

Constitution of the KNX National Group of New Zealand



1. The Society

1.1. The KNX National Group of New Zealand (hereafter KNXNZ) is formed as a Society under the laws of New Zealand and registered as such with the Registrar of Societies.

1.2. KNXNZ shall be an 'unregistered' society until such time as there are sufficient members to require that the society becomes 'registered' with the Registrar of Societies.

2. Place of Business

2.1. The place of business shall be: 1/86 Lynwood Rd, New Lynn, Auckland, New Zealand.

2.2. In case of any change in place of business, the same should be within the jurisdiction of New Zealand. Any decision in respect of changes in place of business shall be made by a simple majority of the Board Members and should be notified to all the members within 30 days. The new place of working should be notified with the Companies Office.

3. Objectives

The objectives of the Society are:

3.1. To represent and promote KNX in New Zealand;

3.2. To assist in the development and application of technology, infrastructure and manpower skills for KNX;

3.3. To promote the development and applications of KNX Systems for the expansion of Intelligent Building Control;

3.4. To advance, and actively promote and support education and technical training to include KNX in the local teaching curriculum and to enhance productivity, skills and product quality for consultants and electrical contractors;

3.5. To acquire new members for the KNX Association International;

3.6. To promote the usage of the Engineering Tool Software (ETS);

- 3.7. To act as a negotiating body for members of the society concerning intelligent building control systems and technology with users, specifiers and relevant regulators;
- 3.8. To organize and/or participate in exhibitions, conferences for the promotion of its activity;
- 3.9. To promote trade, friendly relations and contacts;
- 3.10. Generally to do all lawful things as the society may consider incidental or conducive to the attainment of objects of the society or any of them.

4. Operating Structure of KNXNZ

- 4.1. Various categories of **membership** are open to interested parties.
- 4.2. A **Board** consisting of at least four, and at the most of eight, members, shall guide the activities of KNXNZ. The candidates shall be proposed and elected at the General Assembly (hereafter referred to as "GA") for a period of 2 years.
- 4.3. The legal and compliance matters of KNXNZ shall be administered by an **Executive Board** formed of the office bearers, who shall be elected from the board by the GA.

5. Membership

The Society has four membership categories:

- 5.1. **Manufacturer Member:** The Manufacturer membership is open to all Members of KNX Association International, respectively to only one of their official representative in New Zealand. Applicants must have a representative in New Zealand who is ordinarily domiciled in New Zealand and comply with applicable New Zealand regulations. Manufacturer Members have a single vote in the General Assembly.
 - 5.1.1. Manufacturer members shall be, or plan to be, actively involved in the sale and promotion of KNX as a part of their daily activity in New Zealand.
- 5.2. **Ordinary Member:** The Ordinary membership is open to businesses or persons, involved in the integration of KNX Solutions (including but not limited to):
 - System integrators
 - Contractors
 - Wholesalers & Distributors

- Commercial KNX Training Centers
- Companies with Certified KNX employees

5.2.1. Ordinary Members are invited to the GA in order to approve the common budget for the next financial year. Ordinary Members have a single vote in the GA.

5.3. **Associate Member:** The Associated membership is open to companies; institutions; statutory bodies and relevant regulators of national standing; other trade associations or societies; or other category as seen fit by the board, supporting and promoting the aims and essence of KNXNZ.

5.3.1. Associated Members have no right to vote in the GA but may be invited to the Board by other Board members.

5.4. **Educational Member:** The Educational membership is open to educational institutions, like universities and (vocational) schools that are directly linked to the KNX Technology for supporting the aims of KNXNZ.

5.4.1. Educational Members have no right to vote in the GA.

6. Request for Membership

6.1. Potential new members shall complete the application form available from the secretary or on the society website, whereby they express their commitment to abide by the Code of Conduct and the Constitution of KNXNZ.

6.2. Candidates must commit to promote and achieve the joint goals as given in the constitution of KNXNZ;

6.3. The decision to grant membership is at the sole discretion of the Board members by simple majority vote conducted by show of hands at a board meeting, or conducted by email. In case the application is rejected, the applicant may appeal to the GA by letter within a period of four weeks from the date of receiving the Board's decision. The confirmation or reinstatement of such applicant would further require a majority vote of the members of GA. The decision stands binding on the applicant.

7. Duties of the Board

- 7.1. The duty of the Board is to organize and supervise the daily activities of the Society. The Board will not do anything contrary to the expressed wishes of the GA and would always work under the consent and authority of the GA.
- 7.2. A meeting of the Board shall be held at least once every 3 months after giving 30 days' notice in writing to the Board Members.
- 7.3. The President may call an Executive Board Meeting at any time by giving five days' notice to all the Executive Board Members.
- 7.4. At least 50% of the Executive Board Members shall approve the proceedings of the prior Board meeting in writing.
- 7.5. Any member of the Board absenting himself from a board meeting shall make apology to the secretary in written form within one week from the date of the Board meeting.
- 7.6. Any member of the Board absenting himself from a board meeting without satisfactory explanation (deemed 'satisfactory' by the rest of the board) shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next GA.

