

**Rules of the
Wood Processors and Manufacturers Association
(WPMA)
of New Zealand Incorporated**

Date: 1 July 2014



History:

- Registered 1 July 2014
- Amended 10 December 2015. Amended Rules 7.1 Board Make Up, 8.2 Rotation and 8.3 New Nominations
- Amended 8 November 2016. Amended rules 5.2c Membership Categories and 7.1iii Board Make Up
- Amended 10 May 2017. Amended Rules 8.2 Election of Directors to the Board – Rotation, 8.8 Election of Directors to the Board – Eligible Persons and 12.8b Meetings of the Board – Appointment of Alternatives.
- Amended 15 November 2017. 8.3 Election of Directors to the Board – New Nominations
- Amended 5 December 2018. 3.1 Objects of Association and 3.2 Powers of Association

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RULES OF THE WOOD PROCESSORS AND MANUFACTURERS ASSOCIATION (WPMA) OF NEW ZEALAND INCORPORATED

1. Interpretation

1.1 Definitions

In these Rules:

Association means the Wood Processors and Manufacturers Association (WPMA) of New Zealand Incorporated;

Affiliate Member means an affiliated member admitted in accordance with Rule 5.3;

Alternate Director means an alternate director appointed in accordance with Rule 12.8;

Auditor means the auditor from time to time of the Association appointed in accordance with Rule 18.5;

Board means Directors who number not less than the required quorum, as set out in Rule 11.2, acting together as the board of Directors of the Association;

Category A has the meaning given to it in Rule 5.2;

Category B has the meaning given to it in Rule 5.2;

Category C has the meaning given to it in Rule 5.2;

Category D has the meaning given to it in Rule 5.2;

Chairman means the chairman of the Board elected in accordance with Rule 8.4;

Director means each person appointed as a director of the Association in accordance with Rule 8;

Chief Executive Officer means the principle administrator of the Association, as appointed by the Board in accordance with rule 14;

Incorporated Societies Act means the Incorporated Societies Act 1908;



Member means each person or body corporate who is admitted as a member of the Association by the Board pursuant to Rule 5.1b;

Special Members' Meeting means a meeting of Members which all Members, regardless of Membership Category, are entitled to attend;

Members' Register means the register of Members maintained by the Association in accordance with Rule 17;

Membership Category means a category of Members specified in Rule 5.2;

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

Sector means the New Zealand wood processing and manufacturing sector;

Term means, in relation to a Director, the period of three years during which he or she is to hold office as a Director; and

Year means a twelve month period commencing 1 July.

1.2 Construction

In these Rules, unless the context otherwise requires, any reference to:

- a. the headings appear as a matter of convenience and do not affect the construction of these Rules;
- b. in the absence of an express indication to the contrary, references to Rules or paragraphs are references to these Rules and to paragraphs of these Rules;
- c. a reference to any statute, statutory regulation or other statutory instrument includes that statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
- d. the singular includes the plural and vice versa and one gender includes the other gender;
- e. the words **written** and **writing** include facsimile communications and any other means of communication resulting in permanent visible reproduction;
- f. the word **person** includes:



- i. a reference to the person's executors, administrators or successors;
- i. a partnership, a body corporate, a trust or unincorporated body or entity; and
- ii. two or more persons acting jointly; and
- g. words or expressions defined in the Incorporated Societies Act, and not otherwise defined in these Rules, have the same meaning where they are used in these Rules.

2. Name of Association

The name of the Association is the Wood Processors and Manufacturers Association (WPMA) of New Zealand Incorporated.

3. Objects and Powers of the Association

3.1 Objects of Association

- a. The objects of the Association are to promote the further development of the Sector on behalf of its Members as an advisory and advocacy body. The Association shall take into account the collective interests of the Members in the development of the Sector as a whole, but not necessarily any particular Members interests.
- b. The Association's secondary objective is to encourage Members to adopt policies and practices that advance the development of the Sector; that are endorsed by the Association; and that are socially responsible and environmentally sustainable in order to assist Members to advance their own commercial and business interests and their international activities.
- c. The Association will carry out its objectives in a manner that is consistent with supporting the Sector in general and its Members in particular, including by:
 - i. providing a forum for the discussion and resolution of issues affecting Members and the Sector;
 - ii. promoting, protecting and representing the collective interests of the Members in



relation to matters, whether legislative, regulatory or otherwise, that may affect the Sector.

