

2025 ANNUAL GENERAL MEETING

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AGM AGENDA

1. Welcome

2. Apologies

3. Confirmation of quorum

4. Resolutions

4.1 Approval of the Minutes of the 2024 AGM

Matters arising from the minutes

4.2. To receive the 2024/2025 Annual Report

4.3. To receive Financial Statements for the year ended 31 March 2025

4.4 To approve and adopt the following changes to the FCANZ Constitution:

- Section 2.7 “Ceasing to be a Member” bullet point 4, sub bullet 1

“The Member has failed to pay a subscription, levy or other amount due to the Association within 60 Working Days of the due date for payment.”

To:

“The Member has failed to pay a subscription, levy or other amount due to the Association within 3 calendar months of the due date for payment.”

Continues on next page...

AGM AGENDA

- Section 2.9 “Becoming a member again” paragraph 1

“Any former Member may apply for re-admission in the manner prescribed for new applicants ~~and may be re-admitted only by resolution of the Board.~~”

To:

“Any former Member may apply for re-admission in the manner prescribed for new applicants.”

- Section 4.1 Board composition

“The Board will consist of at least 5 Officers and no more than 7 Officers.”

To:

“The Board will consist of at least 5 Officers and no more than 9 Officers.”

5. Appointment of 2025/26 Board

6. Any other business



**Minutes of the Fencing Contractors Association NZ Annual General Meeting
Held at the Sudima Christchurch Airport on Thursday 8th August 2024 at 9.04am**

Present: Chris Aspinall, C A Services; Dale Barakat, Barakat Contractors Limited; Peter Blackwell, Blackwell Contract Fencing; Warren Blue, Blue Contracting Limited; Mike Claffey, Claffey Contracting Limited; Ruben Connelly, Precise Fencing; Carl Easter, C&S Easter; Mark Ewing, Ewing Fencing Contractors; Trent Feather, Hawkeye Fencing Ltd; Paul Fitzsimmons, KC Fence Systems Ltd; Tim Garrick, T Garrick Fencing; Mike Gee-Taylor, Tawai Fencing; Scott Heasley, Heasley Fencing 2000 Ltd; Sam Higgins, Higgins Fencing Contractors; Toby How, Peel Forest Contracting; Cory Jones, Jones Agri Fencing; Burne Maxted, Maxted Fencing; Andrew McCracken, Big Dog Fencing Ltd; Jason Millar, Millar Fencing; Galen Monks, Custom Fencing Ltd; John Noakes, Noksee Fencing; Foster Price, Price Fencing; David Rathgen, Rathgen Fencing Ltd; Todd Sherburd, Fencing Solutions Waikato; Adam Smith, A.J Smith Fencing; David Swansson, Bang It Fencing; Henry Watson, Three Rivers Fencing; Malcolm Webster, All Rural Fencing; Tony White, White Fencing; Kevin Young, Young Fencing Limited.

Board: Phil Cornelius, Debbie White, Donna Upton, Janine Swansson, Nick Terry, Craig Sinclair.

Patron: Craig Wiggins, Whatever with Wiggy Charitable Trust.

In attendance: Neho Ashford, Edgesmith Limited; Sue Aspinall, C A Services; Matt Bailey, Strainrite Fencing Systems; Emma Barakat, Barakat Contractors Limited; Carl Barakat, Barakat Contractors Limited; Ivan Beattie, Beattie Insulators; Jaime Bigwood, FCANZ; Warren Boggiss, Hautapu Pine; Steve Bone, Bunnings; Lisa Brown, Barakat Contractors Limited; Doug Butcher, NorthTec; Brad Cathcart, Stihl; Jess Claffey, Claffey Contracting Limited; Richard Cook, Edgesmith Limited; Brendon Crequer, Waratah; Sue Easter, C&S Easter; Sam Everitt, UDC Finance; Daniel Gleeson, Pacific Steel; Cassa Grant, Millar Fencing; Matt Green, Farmlands Cooperative; Paul Jenkins, Pacific Steel; Chloe Jones, Jones Agri Fencing; Grant Kaminer, Edgesmith Limited; Martin Kinney, Gallagher Group; Ingrid McCracken, Big Dog Fencing Ltd; Carey McEwan, Bunnings; Nick McLennan, UDC Finance; Jeanette Miller, FCANZ; Struan Moore, Strainrite Fencing Systems; Georgia Nash, Summit Steel & Wire; Toni Nickalls, Young Fencing Limited; Carol Noakes, Noksee Fencing; David Nutsford, PGG Wrightson; Thomas Rathgen, Rathgen Fencing Ltd; Lee Rathgen, Rathgen Fencing Ltd; Denise Sherburd, Fencing Solutions Waikato; Katrina Smith, A.J Smith Fencing; Aaron Tozer, Summit Steel & Wire.

Apologies: Ben Fisher, Fisher Fencing; Laura & Scott Graham, Specialist Rural Services Ltd; Ian Harwood, Harwood Ag; Mike Renner, Renner Contracting Ltd; John Waters, John Waters Contracting; Alec & Danyel Watson, Makarora Contracting Ltd

RETAIL GOLD PARTNERS



GOLD PARTNERS



1. Welcome:

Jaime Bigwood welcomed everyone to the 2024 AGM.

2. Apologies:

Jeanette Miller read out the apologies.

3. Confirmation of quorum: Jaime Bigwood confirmed that there were more than ten members present, which constituted a meeting quorum.

4. President's report:

Phil Cornelius presented the president's report. Key points noted were:

- A lot of the country are finding things tough
- Many regions are still recovering from the 2023 climatic events
- FCANZ held several successful trade days around the country over the past 12 months
- Training is steady with Level 3 & 4 courses taking place
- Members and their staff were encouraged to utilise the training opportunities so the NZQA courses can continue
- Craig Sinclair was thanked for his input over the past 12 months as the newest Board member
- Shane Beets was acknowledged for his work as Treasurer before his resignation earlier in the year
- Jaime & Jeanette were acknowledged for keeping the Association running smoothly
- The Board has been working hard to finalise the audit process for Certified Fencer & Accredited Fencing Contractors
- The Board members, their wives, husbands and partners, and the FCANZ Patron were thanked for the time and effort they have put in
- The FCANZ Partners were acknowledged and thanked
- The members of the Association were thanked for their continued support.

5. Treasurer's Report:

Donna Upton presented the Treasurer's report. Key points that were noted:

- The Association nearly broke even despite the half-year forecast indicating a significant loss
- Membership has remained stable, with some minor changes to partnerships
- Total income was \$464,597 - an increase of \$57,606 from the previous year
- Expenses were \$469,725 - an increase of \$104,304 from the previous year
- There was a net loss of \$5,129

RETAIL GOLD PARTNERS



GOLD PARTNERS



- Cost increases were in the area of advertising, Board expenses, operational expenses and recruitment costs. These costs were in line with the Board's expectations around the delivery of engagement strategies to grow the Association.
- Total Equity (including cash accounts, term deposits, plant and equipment, intangible assets, and accounts receivable) less Current Liabilities was \$313,796.
- A FCANZ branded trailer was purchased for the South Island, enabling one in each island.
- YE March 2021 (amidst the COVID pandemic beginning), the Equity sat at \$182,947. This is compared to equity of \$313,796 for YE March 2024, an increase of \$130,849.
- Income has grown from \$235,864 YE March 2021 to \$464,597 YE March 2024, an increase of \$228,733.
- In the unprecedented economic times we have found ourselves in, the Association has held its own, with Best Practice days, National Fencing Field Day and Conference all being delivered on budget, within an overall budget that is reviewed each month.

6. Resolutions

6.1 Resolution 1

6.1.1 Approval of the Minutes of the 2023 Annual General Meeting

John Noakes moved that the minutes of the 2023 Annual General Meeting were a true and accurate record of the 2023 Annual General Meeting.

John Noakes/Galen Monks Moved/Seconded. All in favour. CARRIED.

