

RULES OF
NEW ZEALAND HEAVY ENGINEERING RESEARCH
(ASSOCIATION)
INCORPORATED

1. NAME

The name of the Society is New Zealand Heavy Engineering Research Association (Incorporated).

2. DEFINITIONS

“Association”	means New Zealand Heavy Engineering Association (Incorporated).
“CEO”	means the Chief Executive Officer of the Association.
“Chair”	means the Chair of the Association.
“Executive”	means the Executive of the Association.
“Heavy Fabrication”	means, in general, the fabrication of ferrous or non-ferrous metals in the form of plate over 4.5mm in thickness, or of channels or sections 80mm by 80mm or over; or the machining of components or items which require craneage to present or locate the workpiece to or in the machine tool, and any related activity which the Executive shall from time to time deem to fall into this category.
“Meeting”	means a meeting of the Association or of the Executive.
“General Meeting”	means an Annual General Meeting or a Special General Meeting of the Association.
“Member”	means Ordinary, Associate or Affiliate member of the Association and includes a body corporate.
“Heavy Engineering”	means the working of ferrous or non-ferrous metals used in the engineering industry.
“Minister”	means the Minister of Science and Innovation.
“Representative”	means a person appointed by an Ordinary, Associate or Affiliate member to represent that member in all Association matters.
“Research”	means the whole spectrum of research and development activity, from basic research through to the application of technology to industry problems and developments; and it also includes testing, and development of design procedures and methods, the assembly of data bases for industry for various purposes, the economics of applying research results, and social science research in the industrial field.

3. OBJECTS

The following are the objects for which the Association is established:

- 3.1 To promote, supervise and conduct research and scientific work in connection with Heavy Engineering and all matters concerned with or relating thereto.
- 3.2 To establish and maintain a database and a library, including research results available in the above scientific field.
- 3.3 To establish, form, equip and maintain research facilities for any such research and scientific work as aforesaid.
- 3.4 To encourage the study and understanding of Heavy Engineering technology and matters relating directly or indirectly thereto by such means as may seem proper to the Executive, including the awarding of fellowships, scholarships and bursaries, the negotiation of research contracts, and the organising of discussions, seminars, conferences or training.
- 3.5 To publish in any form and to disseminate as widely as possible and by any means the results of research and other scientific work relating to or arising from the activities of the Association or of any other institution, group or person.
- 3.6 To collaborate with any institution, group or person engaged in substantially the like purposes, as those herein before set out, whether in New Zealand or elsewhere.
- 3.7 To establish trusts, charitable trusts and other organisations with objects similar to the objects of the Association.
- 3.8 To advocate on behalf of the Heavy Engineering industry on matters relating to R&D and industry development

4. MEMBERSHIP

- 4.1 Ordinary membership of the Association shall be open to any person, corporate bodies, Government departments or agencies engaged in design; manufacture; fabrication; construction; maintenance; supply of welding consumables; supply of metals, in relation to Heavy Engineering and who make written application for membership, who pay the entrance fee (if any) prescribed by the Executive and are accepted into membership by the Executive.
- 4.2 Every Ordinary member shall as a condition of membership agree in writing to remain a member and to pay such subscriptions or contributions as herein provided unless such member ceases to be eligible for membership.
- 4.3 Associate membership of the Association shall be open to any person, corporate body or Government Department who is engaged in Heavy Engineering and uses raw materials subject to levy in terms of the Heavy Engineering Research Levy Act 1978 and who makes written application for membership. Such associate member shall not be required to pay any subscription as a condition of membership.
- 4.4 Every Associate member shall, subject to their fulfilling their obligations as an Associate member, be entitled to all the benefits of the Association conferred on Associate members by its rules, but excluding the right to exercise a vote at any general meeting of the Association.
- 4.5 The Executive may at its discretion admit to Affiliate membership any person, corporate body, Government department or agency which is associated with the Heavy Engineering industry but not entitled to Associate membership in terms of Rule 4.3.
- 4.6 Each member that is a corporate body or Government department shall nominate a person to act as its representative, and that person shall have the right to attend meetings and to exercise all rights of membership on behalf of that member. A member may from time to time revoke the appointment of such representative and nominate another representative in their place.
- 4.7 Any appointee to the Executive who is not a member of the Association or nominated representative of a member of the Association shall for the term of their appointment to the Executive be deemed for all purposes to be a member of the Association, but shall not be liable to pay any subscription, levy or other charge.
- 4.8 The Executive shall have power to establish special classes of membership, and shall define the eligibility, obligations and rights of those admitted to such special classes of membership, provided that such special classes of members shall not be entitled to exercise a vote at any general meeting of the Association.