- d. The Association is also:
 - i. to account to Members on the Association's activities; and
 - ii. to do all such other things as may be incidental or conducive to the attainment of all or any of the above objects.

[Rule 3.1 amended 5 December 2018, replacing

- a. *The objects of the Association are, on behalf of its Members, to promote the further development of the Sector on a basis that is profitable, internationally competitive, socially responsible and environmentally sustainable and, in particular, to promote the interests of the Members, including by:*
 - i. *providing a forum for the discussion and resolution of issues affecting Members and the Sector;*
 - ii. *promoting, protecting and representing the collective interests of the Members in relation to matters, whether legislative, regulatory or otherwise, that may affect the Sector.*
- b. *The Association is also:*
 - i. *to account to Members on the Association's activities; and*
 - ii. *to do all such other things as may be incidental or conducive to the attainment of all or any of the above objects.]*

3.2 Powers of Association

The Association has all the powers necessary for, or ancillary or incidental to, fulfilling each object of the Association, including:

- a. the rights, powers and privileges of a natural person;
- b. the power to borrow money and give security over real or personal property;
- c. the power to be joined in, or refuse to be joined in, any legal action or civil dispute for or against any Member;



- d. the power to allow the Association to have free and robust discussion within the boundaries of the Commerce Act;
- e. the power to provide mediation or arbitration services for Members where a dispute arises between them;
- f. the power to recover any costs incurred in providing mediation or arbitration services from the relevant Members;
- d. the power to refuse to champion or promote one Member's interests over another Member's interest where these may vary or be in conflict.

[Rule 3.2 Amended 5 December 2018, replacing

- a. the rights, powers and privileges of a natural person; and*
- b. the power to borrow money and give security over real or personal property.]*

4 Location of Association

The registered office of the Association will be located at such place within New Zealand as the Board decides.

5 Membership

5.1 Members

- a. The Board will admit as a Member every person or body corporate who is a processor of wood in New Zealand including, without limitation, sawmillers, pulp and paper manufacturers, and panel producers, and secondary manufacturers, fabricators and new technology enterprises.
- b. Any person or body corporate that satisfies the description set out in paragraph (a) above may only become a Member, and not an Affiliate Member, except as determined by the Board from time to time.
- c. Members will be assigned a Membership Category, or Categories, on receipt of their



membership application. The Board will reassign a Membership Category or Categories for a Member if the Board determines that the nature of the enterprises' owned by that Member, or the annual quantity (in tonnes) of round wood input owned by that Member, changes such that the Member satisfies the requirements of another Membership Category or ceases to satisfy the requirements of a Membership Category.

5.2 Membership Categories

The Membership Categories are as follows:

- a. a category comprising Members that own pulp and paper mills or own panel mills (MDF, Particle Board, Plywood etc) **(Category A)**;
- b. a category comprising Members that own sawmills with an aggregate annual quantity (in tonnes) of round wood equivalent input in the immediately preceding year of 100,001 tonnes or more and Members that own sawmills with an aggregate annual quantity (in tonnes) of round wood equivalent input in the immediately preceding year of 100,001 tonnes or less **(Category B)**;
- c. a category comprising Members that own remanufacturing operations or Members that own treatment operations. **(Category C)**;
- d. a category comprising Members that manufacture Engineered Wood Products (LVL, Glulam) or Members that produce laminated wood products **(Category D)**;

[Rule 5.2c Amended 8 November 2016. a category comprising Members that own finger jointing operations or Members that own mouldings and clear board operations to a category comprising Members that own remanufacturing operations or Members that own treatment operations]

5.3 Affiliated Membership

- a. The Board may, subject to Rule 5.1(b), admit as an Affiliate Member any person or body corporate that the Board determines is conducive to furthering the objects of the Association which may include, without limitation, groups or organisations involved in supplying services and materials to Wood Processors and Manufacturers.
- b. Affiliate Members are to be required to contribute to the core funding of the



Association as determined by the Board.

