

Plastics New Zealand Incorporated - Constitution

Introductory rules

1. Name

The name of the society is Plastics New Zealand Incorporated (in this **Constitution** referred to as the '**Society**').

2. Charitable status

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

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 **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Branch**' means a local committee of **Members** in a district.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**, the National President.

'**Committee**' means the **Society's** governing body, the National Executive (Board).

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

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**, the National Vice President.

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

'**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**.

'**Limited Membership Category**' means a **Member** category that does not hold voting rights at a **Committee** or **Branch** level and may have limitations on the information shared/provided by the **Society**.

'**Matter**' means:

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

'Member' means a company or individual who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**. All employees of a **Member** company are automatically deemed **Members** of the **Society**

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

'Officer' means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including the Chief Executive Officer.

'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**, the Chief Executive Officer.

'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.

4. Purposes

The primary purposes of the **Society** are to:

- Promote, aid, foster, develop and protect the interests of the plastics industry in New Zealand by whatever means the **Society** shall determine.
- To maintain liaison with other organisations representing interests concerned with the manufacture and use of plastics; to collect and disseminate statistics and other information likely to be of interest to the **Society** and its **Members**; to conduct education or publicity activities; to promote training within the industry.
- To promote any legislation, regulation, or Government action which the **Society** may consider beneficial to the **Membership** and to provide all lawful means for the opposing of any legislation, regulation or Government action which the **Society** may consider to be inimical to it or to the interests of its **Members**.
- To do such other things as may facilitate the carrying into effect of any of the foregoing objects.

The **Society** 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 **Society** or otherwise).

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

- engages in trade,

- pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Society**, and
 - has the same, or substantially the same, purposes as those of the **Society**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society'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 **Society** 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 **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** 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.

5. Act and Regulations

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

6. Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** 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**.

7. Contact person

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

The **Society'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 **Committee** 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 **Society** becoming aware of the change.

Members

8. Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

9. Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Corporate Manufacturer**
Subject to the provisions of this **Constitution** any public or private company, corporation, firm or trading organisation shall be eligible for membership of the **Society**, provided that such company, corporation, firm or trading organisation whose whole or part business is engaged in the manufacture in New Zealand of plastic products or raw materials used by the plastics industry.
- **Corporate Recycler**
Subject to the provisions of this **Constitution** any public or private company, corporation, firm or trading organisation shall be eligible for membership of the **Society** provided that such company, corporation, firm or trading organisation is engaged in recycling or reprocessing of plastics products in New Zealand.
- **Corporate Raw Material Supplier**
Subject to the provisions of this **Constitution** any public or private company, corporation, firm or trading organisation shall be eligible for membership of the **Society** provided that such company, corporation, firm or trading organisation is engaged in the supply of raw materials to the Plastics Industry in New Zealand.
- **Corporate Service Supplier**
Subject to the provisions of this **Constitution** any public or private company, corporation, firm or trading organisation shall be eligible for membership of the **Society** provided that such company, corporation, firm or trading organisation is engaged in the supply of services, to the Plastics Industry in New Zealand (such as Machinery, Tool making, Design,) and any other activity , in the opinion of the **Society**, is to be of assistance in furthering the objects of the **Society**.
- **Retailer/Wholesaler/Brand-Owner**
Subject to the provisions of this **Constitution** any public or private company, corporation, firm or trading organisation shall be eligible for membership of the **Society** provided that such company,

corporation, firm or trading organisation is engaged in retailing, wholesaling or utilising plastics as part of their product range in New Zealand. A **Limited Membership Category**.

- **Individual Limited Membership**

A **Limited Membership Category** for an individual of a non-member company

- **Life Member**

In consideration of services rendered to the **Society**, any natural person may be elected to Life membership by the unanimous vote of all members at the time, of the **Committee**, provided that no member of the **Committee** shall be required to vote in respect of their own nomination. Life members have the right to vote at any **General Meeting** of the **Society**, or of its constituent **Branches**.

- **Honorary Member**

A person, who because of his or her position or eminence, or for other good reasons, may be nominated or elected by the **Committee** to Honorary membership with such rights and privileges as the **Committee** may from time to time determine.

