



RULES OF

CRANE ASSOCIATION OF NEW ZEALAND

INCORPORATED

2019

RULES OF CRANE ASSOCIATION OF NEW ZEALAND INCORPORATED

SECTION I – NAME AND OFFICE

- 1.1** The name of the Association shall be “Crane Association of New Zealand Incorporated”.
- 1.2** The Association’s registered office shall be at Level 2, 21-23 Andrews Avenue, Lower Hutt or such other place as may be determined from time to time by the Council.

SECTION II – DEFINED TERMS AND INTERPRETATION

- 2.1** In these Rules the following terms have the following meanings, where not inconsistent with the context:

“Association” means Crane Association of New Zealand Incorporated;

“Council” means the Council established in accordance with Section VIII;

“Industry” means the business of owning and operating cranes of all types within New Zealand;

“Membership” of the Association means Full Membership, Associate Membership, Life Membership, or Honorary Membership as provided for in Section IV and subject to the qualifications contained in Rule 7.8(v);

“Member” means a person who is a Full Member, Associate Member, Life Member, or Honorary Member as provided for in Section IV and subject to the qualifications contained in Rule 7.8(v);

“Month” means calendar month;

“Rules” means rules for the time being of the Association;

“Year” or “Current Year” means the financial year or current financial year of the Association.

- 2.2** In interpreting these Rules, where not inconsistent with the context:

- (i) “in writing” means written or typewritten or printed or any combination of these methods;
- (ii) words importing the singular number include the plural and vice versa;
- (iii) a reference to a “person” includes an individual, firm, company, corporation, unincorporated body of persons or trust, in each case whether or not having separate legal personality;
- (iv) words denoting one gender include other genders;
- (v) except where this agreement expressly provides otherwise, reference to a statute or regulation means that statute or regulation as amended or re-enacted and includes sub-ordinate legislation;

- (vi) except where this agreement expressly provides otherwise, reference to a document means that document as amended; and
- (vii) the words “including” and “for example” do not have any limiting effect.

SECTION III – OBJECTS, FUNCTIONS AND POWERS

The objects of the Association are:

- 3.1 generally to provide an organisation through which Members may co-ordinate their efforts in handling problems of common concern to the Industry, and to this end to be a body corporate with a common seal and being capable of holding real and personal property and of suing and being sued, and of doing and suffering all such other acts and things bodies corporate may lawfully do and suffer.

The functions of the Association are:

- 3.2
- (i) to be the pre-eminent voice for the crane industry in New Zealand;
 - (ii) To develop and promote programmes and documents that will be of benefit to Members in the performance of their work;
 - (iii) to facilitate opportunities for networking and information sharing amongst Members;
 - (iv) to take appropriate action to raise standards of efficiency within the industry, thus enhancing its national prestige and status; and
 - (v) to procure and disseminate information that may be helpful to Members;
 - (vi) to perform any other function that is conferred on it by these Rules;
 - (vii) To do anything which the Association may think is conducive or incidental to the attainment of the Association’s objects.

The powers of the Association are as follows:

- 3.3 The Association has the rights, powers and privileges of a natural person.
- 3.4 Without limiting the generality of Rule 3.3, the Association shall have the power to borrow money and to mortgage or charge its assets and to issue debentures, debenture stock and other securities for any debt, liability or obligation of the Association.
- 3.5 The Association shall not exercise any of its rights, powers or privileges, except for the purpose of:
- (i) achieving its objects; or
 - (ii) performing its functions.

SECTION IV – MEMBERSHIP

- 4.1 Membership Categories

There are five categories of membership:

- (i) Full Membership;
- (ii) Associate Membership;
- (iii) Life Membership;
- (iv) Honorary Membership.
- (v) Individual Membership

4.2 Full membership

Full Membership of the Association is available only to those persons engaged in the business of owning and operating cranes within New Zealand and such other persons as the Association deems fit. Full Members are categorized as follows:

- (i) Category A
These are Members owning mobile, tower and general construction cranes.
- (ii) Category B
These are Members owning any other type of crane not represented in Category A.

4.3 Associate Membership

Associate Membership of the Association is available to

- (i) persons who (whilst not directly concerned with the business of owning and operating cranes) are in similar trades or businesses so that, in the opinion of the Association, it is desirable to admit such persons to Membership; or
- (ii) persons not domiciled in New Zealand but with whom the Association retains contact or has a reciprocal relationship.

