



as adopted in 2010

www.nzdrillersfederation.co.nz

Rules of
THE NEW ZEALAND DRILLERS FEDERATION INCORPORATED

I. NAME

The name of the association shall be "The New Zealand Drillers Federation Incorporated", hereinafter designated "the Federation".

2. REGISTERED OFFICE

The Registered Office of the Federation shall be at such a place as the Council may determine.

3. INTERPRETATION

3.1 These Rules shall be construed with reference to the Incorporated Societies Act 1908, and its amendments and any regulations made thereunder, and the terms used shall have the same meanings as they have when used in that Act.

3.2 In these Rules, unless the context otherwise requires, definitions shall be as follows:

"act" shall mean "The Incorporated Societies Act 1908" and shall include any amendment or modification thereof and any Act in substitution therefor.

"in writing" means written or type-written or printed or facsimiled or electronically mailed or any combination of these methods.

"month" means calendar month.

"year" means the financial year and the current year means the current financial year of the Federation.

"Executive Officer" includes any person authorised and acting on behalf of the Executive Officer.

"drilling" to include all forms of drilling, boring or piercing below the earth's surface, mainly incorporating, but not restricted to well drilling, site drilling, piling, mineral drilling, investigative drilling, seismic drilling, thermal drilling, environmental drilling or disposal hole drilling.

"council" means the elected council of the New Zealand Drillers Federation Incorporated.

"entity" is a company or an individual with one voting right. Words importing the singular numbers include the plural and vice versa.

Words importing males include females.

Words importing persons include firms, partnerships, companies, corporate bodies, regulatory authorities, organisations, associations and local bodies.

- 3.3 If there are any questions or disputes on the construction, interpretation or applications of any of these Rules, the Council may decide the question or dispute, and its decision on any such point shall be final and binding on all members.

4. MISSION STATEMENT and OBJECTIVES

The mission statement of the Federation is the advancement and application of fundamental and practical knowledge pertaining to drilling.

The Federation shall be concerned with all aspects of the drilling industry with the following objectives;

- to secure co-operation and co-ordination between the various persons involved in the drilling industry within New Zealand,
- to be involved in enhancing the skill and expertise levels within the New Zealand drilling industry.
- to make representations to any person regarding any matter pertaining to the Federation membership,
- to promote public understanding and awareness of drilling issues,
- to encourage interchange of information and experience among members,
- to promote friendly personal relationships between its members, and
- to consider and further all matters generally affecting the well-being of the Federation and its membership.

5. MEMBERSHIP

- 5.1 Membership classes of the Federation shall be :
Subject to the provisions of sub-paragraph 2,3 and 4 herein.
- (a) Full Member
A Full Member shall be an entity engaged wholly or substantially in the business of drilling.
- (b) Associate Member
An Associate Member shall be an entity associated with drilling by reason of their being engaged in the manufacture, importation, repair, maintenance or installation of pumps, additives or equipment associated with the work or organisations associated with drilling, or with an interest in the objectives of the Federation.
- (c) Retired Member
A Retired Member shall be any individual now retired with an interest in the objectives of the Federation.
- (d) Honorary or Life Member
Honorary (temporary) or Life (permanent) Members shall be elected as such on the recommendation of either the Council at any general meeting of the Federation or on the recommendation of any member present personally at any general meeting of the Federation entitled to vote thereat.
- 5.2 Every applicant for membership other than Honorary or Life membership shall sign a form of application to be prescribed by the Council by which the applicant shall agree to be bound by these Rules and in which he shall furnish such information as may be necessary to enable the Council to determine the question of his eligibility for membership and the amount of his subscription, and such further information as may be required for any of the purposes of these Rules.
- 5.3 Such application shall be considered by the Council and on the Council being satisfied that the applicant is entitled to membership under these Rules it may, in its discretion, admit the applicant to membership of the Federation.
- 5.4 Every member shall be deemed to have notice of all the rules of the Federation and shall be bound thereby in like manner as if he had been an original subscriber thereto.
- 5.5 Full and Retired, Honorary or Life Members, have full voting rights and are eligible to stand for Council. Associate members are ineligible to vote or stand for council, unless they subscribe to the Full Member classification.

