



NEW ZEALAND
ARBORICULTURAL
ASSOCIATION INC

**Constitution, By-Laws
and Code of Conduct
of the
New Zealand Arboricultural Association
Incorporated (NZAA)
www.nzarbor.org.nz**

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Prepared by Lucas & Lucas, Dunedin
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NZAA Registered Office:
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Level 1, 149 Victoria Street, Christchurch

CONSTITUTION

1. Name

The name of the association shall be the New Zealand Arboriculture Association Incorporated (“the association”).

2. Mission Statement

To encourage, foster, improve and educate members and others in all aspects of arboriculture throughout New Zealand.

3. Objects and Powers

The objects for which the association is established are:

- (a) To conserve, promote and advance the interests and welfare of arborists operating in New Zealand, and their industry (the industry)
- (b) To encourage a high standard of service, workmanship and honourable practice in arboriculture, and to promote relations between arborists and others connected with or affected by the industry.
- (c) To promote and facilitate a high standard of training within the industry and to provide recognition of arborists whose work is of good quality.
- (d) To provide for and encourage the planting protection and preservation of indigenous and exotic trees.
- (e) To uphold and maintain any just claims of members of the association individually and collectively where the association sees that as appropriate, and in such manner as the association shall think fit.
- (f) To promote or oppose bills, legislation or other measures or by-laws affecting the interests of members or the industry.

AND IN FURTHERANCE OF THESE OBJECTS the association shall have the following powers:

- (g) To use the funds of the association in such manner as the association may consider proper and expedient for the payment of the costs and expenses of the association, for generally furthering the interests of the association and for carrying out the objects of the association or any of them and without limitation to the generality of the foregoing the association may employ counsel, solicitors, agents, officers and employees as shall appear necessary or expedient.
- (h) To co-operate with and/or subscribe to become a member of any other associations whether incorporated or not and whether within New Zealand or not whose objects are altogether or in part similar to those of this association and to procure from and communicate to any such other associations such information as is in the opinion of the association likely to promote the objects of this association.
- (i) To purchase, exchange or otherwise acquire, to take on lease, and to hire any real or personal property and any rights or privileges which the association shall think necessary or expedient for the purposes of attaining the objects of the association or any of them or promoting the interests of the association or its members and to sell, exchange, mortgage, let on bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.
- (j) To borrow or raise moneys.
 - (ja) To give security over all or any of the association’s property on such terms as the Executive think fit.
 - (jb) To lend money to any person, body or society whether

incorporated or not on such terms as the Executive may think fit and to guarantee the performance of contracts by such persons but only in furtherance of the objects of this association.

(jc) To carry on any business or transaction capable of being conducted so as to directly or indirectly benefit the association, and for that purpose to take or otherwise acquire and hold and dispose of shares in any company and without limitation to the generality of the foregoing the association may supply components, equipment and other similar goods to members of the association and/or to the industry.

(jd) To invest all or any of the monies held by the association which are not required for immediate operations of the association in such securities and upon such terms as the Executive shall think fit and are not contrary to the objects of the association.

(je) To produce or publish or maintain any newsletters, writings or other media of communication, and to engage in activities such as meetings, demonstrations and models, lectures and conferences in order to promote the association or to disseminate knowledge for the benefit of members of the association and/or the industry or otherwise in furtherance of the objects.

(k) To construct, improve, alter or maintain any building or works necessary or convenient for the purposes of the association.

(l) To fundraise in any manner, and to solicit and accept donations and gifts and any transfer or conveyance of real or personal property whether subject to any trust or not for any one or more of the objects of the association.

(m) To form or establish any branch of this association within or outside of New Zealand.

(ma) To establish, patronise, promote or control any charitable organisation whether incorporated or not where the Executive considers that such action will directly or indirectly further the objects of this association or any of them, and without limitation to the generality of the foregoing the association may take any such action with respect to any charity or proposed charity that will have the effect in the opinion of the Executive of promoting knowledge of and interest in the objects of this association, of bringing about good publicity or public relations for the association or the industry, or of promoting good relationships within the industry.