4.4 Life Membership

Life Membership of the Association is available to persons who are elected as "Life Members" by a simple majority of a full sitting of the Crane Council.

4.5 Honorary Membership

Honorary Membership of the Association is available to persons who have:

- (i) previously been Full Members, but who are no longer eligible to be Full Members because they have ceased to engage in the business of owning and operating cranes within New Zealand; or
- (ii) Previously been Associate Members, but who are no longer eligible to be Associate Members because they have ceased to be involved in a similar trade or business or because the Association no longer retains contact, or has a reciprocal relationship, with them.

4.6. Individual Membership

Individual membership is available to any individual with links to the crane industry. This membership will not have voting rights nor are they eligible for election to the Council.

4.7 Applications for Membership

Applications for Membership shall be made in writing to the Council in a form approved by the Council. The applicants must agree, if the application is approved, to abide by the Rules and by-laws of the Association and to pay such Membership fees and levies as are properly fixed by the Council.

4.8 Declining Membership

The Association may decline any application for Membership at its discretion.

4.9 Change of Address

Every Full, Associate, Life, and Honorary Member must advise the Association of any change of address.

4.10 Membership Register

The Association must keep a Membership register of Full, Associate, Life, Honorary and Individual Members recording their names and addresses and the dates each Member became a Member.

4.11 Members Shall Promote Interests of Association

All Members shall promote the interests and the objects of the Association and shall do nothing to bring the Association into disrepute.

4.12 Resignation of Members

Any Member may resign from the Association by giving not less than one month's notice, in writing, of intention to resign and at the expiration of such period shall remain liable for all fees and levies outstanding, including unpaid fees for the Current Year.

4.13 Termination of Membership

The Council may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified):

- (i) if that Member ceases, in the opinion of the Council, to be qualified to be a Member;
- (ii) is convicted of any indictable offence or offence for which a convicted person may be imprisoned;
- (iii) is adjudged bankrupt or assigns his or her estate for the benefit of his or her creditors;
- (iv) makes a composition with creditors;
- (v) (if a body corporate) is wound up or placed in receivership or liquidation; or
- (vi) if such Member shall for a period of not less than six months make default in payment of any Membership fee or levy or part of it, or fails to discharge any other of the Member's obligations to the Association.

4.14 Disciplinary Procedures for Members

If any written complaint is lodged with the Council about any Member, whether from another Member or any other person, the procedures set out below shall be observed:

- (i) The Council shall have the following discretions:
- (a) if the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Council may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint;
 - (b) if the decision of a Court or tribunal effectively disposes of the complaint, the Council may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or Member to provide further information or to make submissions;
 - (c) if the decision of a Court or tribunal does not effectively dispose of the complaint, the Council may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraphs (i)(d) to (i)(f) of this Rule;
 - (d) the Council may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential;
 - (e) the Council may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Council, it becomes apparent to the Council that it is not appropriate further to investigate or consider the complaint;
 - (f) if the investigation or consideration of the complaint is likely to require extensive enquiries, a considerable time input, or advice to the Council from professional advisers, the Council may at any time:
 - Decline further to investigate or consider the complaint; or
 - require the complainant to deposit with the Association such sum as the Council thinks fit to reimburse the Association wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Association's professional adviser's fees before further investigating or considering the complaint.
- (ii) The following procedures shall be observed when a complaint is investigated and considered:
- (a) the Member must be given a copy of the complaint;
 - (b) the Member must have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Council or any special committee established by it for the purpose of hearing and deciding upon the complaint;
 - (c) further enquiries may be made by or on behalf of the Council or any such special committee, and the results of those enquiries must be made known to the complainant and the Member;
 - (d) the Council or any such special committee must allow the complainant and the Member the opportunity to be heard by the Council or any such special committee (and no person who has any direct or indirect interest in the

complaint or who is in any way biased shall hear and determine the complaint);

- (e) the Council or any such special committee may:
 - dismiss the complaint; or
 - uphold the complaint and does one or more of the following:
 - reprimand or admonish the Member;
 - suspend the Member from Membership for a specified period (for which the Council shall have discretion to define the duration and terms of such suspension and the terms of its lifting);
 - alter the Membership classification of the Member;
 - impose a fine on the Member; or
 - expel the Member;
- (f) the Council or any such special committee shall respect the confidentiality of the proceedings; and
- (g) the decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the Member in writing, and may at the discretion of the Council or any such special committee be conveyed to Members.
- (iii) Any Member suspended or expelled pursuant to the provisions of this Rule by a decision of the Council or any special committee shall have a right to appeal against such suspension or expulsion to General Meeting. The Council shall upon receipt of notice from such Member of the Member's intention to appeal, call a Special General Meeting in accordance with Rules 7.4 and 7.5 for the purpose of determining the appeal. The decision of that General Meeting shall be final, and shall not be subject to any review or challenge.