6. CESSATION OF MEMBERSHIP

- 6.1 Members shall cease to be members of the Federation in the case of any member when a resignation in writing is accepted by the Council, but in no case later than three months from the date on which the same is received by the Secretary.
- 6.2 The membership of any member may be cancelled if the Council shall be satisfied and resolve that the continued membership of such member is not in the best interests of the Federation. A member expelled pursuant to this part of this Rule shall, if he shall have paid his membership fee for the current year, be entitled to a refund of a proportionate part thereof in respect of the balance of the year unexpired at the date of his expulsion.
- 6.3 The Council may re-admit to membership any member expelled pursuant to the preceding provisions of this Rule upon full payment by such member of all membership fees due by him or upon full discharge by such manner of his obligation to the Federation.
- 6.4 Any member expelled pursuant to the preceding provisions of this Rule shall have a right of appeal against such expulsion to a meeting of the Federation, and the Council shall upon receipt of notice from such member of his intention to appeal, summon a General Meeting of members (to be held within one month after the receipt of such notice) for the purpose of determining the appeal. The decision of such meeting shall be final.
- 6.5 Any person ceasing to be a member of the Federation from any cause whatsoever shall nevertheless remain liable to the Federation for all membership fees and other monies which may have become due by him prior to the cessation of membership.
- 6.6 Any person ceasing to be a member of the Federation shall upon demand return to the Federation any property of the Federation in his possession or under his control; and no such person shall after ceasing to be a member hold himself out as a member of the Federation.

7. SUBSCRIPTIONS AND ENTRANCE FEES

- 7.1 An entrance fee may be decided upon from time to time by the Council and shall be payable by each applicant for membership at the time his membership application form is lodged with the Secretary, provided that this amount shall be refunded if the application for membership is not accepted.
- 7.2 The annual subscription payable by each member for each current year shall be fixed by the Council as soon as practicable after the start of that financial year and the subscription, although covering a period from the preceding 1st July until the following 30th June, shall become due and payable as from the date of the Council's resolution.
- 7.3 The Council may, in its discretion, classify members for subscription purposes according to the class of business conducted by such members or on any other basis or bases as the Council may from time to time decide upon and in its discretion may prescribe varying amounts of subscription according to such classification.
- 7.4 In the case of a new member, the amount of subscription shall be the amount of subscription which would be payable by that member for the full current year, less a rebate of one quarter of the subscription for each full three months of the current financial year of the Federation which has been completed at the date of the acceptance of membership.
- 7.5 The subscription of a new member shall become payable on the date his application for membership is approved. In all other cases the subscription shall be payable within one calendar month after being fixed by the Council or within one calendar month after the commencement of the financial year, whichever is the later.
- 7.6 To every subscription not paid within the said one calendar month, the Council shall have power to add an equal amount of five per cent thereof; and to every subscription or membership fee not paid within two (2) calendar months after the expiry of the said period of one calendar month the Council shall have power to add a further amount equal to five per cent thereof provided always that any such addition to the subscription may in particular case be remitted by the Executive.

- 7.7 The Council in fixing subscriptions may direct that a fixed discount may be allowed on all subscriptions paid within a fixed period after the date on which the subscription became payable.
- 7.8 In order to provide additional funds for any of the purposes of the Federation, the Council may further levy members, provided that the amount levied on any member in any year shall not exceed the amount of his or its subscription for that year.
- 7.9 It shall be the duty of every member to ascertain the amount of his subscription penalty or levy and his obligation to pay the amount owing shall not be affected by reason of that fact that he has not been informed or does not know the amount payable.