(mb) To have regard to the principles of the Treaty of Waitangi in the manner that any powers are exercised to achieve the objects of the association.

(n) Generally to do all such things as are incidental to or conducive to the attainment of the above objects (a) to (f) or any of them and otherwise to promote any other activity not repugnant to those objects, and the generality of this paragraph is not limited by the specificity of the paragraphs preceding it.

PROVIDED THAT none of the aforementioned objects or powers shall be construed as including or allowing any object or purpose of "pecuniary gain" within the meaning of that term in sections 4 and 5 of the Incorporated Societies Act 1908.

4. Registered Office

The registered office may be at such place in New Zealand as the Executive of the association may from time to time decide.

5. Common Seal

5.1 The common seal of the association shall be that adopted by the Executive who shall be responsible for the safe custody and control of it.

5.2 Whenever the common seal of the association is required to be affixed to any deed, document or other instrument the seal shall be affixed pursuant to a resolution of the Executive and the document shall be signed by any two members of the Executive or by one such member and the Administration Officer appointed by the Executive.

5.3 The Executive officers that shall normally have custody of the Common Seal are the President and/or the Treasurer of the Association.

6. Distribution of Surplus Assets on Liquidation

In the event of the association being put into liquidation the surplus assets after payment of all costs, debts and liabilities of the association (including the expenses of the winding up) shall be given to such one or more associations (whether incorporated or not), bodies corporate or trusts which include as their main objects objects that are similar to those of this association (or any of them) and in such proportions between such eligible beneficiaries and on such terms as the members may decide in the following manner.

The members may from time to time decide by special resolution passed at a meeting what one or more eligible associations, bodies corporate or trusts will benefit from the surplus assets of the association in the event that the association is put into liquidation and if more than one in what proportions between them, and the latest such resolution of the members when the association is put into liquidation shall apply.

In default of any such special resolution in place by the members on liquidation then the organisation known at the date of this incorporation as "RNZIH Notable Tree Scheme" shall be the beneficiary of the surplus assets.

7. Alteration of Rules

7.1 These rules may be altered, added to or rescinded or otherwise amended by a special resolution passed by the members at an annual general meeting on the recommendation of the Executive.

7.2 Every notice of such special resolution shall set forth the purport of the proposed alteration, addition, rescission or other amendment.

7.3 Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908.

8. By-laws, Code of Conduct and Standing Orders

The association may from time to time by special resolution at an annual general meeting make, amend or rescind by-laws not inconsistent with these rules governing procedure at special and annual general meetings and the publication of the association's reports.

The association may also from time to time by special resolution at an annual general meeting adopt, amend or rescind a "Code of Conduct" for members of the association. The Code of conduct may include minimum standards that members are required to comply with.

The Executive may also make, amend or rescind standing orders and regulations for the internal management of the association and its members that are not inconsistent

with these rules and any by-laws of the members.

9. Notice

Every notice required to be given to members or anyone of them shall be deemed to have been duly delivered if posted to such member in a pre-paid letter addressed to him, her or it at his, her or its last address known to the association.

10. Eligibility for Membership

Any person or body corporate engaged or interested in any manner in the arboriculture industry shall be eligible to be a member, provided that the members may by special resolution from time to time proscribe any defined class or classes of persons or bodies corporate that are to be excluded from becoming new members of the association.

11. Application for Membership

Any person or body corporate wishing to become a member must apply in writing to the Executive, and if applicable using any forms required by the Executive. The Executive must approve all new members. The Executive may decline to approve any new member if the Executive is of the opinion to accept the applicant as a member would not be in the best interests of the association or its members. The Executive shall not be called upon to give any reason for approving or not approving any application submitted to it.

Once an applicant has been approved by the Executive, and has paid any applicable initial subscription the applicant's name shall be entered in the Register of Members.

12. Rules and Duties of Members

12.1 All members shall be subject to and must comply with these rules and any regulations or by-laws of the association including any minimum standards in the Code of Conduct.

12.2 Every member shall be provided with a copy of these rules free of charge provided that a reasonable charge may be made for any further copies.

12.3 The Executive (or Administration Officer appointed by the Executive) shall keep a register of all members. Such register will be open for inspection during normal office hours by any member.