- **Associate Member**

Subject to the provisions of this **Constitution** any public or private company, corporation, firm or trading organisation shall be eligible for membership of the **Society**, provided that such company corporation, firm or trading organisation whose principal business is not in Plastics. A **Limited Membership Category**.

10. Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

11. Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

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

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

12. Members' obligations and rights

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

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

13. Subscriptions and fees

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

Notwithstanding the above provision, the **Committee** is authorised to strike annual subscription levies not exceeding the current level, provided that such levies be confirmed (or increased as necessary) at the next succeeding **General Meeting**.

The **Committee** has the authority and discretion, and without the approval of the **General Meeting** to raise subscriptions and levies by up to the current annual Consumer Price Index.

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

14. Ceasing to be a member

A **Member** ceases to be a **Member**:

- by resignation from that **Member's** class of membership by giving 3-months written notice signed by that **Member** to the **Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee** where—
 - The **Member** has failed to pay a subscription, levy or other amount due to the **Society** as per Rule 13.
 - In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute. In this situation, the **Committee** by notice in writing request the **Member** to resign within a time to be specified in such notice. In default of the receipt of such resignation, the **Committee** shall submit the question of the **Member's** expulsion to a Special Meeting of the **Committee** called for the purpose of consider same, of which meeting the said **Member** shall be given not less than seven days' notice. At such meeting, the **Member** whose expulsion is under consideration shall be allowed to offer an explanation or objection verbally or in writing. If thereupon two-thirds of the **Committee** members present shall vote for the expulsion of said **Member**, that **Member** shall thereupon cease to be a **Member** provided that the voting at such a meeting shall be by ballot. Any **Member** so expelled may appeal to the next **General Meeting** of the **Society** to have their expulsion reversed which may be done by a majority of not less than two-thirds of the **Members** present, otherwise such decision shall stand and be final. No expelled **Member** shall have any interest in or claim upon the funds of the **Society**.

with effect from (as applicable)—

- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

Until the expiry of membership:

- the **Member** shall be subject to the rules of the **Society**.
- Notice of intention to resign may be withdrawn.

15. 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 up to the date on which resignation or termination takes effect,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks, and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

16. 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 **Committee**.

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 **Committee**. A majority of not less than two-thirds of the **Members** present is required for readmission into the **Society**.

General meetings

17. Procedures for all general meetings

The **Committee** shall give all **Members** at least 10 **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 contact address or email notified to the **Society** and recorded in the **Society'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 attend, speak and vote at **General Meetings**—

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**,

- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 12 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within fifteen minutes after the time appointed for a meeting a quorum is not present, the meeting, those present may proceed to dispose of business notified on the Agenda, subject to ratification of that business at the next succeeding **General Meeting**.

At **General Meetings**, voting shall be by show of hands and determined by a simple majority. At **General Meetings** where any firm is represented at the meeting by more than one person, each firm shall in such case be entitled to record only one vote.

At **General Meetings**, any **Member** present may require a vote to be taken by ballot in which case each **Member** represented at the meeting in person or by proxy shall be entitled to one vote for each complete dollar of subscription paid to the **Society** for the current financial year.

Where a ballot is taken, only those **Members** who are financial for the current financial year of the **Society** shall be entitled to vote.

Voting by proxy, provided that proxies are in writing and in the hands of the Chief Executive Officer before the commencement of the meeting, shall be allowed on the above basis.

Where any financial **Member** is prevented from attending any session of a **General Meeting**, they may leave a proxy in writing with the **Chief Executive Officer** to cover such period of absence.

The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by a simple majority of the eligible financial **Members** voting on the resolution. Any **Member** may require a vote to be taken by ballot, in which case the rules of ballot for **General Meetings** shall apply.

A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- **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**. If the **Chairperson** is absent, the **Deputy Chairperson** shall 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 **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

18. Minutes

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

19. 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 **Committee** 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** of the **Society** shall be held no later than 30th June each year, except in the event of exceptional circumstances which could include, but is not limited to, outbreak of disease, war, civil unrest, acts of terrorism, government actions or delays, natural disasters, severe weather events or Acts of God.

20. 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 **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the next financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

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

- an annual report on the operation and affairs of the **Society** 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).

