

WINDOW & GLASS ASSOCIATION CONSTITUTION AND RULES

1. NAME

The name shall be the Window & Glass Association New Zealand Incorporated hereinafter referred to as the Association.

2. OFFICE

The office of the Association shall be at such address in New Zealand as the Board may from time to time determine, subject to confirmation by a general meeting.

3. PURPOSE

The association exists to create a better and healthier built environment for New Zealanders. We are our member's **voice**, a champion of **business** and an advocate for **innovation** in the industry.

As our member's **voice** we are independent, advocate adherence to standards and best practice, promote the benefits of sustainable buildings, and promote the benefits of dealing with the Association and its members.

As a champion of **business** we are a strong, active, engaged trade association, promoting training and education within the industry, and attracting a diverse and talented workforce for the future.

As an advocate for **innovation** we are leading participation in the on-going development and improvement of industry standards, and fostering innovation within the industry.

4. SECRETARIAT

The Secretariat may be vested in a service organization, or in an individual, as the Board may determine from time to time, subject to confirmation by a general meeting.

5. MEMBERSHIP

A. Definition:

A member by definition is any person, business or company entity, domiciled in New Zealand, or otherwise similarly established and represented in New Zealand, to the satisfaction of the Board.

Most members operate from only one sales outlet and pay only one membership subscription for each business. Where members operate from multiple sites which are in effect a group of business outlets, the Board shall have discretion to require one or more memberships, or a compensatory payment for the purpose of ensuring fairness in the funding support of the Association.

Definitions for Sales Offices and Branches

A member with one or more branches and/or one or more sales offices operating under the same business name as the "head office" is included in the one membership. The total staff employed determines the appropriate subscription rate.

i). A branch is defined as 100% shareholding by the head office.

ii). A sales office is defined as at least 50% shareholding by head office.

iii). A shareholding less than the above defines the branch or sales office as a separate business requiring an individual Association membership

iv). In all cases, the Board shall have the discretion to require one or more memberships.

- a. All members of the Association are bound by the provisions of the Constitution and Rules of the Association applicable at the time of joining, and any subsequent changes to the Constitution and Rules.
- b. Membership of the Association shall be available to any business substantially engaged in any aspect of the New Zealand Window and/or Glass Industry, and who meet the requirements of membership applicable to their activity as set out below.
- c. An Associate membership is reserved for businesses and Associations who have an interest in the New Zealand Glass and/or Window Industry and do not qualify for membership under any other category, and both their admittance to membership, and their continuing membership, is always at the discretion of the Board. Associate Members shall not enjoy the voting and representation rights of ordinary members, and they may be involved in the activities of any sub group only upon the express invitation of that sub group.
- d. An individual membership is available to any person who is not employed in a business which may qualify for membership in accordance with the above rule. Individual membership is reserved for persons who have an interest in the New Zealand Glass and/or Window Industry and do not qualify for membership under any other category, and both their admittance to membership, and their continuing membership, is always at the discretion of the Board.
- e. Members are categorized into the following Sector Groups for the purpose of Sector Group nomination to the Board. These groupings do not prevent the formation of further special interest subgroups. The Board can assign new categories to Sector Groups as the need arises.

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f. An Association member may belong to more than one Association sector group without additional payment except for charges or levies that the subgroup may impose upon its own members for specific purposes. Members are required to notify the Board of any change to the sector(s) they operate within. Membership of additional subgroups requires both the agreement of that subgroup and approval by the Board.

1. Component Suppliers

Adhesives
Chemicals
Curving of Extrusion
Design Services
Dry Glazing Systems
Extruders
Flashing
Hardware
Pile Weatherstripping
Sealants
Other

2. Glass Industry

Glass & Glazing
Glass Processors
Insulating Glass Manufacturers
Artglass

3. Proprietary System Window and Door Manufacturers

Proprietary System Window Manufacturer
Installers
Sales Offices
Assembled Timber Products
Window Services

4. Proprietary System Suppliers

Prime Die Holders
Window System Suppliers/Principal user of an imported window system

5. Surface Finishers

Applicators Pretreatment
Surface Finish Suppliers Surface Stripping
Wet Paint Systems

6. Door Manufacturers

Door manufacturers
Door servicing companies
Door installer
Door suppliers

7. Individuals

Academics
Honorary Life Members
Individual Member
Retired person
Students/Trainees

f. When a members business is sold and a new legal entity is created, a new membership (and a new subscription) is required.