- c. The Board will determine the rights, obligations and status of each Affiliate Members.

5.4 Fees

Each Member will be liable to pay the following fees to the Association:

- a. an annual base membership fee in such amount and payable in such manner as may be determined from time to time by the Board.
- b. For the 2014 / 2015 financial year, members of the former WPA will pay;
 - i. an annual fee of an amount calculated on the basis of a rate per the aggregate annual quantity (in tonnes) of round wood equivalent input of all processing facilities that are represented by the Member in the immediately preceding year provided that only Members that represent an annual volume in excess of a minimum annual quantity (in tonnes) will be liable to pay this fee and this fee may not exceed a maximum annual monetary amount, with such rate being determined from time to time by the Board and with such fee payable in such manner as may be determined from time to time by the Board; and
- c. For the 2014 / 2015 financial year, members of the former PMA will pay;
 - i. an annual fee will be calculated on the basis of value of turnover as per the system used in 2013 / 2014.
- d. during the 2014 / 2015 financial year the newly formed WPMA Board will determine and agree the mechanism for calculating and setting the fee rates to be paid in 2015 / 2016 year.
- e. any project based funding as the Board from time to time determines is required, provided that:
 - i. not less than three months' notice must be given to Members by the Board before levying any such funding; and
 - ii. project funding may, if the Board so determines, be levied only from Members involved in, or assessed by the Board as likely to benefit from, the relevant project,
 - iii. provided that, in relation to membership periods less than one year, the annual



fees will be pro-rated for the period of membership.

6. Cessation of Membership

6.1 Members' rights

The rights of each Member under these Rules are subject to, and contingent upon, the Member continuing to:

- a. be a processor and manufacturer of wood in New Zealand; and
- b. pay the fees payable by that Member in accordance with Rule 5.4 on their due date.

6.2 Termination

- a. If a Member ceases to satisfy the requirements of Rule 6.1(a), the Member is to notify the Association within 14 days of the date on which it so ceased and the Board will terminate that Member's membership accordingly.
- b. If a Member ceases to satisfy the requirements of Rule 6.1(b), the Board must notify the Member and if the Member fails to satisfy those requirements within 14 days of the date of that notice the Board will be entitled to terminate that Member's membership accordingly.
- c. If a Member takes action that the Board considers is likely to bring the Association into disrepute, the Board may notify the Member concerned and, unless the Member has remedied that circumstance to the satisfaction of the Board within 14 days of that notice, the Board will be entitled to terminate that Member's membership accordingly.

6.3 Voluntary cessation

- a. A Member may voluntarily relinquish the Member's membership of the Association by notifying the Association in writing that the Member wishes to cease to be a Member by not less than two months' notice.
- b. Following receipt of a notice under Rule 6.3(a), the Board will terminate the Member's membership accordingly.



6.4 Consequences of termination of membership

Each person whose membership of the Association is terminated ceases to be a Member, but is to remain liable to the Association for all moneys due to the Association by that member, in respect of the financial year in which the cancellation of membership of the Association occurs.

6.5 Evidence of termination

A statutory declaration by a Director or any other person authorised by the Board that a person's membership of the Association has been terminated on a specified date is to be conclusive evidence of that matter.

7. Management of Association

7.1 Board make up

- a. Management of the Association will be vested in a Board comprising the following membership categories:
 - i. Two Directors from pulp, paper and panels sector;
 - ii. Four Directors from sawmilling sector;
 - iii. Two Directors from remanufacturing and treatment sector;
 - iv. Two Directors from EWP (LVL, Glulam and CLT) and laminating sector;
- b. The Chair and Deputy Chair of the Association will endeavour to ensure that the skills represented in the Board are those set out in Section 24; Board Skills Guidelines
- c. The WPMA Board will review the Board makeup during the first year of operation.