6.1.2 Matters arising not covered elsewhere in the agenda

There were no matters arising not covered elsewhere in the agenda.

6.2 Resolution 2

To receive the 2023/2024 Annual Report

David Swansson moved that the 2023/2024 Annual Report be received by the Members of the Association.

David Swansson/Ruben Connolley. Moved/Seconded. All in favour. CARRIED.

6.3 Resolution 3

To receive and adopt the Financial Statements for the year ended 31 March 2024

Donna Upton moved that the Financial Statements for the year ended 31 March 2024 be accepted.

Donna Upton/Craig Wiggins Moved/Seconded. All in favour. CARRIED.

RETAIL GOLD PARTNERS



GOLD PARTNERS



6.4 Resolution 4

To approve and adopt the new FCANZ Constitution

Scott Heasley moved that the new FCANZ Constitution be approved and adopted.

Scott Heasley/John Noakes Moved/Seconded. All in favour. CARRIED.

6.5 Resolution 5

To approve the Association's re-registration under the 2022 Incorporated Societies Act

John Noakes moved that the Association should re-register under the Incorporated Societies Act 2022.

John Noakes/Malcolm Webster Moved/Seconded. All in favour. CARRIED.

7. Board Election

Nominations were received for Donna Upton, Janine Swansson, Debbie White, Ben Fisher and Burne Maxted. All nominations were seconded. A member vote took place as five nominations were received to fill four board positions.

The AGM was adjourned for Jeanette Miller and Carey McEwan to count the votes under the supervision of Jaime Bigwood.

8. Board Confirmation

The AGM recommenced at 10.20am, and the 2024/25 Board was announced as

Phil Cornelius	Nick Terry	Craig Sinclair	Donna Upton
Debbie White	Janine Swansson	Ben Fisher	

The 2024 AGM concluded at 10.22am.

RETAIL GOLD PARTNERS



GOLD PARTNERS



GOLD PARTNERS





ANNUAL REPORT 2025





A WORD FROM THE PRESIDENT

An association of our size is a substantial operation – and it takes a committed team to keep everything running smoothly. While we're fortunate to have an almost full-time Executive Director and a part-time Admin Manager, much of our momentum relies on the time and energy of volunteers. I want to sincerely thank everyone who has contributed, in any capacity, to the ongoing progress of the Association.

I'd also like to acknowledge our current Board members, their spouses and partners, and our Patron for the time and effort they continue to give – whether working behind the scenes, travelling, or representing us in the media. Your dedication does not go unnoticed and is deeply appreciated.

The 12 months since our last AGM in Christchurch have brought ongoing ebbs and flows across the industry. We've seen fluctuations in workflow, the continued impact of regional weather events, and

uncertainty in both national and global markets. Despite these challenges, the mood at National Field Days was one of cautious optimism.

Many regions are still recovering from the major climatic events of early 2023, with further weather disruptions slowing recovery efforts. While we know this won't change overnight, contractors are responding in different ways – some are booked out for months, while others are diversifying to maintain stability.

Over the past year, we've delivered several Best Practice Days – in both the South Island and the central/lower North Island. We also launched the first Fencing Hub at National Field Days, which was well received and is likely to become a regular feature. A big thank you to everyone involved in organising and attending these events.

Training remains a challenge, with sector-wide restructuring at NorthTec and within the wider tertiary education space. It's more important than ever that members and their staff take advantage of the training opportunities available – as declining enrolments put the future of NZQA-backed fencing qualifications at risk.

A key focus for the Board over the past year has been finalising the processes for Certified and Accredited contractor endorsements. These discussions have been robust, and the results are promising. As we move forward, it's vital we continue to evolve and promote these endorsements – not just within the industry, but to the general public, so they know what to expect from a professional fencing contractor.

We're also incredibly fortunate to have strong relationships with outstanding Business Partners. These partnerships are essential to lifting the standard of fencing across New Zealand. Please make the most of their knowledge, products, and services – and take time over the next few days to connect with them. They genuinely go out of their way to support you and the industry.

Most of all, thank you to our members for your continued support. It's your commitment that keeps FCANZ moving forward.

PHIL CORNELIUS
FCANZ PRESIDENT



THE YEAR IN REVIEW

1. EXECUTIVE COMMITTEE CHANGES

With five nominations for four positions, a closely contested vote at the August 2024 AGM saw FCANZ welcome Ben Fisher to the Executive Committee (the “Board”), alongside the re-election of Debbie White, Donna Upton, and Janine Swansson. Ben, Janine, Debbie, and Donna joined existing Board members Phil Cornelius, Craig Sinclair, and Nick Terry.

Phil Cornelius was re-appointed as FCANZ President, Janine Swansson was appointed Vice-President, and Donna Upton was confirmed as non-signatory Treasurer.

In May 2025, Craig Sinclair resigned from the Executive Committee. We sincerely thank Craig for his contributions during his time on the Board.

This year marks the end of the two-year tenure for Nick Terry and Phil Cornelius. While Phil is standing for re-election, Nick has decided to step down. Nick’s dedication to delivering high-quality FCANZ events will be greatly missed. We look forward to the outcomes of the AGM and appreciate everyone who takes the time to attend and put themselves forward for Board service.

2. GOVERNANCE & OPERATIONS BEST PRACTICE

Over the past 12 months, the FCANZ Board and operations team have remained strongly focused on strengthening both governance and operational best practices, building on the significant momentum gained in the previous year.

Key policies, procedures, and processes have continued to be developed and implemented to guide the Association’s operations and support long-term sustainability and resilience.

With more than 20 core policies now in place and only a few outstanding, the Association is well-positioned to ensure consistency and clarity across all areas of operation. All adopted policies are now subject to an annual review cycle to ensure they remain relevant, effective, and aligned with FCANZ’s strategic direction.

Ongoing investment in SaaS (Software-as-a-Service) platforms continues to deliver strong value - streamlining Board meetings, simplifying stakeholder relationship management, and supporting both business-as-usual operations and the delivery of strategic initiatives.



3. ASSOCIATION PARTNERS

FCANZ continues to collaborate with outstanding businesses that are directly involved in—or support—the fencing industry. Through their partnership with FCANZ, these businesses demonstrate confidence in the Association’s work and a shared commitment to the success of the wider industry.

The Board recognises the ongoing economic challenges faced by many businesses and

sincerely thanks all current Partners for their continued support. We also acknowledge and appreciate the valuable contributions made by past Partners.

Since August last year, the Association has been delighted to welcome the following new partners:

Silver:	Mitchpine
Bronze:	BeforeUDig

THANK YOU TO ALL FCANZ PARTNERS*:

RETAIL GOLD PARTNERS



GOLD PARTNERS



GOLD PARTNERS



SILVER PARTNERS



BRONZE PARTNERS





4. STRATEGIC PLAN IMPLEMENTATION

The FCANZ mission:

“To raise the profile of fencing as a recognised trade that embraces best practice, adherence to quality standards and ongoing professional development”.

In late 2023, the Board approved a five-year strategic plan, establishing the overarching goals for the Association and a framework to guide the development of action plans.

The strategic year runs from October to September, and during Year 1 (October 2023 – September 2024), it became clear that the time required for business-as-usual (BAU) activities—and the number of strategic tactics that evolved into ongoing BAU—had been underestimated.

As a result, an 18-month review of delivery priorities was conducted, and the implementation timeline was adjusted to reflect these insights.

4.1 STRATEGIC OBJECTIVE: MEMBERSHIP GROWTH

Membership growth remains a key strategic objective for the Association. The April 2024 –

March 2025 financial year closed with a net gain of three members—a marked improvement on the previous year’s net loss of 16.

Notably, for the first time in five years, membership numbers in April, May, and June showed a positive trend, reversing the usual seasonal decline typically observed during this period.



In early 2025 FCANZ launched “Join & Win” campaigns aimed at encouraging prospective members to stop “sitting on the fence.”

With support from retail partners, product vouchers were offered as incentives, providing a clear and tangible benefit to prospective members—with great odds of winning.