5B. INDIVIDUAL MEMBERS

a. **Honorary Life Members** A Special General Meeting, or an Annual General Meeting may by a simple majority confirm the unanimous recommendation of the Board that a person be elected to Honorary Life Membership of the Association in recognition of long and outstanding service to the Association and/or the Glass or Window Industry. Honorary Life Members shall not have the privileges of an ordinary member, and neither shall they be required to pay membership subscriptions.

b. Individual Members shall not enjoy the voting and representation rights of ordinary members, and may be involved in the activities of any sub group only upon the express invitation of that sub group.

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5C. APPLICATION FOR MEMBERSHIP

a. Applications for membership shall be made in writing to the CEO of the Association who shall submit such applications to the next Board Meeting for consideration. All applications must be nominated by an existing member of the Association. In all instances where an applicant is reliant on the testing of another party to achieve compliance with the Rules of this Association, the party relied upon for that testing shall be the required nominee for that applicant. An example of this rule is a Proprietary System Window Manufacturer being reliant on the Proprietary System Supplier for testing to NZS 4211. Similarly, a Sales Office applicant must be nominated by the Proprietary System Window Manufacturer manufacturing the windows.

b. All applications must be accompanied by the appropriate joining fee and a subscription fee for current year. All fees will be promptly refunded in full if the application is not successful. Receipt of the payment does not confirm or infer acceptance into the membership of the Association. The applicant has no rights of membership until formally admitted to the Association and advised of this in writing by the CEO.

The initial subscription fee is calculated on a pro-rated from the date of the next Board meeting to the end of the year.

c. All applicants for membership will be asked to give written confirmation that they can and will work to the appropriate Standard(s) and/or Code(s) of practice as detailed in these rules for all their products sold onto the New Zealand market, and copies of the relevant test reports and similar evidence of compliance must be submitted with the application. All such documentation will be held in confidence by the CEO and used only as agreed with the applicant. Without such assurance, their application will not proceed.

d. If a member's business is sold and a new legal entity is created, a new membership (and a new subscription) is required.

6. PRIVACY ACT

From time to time the Association will publish information regarding its membership, which will include each member's name, address, personal contact details, and any other information as decided by the Association Board. Any member objecting to such publication regarding their own record must advise the Association CEO in writing what information may not be published, and obtain written acknowledgment that the request has been actioned. Members may request a copy of their current file at any time.

7. CODE OF ETHICS

All members must support and comply with this Code, which provides the minimum standards of competence and conduct required of them in promoting the Window & Glass Association's Mission of creating a better, safer and healthier built environment for New Zealanders

Integrity

Members shall maintain a high standard of integrity and professionalism whilst applying honesty, objectivity and fair dealing in all aspects of their operations

Accountability

Members must deliver what is agreed under their contract with the client and meet all guarantee and warranty terms. Where there is a dispute they must ensure that the appropriate dispute process is followed

Environment

Members shall adopt positive environmental practices in respect of premises, equipment, operations and consumption of resources. They will actively minimise any negative environmental outcomes and have systems and programmes in place to achieve this

Good Faith

Members shall work with their staff, subcontractors, customers and other people with whom they come into contact, with dignity and respect, deal with them in good faith, and treat them with equality and without discrimination

Health and Safety

Members must at all times actively manage the health and safety of their staff, customers, subcontractors and the general public and take all reasonable step in their work practise to keep people safe from injury or harm. Members shall have a health & Safety management plan which complies with legislation.

Competence

Member must follow recognised best practice and provide products and services that meet or exceed the minimum performance requirements of the relevant New Zealand Codes and/or Standards

Professional Development

Members are encouraged to continuously develop their knowledge, skills and expertise, through participation in education, training and technical workshops, seminars, conferences, and contribute to the collective wisdom and body of knowledge of the profession.