8. Duties of Office Bearers

- 8.1. The **President** shall:
 - 8.1.1. chair all GA and Board Meetings;
 - 8.1.2. represent the Society in its dealings with outside persons.
- 8.2. The **Vice-President** shall assist the President and deputize for him in his absence but will not take any decision without the consent of the President.
- 8.3. The **Secretary** shall:
 - 8.3.1. co-ordinate the society's activities and keep all records of the Society and shall be responsible for their correctness;
 - 8.3.2. be responsible for the minutes of all Board meetings and GAs;
 - 8.3.3. maintain an up-to date Register of Members at all times.
 - 8.3.4. An external Secretariat may be remunerated from the funds as raised via membership fees as set by decision of a majority of the GA.
- 8.4. The **Treasurer** shall:

8.4.1. keep all funds and collect and disburse all monetary transactions and shall be responsible for their correctness;

8.4.2. shall be responsible for compiling and submitting statutory financial documents as required;

8.4.3. be authorized to expend up to NZ\$50.00 per month for petty expenses on behalf of the Society. He will not keep more than NZ\$50.00 in form of cash, and money in excess of this will be deposited in the society's bank account.

8.4.4. Withdrawals from the bank will be authorised by the Treasurer and the President.

8.4.5. Expenses greater than \$300 shall be confirmed by a majority of the board prior to commitment to the expense.

8.4.6. If circumstances allow/require, the office of the Treasurer can be executed by another office bearer. The decision to have a joint office, consisting of Secretariat and Treasury may be taking within the GA .

8.5. Meetings of the Office Bearers are convened at minimum once a year prior to the GA. The invitation is accompanied by the agenda of the meeting and dispatched at least one week beforehand.

9. Election and removal of Board members and Officers of KNXNZ

9.1. Candidates for the Board are nominated by the Manufacturer and Ordinary Members prior to the GA. Self-nomination and nomination of Associate and Educational Members is permitted and encouraged. Each qualifying member may nominate up to two candidates to stand for the election of the Board.

9.2. The GA elects at least four and a maximum of eight Board Members by the way of a vote. Candidates are elected as Board Members that receive the most votes.

9.3. The GA appoints from the elected Board the following Office Bearers by the way of a vote:

- President
- Vice-President
- Secretary
- Treasurer

- 9.4. The Office Bearers shall be elected from Manufacturer and Ordinary Members of the elected Board and shall form the Executive Board
- 9.5. Names for the officers shall be proposed and seconded at the GA and election will follow on a simple majority vote of the members. All office bearers may be re-elected at the same or related post for a consecutive term of office.
- 9.6. The tenure of office is 2 years.
- 9.7. Election will be either by show of hands or, subject to the agreement of the majority of the voting members, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- 9.8. Resigned or removed Board members or Office bearers shall be replaced by the way of a ballot at the next Board meeting. Only existing members of KNXNZ may be nominated and elected for the vacant position(s).
- 9.9. Should the elected Board consist of less than the maximum allowed members, the GA may decide to leave the vacant position(s) open. Newly joined members of KNXNZ may be nominated to fill the position(s). The Board elects the new member(s) by the way of a ballot.
- 9.10. In the event that fewer than 4 board members can be appointed a motion for dissolution of the society shall be voted on by the GA.
- 9.11. The GA may decide to remove a Board member from the Board. Such a decision requires a two-third majority of the members present or represented.
- 9.12. If the employer of an elected Board member informs KNXNZ that this person will no longer be representing them, the relevant company may validly delegate the Board membership to a substitute but only until the next GA, when the replacement may be ratified by vote, but only until the next overall re-election of the board, should this election not be organized at this GA.

10. Resignation

- 10.1. KNXNZ membership can be cancelled only by the voluntary termination by the members themselves. Such letter shall be forwarded to KNXNZ through registered post within six months before the end of the calendar year.
- 10.2. Such resignation becomes effective as from the first day of the following Calendar year. The member concerned shall complete and satisfy any

commitments resulting from this Agreement and, in particular, the financial charges incumbent on the members.

- 10.3. Any member who has not paid his contribution, despite the written reminders through registered post, is automatically considered as having resigned after expiration of the time provided for payment. This will not reduce the financial binding on the members till all the payments are satisfied. In spite of this resignation, legal steps will be taken against the member for the outstanding debts.
- 10.4. Resigned and terminated members have no claim in the assets of KNXNZ.
- 10.5. Resigning members would remain bound by obligations as may be set out in contracts concluded between them and KNXNZ till such contracts are frustrated.

11. Expulsion

- 11.1. Expulsion of a member, only for 'serious reasons', may be decided by the Board by a vote of at least two thirds of the Board members.
- 11.2. 'Serious Reasons' for expulsion shall include gross violations against the objectives of the Society or against the "Code of Conduct" set out by the Society.
- 11.3. Such expulsion becomes effective on the date set by the Board with the member expelled having the same status as a resigning member as far as his rights and commitments in relation with the statutes and internal rules are concerned. Both, KNXNZ and its members are released from any liabilities for possible damages resulting directly or indirectly from any expulsion declared in conformity with these internal rules.
- 11.4. An expelled member has the right to appeal against this expulsion to the GA by registered letter within a period of four weeks after the decision of the Board. Reconfirmation of such a Board's decision requires a majority of the votes. The decision of the GA is final and binding and cannot be appealed.