12.4 Except where (and to the extent that) the members of the association at an Annual General Meeting have by special resolution expressly and specifically resolved otherwise, the association does not warrant or guarantee or hold out to members, third persons dealing with members or to the general public that any or all members are necessarily complying with these rules, the regulations and by-laws of the association or the Code of Conduct, and without the specific written permission of the association to the contrary all members are prohibited from representing that membership of the association carries any warranty or guarantee or representation from the association of that kind.

12.5 The association further does not warrant or hold out to members that membership will guarantee any particular assistance of any kind from the association.

12.6 No member may represent or make any public announcement for the Executive or the association without the authority of the Executive.

13. Cessation of Membership

13.1 A member ceases to be a member on death, dissolution, expulsion or retirement by resignation. Membership shall not be transferable.

13.1a A member can resign from the association by giving notice in writing to the Executive to that effect. Resignation shall not relieve a resigning member of the obligation to pay any applicable subscriptions and levies applicable for the period up until the date of such notice.

13.2 The Executive shall have power to expel from the Register of Members a member where that member's subscription is in arrears or where the Executive considers that that member has seriously breached these rules or any minimum standard provision of the Code of Conduct.

13.3 Prior to so removing a member the Executive shall allow the member concerned an opportunity to explain that member's actions in writing, and shall consider that explanation. The member concerned will also be entitled to be heard on the resolution at the Executive meeting. Failure to comply with this requirement will render any resolution to expel invalid.

13.4 A person expelled from membership shall cease to be a member with effect from the time at which the relevant resolution of the Executive is passed.

13.5 Any person who ceases to be a member pursuant to these rules shall return to the Executive or its Administration Officer any documents papers, pamphlets, or advertising material which he may have acquired as a right of privilege of membership and also any property belonging to the association, and shall immediately cease to use the association's logo and shall not thereafter represent that that person is a member or that that person has any particular status as a member (such as an "approved contractor" status).

13A Life Members

13A.1 The Executive may recommend to the members that an existing individual member be appointed as a life member of the association and on the Executive's recommendation the members shall then vote on the question by special resolution at the next annual general meeting.

13A.2 Notwithstanding any provision herein to the contrary, a life member so appointed by the members shall not be liable to pay any annual subscription to the association.

13A.3 The association shall not have more than 15 life members at any one time.

14. Representatives and Associates

14.1 Any body corporate being a member shall appoint some person as its representative to attend all meetings of the association and to exercise all voting and other rights vested in such member including the right to stand for election to the association's executive or any other office. Such member shall before the commencement of any meeting give notice in writing to the Administration Officer of any change of its representative.

14.2 Notwithstanding the provisions of sub-clause 14.1 any member may invite to attend any meeting or conference of the association any employee or associate of such member or any other interested person.

15. Funds Control

15.1 Subject to the direction of the Executive, the Administration Officer shall normally be responsible for the day to day receipting, banking and recording of funds and other financial transactions.

15.2 The association's Treasurer (or an acting Treasurer appointed by the Executive) and one other designated Executive member must authorise all out-going payments prior to payment. Accounts paid shall be presented for approval at the first available opportunity at the next Executive meeting.

15.3 The Association's accounts shall be audited at the end of each financial

year by an independent auditor and the auditor's report presented to the Annual General meeting for adoption.

16. Executive

16.1 The association shall be governed by an executive body (the Executive).

16.2 The Executive shall comprise at least six but up to twelve persons each of whom are either individual members or the duly authorised representatives of corporate members (under clause 14.1 hereof).

16.3 Any member of the Executive who ceases to be a member of the association shall also cease to be a member of the Executive. Any member of the Executive who is a representative of a member of the association under sub-clause 14.1 shall on ceasing to be such a representative for a member also cease to be a member of the Executive.

16.4 Subject to clause 19, new appointments to the Executive will be elected by the members at the annual general meeting. At elections members will be reminded of the desirability of an Executive drawn from both the North and South Islands.