These campaigns were strategically aligned with FCANZ's presence at key events, maximising marketing reach by combining event promotion with campaign messaging.



The first campaign, run in March 2025, was launched in conjunction with Northland and South Island Field Days. The second followed the National Fielddays in June.

Campaign collateral was distributed across all FCANZ channels—website, Facebook, Instagram, and the monthly e-newsletter—as well as mailed to non-member contacts.

While the first campaign showed strong results, the second was less successful. At this stage, it is unclear whether this was due to the prize offering or the specific events it was aligned with.

4.2 STRATEGIC OBJECTIVE: MEMBERSHIP RETENTION

As part of the 18-month review of the strategic plan, the Board identified the need to add a dedicated strategic goal focused on member retention - a crucial metric, given that acquiring new members is estimated to cost three times more than retaining existing ones.

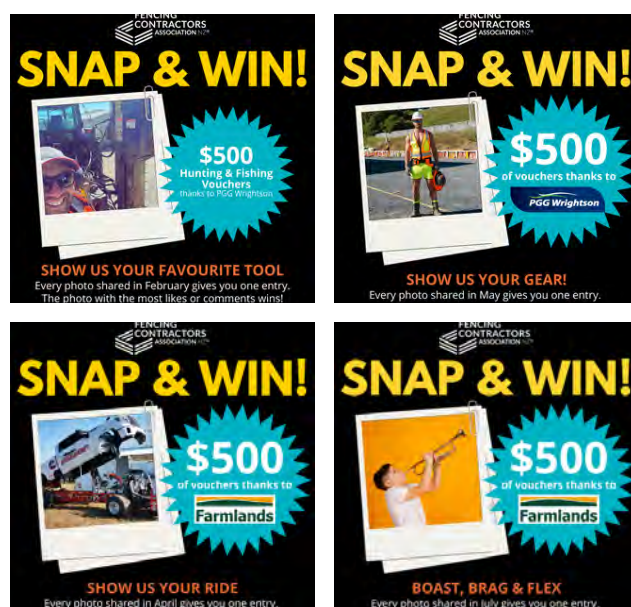
In Q3 of the 2025 financial year, the Association began tracking monthly membership retention rates. While a retention rate above 75% is considered good, a target of 90% should be the goal for any membership-based organisation.



Tracking this figure enables the Association to detect early signs of attrition and respond proactively. It also helps differentiate how much

of net membership growth is driven by retention versus new acquisitions.

To support retention, FCANZ has increased efforts to ensure members are aware of and utilising their benefits. Member recognition and engagement have also been strengthened through initiatives like the member-only Facebook 'Snap & Win' competitions, which reward participation and celebrate community.



4.3 STRATEGIC OBJECTIVE: FINALISE & DELIVER THE ENDORSEMENT PROGRAMME

While the Association had previously offered endorsements, changes within the industry, alongside the introduction of the Level 4 Certificate in Fencing, created the opportunity to redesign the programme into a more robust and reliable assessment framework. The Board is confident that the re-worked Accredited Fencing Contractor endorsement offers a consistent, location-independent assessment process and a structure built to stand the test of time.

The Accredited Fencing Contractor endorsement was formally launched in late 2024, and to date, five contractors have successfully completed the auditing process.

4.4 STRATEGIC OBJECTIVE: SUPPORT EXTERNALLY PROVIDED TRAINING & QUALIFICATIONS

Despite ongoing uncertainty in the tertiary education sector, the fencing courses delivered through NorthTec continue to achieve strong outcomes and positive results.

Course refinements based on student feedback have enabled courses to evolve, better meeting the needs of students and ensuring as little time off the fenceline as possible. The redesigned Level 3 course is currently being trialled in the Waikato intake, which started 23rd June 2025.

Level 3 2024 Results:

South Island – 8 students 100% pass rate

Level 4 2024 Results:

19 students with 100% pass rate across both cohorts.



4.5 STRATEGIC OBJECTIVE: POSITION WIRED CONTENT TO SUPPORT FENCING AS A TRADE

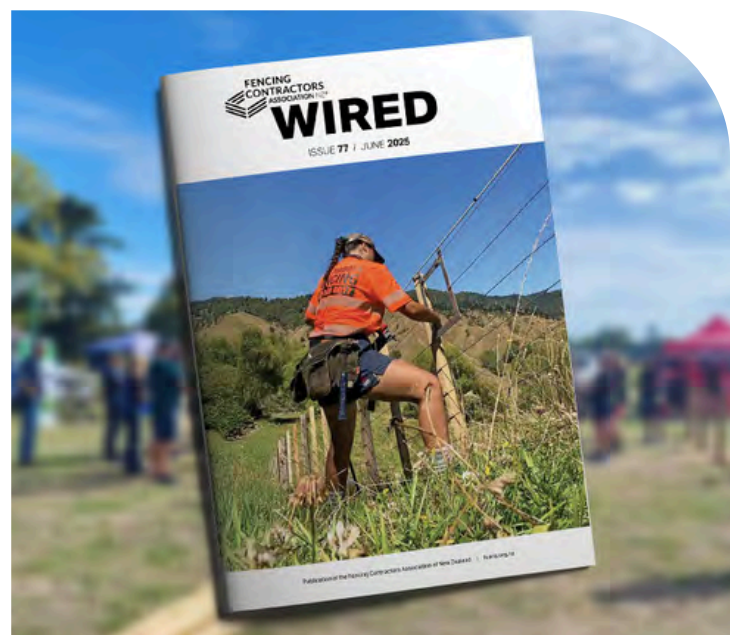
WIRED remains the only magazine in New Zealand dedicated to delivering news, business insights, health and safety updates, and human-interest stories specifically for the fencing industry.

With an average print run of 750 copies per edition, the magazine continues to thrive as a valued resource.

WIRED content shared via social media consistently performs well, with stories featuring “our people” generating the highest engagement. Feature articles are accessible in the Posts and WIRED sections of the FCANZ website, while business best practice articles are available exclusively in the Member Area—ensuring members can access these resources anytime they’re needed.

Being featured in a WIRED article offers FCANZ members a valuable, cost-free marketing opportunity—raising their profile and enhancing the credibility of their business. Online versions of these articles are linked directly from the “Find a Fencing Contractor” directory, helping to boost search engine visibility and supporting the online research that an estimated 81% of consumers conduct before making a purchasing decision.

The digital edition of WIRED also provides an excellent platform for showcasing the value of FCANZ’s commercial partnerships. For partners, having a tangible, shareable publication adds value to their own client communications and strengthens their connection with the Association, and the industry.



4.6 STRATEGIC GOAL: **DEVELOP & PROMOTE FENCING SECTOR** **RESOURCES & BEST PRACTICE GUIDELINES**

Year Two of the Strategic Plan (October 2024 – September 2025) includes the development of best practice resources.

Originally scheduled for delivery in the first half of 2025, this goal was delayed due to a strategic shift in focus toward operational and governance best practice.

Despite the adjusted timeline, progress has been steady: a suite of five industry best practice drawings has undergone a thorough review process.

By the end of FY25, the Board was working with version seven of the drawings and expects to release the final versions ahead of Conference25.

5. FIND A FENCING CONTRACTOR **ADVERTISING CAMPAIGN**

At the end of September 2024, the "always-on" Google Ads campaign for the Find a Fencing Contractor (FAFC) directory was paused after running continuously since September 2022, during which it generated 26,532 clicks.

However, a significant drop in traffic to the FAFC pages prompted the resumption of Google Ads activity in April 2025.

The current advertising spend is evenly split between the "Find a Fencing Contractor" campaign and a "Join FCANZ" campaign.

Both are performing strongly, with click-through rates of 5.00% and 4.65% respectively, and an average cost per click of \$0.32.

Since restarting the campaigns, a noticeable increase in FAFC page visits has been observed compared to the previous three months.

To fully understand the effectiveness of the FAFC campaign, it is vital that FCANZ members ask new contacts, "How did you hear about us?" and report this feedback to the Operations team.