5. CESSATION OF MEMBERSHIP

- 5.1 A member may resign from membership of the Association by giving to the Executive not less than six months' notice in writing, such resignation to take effect at the end of any financial year of the Association.
- 5.2 The membership of any member may be terminated or suspended by the Executive:
- 5.2.1 If such member shall die or become bankrupt or assign their estate for the benefit of their creditors or in the case of a company shall go into liquidation except a voluntary liquidation for the purposes of reconstruction, or receivership, or in the case of an Association or incorporated society shall be wound up or cease to function.
- 5.2.2 If the member is no longer qualified for membership of the Association.
- 5.2.3 If such member shall make default for a period of six calendar months in the payment of any subscription or membership fee or part thereof, or in the discharge of any other obligation due by the member to the Association.
- 5.2.4 If the Executive is satisfied that the continued membership of such member is not in the interests of the Association, provided that before exercising its power under this rule the Executive shall have given the member the opportunity if the member so desires to submit comments to the Executive in writing or at the members discretion to appear before and be heard by the Executive.
- 5.3 A member ceasing for any reason to be a member shall remain liable to the Association for any fees, subscriptions, levies or other monies, which may have become due prior to the cessation of membership.
- 5.4 The Executive may re-admit to membership any member whose membership has been terminated pursuant to Rules 5.2.2, 5.2.3 or 5.2.4 hereof upon full discharge by such member of their obligation to the Association.

6. RESEARCH

- 6.1 No member of the Association shall be entitled to require discovery of or any information relating to research or make use of any such information except in strict accordance with rules and regulations made by the Executive.
- 6.2 Nothing in these Rules shall prevent discussion, disclosure or publication as between members of the Executive and members of the Association or its officers relating to research undertaken or proposed to be undertaken by or on behalf of the Association.
- 6.3 Every employee of the Association or co-opted person engaged in research or other scientific work shall contract in writing that they will in consideration of their employment hold exclusively for the benefit of and assign to the Association at the cost of the Association all rights and ownership in any discoveries, inventions, designs, or other results arising in the course of such employment upon such research or other scientific work PROVIDED THAT the Executive shall in its discretion be at liberty to pay to any such employee or co-opted person in respect of any such results of their employment such reasonable and proper special remuneration as it may think proper in the circumstances.
- 6.4 The Association shall not manufacture or place upon the market any articles or substances whether or not the subject of any inventions, improvements, or processes resulting from research in such a way as to compete with the business of any member of the Association without the prior consent of the Association given at a meeting to which prior notice has been given of the intention to consider the matter.
- 6.5 Nothing in these rules shall be construed so as to give any person power to enter upon the premises of any person, firm, company, society or organisation who is a member of the Association and any person shall be entitled only to such rights on the premises of any member as each such member shall determine.

7. SUBSCRIPTION

- 7.1 Every Ordinary member shall upon admission to membership pay to the Association such entrance fee (if any) as may be prescribed by the Executive.
- 7.2 Every Ordinary member and every Affiliate member shall pay to the Association such annual subscription as shall be determined in accordance with rates fixed by the Executive.
- 7.3 Annual subscriptions shall be paid in a manner determined by the Executive.

- 7.4 The Executive shall have power to remit in whole or in part any subscription or other moneys due to the Association by any member.

