

The New Zealand Master Pool Builders Incorporated

Rules

1 Name:

The name of this incorporated society is The New Zealand Master Pool Builders Incorporated (“the Society”)

2 Objects:

The objects of the Society shall be:

- (a) to promote the wider commercial interests of members of the Society by way of exhibitions or any other concerted activities and to undertake and co-ordinate promotion of swimming pools in such ways as in the opinion of the Society will enhance the profile of the swimming pool construction industry or which will otherwise be conducive to these objects or any of them;
- (b) to provide a forum for discussion and debate by and between members relative to all aspects of the swimming pool construction industry and to facilitate co-operation among members;
- (c) to foster and promote the good reputation of members of the Society and to that intent to set standards and benchmarks for good practice in all areas of swimming pool construction and commercial dealings;
- (d) to enter into arrangements and agreements with Government or governmental organisations or any local authority providers of utility services relative to the construction, installation and maintenance of swimming pools;
- (e) to raise money by way of levies on members in order to further any or all of the objects and to spend such part of the levies as the Society shall think fit on staff or consultants engaged to further the Society’s objectives. (No member or person closely connected with a member of the Society shall derive any income, benefit or advantage from the Society in any case where any such member or person might materially influence the payment of any income, benefit or advantage);
- (f) To advertise the industry by such means as the Society may from time to time resolved;
- (g) Generally to do all things which may in the opinion of the Society assist in the promotion of all or any of the above described objects.

3 Membership: (Amended AGM 2009)

- (a) Only individuals may be members of the Society. (Corporate membership shall not be permitted). Any sole trader or member or employee of a firm or director or employee of a company engaged in the industry anywhere in New Zealand may become a member of the Society in any of the following classes:

MEMBERSHIP TYPES (Amended July 2009)

B: BUILDER More than 5 yrs operating a business building, planning or supervising the installation of inground swimming pools. Full Membership Fees

F: FIBREGLASS INSTALLER More than 5 yrs operating a business installing or supervising the installation of in-ground COMPOSITE OR FIBREGLASS swimming pools. Full Membership Fees

T: TRADE SUPPLIER Owner or operator of a business that supplies pool components to the trade. Full Membership Fees

A: ASSOCIATE MEMBER

- (a) LESS than 5 yrs in business, building, planning or supervising the installation of in-ground swimming pools (upgradeable to FULL BUILDER MEMBER after 5 yrs) Full Membership Fees
- (b) Retail Pool Shop supplying pool associated products to the public. Full Membership Fees
- (c) Qualified Pool Servicemen. Full Membership Fees
- (d) Employee and other non-ownership people wishing to take the NZMPB Inc training courses (\$100 fee)

(DELETED:)

- (i) ~~Builder members are members who have carried on business for not less than five years in the on-site construction of in-ground swimming pools. Such members shall enjoy to the fullest extent the advantages of membership of the Society including full voting rights at any general meeting. Such members shall pay the full annual membership fee.~~
- (ii) ~~Builder (country) members are members who have carried on business for not less than five years in the on-site construction of in-ground swimming pools in areas remote from the place or places where Society meetings are convened and who in consequence have difficulty in attending meetings. Such membership confers the same advantages as for builder members. The fees payable by builder (country) members shall be such a reduced annual membership fee as may be determined from time to time by the Society. For all purposes builder~~

~~members carrying on business in the South Island shall be deemed builder (country) members.~~

~~(iii) — **Builder (probationary) members** are members who have been carrying on business in the on-site construction of in-ground swimming pools in New Zealand for less than five years. Such membership confers the same advantages as for builder members. Such members shall pay the full annual membership fee. Notwithstanding anything in this clause, where a prospective probationary member is a well-established builder of swimming pools, is solvent and of good reputation, the Society may immediately offer him membership as a builder member or builder (country) member as the case may be without further formality despite that such person has not worked in the industry for more than five years.~~

~~(iv) — **Trade members** are members who carry on business servicing the swimming pool industry as the suppliers of goods and services integral to or associated with the construction and/or installation of swimming pools. Trade members may elect one representative who shall for the purposes of all meetings have the same voting rights as any builder member. Trade members shall pay the full annual membership fees.~~