[Rule 7.1 amended 10 December 2015, replacing Three Directors from sawmilling sector with Four Directors and One Director from EWP and Laminating sector with Two Directors]

[Rule 7.1 amended 8 November 2016, Two Directors from finger jointed, dressed boards and moulding sector to Two Directors from Remanufacturing and Treatment sector]



7.2 Provision of information

Each Member shall provide such information as may reasonably be requested by the Board in relation to its aggregate annual quantity (in tonnes) of round wood equivalent input and/or lumber input of all processing facilities and/or secondary manufacturers and new technology enterprises, by way of turn over bands that are represented by that Member for the purposes of determining fees payable by, and the Membership Category applicable to that Member under these Rules.

8. Election of Directors to Board

8.1 Tenure

Subject to Rule 8.3, Directors will hold office for a Term and will be eligible for re-election.

8.2 Rotation

All Directors need to be re-nominated on a three yearly basis (at AGM meeting), and will be re-elected by voting from each respective membership category.

[Rule 8.2 amended 10 December 2015, replacing all Directors need to be re-nominated on an annual basis with all Directors need to be re-nominated on a two yearly basis]

[Rule 8.2 amended 10 May 2017, replaced with Directors need to be re-nominated on a three yearly basis (at AGM meetings) and will be re-elected by voting from each respective membership category. One third of Directors will stand for re-election each year at the AGM, on a roster system]

8.3 New Nominations

New nominations for Director of each membership category may also be received three yearly, and stand for election against re-nominated Directors.

[Rule 8.3 amended 10 December 2015, replacing new nominations for Director of each membership category may also be received annually with new nominations for Director of each membership category may also be received two yearly]

[Rule 8.3 amended 15 November 2017, replaced with new nominations for Director of each membership category may be received two yearly with new nominations for Director of each



membership category may be received three yearly]

8.4 Chair and Deputy Chair roles

- a. The terms of office of the Chair and Deputy Chair roles on the Board are not to exceed two years. They are eligible for immediate or subsequent re-election.
- b. Members in Categories A to D under Rule 5.2 can nominate and vote on a Chair and Deputy Chair of the Board.
- c. Nominations for Chair of the Board can be from within the Board structure or from outside the Board Structure.

8.5 Extraordinary vacancy

Notwithstanding the provisions of Rule 8.2, in the event of an extraordinary vacancy caused by:

death; or

resignation; or

loss of qualification; or

any other incapacity,

of any Director, a by-election by postal ballot in accordance with Rule 8.7 among the Members of the category that elected the Director causing the vacancy will be held on a date set for the election by the Board, to be within twelve weeks of the date of the meeting of the Board at which such vacancy was recorded.

8.6 Election by vote

For the 2013 / 2014 year the standing Chairs of WPA and PMA continue in the roles of Chair and Deputy Chair of WPMA respectively. They will remain in these positions until the first meeting of WPMA which will be a Special Meeting to elect a Chair and Deputy Chair. In that meeting the standing Chairs are eligible for re-election.

Thereafter the election of Directors, Chair and Deputy Chair will be organised and conducted by the Chief Executive Officer.

For every election of Directors, the Chief Executive Officer will provide to each Member in writing;



on or before the date falling six weeks prior to the date set for the election of Directors by the Board:

i. Board Nomination Process

- a. details of the Membership Category or Categories in which such Member is entitled to vote;
- b. enclose a form to be completed by the Member advising in the event of a change from the preceding year the full name and address of the person authorised to exercise that Member's vote and to accept nomination for election to the Board;
- c. a list of Members falling within the same Membership Category, together with a list of the full names and addresses of the persons authorised to exercise the vote on behalf of each such Member and authorised to accept nomination as a candidate;
- d. a form of nomination as a candidate for election to the Board representing the Membership Category or Categories in which the Member is entitled to vote; and
- e. details of the date by which nominations must be received, which must be no later than three weeks prior to the date set for the election of Directors by the Board.