Without this insight, it remains difficult to determine whether increased website traffic is translating into actual enquiries and business outcomes.

**FCANZ MEMBERS NEED TO ASK
HOW DID YOU HEAR
ABOUT US?**

6. FCANZ AT EVENTS

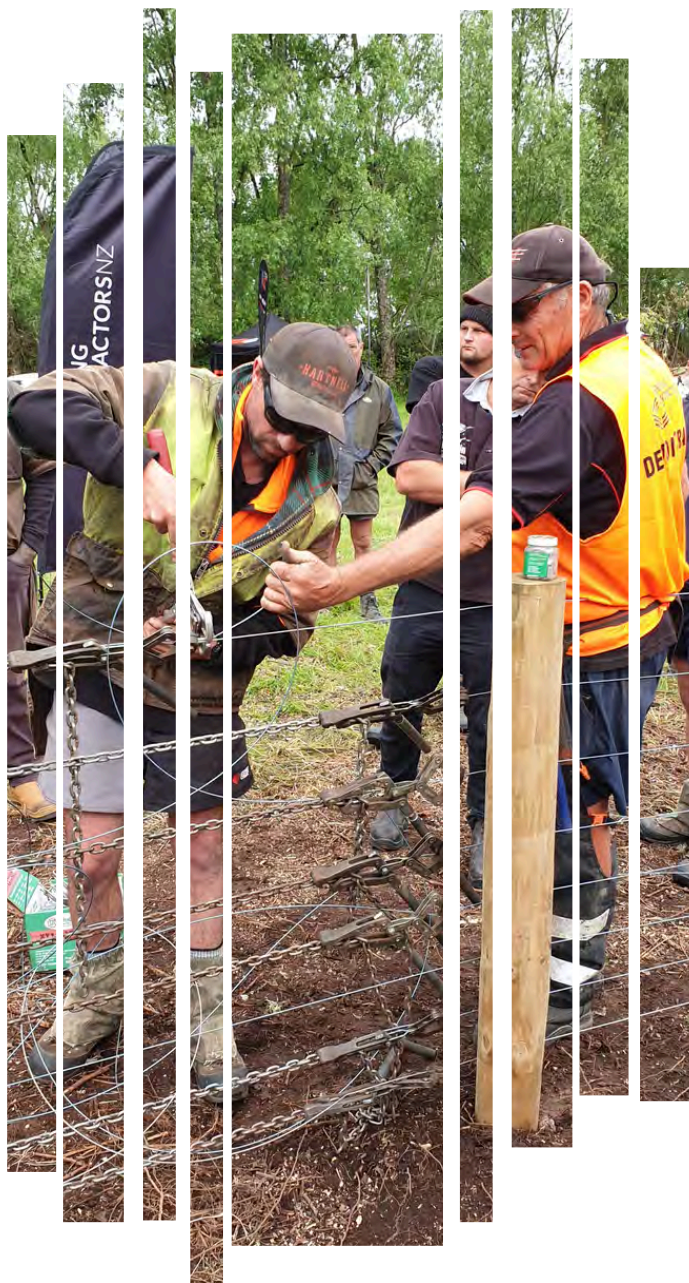
Since July 2024, FCANZ has hosted and exhibited at a number of events, including:

- Conference24, industry awards & the National Fencing Field Day
- 8 Best practice days
- 3 Business Staples webinars
- Northland Field Days
- South Island Agricultural Field Days
- National Fieldays

These events have provided valuable opportunities to engage directly with members, showcase the work of the Association, strengthen industry relationships, and promote the benefits of FCANZ membership to prospective members.

A "Fencing Hub" concept was trialled at Northland Field Day, and while attendee numbers were lower than hoped, the concept itself proved valuable for both visitors and industry partners. Building on this success, the concept was further developed into "Fencing Central" at the National Fieldays, where it was particularly well-received, proving that it is a model worth repeating.

TREASURER'S FY25 REPORT



For the year ending March 2025, the Association recorded a net loss of \$20,034. This result, while anticipated due to ongoing economic challenges impacting both membership and partnership retention, was better than forecasted at mid-year, which predicted a slightly greater loss.

Membership has remained stable, with only minor fluctuations. The most notable change has been a decline in Partnerships, which reflects broader market conditions and economic pressures faced by supporting businesses.

Key Financial Highlights for FY25:

- Total income: \$443,727 (a decrease of \$20,870 from the previous year)
- Total expenses: \$463,791 (a decrease of \$5,934 from the previous year)
- Net loss: \$20,034
- Total equity (less current liabilities): \$293,762

Increased costs during the year were primarily associated with:

- Accreditation programme delivery
- Best Practice Days
- Prepaid event site bookings falling into the FY25 accounts
- Rising subscription and service costs

These expenses align with the Board's expectations around strategic investment in member engagement and profile-raising initiatives.

One area of financial pressure continues to be the annual Conference and AGM. Over the past two years, sponsorship for this event has halved, contributing to the overall year-end deficit.

Five-Year Perspective:

Despite the current-year loss, the Association remains in a strong financial position compared to five years ago:

- Equity at YE March 2021: \$182,947
- Equity at YE March 2025: \$293,762
 - an increase of \$110,815
- Income at YE March 2021: \$235,864
- Income at YE March 2025: \$443,727
 - an increase of \$207,863

Amid challenging economic and climatic conditions, the Association has continued to deliver key initiatives such as Best Practice Days, National Fencing Field Day, and National Fieldays within budget.

The Association's monthly budget reviews ensure continued financial oversight, while sustained membership and partnership engagement confirm that FCANZ remains on a stable and sustainable path.

Performance Report

Fencing Contractors Association NZ Inc
For the year ended 31 March 2025

Prepared by Bailey Ingham Ltd

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Compilation Report

Fencing Contractors Association NZ Inc For the year ended 31 March 2025

Compilation Report to the Board of Fencing Contractors Association NZ.

Scope

On the basis of information provided and in accordance with Service Engagement Standard 2 Compilation of Financial Information, we have compiled the financial statements of Fencing Contractors Association NZ Inc for the year ended 31 March 2025.

These statements have been prepared in accordance with the accounting policies described in the Statement of Accounting Policies.

Responsibilities

The Board are solely responsible for the information contained in this financial report and have determined that the accounting policies used are appropriate to meet your needs and for the purpose that the financial statements were prepared.

The financial statements were prepared exclusively for your benefit. We do not accept responsibility to any other person for the contents of the financial statements.

No Audit or Review Engagement Undertaken


Our procedures use accounting expertise to undertake the compilation of the financial statements from information you provided. Our procedures do not include verification or validation procedures. No audit or review engagement has been performed and accordingly no assurance is expressed.

Independence

We have no involvement with Fencing Contractors Association NZ Inc other than for the preparation of financial statements and management reports and offering advice based on the financial information provided.

Disclaimer

We have compiled these financial statements based on information provided which has not been subject to an audit or review engagement. Accordingly, we do not accept any responsibility for the reliability, accuracy or completeness of the compiled financial information contained in the financial statements. Nor do we accept any liability of any kind whatsoever, including liability by reason of negligence, to any person for losses incurred as a result of placing reliance on this financial report.



Bailey Ingham Ltd

18 Maniapoto Street

Otorohanga

Dated: 8 July 2025

Entity Information

Fencing Contractors Association NZ Inc For the year ended 31 March 2025

Legal Name of Entity

Fencing Contractors Association NZ Inc

Entity Type and Legal Basis

Incorporated Societies Act 2022

Incorporation Number

1775229

Entity's Purpose or Mission

To raise the profile of fencing as a recognised trade that embraces best practice, adherence to quality standards and ongoing professional development.

Entity Structure

Not for profit organisation run by a volunteer Board, Executive Director (employed), and sub-contracted Administration Manager and Magazine Editor.