16.5 Members of the Executive will be elected for a two year term of office and thereafter will be eligible for re-election, provided that the following provisions shall apply at the first Annual General Meeting following the adoption of this constitution: (i) The term of all present Executive members will come to an end (but the present Executive shall be eligible for re-election); (ii) An even number of persons shall then be elected to the Executive; (iii) Half of the newly elected Executive on that occasion shall be appointed for a term of one year only, with the question of which Executive members' terms are for one year and which are for two years being determined by lot at the first meeting of the Executive following the Annual General Meeting.

16.6 Unless a retiring member of the Executive earlier resigns, that retiring member's term of office shall cease at the conclusion of the Annual General Meeting at the end of his or her term.

16A Officers of the Executive

The Executive shall each year at their first meeting following the annual general meeting appoint out of their number a President, a Vice President, and a Treasurer. The Officers of the Executive shall be required to meet any current obligations of Office bearers that have then been defined by the Executive and made known before the election of Office bearers (for example the Executive could decide that its President must be a member of some affiliate organisation).

16B Additional Attendees on the Executive

The Executive may appoint other persons in addition to the Executive members to attend Executive meetings (and may dismiss such persons at its pleasure) provided that no such additional attendees who are not Executive members shall have any right to propose, second or vote on any resolution before the Executive.

17. Chairperson

At all meetings of the Executive the President, or in his/her absence the vice President, shall take the chair and in the absence of both an acting chairperson shall be appointed from the members of the Executive present.

17A Procedure for Meetings of the Executive

Subject to a quorum being present, any resolution of the Executive may be passed by a simple majority of those Executive members present at a

meeting of the Executive. The chairperson for the time being of any meeting shall have a deliberative and also a casting vote.

The Executive may in lieu of a meeting pass a written resolution by having the resolution signed as approved by all the Executive members who would be entitled to vote on the question at a meeting of the Executive. A resolution may be signed for this purpose in counterparts, and will be deemed to have been made when the President or some other person authorised by him or her to receive the same has received signed originals or faxes of the resolution by each member of the Executive.

18. Quorum

For a quorum at all meetings of the Executive the following requirements must be met (i) There must be at least six elected Executive members present (in total); and (ii) where Officers have been appointed under clause 16A, then there must be at least one of those three Officers present.

19. Casual Vacancy on Executive

Any casual vacancy on the Executive may be filled by the Executive and the person so appointed shall hold office until the next annual general meeting of the association. Without binding the Executive to appoint such persons, the Executive shall consider for any casual vacancy persons who may have been nominated for the Executive at the most recent Annual General Meeting.

20. Absence from Executive

Where an Executive member is absent for three successive meetings of the Executive then the Executive may resolve that the absent Executive member shall cease to be a member, and such resolution will have immediate effect.

21. Sub-committee

The Executive may from time to time set up any subcommittee to exercise such powers as may be delegated to it by the Executive. The members of such subcommittee shall be appointed by the Executive and may be members of the Executive, members of the association or other interested persons.

Where an agenda is prepared for Executive meetings, the standing subcommittees will normally be recorded on the agenda, and the minutes of the Executive will then normally record reports back from various subcommittees as appropriate.

22. Power of Executive

The Executive shall take such steps as are necessary to further the objects of the association and advance the interests of all members.

The business of the association shall be managed by the Executive, who may pay all expenses incurred in promoting and registering the association, and may exercise all such powers of the association as are not, by the Incorporated Societies Act 1908 or by this constitution required to be exercised by the association in a general meeting or by special resolution of the members.

22A Delegation

The Executive shall normally appoint a paid Administration Officer who shall not be an elected member of the Executive and who shall not have any right to vote at Executive meetings. Subject to any alternative direction of the Executive the Administration Officer shall have the functions proscribed in this constitution, but the Executive may also appoint that person's functions to any

Executive member, staff member, or volunteer of the association.

The Executive may delegate such other functions to the Administration Officer and to other staff members or volunteers as the Executive sees fit.

23. Regulation of Executive

The Executive may regulate its own procedure not inconsistently with these rules.

Subject to these rules and to any formal Executive resolution on procedure in place, at meetings of the Executive the chairperson under clause 17 hereof shall determine any questions or disputes that arise as to the procedure of the Executive.