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8. STANDARDS

- a. All product supplied by a member of the Association must conform to the appropriate Standard(s) and/or Code(s) of practice together with any other specific requirements as laid down in other clauses of these rules.
- b. All product supplied by a member of the Association shall be fit for purpose, and fulfil all that the New Zealand Building Code requires of it. All members are required to have documentary evidence supporting such claims and to make these available to the Association and/or their customers on request.
- c. Where a member manufactures product using components of a type that are governed by Rules of this Association, those components must comply with the requirements of these rules. Examples are Surface Finishing, Insulating Glass Units, Glass and Glazing Standards.
- d. No member may claim that their products or services are “Association Approved” or any similar wording that may be construed as conveying an endorsement of their product or service by the Association, or any industry sector group.
- e. A supply that does not conform with one or more of the requirements of these rules is permissible in cases where the customer is explicitly fully informed that the product is to specific design and does not comply with the Association’s rules. This understanding must be fully documented and signed by the member and the customer. In all cases of dispute where this evidence is not available, the member will be deemed to have contracted to supply in strict accordance with the Association's Rules.
- f. All existing members reconfirm their compliance with the rules of the Association by renewing their subscription each year.

9. SCHEDULE OF STANDARDS AND CODES OF PRACTICE

The following are the minimum Standards and Codes of Practice that a finished window & door products must comply with. All Association members are required by these rules to always supply goods and services that will meet, or will assist in meeting these requirements. The following list is not exhaustive, as manufacturers are expected to know and comply with all the **current** standards and regulations applicable to the goods and services they provide. In the event of a dispute regarding applicability of such Standards and the like, the Board will consider the recommendations of the subgroup concerned and issue a binding decision.

Members are strongly encouraged to seek supply from other Association members who are bound to comply with these rules.

AS/NZS2208

AS3715

BS1474/AS1866 Alloy B6063

EN1279

NZ Building Code and Approved Documents

NZS3504/AS1170

NZS3604

NZS4211 Products Tested to latest amendment in accordance with ASSOCIATION Standard Test Sizes NZS4223

ASSOCIATION Specification for Surface Stripping

SURFACE FINISHERS

All powder suppliers to Association members to comply with the requirements of AS3715 and maintain ISO9001 accreditation certifying that supply.

INSULATING GLASS

All suppliers of Insulating Glass Units to comply with, and provide independent certification to International Standard EN1279. Currency of test status (available on the Association Website) and audited compliance with IGUMA-EN1279 Site Manual is an acceptable compliance path.

10. COMPLAINTS

The Association receives, and at its discretion acts upon complaints brought against members, as per a process agreed by the Board. The role of the Association is one of facilitating resolution between the parties, offering appropriate assistance if required, and monitoring the process. Each member’s continuing membership of the Association is conditional upon reasonable conduct and discharging of obligations in respect to all complaints they are responsible for. A review panel set up for that purpose at the instruction of the Board shall determine and recommend to the Board the appropriate action to be taken with respect to that member/s. Members may be tutored, censured, suspended, or terminated as the Board decides. Termination will be in accordance with the termination provisions in these Constitution and Rules.

11. USE OF THE ASSOCIATION LOGO AND NAMES

All members are entitled to use the Association logo in a manner approved by the Board and which fairly represents their bonafide status as a member of the Association. **Application to use the Association logos should confirm when/where they are to be used and requires CEO approval and agreement with the Trademark Licence.** Members of IGUMA may additionally use the logo and name of that sector group as permitted by that Sector Group’s rules and minuted decisions. The decision regarding the right to claim such Sector Group membership rests with the Association Board, who, after considering the recommendation of the Sector Group concerned, will approve or decline the member’s affiliation to that sector group.