21. Special General Meetings

Special General Meetings shall be held by agreement of the **Chairperson** and Chief Executive Officer when necessary. A **Special General Meeting** shall be called by the Chief Executive Officer on receipt of a written request from any three **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 **Committee's** resolution or the written request by **Members** for the **Meeting**.

Committee

22. Committee composition

The **Committee** will consist of the following **Officers** comprising of the:

- President (**Chairperson**)
- Vice President (**Deputy-Chairperson**)
- Immediate Past President
- Corporate Suppliers Representative
- Presidents of the Societies **Branches**
- Sector Group Chairs
- Environment Committee Chair
- Training Committee Chair
- Industrial Relations Chair
- Four additional elected representatives

Officers on the **Committee** must be financial **Members** of the **Society** from membership types holding voting rights.

23. Functions of the committee

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

24. Powers of the committee

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

25. Sub-committees

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

- 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 **Society** to any financial expenditure without express authority from the **Committee**, and
- a sub-committee must not further delegate any of its powers.

26. General matters: committees

The **Committee** 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 **Committee** or sub-committee meeting.

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

Committee meetings

27. Procedure

The quorum for **Committee** meetings is at least one third the number of members of the **Committee**, providing that at least two of these are appointed (or deputed) representatives of constituent **Branches** of the **Society**.

Every member of the **Committee** attending properly summoned **committee** meetings shall be entitled to receive, if not resident in the town where the meeting is held, actual and reasonable expenses.

A meeting of the **Committee** may be held either:

1. by a number of the members of the **Committee** 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 **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

A resolution in writing signed by all members of the **Committee** available and entitled to vote (provided that the requirements of a quorum have been met) shall be as valid and effective as if it had been passed at a duly called and constituted **Committee** meeting.

The National President is designated as the **Chairperson** for the **Committee**, with the National Vice President as the **Deputy-Chairperson**. The Chair of the meeting shall have a deliberative vote and, where necessary, a casting vote at all meetings, except where a ballot is called for under Rule 17.

Should members of the **Committee** holding position of **Branch** President, Sector Group Chair, Environment Committee Chair, Training Chair or Industrial Relations Chair, be unable to attend a meeting of the **Committee**, the **Branch**, Group or sub-committee who nominated such member may appoint a deputy to act in such member's stead at that meeting.

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

28. Frequency

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

Officers

29. Qualifications of officers

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

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

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

- a person who is under 16 years of age
- a person who is an undischarged bankrupt
- 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.
- 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
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - an offence under subpart 6 of Part 4 of the **Act**
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - an offence under section 143B of the Tax Administration Act 1994
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- a person subject to:
 - a banning order under subpart 7 of Part 4 of the **Act**, or
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 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.

- 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 **Society's** records.

30. Officers' duties

At all times each **Officer**:

- shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- must exercise all powers for a proper purpose,
- must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- 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 **Society**,
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

The duties of the Chief Executive Officer (**Secretary**) are:

- to attend all meetings of the **Committee** and general meetings of the **Society**, being responsible for recording all minutes.
- to make levies upon **Members** as decided by **General Meetings**.
- to forward to each **Member** as promptly as possible copies of all remits, notices of motion and minutes of **General Meetings**.
- receive all monies due to the **Society** from levies or from any other source and pay the same into the Societies bank accounts.
- to keep a true and correct account of the income and expenditure of the **Society**.

- prepare annually (or at such other times as a **General Meeting** may require) a balance sheet for submission to the auditor.
- recover all debts due to the **Society**.
- generally carry out the instructions of the **Chairperson, Committee** and General Meetings and the expressed policy of the **Society**.

