



CONSTITUTION AND RULES OF THE UNITED FIRE BRIGADES ASSOCIATION OF NEW ZEALAND INCORPORATED

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Constitution

1. Interpretation

1.1 Definitions

In these Rules unless the context otherwise requires:

Act means the Fire and Emergency New Zealand Act 2017 as amended from time to time and any legislation that repeals or replaces the Fire and Emergency New Zealand Act 2017;

Associate Organisation means any company, organisation or society with interests in common with the Association including, but not limited to Provincial Associations, Sub-Associations, the United Fire Brigades' Association Benevolent Fund, the New Zealand Fire Brigades Institute, the New Zealand Branch of the Institution of Fire Engineers, the New Zealand Firefighters Welfare Society, and the New Zealand Firefighters Credit Union;

Associate Member means an Associate Organisation admitted as a Member in accordance with Rule 4.2, and any Associate Member admitted under the Superseded Rules;

Association means the United Fire Brigades' Association of New Zealand Incorporated, an incorporated society registered under the Incorporated Societies Act 1908 and under the Charities Act 2005;

Annual General Meeting or AGM means the annual meeting of the Association that must be called in accordance with these Rules;

Board means the body established in accordance with Rule 7;

Board Member or Board Members means a person or persons elected or appointed to the Board in accordance with Rule 7;

Brigade Member means a group of persons that are identified and recognised by the Board as being organised to carry out or support FENZ's principal objectives and main or additional functions as outlined in the Act that has been admitted as a member of the Association pursuant to Rule 4.2, and any Brigade Member admitted under the Superseded Rules;

Chairperson means the Chairperson of the Board elected in accordance with Rule 7.6;

Chief Executive means the person for the time being appointed to that role in accordance with Rule 8.1c);

Contact Officer means the person appointed as the Association's Contact Officer whom the Registrar of Incorporated Societies can contact in accordance with Rule 7.7;

Delegate means an Enrolled Member elected to represent a Voting Member at a Members' Meeting;

Disciplinary Committee means the Disciplinary and Complaints Committee that shall consist of up to three Board Members appointed by the Board;

Elected Board Members means the Board Members elected in accordance with Rule 7.3.

Enrolled Member means a person enrolled in a Brigade Member or an Industry and Defence Member;

FENZ means Fire and Emergency New Zealand as defined in section 8 of the Act;

Independent Board Members means the Board Members appointed in accordance with Rule 7.4;

Industry and Defence Members means a group of persons recognised under section 69 of the Act and defence force brigades as defined in section 6 of the Act;

Immediate Past President means the person who held the role of the President immediately prior to the current President;

Life Member means a person who has been recognised as a life member of the Association including in accordance with Rule 4.3 or in accordance with any Superseded Rules;

Member means any person or organisation admitted as a member pursuant to Rule 4;

Membership Advisory Panel means the Membership Advisory Panel of the Association established in accordance with Rule 4.10;

Members' Meeting means an Annual General Meeting or a Special Meeting of the Association;

Members' Register means the register of Members maintained by the Chief Executive of the Association in accordance with Rule 10;

Merger means when a separate entity (the Merging Entity) is conceptually merged with the Association so that all or some of the existing members of the Merging Entity become Members of the Association, or in the event amalgamations are permitted by law, an amalgamation;

Officers mean the roles of the President, Vice President, Immediate Past President, and Patron and any other officer roles created by the Board;

Patron means the Patron for the time being of the Association;

President means the President for the time being of the Association;

Provincial Association means a group of Brigade Members from within a defined geographical region that has been approved by the Board as a Provincial Association;

Rules means these rules, as amended from time to time;

Special Meeting means a meeting of Members (other than the Annual General Meeting) called in accordance with Rule 6.3;

Sub-Association means a group of Brigade Members from within a Provincial Association's defined geographical region that has been approved by the Board as a Sub-Association;

Superseded Rules means any previous constitution or rules of the Association;

Subscription Fees means the annual membership fees determined under these Rules from time to time;

UFBA Member means a person who is employed by the Association under a current employment contract who is not otherwise a member of a Brigade Member, whose sole privilege and benefit of membership shall be their eligibility for the Association's awards for their years of service in the employ of the Association;

Vice President means the Vice President for the time being of the Association; and

Voting Members means Brigade Members and Industry and Defence Members.

1.2 Interpretation

- a) In these Rules, unless the context otherwise requires:
 - i) singular will include plural and vice versa;
 - ii) references to a statute include references to regulations, orders or notices made under or pursuant to such statute and references to a statute or regulation include references to all amendments to that statute or regulation whether by subsequent statute or otherwise and the statute or regulation passed in substitution for the statute or regulation referred to, or incorporating any of its provisions;
 - iii) reference to any Association regulations, policies or other document include reference to that document as amended, novated, supplemented, or replaced from time to time;
 - iv) where in these Rules the words “sent”, “send”, “notice” or “notify” are used it shall be sufficient to discharge that obligation by means of either courier, post, email or other electronic means (including but not limited to email or sending a link to the relevant subject matter); and
 - v) the words “written” and “in writing” includes any means of reproducing words, figures or symbols in a tangible and visible form, including but not limited to electronic mail or messaging.
- b) For clarity, the meaning of Officer as used in these Rules is not the same as the word “officer” that is used in incorporated societies’ legislation to describe an officer or committee member. The Officers in these Rules do not have the ability to give directions upon which others will act or exercise control over others who have decision making powers

2. Name and Commencement

2.1 Name

The name of the Association is The United Fire Brigades’ Association of New Zealand Incorporated.