8. COUNCIL

- 8.1 The members comprising the Council shall be decided Bi-Annually at the Annual General Meeting provided however the number of such Council shall not be less than twelve nor greater than fifteen. The number so decided shall be elected by the Annual General Meeting and these Councillors shall have the responsibility of appointing one of their number as the Federation's President and one of their number as the Federation's Vice-President.
- 8.2 If the office of the President becomes vacant through any cause whatsoever the Vice-President shall act for the remainder of the current term.
- 8.3 An Associate shall not be eligible for election as a Council Member at any Annual General Meeting, unless the member has elected to subscribe to the Full Member category.

9. PROCEEDINGS OF COUNCIL

- 9.1 The Council shall meet at such time and place as it shall determine. Failing determination by resolution of Council a meeting may be convened by order of the President or the Vice-President.
- 9.2 A special meeting of the Council may be requisitioned by not less than half of the members of the Council who shall deliver the requisition in writing to the Executive Officer. The Executive Officer shall convene a meeting at a date not later than fourteen days from receipt of the requisition, and if the notice of meeting is not issued within five days from the receipt of the requisition, a majority of those calling the meeting may themselves convene it. The notice convening a meeting by requisition shall state the business to be considered. No other business shall be considered at the meeting except with the unanimous consent of all present.
- 9.3 Seven clear day's notice shall be given of a meeting of the Council except that in the case of urgency, shorter notice may be given if no objection is raised thereto by not less than half of the members of the Council.
- 9.4 The quorum at Council meetings shall not be less than eight members of the Council, at the time personally present.
- 9.5 Meetings of the Council shall be presided over by the President or in his absence by the Vice-President. If neither is present the meeting shall elect a Chairman.
- 9.6 Decisions at a meeting of the Council shall be resolved by vote and except where the contrary is otherwise provided in these Rules, a simple majority shall prevail. The Chairman shall have a deliberative vote in the event of any equality of votes, a casting vote.
- 9.7 The Executive shall have full power to act notwithstanding that any vacancy shall not be filled, and any acts done by the Council, or by any person acting as a member of the Council, or by its direction in good faith shall be valid notwithstanding it be discovered that there was some defect in any appointment to the Council.

10. POWERS,AUTHORITIES & DUTIES OF COUNCIL

- 10.1 The Council may exercise power vested in the Federation and not by these Rules required to be exercised by the Federation in general meeting.
- 10.2 Without prejudice to the general powers hereby conferred it is expressly declared that the Council shall have power to do all or any of the following things:-
- (a) To institute, conduct, defend, compromise, refer to arbitration and abandon any legal or other proceedings by and against the Federation and the Council and Officers of the Federation and otherwise relating to the affairs of the Federation.
 - (b) To enter into all negotiations, contracts and agreements and rescind and vary and execute and do all such acts, deeds, matters and things in the name and on behalf of the Federation as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Federation.
 - (c) To carry out all acts as may be necessary to achieve the objectives referred to in Rule 4 herein.
 - (d) To borrow any money for any of the objectives of the Federation in any form which the Council may think proper and to give security.
 - (e) To appoint Committees and delegate to Committees or to officers any of its powers and to revoke any authority so delegated, provided that all Committees so appointed shall be automatically dissolved immediately prior to the commencement of the next Annual General Meeting.
 - (f) The Council shall have power to appoint a member to fill any casual vacancy of the Council until the next meeting of the council and any member so appointed shall retire at the next meeting of the Council.
 - (g) Without detracting from any delegation of power to any Committee the Council may continue itself to exercise such powers.
 - (h) The Council may promote and set up, Branches and District Associations, draw up Regulations and By-Laws for their conduct, decide the territory over which each Branch or district Association shall operate and nominate the Branch or district Association to which each member shall be required to belong.