Main Sources of Entity's Cash and Resources

Membership fees and Partners payments (sponsorship)

Entity's Reliance on Volunteers and Donated Goods or Services

Board members

Postal Address

PO Box 3232, Greerton, Tauranga, New Zealand, 3142

Approval of Financial Report

Fencing Contractors Association NZ Inc For the year ended 31 March 2025

The Board are pleased to present the approved financial report including the historical financial statements of Fencing Contractors Association NZ for year ended 31 March 2025.

APPROVED

President: Phil Cornelius

Date

Vice-President: Janine Swansson

Date



Statement of Service Performance

Fencing Contractors Association NZ Inc
For the year ended 31 March 2025

Description of medium to long term objectives

To raise the profile of fencing as a recognised trade that embraces best practice, adherence to quality standards and ongoing professional development.

		2025
Description and Quantification of the Entity's Key Activities		
Number of meetings per year		10
Number of members		450
Conferences per year		1
Best Practice Days per year		6

Statement of Financial Performance

Fencing Contractors Association NZ Inc

For the year ended 31 March 2025

	NOTES	2025	2024
Revenue			
Donations, koha, bequests and other general fundraising activities	1	-	31,634
Membership fees and subscriptions	1	133,779	132,090
Revenue from commercial activities	1	297,574	294,095
Interest, dividends and other investment revenue	1	12,301	8,231
Other revenue	1	102	-
Total Revenue		443,757	466,051
Expenses			
Employee remuneration and other related expenses	2	187,542	161,071
Expenses related to commercial activities	2	264,104	298,699
Other expenses	2	12,145	11,410
Total Expenses		463,791	471,179
Surplus/(Deficit) for the Year		(20,034)	(5,129)

This statement has been prepared without conducting an audit or review engagement, and should be read in conjunction with the attached Compilation Report.

Statement of Financial Position

Fencing Contractors Association NZ Inc

As at 31 March 2025

	NOTES	31 MAR 2025	31 MAR 2024
Assets			
Current Assets			
Cash and short-term deposits	3	80,786	84,674
Debtors and prepayments	3	29,842	42,727
Inventory	3	79	276
Total Current Assets		110,706	127,677
Non-Current Assets			
Property, Plant and Equipment	5	46,699	58,844
Investments	6	150,000	150,000
Other non-current assets	3	10,740	11,289
Total Non-Current Assets		207,439	220,132
Total Assets		318,146	347,809
Liabilities			
Current Liabilities			
Creditors and accrued expenses	4	18,538	33,154
Other current liabilities	4	5,631	463
Total Current Liabilities		24,170	33,617
Non-Current Liabilities			
Other non-current liabilities	4	214	397
Total Non-Current Liabilities		214	397
Total Liabilities		24,383	34,014
Total Assets less Total Liabilities (Net Assets)		293,762	313,796
Accumulated Funds			
Accumulated surpluses (or deficits)	7	293,762	313,796
Total Accumulated Funds		293,762	313,796

This statement has been prepared without conducting an audit or review engagement, and should be read in conjunction with the attached Compilation Report.

Statement of Cash Flows

Fencing Contractors Association NZ Inc For the year ended 31 March 2025

	2025	2024
Cash Flows from Operating Activities		
Operating receipts (money deposited into the bank account)		
Donations, koha, bequests and other general fundraising activities	-	31,634
Membership fees and subscriptions	130,074	132,315
Interest or dividends received	12,301	8,231
GST received	82,281	90,409
Other cash received	312,691	306,096
Total Operating receipts (money deposited into the bank account)	537,347	568,685
Operating payments (money withdrawn from the bank account)		
Employee remuneration and other related payments	(219,098)	(197,944)
Payments related to commercial activities	(245,606)	(258,698)
GST paid	(81,899)	(85,295)
Other payments	-	(231)
Total Operating payments (money withdrawn from the bank account)	(546,603)	(542,169)
Total Cash Flows from Operating Activities	(9,256)	26,516
Cash Flows from Other Activities		
Receipts from other activities	407,469	303,783
Payments from other activities	(402,101)	(338,362)
Total Cash Flows from Other Activities	5,368	(34,579)
Net Increase/(Decrease) in Cash	(3,888)	(8,063)
Bank Accounts and Cash		
Opening cash	84,674	92,737
Net change in cash for period	(3,888)	(8,063)
Closing cash	80,786	84,674

This statement has been prepared without conducting an audit or review engagement, and should be read in conjunction with the attached Compilation Report.

Statement of Accounting Policies

Fencing Contractors Association NZ Inc

For the year ended 31 March 2025

Basis of Preparation

The entity is permitted by law to apply the Tier 3 (NFP) Standard issued by the External Reporting Board (XRB) and has elected to do so. A PBE may apply the standard if it does not have public accountability and has total annual expenses less than or equal to \$5,000,000. All transactions in the Performance Report are reported using the accrual basis of accounting. The Performance Report is prepared under the assumption that the entity will continue to operate in the foreseeable future.

Goods and Services Tax (GST)

The entity is registered for GST. All amounts are stated exclusive of goods and services tax (GST) except for accounts payable and accounts receivable which are stated inclusive of GST.

Income Tax

Fencing Contractors Association NZ is partly exempt from New Zealand income tax having fully complied with all statutory conditions for these exemptions.

Bank Accounts and Cash

Bank accounts and cash in the Statement of Cash Flows comprise cash balances and bank balances (including short term deposits) with original maturities of 90 days or less.

Revenue Recognition

Grants are recognised as revenue when the funding is received unless there is an obligation to return the funds if conditions of the grant are not met. If there is such an obligation, the grant is initially recorded as a liability and recognised as revenue when conditions of the grant are satisfied.

Donations are recognised as revenue on receipt.

Revenue from the sale of goods is recognised when the goods are sold to the customer.

Revenue from the sale of services is recognised by the reference to the stage of completion of the services delivered at balance date as a percentage of the total services to be provided

Interest revenue is recorded as it is earned during the year.

Dividend revenue is recognised when the dividend is received.

Property, Plant and Equipment

Property, Plant and Equipment is stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure directly attributable to the acquisition of assets, and includes the cost of replacements that are eligible for capitalisation when these are incurred.

All other repairs and maintenance expenditure is recognised in profit or loss as incurred.

Depreciation is calculated on a diminishing value or straight-line basis over the estimated useful life of the asset.

	Rate	Method
Plant & Machinery	18-50%	DV

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

Debtors

Debtors are stated at their estimated realisable value.

Investment Policy

Term deposits with maturities greater than 90 days and less than a year are classified as current investments.

Changes in Accounting Policies

The Fencing Contractors Association Inc has elected to prepare PBE SFR-A (NFP) financial statements for the 2025 financial year under the 2022 Incorporated Society Act. Accounting policies have been applied consistently.

Notes to the Performance Report

Fencing Contractors Association NZ Inc For the year ended 31 March 2025

	2025	2024
1. Analysis of Revenue		
Donations, koha, bequests and other general fundraising activities		
Donations Received	-	31,634
Total Donations, koha, bequests and other general fundraising activities	-	31,634
Membership fees and subscriptions		
Member Subscriptions	133,779	132,090
Total Membership fees and subscriptions	133,779	132,090
Revenue from commercial activities		
Accredited Fencing Contractor Income	2,550	-
AGM & Conference Income	58,548	59,449
Auditing/Inspector income	5,048	2,027
Best Practice Day Income	9,861	6,345
Certified Fencer Application Fee	300	-
Job Book Sales & Merchandise	447	432
National Fencing Field Day Income	6,101	9,483
NZYF Judging Fee	2,000	-
Partnership Income	191,000	190,500
Wired Advertising	21,720	25,860
Total Revenue from commercial activities	297,574	294,095
Interest, dividends and other investment revenue		
Interest Received	12,301	8,231
Total Interest, dividends and other investment revenue	12,301	8,231
Other revenue		
Other Revenue	102	-
Total Other revenue	102	-
	2025	2024