~~(v) — **Retail members (Class 1 and Class 2)** are members who make retail sales to the public of above-ground or fiberglass swimming pools and splash pools, spa pools, filtration equipment, pool covers and chemical and/or operate a retail display centre at which swimming pool equipment is offered for sale to the public.~~

~~— Class 1 retail members shall be retail members who have carried on such business for not less than five years. Such members shall have full voting rights and pay full annual membership fees.~~

~~Class 2 retail members shall be members who have carried on such retail business for less than five years. Such members shall not have voting rights unless and until they have passed industry standards certificate or other qualification or accomplishment satisfactory to the Society whereupon they may apply to the Society for their membership status to be upgraded to class 1. Class 2 members shall pay a reduced annual membership fee as may be determined from time to time by the Society.~~

~~(b) — **Service members Class 1 and Class 2** are members who have carried on business in New Zealand servicing swimming pools and who are skilled in the repair, maintenance and chemical treatment of swimming pools.~~

~~Class 1 service members shall be members who have carried on such service business for not less than five years. Such members shall have full voting rights and pay full annual membership fees.~~

- ~~Class 2 service members shall be members who have carried on such service business for less than five years. Such members shall not have voting rights unless and until they have passed the industry standards certificate or other qualification or accomplishment satisfactory to the Society whereupon they may apply to the Society for their membership status to be upgraded to class 1. Class 2 members shall pay a reduced annual membership fee as may be determined from time to time by the Society.~~
- (c) ~~**Wholesale distributors** are members who service the swimming pool industry as suppliers of pre fabricated fibre glass swimming pool and spa pool shells. Such members may elect one representative who shall have benefits of full membership including full voting rights at any general meeting. Such members shall pay the full annual membership fees.~~
- (d) ~~**Associate members Class 1 and Class 2** comprise those persons peripherally involved in the swimming pool industry such as employees (of swimming pool traders) who wish to avail themselves of the training courses offered by the Society. Such members shall not have voting rights unless and until they have passed the appropriate industry standards certificates of accomplishment. Class 1 members are those whose involvement in the industry has extended for more than five years. Such members shall have full voting rights and pay the full annual membership fees. Class 2 members are members who have been involved in the industry for less than five years. Such members shall not have voting rights and shall pay such reduced membership fees as determined from time to time by the Society.~~
- (e) **Honorary life members** shall comprise those senior members of the swimming pool industry who as determined by a majority of the financial voting members at a properly constituted general meeting have served the Society or the swimming pool industry in an exemplary manner worthy of honour by their peers. Such members shall have full voting rights and shall be members ex officio of the Society. Such members shall not pay any membership fees.
- (f) (Amended July 2009) In these rules all builder members, ~~Class 1 retail members, Class 1 service members, Class 1 associate members,~~ Fiberglass Installers, Trade Members, Honorary Life Members, All Associate subcategories, the elected representative of the trade members and the elected representative of the wholesale distributor members who are financial members of the Society shall be and shall in these rules be together described as “full privilege members”.
- (g) **Membership categories** may be added to or altered from time to time by the Society.

New Membership Category (*Appended following ratification AGM 2011*)

- (i) Licensed Builder Member

- a. Builder Members granted the Certified Builder's License

"The *Society shall* appoint a Select Committee of three *Builder* members from the General Committee to oversee the final stage of issuing a Certified Builder's License.

- b. By conducting a meeting with the applicant to assess his knowledge in accordance with the Dept of Housing & Building's *License Class: Residential Swimming Pool Construction* Personal Interview & Oral Examination."
- c. Providing all aspects of the interviewees are satisfactory, a Certified Builder's License will be issued to the applicant with an expiry date of three years from the date of issuance
- d. The License number shall display the Members ID number plus the date of issue (or the most recent re-newel) i.e. #1234/2020
- e. At the expiry of the Three Year Term, the applicant may re-apply for a further Three Year renewal term not unreasonably withheld.