II. GENERAL MEETINGS

- II.1** An Annual General Meeting of the Federation shall be held in every year within four months of the close of the Federation's financial year. The business of such meeting shall be to receive and consider the annual Statement of Accounts and the Auditor's Report thereon, the report of the Council and any matters incidental thereto, the name of the persons (if any) recommended by the council for honorary or life membership and to transact any other businesses which shall be brought forward by the Council, or which lies within the objectives of the Federation or is provided to be done by the Rules. The Annual General Meeting shall be held at the time and place to be fixed by the Council. All other meetings of the Federation shall be called Special General Meetings and be subject to paragraph (3) of this Rule. The Council shall also fix the times and places of such meetings.
- II.2** Fifteen members present in person shall form a quorum at any meeting of the Federation. If within half an hour of the time appointed for the meeting the quorum is not present, the meeting shall stand adjourned until the same hour of the same day, the following week at the same place and if at such adjourned meeting a quorum be not present those members who are present shall be a quorum and may transact the business for which the meeting was called.
- II.3** Any ten or more members may by requisition in writing require the Council to call a Special General Meeting of the Federation. such requisition shall be delivered at the office of the Federation and shall express clearly the purpose of the proposed meeting. No other business shall be dealt with except that which has been duly given. Such meeting shall be held within twenty one (21) days after the date of delivery but if the Secretary does not convene the Special General Meeting within fourteen (14) days after delivery of such requisition, a majority of those requisitioning the meeting may themselves convene a meeting to be held not later than one month after the date of such delivery.
- II.4** Fourteen (14) clear day's notice specifying the place, day and hour of any General Meeting and the purpose for which it is to be held shall be given by notice sent by post. Whenever a meeting is adjourned for twenty one (21) days or more at least four (4) days notice of the place and hour of holding such adjourned meeting shall be given in like manner.

- 11.5 Notice of every meeting shall be given to all members of the Federation, the omission to give or non-receipt of any such notice shall not invalidate any resolution passed at the meeting to which such notice related.
- 11.6 The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.7 Any member who subscribes to the Full, Retired or Honorary or Life Member category is entitled to a single vote. If two or more individuals claiming to represent a member, are present at any meeting and are in default of agreement between themselves, then the single vote shall be as ruled by the Chairman.
- 11.8 Any member may, in writing, appoint a single individual as his representative. Such proxy must be produced to the Chairman of the meeting at which such a vote is to be given; and such proxy may be general or be limited to one or more meetings and may be to one or more members in the alternative.
- 11.9 Notwithstanding provisions of this clause, no decision of general meeting shall be invalidated or challenged only on grounds that this Rule has not been complied with.

12. VOTING AT GENERAL MEETINGS

- 12.1 All questions arising at any General Meeting except as to amendment of the Rules shall be determined by a majority of the votes of the members present and by a show of hands unless a ballot be demanded by a least three members present.
- 12.2 Each Full Retired, Honorary or Life Member of the Federation at all meetings shall be entitled to one vote but may have two representatives present who may address the meeting and take part in any discussion.
- 12.3 In the case of a ballot the Executive Officer and Vice-President may act as scrutineers if no other suitable persons are available.
- 12.4 No member shall be entitled to vote at any meeting whose current subscription is more than three months in arrears, calculated from the date when the subscription became payable.

I3. INTERPRETATION

The President or Chairman for the Meeting's ruling shall be final in a matter or any dispute arising as to the meaning of any Rule.

I4. EXECUTIVE OFFICER

- I4.1 The Federation shall have an officer to be known as the Executive Officer. He/she shall be appointed by the Council and may be removed from office by a simple majority vote of the Council.
- I4.2 The Executive Officer shall be under the control of the council and shall be responsible for the general administration of the Federation within the policy determined by the Council. He/she shall keep the books and conduct the correspondence, attend all meetings personally or by deputy and enter up the minutes of meeting, control the staff, and supervise the property of the Federation.
- I4.3 The remuneration of the Executive Officer shall be determined by the Council. Duties and remuneration of other employees of the Federation shall be determined by the Executive Officer subject to approval by the Council.
- I4.4 The Executive Officer shall, in consultation with the President, arrange meetings, as convenient with other Associations in order to exchange information, coordinate policies and expedite the work and activities of the Federation.