ii. Board Election Process

- a. no later than two weeks prior to the date set for the election of Directors by the Board, the Chief Executive Officer will distribute to all authorised electors in each of the Membership Categories, a ballot paper listing the full names of the candidates nominated for election within the appropriate category.
- b. Each ballot paper is to be returned to the Chief Executive Officer not later than 5.00 pm on the day prior to the date set for the election of Directors by the Board.
- c. The persons elected will be the number required to fill the vacancies with the highest votes from Members of the relevant Membership Category in favour of them. Within one week of the close of the ballot, the Chief Executive Officer will advise every elector by means the Chief Executive Officer deems appropriate (including electronic mail) the names of the successful candidates elected by each of the Membership Categories.
- d. The successful candidates will hold the position of Directors from the date elected and may exercise all powers of such Directors under these Rules from that date.



- e. The Chief Executive Officer will not less than bi-annually convene a meeting of the Directors elected to the Board, and will conduct elections among the Directors for the purposes of electing from amongst the Directors, the Chairman and Deputy Chairman.

8.7 Members' Votes

For the purposes of nominating persons for election as a Director, Members will be entitled to nominate one person in respect of each Membership Category of which that Member is a member.

8.8 Eligible Persons

Rule 8.8 amended 10 May 2017 with the addition of the following:

{Any person nominated to be a Director that represents a company must be the chief executive, managing director, or manager reporting to the managing director or chief executive or principal shareholder of that company}

{Not more than one employee of any company or group of companies will be entitled to be a Director at any time and, accordingly, if an employee of a company or group of companies is a current Director no other employee of that company or group of companies may be nominated to be a Director. The only exception to this rule is when the Chairman has been appointed from outside the Board of Directors in accordance with Rule 8.4}

9. Powers and Duties of Board

9.1 Management of Association

The business and affairs of the Association, including the control and investment of funds of the Association and the borrowing of money by the Association, is to be managed by, or under the direction or supervision of, the Board.

9.2 Exercise of Powers of the Board

- a. The Board may exercise all the powers of the Association which are not required, either by the Incorporated Societies Act or these Rules, to be exercised by the Members.



- b. The Board may delegate to a committee of Directors or Members, a Director, an employee of the Association, or to any other person or class of persons, any one or more of its powers vested in the Board pursuant to this Rule.
- c. The Members, or any other person in whom a power is vested by these Rules or the Incorporated Societies Act, may ratify the purported exercise of that power by a Director or the Board in the same manner as the power may be exercised.
- d. The purported exercise of a power that is ratified under this Rule is deemed to be, and always to have been, a proper and valid exercise of that power.

10. Chairman of the Board

10.1 Chairman of Board to act

- a. The Chairman of the Board is to be elected biennially in accordance with Rule 8.4.
- b. The Chairman of the Board will also be Chairman of the Association. The duties of the Chairman will include:
 - i. signing all instruments requiring his or her signature; and
 - ii. performing all acts as assigned by the Board.
- c. The Chairman will have a deliberate vote but no casting vote.

10.2 Regulation of procedure

The Chairman is to regulate the proceedings at Members' Meetings and meetings of the Board.

10.3 Adjourning meetings

- a. The Chairman may, and if directed by a Members' Meeting must, adjourn a Members' Meeting to a new time and place.
- b. No business can be transacted at any adjourned meeting other than unfinished business at the original meeting.



11. Quorum and voting at Board Meetings

11.1 Quorum required

No business may be transacted at a Board meeting if a quorum is not present.

11.2 Size of quorum

A quorum for a Board meeting is 60% or more Directors present.

11.3 Lack of quorum

If a quorum is not present within 60 minutes after the time appointed for the commencement of a Board meeting, the meeting is adjourned to such other date, time, and place as the Directors may appoint.

11.4 Voting at Board

- a. At any meeting of the Board, the Directors must endeavour to reach a consensus on questions to be decided by the Board.
- b. Where a consensus cannot be achieved, all questions will be decided by a majority of 75% of those Directors present and voting on the question.
- c. Unless the required majority is obtained, the status quo will be maintained.
- d. A Director present at a meeting of the Board is presumed to have agreed to, and voted in favour of, a resolution of the Board unless that Director expressly dissents or expressly *abstains* from voting on, or votes against, the resolution.