2.2 Commencement

These Rules will take effect as the rules of the Association from the date they are registered by the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908.

3. Purposes and Powers of the Association

3.1 Purpose of the Association

The purpose of the Association is to:

- a) support Brigade, Enrolled, Industry, and Defence Members carrying out their work contributing to the wellbeing and safety of communities by giving effect to FENZ’s principal objectives and main or additional functions as outlined in the Act; and
- b) To do such other things as are incidental or conducive to the attainment of any of the above purpose.

4. Membership

4.1 Classes of Members

- a) Membership comprises:
 - i) Brigade Members;
 - ii) UFBA Members;
 - iii) Enrolled Members;
 - iv) Industry and Defence Members;
 - v) Associate Members; and
 - vi) Life Members.
- b) The members referred to in Rule a) have the rights, privileges and responsibilities set out in these Rules.

4.2 Becoming a Member

- a) No person or entity may become a Member without consenting to be a Member.
- b) Subject to clause 4.2d), an application for membership of the Association must:
 - i) be made in the form prescribed by the Board; and
 - ii) include any other information the Chief Executive may require.
- c) The Chief Executive shall accept or reject an application and shall advise the applicant of his or her decision as soon as practicable.
- d) Subject to Rule a), where the Association undertakes a Merger, the Chief Executive may deem (at the Board's discretion) that all or some of the members of a Merging Entity are accepted as Members, on terms set by the Board.
- e) An unsuccessful applicant may apply to have the Chief Executive's decision under Rule c) reviewed by the Board, following which the Board's determination shall be final.
- f) Despite anything else in this Rule 4.2, Enrolled Members shall not be required to apply to be a Member under Rule b). Enrolled Members shall be automatically admitted as Enrolled Members by virtue of their membership of a Brigade Member or an Industry and Defence Member. The only exception to this is Enrolled Members who have previously had their membership with the Association terminated. Such persons shall be obliged to re-apply using the procedure in Rule b).

4.3 Life Members

- a) Subject to Rule c) below, the following procedures will apply to the election of Life Members:
 - i) Eligibility: Any person who has rendered outstanding service to the Association, any Merged Entity, or to the fire and emergency sector generally shall be eligible for election as a Life Member.
 - ii) Nomination: Nominations must:

- a) be made in writing to the Board;
 - b) include the fullest possible information in support of the nomination; and
 - c) be signed by at least six Voting Members and at least four Board Members.
- iii) Election: Subject to at least four Board Members supporting the nomination in accordance with Rule 4.3ii)c), the Board will, at the next AGM, propose a motion that life membership of the Association be granted to the nominee. The motion will require the affirmative votes of at least 80% of all Voting Members voting at the AGM in order to pass.
- b) Life Members of Merged Entities: The Board may, at its sole discretion, recognise a life member (or similar) of any Merged Entity as a Life Member.
 - c) Life Members have the right to attend and speak at Members' Meetings but not to vote.

4.4 Associate Members

- a) Associate Members have the right to attend Members' Meetings and may be invited to speak.
- b) Associate Members do not have a right to vote.

4.5 UFBA Members

- a) A UFBA Member's sole privilege and benefit of membership shall be their eligibility for the Association's awards for their years of service in the employ of the Association.
- b) UFBA Members have the right to attend Members' Meetings and may be invited to speak.
- c) UFBA Members do not have a right to vote.

4.6 Member Obligations

- a) Members shall be required to comply with their obligations under these Rules and any policies and regulations adopted by the Board at all times.
- b) The Board may set additional membership obligations on certain classes of Members, including but not limited to:
 - i) requiring Brigade Members and Industry and Defence Members to report to the Association on the details of their Enrolled Members; and
 - ii) providing model rules to Provincial Associations and Sub Associations that the Provincial Associations and Sub-Associations are required to incorporate into their rules or governing documents. The Board will consult with the Provincial Associations and Sub-Associations prior to setting such Rules.
- c) If required by law or by the Association, Brigade Members and Industry and Defence Members shall ensure all Enrolled Members have consented to be an Enrolled Member and, if required by the Association, provide evidence of this.

4.7 Register of Members

If accepted as a Member, the applicant's name shall be entered in the Members' Register by the Chief Executive at which time the applicant shall become a Member.

4.8 No Ownership Interest and no Financial Gain

For the avoidance of doubt, Members:

- a) will have no ownership interest in the Association or its assets;
- b) will not be entitled to make any financial gain from the Association; and
- c) cannot receive any share in any surplus funds of the Association.

4.9 Subscription Fees

- a) All Members shall pay Subscription Fees as determined by, and in a manner determined by the Annual General Meeting following a recommendation from the Board, which may include authorised levies for the United Fire Brigades' Association of New Zealand Benevolent Fund, the New Zealand Fire Brigades Institute, and Provincial Associations.
- b) In the case of Members who receive a grant from FENZ, those Members' Subscription Fees shall be deducted from such grant funds.
- c) The Board may impose a levy on Members at any time following consultation with the Membership Advisory Panel.
- d) All Subscription Fees must be paid up to date before any of the privileges of membership will apply to a Member.