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Examples of a breach of this rule would be for a Glass Merchant to claim membership of the IGUMA, or a Proprietary System Window Manufacturer claiming to be a Surface Finisher. Note:

No entity who is not a bonafide member of the Association may use the Association logo(s) and/or Association name(s). For example Proprietary System Window Manufacturer of member Proprietary System Suppliers who are not themselves Proprietary System Window Manufacturer members of the Association may not use the Association logo or purport to be members of the Association. Such non members may cause legal action under the Fair Trading provisions of the Commerce Act by using brand names which are promoted as members of the Association but non members cannot deliver the consumer benefits that bona fide members of the Association can. This impacts on window labels, brand promotion, Association disciplinary procedures, and the NZS 4211 promotional material.

12. ANNUAL PRACTICING CERTIFICATE

All members of the Association shall display the current year's Annual Practicing Certificate prominently in their usual place of business.

Practicing Certificates are issued to members on receipt of their subscription for the current year, and are an implicit assurance that the member is continuing to work to the appropriate Standards and/or Code of practice relevant to their business operation. The dates on the Practicing Certificate may be varied to accommodate the practical considerations of billing subscriptions after the AGM, as the AGM may occur up to ten months after the end of the previous financial year.

13. RESIGNATION OF MEMBERSHIP

i. Except as agreed by the Board, all members must fully comply with the rules of the Association prior to resignation.

ii. Any member not in arrears to the Association may cease to be a member of the Association by giving written notice of their resignation to the CEO, who shall inform the Board of the resignation. A member not otherwise in arrears to the Association may give written notice of resignation within 14 days of the date of the first subscription notice in any year, without a requirement to first pay that subscription before resigning. After that date, the full amount is due. The date of lodgement of a "registered letter" via NZ Post Ltd. containing that resignation will be deemed to be the date of resignation.

iii. Members in arrears to the Association may give written notice of resignation from the Association, and for the purposes of not accruing further debt, the resignation is deemed to be effective from the day that the CEO receives such written notification. However the resigning member remains liable for any unpaid debts to the Association, and should these not be fully discharged within seven days of resignation, the Association may use a collection agency to retrieve the outstanding monies. The resigning member agrees to pay the additional costs of collection charged by the collection agency in recovering any subscription or other debt.

Any member resigning shall not receive a refund for the unexpired portion of the subscription that has been paid.

iv. No resigning or resigned member may purport to be a member of the Association or any of its sector groups, nor to use any of the Association's names or use any of the Association's logos after the date of notification of resignation.

v. No resigning or resigned member may make a claim on the Association's funds for any reason - however this does not apply to debts incurred by agreement by way of normal trade.

14. TERMINATION OF MEMBERSHIP

The membership of any member may be cancelled by the Board:

I. If the member shall cease to qualify for membership of the Association in accordance with the current rules in which case he is deemed to not be a bona fide member.

II. If the member is in arrears for a period exceeding 4 calendar months regarding the payment of any subscription or other debt, or the discharge of any other obligation due to the Association however arising.

III. If the Board resolves that the member has in any respect breached these Constitution and Rules, the Code of Ethics, or any other decision of the Association, or that the continued membership of the member is not in the best interest of the Association. The member disqualified under this clause is entitled to a refund of the unexpired portion of the subscription that has been paid.

IV. All cases falling within the above criteria shall be considered by the Board who shall request by notice in writing that the member resign within a time specified in that notice. In default of the receipt of such resignation, the Board shall deem that member's membership to be terminated.

The member disqualified under this clause is not entitled to a refund of the unexpired portion of the subscription that has been paid.

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V. The Board may re-admit to the membership any member terminated pursuant to the provision for default in payment. However the former member must discharge all debts and obligations to the Association, and make application for membership as a new member.

