



# Constitution

*of the*

**Crane Association of New Zealand  
Incorporated**

**2026**

This constitution replaces the association's "rules" as approved by members at the Special General Meeting held on 30<sup>th</sup> March 2026. It comes into effect on 1 April 2026 upon re-registration of CANZ as an incorporated society.

# CONSTITUTION

## Crane Association of New Zealand Incorporated

### PART 1 INTERPRETATION

#### 1.1 Definitions

In this Constitution, unless the context otherwise requires:

- Act means the Incorporated Societies Act 2022.
- Association means Crane Association of New Zealand Incorporated.
- Council means the governing body of the Association and is the committee for the purposes of the Act.
- Officer means a natural person who is a member of the Council and includes the President, Vice-President, Immediate Past President, and any other Council member.
- Member means a person or entity entered in the Register of Members.
- Working Day has the meaning given in the Legislation Act 2019.

#### 1.2 Interpretation

- Headings are for convenience only and do not affect interpretation.
- References to statutes include amendments and replacements.
- Words importing the singular include the plural and vice versa.

### PART 2 NAME, PURPOSES AND POWERS

#### 2.1 Name

The name of the society is Crane Association of New Zealand Incorporated.

#### 2.2 Office Location

The registered office of the Association will be the address recorded on the Register of Incorporated Societies.

#### 2.3 Purposes

The purposes of the Association are to generally provide an organisation through which Members may coordinate their efforts in handling problems of common concern to the Industry, and furthermore, to:

- (i) be the pre-eminent voice for the crane industry in New Zealand
- (ii) promote safe and professional crane practices;
- (iii) advocate for the best outcome for the crane industry;
- (iv) develop and maintain industry guidance including the Safety Manual;

- (v) support collaboration and professional development of its members and related industries;
- (vi) undertake activities and initiatives that support a sustainable, competent workforce
- (vii) undertake lawful activities incidental to these purposes.

## 2.4 Non-pecuniary Gain

The Association must not be carried on for the financial gain of any Member.

No Member of the Association, or person associated with a Member, may 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.

Any such income, benefit, or advantage must be reasonable and relative to that which would be paid in an arm's length transaction.

## 2.5 Powers

The Association has full capacity and powers of a natural person, subject to this Constitution and the Act.

# PART 3 MEMBERSHIP

## 3.1 Membership Categories

There are five categories of membership:

- (i) Full Membership;
- (ii) Service and Supply Membership;
- (iii) Life Membership;
- (iv) Honorary Membership;
- (v) Reciprocal Membership.

These memberships are categorised as per the following table:

<b>FULL MEMBERSHIP</b>	
<b>Group A</b>	<b>Principal Income Source</b>
<b>Crane Hirers</b>	Revenue generated by supply crane hire services (wet or dry)
<b>Builder / Contractors / Manufacturers (that own cranes)</b>	Construction or manufacturing activities involving the use of cranes
<b>Port Companies</b>	Stevedoring or port operations involving cranes

<b>SERVICE AND SUPPLY MEMBERSHIP</b>	
<b>Group B</b>	<b>Principal reason for being a member</b>
<b>Crane Manufacturers and Sales agents</b>	Selling Cranes to Group A members
<b>Crane equipment Suppliers</b>	Selling equipment or hardware to Group A members
<b>Group C</b>	<b>Principal reason for being a member</b>
<b>Trainer/Assessors and Providers</b>	Providing education or training services to Full Members
<b>Professional &amp; Technical Services</b>	Providing consulting, IT, banking, insurance, inspection, or design verification services
<b>Group D</b>	<b>Principal reason for being a member</b>
<b>Transport Operators</b>	Providing transport services using Truck Loader and Knuckle Boom Cranes fitted to Goods and Service Vehicles
<b>Crane-enabled Industries</b>	Other industries that use cranes as part of their operations
<b>OTHER MEMBERSHIPS</b>	
<b>Life Membership</b>	May be awarded by the Council to individuals who have provided significant service to the Association or the crane industry, in accordance with criteria determined by the Council.
<b>Honorary Membership</b>	May be granted to individuals who were previously Members but are no longer employed in a business that qualifies for membership.
<b>Reciprocal Membership</b>	May be granted to organisations where mutual membership arrangements exist between the Association and a peer organisation, as approved by the Council.