4.10 Membership Advisory Panel

- a) The Membership Advisory Panel shall consist of the following persons:
 - i) The President;
 - ii) The Vice President;
 - iii) The Immediate Past President; and
 - iv) Any other person co-opted or elected in accordance with the Association's regulations and policies.
- b) The Membership Advisory Panel's role is to:
 - i) Provide an additional means for Members to connect, communicate and consult with the Board and Association; and
 - ii) Consult with the Board and Association on certain matters specified in these Rules.
- c) The Membership Advisory Panel procedure will be governed by Association regulations and policies.

5. Cessation of Membership

5.1 Termination of Membership

If a Member:

- a) is in arrears of its Subscription Fee for two years in succession; or
- b) fails to act in accordance with the Member's obligations in these Rules; or
- c) is subject to a recommendation of the Disciplinary Committee to terminate the Member's membership,

the Board may, in its sole judgement, terminate the Member's membership in accordance with Rule 5.2 and remove the Member from the Members' Register.

5.2 Process to be followed by Board in accordance with Natural Justice

- a) Prior to exercising the power of termination under Rule 5.1, the Board must provide the Member concerned with the following:
 - i) an explanation of the alleged grounds on which the Board is considering terminating the membership of that Member;
 - ii) at least five business days' notice of the meeting of the Board at which the Board will consider the allegations referred to in Rule 5.2a)i);
 - iii) an opportunity to attend that meeting and offer to reply to the allegations (in person, electronically or writing),and the Board must, acting in accordance with the principles of natural justice, consider any reply before determining whether to exercise its powers under Rule 5.1.
- b) In the event of the Member failing to attend or reply to the allegations, the matter may be considered and determined by the Board in that Member's absence.

5.3 Voluntary Cessation

- a) A Brigade Member or Industry and Defence Member wishing to voluntarily relinquish its membership of the Association shall conduct a secret ballot of all Enrolled Members entitled to vote in decisions of the Brigade Member or Industry and Defence Member. If more than 75 percent of Enrolled Members vote in favour of the resolution, the Brigade Member or Industry and Defence Members will notify the Chief Executive in writing that it no longer wishes to be a Member of the Association, together with the result of the secret ballot certified by a duly authorised person of the Brigade Member or Industry and Defence Member.
- b) Following receipt of a notice under Rule 5.3a), payment of all outstanding subscriptions and accounts, and the Board declaring such notice valid, the Chief Executive will remove the Brigade Member's or Industry and Defence Member's name from the Members' Register at which time the Member will cease to be a Member.
- c) An Enrolled, Associate or Life Member may voluntarily relinquish its membership of the Association by notifying the Chief Executive in writing that it no longer wishes to be a Member.
- d) Following receipt of a notice under Rule 5.3c) and payment of all outstanding subscriptions and accounts, the Chief Executive will remove the Enrolled, Associate or Life Member's name from the Members' Register at which time the Member will cease to be a Member.
- e) A UFBA Member may voluntarily relinquish their membership of the Association by notifying the Chief Executive in writing that they no longer wish to be a Member.
- f) Following receipt of a notice under Rule e) and payment of all outstanding subscriptions and accounts, the Chief Executive will remove the UFBA Member's name from the Members' Register at which time the UFBA Member will cease to be a Member.

5.4 UFBA Members

- a) Despite clause 5.2, a UFBA Member may only continue to be a member of the Association for so long as that UFBA Member remains in the current employment of the Association. If a UFBA Member ceases to be employed by the Association, for any reason

whatsoever, then the UFBA Member's membership will be deemed to be terminated from the date of cessation of the UFBA Member's employment with the Association.

6. Members' Meetings

6.1 Annual General Meeting

- a) An Annual General Meeting must be held each calendar year. The Annual General Meeting may be held at such time and place as the Board determines, provided that the Annual General Meeting occurs:
 - i) within six months of the balance date of the Association; and
 - ii) within fifteen months of the previous Annual General Meeting.
- b) The business of the Annual General Meeting shall be:
 - i) to adopt the minutes of the previous Annual General Meeting and any Special Meetings since the last Annual General Meeting;
 - ii) to receive, consider and approve the annual report of the Association, including the financial statements of the Association for the previous year;
 - iii) to hear an annual report on the business of the Association during the most recently completed accounting period;
 - iv) to receive an annual report from the Membership Advisory Panel;
 - v) to elect Board members;
 - vi) to elect the Vice President;
 - vii) to elect the Patron;
 - viii) to elect any other positions the Board has determined should be elected;
 - ix) to vote on any valid Life Member nominations;
 - x) to consider any motions that comply with Rule 6.2; and
 - xi) to consider such other general business as the Board resolves to consider.
- c) No business other than that set out in Rule 6.1b) will be dealt with at an AGM unless permitted by the Board.

