act amending or substituting the same and without limiting the generality of this rule, including notifying the registrar of Incorporated Societies of any changes in these rules: change in the address of the registered office and filing an annual statement of income and expenditure and balance sheet;

14.02 The duties of the Treasurer engaged under rule 12.05 are as follows:

- (a) To collect subscriptions and other moneys due to the Association from members or other persons and deposit the same in the bank account of the Association; keeping true and correct account of the receipts and expenditure;
- (b) To prepare a correct balance sheet and submit to the Auditor at the end of Financial Year and such other times as may be required by the Association or the Executive;
- (c) To present the annual statement of income and expenditure and balance sheet of the Association to the Annual General Meeting;
- (d) To prepare and present to the Annual General Meeting a financial report for the preceding year;

14.03 The Secretary shall not have any authority to bind the Association other than considered necessary for the day to day operation and administration of the Association, without the express authority of the Executive or the Association.

15 AUDITOR

- 15.01 The Association shall at every Annual General Meeting appoint a Auditor to hold office for the ensuing Financial Year and shall approve the Auditor's remuneration. The Association may at a Special General Meeting rescind the appointment of any Auditor and/or appoint another Auditor to fill a casual vacancy.
- 15.02 The duties of the Auditor are as follows:
- (a) To audit the accounts of the Association for each Financial Year or such other period as may be required by the Association or the Executive;
 - (b) To examine all accounts and balance sheet of the Association and report to the Annual General Meeting;
 - (c) To report on any other matter as may be required by the Executive or the Association.
- 15.03 The Auditor shall have access, at all reasonable times, to the books and records of the Association and may require from the office bearers of the Association such information and explanation as may be necessary for the performance of the duties of the Auditor.

16 REMOVAL OF THE EXECUTIVE AND CASUAL VACANCIES

- 16.01 Any member of the Executive may be removed from office or position by a vote of a majority of those members present and entitled to vote at a Special General Meeting of the Association specifically called for the purpose of considering such removal, provided that at least 14 days notice of such meeting and its purpose shall have been given to all Members including the Officer whose dismissal is proposed and provided that such officer shall be entitled to attend such meeting and be given an opportunity to be heard in his defence.
- 16.02 Any casual vacancy on the Executive occurring by reason of death, resignation, removal from office or otherwise, may be filled by a member appointed by the Executive and the person so appointed shall hold office until the next Annual General Meeting of the Association.
- 16.03 Any member of the Executive absent from 3 consecutive Executive meetings without leave of absence or reasonable excuse may at the discretion of the Executive cease to be a member of the Executive.

17 SUBSCRIPTIONS

- 17.01 All members, except Life Members, whose names are on the Register of Members as at the last day of the Financial Year, shall pay an annual subscription fee, the amount of which is determined by the Executive in each Financial Year.
- 17.02 Every member has the option of selecting either one of the following payment methods:
- (a) One payment of the full fee invoiced on the first day of the financial year (1 July), whereby the due date for payment is the 20th of the month following; or,
 - (b) Two part payments each being fifty percent of the full fee as invoiced on the first day of the financial year (1 July) whereby the following due dates apply:
 - (i) 20th of the month following the invoice date; and,
 - (ii) 20th of January of the following year.
- 17.03 All members, by default, shall be on the one payment method.
- 17.04 Members can opt in to the part payment method by giving notice to the Secretary.
- 17.05 A member (other than a Life Member) who is accepted part way through the Financial Year shall, in respect of that Financial Year, pay a subscription fee on a pro rata basis of the full months remaining to the end of the Financial Year.

18 CONTROL AND INVESTMENT OF FUNDS AND PROPERTIES

- 18.01 The funds or properties of the Association shall be under the control of the Executive and be applied in accordance with the objects of the Association but without limiting the generality of this clause, as follows:
- (a) In the payment of current expenses and other disbursements approved by the Executive in respect of the business of the Association;
 - (b) In the payment under any contract for services provided by the Secretary and Treasurer and Auditor and of salary of servants for the time being of the Association;
 - (c) In paying the purchase price or rent of any land, buildings, goods, chattels or effects purchased or hired by the Association or any repairs or other outgoings in respect of the same and to pay for any other property acquired by the Association;

- (d) In payment of the interest and repayment of the principal of any moneys borrowed by the Association or in constituting a reserve fund to meet future contingencies, or in reducing the price charged for any publication of the Association or generally upon and for any object or purpose expressed or implied by these rules;
 - (e) Surplus funds of the Association, which are not immediately required, may be invested and dealt with upon such securities and in such manner as shall be determined by a unanimous Executive vote.
- 18.02 No member shall derive any pecuniary benefit from the Association's funds otherwise than by virtue at such bank as the Executive may from time to time determine but without limiting the powers of the Executive under these rules in relation to such funds.
- 18.03 All funds shall be the property of the Association and shall be lodged to the credit of the Association at such bank as the Executive may from time to time determine but without limiting the powers of the Executive under these rules in relation to such funds.
- 18.04 The Financial Year may be changed by the Executive.

19 ALTERATION OF THIS CONSTITUTION

- 19.01 These rules may be altered, added to or rescinded or otherwise amended by a resolution passed by a three-fourths majority of those present and entitled to vote at an Annual or Special General Meeting of which notice has been given in accordance with these rules.
- 19.02 Notice of motion proposing any alteration to these rules shall be in writing and signed by 15 members, or three members of the Executive, such notice to be delivered to the Secretary who shall on receipt of the same, call a Special General Meeting in accordance with these Rules unless the Annual General Meeting is being held within such period and in such case the Secretary shall give written notice of such motion to the Members along with all other business contained in the notice calling the Annual General Meeting.
- 19.03 Duplicate copies of every alteration, addition, rescission or amendment of the rules shall be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908 or any amendment or act in substitution.

20 POWER TO MAKE, ALTER, OR RESCIND RULES

- 20.01 The Association and/or the Executive may make such policy, regulations or rules not inconsistent with this Constitution it deems necessary or expedient for the efficient conduct and management of the Association and may, at any time, rescind, vary or add to such regulations or rules.
- 20.02 Any change or amendment made by the Executive shall be accompanied with reasons for the change(s) and recorded in the minutes at the next Executive meeting.

21 INSPECTION OF BOOKS

- 21.01 Any Member may inspect the books and accounts of the Association and the register of members at the registered office of the Association at any reasonable time and upon giving reasonable notice.

22 COMMON SEAL

- 22.01 The common seal of the Association shall remain in the custody of the Secretary or such other person as may be nominated by the Executive.
- 22.02 Whenever the common seal of the Association is required to be affixed to any deed, document or other instrument, the seal shall be affixed pursuant to a resolution of the Executive or of an Annual or Special General Meeting of the Association, by the President and the Secretary.
- 22.03 The common seal shall not be altered except by resolution of an Annual General
- 22.04 Meeting or Special General Meeting of the Association.

23 WINDING UP

- 23.01 The Association may be wound up by a majority of three-fourths of the members present and entitled to vote at a Special General Meeting called for that purpose and of which notice has been given in accordance with these rules.
- 23.02 If the Association is wound up, the surplus assets after payment of the Association's liabilities and the expenses of winding up shall not be divided amongst the members.
- 23.03 If the Association is wound up, such surplus assets shall be applied to any charities, concerns, or Associations (not being members), having similar objects to that of the

Association or, if the members shall decide by resolution, be transferred to such other successor to this Association formed for the purpose of promoting the well being of the home heating industry in New Zealand, provided that in no case in any resolution passed under this rule shall the distribution to any Member of any money, property or other assets of the Association be permitted without approval of the Inland Revenue Department.