### **3.2 Admission**

Applications for membership must be made in writing in a form approved by the Council. The written form must include express consent from the applicant to membership of the Association.

The Council may accept or decline any application for membership at its discretion. The Council is not required to give reasons for declining an application.

### **3.3 Member Conduct and Standards**

3.3.1 Each Member must:

- (i) support and promote the purposes and interests of the Association;
- (ii) comply with this Constitution and any policies, standards, guidelines, or industry documents formally adopted by the Council;
- (iii) conduct themselves in a manner consistent with the values, professional standards, and expectations endorsed by the Association; and
- (iv) act in a way that does not bring, or is likely to bring, the Association into disrepute.

### **3.4 Compliance with Association Charter or Standards**

The Council may from time to time adopt a Charter, Code, or other statement of standards or expectations applicable to Members.

Where such a document is formally adopted, members must comply with its provisions and any breach may be addressed under the dispute resolution process in Part 8.

### **3.5 Good Faith Engagement**

Members must engage with the Association and other Members in good faith and with respect, consistent with the principles of fairness, integrity, and professional conduct.

### **3.6 Register of Members**

The Association shall maintain a Register of Members in accordance with section 79 of the Act. If a Member ceases to be a Member, their name and the date they ceased to be a Member shall be retained on the Register for a period of seven years.

### **3.7 Fees and Levies**

The Council may determine membership subscriptions, fees and levies from time to time.

3.7.1 Members are required to notify the Association of any material changes to their business which may affect subscriptions, fees and levies – including the collection of the related payments. This includes, but is not limited to; crane tonnage, primary business activities etc.

### **3.8 Cessation of Membership**

Membership ceases upon resignation, non-payment, insolvency, or expulsion under Part 8.

3.8.1 Resignation of Members

- (i) A Member may resign by giving not less than one month's written notice to the Association.
- (ii) Membership will cease at the end of the notice period unless the CEO agrees to an earlier date.

- (iii) A Member who resigns remains liable for payment of all subscriptions, fees, levies, or other amounts owing to the Association; and
- (iv) Any subscriptions relating to the current financial year, which must be paid on a pro rata basis up to the effective date of resignation.

### 3.8.2 Termination of Membership

The Council may declare that a Member's membership has ceased, from the date of that declaration or from another date specified by the Council, if the Member:

- (i) no longer meets the eligibility requirements for membership of the relevant category;
- (ii) is convicted of an offence punishable by imprisonment;
- (iii) is adjudged bankrupt or enters into an arrangement with creditors;
- (iv) if the Member is a body corporate, enters liquidation, receivership, administration, or is otherwise dissolved;
- (v) fails to pay any membership subscription, fee, or levy prior to the end of the financial year in which it is due; or
- (vi) fails to comply with this Constitution or other obligations to the Association.

Before declaring that a Member's membership has ceased under this Rule, the Council must give the Member reasonable notice of the proposed termination and an opportunity to respond, except where termination arises automatically from insolvency or dissolution.

Termination under this Rule is separate from disciplinary action taken under Part 8 (Dispute Resolution).

## **PART 4 COUNCIL**

### **4.1 Governance**

The governance of the Association shall be vested in the Council except where matters are reserved to Members.

### **4.2 Composition**

The Council consists of:

- (i) the President;
- (ii) the Vice-President;
- (iii) the Immediate Past President; and
- (iv) up to seven additional Council members
- (v) a maximum of 10 councillors to make up the council at any one time

Of the additional Council members:

- no more than two may be Service and Supply representatives elected in accordance with this Constitution
- the remaining members must be representatives of Full Members.

The total number of Council members must not exceed ten.

### **4.3 Council Meetings**

The Council may meet and regulate its procedures as it considers appropriate.

Council meetings may be held:

- (i) in person;
- (ii) by electronic means; or
- (iii) by a combination of both.

The quorum for a Council meeting is a majority of Council members.

Questions are decided by a majority of votes of those present and voting.

The chair has a deliberative vote and, in the event of equality of votes, a casting vote. The President shall chair any Council meeting they attend. In their absence the Vice-President or, in their absence, the immediate Past President, shall chair the meeting. If none of the preceding Council members are present, the Council will appoint a chair.