8. VOTING

- 8.1 Only Ordinary members of the Association shall be entitled to vote at a General Meeting of the Association, and only Ordinary members of the Association shall be entitled to vote in the election of members of the Executive under Rule 9.1.3 and Rule 9.1.4.
- 8.2 At least one month prior to the balance date in each year the Chair shall seek from each Ordinary member a declaration of the number of staff employed by that member in the activity of heavy engineering. Where a member is engaged exclusively in Heavy Engineering this number shall be the total number of staff employed. Where a member is partially engaged in Heavy Engineering the number of staff declared shall represent the number of staff employed in Heavy Engineering, together with a proportionate number of administrative and support staff whose activities are partially related to Heavy Engineering. Should any dispute arise as to the manner in which the number is to be determined, the CEO of the Association shall adjudicate. Any member who in any year fails to make a declaration as required by the Chair before the balance date shall for the ensuing period of twelve months be entitled to one vote only.
- 8.3 Each Ordinary member shall be entitled to one vote for each complete 10 staff as declared under Rule 8.2; provided that each Ordinary member shall be entitled to a minimum of one vote and a maximum of 15 votes.
- 8.4 Any organisation which has representation on the Executive by virtue of Rule 9.1.1 or Rule 9.1.2 shall not be entitled to take part in the election of members of the Executive elected pursuant to Rule 9.1.3 or Rule 9.1.4.
- 8.5 Where required by these Rules and in any other case at the discretion of the Executive voting of any member entitled to vote at a General Meeting may be by way of postal ballot or appropriately secure internet based ballot in the manner as may be determined by the Executive from time to time. In the case of a postal ballot or appropriately secure internet based ballot, a vote shall be passed where there is a two thirds majority of the actual number of votes received by the date specified by the Executive provided however that the actual votes received by the specified date must constitute at least 30% of total votes available to the Ordinary membership of the Association for the time being as calculated in accordance with Rule 8.3.

9. EXECUTIVE

- 9.1 The Executive of the Association shall consist of:
- 9.1.1 The Managing Director of New Zealand Steel Limited, or his or her nominee.
- 9.1.2 One person appointed by the New Zealand Manufacturing and Exporters Association (Incorporated).
- 9.1.3 Four persons, being nominated representatives of Ordinary members or Associate members of the Association who shall be elected in the manner set out in Rule 9.4.
- 9.1.4 Four persons employed by businesses or organisations engaged in Heavy Fabrication being nominated representatives of Ordinary members or Associate members of the Association who shall be elected in the manner set out in Rule 9.4.
- 9.1.5 The immediate past-Chair.
- 9.1.6 Up to three persons co-opted with the consent of such person by the Executive for a term not exceeding one year.
- 9.1.7 Up to three persons being the representatives of special interest sectors of the Heavy Engineering industry, such sectors as may be determined from time to time by the Executive, for a term not exceeding one year.
- 9.1.8 The Chair for the time being or their nominee of any trust or trusts including charitable trusts established by the Association.
- 9.2 The Member of the Executive appointed under Rule 9.1.2 shall hold office for a term of three years.
- 9.3 Members of the Executive elected under Rule 9.1.3 or Rule 9.1.4 shall hold office for two years. Retirement shall be effective at the conclusion of the Annual General Meeting.