6.2 Motions

- a) The Board may put forward a motion to be voted on at an Annual General Meeting. Such motions shall be made available to Members on the UFBA website at least one month prior to the Annual General Meeting in accordance with Rule 6.5 unless the Board determine that exceptional circumstances exist and a shorter period of notice is required.
- b) A Voting Member may put forward a motion to be voted on at an Annual General Meeting provided the following matters are complied with:
 - i) The motion is seconded by another Voting Member;
 - ii) The seconded motion is received by the Chief Executive three months prior to the Annual General Meeting; and

- iii) The motion has been approved by a majority of the Enrolled Members of the Voting Member putting forward the motion and of the Voting Member seconding the motion.
- c) Despite the notice requirements of this clause 6.2, the Chairperson may permit a late motion be put to an Annual General Meeting if the subject matter of the motion is, in the view of the Chairperson, of sufficient national or regional significance. Such late notice motions must:
 - i) be in writing from a Voting Member;
 - ii) have been approved by a majority of the Enrolled Members of the Voting Member putting forward the motion; and
 - iii) be received by the Chief Executive no less than 48 hours prior to the commencement of the relevant Annual General Meeting.

6.3 Special Meetings

- a) Any Members' Meeting that is not an Annual General Meeting is a Special Meeting.
- b) A Special Meeting may be called by the Board at any time.
- c) A Special Meeting must be called within two months following written request to the Board signed by at least 30% of the Voting Members. Where the Board fails to convene a Special Meeting within two months of such notice, the Voting Members may convene a Special Meeting themselves.
- d) A Special Meeting may only consider the matters set out in the notice of the meeting.

6.4 Notice of Date, Time and Manner

- a) The date, time and manner for the Annual General Meeting or a Special Meeting must be made available to Members on the UFBA website not less than three months before the date of that meeting (except in relation to a Special Meeting where such notice must be provided within one month or such shorter time if in the view of the Board such notice period is not practicable).
- b) Members' Meetings may be held with those participating:
 - i) being assembled together at the time and place appointed for the meeting; or
 - ii) by means of audio, audio and visual, or electronic communication; or
 - iii) by a combination of both of the methods described in paragraphs (i) and (ii) above.

6.5 Notice of Business to be Transacted

- a) In addition to providing notice of the Members' Meeting, a notice of the business to be transacted at that Members' Meeting must be made available to Members on the UFBA website not less than one month before the date of that meeting or as soon as is reasonably practicable in the event that less than six weeks' notice of the Members' Meeting has been given.
- b) The notice of business to be transacted must include:
 - i) the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;

- ii) the text of any resolution or matter of business to be submitted to the meeting; and
- iii) the time and date and manner of the meeting.

6.6 Irregularity in Notice

- a) An irregularity in a notice of a Members' Meeting is to be waived if:
 - i) all the Members who attended and were entitled to vote at the Members' Meeting did so without protest as to the irregularity, or
 - ii) if all such Voting Members in attendance at that Members' Meeting agree to waive the irregularity.
- b) For the avoidance of doubt no irregularity in a notice may be raised by any Member or person after the relevant Members' Meeting has occurred.

6.7 Quorum for Members' Meetings

- a) No business may be carried out at a Members' Meeting unless a quorum is present.
- b) At all Members' Meetings, a quorum shall consist of Delegates participating and valid proxies entitled to vote representing 30% of the Voting Members.
- c) If a quorum is not available:
 - i) at an Annual General Meeting, the meeting shall stand adjourned to the same time and manner on the following day. If there is no quorum at the second meeting the Annual Meeting will lapse; and
 - ii) at a Special Meeting, the Special Meeting shall lapse.

6.8 Chair of Members' Meetings

- a) The chair of a Members' Meeting will be the Chairperson of the Board. In the event of the Chairperson being unavailable or unwilling to chair the Members' Meeting, the Board must appoint one of its number to chair the meeting in the Chairperson's absence.
- b) In the event of a Special Meeting being convened by Voting Members without the Board in accordance with Rule 6.3c) if a Board Member is not present to be the Chairperson, the Voting Members will elect a chairperson from their number.

6.9 Attendees

The following persons will be entitled to attend Members' Meetings:

- a) Members of the Board;
- b) Voting Members who shall be represented by a Delegate appointed in accordance with Rule 6.10a) or by a proxy nominated in accordance with Rule 6.10d);
- c) Life Members;
- d) Associate Members;
- e) UFBA Members;
- f) President;
- g) Vice President;

- h) Immediate Past President;
- i) Patron;
- j) Past Presidents; and
- k) any person invited to attend by the Board.

6.10 Delegates and Proxies

- a) Each Voting Member shall be entitled to have one Delegate, who may attend and vote at all Members' Meetings.
- b) A Delegate must be an Enrolled Member who has been elected at a regular or scheduled meeting of Enrolled Members of the Voting Member.
- c) A Delegate may not be a current Board Member at the commencement of the Annual General Meeting.
- d) Any Voting Member not able to send a Delegate to a Members' Meeting shall have the right to be represented by a Delegate of another Voting Member provided that no Delegate may hold the proxy of more than one Voting Member.
- e) At least two months prior to a Members' Meeting, each Voting Member must notify the Chief Executive of the name of its appointed Delegate.

6.11 Voting on Resolutions

- a) Each Voting Member will be entitled to one vote for each resolution voted on at a Members' Meetings either by its Delegate present at the meeting or by its proxy. No other Members shall have the right to vote.
- b) Voting at a Members' Meeting will be as directed by the Board (which may include electronic voting) or otherwise by a show of hands of the Delegates present in person. If using a show of hands, following the initial count of Delegates' hands, a show of hands of any Voting Members represented by a proxy will be counted and added to the initial count.
- c) Unless otherwise provided in these Rules, any vote or resolution receiving a majority of Voting Members' votes either represented by its Delegate or by a proxy and voting at a Members' Meeting will be duly passed.
- d) Any resolution passed in accordance with this Rule 6.11 will be binding on all Members whether present or not at the Members' Meeting.