### **4.4 Eligibility and Disqualification**

A person may not be an Officer if disqualified under section 47 of the Act.

### **4.5 Removal**

An Officer may be removed by resolution of a General Meeting or following a finding under the dispute process.

### **4.6 Council Terms and Elections**

#### **4.6.1 Term of Office**

Council members are elected for a term of two years and may stand for re-election at the end of their term.

There is no limit on the number of terms a Council member may serve.

Council terms should be arranged so that approximately half of the Council members retire each year.

Retiring Council members may stand for re-election.

#### 4.6.2 Elections

Council members are elected at the Annual General Meeting.

If the number of nominees exceeds the number of positions available, an election must be held in accordance with the voting procedures in these Rules.

If the number of nominees is equal to or fewer than the available positions, those nominees are declared elected.

#### 4.6.3 Election of Service and Supply Member Representative

Service and Supply Members must hold a meeting each year at the Association's Annual Conference to elect their representatives to the Council.

Two Service and Supply representatives may serve on the Council. Each representative holds office for a two-year term, with one representative elected in alternate years so that the terms are staggered.

The representative whose term is ending will chair the Service and Supply Members meeting. If that person is not present, the remaining Service and Supply representative will chair the meeting.

#### 4.6.4 Eligibility for Election

A person may be nominated for election to the Council if they:

- (i) are a representative of a Member of the Association, and
- (ii) meet the eligibility requirements for Officers under the Incorporated Societies Act 2022.

#### 4.6.5 Casual Vacancies

If a vacancy arises on the Council between Annual General Meetings, the Council may appoint a person to fill the vacancy.

A person appointed to fill a vacancy holds office until the next Annual General Meeting, at which time the position must be filled by election.

#### 4.6.6 Appointment of Representatives

Where the Association is entitled to nominate or appoint a person to represent it on any board, committee, or other body, the Council may make that nomination or appointment unless the General Meeting directs otherwise.

## **4.7 President, Vice President and Immediate Past President**

### **4.7.1 Election of President and Vice-President**

Following each Annual General Meeting, the Council must meet as soon as practicable to elect from among its members:

- (i) a President; and
- (ii) Vice-President.

The Chief Executive may attend this meeting but is not entitled to vote.

### **4.7.2 Term of Office**

The President and Vice-President hold office until the conclusion of their two-year term, unless they:

- resign from the role;
- cease to be a Council member; or
- are replaced by resolution of the Council.

### **4.7.3 Immediate Past President**

The person who most recently held the office of President becomes the Immediate Past President.

The Immediate Past President remains a member of the Council until the next Annual General Meeting following the end of their presidency.

### **4.7.4 Vacancies**

If the office of President becomes vacant, the Vice-President assumes the role of President until the Council elects a replacement.

If the office of Vice-President becomes vacant, the Council may elect another Council member to that position.

## **4.8 Executive Committee**

### **4.8.1 Composition**

The Council may establish an Executive Committee consisting of:

- (i) the President;
- (ii) the Vice-President;
- (iii) the Immediate Past President, if that person is serving on the Council; and
- (iv) one additional Council member, appointed by the council, should there be no Immediate Past President serving on the council

All Executive Committee Members must be Members of the Council.

#### 4.8.2 Role and Authority

- (i) The Executive Committee may meet between Council meetings at the discretion of the President, or on request of a majority of the Executive Committee members.
- (ii) The Executive Committee may make decisions on urgent matters that arise between Council meetings and that do not reasonably allow time for the full Council to be convened.
- (iii) The Executive Committee must act within the policies and directions of the Association and the Council.
- (iv) All decisions of the Executive Committee must be reported to the next Council meeting.
- (v) The Council retains overall responsibility and authority for all decisions made by the Executive Committee.

#### 4.8.3 Meetings

Executive Committee meetings may be held:

- (i) in person;
- (ii) by electronic means; or
- (iii) by a combination of both.

Participants attending electronically are considered present if they can hear and be heard by all other participants.

#### 4.8.4 Quorum

The quorum for an Executive Committee meeting is three members. A quorum is not present unless either the President or the Vice-President is presiding at the meeting. The President or, in their absence, the Vice-President shall chair all Executive Committee meetings.