15. OFFICERS AND BOARD

The Association shall be governed by a Board comprised of twelve representatives of the Sector Group interests of the Association as follows:

1. Up to Four Proprietary System Supplier representatives (cannot be from the same company)
2. Up to Three window or door manufacturer representatives (cannot be from the same company)
3. Up to Four glass industry representatives (cannot be from the same company)
4. One Component supplier representative

a. Each representative shall hold office for one year, and may be reappointed. The respective sector groups will select their representative(s) and their appointment to the Board will be automatic. In the event that no representative is appointed, the position remains vacant. The sector group may decide at any time to withdraw the nominated representative and replace that person with another, or to appoint representatives to a vacant position. Such decisions will be communicated in writing to the CEO.

b. Should the automatic appointment of representatives fall below 6 persons in total, the Annual General Meeting will accept nominations for any member to fill the available positions. A simple majority vote of all members present (or an employee representative of that member authorized to act for that member) will decide who fills the available positions. Proxy voting is permitted providing proxies are lodged with the CEO prior to the commencement of the meeting.

c. The names of the persons nominated will be prominently displayed at the time of voting. Voting will be conducted by written ballot, and two scrutineers appointed by the meeting shall collect the voting forms, record the number of votes for each candidate, and rank all candidates in descending numerical order of votes received. The available positions will be filled progressively starting with the candidate who received the most votes, and continuing in descending order until all the available positions are filled.

d. The ranking of the unsuccessful candidates will be recorded and referred to in case of a vacancy occurring throughout the year.

16. QUORUM

The Quorum for any Board meeting is 50% of the number of appointed and/or elected representatives, rounded up (e.g. 50% of nine persons is a quorum of 5 persons). The quorum shall never fall below three persons, and never includes paid staff such as the CEO.

17. REMOVAL OF REPRESENTATIVES AND VACANCIES

a. Any officer, position holder, or Committee person may be removed from office or position by the vote of a Special General Meeting called for that purpose.

b. In the event that a representative is unable to complete their term of office, the sector group who nominated that representative shall nominate the replacement representative, and that appointment shall be automatic. In the case of a President or Vice President being unable to complete their term, the Board shall appoint replacement officer/s after retiring Board persons are replaced by their Sector Group nominators, or at the next Board meeting, whichever shall occur first.

c. In cases where the vacancies are for positions held by representatives elected by vote at the Annual General Meeting, the candidates nominated at the Annual General Meeting for whom there were insufficient positions available will be invited, starting with the highest ranking candidate, to fill the vacant position. (Refer 15c)

d. In cases where the number of representatives on the Board falls below six persons, and replacement representatives are not available by the above means, a postal ballot will be conducted for the purpose of electing additional representatives to fill the available positions. The postal ballot will be advertised to all members by the CEO on the agreement of any three Board members. A minimum period of twenty one days' notice of the postal ballot shall be provided, and in this period all members have the opportunity to nominate candidates. Nominations may be made by any member, must be in writing, and the nomination countersigned as accepted by the nominee. At the expiry of the twenty one day period, the CEO will within seven days publish to all members the list of nominees and a voting form. A further period of one week will be provided for the votes to be returned to the CEO who will collate the votes, and announce the successful candidates. The voting forms will be available to the Board for scrutiny.

e. The performance of the functions and the exercise of the powers of the Board shall not be affected by reason of there being a vacancy in the position of any office bearer, or the number of members of the Board falling below six for a period of not more than 6 months.

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18. OFFICERS

The Officers of the Association shall comprise of a President and a Vice President. The Officers of the Association shall be selected by the Board from the representatives comprising the Board. The Officers shall serve for a period of one year, and where possible it is desirable (but not automatic) that the Vice President becomes the President in the following year. A person may be reappointed to the position of Officer of the Association.

19. DUTIES OF PRESIDENT AND VICE PRESIDENT

a. The President shall preside at all Board meetings, and General Meetings of the Association. The President shall have a deliberate and, where necessary a casting vote at all such meetings, except where a ballot is called for.

b. The duties of the Vice President shall be to assist the President, and in the absence of the President, to act in that capacity, in which case the Vice President shall exercise the powers and duties of the President.

20. CO-OPTION

The Board may co-opt the assistance of any member/s who they consider may assist them to further the objectives of the Association.

21. ALTERNATES

Board members unable to attend a particular meeting may arrange for an alternate to attend in their place.