6.12 Minutes to be Kept

Minutes must be kept of all proceedings at each Members' Meeting.

7. Governance

7.1 The Board

The Board is the governing body of the Association with the authority to exercise all the powers and perform all the functions of the Association.

7.2 Composition of the Board

- a) Membership of the Board shall comprise up to seven Board Members as follows:

- i) up to five persons elected by Voting Members;
- ii) up to two independent persons appointed by the five elected Board Members in accordance with Rule 7.5a).

7.3 Elected Board Members

- a) Elected Board Members must be Enrolled Members and eligible to hold an incorporated society officer position in accordance with New Zealand law.
- b) No Voting Member may have more than one Enrolled Member, or principal, employee or associate (as applicable) on the Board at one time.
- c) The term of office for Elected Board Members will be three years.
- d) The maximum number of continuous terms for Elected Board Members will be two.
- e) Elected Board Members will be eligible to stand again for election to the Board after a stand down period of two terms or six years.
- f) Should an Elected Board Member at any time during their term cease to be an Enrolled Member, that Elected Board Member shall be deemed to have vacated office immediately.

7.4 Board Members

Election Process: The following procedures will apply to the election of Board Members:

- a) Nominations: The Chief Executive will make available to Members on the UFBA website a list of vacancies to be voted on at the AGM at least four months prior to the AGM. Nominations must be made by a Voting Member on the prescribed form (if any), include the consent of the nominee and be received by the Chief Executive at least two months prior to the AGM. Details of all nominees must be made available to Members on the UFBA website not less than one month prior to the AGM.
- b) Election: Where there is only one valid nomination for the position, that person will be declared elected unopposed. Where there is more than one valid nomination, the following procedure will apply:
 - i) Candidates will each be offered a maximum of 5 minutes to address the AGM and put the case for their election;
 - ii) There will then be a vote (via electronic means or other means directed by the Board) of all Voting Members entitled to vote either by their Delegate or by proxy;
 - iii) The candidate with the most votes will be declared elected; and where the votes for candidates are tied, a further vote will be held;
 - iv) Where the votes for candidates are tied, a further vote (via electronic means or other means directed by the Board) will be held; and
 - v) If more than one vacancy exists, the above process will be repeated for the remaining candidates until the required number of vacancies have been filled.

7.5 Independent Board Members

- a) Independent Board Members will be appointed, subject to there being a vacancy, by the affirmative votes of a majority of the Elected Board Members.

- b) The term of office of Independent Board Members will be three years commencing from the date of the first Board meeting they attend.
- c) The maximum number of terms for Independent Board Members will be two.
- d) When undertaking the process of the appointment of Independent Board Members, the Elected Board Members will ensure (by direction to any appointment panel or other process used for appointment) that equal regard is given to the need for both senior professional governance experience and diversity within the Board.

7.6 Chairperson

- a) The Board must, as soon as practicable after the retirement of the Chairperson, convene a meeting of the Board to appoint one of the Board Members as the Chairperson.
- b) The Board shall have particular regard to the governance skills and experience of the two Board Members appointed under Rule 7.2a)ii) when considering the election of Chairperson.
- c) The Chairperson appointed under this Rule will hold office until the AGM when their term of office as a Board Member expires unless removed by a resolution of the Board. For the avoidance of doubt, if the Chairperson resigns or is removed, the Board must, at the next Board meeting, appoint a new Chairperson.

7.7 Contact Officer

- a) The Board shall also appoint from among the Board Members a Contact Officer (any of who may be the same person as the Chairperson).
- b) The Contact Officer's role and duties shall meet the requirements of any legislation.
- c) In the event that the position of Contact Officer is vacated in accordance with Rule 7.8 the Board shall appoint a replacement Contact Officer as soon as practically possible.

7.8 Removal of a Board Member

Any Board Member shall be deemed to have vacated office if he or she:

- a) resigns by notice in writing to the Board or the Chief Executive;
- b) is suspended or removed by resolution of all other Board Members;
- c) is removed from office by resolution at a Members' Meeting passed by a majority;
- d) fails to attend three consecutive Board meetings unless leave of absence is granted by the Board;
- e) is ineligible at law to be an officer of an incorporated society, including but not limited to the event where he or she:
 - i) is convicted of a criminal offence punishable by imprisonment; or
 - ii) is adjudicated bankrupt.

7.9 Filling a Vacancy

- a) Where there is a vacancy on the Board for a Board Member elected under Rule 7.2a)i):
 - i) the position shall be left vacant until the next Annual General Meeting; or

- ii) if the next Annual General Meeting will not be held within six months of the vacancy occurring, the Board may, at its discretion, call a Special Meeting to elect a new Board Member.
- b) Where there is a vacancy on the Board for an Independent Member appointed under Rule 7.2a)ii) the Board shall fill that vacancy as soon as it is reasonably practicable to do so pursuant to Rule 7.5.