#### 4.8.5 Voting

Questions before the Executive Committee are decided by a majority of votes of those present and voting.

## **PART 5 OFFICER DUTIES**

Officers must comply with sections 54–61 of the Act. This includes duties to:

- (i) act in good faith and in the best interests of the Association;
- (ii) exercise powers for proper purposes;
- (iii) exercise reasonable care and diligence;
- (iv) avoid reckless trading;
- (v) avoid incurring obligations without reasonable belief they can be performed.

## **PART 6 CONFLICTS OF INTEREST**

### **6.1 Disclosure**

An Officer with a material personal interest in a matter must disclose it to the Council.

6.1.1 Examples of such interests may include where the Officer:

- (i) May obtain a financial benefit from the matter.
- (ii) Has a family relationship with someone who may obtain a financial benefit (including, but not limited to a spouse, partner, child, parent, sibling, etc.).
- (iii) Has a financial interest in a person or entity involved in the matter.
- (iv) Is a partner, director, trustee, board member, or officer of an organisation involved in the matter.
- (v) Is considered interested because the society's constitution says so.

### **6.2 Interests Register**

The Association shall maintain an Interests Register. All disclosures of interests made by Officers must be recorded in the Interests Register.

### **6.3 Restrictions**

A conflicted Officer must not vote or participate in deliberations on the conflicted matter.

## **PART 7 INDEMNITIES AND INSURANCE FOR COUNCIL MEMBERS, EMPLOYEES, AND CONTRACTORS**

### **7.1 Indemnities**

7.1.1 The Association may indemnify its Council members, employees, and contractors against any liability incurred in the performance of their duties or services to the Association, provided that such indemnity is consistent with the Incorporated Societies Act 2022.

7.1.2 The indemnity shall not apply to liabilities arising from:

- (a) Any criminal act, wilful misconduct, or gross negligence; or
- (b) Any breach of fiduciary duties owed to the Association, except as permitted under the Incorporated Societies Act 2022.

## **7.2 Insurance**

- 7.2.1 The Association may, at its discretion, obtain and maintain insurance policies to cover:
- (a) Council members, employees, and contractors against liabilities incurred in the performance of their duties or services to the Association; and
  - (b) Any other risks deemed necessary by the Association, provided such insurance complies with the Incorporated Societies Act 2022.
- 7.2.2 The Association shall ensure that any insurance obtained does not indemnify against liabilities excluded under clause 1.2.

## **7.3 Compliance**

All indemnities and insurance provided under this clause must comply with the requirements and limitations set out in the Incorporated Societies Act 2022.

# **PART 8 GENERAL MEETINGS**

## **8.1 Annual General Meeting**

The Association must hold an Annual General Meeting (AGM) each year at a time and place determined by the Council and in accordance with the Incorporated Societies Act 2022.

The AGM must be held within six months after the Association's balance date and no later than fifteen months after the previous AGM.

Each AGM will determine the venue for the following year's AGM.

8.1.1 The AGM may be held:

- (i) in person;
- (ii) by electronic means; or
- (iii) by a combination of both.

8.1.2 Members participating electronically are deemed to be present at the meeting provided they can:

- (i) hear the proceedings,
- (ii) be heard by other participants, and
- (iii) vote where required.

8.1.3 The Council may determine the procedures and technology used for electronic participation and voting.

## **8.2 Business of the Annual General Meeting**

The business of the AGM will include:

- (i) receiving and considering the annual report on the operations and affairs of the Association;
- (ii) receiving and considering the financial statements for the most recently completed accounting period;
- (iii) receiving a summary of disclosures of interests made by officers during the year;
- (iv) considering any issues or resolutions specified in the notice of meeting;
- (v) election of the Council;
- (vi) appointment of the auditor;
- (vii) consideration of any Member motions properly notified under Rule 7.14; and
- (viii) any other business required by these Rules.

The order of business will be determined by the Council, subject to any standing orders adopted by the Association.

## **8.3 Special General Meetings**

8.3.1 A Special General Meeting may be called:

- (i) by resolution of the Council; or
- (ii) following a written requisition to the Council signed by not less than 20% of the Full Members.