22. DUTIES OF THE BOARD

The duties of the Board are to govern the affairs of the Association in accordance with the Constitution and Rules of the Association. The Board may upon the unanimous decision of the Board, subject to confirmation at a Special General Meeting to be held within 30 days of the decision, take such action as is deemed appropriate to protect the interests of the Association in respect to any matter that is not adequately provided for in the Constitution and Rules.

23. HOUSE COMMITTEE

The Board shall appoint three of its members to comprise the House Committee. The fourth member of the House Committee shall be the CEO. The duties of the House Committee include all aspects of administering the finances of the Association, the employment of staff, and general oversight of the business aspects of running the Association in a responsible manner.

24. MEETINGS

Meetings of the Association are classed accordingly to the following types and purposes:

- General Meetings & Special General Meetings
- Annual General Meetings
- Board meetings
- Sector Group meetings

A). General Meetings & Special General Meetings.

General Meetings and Special General Meetings differ only in the urgency of the resolution required, and the required period of notice provided to members informing them that the meeting is going to be held. Both General Meetings and Special General Meetings require a quorum of 10 members, who are financial in terms of the Constitution and Rules, and who must be in attendance within fifteen minutes of the notified commencement time for that meeting. If a quorum is not present within fifteen minutes of the starting time, those present may proceed to dispose of the business notified on the agenda subject to ratification of those decisions at the next General Meeting, Special General Meeting, or Annual General Meeting.

i. **General Meetings** are called to bring the membership together to decide matters of importance, and to confirm decisions of the Board that fall outside the explicit provisions of the Constitution and Rules. A minimum of 21 days' notice is required for a general meeting. The decision to hold a General Meeting is made by the Board.

ii. **Special General Meetings** bring the membership together to decide an issue of importance involving a measure of urgency. Changes to the Constitution and Rules may be decided at a Special General Meeting. A minimum of 14 days' notice is required for a Special General Meeting, which may be called only on the written request of 5 financial members. Only those discussion topics notified in the meeting agenda distributed prior to the 14 day notice period may be decided at a Special General Meeting.

B). Annual General Meeting

The Annual General Meeting decides the levies due from members, considers the annual accounts, elects Board members as may be required, and discusses and resolves any other matters deemed appropriate.

The Annual General Meeting shall be held at such time and place as the Board may decide, but no later than 31 October in each year. A minimum of 30 days' notice advising the meeting time and place shall be provided.

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C). Board Meetings

Board Meetings are restricted to members of the Board and any other invited person as agreed with the President or a majority of Board members.

Board Meetings shall be called by the President as and when deemed necessary. Decisions of the Board Meetings may be changed only if a majority of the Board so decide. It shall be the responsibility of the CEO to record the detail of any such changes that may occur between formal Board meetings. Likewise, the CEO may obtain majority approval from the Board members for action in matters which require execution before the next Board Meeting. All such approvals shall be recorded, and confirmed at the next Board Meeting.

D). Sector Group Meetings

These meetings shall be conducted in accordance with the rules pertaining to that group. Refer clause 25 below regarding Sector Groups.

25. SECTOR GROUPS

i. The Window & Glass Association encourages the operation of special interest Sector Groups within its membership. The establishment of Sector Groups is subject to approval by the Board who may issue guidelines for the operation of that group.

ii. All members of special interest Sector Groups shall be financial members of the Association. Each Sector Group will operate as an integral part of the Association, and where assistance in personnel or finances is required; this shall be communicated prior to the establishment of the Annual Budget approved at the Annual General Meeting. The Association Office is available to service the needs of Sector Groups.

26. VOTING AT MEETINGS

a. Only members financial in terms of the current Constitution and Rules are eligible to vote either personally or by proxy. Each member entitled to vote shall record only one vote.

b. Proxy voting at any meeting is not permitted unless specifically provided for in the relevant rules, or those persons requesting or authorizing the meeting may choose to permit proxy voting for that particular meeting, in which case that option will be clearly communicated by prominent wording in the notice of meeting. When proxy voting is permitted, the rules relating to the proxy voting at that meeting will be communicated with the notice of meeting, and, if appropriate, voting forms included for the purpose.

c. At all times, voting shall be by the simplest method appropriate to the circumstances - usually a show of hands. When requested by any member eligible to vote, and seconded in accordance with conventional meeting procedure, a written ballot will proceed.