- (h) **Admission of members:** All persons or business entities seeking to become members of the Society shall complete the appropriate application form and pay the appropriate fees and subscriptions.
 - (a) Every application for membership must be proposed and seconded by full privilege members. Prospective members must nominate suitable referees and must provide proof of their financial stability.
 - (b) The names of all applicants shall be posted by the secretary on the Society website for a period of not less than 14 days. Existing members may object in writing to any such application (or by e-mail) to the Society's secretary giving reasons for the objection. Such objections must be communicated in writing to the secretary within seven days after the period of 14 days referred to. In the case of an objection the acceptance or otherwise of the candidacy in question shall be resolved at the next general meeting.
 - (c) Applications for Society membership will be reviewed and voted on at the next duly convened meeting of the Society after the expiry of the periods referred to in sub-clause (i) (b) above. The Society may take into account (in addition to the information furnished with the application) such additional information as it considers relevant to the application. In the event of the rejection of any application the application fee shall be

returned to the applicant. No rejected applicant may re-apply for full membership within 12 months of the date of notification of his rejection.

- (i) Members may cease to become members of the Society at any time by forwarding a written resignation to the secretary of the Society. Members may be suspended or expelled (on the grounds of non payment of levies or otherwise) only by a two-thirds majority of members present at an annual general meeting or special general meeting called for that purpose.

4 **Governance**

The Society shall act by and through a committee of members (“the committee”). The committee shall comprise the officers of the Society who shall be the Society president, the Society vice-president, the Society secretary (who may or may not be an employee of the Society) and the Society treasurer, and four other members of the Society.

5 **Election of committee members**

- (a) Elections to the committee (including the posts of officers) shall be held at each annual general meeting of the Society. Failing their re-election committee members shall retire at such annual general meeting.
- (b) Only full privilege members of the Society shall be eligible for election or appointment to the committee.
- (c) Any full privilege member of the Society may stand for election as an officer of the Society or member of the committee and any existing officer or committee member may stand for re-election. There shall be no restriction on the number of terms a committee member may remain in office.
- (d) All candidates for election to the committee must be nominated and seconded by full privilege members eligible to vote. The names of candidates together with their proposers and seconders must be forwarded in writing to the Society secretary not less than seven days before the date fixed for the annual general meeting.
- (e) The proposer, seconder and consent of the member nominated must be included in the nomination form which shall be displayed by the Society secretary on the Society website immediately after the expiry of the period of seven days referred to in clause 5(d) above. When the number of nominations for committee membership does not exceed the number of positions available, the persons so nominated shall be declared elected to the respective positions at the annual general meeting. If more members are nominated for any position than are necessary to fill such positions, a ballot shall be held at the annual general meeting. In the event of there being insufficient nominations for vacant

positions those members of the committee who have been deemed elected shall appoint a member or members to fill the vacant positions.

- (f) Any vacancy on the committee arising between annual general meetings shall be filled by the committee by appointment at its next meeting. Any committee members so appointed shall retire at the next following annual general meeting but shall then be eligible for election.
- (g) Any member of the committee may be removed from office by resolution of the Society pursuant to any properly convened general meeting.
- (h) All officers of the Society and other Society members shall retire at the annual general meeting but shall be eligible for re-election. There shall be no restriction on the number of terms an officer or other committee member may hold office.
- (i) Any committee member absent from three consecutive meetings of the committee without leave shall cease to be a member of the committee.

6 **Quorum of the committee**

- (i) A quorum shall be five members comprising the Society president, two builder members and any two other full privilege members who may or may not be officers of the Society.
- (ii) In the case of a duly convened meeting not attracting a quorum, the attending members may continue with informal business and Society sponsored events (such as a dinner meeting) at the expense of the Society. Minutes are not required to be taken in that situation.

7 **Duties of the committee**

It shall be the duty of the committee generally to conduct the affairs of the Society, to keep usual and proper books of account properly posted up and maintain other records of the business of the Society and properly to notify members of intended meetings and the business to be dealt with and to prepare and submit to the annual general meeting a report, balance sheet and statement of accounts for the preceding year. Notwithstanding anything in these rules the committee shall implement any direction which is the subject of a resolution of a majority of the members in general meeting.

8 **Powers of committee:** The committee may:

- (i) employ (on such terms as it thinks fit) a professional Society secretary who shall ex officio be a member of the committee

- (ii) Employ from time to time agents, consultants and advisers
- (iii) Appoint sub-committees for any special purpose
- (iv) Resolve to reimburse officers for all expenses incurred in the furtherance of the Society's objectives.
- (v) Recommend changes to subscriptions and fees to a general meeting.
- (vi) Fix the date of the annual general meeting.
- (vii) Determine the financial year of the Society.
- (viii) Make regulations from time to time to facilitate the functioning of the Society but subject always to clauses 13 and 14 of these rules.
- (ix) Except where otherwise provided in these rules enter into any contract for any purpose which in the opinion of the committee promotes the objects of the Society which shall be bound by such contract.