The Council must specify the date, time, and method of the meeting.

8.3.2 Only the matters set out in the notice convening the Special General Meeting may be considered at that meeting.

8.3.3 A Special General Meeting may be held:

- (iii) in person;
- (iv) electronically; or
- (v) by a combination of both.

## **8.4 Notice of General Meetings**

At least 21 clear days' notice must be given to all Members of any General Meeting.

8.4.1 The notice must include:

- (i) the date, time, and location or electronic platform for the meeting;
- (ii) the business to be conducted;
- (iii) details of any resolutions to be considered, including any proposed amendments to these Rules; and
- (iv) for an AGM, the annual report and financial statements.

8.4.2 Notice may be given by post, email, or other electronic means.

8.4.3 Failure of any Member to receive notice of a meeting does not invalidate the meeting or its proceedings.

## **8.5 Quorum**

- (i) The quorum for any General Meeting is 10% of the total number of Full Members.
- (ii) Members attending in person or electronically, and authorised representatives appointed under Rule 7.9, may be counted toward the quorum.
- (iii) If a quorum is not present within 30 minutes of the scheduled start time, the meeting may be adjourned or dissolved by the chair.
- (iv) If the meeting is adjourned, the Council must determine the time and method of the adjourned meeting, and Members must be notified accordingly.

## **8.6 Chairing General Meetings**

General Meetings will be chaired by:

- (i) the President;
  - if the President is absent, the Vice-President; or
  - if both are absent, another Council member elected by the Members present.

The chairperson has:

- a deliberative vote, and
- a casting vote in the event of an equality of votes.

## **8.7 Voting at General Meetings**

### **8.7.1 Method of voting**

Issues or resolutions will initially be decided on by show of hands, unless a poll is requested by a Member entitled to vote.

- (i) Election of Council members will be conducted using a preferential ballot system, where nominees are ranked against their peers and those receiving the highest rankings are elected.
- (ii) Ordinary resolutions are passed by a simple majority of Members present and voting.
- (iii) Voting may occur in person, electronically, or by other voting systems approved by the Council, provided the system allows accurate recording of votes.

### **8.7.2 Voting Entitlements**

These voting entitlements apply to all forms of voting including polls, electronic voting, and ballots.

8.7.3 Voting on any issue or resolution at a General Meeting is restricted to Full Members and Life Members

8.7.4 Voting entitlements are as follows:

- (i) each eligible Member is entitled to one vote; and
- (ii) where a Member's annual subscription exceeds 50% of the average subscription of the five largest members, that Member is entitled to a maximum of two votes
- (iii) The calculation of subscriptions for voting purposes will be based on the most recent financial year.

8.7.5 Representation of Members

A Full Member that is an organisation may appoint a representative in writing to attend and vote at a General Meeting on its behalf.

The representative is treated as the Member for the purposes of:

- attendance,
- speaking, and
- voting.

No person may represent more than three Full Members at any General Meeting.

8.7.6 Non-Voting Members

Honorary Members and Reciprocal Members do not have voting rights in that capacity.

However, subject to the approval of the Full Members present, they may participate in the discussion of business at a General Meeting.

## **8.8 Postal or Electronic Ballots**

Any issue or resolution may be determined by postal ballot, electronic ballot, or any secure voting system approved by the Council if:

- (i) General Meeting resolves that the matter be determined by ballot; or
- (ii) the Council resolves that the matter be determined by ballot.

8.8.1 Only Full Members and Life Members may vote in any ballot.

8.8.2 Voting entitlements will be those specified in the Voting Entitlements clause of this Constitution.

8.8.3 The Council must set a closing date and time for the ballot, which must be no earlier than two weeks after ballots are distributed.

8.8.4 Ballots may be returned to the Chief Executive by:

- (i) mail
- (ii) delivery
- (iii) email
- (iv) electronic voting system approved by the Council.

8.8.5 Where the ballot concerns an amendment to these Rules:

- (i) the motion must include the Council's reasons and recommendations, and
- (ii) the motion must be passed by a two-thirds majority of votes cast.

8.8.6 The Chief Executive must declare the result, which will have the same effect as a resolution passed at a General Meeting.