4.15 Member's Continuing Responsibilities on Termination or Expulsion

A Member whose Membership is terminated or is expelled from the Association under these Rules shall:

- (i) remain liable to pay all fees and levies up to and including the date of termination or expulsion or the date specified by the Council as being the effective date of termination or expulsion;
- (ii) if the Member has paid Membership fees and levies for the Current Year, be entitled to a refund of a proportionate part of them in respect of the balance of the year then unexpired; and
- (iii) cease to hold himself, herself or itself out as a Member.

4.16 Re-Admission to Membership

- (i) Any Member whose Membership has been terminated pursuant to the provisions of Rule 4.12 may be re-admitted to Membership by the Council upon full payment by such Member of all Membership fees and levies owed by the Member and upon full discharge by such Member of the Member's obligations to the Association under these Rules or on the basis of a new application for Membership.

- (ii) In all matters concerning admission and re-admission to Membership of the Association the Council shall, subject only to these Rules, have absolute discretion.

SECTION V – FEES AND LEVIES

- 5. The rate of fees and levies and the method of payment shall be fixed from time to time by the Council, subject to any decisions of the General Meeting.

SECTION VI – ADMINISTRATION

- 6. The administration of the Association shall be vested in:
 - (i) the General Meeting;
 - (ii) the Council; and
 - (iii) the Executive Committee.

SECTION VII – GENERAL MEETING

7.1 Supreme Governing Body

The General Meeting shall be the supreme governing body of the Association. There are two types of General Meeting:

- (i) Annual General Meeting; and
- (ii) Special General Meeting.

7.2 Annual General Meeting

The Annual General Meeting shall be held each year on the date fixed by the Council. Each Annual General Meeting of the Association shall decide the venue of the Association's next Annual General Meeting.

7.3 Business of Annual General Meetings

The business of the Annual General Meeting shall be:

- (i) consideration of the Association's annual report and balance sheet;
- (ii) consideration of the issues and resolutions specified in the notice of the Annual General Meeting given under Rule 7.5;
- (iii) any other matter authorised by the President to be discussed or required to be discussed by virtue of a resolution of two-thirds majority of those present and entitled to vote at the Annual General Meeting;
- (iv) election of the Council;
- (v) appointment of the auditor;
- (vi) any other business required by these Rules to be transacted at such Annual General Meeting.

The order of business shall be arranged by the Council subject to any standing order by the Association.

7.4 Special General Meeting

A Special General Meeting may be called by resolution of the Council on its own initiative or following written requisition to the Council of not less than 40% of the Full Membership. The Council's resolution shall state the date and place for the holding of the Special General Meeting. The business to be dealt with at any such Special General Meeting shall be the consideration of such matters as are set out in the notice from the Council convening the Special General Meeting in accordance with Rule 7.5.

7.5 Notice of General Meeting

At least 21 clear days before any General Meeting the Council shall post to all Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meeting copies of the annual report and balance sheet) and any resolutions proposed under Rule 12.3. The failure for any reason of any Member to receive such notice shall not invalidate the General Meeting or its proceedings.

7.6 Quorum for General Meeting

The quorum for any General Meeting shall not be less than the number equal to 10% of the total number of Full Members. Proxies appointed pursuant to Rule 7.8(iv) may make up part or all of the quorum.

7.7 Procedure at General Meeting

General Meetings shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Council member elected by vote at the General Meeting. Any such chairperson shall have a deliberative vote and, in the event of an equality of votes, shall have a casting vote also.