27. FINANCIAL YEAR

The financial year of the Association shall commence on 1 January and conclude on the following 31 December.

28. SUBSCRIPTIONS, LEVIES, & FEES

a. Annual membership subscriptions, levies, fees, and joining fees will be proposed by the Board to the Annual General Meeting which will adopt or modify the proposals, and the decision of the Annual General meeting will be final. It will be obligatory on all members to pay their subscription fees within 60 days of date of invoice. The subscription basis and the charges for each member or group of members may change from year to year as the Annual General Meeting decides.

b. In the event of expenditure being incurred or decided upon in any year in connection with carrying out the objects of the Association, a subscription or levy may be made by a General Meeting to meet such expenditure. The amount of that subscription shall be decided by the Annual General Meeting.

c. Special levies can be struck throughout the year by either:

i. A decision by the Annual General Meeting empowering the Board to strike such a special levy within the terms agreed at that Annual General Meeting, and/or

ii. By calling a General Meeting, or Special General Meeting for that purpose. The decision of that meeting will be binding on all members. Such meetings may include provision for proxy voting.

29. BANK ACCOUNT, CHEQUES, AND RECEIPTS.

a. The Association banking accounts shall be operated by cheques signed by the CEO, and by electronic, telephone, or other banking services offered by the bank and operated by the authority of the CEO.

b. The President and Vice President shall be joint signatories to enable the accounts to be operated by cheque in the event that the Director is unable to operate the accounts.

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c. The CEO is accountable to the House Committee for all transactions related to the Association's bank accounts. The House Committee shall from time to time decide and minute the operating guidelines relating to control and reporting of the Association's financial affairs.

30. SOURCE AND INVESTMENT OF FUNDS

The Association shall have the power to borrow funds from any source whatsoever upon terms considered reasonable by members voting at a General Meeting, Special General Meeting, or Annual General Meeting. Notice of any proposal to borrow funds shall be circulated with the notice of meeting forwarded to all members. A resolution by the majority of members voting shall be the authority to borrow the funds.

The control and investment of funds, whether borrowed or arising from other sources, shall be the responsibility of the Board who shall have full power to invest in such manner as they shall from time to time instruct the CEO to so invest.

31. COMMON SEAL

d. The Common Seal of the Association shall not be affixed to any documents, except by the resolution of the Board. The CEO shall always be a signatory to documents to which the Common Seal is affixed, except in the event that the Director is unable to do so, at which times the President and Vice President shall be joint signatories to any such documents.

32. AUDITOR

In accordance with good financial practice, all the finances of the Association shall be prepared in accordance with the Society of Accountants' guidelines by an external accounting practice of good reputation, and externally audited in a similar manner. The reports shall be available to all members.

The accounting practice, and the external auditor shall be appointed at each Annual General Meeting.

33. ALTERATION OF RULES

Any alteration, amendment, deletion, or addition to these rules shall be made at an Annual General Meeting, General Meeting, or Special General Meeting, and will require 75% of those voting to vote in favour of the proposed change.

Proposed changes shall be notified to the CEO a minimum of seven (7) additional days in advance of the minimum period required by these rules to advise members of that meeting.

33. WINDING UP

Any resolution to wind up the Association must be carried by a majority vote at a Special General Meeting called for that purpose. Proxy Votes are allowed and 75% of the current membership must participate in the decision. Upon such resolution, the Special General Meeting shall appoint a liquidator to conduct such winding up process. Any available funds under settlement of all liabilities shall be disposed of in such a matter as the Special General Meeting decides.

END

ASSOCIATION C&R 16 June 2006.

Replaces previous rules dated September 1998.

Revised 2008 AGM 20 June 2008

Revised 2018 AGM 15 June 2018

Revised 2019 AGM 14 June 2019

ASSOCIATION Constitution and Rules Registered November 2008