2. Analysis of Expenses

Employee remuneration and other related expenses		
ACC	259	-
KiwiSaver Employer Contributions	3,150	2,406
Operations - Admin Manager	63,532	58,891
Operations - WIRED	15,600	19,581
Operations - Communications & Marketing Manager	-	14,718
Operations - Executive Director	105,000	80,192
Total Employee remuneration and other related expenses	187,542	175,789
Expenses related to commercial activities		
Accounting	695	695
Accredited Fencing Contractor Expenses	4,186	-



	2025	2024
AGM & Conference Expenses	58,665	58,488
Appreciation Cards & Gifts	360	566
Bank Fees	151	139
Best Practise Day Expenses	13,651	5,397
Board Expenses	6,195	9,744
Computer Expenses	4,441	5,963
Donations / Sponsorship	-	30,365
Event Expenses	10,899	250
Executive Director Expenses	13,296	5,696
FCANZ Judging	401	-
Federated Farmers Subscription	3,913	3,913
General Expenses	2,031	3,823
Health & Safety Expenses	350	-
Inspection expenses	5,417	1,454
Insurance	5,040	4,673
Legal Expenses	3,307	5,810
Loss on Sale	-	984
Marketing Expenses	15,205	19,279
Meeting costs	1,815	3,026
Meetings - travel to/from Board meetings	27,565	28,745
Member Merchandise	2,921	3,483
Merchandise - Shop	-	229
Paypal/Farmlands	769	615
Phone	2,328	2,243
PO Box Fee	243	243
Postage & Couriers	2,656	1,783
Printing	2,665	2,189
Recruitment Costs	-	9,000
Rent	1,903	1,296
Signage	-	258
Stationery	278	303
Stripe Fees	200	-
Subscriptions	6,721	4,596
Survey Costs	-	298
Trailer Expenses	316	2,866
Travel - other	4,705	6,755
Webinar Expenses	283	1,447
Website costs	1,681	1,961
Wired Expenses	58,853	55,405
Total Expenses related to commercial activities	264,104	283,980
Other expenses		
Depreciation	12,145	11,410
Total Other expenses	12,145	11,410



	2025	2024
3. Analysis of Assets		
Cash and short-term deposits		
Cyclone Funds	-	2
FCANZ BNZ Account	27,430	33,030
FCANZ BNZ Savings Account	23,356	51,642
Term Deposit: 6 months, matures 25/8/2025	30,000	-
Total Cash and short-term deposits	80,786	84,674
Debtors and prepayments		
Accounts Receivable	29,842	42,727
Total Debtors and prepayments	29,842	42,727
Inventory		
Job Sheet Books on Hand	79	276
Total Inventory	79	276
Other non-current assets		
Fencing Trade Mark (renewal 3/10/2033)	10,740	10,740
NZD PayPal Account	-	549
Total Other non-current assets	10,740	11,289
	2025	2024
4. Analysis of Liabilities		
Creditors and accrued expenses		
Accounts Payable	11,317	26,586
GST	4,725	3,997
PAYE Payable	2,496	2,571
Total Creditors and accrued expenses	18,538	33,154
Other current liabilities		
Visa - Jaime Bigwood	2,518	-
Visa - Jeanette	3,113	463
Total Other current liabilities	5,631	463
Other non-current liabilities		
Samsung Galaxy Device	214	397
Total Other non-current liabilities	214	397



	2025	2024
5. Property, Plant and Equipment		
Plant and Equipment		
Plant and machinery owned	81,696	81,696
Accumulated depreciation - plant and machinery owned	(34,997)	(22,852)
Total Plant and Equipment	46,699	58,844
Total Property, Plant and Equipment	46,699	58,844
	2025	2024

6. Investments

Other non-current investments		
BNZ Term Deposit - Matures 24/05/2025	150,000	150,000
Total Other non-current investments	150,000	150,000
Total Investments	150,000	150,000
	2025	2024

7. Accumulated Funds

Accumulated surpluses or (deficits)		
Opening Balance	313,796	318,924
Current year earnings	(20,034)	(5,129)
Total Accumulated surpluses or (deficits)	293,762	313,796
Total Accumulated Funds	293,762	313,796

8. Events After the Balance Date

There were no events that have occurred after the balance date that would have a material impact on the Performance Report (Last year - nil).

9. Ability to Continue Operating

The entity will continue to operate for the foreseeable future.



Depreciation Schedule

Fencing Contractors Association NZ Inc
For the year ended 31 March 2025

NAME	RATE	METHOD	COST	OPENING VALUE	PURCHASES	DISPOSALS	DEPRECIATION	CLOSING VALUE
Plant & Equipment								
ASUS Laptop	50.00%	DV	1,428.02	178.50	-	-	89.25	89.25
Black TP85 Trailer	20.00%	DV	34,124.00	25,024.26	-	-	5,004.85	20,019.41
Brother MFC L8690CDW Colour Laser Printer	50.00%	DV	733.91	351.66	-	-	175.83	175.83
Hercules Instant Shelter	18.00%	DV	3,603.26	1,956.92	-	-	352.25	1,604.67
HP Zbook Firefly 14 G8 Mobile Workstation -Heather laptop	50.00%	DV	2,731.56	483.71	-	-	241.86	241.85
Samsung Galaxy A34 1474 Device	50.00%	DV	549.72	297.76	-	-	148.88	148.88
TP85 Tandem Axle - Registration Number: 659M5	20.00%	DV	33,865.30	30,478.77	-	-	6,095.75	24,383.02
Website Costs	50.00%	DV	3,625.00	51.87	-	-	25.94	25.93
Wireless PA System	50.00%	DV	1,034.78	20.23	-	-	10.12	10.11
Total Plant & Equipment			81,695.55	58,843.68	-	-	12,144.73	46,698.95
Total			81,695.55	58,843.68	-	-	12,144.73	46,698.95



Fencing Contractors Association NZ Inc. Constitution

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1. INTRODUCTORY RULES

1.1 Name

The name of the Society is Fencing Contractors Association New Zealand Incorporated (in this **Constitution**, referred to as the '**Association**').

1.2 Charitable status

The **Association** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Association** held once per year which, among other things, will receive and consider reports on the **Association's** activities and finances.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and Board meetings, and who provides leadership for the **Association**. May also be referred to as '**President**'.

'**Committee**' means the **Association's** governing body, hereafter referred to as the **Association's** '**Board**'. The Board is made up of Officers of the Association.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**. May also be referred to as '**Vice President**'.

'**General Meeting**' means either an Annual General Meeting or a Special General Meeting of the Members of the Association.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Matter**' means—

1. the **Association's** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Association**.

'Member' means a natural person who has consented to become a **Member** of the **Association** and has been properly admitted to the **Association** and who has not ceased to be a **Member** of the **Association**.

'Notice' to **Members** includes any notice given by email, post, or courier.

'Officer' means a natural person who is:

- a member of the **Board**, or
- occupying a position in the **Association** that allows them to exercise significant influence over the management or administration of the **Association**.

'Patron' means a natural person who has been appointed by the **Board** to support and represent the **Association**.

'Register of Members' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

'Secretary' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

'Special General Meeting' means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.4 Purposes

The primary purposes of the **Association** are to—

- raise the profile of fencing as a recognised trade that embraces best practice, adherence to quality standards and ongoing professional development.
- support and advance industry best practice

The **Association** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or

- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Association** or otherwise).

But the **Association** will not operate for the financial gain of **Members** simply if the **Association**—

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Association**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Association**, and the **Member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Association**, and
 - has the same, or substantially the same, purposes as those of the **Association**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Association** or while pursuing the **Association's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Association** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Association**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Association**.
- on removal of the **Association** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

1.5 Act and Regulations

Nothing in this **Constitution** authorises the **Association** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

1.6 Restrictions on Association powers

The **Association** must not be carried on for the financial gain of any of its members.

The **Association's** capacity, rights, powers, and privileges are subject to the following restriction:

- The **Association** does not have the power to borrow money.

1.7 Registered office

The registered office of the **Association** shall be at such place in New Zealand as the **Board** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

1.8 Contact person

The **Association** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Association's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Board** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Association** becoming aware of the change.