- 9.4 Executive member election process
- 9.4.1 At least one month prior to the balance date in each year, the Chair shall invite from all Ordinary members, nominations for members of the Executive. Nominations shall close on the balance date. If the number of nominations received exceeds the number of vacancies, the Chair shall arrange a postal or appropriately secure internet based ballot, for which purpose each Ordinary member shall be entitled to the number of votes as set out in Rule 8.3. The Chair shall ensure that the ballot shall be completed within four weeks after the balance date and the results declared at least seven days prior to the Annual General Meeting. The members so elected shall take office immediately following closure of the Annual General Meeting.
- 9.4.2 The members elected by Rule 9.4.1 shall be invited to attend all meetings of the Executive prior to the Annual General Meeting, but shall not vote at these meetings other than on the election of the Chair and Deputy Chair as required by Rule 9.7.
- 9.4.3 The outgoing members of the Executive are not entitled to vote for the incoming Chair or Deputy Chair.
- 9.4.4 Where an Executive member elected under Rule 9.1.3 or Rule 9.1.4 ceases to be a representative of a member, their membership of the Executive shall cease.
- 9.5 Any member of the Executive may resign by giving written notice to the Chair. In the case of the resignation of a member elected under Rule 9.1.3 or Rule 9.1.4 or in the circumstances covered by Rule 9.4.4 the Executive shall appoint another representative of an Ordinary or Associate member to fill the vacancy, such representative to hold office for the remainder of the term of the member the appointee replaces.
- 9.6 In the event of a member of the Executive being unable to attend any Executive meeting, the member may be represented thereat by a deputy appointed in writing, who shall have all the powers vested in the member of the Executive who they represent. No member of the Executive may be represented by a deputy at more than two consecutive meetings without the approval of the Executive.
- 9.7 The Executive shall, at a meeting held after the declaration of voting in Rule 9.4.1 but prior to the Annual General Meeting elect a Chair who shall be a member of the Executive appointed under Rule 9.1.2, Rule 9.1.3 or Rule 9.1.4, and a Deputy Chair. Both Chair and Deputy Chair shall take office immediately following closure of the Annual Meeting. No person shall hold office of Chair for more than three consecutive years.
- 9.8 Meetings of the Executive shall be held at such time and place as the Chair or Executive may decide or at the request of two members of the Executive; provided that the Executive shall meet at least four times every year.
- 9.9 The Chair or their nominated representative shall cause notice of the time and place of every Executive meeting and of the business to be transacted thereat (other than formal business) to be delivered to or given by ordinary post or electronic mail to every member of the Executive at a reasonable time beforehand having regard to the urgency of the case, but the accidental omission to give notice of a meeting to any member of the Executive shall not invalidate the proceedings at any Executive meeting.
- 9.10 At every meeting of the Executive, the Chair, if present, or in their absence the Deputy Chair, and in the absence of them both then a member of the Executive chosen by those present, shall preside as Chair of that meeting.
- 9.11 No business shall be transacted at any Executive meeting unless there is a quorum. A quorum shall be at least one half (any odd number to be rounded down to the nearest whole figure), of the persons for the time being holding Office as members of the Executive and entitled to vote, or six persons for the time being holding office as a member of the Executive are present, whichever is the greater.
- 9.12 The Executive may exercise any of its powers notwithstanding that any appointments to its membership

may not at any time have been made and notwithstanding any vacancy in the number of its members.

- 9.13 Questions arising at any Executive meeting shall be decided by a majority of votes exercised by those entitled to vote, and in the case of an equality of votes the person presiding as Chair may exercise a casting as well as a deliberative vote.
- 9.14 A resolution in writing signed in like form by all members of the Executive entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.
- 9.15 The Executive may establish committees and may delegate to any such committee such powers and duties as the Executive thinks fit (except the power of giving security over the property of the Organisation). The Chair shall ex officio be a member of every committee established by the Executive. Unless otherwise decided by the Executive the meetings and proceedings of every such committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Executive as far as the same are applicable.
- 9.16 The Executive may make regulations for its guidance or to facilitate the transactions of business of the Association provided that such regulations are not inconsistent with these Rules.