### **8.9 Effect of Decisions**

A decision of a General Meeting, or of the Full Members through a ballot, is final and binding on all Members of the Association, whether or not they were present at the meeting or participated in the vote, until altered in accordance with these Rules.

### **8.10 Adjournment of Meetings**

The chair of a General Meeting may adjourn the meeting with the consent of the Members present.

8.10.1 No business may be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **8.11 Member Motions for the AGM**

Any Member wishing to propose a motion for consideration at an AGM must give written notice to the Council at least 28 clear days before the AGM.

The Council may review such motions and may provide recommendations to Members in relation to them.

### **8.12 Minutes of General Meetings**

The Chief Executive or Executive Officer will ensure that minutes are kept of any General Meeting of the Association.

## **PART 9 DISPUTE RESOLUTION**

### **9.1 Complaints Against Members**

Any person may lodge a written complaint with the Council concerning the conduct of a Member.

The Council must consider the complaint and determine whether it should be investigated in accordance with these Rules.

## **9.2 Council Discretion to Investigate**

The Council may decline to investigate, or may suspend consideration of, a complaint where:

- (i) the subject matter of the complaint is being considered by a court, tribunal, or other authority;
- (ii) a decision of a court or tribunal has effectively resolved the complaint;
- (iii) the complaint is petty, frivolous, vexatious, or inconsequential;
- (iv) preliminary enquiries indicate it is not appropriate to continue investigating the complaint; or
- (v) investigation would require extensive enquiries, significant time, or professional advice, in which case the Council may:
  - decline to investigate further; or
  - require the complainant to deposit a sum determined by the Council to cover some or all investigation costs and professional adviser fees before the investigation proceeds.

9.2.1 If the Council declines to investigate a complaint, the complainant must be notified of that decision.

## **9.3 Investigation Procedure**

If the Council decides to investigate a complaint, the following procedure must be followed.

### **9.3.1 Notice of complaint**

The Member who is the subject of the complaint must:

- (i) be given a copy of the complaint, and
- (ii) be informed that disciplinary action may result if the complaint is upheld.

### **9.3.2 Opportunity to respond**

The Member must be given the opportunity to provide a written response to the complaint within at least 14 days, or such longer period as the Council or any appointed committee may allow.

### **9.3.3 Enquiries**

The Council or a committee appointed by it may make such enquiries as it considers appropriate. The results of those enquiries must be made available to both:

- (i) the complainant, and

- (ii) the Member concerned.

#### 9.3.4 Hearing

The complainant and the Member must be given a reasonable opportunity to be heard, either in person or in writing.

No person who has a direct or indirect interest in the complaint or who may reasonably be considered biased may participate in determining the complaint.

### 9.4 Determination of Complaint

After considering the complaint, any response, and the results of enquiries, the Council or any committee appointed for that purpose may:

- (i) dismiss the complaint; or
- (ii) uphold the complaint and impose one or more of the following sanctions:
  - reprimand or admonish the Member;
  - suspend the Member from membership for a specified period and on terms determined by the Council;
  - alter the Member's classification of membership;
  - impose a fine; or
  - expel the Member.

Proceedings relating to complaints must be treated as confidential by those involved.

The decision must be communicated in writing to both the complainant and the Member.

The Council may also communicate the decision to Members if it considers this appropriate.

### 9.5 Appeals

A Member who is suspended or expelled under Rule 8.4 may appeal the decision.

9.5.1 The appeal must be made in writing to the Council within 90 days of notification of the decision.

9.5.2 Upon receiving notice of an appeal, the Council must call a Special General Meeting in accordance with the Rules governing General Meetings.

- (i) The General Meeting may:
  - confirm the decision; or
  - overturn the decision.
- (i) The decision of the General Meeting is final and binding.

## **9.6 Continuing Responsibilities of Former Members**

A Member whose membership is terminated or who is expelled from the Association:

- (i) remains liable for all fees and levies due up to the effective date of termination or expulsion;
- (ii) if membership fees or levies have been paid for the current year, is entitled to a proportionate refund for the unexpired portion of that year; and
- (iii) must cease representing themselves as a Member of the Association.

## **9.7 Re-admission to Membership**

A Member whose membership has been terminated may be re-admitted to membership by the Council if:

- (i) all outstanding fees and levies have been paid; and
- (ii) all obligations to the Association have been discharged.