31. Election or appointment of officers

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

- **Officers** shall be elected during **Annual General Meetings** where relevant. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (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**.
- The **Officers** shall be appointed in the following manner:
 - The **Chairperson** (National President) and **Deputy-Chairperson** (National Vice President) to be elected by a vote of **Members** at the **Annual General Meeting**.
 - The office of Immediate Past President to be filled by the retiring **Chairperson**.
 - One Representative (Corporate Suppliers Representative) to be appointed by the Suppliers.
 - One Representative (by title the **Branch** President) to be appointed by each of the **Branches** of the **Society**
 - One Representative (by title the Chair) to be appointed by each of the Sector Groups of the **Society**.
 - One Representative (by title the Chair) to be appointed by the Environment Committee of the **Society**.
 - Two Representatives (by title the Chair) to be appointed by the **Committee** with responsibility for each of the Training and Industrial Relations sub-committees.
 - Four Representatives to be elected by a vote of **Members** at the **Annual General Meeting**.
- 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 an **Officer** (as described in the 'Qualification of **Officers**' rule above) shall be received by the **Society** at least 10 **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**.
- Votes shall be carried out as per rule 17 for **Annual General Meetings**. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- 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.
- The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** 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 **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. 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).

- In the event of the death or resignation of the **Chairperson**, the **Deputy-Chairperson** shall automatically assume the office of **Chairperson** and shall hold this office until a new **Chairperson** is elected at the next **General Meeting**.
- The Chief Executive Officer shall be appointed by the **Committee** on terms to be determined by the **Committee**.

32. Term

The **Chairperson** (President), **Deputy Chairperson** (Vice President) and Immediate Past President shall hold their respective offices for two years, until the second **Annual General Meeting** after their appointment at which stage they shall retire and shall not be eligible for consecutive terms in the same office, except in the following circumstances:

- In the event that no new nominee steps forward for the role of President at the conclusion of the two-year term, the incumbent President and Immediate Past President may remain in office with the agreement of the **Members** by vote at a General Meeting of the **Society**.
- In the event of exceptional circumstances which could include, but is not limited to, outbreak of disease, war, civil unrest, acts of terrorism, government actions or delays, natural disasters, severe weather events of Acts of God, the incumbent(s) may remain in office until such time as an **Annual General Meeting** can reasonably be held.

The Presidents of the **Society's Branches**, Chairs of the Sector Groups and Environment Committee, and the Corporate Suppliers Representative serve a 2-year term from appointment. These appointments will be acknowledged at the **Annual General Meeting**.

All other **Officers**, as elected at an **Annual General Meeting**, shall hold office for one year until the next **Annual General Meeting**, at which time they shall retire and be eligible for re-election.

33. Branches of the Society

The **Society** shall have the power to establish **Branches** in any district where, in the opinion of **Members** expressed at a General Meeting, the aims and objectives of the **Society** could be furthered or its activities generally facilitated by the establishment of such a **Branch** in the particular district.

A **Branch** shall not be formed unless the **Members** in the particular district concerned vote, by simple majority, in the favour of such **Branch** being formed

Where a **Branch** of the **Society** is formed in any particular district, all **Members** of the **Society** located in that district (the extent of the district shall be defined by the **Society**) shall automatically become members of the **Branch**.

In addition to Corporate **Members** of the **Society** who shall be Corporate Members of the **Branch**, authority is given to each such **Branch** to accept as Affiliate or as Limited Affiliate Members of the **Branch** any person:

- Desirous of furthering or acquiring knowledge of the synthesis or manufacture of plastics raw materials or any process of the conversion of such materials to finalised products and

- Who, having completed an application for Affiliate or for Limited Affiliate Membership, are elected to such membership after the application has been approved by the **Branch Committee**, and in the case of Limited Affiliate Membership, confirmed also at each **Annual General Meeting** of the **Branch**.

All **Branches** must operate within the overall objects of and within the **Constitution** and Rules of the **Society**, and each **Branch** shall be responsible to the **Society**.

Branches will be managed by a management committee comprising a **Branch President**, A **Branch Vice-President**, and such additional members as the **Branch** at its discretion may elect.

34. Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Officer**.
- other grounds

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

35. Ceasing to hold office

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

Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

36. 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 **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

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

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**:

- must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
- must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but

- may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** 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 **Committee** shall consider and determine the **Matter**.

Records

37. Register of Members

The **Society** 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)
- occupation
- whether the **Member** is financial or unfinancial

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

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

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

38. Interests Register

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

39. Access to information for members

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

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

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

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

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
- 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 **Society**, or
- the information is not relevant to the operation or affairs of the **Society**, or
- withholding the information is necessary to maintain legal professional privilege, or
- the disclosure of the information would, or would be likely to, breach an enactment, or
- the burden to the **Society** 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
- the request for the information is frivolous or vexatious, or
- 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 **Society** 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 **Society** —

- that the **Member** will pay the charge; or
- 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.