7.10 Conflicts of Interest

- a) Without limiting anything at law, a Board Member, or any other person regularly attending Board Meetings, who is interested in a matter relating to the Association must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board as soon as practical after the person who has the interest becomes aware of the interest.
- b) The Board shall maintain an interests register into which disclosures made pursuant to Rule 7.10a) are entered.

8. Functions and Powers of the Board

- 8.1 Subject to the directions of a Members' Meeting, the Board's functions are to manage, direct, or supervise the operation and affairs of the Association, including but in no way limited to:
- a) carrying out the purposes of the Association, and using money or other assets to do that;
 - b) controlling and managing the Association's financial affairs, including meeting the Board's record keeping and reporting obligations under the Incorporated Societies Act 1908;
 - c) appointing the Chief Executive and delegating powers and duties to the Chief Executive;
 - d) establishing committees, panels and specialist interest groups and delegating powers and duties to such committees, panels and groups. This shall include making appointments to such committees, panels and special interest groups to incorporate representatives from any Merged Entity;
 - e) ensuring that these Rules and all regulations and policies are available to Members;
 - f) following consultation with the Membership Advisory Panel, developing, amending and implementing any policies or regulations;
 - g) dealing with any breach of these Rules or the Association's regulations and policies by Members, and imposing penalties including disqualification, suspension or removal from membership;
 - h) following consultation with the Membership Advisory Panel, prescribing criteria, qualifications, eligibility, protocols and processes for service honours, awards, presentations and related events. This shall include adopting and incorporating such service honours and awards that are inherited from any Merged Entity;
 - i) establishing and administering funds and schemes for assistance to Members or members of the public;
 - j) establishing and approving Provincial Associations and Sub-Associations and regulating their applications for approval and their administration;

- k) deciding the time, location (if applicable), voting, agenda and manner of meetings, including conferences and prescribed processes for such meetings;
 - l) borrowing or raising money by mortgage or otherwise and in such manner, with or without security;
 - m) participating as a member, partner, shareholder, manager or otherwise in other entities for the purposes of advancing the Association and its purposes; and
 - n) following consultation with the Membership Advisory Panel, setting membership levies.
- 8.2 Subject to the directions of a Members' Meeting, the Board may exercise all powers of a natural person that are necessary for managing, directing and supervising the operations and affairs of the Association. These powers shall include but are in no way limited to all powers to undertake the functions set out in Rule 8.1 and for the avoidance of doubt include the power to do the following:
- a) purchase, lease, hire or by other means acquire any real or personal property;
 - b) sell, lease, exchange, mortgage, guarantee, improve, manage, develop, or otherwise deal with all or any part of the real or personal property of the Association, or in which the Association has or may have any beneficial interest;
 - c) borrow or raise money by mortgage or otherwise and in such manner, with or without security, on such terms as the Board thinks fit;
 - d) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation;
 - e) following consultation with the Membership Advisory Panel, develop, manage, maintain and amend rules and processes for the election of Officers;
 - f) following consultation with the Provincial Associations and Sub-Associations, set constitutional requirements on Provincial Associations and Sub-Associations;
 - g) resolve and determine any disputes or matters not provided for in these Rules;
 - h) establish any other entities to undertake or manage any of its activities;
 - i) following consultation with the Membership Advisory Panel, refer any issue of significance to a referendum of Voting Members or Enrolled Members and to prescribe the procedure under which such referendum will be conducted and whether the result of the referendum shall be binding upon the Board; and
 - j) do all other acts and things to give effect to these Rules and the purposes of the Association which the Board considers appropriate.
- 8.3 The Board may delegate any one or more of its powers to any other person or class of persons.

9. Board Meetings

9.1 Quorum Required

- a) A quorum for a Board meeting is four Board Members including at least:
 - i) two Board Members elected pursuant to Rule 7.2a)i); and
 - ii) one Independent Board Member appointed pursuant to Rule 7.2a)ii).

- b) If a quorum is not present within thirty minutes after the time appointed for the commencement of a Board meeting, the meeting is to be adjourned to such other date and time, and place (if applicable) as the Chairperson may appoint.

9.2 Voting at Board Meetings

- a) At any meeting of the Board all questions will be decided by a majority of Board Members eligible to vote.
- b) Each Board Member is to have one vote and the Chairperson will have a casting vote in the event of any tie.

9.3 Methods of Holding Meetings

- a) At all Board meetings, the Chairperson shall preside and in the absence of the Chairperson, a Board Member will be elected to chair that meeting.
- b) A meeting of the Board may be convened by:
 - i) the Chairperson; or
 - ii) any three Board Members acting together.
- c) Notice of a meeting of the Board is to be provided to each Board Member by the person or persons convening the meeting. Unless impracticable in the circumstances, a minimum of three business days' notice must be given prior to any meeting of the Board.
- d) Anything that may be done by the Board by resolution passed at a meeting may be done by written resolution without a meeting in circumstances where:
 - i) notice of the proposed resolution to be passed by written resolution is sent to all Board Members in advance;
 - ii) the resolution is signed by at least four Board Members including at least one Independent Board Member (being consistent with the quorum requirements under Rule 9.1a)); and
 - iii) a copy of the written resolution shall be sent to all Board Members that did not sign it.
- e) A Board meeting may take place:
 - i) in person; or
 - ii) by participating in the meeting by means of audio, audio and visual, or electronic communication; or
 - iii) a combination of i) and ii) above.