11.5 Votes

Each Director is to have one vote.

11.6 Resolutions in writing

A resolution in writing, signed or assented to by all Directors entitled to vote on that resolution, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents (including facsimile or other



similar means of communication) in like form, each signed or assented to by one or more Directors. A copy of any such resolution must be entered in or kept with the records of Board proceedings.

12. Meetings of the Board

12.1 Methods of holding meetings

A meeting of the Board may be held either:

- a. by a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; and/or
- b. by means of audio, or audio and visual, communication by which all the Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

12.2 Notice of meeting

- a. A Director or, if requested by a Director to do so, an employee of the Association approved by the Board for this purpose, may convene a meeting of the Board.
- b. Notice of a meeting of the Board is to be provided to each Director by:
 - i. notifying in writing (including by electronic mail) every Director ; and/or
 - ii. publishing notice of a meeting in any newsletter or publication as the Board determines.

12.3 Waiver of irregularity

An irregularity in a notice of meeting of the Board is waived if:

- a. all the Directors entitled to receive notice of the meeting attend or participate in the meeting without protest as to the irregularity; or
- b. all Directors entitled to receive notice of the meeting agree to the waiver.



12.4 Insufficient number of Directors

The Board may act notwithstanding any vacancy in their body.

12.5 Chairman and Deputy Chairman

If no Chairman or Deputy Chair has been elected or if, at any meeting of the Board, the Chairman or Deputy Chair is not present within 15 minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their number to be chairman of the meeting.

12.6 Validity of acts

All acts done by any meeting of the Board or of a committee of Directors or by any person acting as a Director are valid notwithstanding:

- a. any defect in the appointment of any Director or person acting as a Director; or
- b. that they or any of them were disqualified; or
- c. any irregularity in a notice of meeting.

12.7 Attendance of Members

- a. A Member may attend any meeting of the Board, provided that the Chairman may exclude Members from matters of commercial sensitivity or matters that may raise privacy issues or impact on the reputation of anybody corporate or person.
- b. The Chairman may limit the speaking rights of Members at such meetings.

12.8 Appointment of Alternates

- a. Each Director may from time to time appoint any person who is not already a Director to be the Director's Alternate Director, subject to the prior approval of the Board. No Director may appoint a deputy or agent otherwise than by way of appointment of an Alternate Director.
- b. Any appointment is only valid for that Board meeting.

{Rule 12.8b amended 10 May 2017 replacing, Any appointment is only valid for that Board meeting with Any appointment is valid for more than one Board meeting,



without seeking further Board Approval}

- c. Each Alternate Director will be entitled to:
 - i. receive notices of all meetings of the Board if the Director for whom the Alternate Director is alternate is known to be either outside of New Zealand or otherwise unavailable to attend meetings;
 - ii. attend and vote at any such meeting at which the Director for whom the Alternate Director is alternate is not personally present; and
 - iii. in the absence of the Director who appointed the Alternate Director, perform all the functions, and exercise all the powers, of that Director.
- d. An Alternate Director will cease to be an Alternate Director after that Board meeting;
 - i. if the Director who appointed the Alternate Director ceases to be a Director or revokes the appointment; and
 - ii. on the occurrence of any event relating to the Alternate Director which, if the Alternate Director were a Director, would disqualify the Alternate Director from being a Director.

12.2 Other procedures

Except as set out in Rule 11 and this Rule 12, the Board may regulate its own procedure.

13. Directors' Remuneration and Other Benefits

The Board may recommend payments and other benefits to the Directors for each financial year of the Association for approval by Members at the annual Members' Meeting held after the beginning of that financial year.

14. Chief Executive Officer

- a. The Board will appoint a Chief Executive Officer.



- b. The Chief Executive Officer will be the principal administrative officer of the Association and will perform all such duties as the Board from time to time decides.
- c. The terms of employment of the Chief Executive Officer will be decided by the Board, including salary, expense allowances, superannuation and the provision of any real or personal property required to enable such officer to fulfil his or her duties.
- d. The Chief Executive Officer will not be entitled to exercise a vote at any meeting of the Association or the Board.