7.8 Voting at General Meeting

- (i) Issues or resolutions submitted to General Meeting shall be decided in the first instance on the voices or by a show of hands, unless a vote is called for by any Member attending.
- (ii) The voting system shall be by preferential election ballot where a nominated member(s) is ranked against his/her peers, and the nominee(s) with the highest ranking will be elected to the Council.
- (iii) Unless otherwise required by these Rules, all issues or resolutions shall be determined by a simple majority of those present and voting at the General Meeting.
- (iv) Only Full Members and those Associate Members' representatives who are elected to the Council may vote on any issue or Remits submitted to the General Meeting. Where a poll is called for, Full Members and those Associate Members' representatives who are elected to the Council shall be entitled to one vote except where such Members annual subscription exceeds 50% of the average subscription of the five largest members annual subscriptions in which case such members shall be entitled to a maximum of two votes.
- (v) A Full Member may be represented at any General Meeting by any person duly authorised in writing by such Member and shall have voting rights as set out in this Rule. No one person shall represent more than three Full Members.

- (vi) Life or Honorary Members shall have no voting rights in such capacity on any issues or resolutions to be decided at any General Meeting. They may however, subject to the approval of the Full Members attending, participate in the business of the General Meeting.
- (vii) To determine any issue or resolution already lawfully before General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (viii) of this Rule.
- (viii) To determine any issue or resolution (including any amendment to these Rules) the Council may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (viii) of this Rule.
- (ix) A postal ballot authorised under paragraphs (vi) or (vii) of this Rule shall comply with the following procedures:
 - (a) only Full Members may vote in any postal ballot, and they are entitled to one vote each except as outlined in (iii) above;
 - (b) a resolution under paragraphs (vi) and (vii) of this Rule to hold a postal ballot shall set a closing date and time for ballots to be received by the Chief Executive, but the closing date shall be no earlier than two weeks after the date ballot papers are sent out to Full Members (excluding the date of posting);
 - (c) in respect of any resolution to amend these Rules by postal ballot, the resolution shall be accompanied by reasons and recommendations from the Council, and such motion must be passed by a two-thirds majority of the votes of those voting in the postal ballot;
 - (d) voting in a postal ballot may be by ballots returned to the Chief Executive by mail, delivery, facsimile or email;
 - (e) the Chief Executive shall declare the result of the postal ballot; and
 - (f) the result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- (x) The decision of General Meeting or of the Full Members by a postal ballot in respect of any issue or resolution shall be final and binding on all Members of the Association, irrespective of whether they were present at the General Meeting where the issue or resolution was decided, or whether they voted at the General Meeting or in a postal ballot, until altered in accordance with these Rules.

7.9 Motions by Members at Annual General Meeting

Any Member wishing to give notice of any issue or resolution for consideration at the Annual General Meeting shall forward written notice of the same to the Council not less than 28 clear days before the date of the Annual General Meeting. The Council may consider all such notices and provide recommendations to Members in respect of them.

SECTION VIII – COUNCIL

8.1 Council Governs When General Meeting Not In Session

Subject to Section XIII of these Rules, when the General Meeting is not in session, the affairs and activities of the Association shall be controlled by a Council elected by the Annual General Meeting in accordance with these Rules and the Council shall be responsible to the General Meeting. The election of Council shall be conducted by a first past the post type ballot conducted at the Annual General Meeting in accordance with the provisions of Rule 8.2.

8.2 Composition of Council

(i) The Council shall comprise of the following roles - President, Vice President, Immediate Past President and seven further councillor roles which may include two councillor roles appointed by the Associate Members and one appointed by Skills (ITO) or such other successor affiliated Industry Training Organisation as the Council may nominate from time to time.

(ii) The Council shall at its first meeting following the election of the Council appoint the President and Vice President for a two-year term if these roles are up for re-election.

(iii) All of the councillor roles of the Council (i.e. other than the Immediate Past President and the ITO appointee) shall retire on a rolling basis at each Annual General Meeting following the expiry of their two-year term for their role. The retiring members are eligible for re-election providing they agree to accept nomination. If a role becomes vacant during the two-year roles term, the roles term continues, and a member may be elected to complete the term.

- (ii) Any person holding office as President, Vice President, Immediate Past President or member of the Council shall cease to hold such office if the person:
- completes the two-year role term;
 - is adjudged bankrupt or makes any arrangements or compounds with their creditors; or
 - resigns their office by notice in writing to the Council

8.2

8.3 Filling of Vacancies

(i) If the office of President becomes vacant through any cause whatsoever, the Vice-President shall act as President until the next ensuing Annual General Meeting.

(ii) If a vacancy shall occur in respect of any of the office holders other than the President, the Council shall have the power to appoint any eligible Member to fill such vacancy and the person so appointed shall hold office until the next Annual General Meeting.