10. POWERS

The Executive in furtherance of the Association's objectives may exercise the following powers:

- 10.1 Power to acquire by purchase, donation or otherwise any description of property real or personal including patents, brevats d'invention and the like.
- 10.2 Power to sell, lease or otherwise turn to account and whether for valuable consideration or gratuitously any real or personal property and to grant any estate right license or interest therein or in respect thereof.
- 10.3 Power to grant subsidies subventions and payments whether for valuable consideration or gratuitously to any person for any of the purposes of the Association.
- 10.4 Power to borrow or raise money for any of the objects of the Association and to contract for repayment of money so borrowed and to give security over any of the property of the Association for such repayment.
- 10.5 Power to accept and hold property real and personal upon trust for any purpose general or special within the scope of the purposes herein before set out.
- 10.6 Power to employ professional staff and other servants and agents on such terms as it thinks fit including the appointment of the CEO who shall be responsible for controlling and supervising the work of the staff employed by the Association.
- 10.7 Power to use the funds of the Association as the Executive may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of the Association or any of them including the payment of officers, servants and agents as shall appear necessary or expedient, also lease property or hire equipment.
- 10.8 Power to establish and maintain and to contract for the establishment and maintenance of and otherwise to assist funds and schemes to provide pensions, life insurance and other benefits for servants and former servants of the Association.
- 10.9 Power to enter into contracts (including contracts of borrowing and contracts of service) in furtherance of the objects of the Association.
- 10.10 Power to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound

and allow time for payments or satisfaction of any debts due and of any claim or demands by or against the Association.

- 10.11 Power to provide or assist in the provision of dwellings and motor vehicles for the use of staff of the Association by way of purchase, lease, loan or otherwise howsoever.
- 10.12 Power to guarantee the performance of the obligations or contracts of any person or corporation.
- 10.13 Power to establish subcommittees and to delegate to them and to officers of the Association such powers as may be approved by resolution of the Executive.
- 10.14 Power to gift or transfer any property of the Association both real and personal to any trust, charitable trust or other organisation with objects similar to the objects of the Association.
- 10.15 Power to do all things deemed by the Executive to be necessary, convenient or incidental to the carrying out of the purposes of the Association.

11. GENERAL MEETINGS

- 11.1 Once in each year at a time and place to be decided by the Executive there shall be held an Annual General Meeting of members of the Association to consider:
 - 11.1.1 Presentation of minutes of previous general meetings not theretofore confirmed.
 - 11.1.2 Presentation of a report on the activities of the Association for the financial year last ended.
 - 11.1.3 Presentation of the audited income and expenditure account and balance sheet for the year last ended.
 - 11.1.4 Declaration of members of the Executive elected in terms of Rules 9.1.3 and 9.1.4.
 - 11.1.5 Appointment of an auditor.
 - 11.1.6 Other business of which due notice has been given.
- 11.2 A Special General Meeting shall be convened on a direction to that effect by the Chair, or by resolution of the Executive, or if a requisition stating the business required to be conducted is lodged at the registered office of the Association by not less than 5 Ordinary members.
- 11.3 Fourteen clear days' notice shall be given of every General Meeting, and of the business to be transacted thereat, to every member by ordinary letter post addressed to the member's usual place of business or by electronic mail, but accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.
- 11.4 The time and place of the meeting shall be decided by the Chair or by the Executive. In the case of a meeting to be convened by requisition, it shall be held not less than fourteen or more than twenty-eight days from the date the requisition is delivered to the registered office of the Association, and if the notice is not issued within seven days of receipt of the requisition, a majority of the requisitioners may themselves convene the meeting. No business shall be taken except that specified in the notice of the meeting.
- 11.5 The quorum at a General Meeting shall not be less than half those listed by the Association as Ordinary members, or the number of persons who would constitute a quorum for the Executive whichever is the lesser. If within half an hour of the time appointed for the meeting the quorum is not present, the meeting shall stand adjourned to be held at a time and place to be notified by a further notice to members and which is not earlier than 1 week or later than 4 weeks from the time first appointed, to be decided as in Rule 11.4.

- 11.6 At every General Meeting the Chair or in their absence, the Deputy Chair shall preside, or if neither is present the meeting shall elect a Chair.
- 11.7 At any General Meeting voting shall be by a show of hands unless a ballot is requested. When a ballot is held, each member shall be entitled to the number of votes determined in accordance with Rule 8.3.
- 11.8 Except where otherwise provided in these Rules, the Heavy Engineering Research Levy Act 1978, or at law, the outcome of all votes shall be decided by a majority of votes, and in the event of the votes being equally divided the person presiding may exercise a casting vote in addition to their deliberative vote.