9 **Annual general meeting**

- (i) The annual general meeting will be held during the month of April and the agenda for that meeting shall include the following:
 - Minutes of the previous AGM
 - Annual report of the Society president
 - Annual financial statements for the previous year
 - Election of officers and committee
 - Appointment of an auditor for the ensuing year
 - Provision for the setting of budgets, subscriptions and fees for the forthcoming year and for the adoption or amendment of any budget proposed by the committee
 - General business: notices of motion for the annual general meeting must be communicated in writing to the Society secretary at least 21 days prior to the date of the meeting. The Society secretary shall include such notices of motion with the notice to all members convening the annual general meeting and the agenda for such meeting. Before any such notice of motion is debated it shall be proposed and seconded by a full privilege member at the annual general meeting.
- (ii) A quorum for the annual general meeting shall be 10 full privilege members. If a quorum is not present within half an hour of the time appointed for the meeting

the meeting shall not then be held and notice of a further annual general meeting must be given in accordance with these rules.

10 **Special meetings**

- (i) A special general meeting may be called at any time on the written (email) request to the Secretary of any five members of the Society provided that ten clear working days' notice of intention to hold such a meeting is given to all members by means of the Society website or otherwise in writing.
- (ii) The quorum for a special general meeting shall be the same as for the annual general meeting.

11 **General meetings**

- (i) The committee shall call general meetings at least four times in each year.
- (ii) Ten clear days' notice of intention to hold any general meeting including the annual general meeting shall be given by the Society secretary by means of the Society's website or otherwise in writing to members.
- (iii) A quorum shall be ten members. If a quorum is not present within half an hour after the time appointed for such meeting, the meeting shall not be held.
- (iv) The Society and general meeting may ratify, amend or reject any decision of committee provided that the liability of the Society to any third party pursuant to any contractual arrangements made by the committee shall not be impeached.
- (v) No notice of motion nor any other notice to the Society or the committee shall be effective unless signed or otherwise showing printed at the foot thereof the name of the person or persons giving such notice. All notices of the committee shall be signed by or have printed at the foot thereof the name of the Society's secretary or other person appointed in his stead by the committee.

12 **Voting**

- (i) At all general meetings all full privilege members shall be entitled to one vote and in the case of equality of votes the chairman or other person presiding shall have a casting vote as well as a deliberative vote.
- (ii) Voting shall be by voices or show of hands unless a ballot is called for in which case voting shall be by ballot. In that event votes shall be counted by the Society

secretary and the Society president whose joint declaration as to the result shall be final.

- (iii) Proxy votes furnished by full privilege members shall be counted provided such are received in writing (including faxes and e-mails) and confirm the identity of the member entitled to exercise the proxy.
- (iv) The votes of absentee full privilege members shall be counted provided such votes are communicated in writing (or e-mail or fax) by the member and to the Society secretary and received at least one day prior to the date of the meeting.
- (v) The Society president or in his absence the Society vice-president shall preside at all meetings. In the absence of both the Society secretary or in his absence the Society treasurer shall preside. In the event of the absence of all of those office holders the chairman shall be elected from the floor by the members present.

13 **Rules and regulations**

- (i) These rules including the provision for the categories and classes of membership may be amended at any general meeting provided that any motion for alteration has been passed by a two-thirds majority of members present.
- (ii) No addition to or rescission or alteration of the objects or the winding up clause of these rules shall be effective in the absence of the prior written approval of the Inland Revenue Department.

14 **By-laws**

The committee may make by-laws from time to time for the regulation of the industry provided always that such by-laws shall not operate so as to abrogate modify or vary any provision contained in these rules. In the case of any conflict or inconsistency between these rules and any by-laws these rules shall prevail.

15 **Disputes sub-committee**

- (i) In the interests of encouraging confidence on the part of the general public in the Society, the Society accepts responsibility for investigating misconduct on the part of its members.
- (ii) To that end the committee may create a sub-committee to be called the Disputes sub-committee comprising five members who may or may not (as resolved by the committee) be members of the committee.