I5. FUNDS

- I5.1 The funds of the Federation shall be devoted solely to the furtherance of the objects of the Federation set out in Rule 4 herein. No member shall receive or obtain any direct pecuniary gain (except as a salaried officer) from the property or operations of the Federation.
- I5.2 Subject as aforesaid, the funds of the Federation shall be under the control of the Council which shall provide for the opening of a bank account, the method of operating it, and the investment of funds not immediately required.
- I5.3 The Council, may pay out of the funds of the Federation the reasonable travelling expenses of any member, officer or servant thereof for attending any conference or convention or being otherwise authoritatively engaged in the business of the Federation or for any other purpose approved of by the Council.

16. FINANCIAL YEAR

The financial year of the Federation shall commence on the first day of July of every year.

17. AUDITOR

The books of the Federation shall be audited annually and reported upon by an Auditor who shall be a Chartered Accountant or a firm of Chartered Accountants in public practice appointed by the Annual General Meeting. In the case of death, resignation or incapacity of an individual Auditor so appointed, or if no Auditor was appointed by the previous General Meeting, the Council shall appoint one.

18. INDEMNITY

No action at law or otherwise shall lie in favour of members or their executors or administrators against any member of the Federation or the Council or any officers of the Federation for or in respect of any act, matter or thing done, omitted or suffered, or purporting to be done, omitted or suffered in pursuance of the provisions of these Rules and that notwithstanding any irregularity or informality occurring in or about the doing, or omitting, or suffering of any act, matter or thing. No member of the Council, Auditor, Secretary or other officer shall be liable for any other member of the Council, Auditor, Secretary or other officer, or for joining in any receipt or document, or for any act or conformity, or for any loss or expense happening to the Federation unless the same happen from his own wilful default.

19. ALTERATION OF RULES

These Rules or any of them (including the name of the Federation) may be altered, added to or rescind by resolution passed at a duly constituted General Meeting of the Federation by a majority of not less than two-thirds of the member present in person or by proxy and entitled to vote, provided that the notice convening such meeting states that alteration of the Rules will be considered thereat and indicates the general nature of the proposed alteration and provided that no alteration, addition to or rescission of the Rules shall be approved if it would result in any member received any direct pecuniary gain (except as a salaried officer) as defined by the Incorporated Societies Act 1908.

20. STANDING ORDERS & BY-LAWS

The Council shall have power to make, amend, alter or rescind such rules regulations or by-laws as it deem necessary (not being repugnant to the provisions of the Act, or to any regulations made thereunder or to these rules) to enable it more effectively to carry out these rules or any of the objects of the Federation, provided always that any such rule, regulation or by-law may be rescinded or amended by a general meeting of the Federation.

21. WINDING UP

The Federation may be wound up voluntarily if the Federation at a General Meeting of its members passes a resolution requiring the Federation so to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days nor more than two (2) calendar months after the date on which the resolution is to be confirmed was passed and such subsequent General Meeting shall direct the manner in which the assets (if any) of the Federation after paying all liabilities shall be disposed of provided that any surplus assets shall not be distributed to any member of the Federation.

23. NOTICES

23.1 Any notice required to be sent to any member shall be deemed to have been duly delivered in due course by email, or fax, or post. If sent by post in a prepaid letter addressed to the member at their last known address as recorded by the Federation.

23.2 Such notice shall be deemed to have been delivered on the day following the day on which it was actually posted, and accidental omission to give or non receipt of such notice to or by any of the members shall not invalidate any resolution passed at the meeting to which the notice relates:

24. EXPRESSIONS OF FEDERATION OPINION

No member shall state an opinion to be that of the Federation unless such an opinion has been expressed by the majority vote at an Annual or Special General meeting. However, if it is impractical to call a General Meeting, a council member may state an opinion or make a submission in so far as that council member has the agreement in writing from at least seven other members of the council.

25. PRIVACY

The Federation may from time to time release information it holds on members to other persons or non-member individuals and organisations. All members shall be given the opportunity to check the details held by the Federation pertaining to their file on an annual basis. All members shall have the right to instruct the Federation not to release all or part of their file.

26 MATTERS NOT PROVIDED FOR

In the event of any question arising that is not covered by these Rules it shall be deemed competent for the Council to legislate.