9.4 Insufficient Number of Board Members

- a) The Board may act despite any vacancy in their body, provided that the total number of Board Members is not less than four.
- b) If the number of Board Members is less than four then (and despite any other Rule) the Board shall only be entitled to take all necessary steps to elect or appoint additional Board Members.

9.5 Minutes to be Kept

Minutes must be kept of all proceedings at each meeting of the Board.

9.6 Membership Advisory Panel attendance

- a) The Membership Advisory Panel members may attend Board meetings.
- b) The Membership Advisory Panel members in attendance at Board meetings:
 - i) have the right to speak;
 - ii) do not have a right to vote; and
 - iii) are always subject to the Chairperson's right to have Board Member only time at Board meetings.

9.7 Other Procedures

Except as set out in this Rule, the Board may regulate its own procedure.

10. Register of Members and Access to the Register

- 10.1 The Chief Executive shall keep a register of Members, recording each Member's:
 - a) name;
 - b) contact details;
 - c) the date the Member became a Member; and
 - d) any other information required to be kept by New Zealand law.
- 10.2 If a Member's details change from those maintained in Rule 10.1 then that Member (or in the case of an Enrolled Member, their relevant Brigade Member or Industry and Defence Member) must promptly give the Chief Executive the updated information.
- 10.3 An employee of the Association may access the register of Members in their capacity as an employee of the Association, only if access is necessary for the performance of the employee's functions, or the exercise of the employee's powers.
- 10.4 Access to the Register of Members shall not be available to Members.

11. Officers

11.1 Officer Roles

- a) The President, Vice President and Immediate Past President shall be Enrolled Members.
- b) The Patron need not be an Enrolled Member.
- c) No Brigade Member or Industry and Defence Member may have more than one of its Enrolled Members holding any of the Officer positions at any one time.
- d) The Vice President of the Association will be elected at each Annual General Meeting. Nominations for Vice President must be made by a Voting Member on the prescribed form (if any), and include the consent of the nominee, and be received by the Chief Executive at least two months prior to the AGM. Details of all nominees must be made available to Members on the UFBA website not less than one month prior to the AGM.
- e) No Past President may be elected Vice President.

- f) At each Annual General Meeting the person who has served as Vice President since the immediate preceding Annual General Meeting shall be appointed President until the following Annual General Meeting. In the event such person is unavailable to be appointed as President, then the Vice President elected at that Annual General Meeting shall be appointed President. An election for the vacant Vice President position, in a manner specified by the Board (that may include a postal or electronic vote, or vote cast by any other means directed by the Board), shall then be called by the Association and conducted within three months of the Annual General Meeting.

11.2 President

- a) The duties and responsibilities of the President shall include:
 - i) Representing the Association at award presentations, honours events, and ceremonial activities;
 - ii) Representing Members on the Membership Advisory Panel; and
 - iii) Delegating his or her functions to the Vice President or such other suitable person of reputable standing to ensure that the Association is appropriately represented on formal and ceremonial occasions.

11.3 Vice President

- a) The duties and responsibilities of the Vice President shall include:
 - i) Representing Members on the Membership Advisory Panel; and
 - ii) Acting as an understudy to the President and undertaking such activities as are delegated by the President.

11.4 Immediate Past President

- a) The duties and responsibilities of the Immediate Past President shall include representing Members on the Membership Advisory Panel.

11.5 Vacancy

- a) Any Officer of the Association shall be deemed to have vacated office if the Officer:
 - i) Resigns office by notice in writing to the Board or the Chief Executive;
 - ii) In the case of the President, Vice President and Immediate Past President ceases for any reason to be an Enrolled Member; or
 - iii) Is ineligible at law to be an officer of an incorporated society, including but not limited to the event where he or she:
 - a) is convicted of a criminal offence punishable by imprisonment; or
 - b) is adjudicated bankrupt.
- b) Should a vacancy for any Officer position occur for any reason, the following shall apply:
 - i) If such vacancy shall be that of the President, then the Vice President shall take office as President;
 - ii) If the vacancy is that of Vice President the position shall remain vacant until the next Annual General Meeting or in the event that the next Annual Conference will not be held within six months of the vacancy occurring then an election for the vacant Vice

President position, in a manner specified by the Board (that for clarity may include a postal or electronic vote, or vote cast by any other means directed by the Board), shall be called by the Association; and

- iii) If the vacancy is that of the Patron or the Immediate Past President then the position shall remain vacant until the next Annual General Meeting.

12. Management of Finances

12.1 Money Received and Payments by Association

- a) All moneys received by or on behalf of the Association are to be paid to the credit of the Association's account at one of the registered banks in New Zealand.
- b) All payments made by the Association shall be authorised in accordance with delegated authorities that have been endorsed by the Board.