2. MEMBERS

2.1 Minimum number of members

The Association shall maintain a minimum of 10 Members as required by the Act.

2.2 Types of members

There shall be SIX classes of membership of the Association:

- a) **General Member** means any person (with or without FCANZ endorsements) engaged in the fencing industry and sympathetic to the objectives of the Association;
- b) **Employee Member** means any person employed by an entity with at least one General or Life member. The employee member must be engaged in the fencing industry and sympathetic to the objectives of the Association;
- c) **Life Member** means any person who has been selected by the Board for their outstanding contribution to the fencing industry. Such membership is free and allows the Life Member to receive all the benefits of a General Member;
- d) **Student Member** means any person enrolled full-time in secondary or tertiary education, interested in the industry and sympathetic to the objectives of the Association;
- e) **Associate Member** means any person associated with a General Member or otherwise interested in the industry and sympathetic to the objectives of the Association;
- f) **International Member** means any person who does not normally reside in New Zealand but is engaged in the fencing industry or interested in the industry and sympathetic to the objectives of the Association.

The directors, shareholders and employees of member businesses must abide by the Code of Ethics and Conduct. Membership is not available to businesses supplying the industry, and these businesses should instead be commercial Partners.

2.3 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**, and accept the Member Code of Ethics and Conduct. Payment of a membership invoice is also considered consent to becoming a member, and acceptance of the Member Code of Ethics and Conduct.

2.4 Becoming a member: process

An applicant for membership must complete an application form and supply any information, as may be reasonably required by the **Board** regarding an application for membership.

The **Board** may accept or decline an application for membership at its sole discretion. The **Board** must advise the applicant of a decision to decline an application.

The application form for every **Member** to become an **Association Member** shall be retained in the **Association's** membership records.

2.5 Members' obligations and rights

Every **Member** shall provide the **Association** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Association** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of the **Association** and shall do nothing to bring the **Association** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, and participating in **Association** activities) if all subscriptions and any other fees have been paid to the **Association** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Association** by reason only of being a **Member**.
- The **Board** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Association**, and to participate in **Association** activities, including any conditions of and fees for such access, use or involvement.

2.6 Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by the **Board** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar months of the date the same was due for payment shall be considered unfinancial and shall (without being released from the obligation of

payment) have no membership rights and shall not be entitled to participate in any **Association** activity or to access or use the **Association's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the **Board** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

2.7 Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Board**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death, or
- by resolution of the **Board** where—
 - The **Member** has failed to pay a subscription, levy or other amount due to the **Association** within 60 **Working Days** of the due date for payment.
 - In the opinion of the **Board** the **Member** has brought the **Association** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Board** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member**, or
- the date specified in a resolution of the **Board** and when a **Member's** membership has been terminated the **Board** shall promptly notify the former **Member** in writing.

2.8 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

- remains liable to pay all subscriptions and other fees to the **Association's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Association**, and
- shall return to the **Association** all material provided to **Members** by the **Association** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of an **Association Member**.

2.9 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Board**.

But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Board**.

3. GENERAL MEETINGS

3.1 Procedures for all general meetings

The **Board** shall give all **Members** at least 20 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the email address notified to the **Association** and recorded in the **Association's** register of members. Where an email address has not been provided, that Notice will be addressed to the Member at the physical address notified to the Association and recorded in the Association's register of members.

The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may speak, and only **General** or **Life Members** may vote at **General Meetings**—

- in person, or
- through an authorised representative as notified to the **Board**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Association**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

General or **Life Members** are entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Representatives of the Association's commercial partners shall not be eligible to vote, regardless of their membership status.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

- **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chairperson**. The **Chairperson** may delegate another officer to chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may —
 - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Board** may propose motions for the **Association** to vote on ('**Board Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Board** at least 10 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Board** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

3.2 Minutes

The **Association** must keep minutes of all **General Meetings**.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Board** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Association**
- 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- adopt the annual report on the operations and affairs of the **Association**,
- adopt the **Board's** report on the finances of the **Association** and the annual financial statements,
- elect **officers** to the Board where vacancies exist,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Board** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Association** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5 Special General Meetings

Special General Meetings may be called at any time by the **Board** by resolution.

The **Board** must call a **Special General Meeting** if it receives a written request signed by at least 25 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the **Meeting**.

4. BOARD

4.1 Board composition

The **Board** will consist of at least 5 **Officers** and no more than 7 **Officers**.

A majority of the **Officers** on the **Board** must be Members of the Association.

4.2 Functions of the Board

From the end of each **Annual General Meeting** until the end of the next, the **Association** shall be managed by, or under the direction or supervision of, the **Board**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the Board

The **Board** has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of the **Association**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

4.4 Sub-Committees

The **Board** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Association**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Association** to any financial expenditure without express authority from the **Board**, and
- a sub-committee must not further delegate any of its powers.

4.5 General matters: Boards

The **Board** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Board** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Board** or any sub-committee may regulate its proceedings as it thinks fit.

5. BOARD MEETINGS

5.1 Procedure

The quorum for **Board** meetings is at least half the number of members of the **Board**.

A meeting of the **Board** may be held either—

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

A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Board** shall have one vote and in the case of deadlock the President shall have a casting vote

The members of the **Board** shall elect one of their number as President of the **Board**. If at a meeting of the **Board**, the President is not present, the Vice-President will chair the meeting and have the casting vote, if required. Failing that, the meeting will be rescheduled.

Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.

5.2 Frequency

The **Board** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other **Board** member nominated by the **Board**, shall give to all **Board** members not less than 5 **Working Days**' notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

6. BOARD OFFICERS

6.1 Qualifications of officers

Every **Officer** must be a natural person who—

- has consented in writing to be an **Officer** of the **Association**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Association**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Association**, namely—

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - a) an offence under subpart 6 of Part 4 of the **Act**
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c) an offence under section 143B of the Tax Administration Act 1994
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 - a) a banning order under subpart 7 of Part 4 of the **Act**, or
 - b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

Prior to election or appointment as an **Officer** a person must—

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Association's** records.

6.2 Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Association**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Association** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the **Association**,
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the **Association** being carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, or cause or allow the activities of the **Association** to be carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, and
6. must not agree to the **Association** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Association** will be able to perform the obligation when it is required to do so.

6.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Board** (and any such appointee must, before appointment, supply a signed consent to appointment

and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.

2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Association** at least **20 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Board** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **Board** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Board** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Association**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).
7. The **Board** may appoint **Officers** through a commercial arrangement. These Officers shall not hold any voting rights at meetings. Roles may include but are not limited to: Secretary and Executive Director.
8. Representatives of the Association's commercial partners shall not be eligible to hold office, regardless of their membership status.

6.4 Term

The term of office for all **Officers** elected to the **Board** shall be 2 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

6.5 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Board** or the **Association** where in the opinion of the **Board** or the **Association** –

- The **Officer** elected to the **Board** has been absent from 3 Board meetings without leave of absence from the **Board**.
- The **Officer** has not engaged with **Board** communications between meetings without prior explanation to the **Board**.
- The **Officer** has brought the **Association** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Board** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Board** or **Association**.

6.6 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Board**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within 5 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Board** all books, papers and other property of the **Association** held by such former **Officer**.

6.7 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Association**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Board** and or sub-committee, and
2. in an Interests Register kept by the Board.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Board** and/or sub-committee relating to the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Board** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Board** and/or sub-committee (unless the **Board** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

7. ASSOCIATION PATRON

7.1 Patron Appointment & Responsibilities

The Association may, at its discretion, choose to appoint a **Patron** to advance and support the objectives of the Association.

The term for any **Patron** shall be mutually agreed between the **Patron** and the **Board**. Either party may cease the relationship by providing one month notice in writing.

The **Patron** shall be removed by resolution of the **Board** or the **Association** where in the opinion of the **Board** or the **Association** —

- The **Patron** has brought the **Association** into disrepute.
- The **Patron** has failed to disclose a conflict of interest.
- The **Board** passes a vote of no confidence in the **Patron**.