24. Annual General Meeting

The annual general meeting of the association shall be held no later than the 30th day of November in each year upon a date and at a time and place to be fixed by the Executive for the following purposes:

- (a) To receive from the Executive a report and audited balance sheet and statement of accounts for the preceding year.
- (b) To elect the Executive for the ensuing year.
- (c) To consider any proposed budget prepared and tabled by the Executive for the current financial year.
- (d) To consider and conduct such other business as may properly be brought forward.

All business other than that set out in paragraphs 24 (a) and (b) and (c) shall be deemed to be special business of which notice must be given to members in the notice calling the meeting. An Annual General Meeting is also a Special General Meeting to the extent that special business is or is proposed to be conducted.

Following an Annual General Meeting, the minutes of the meeting will be circulated to all members.

25. Notice of Annual General Meeting

The association shall cause at least 1 month's notice in writing to be given to members of the holding of any annual general meeting by letter posted to such members by ordinary post and the Executive may in addition and at its discretion advertise the holding of such meeting on its official web-site (www.nzarbor.org.nz).

26. Voting

At all general meetings, voting by members shall be by show of hands or voices at the discretion of the chair, provided that where the chair requires a ballot or any member present requests a ballot (either before or immediately after a vote by show of hands or voices) then a ballot shall be held, and the result of the ballot shall be determine whether the motion is carried.

27. Election of Executive

27.1 Nominations for eligible Executive members (see clause 16.2) shall normally be submitted to the Executive prior to the annual general meeting, but otherwise may be made at the annual general meeting.

27.2 To be elected to the Executive all nominees must be seconded by another member. Subject to clause 27.3, seconded nominees will be candidates for the vote and must then be voted on individually by the members present. All candidates voted on and that receive the approval of a majority of those members present will become Executive members.

27.3 Where there are more seconded nominees for the Executive than the vacancies available to be filled on the Executive, then a preliminary ballot will be held to determine which candidates will be put to the vote. Each member present shall have the opportunity to vote for up to the number of nominees required to fill the vacancies available. The nominees will then be ranked according to the number of votes received. The minimum number of the highest ranking nominees that would be sufficient to fill all the vacancies on the Executive (if all voted on) shall then become candidates for the vote. The members present will then vote individually on each of the candidates chosen for the vote. Those candidates who are approved by a majority of the members will become new Executive members.

27.4 If following this process there are not at least 8 Executive members, then to the extent possible that number of Executive members will be made up in the following manner. From the remaining candidates that the members have voted on (but do not have the approval of a majority of the members present), those with the highest number of votes will be added to the Executive until there are 8 Executive members.

28. Special General Meetings

Special general meetings of the association may be called at any time by the Executive and shall be called by the Executive upon the requisition in writing of one tenth of the members of the association stating the purpose for which the meeting is required, and forwarding to the Executive a copy of any proposed resolution to be presented at the meeting.

29. Notice of Special General Meeting

The Administration Officer shall give at least two months' notice to all members of the holding of a special general meeting by letter and such notice shall specify the nature of the business to be transacted and no other business than so specified shall be transacted, except where the meeting is also an annual general meeting when the matters referred to in clause 24(a) and (b) may also be dealt with.

29A Chairperson of General Meetings

At all general meetings of the association the President, or in his or her absence the Vice President, shall take the chair and if both shall be absent a chairperson shall be appointed from members of the Executive present at such meetings. The chairperson for the time being of the meeting shall have a deliberative and also a casting vote.

30. Special Resolutions

Where any motion submitted to a meeting is required by this constitution to be made by special resolution, the special resolution shall be deemed to be carried if at least three quarters of the members present and entitled to vote, vote in favour of the motion.

The members may, in addition to any other business able to be conducted at a special general meeting, pass a special resolution at a special general meeting requesting the Executive to do something, but such a resolution shall not bind the Executive.