Finances

40. Control and management

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

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

The **Society** may provide reasonable remuneration and make payment of expenses to its **Officers** and/or **Members**, but no **Members** may receive any pecuniary gain from the **Society** during its operation or upon winding up.

The **Committee** shall maintain bank accounts in the name of the **Society** which shall be operated by joint signatories appointed by the **Committee**.

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

All accounts paid or for payment shall be submitted to the **Committee**, or the delegated authorities of the **Committee**, for approval of payment.

The Chief Executive Officer or their nominee, shall endorse all payments to the **Society** and issue receipts.

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

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

The **Committee** must establish and maintain a satisfactory system of control of the **Society'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 **Society**.

Financial statements for the **Society** shall be prepared annually for submission to the Registrar. An Auditor shall be appointed by the **Annual General Meeting** to carry out a formal review of the accounts as per legislative requirements, and not less than once in every 5-year period.

41. Balance date

The **Society's** financial year shall commence on 01/01 of each year and end on 31/12 (the latter date being the **Society's** balance date).

Dispute Resolution

42. Meanings of dispute and complaint

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

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

- 2 or more **Members**
- 1 or more **Members** and the **Society**
- 1 or more **Members** and 1 or more **Officers**
- 2 or more **Officers**
- 1 or more **Officers** and the **Society**
- 1 or more **Members** or **Officers** and the **Society**.

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

- a **Member** or an **Officer** has engaged in misconduct
- a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- 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 **Committee** (or a complaints sub-committee) a notice in writing that—

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

The **Society** 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—

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

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

The complainant raising a dispute, and the **Committee**, 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.

43. How complaint is made

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

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

The **Society** 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—

- states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- sets out the allegation to which the dispute relates.

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.

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

44. Person who makes complaint has right to be heard

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.

If the **Society** makes a complaint—

- the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
- an **Officer** may exercise that right on behalf of the **Society**.

Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—

- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

45. Person who is subject of complaint has right to be heard

This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent'):

- Has engaged in misconduct or
- Has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**; or

- Has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the **Society**, and **Officer** may exercise the right on behalf of the **Society**.

Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- The respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- An oral hearing (if any) is held before the decision maker; and
- The respondent's written statement or submissions (if any) are considered by the decision maker.

46. Investigating and determining dispute

The **Society** 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.

Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

47. Society may decide not to proceed further with complaint

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

- the complaint is considered to be trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a **Member** or an **Officer** has engaged in material misconduct;
 - that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 - that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- there has been an undue delay in making the complaint.

48. Society may refer complaint

The **Society** may refer a complaint to—

- a subcommittee or an external person to investigate and report; or

- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

The **Society** 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).

49. Decision makers

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

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

Liquidation and removal from the register

50. Resolving to put society into liquidation

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

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** 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 **Society** into liquidation must be passed in accordance with the voting procedures outlined in Rule 17.

51. Resolving to apply for removal from the register

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

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** 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 **Society** from the Register of Incorporated Societies must be passed in accordance with the voting procedures outlined in Rule 17.

52. Surplus assets

If the **Society** 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 **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in one or more incorporated societies aligned with the original purposes of the **Society**. This may include, but is not limited to, societies in the manufacturing, business, environmental protection, or training fields.

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

Alterations to the constitution

53. 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 **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed in accordance with the voting procedures outlined in Rule 17.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least one eligible **Member** and given in writing to the **Secretary** 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 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** 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.

Other

54. Common seal

The **Society** will have a common seal that must be kept in the custody of the Chief Executive Officer.

The common seal may be affixed to any document:

- by resolution of the **Committee**, and must be countersigned by 2 **Officers** from amongst the **Chairperson, Deputy Chairperson**, Immediate Past President, Chief Executive Officer, and other members of the **Committee** as may from time to time be appointed by the **Committee**, or
- by such other means as the **Committee** may resolve from time to time.