Alternatively, the person may apply again for membership in accordance with the normal application procedures.

Subject to these Rules, the Council has absolute discretion in relation to admission or re-admission to membership.

## **9.8 Disputes Between Members or Between Members and the Association**

A dispute is a disagreement involving:

- (i) two or more Members; or
- (ii) a Member and the Association,

that relates to membership rights, obligations under these Rules, or the activities of the Association.

A dispute may be referred in writing to the Council for consideration.

## **9.9 Informal Resolution of Disputes**

Before beginning a formal process, the Council may encourage the parties to attempt to resolve the dispute through:

- (i) discussion between the parties; or
- (ii) mediation or another informal resolution process.

The Council may appoint a mediator or facilitator if it considers this appropriate.

## **9.10 Formal Consideration of Disputes**

If a dispute cannot be resolved informally, the Council may:

- (i) investigate the dispute itself; or
- (ii) appoint a committee or independent person to investigate and make recommendations.

The parties must be given a reasonable opportunity to present their views and relevant information.

No person who has a direct interest in the dispute or who may reasonably be considered biased may participate in determining the dispute.

### **9.11 Determination of Disputes**

After considering the dispute, the Council or appointed committee may make a decision it considers fair and reasonable in the circumstances.

The decision must be communicated in writing to the parties.

Unless these Rules provide otherwise, the decision will be final and binding.

### **9.12 Protection of Decision Makers**

Any Council member, committee member, mediator, or other person appointed under these Rules to investigate or determine a complaint or dispute will not be liable for any act or omission done in good faith in the exercise of their functions under these Rules.

This protection applies unless the person has acted in bad faith or with gross negligence.

### **9.13 Conflicts of Interest in Disputes**

A person involved in investigating or determining a complaint or dispute must declare any actual or potential conflict of interest.

Where such a conflict exists, that person must not participate in the investigation, hearing, or determination of the matter.

The Council may appoint another person to replace them.

### **9.14 Commercial Disputes Between Members**

The Association is not required to investigate or determine disputes that are primarily commercial in nature between Members. This includes disputes relating to:

- (i) commercial contracts
- (ii) payment or debt recovery
- (iii) tendering or procurement matters
- (iv) commercial competition between Members

- (v) contractual or employment relationships.

Where a dispute is primarily commercial, the Council may decline to consider the matter and may direct the parties to resolve the dispute through negotiation, mediation, arbitration, or the courts.

9.14.1 Nothing in this Rule prevents the Association from considering a complaint where the conduct alleged:

- (i) may breach these Rules;
- (ii) may damage the reputation of the Association or the crane industry; or
- (iii) may constitute misconduct by a Member.

## **PART 10 FINANCIAL PROVISIONS**

### **10.1 Financial Year**

The financial year of the Association begins on 1 April each year and ends on 31 March of the following year.

### **10.2 Association Funds**

All funds of the Association must be deposited in one or more registered banks or financial institutions in New Zealand, as determined by the Council.

The Association's bank accounts must be operated by persons authorised by the Council.

All funds of the Association must be used solely to advance the purposes and objectives of the Association in accordance with these Rules.

### **10.3 Borrowing**

The Council may borrow money on behalf of the Association if it considers it necessary for the purposes of the Association.

The Council may provide security over the property of the Association in connection with any borrowing.

### **10.4 Property**

All real and personal property owned by the Association must be held in the name of the Association.

### **10.5 Auditor**

The financial statements of the Association must be reviewed or audited annually, as required by the Incorporated Societies Act 2022.

An auditor or reviewer must be appointed at each Annual General Meeting. The auditor or reviewer:

- (i) must not hold any other office within the Association; and
- (ii) will receive such fees as determined by the Council.

If a vacancy occurs in the office of auditor or reviewer during the year, the Council may appoint a replacement to hold office until the next Annual General Meeting.

## **PART 11 MANAGEMENT**

### **11.1 Management of the Association**

The day-to-day management of the Association is the responsibility of the Chief Executive.

If there is no Chief Executive, the Council may appoint an Executive Officer to perform those functions.

The Chief Executive (or Executive Officer) is responsible to the Council and must act under its direction.