A **Patron** is not considered to be a member and, therefore, does not have voting rights, however they must abide by the Code of Ethics and Conduct when representing the Association.

8. RECORDS

8.1 Register of Members

The **Association** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.

The register will also include each **Member's** —

- postal address
- email address (if any)
- whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **Association** of any change of the **Member's** contact details.

The **Association** shall also keep a record of the former **Members** of the **Association**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Association** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

8.2 Interests Register

The **Board** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

8.3 Access to information for members

A **Member** may at any time make a written request to the **Association** for information held by the **Association**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Association** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Association** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** may refuse to provide the information if –

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Association** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Association**, or
4. the information is not relevant to the operation or affairs of the Association, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Association** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Association** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Association** –

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

9. FINANCES

9.1 Control and management

The funds and property of the **Association** shall be—

- controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Association**.

The **Board** shall maintain bank accounts in the name of the **Association**.

All money received on account of the **Association** shall be banked within 10 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Board** for approval of payment.

The **Board** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Association**, and
2. allow the **Association** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Association's Constitution**).

The **Board** must establish and maintain a satisfactory system of control of the **Association's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Association**.

9.2 Balance date

The **Association's** financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Association's** balance date).

10. DISPUTE RESOLUTION

10.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Association**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Association**
6. 1 or more **Members** or **Officers** and the **Association**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws (including the Member Code of Ethics and Conduct) or the **Act**
3. the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws (including the Member Code of Ethics and Conduct) or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints sub-committee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Association**.

The **Association** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and

2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Association's** activities.

The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

10.2 How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints sub-committee) a notice in writing that—
 1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the **Association**.
2. The **Association** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
 2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

10.3 Person who makes complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Association** makes a complaint—
 1. the **Association** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of the **Association**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Association** may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the **Member's**, **Officer's**, or **Association's** written or verbal statement or submissions (if any) are considered by the decision maker.

10.4 Investigating and determining dispute

1. The **Association** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

10.5 Association may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Association** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a **Member** or an **Officer** has engaged in material misconduct;
 2. that a **Member**, an **Officer**, or the **Association** has materially breached, or is likely to materially breach, a duty under the **Association's Constitution** or bylaws (including the Member Code of Ethics and Conduct) or the **Act**;
 3. that a **Member's** rights or interests, or **Members' rights** or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or

5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

10.6 Association may refer complaint

1. The **Association** may refer a complaint to—
 1. a sub-committee or an external person to investigate and report; or
 2. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Association** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

10.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Board** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

11. LIQUIDATION AND REMOVAL FROM THE REGISTER

11.1 Resolving to put Association into liquidation

The **Association** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Board** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Association** into liquidation.

The **Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Association** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

11.2 Resolving to apply for removal from the register

The **Association** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Board** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Association** from the Register of Incorporated Societies.

The **Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Association** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

11.3 Surplus assets

If the **Association** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Association**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a not-for-profit organisation decided by a majority **Members** of the **General Meeting** at which any such proposed resolution is to be considered.

However, in any resolution under this rule, the **Association** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Association** complies with this **Constitution** and the **Act** in all other respects.

12. ALTERATIONS TO THE CONSTITUTION

12.1 Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Association** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 5 per cent of eligible **Members** and given in writing to the **Board** at least 20 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Board** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.



ANNUAL GENERAL MEETING 2025

MEET THE NOMINEES

In alphabetical order:

WWW.FCANZ.ORG.NZ



BURNE MAXTED FIELDING

Nominator: Emile de Greeuw
Secunder: David Swansson

What is your involvement in the fencing industry?

Been a full-time fencer since 2016 were I worked for Alan Rennie up in till 2018 and Craig Shortall till end of 2020 and have been self-employed ever since.

I've been to quite a few best practice days over the years, and have done the Level 3 course.

I've also been a regular competitor in NZFC competitions over the last 4 years which all in all has grown me into the fencer I am today.

Why you want to be on the FCANZ Board?

I believe I have a strong passion for this industry and would like to help carry on all the hard work in promoting best practice , quality workmanship and help the industry grow.

What skills do you think you bring the association?

I seem to know a lot of people within the industry whether it be a local material representative, through to contractors spread across our country.

I get on very well with the majority of the people I meet and dealt with through my fencing career and I believe that would help in promoting what FCANZ have worked hard to promote and maintain.

What do you do for fun?

My weekends are usually spent with my two young boys working on DIY projects or hitting the farm on the motorbikes.



PHIL CORNELIUS
NORTHLAND

Nominator: David Swansson
Secunder: Ben Fisher

What is your involvement in the fencing industry?

I am the Director of CPC Fencing Limited and manage – alongside my wife – crews ranging from 10 to 20 staff, depending on work programmes, although we have been trying to restructure this to be less. I have been fencing for 30 years and completed alongside many others, the original Level 3 and 4 fencing qualifications.

Before I started fencing I was in the USA working on and managing a couple of ranches, breaking in cutting horses and worked as a farrier.

Why you want to be on the FCANZ Board?

I joined the Executive Committee 6 years ago, to give back to an industry that has been good to me, and to see the endorsement of Certified and Accredited be executed and to support our Association Partners in their endeavours alongside the members. Being on the Association's Executive Board has created new friendships and lifelong connections with people that live similarly to myself.

What skills do you think you bring the association?

I like to think I represent the Association and industry in a positive way and put my best foot forward. I stick to my decisions and feel I have a clear direction in supporting the strategic goals of the industry body.

What do you do for fun?

When I am not working and organising crews or doing the work for the Association, I like spending time at home with the family, riding our motorbikes, helping my wife with her horses as I no longer compete, hunting, and working towards getting away in our offroad caravan more.



RUBEN CONNELLY **CENTRAL OTAGO**

Nominator: Nick Terry
Secunder: Donna Upton

What is your involvement in the fencing industry?

I run a fencing business in Central Otago focused on rural and commercial projects. I'm hands-on with quoting, planning, building, and leading a team, while also training up young fencers coming into the trade.

Why you want to be on the FCANZ Board?

I want to help grow the professionalism of our industry and support FCANZ in promoting fencing as a skilled trade.

I'm passionate about lifting standards and giving back to the industry that's supported me.

What skills do you think you bring to the association?

I bring practical experience, leadership, and a strong understanding of what contractors face day-to-day.

I'm good at mentoring, problem-solving, and bringing energy and structure to the work I take on.

What do you do for fun?

I enjoy keeping fit through multisport, coaching kid's rugby, and spending time outdoors with family and mates.



SCOTT HEASLEY CANTERBURY

Nominator: Nick Terry
Secunder: Phil Cornelius

What is your involvement in the fencing industry?

I have run a fencing earthworks business for over 30 years through all the highs and lows in the economy.

We've done large and small fencing jobs all over the South Island including; tenure review work, high country station fencing, earthquake red zone fencing in Christchurch, large deer farms in Te Anau, dairy farms on the West Coast for Landcorp.

Plenty of vineyard work and more recently Security fencing Plenty for local councils contracts. Staff numbers have varied over the years up to 12.

Why you want to be on the FCANZ Board?

I have a lot to offer the industry especially mentoring young people starting out. I have enjoyed being involved with the best practice days, training staff for the Level 3 Certificate in Fencing, and attending FCANZ conferences.

I really like the way FCANZ is promoting Industry standards and upskilling the people in it. I have some good ideas for the good practice days and help promote some aspects of South Island Fencing.

What skills do you think you bring the association?

I have 30 years fencing experience I am keen to share. I get on well with people and a I'm bit of a straight shooter I'm happy to say what I think. I enjoy working in a team. I think it's good to give back to FCANZ because I have got a lot from it.

What do you do for fun?

I love my hunting and fishing. I am passionate about the outdoors. Very keen pig hunter. I love the alpine environment, in particular Tahr hunting. I love a bit of adventure travel and tramping with my wife Anna. I enjoy hunting and fishing with my boys Liam and Campbell, watching my boys play rugby and supporting the Crusaders and the All Blacks.