15. Minutes of Meetings

Minutes must be kept of all proceedings at each meeting of the Members or the Board. Minutes of a meeting which have been signed correct by the Chairman (or by the person acting as chairman for that meeting) are conclusive evidence of the proceedings at that meeting.

16. Request for Information

16.1 Request for information

A Member may, at any time, make a written request to the Board for information held by the Association. A written request made by a Member must specify the information sought in sufficient detail to enable the Board to identify it.

16.2 Grounds for refusal

Without limiting the reasons for which the Board may refuse to provide information requested under this Rule 16.2, the Board may refuse to provide information requested if:

- a. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association; or
- b. the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the Association; or



- c. the request for information is frivolous or vexatious.

17. Register of Members

The Chief Executive Officer will compile and maintain at the offices of the Association a register of Members by Membership Category. The register is to include all information required to be kept by the Board in accordance with the Incorporated Societies Act or any other relevant legislation.

18. Financial Records and Auditing

18.1 Money received by Association

- a. All fees and other moneys received by or on behalf of the Association is to be paid to the credit of the Association's account at any bank the Board may appoint from time to time.
- b. All cheques drawn on or withdrawals made from the Association's account will be authorised by signature of any two of the following:
 - i.the Chairman; or
 - ii.the Chief Executive Officer; or
 - iii.such other persons as designated from time to time by the Board.

18.2 Payment from account

The Board may authorise the Chief Executive Officer to operate a separate account for the payment of salaries and wages of employees and agents and the payment of routine administration costs and expense to a limit of expenditure as may be decided by the Board from time to time.

18.3 Investment by Association

The Board may from time to time invest and re-invest the whole or any part of its funds not required for the immediate business of the Association in such securities and upon such terms



as it thinks fit. The Board may delegate this power to the Chief Executive Officer.

18.4 No pecuniary gains

The funds and property of the Association will be devoted solely to the objects specified in Rule 3, and no pecuniary gains will be derived by any Member from the operations or property of the Association.

18.5 Auditor

The Members are, at each annual Members' Meeting, to appoint an Auditor:

- a. to hold office as Auditor from the conclusion of the meeting until the conclusion of the next annual Members' Meeting; and
- b. to audit the financial statements of the Association.
- c. The Board may fill any casual vacancy in the office of Auditor. However, while the vacancy remains, any surviving or continuing auditor may continue to act as Auditor.

The fees and expenses of the Auditor are to be fixed by the Board.

19. Annual Report and Statement of Accounts

- a. The Board will prepare or cause to be prepared a report of its activities for the year ended 30 June in every year, such report to be signed on behalf of the Board by the Chairman and distributed by mail to every Member before 31 October.
- b. The Board will prepare or cause to be prepared an audited statement of financial performance and statement of financial position for the Association for the year ended 30 June in every year, such report to be signed on behalf of the Board by the Chairman, and to be certified as correct by the Auditor, and distributed by mail to every Member before 31 October.



20. General Meetings

20.1 Notice

- a. The Chief Executive Officer is to provide written notice of the time and place of a Members' Meeting to all Members not less than 21 days before the meeting.
- b. Each notice of a Members' Meeting is to state:
 - 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; and
 - ii. the time, place and date of the meeting.

20.2 Irregularity in notice

An irregularity in a notice of a Members' Meeting is to be waived if all the Members entitled to attend and vote at, and who attend, the meeting attend that meeting without protest as to the irregularity, or if all such Members in attendance at that meeting agree to the waiver.

20.3 Remit

- a. Any two Members may propose a remit for consideration at any annual Members' Meeting by written notice to the Chief Executive Officer not less than 35 days prior to the annual Members' Meeting.
- b. The Chief Executive Officer is to include any remits in the notice of the annual Members' Meeting.
- c. Any remit passed by a majority of Members present and voting at an annual Members' Meeting will be referred immediately to the Board as a recommendation.