12. Entrance Fee, Annual Subscription

- 12.1. 'Entrance fees', if such a fee is applicable, for Manufacturer and Ordinary Memberships is payable within two weeks of election to membership. As of date there are no 'entrance Fees'
- 12.2. The Annual Subscription shall be confirmed by the GA on recommendation of the Board. As of date, the annual subscriptions excl. GST are as follows:
- Manufacturer Membership \$2500
 - Ordinary Membership \$1000
 - Associate Membership \$0
 - Educational Membership \$0
- 12.3. Annual subscriptions shall correspond to the membership anniversary and are payable within the first month of the renewed membership year.
- 12.4. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Society. If he fails to settle his arrears within 4 weeks of their becoming due he will automatically cease to be a member and the Board may take legal actions against him after intimating him about his debts through registered post.
- 12.5. Any additional fund required for special purposes may only be raised from members with the consent of the GA, and the members should also be notified the same in writing. Such a decision should be made through Board Resolution undertaken by the simple majority of GA.

13. General Assembly

- 13.1. There shall be at least one meeting of the GA each year.
- 13.2. The date of the meeting of the GA shall be issued with the agenda not less than 2 months prior to the meeting
- 13.3. The meeting of the GA shall include motions for:
- election of the Board and Officers of KNXNZ;
 - Statement of financial position
 - Approval of budget

- 13.4. In the event that decisions requiring approval of the GA are required in a timely fashion a vote may be conducted by a member of the Executive Board. A motion shall be circulated to all members indicating a fixed date and time for receipt of votes not less than one week from the date of issue.

14. Audit and Financial Year

- 14.1. The financial year begins on April 1st and ends on March 31st
- 14.2. The necessity for a financial audit, if not required by statutory legislation, may be decided by the Board prior to the GA
- 14.3. Two voting members shall:
- 14.3.1. be elected as Honorary Auditors at each GA;
 - 14.3.2. be required to audit each year's accounts and present a report upon them to the GA;
 - 14.3.3. may be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Board.
- 14.4. Fees and contributions are determined in such a way that their sum permits a balanced budget.
- 14.5. The Results of the financial year as well as the report of the Auditors shall be approved by a simple majority of the GA.

15. Trustees

- 15.1. If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 15.2. The trustees of the Society shall:
- 15.2.1. Not be more than 4 and less than 2 in number
 - 15.2.2. Be elected by the GA every year
 - 15.2.3. Not affect any sale or mortgage of property without the prior approval of the GA.
- 15.3. The office of the trustee shall be vacated:
- 15.3.1. If the trustee dies, becomes a lunatic or in an unsound mind
 - 15.3.2. If he is absent from New Zealand for a period of more than one year.

15.3.3. If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.

15.3.4. If he submits notice of resignation from his trusteeship.

15.4. Notice of any proposal to remove a trustee from his trusteeship, or to appoint a new trustee to fill a vacancy, must be communicated to all members at least two weeks before the GA, at which the proposal is to be discussed. The result of such GA shall then be notified to the Registrar of Societies.

15.5. The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

16. Visitors and Guests

16.1. Visitors and guests may be permitted to visit the premises of the Society with the consent of the President or any other person authorized in his behalf for the same but they shall not be permitted to enjoy the privileges of the Society.

16.2. All visitors and guests shall abide by the Society's rules and regulations.

17. Gambling and other activities

17.1. Gambling of any kind, whether for stakes or not, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is forbidden.

17.2. The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.

17.3. The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force of New Zealand.

17.4. The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing, controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.

17.5. The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

17.6. The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Board or members unless with the prior approval of the relevant authorities.

17.7. The Society shall not raise funds from the public for whatever purposes without the prior approval in writing to the Head, Licensing Division, New Zealand Police Force and other relevant authorities.

18. Amendments to Constitution

18.1. No alteration/deletion to this constitution shall be made except at the GA and with the consent of two-thirds of the voting members present and voting at the GA, and they shall not come into force without the prior sanction of the Registrar of Societies.

19. Interpretation

19.1. In the event of any question or matter arising out of any point which is not expressly provided for in this constitution, the Executive Board shall have the power to use their own direction. This decision of the Executive Board shall be final unless it is reversed by the GA.

20. Disputes

20.1. In the event any disputes arising amongst members, they shall attempt to resolve the matter at an Extraordinary GA in accordance with this Constitution and in good faith.

20.2. Any dispute arising thereof, would be settled through arbitration in accordance with the arbitration and conciliation act. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement. The courts in New Zealand will only have jurisdiction to the disputes arising hereof.

21. Dissolution

21.1. The Society shall not be dissolved, except with the consent of not less than two-thirds of the total voting membership of the Society for the time being

resident in New Zealand expressed, either in person or by proxy, at a GA convened for the purpose.

21.2. Dissolution shall be determined to be effective at a given date and time.

21.3. In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such matter as the GA may determine or donated to an approved charity or charities in New Zealand.

21.4. Notification of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

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