8.4 Quorum

At any meeting of the Council the quorum shall be fifty per cent (50%) of the persons entitled to be at the meeting; provided that a quorum shall not be constituted unless either the President or the Vice-President is at the meeting.

8.5 Remits to Annual General Meeting

The Council may propose or support remits to the Annual General Meeting.

- 8.6 Appointment of Committees
The Council may appoint sub-committees or special committees for particular purposes, and may adopt, and subject only to these Rules, act upon the reports of any such committees.
- 8.7 Appointment of Representatives
Where it is provided in any Act or regulation or otherwise that the Association shall nominate or have power to nominate any person to be a member of any board or committee or other body, or to represent the Association, the Council shall have power to make such nomination, unless otherwise directed in any particular case by the General Meeting, in which case it shall act upon such direction.
- 8.8 Maintaining of Records
The Council shall establish and maintain in accordance with sound accounting practice proper books and records of account and shall present to each Annual General Meeting an annual report and balance sheet covering the activities of the Council during its term in office.
- 8.9 Voting
All questions before the Council shall be decided by a majority of votes, and in the case of equality of votes, the President for the time being shall have, beside his or her deliberative vote also a casting vote.

SECTION IX – EXECUTIVE COMMITTEE

- 9.1 Composition of Executive Committee
The Executive Committee shall consist of:
- (i) the President;
 - (ii) the Vice-President; and
 - (iii) any other Council members not exceeding three in number deemed necessary by the President or the Vice-President in the absence of the President.
- 9.2 Executive Committee Meetings
Subject to Section XIII of these Rules, the Executive Committee shall be empowered to meet between Council meetings at the discretion of the President, or on notice by a majority of the Executive Committee. Within the policy of the Association as laid down by the General Meeting, the Executive Committee shall have power to act on matters of urgency not requiring the calling together of the full Council. In making any decision, to act or not to act, the Executive Committee shall be responsible to the Council.
- 9.3 Quorum
At any meeting of the Executive Committee three of the persons entitled to be present shall constitute a quorum; provided that a quorum shall not be constituted unless either the President or the Vice-President is the presiding Member of the Executive Committee meeting.

9.4 Voting

All questions before the Executive Committee shall be decided by a majority of votes, and in the case of an equality of votes the President shall have in addition to his or her deliberative vote a casting vote.

SECTION X – ASSOCIATE MEMBERS PROVISIONS

- 10.1. The Associate Members will conduct a formal meeting annually at the Crane Association Annual Conference to elect associate representation to the Crane Association Council. One associate representative shall be elected on each alternate year and shall retire at the end of a two-year term. The retiring member shall chair the Associates meeting, and in his/her absence, the sitting member will assume the chair.

SECTION XI -FINANCIAL PROVISIONS

11.1 Financial Year

The financial year of the Association shall commence on the first day of April.

11.2 Association Funds

- (i) The funds of the Association shall be banked in such bank or banks or other financial institution or institutions in New Zealand as the Council may from time to time decide, and the Association's bank accounts shall be operated by persons specifically nominated by the Council.
- (ii) The funds of the Association shall be devoted solely to the furtherance of the objects of the Association as set out in these Rules.

11.3 Borrowing

The Council may borrow such money as it thinks necessary and may provide security for such borrowings over any property owned by the Association.

11.4 Property

All real or personal property of the Association shall be held in the name and title of the Association.

11.5 Auditor

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

SECTION XI – MANAGEMENT

11.1 Management of Association

The management of the Association and the duties incidental to management (including the augmentation of the Association's funds and the attainment of the Association objectives in

accordance with these Rules) shall be the responsibility of a Chief Executive or in the absence of the Chief Executive, an Executive Officer to be appointed by Council. Subject to Section XIII of these Rules, the Chief Executive or in the absence of the Chief Executive, the Executive Officer, shall be responsible to and act under the direction of Council and shall perform such duties as may be delegated to him or her by the Council or by the Executive Committee.

11.2 Payment for Services

The President, Vice-President, other Council members, and members of the Executive Committee shall not receive any remuneration for their services but may be reimbursed for reasonable out of pocket expenses incurred on any Association business. In any case of dispute as to what are reasonable out of pocket expenses the decision of the Executive Committee shall be final. The Chief Executive may be paid such remuneration, honorarium, and/or reasonable out of pocket expenses as the Council may from time to time determine.