31. Procedure at Meetings

Only members shall be entitled to vote at any meeting and a member shall have one vote to be exercised either personally or in the case of a firm or body corporate by its representative provided that the chairperson shall accept at any meeting a proxy on behalf of a member lodged at such meeting in writing signed by the member

appointing the proxy. The quorum at any meeting shall be twenty members present either personally or by their duly appointed representative. If within half an hour of the time appointed for the commencement of the meeting a quorum is not present the meeting shall stand adjourned to a date within fourteen days of such meeting and if at the adjourned meeting a quorum is not present then the meeting shall lapse.

32. Majority Vote

Save where otherwise provided in these rules any motion submitted to a meeting shall be deemed to be carried if the majority of the members present and entitled to vote, vote in favour of the motion.

33. Subscriptions

The members of the Executive may at a Annual General Meeting, and following a recommendation by the Executive on the matter, fix or change annual subscription fees to be payable by individual and corporate members from time to time, and may determine when the membership year will start and finish for that purpose, and the date or dates by which such subscriptions must be paid in each year.

All members must pay the annual subscription applicable to that member. Where any member for the time being has a subscription in arrears after the date it is has been required to be paid by the Executive, then until that member's subscription is paid that member is deemed not to be a member for the purposes of counting a quorum of members at a meeting of the members or a quorum of the Executive at a meeting of the Executive, and shall not be entitled to vote on any resolution of either the members or the Executive.

34. Magazine

The Executive may publish a magazine or other circular or publication to further the objects of the association and may distribute it among members and also the public either free or at a price to be fixed by the Executive.

35. Branches

Any group of members of the association who desire to work together in any area or locality to further the aims of the association may apply to the executive to establish a branch.

35.1 The constitution of each branch shall be formally approved by the executive and no variation of or addition to the rules of a branch may be made at any time without the written approval of the executive. When such constitution shall be approved the branch shall be affiliated to the association. The members of the association may by special resolution merge or disband any branch.

35.2 The Administration Officer and Treasurer of every branch shall keep such minutes and accounts and records as may be directed by the Executive and shall send such records and other documents of the branch as the Executive may from time to time require. The branch shall observe and act in conformity with any directions published by the executive from time to time. If any branch is disbanded all its money, books and papers shall be handed over to the association. No branch shall have the power to secede from the association.

35.3 Each branch which fills the above criteria may apply for an opening grant to a maximum of \$500.00 and may charge an annual branch subscription at a level fixed from time to time by the branch committee.

36. Use of the Association's logo

No member shall be entitled to either use the association's logo or to represent that they have any particular status within the association (such as for example an "approved contractor" status) whether on any advertising or promotional literature or in any other manner whatsoever except with the written permission of the Executive.

BY-LAWS

(None)

CODE OF CONDUCT

This code shall apply to all members of the Association professionally concerned with arboriculture including students and life members. The underlying principle is that public confidence in the service provided by members of the Association shall be enhanced and that no member shall conduct himself or herself in such a way that the member, the Association or the profession is brought into disrepute.

1. Minimum Standard: A member shall perform only those services which are within the member's competence to perform.
2. Every member shall uphold the dignity of the profession and the Association and its other members.
3. Minimum Standard: No member will conduct that member's technical arboricultural activities, business operations or civic responsibilities in a manner that may lower the status of the arboricultural profession, or so as to bring the profession into disrepute.
4. Minimum Standard: A member shall duly acknowledge any assistance from other members.
5. Members will further the interests of arboriculture by interchanging information and experience with other arborists and will actively contribute to the work of arboricultural associations, schools of instruction and publications.
(Continued overleaf)
6. Members will strive for increasing knowledge of arboriculture and will be instrumental in research and field tests of new equipment and tree maintenance techniques where feasible and appropriate.
7. Minimum Standard: Member arborists employed in public businesses shall when contracting with other arborists exercise fairness and impartiality.
8. Minimum Standard: A member will when serving as an expert witness on any matter relating to arboriculture base all testimony on an adequate knowledge of the subject and facts which are substantiated and shall render an opinion according to his or her honest convictions.
9. Minimum Standard: A member shall not voluntarily disclose any confidential information concerning the Association or its members.
10. Any member having evidence of the violation of this code of conduct by another member shall present such information by means of letter marked "confidential" to the Administration Officer of the Association.