12. CONTROL AND INVESTMENT OF FUNDS

- 12.1 The control and investment of the funds of the Association shall be in the hands of the Executive which shall have power as it thinks fit to invest and re-invest any funds not required for immediate use in any investment for the time being authorised by the law of New Zealand for the investment of trust funds or upon deposit with any bank carrying on business in New Zealand.
- 12.2 The Executive may from time to time authorise employees of the Association to open in the name of the Association such accounts in trading banks or savings banks as it may see fit.
- 12.3 All moneys coming in to the hands of the Association or any servant of the Association shall forthwith be paid to the credit of such bank account of the Association as the Executive from time to time decides.
- 12.4 All disbursements shall be made from a bank account and all cheques and other negotiable instruments and instruments of withdrawal shall be signed by such person or persons as the Executive from time to time appoints for that purpose.
- 12.5 Payments to members: no member of the Association or any person associated with a member shall participated in or materially influence any decision made by the Association in respect to payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provision and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

13. ACCOUNTS

- 13.1 The Executive shall cause to be kept proper books of accounts.
- 13.2 The Financial Year of the Association shall be as determined by the Executive from time to time.
- 13.3 As soon as may be practicable after the close of every financial year the Executive shall cause annual accounts to be prepared containing the following particulars:
- 13.3.1 The income and expenditure of the Association during the financial year then ended.
- 13.3.2 A balance sheet of assets and liabilities at the close of that year.
- 13.4 The Executive shall cause the annual accounts to be audited by the auditor appointed by the last annual general meeting, or in the case of their death, resignation, or inability to act, by an auditor appointed by the Executive who shall be a chartered accountant being a member of the New Zealand Society of Accountants.

14. CHIEF EXECUTIVE OFFICER

- 14.1 There shall be at all times a CEO or other responsible technical officer appointed by the Executive, and they shall be entrusted with the general direction and supervision of the work and staff of the Association, and shall be responsible to the Executive for all matters, technical and administrative, concerning the Association.

14.2 The salary and conditions of employment of the CEO shall be fixed by the Executive subject to the provisions of any overriding legislation. The titles, duties and salaries of other employees of the Association shall be fixed by the Executive following consideration of the recommendation of the CEO.

14.3 It shall be a condition of the employment of the CEO that they may be removed from office for misconduct, or by a resolution passed by a majority of not less than three quarters of the votes exercised at the meeting of the Executive at which such resolution is proposed provided that any such removal action will not breach the provisions of the Employment Relations Act 2000 or any other legislation.

15. INDEMNITY AND INSURANCE

15.1 Indemnity of Executive members and employees

15.1.1 The Executive shall cause the Association to indemnify an Executive member or employee of the Association or a related company for costs incurred by him or her in any proceeding:

- i. that relates to liability for any act or omission in his or her capacity as an Executive member or employee; and
- ii. in which judgment is given in his or her favour or in which he or she is acquitted, or which is discontinued.

15.1.2 The Executive shall cause the Association to indemnify an Executive member or an employee of the Association or a related company in respect of:

- i. liability to any person other than the Association or a related company for any act or omission in his or her capacity as an Executive member or employee; or
- ii. costs incurred by the Executive member or employee in defending or settling any claim or proceeding relating to any liability under paragraph (i) above;

not being:

- iii. criminal liability; or
- iv. liability in respect of a breach of section 131 of the Act; or
- v. liability for breach of any fiduciary duty owed to the Association or a related Association.

15.2 Insurance of Executive members and employees

15.2.1 The Board may, subject to section 162 of the Health and Safety at Work Act 2015 or its replacement, cause the Association to effect insurance for Executive members and for employees of the Association or a related company in respect of:

- i. liability, not being criminal liability, for any act or omission in his or her capacity as an Executive member or employee; or
- ii. costs incurred by such Executive members or employees in defending or settling any claim or proceeding relating to any such liability; or
- iii. costs incurred by an Executive member or employee in defending any criminal proceedings that have been brought against the Executive member or employee in relation to any act or omission in his or her capacity as an Executive member or employee and in which he or she is acquitted.