SECTION XII – GENERAL

12.1 Common Seal

There shall be a Common Seal of the Association which shall be kept in the custody of the Chief Executive and shall not be affixed to any document without the authority of the Council. The affixing of the Common Seal to any document shall be attested by two members of the Council of whom one is either the President or the Vice-President. The Seal may be altered only by a resolution of the Council.

12.2 Standing Orders and By-Laws

The General Meeting may make such standing orders or by-laws as it thinks fit (not inconsistent with these Rules) for the conduct of its business and control of the affairs of the Association.

12.3 Alteration of Rules

Any Rules of the Association (including the name of the Association) may be altered, added to or rescinded by a resolution of the General Meeting. Such a resolution requires:

- (i) a two-thirds majority of the votes of those Members with power to vote present and voting provided that notice of the intention to propose such resolution and the nature of it shall have been contained in the notice given under Rule 7.5 calling such General Meeting; or
- (ii) in the case of a postal ballot held under Rule 7.8(vi) or (vii), a two-thirds majority of the votes of those voting in the postal ballot.

12.4 Interpretation of Rules

In the event of any difference of opinion as to the interpretation of any Rule, the decision of Council shall be binding, unless varied, by the General Meeting at its next meeting or set aside or varied by a decision of the High Court.

12.5 Indemnity

No action in law or otherwise shall lie in favour of Members or their executors or administrators against any other Member or the Council or Chief Executive or Executive Officer in respect of any act, matter or thing done, omitted or suffered in good faith or purporting to be so done, omitted or suffered in pursuance of these provisions of these Rules, notwithstanding any irregularity or informality occurring in respect of the doing, omission or suffering of any act, matter or thing so long as such doing, omission, or suffering is in good faith. No member of the Council, the auditor, Chief Executive or Executive Officer shall be liable for any other members of the Council, the auditor, Chief Executive or Executive Officer for subscribing any receipt or document for any purpose of conformity or for any loss or expense happening to the Association unless the same be caused by the Member's own willful action or default committed or defaulted in bad faith.

12.6 Liability of Members

Each Member shall contribute proportionate to the funds of the Association in the event of the Association being dissolved or wound up during the time of the Member's Membership, or within twelve months thereafter, such amounts as may be required for the payment of debts and liabilities of the Association contracted before the time at which the Member ceased to be a Member, or within twelve months thereafter (including the customary charges and expenses of dissolution or winding up the Association). Such liability shall in no case exceed the amount of such Member's fees for the then Current Year or the preceding Year, whichever may be the greater; or in the case of a person who has ceased to be a Member, the amount of the last fees that may have become payable by the Member. On the death of a Member, his or her executors or administrators shall have no claim on the assets or be subject to the liabilities of the Association.

12.7 Winding Up

The Association may be wound up in accordance with section 24 of The Incorporated Societies Act 1908. If upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall be applied to any concern or associations (not being Members) having substantially similar objects and activities to those of the Association to be used by it or by them for purposes similar to the objects for which the Association was established. If at the time of winding up or dissolution of the Association:

- (i) there are no other concerns or associations having similar objects and activities to those of the Association; or
- (ii) the then Members do not in General Meeting determine that property shall be transferred to or applied towards any such concern or association;

then the property of the Association shall be applied towards such charitable purposes in New Zealand as the then Members in General Meeting may determine.

SECTION XIII – SAFETY MANUAL

13.1 "Safety Manual" means the Crane Association Crane Safety Manual for Operators/Users, a publication for the Industry on what constitutes safe craning practices in New Zealand, which

was first written and published in 1978, and includes all amendments, successive versions and publications. Safety Manual also includes any publication by the Association on what constitutes safe craning practices in Australia.

- 13.2 The Safety Manual is the property of the Association. The right to sell the Safety manual and retain the profits is given to Crane Training (New Zealand) Limited while Crane Training (New Zealand) Limited is wholly owned by the Association.
- 13.3 Subject to Rule 13.2 and 13.4, the Council and/or Executive Committee and/or Chief Executive or Executive Officer (including any staff members employed by them or agents or consultants retained by them), are prohibited from assigning or otherwise dealing with the rights in the Safety Manual.
- 13.4 The Council and/or Executive Committee and/or Chief Executive or Executive Officer (including any staff members employed by them or agents or consultants retained by them) may only assign or otherwise deal with the rights in the Safety Manual pursuant to a resolution passed by a simple majority vote at General Meeting in accordance with the voting procedures set out in Rule 7.8.