- (iii) The Disputes sub-committee shall only investigate complaints which are in writing and where the complainant is fully identified by name and address.
- (iv) Before any such complaint is investigated the complainant may be required (at the discretion of the convener of the Disputes sub-committee) to pay or undertake the payment of the costs of at least one member of the Disputes sub-committee for time and transport at the rate of \$50 per member per hour. Any such payment shall be divided equally between the member or members conducting the investigation on the one part, and the Society on the other part.
- (v) The Society shall not have nor shall it claim any jurisdiction over its members in respect of a dispute provided that the Disputes sub-committee may always make recommendations for resolution of the dispute. A refusal or failure to abide the Disputes sub-committee's recommendation shall be deemed to be misconduct.

16 **Disciplinary provision**

- (i) If a member is alleged to have been guilty of misconduct or breach of these rules or any regulations made by the committee or otherwise to have brought the Society or any of its members into disrepute, the committee may suspend the member who is the subject of the allegation pending investigation and determination by the committee.
- (ii) In the event that the committee finds the allegations proved, it may impose such penalty or penalties as it sees fit including censure, suspension, payment of costs or expulsion or any combination of these provided always that a resolution of the Disputes sub-committee for expulsion will only be effective if sanctioned by the committee.

17 **Entrance fees and subscriptions**

- (i) Each member shall pay an annual membership fee in such amount as shall be recommended from time to time by the committee and confirmed or amended by the members at the annual general meeting and due on such date as shall be specified by the committee. Annual membership fees may be different (as resolved by the committee from time to time) for each class of membership.
- (ii) The "current year" will be from 1 July to 30 June or as otherwise decided by the committee. Fees for the "current year" shall be due for payment no later than three months after the commencement of the year.
- (iii) Annual membership remittances are to be made in accordance with the payment options prescribed by the committee from time to time. If a member's

annual fee is not paid in accordance with the manner prescribed by the committee within 30 days after becoming due, the committee shall give written notice to the defaulting member advising him that if his annual fee is not paid within 14 days then his membership shall be terminated and the committee may terminate membership accordingly.

- (iv) The committee shall have the power to require (over and above annual membership fees) payment of an entrance fee by new members which may (in the discretion of the committee) be different for each of the various classes of membership.

18 **Funds**

- (i) All funds belonging to the Society shall be lodged to the credit of an account or accounts in the Society's name at such bank or banks as the committee shall decide from time to time. Moneys may be withdrawn from such account or accounts under the signature of any two committee members appointed by the committee for such a purpose or the signatures of any one committee member appointed for such purpose and the Society secretary. A signature may be in writing or may be a password required for electronic transactions.
- (ii) Surplus funds of the Society are funds in excess of those required to carry out the operations and objects of the Society. Surplus funds may be invested by the committee in accordance with the Trustee Act 1956 and its amendments. Deeds and other documents in connection with such investments shall be in the name of the Society as an entity.
- (iii) The committee shall not have the power to make any borrowings.
- (iv) The committee may at its discretion expend the Society's funds in the furtherance of the objects of the Society.

19 **Indemnity**

The committee, the Society secretary and staff of the Society shall be indemnified by the Society against all losses and expenses incurred in and about the discharge of their duties excepting such as arise from theft, fraud, collusion for personal gain or gross negligence.

20 **Common seal**

The common seal of the Society shall be held by the secretary at all times and used only as authorised by the officers of the Society. The seal shall be used on

official documents and correspondence of the Society and in circumstances which require the formal validation of the Society. The affixation of the seal shall be countersigned by any two of the officers.

21 Winding up

- (i) The Society may be wound up by resolution to such effect passed by a simple majority of members present at a special general meeting called for such purpose.
- (ii) In the event of the liquidation of the Society any surplus assets after all liabilities have been paid shall be paid to the full privilege members. No surplus assets may be applied to or for the personal benefit of any other member.

NOTES:

Amendments/Additions:

1. MEMBERSHIP TYPES (*Amended July 2009*)
2. Membership: (*Amended following AGM 2009*)
3. New Membership Category (*Appended following ratification AGM 2011*)