13. Amending the Rules

- 13.1 No alteration, amendment, addition or rescission of these Rules shall be made which alters the charitable status of the Association.
- 13.2 Subject to Rule 13.1, if the Board wish to alter, amend, add to or rescind any of these Rules, it shall, at least six weeks prior to an Annual General Meeting, send a copy of the proposed amendment to the Chief Executive.
- 13.3 Subject to Rule 13.1, a Brigade Member or Industry and Defence Member may propose an amendment to any of these Rules provided that the following procedure is complied with:
 - a) The proposed amendment is seconded by another Brigade Member or Industry and Defence Member;
 - b) A copy of the seconded proposed amendment is received by the Chief Executive three months prior to the Annual General Meeting; and
 - c) The proposed amendment has been approved by a majority of the Enrolled Members of the Brigade Member or Industry and Defence Member putting forward the proposed amendment and the Brigade Member or Industry and Defence Member seconding the proposed amendment.
- 13.4 Following receipt of the proposed amendment the Chief Executive shall ensure the proposed amendment is sent to all Brigade Members and Industry and Defence Members no later than one month prior to the Annual General Meeting.
- 13.5 No amendment, alteration, addition or rescission of the Rules shall be effective unless approved by a majority vote at an Annual General Meeting.

14. Common Seal

- 14.1 For so long as the Association is required by law to have a common seal, it shall be controlled by the Chief Executive and shall be affixed to any deed or document to be signed on behalf of the Association in the presence of the Chairperson and any other one Director of the Board.

15. Dissolution

- 15.1 The Association may be wound-up or put into liquidation by a majority vote at a Members' Meeting, and otherwise in accordance with the procedures (including any notice requirements) specified in the Incorporated Societies Act 1908 or any replacement legislation in force at the time.
- 15.2 In the event of the Association being wound-up or put into liquidation, the property and surplus assets of the Association after payment of the Association's liabilities and the expenses of the winding-up shall be distributed to the successor of the Association, provided such successor is an organisation having charitable purposes as defined in section 5(1) of the Charities Act 2005 within New Zealand and is set up to support and foster the interests of fire and emergency volunteers and other personnel. If no such organisation can be found, then to an organisation registered under the Charities Act 2005 having a similar charitable purpose or purposes to those of the Association as defined in section 5(1) of the Charities Act 2005.

16. Complaints and Grievances Procedures

- 16.1 Disputes and complaints are to be resolved in accordance with clauses 2 – 8 of Schedule 2 to the Incorporated Societies Act 2022, except that:
- a) references to "the committee (or a complaints subcommittee)" shall be deemed to be references to "the Disciplinary Committee";
 - b) references to the "society" shall be deemed to be references to the "Association";
 - c) references to "constitution" shall be deemed to be references to "Rules"; and
 - d) references to "bylaws" shall be deemed to be references to "the Association's regulations and policies, including for the avoidance of doubt, the Complaints & Disciplinary Committee Processes and Procedures Policy as amended from time to time and the UFBA Code of Professional Membership Behaviour as amended from time to time."

17. Transitional Provisions

17.1 Background and Application

- a) For the purposes of this Rule 17:
 - i) **FRFANZ** means The Forest and Rural Fire Association of New Zealand Incorporated, an incorporated society registered under the Incorporated Societies Act 1908 (No 336667);
 - ii) **Date of Adoption** shall be the date these Rules are to take effect in accordance with Rule 2.2; and
 - iii) **Transitional Period** means the period from the Date of Adoption to a date 3 years following.
- b) These transitional provisions have been included to assist with the management of:
 - i) the merger of certain FRFANZ members into the Association, which is expected to occur on or about the Date of Adoption (FRFANZ Merger); and
 - ii) the transitional Board terms.

- c) Following the Transitional Period these transitional provisions no longer apply to these Rules and shall be deemed deleted.
- d) These transitional provisions shall take precedence over all other Rules for the Transitional Period.

17.2 Member Acceptance of FRFANZ Brigades

- a) The Chief Executive will exercise on the Date of Adoption the power set out in Rule 4.2c) and deem that FRFANZ members, who are “Associate Members” as that term is defined in the FRFANZ Articles of Constitution dated July 2014, be admitted as Brigade Members of the Association.

17.3 Life Member Acceptance of FRFANZ Life Members

- a) On the Date of Adoption the Board shall be deemed, pursuant to Rule 4.3c), to have recognised FRFANZ members, who are “Life Members” as that term is defined in the FRFANZ Articles of Constitution dated July 2014, be recognised as Life Members of the Association.

17.4 Transitional Board

- a) From the Date of Adoption of these Rules the Board shall comprise:
 - i) the Board existing prior to adoption of these Rules; and
 - ii) two (2) additional persons nominated by FRFANZ (such persons having consented in writing to being Board Members) who shall be appointed for a term of three years (**FRFANZ Board Members**) (the **Interim Board**).
- b) Should one or both of the FRFANZ Board Member positions be vacated for any reason in the Transitional Period the Brigade Members who have been admitted as Brigade Members in accordance with Rule 17.2 may nominate replacement FRFANZ Board Members provided that the term of the appointments shall not exceed the Transitional Period.
- c) For the avoidance of doubt:
 - i) The three year term in Rule 17.4a)ii) shall run to the AGM closest to the three year anniversary; and
 - ii) following the expiry of the terms of the FRFANZ Board Members (or any replacements) referred to in Rule 17.4a)ii), there shall be no residual allocation of Board Member roles for former FRFANZ members.
- d) The term of the Board Members in office at the time these Rules are adopted shall be immediately extended to three years from the time of their previous election, except that and despite anything else in these Rules, no Board Member shall serve a continuous term of longer than six (6) years in accordance with Rule 7.3.