15.2.2 The Executive members who vote in favour of authorising the effecting of insurance under clause 15.2.1 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Association.

15.2.3 The Board must ensure that particulars of any indemnity given to, or insurance effected for, any Executive member or employee of the Association or a related Association are forthwith entered in the interests register.

15.2.4 For the purpose of this clause 15, "Executive member" includes a former Executive member and "employee" includes a former employee.

16. COMMON SEAL

- 16.1 The Executive shall procure and adopt a Common Seal for the Association and preserve in its minutes an impression thereof.
- 16.2 The Common Seal shall be in the custody of a member of the Executive or a servant of the Association from time to time nominated by the Executive.
- 15.3 The Common Seal shall be affixed to any document pursuant to a resolution of the Executive and not otherwise and its affixing shall be witnessed by two members of the Executive.

17. REGULATIONS AND BY-LAWS

The Executive may make, amend, alter, or rescind such rules, regulations or by-laws as it may deem necessary for the conduct of meetings, for the conduct of the business of the Association, or for the conduct of any postal ballot or appropriately secure internet based ballot provided such are not inconsistent with any of the provisions of these Rules, with the provisions of the Incorporated Societies Act 1908 or the provisions of the Heavy Engineering Research Levy Act 1978 and their amendments and regulations

18. INTERPRETATION

- 18.1 In the event of any questions arising as to the construction or application of any of these Rules, or any by-laws or regulations of the Association, the Executive is hereby empowered to decide the same, and its decision on any such point shall be final and binding on all members.
- 18.2 Unless the context requires otherwise, words importing the masculine gender include the feminine gender and neuter; words importing the singular include the plural and vice versa.

19. ALTERATION OF RULES

- 19.1 Notwithstanding the provisions of Rule 11.8 subject to the provisions of the Heavy Engineering Research Levy Act 1978 and the requirements of Section 21 of the Incorporated Societies Act 1908 the Rules of the Association may be added to, altered or rescinded by resolution of the Ordinary membership of the Association passed:

- i. in the case of a meeting called to consider such resolution for which at least 28 days' notice has been given in writing stating the intention to propose such resolution with a two thirds majority of all the Ordinary membership of the Association for the time being; or
- ii. in the case of a postal ballot or appropriately secure internet based ballot with a two thirds majority of the actual number of votes received by the date specified by the Executive in accordance with Rule 8.5 provided however that the actual votes received by the specified date must constitute at least 30% of total votes available to the Ordinary membership of the Association for the time being as calculated in accordance with Rule 8.3;

and in every case, each Ordinary member shall be entitled to the number of votes calculated in accordance with Rule 8.3.

- 19.2 No addition to or alteration to Rule 3 OBJECTS, Rule 12.5 payments to members or Rule 21 WINDING-UP shall be approved without the approval of Inland Revenue. The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

20. REGISTERED OFFICE

The registered office of the Association shall be at such place as may be determined from time to time by the Executive.

21. WINDING UP

- 21.1 The Association may be wound up in accordance with the provisions of the Incorporated Societies Act 1908 and its amendments and regulations.
- 21.2 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 in a manner decided by the Executive and approved by the Minister to associations (not being members of the Association) having substantially similar objects and activities to those of the Association to be used for purposes similar to the objects for which the Association was established. If at the time of winding up or dissolution of the Association, there is not existent any other association having similar objects and activities to those of the Association or if the then members of the Association do not in general meeting determine that property shall be transferred to or applied towards any such other association, then the property of the Association shall be applied toward such purposes as may be decided by the Executive and approved by the Commissioner of Inland Revenue.

22. NEW RULES

All previous rules of the Association are hereby rescinded.



Mike Lehan
(Chair of the Executive)



Matthew Kidson
Deputy Chair



Noel Davies
Executive Member