The Chief Executive must carry out duties and responsibilities delegated by the Council or the Executive Committee.

These duties may include:

- implementing Council decisions
- managing the Association's operations
- supporting the work of the Council and Executive Committee
- assisting with the achievement of the Association's objectives.

The Chief Executive (or Executive Officer) is the Contact Person for the Incorporated Societies Register.

### **11.2 Payment for Services**

The following persons must not receive remuneration for their governance roles:

- the President
- the Vice-President
- other Council members
- members of the Executive Committee.

However, they may be reimbursed for reasonable expenses incurred on Association business.

If there is a disagreement about whether an expense is reasonable, the Executive Committee will determine the matter.

The Chief Executive may receive remuneration, honorarium, and reimbursement of expenses as determined by the Council.

## **PART 12 Crane Safety Manual and Guidance Publications**

### **12.1 Definition**

For the purposes of this Constitution, the Crane Safety Manual means the *Crane Association Crane Safety Manual for Crane Operators & Dogmen*, a publication produced by the Association describing safe craning practices.

The Crane Safety Manual includes:

- the original publication first issued in 1978;
- all amendments, revisions, and successive editions; and
- any related publications produced by the Association relating to safe craning practices in New Zealand or Australia.

### **12.2 Ownership**

The Crane Safety Manual and any related publications are the intellectual property of the Association.

12.2.1 While Crane Training (New Zealand) Limited remains wholly owned by the Association, the right to sell the Crane Safety Manual and retain the proceeds from those sales is granted to that company.

12.2.2 If Crane Training (New Zealand) Limited ceases to operate or be wholly owned by the Association, those rights immediately revert to the Association unless Members resolve otherwise at a General Meeting.

### **12.3 Restrictions on Dealing with Rights**

Except as provided in this Constitution, the Council, Executive Committee, Chief Executive, Executive Officer, and any employees, agents, or consultants acting on behalf of the Association must not assign, transfer, licence, or otherwise deal with the rights in the Crane Safety Manual or any related publications.

### **12.4 Member Approval Required**

The rights in the Crane Safety Manual or any related publications may only be assigned, transferred, licensed, or otherwise dealt with if approved by a resolution of Members at a

General Meeting passed by a simple majority, in accordance with the voting procedures set out in this Constitution.

### **12.5 Control and Publication**

The Council is responsible for the management, publication, review, and updating of the Crane Safety Manual and any related publications.

12.5.1 No person or organisation may reproduce, publish, or commercially distribute the Crane Safety Manual, or any substantial part of it, without the authority of the Association.

## **PART 13 EXECUTION OF DOCUMENTS**

### **13.1 Execution of Documents**

The Association may enter into contracts and execute documents in accordance with the Incorporated Societies Act 2022.

A document may be executed on behalf of the Association by:

- (i) the signature of any two Council members; or
- (ii) the signature of one Council member and the Chief Executive,

provided those persons have been authorised by the Council.

The Council may also authorise other persons to execute documents on behalf of the Association.

### **13.2 Use of the Common Seal**

The Association may have a common seal, but it is not required.

If the Association uses a common seal:

- (i) the seal must be kept in the custody of the Council or a person authorised by the Council; and
- (ii) the seal may only be affixed to a document by authority of the Council.

Every document to which the common seal is affixed must be signed by two Council members or by a Council member and the Chief Executive.

## **PART 14 WINDING UP**

### **14.1 Resolution to Wind Up**

The Association may be wound up in accordance with the Incorporated Societies Act 2022.

A resolution to wind up the Association must be passed by the Members in accordance with the requirements of the Act.

#### **14.2 Distribution of Surplus Assets**

If the Association is wound up and there are surplus assets remaining after all debts and liabilities have been paid, those assets must be distributed to one or more not-for-profit organisations in New Zealand that have purposes similar to those of the Association.

The organisation or organisations receiving the surplus assets must be determined by resolution of the Members at or before the time of winding up.

No Member of the Association may receive any part of the surplus assets.

## **PART 15 AMENDMENTS**

### **15.1 Amendments**

This Constitution may be amended by two-thirds majority of Members present and voting. Any amendment to this Constitution must be notified to the Registrar of Incorporated Societies in accordance with the Act.