20.4 Adjourned meetings

If a Members' Meeting is adjourned for a period of less than 21 days, it is not necessary to give notice of the time and place of the recommencement of the adjourned meeting other than by announcement at the meeting which is adjourned.

20.5 Annual Members' Meetings

The Association is to hold an annual Members' Meeting in each calendar year, not later than:



- a. five months after the balance date of the Association; and
- b. fifteen months after the previous annual Members' Meeting.

20.6 Time and place of Annual Members' Meeting

Subject to these Rules, each annual Members' Meeting is to be held at the time and place that the Board determines.

20.7 Special Members' Meeting

Each Members' Meeting other than an annual Members' Meeting is a Special Members' Meeting.

20.8 Calling of Special Members' Meeting

A special Members' Meeting may be called by the Board at any time or may be called following written request by eight or more Members who together constitute a quorum for a Members' Meeting, as set out in Rule 20.9(b). The special Members' Meeting may only consider the matters set out in the notice requesting the meeting.

20.9 Quorum Special Members' Meeting

- a. Subject to Rule 20.9(c), no business may be transacted at a Special Members' Meeting unless a quorum is present.
- b. Two Members from each Membership Category will constitute a quorum for a Special Members' Meeting.
- c. If a quorum is not present within 30 minutes of the time appointed for the Special Members' Meeting, the meeting is adjourned to the same day in the following week and, if at the adjourned meeting, a quorum is not present within 30 minutes of the time appointed for the meeting, the Members or their proxies present are a quorum.

20.10 Voting at Special Members' Meetings

Each Member will be entitled to have one vote except in respect of votes for Directors in which case a Member will be entitled to one vote in relation to each Membership Category of which that Member is a member.



20.11 Proxy Votes

- a. A Member may exercise the right to vote either by being present in person or by proxy.
- b. A proxy for a Member is entitled to attend and be heard at a Special Members' Meeting as if the proxy were the Member.
- c. A proxy must be appointed by notice in writing signed by the Member and the notice must state whether the appointment is for a particular meeting or a specified time.
- d. No proxy is effective in relation to a Special Members' Meeting unless a copy of the notice of appointment is produced earlier than 48 hours before the start of the Special Members' Meeting.
- e. A body corporate that is a Member may appoint a representative to attend a Special Members' Meeting by notice in writing signed on behalf of the Member.

21. Amendment to Rules

- a. Authority to amend, alter, add to or rescind these Rules will be vested solely in the Members, and no amendment, alteration, addition or rescission of these Rules will become effective unless approved by the Members in accordance with this Rule 21.
- b. These Rules will be amended, altered, added to or rescinded upon the passing of a resolution by not less than 75% of those Members present and entitled to vote at a Special Members' Meeting of which notice has been given in accordance with Rule 20.1.
- c. Every notice given under Rule 21(b) must set out the text and purport of the proposed amendment, alteration, addition or rescission of these Rules.
- d. Duplicate copies of every amendment, alteration, addition or rescission to the Rules shall be delivered to the Registrar in accordance with the requirements of the Incorporated Societies Act.
- e. No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made without approval from Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included



and implied into any document replacing this document.

22. Seal

The common seal of the Association is to be kept in the custody of the Chief Executive Officer or honorary solicitor and will only be affixed to any deed or document in pursuance of a resolution of the Board and in the presence of the Chairman, one other Director of the Board and the Chief Executive Officer and the person affixing this seal will at the same time sign the relevant document.

23. Dissolution

- a. The Association may be wound-up by a resolution of its Members in accordance with section 28 of the Incorporated Societies Act.
- b. In the event of the Association being wound-up, the surplus assets after payment of the Association's liabilities and the expenses of the winding-up must be given to a cause that will further the interests of the Sector.



24. Board Skills Guidelines

Skills	Pulp, Paper, Panels X 2	Sawmillers X 4	Remanufacturing, Treatment X 2	EWP, Laminating X 2
Chair				
Policy & Legal				
Financial				
Marketing				
Public Relations				
Operational				
Collaboratives				
Export Strategist				