



Bylaws

February 2019

AMENDMENT TO BYLAWS

Clause	Amendment	Board Minute
2.4.5	Clarify the Life Membership application process	September 2018
3.0	Special Interest Groups	February 2019

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1. DEFINITIONS

For the purpose of these By-Laws the definitions contained in the Rules shall apply.

2. MEMBERSHIP

2.1 Membership – General

- 2.1.1 All applications for membership to the Association must be made in writing signed by the applicant and in such form as the Board may prescribe.
- 2.1.2 The applicant will adhere to the Rules, By-Laws, Codes of Practice and Code of Ethical Conduct of the Association as from time to time defined by the Board.
- 2.1.3 The Board shall consider the application for membership and the applicant shall be advised in writing of the outcome. The application must be approved by a majority of the Board at the time of consideration. The Board shall not be obliged to give any reason for the rejection of an applicant and its decision shall be final. The applicant shall be advised in writing of the outcome within three (3) months.

2.2 Corporate Membership:

Every applicant for corporate membership shall:

- 2.2.1 Be an entity that is engaged in the security industry and, if applicable, holds a current licence under the Act.
- 2.2.2 Satisfy the Board that:
 - (i) the business of the applicant is in a sound financial position;
 - (ii) it has Public Liability insurance cover at a level no less than that set by the Board from time to time;
 - (iii) it agrees to have a caveat placed on the policy to the effect that if the policy lapses, or is cancelled, the Association must be advised of the same by the insurer, or such other arrangement as the Board may prescribe;
 - (iv) it will adhere to the Rules, By-Laws, Code of Ethics, Professional Behaviour, and standards of the Association as from time to time defined by the Board;
 - (v) it will abide by the requirements of the Act or any other enactment replacing the Act.
- 2.2.3 Corporate Members shall have voting rights.
- 2.2.4 Elected Board Members shall be Corporate Members whilst serving as Board Members.

2.3 Affiliate Membership:

2.3.1 The Board may admit to Affiliate Company or Affiliate Individual membership any business or person who is not actively involved in the security industry but does have an interest in industry activities.

2.3.2 Affiliate members shall not have voting rights at General Meetings.

2.4 Life Membership:

The honorary title of 'Life Member' may be accorded to an individual who has been nominated by another member and, in the opinion of the Board, satisfies the following criteria:

2.4.1 The nominee has advanced the standing of the Association; and

2.4.2 The nominee has made a long, substantial and outstanding contribution to the Association; and

2.4.3 The contribution of the nominee to the Association has been of such a special nature as to merit recognition in this manner.

2.4.4 Life members shall have voting rights

2.4.5 The Board shall table an application for Life Membership as a motion and shall record all supporting material. The application, on unanimous agreement of the Board, shall be placed on hold for a minimum period of six (6) months before presentation at the next scheduled Annual General Meeting. The application will be presented at the Annual General Meeting and will be approved with the support of a three-quarter majority vote of voting members present at the Annual General Meeting. The same process will be applied for the permanent naming of an award or event in recognition of a Life Member.

2.5 Honorary Membership

2.5.1 The title of Honorary Member may be accorded to any entity as determined by the Board in accordance with Rule 5.1.3.

2.5.2 Honorary members shall not have voting rights

2.6 Designations:

2.6.1 Members who reside in New Zealand are entitled to the letters MNZSA or Member of NZSA.

2.6.2 Life members are entitled to the letters MNZSA (Life).

2.7 Application Fees:

A non-refundable application fee shall apply to all classifications of membership.

2.8 Penalties

That any costs incurred by the Association to recover unpaid subscriptions or any other debt will be at the cost of the member.

3 SPECIAL INTEREST GROUPS

- 3.1 With the agreement of the Board, Members may form Special Interest Groups (SIGs) to meet and conduct business relevant to them. Special Interest Groups shall elect their own Chairperson, subject to Board approval to the appointment.
- 3.2 The Special Interest Groups shall regulate their meetings and proceedings in accordance with the Rules and Guidelines set from time to time by the Board.
- 3.3 Each Special Interest Group shall prepare and provide a report on their activities to the Board prior to each meeting of the Board.

4 CODE OF ETHICAL CONDUCT

- 4.1 The Association is committed to the highest standards of professional conduct on the part of its members at all times. All members are expected to conform to these standards, personally and collectively in all respects, in both their businesses and their employment, in the obligations due to their clients/principals and the general public, in their responsibilities to staff, and their relationship with other members. In their work and employment members must comply with all applicable laws, regulations and rules.
- 4.2 All correspondence originating from or on behalf of the New Zealand Security Association must be treated as confidential as it may contain information subject to legal privilege. Members, Board Members and Association Staff may not copy, disclose or use the contents in any way apart from in communication with the intended recipient.
- 4.3 Any breach of this Code of Ethical Conduct shall render the member committing a breach liable to the disciplinary procedures of the Association as set out in these By-Laws.

5 PROXY VOTING

Every voting member shall be entitled to exercise his or her vote in accordance with the Rules, either in person or by proxy. The following provisions shall apply to proxies:

- 5.1 The instrument appointing the proxy shall be in writing under the hand of the appointer, and no person shall be appointed a proxy who is not a member of the Association and entitled to vote.
- 5.2 The instrument appointing a proxy for a meeting of the Association shall be deposited at the registered office of the Association or at such other place as the Board may from time to time determine.
- 5.3 The instrument appointing a proxy for a meeting of a Branch shall be deposited at the office of the Branch Chief Executive Officer or at such other place as the Branch Committee may from time to time determine.
- 5.4 Proxies shall be so deposited not less than 72 hours before the time fixed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote. Notice of the deadline for and the place at which proxies are to be deposited shall be given in the notice calling the meeting.

- 5.5 A proxy may be appointed for a specific meeting only or any adjournments thereof, or may be for all or any meetings.
- 5.6 The instrument appointing a proxy shall be substantially in the form set out in the First Schedule to these By-Laws.
- 5.7 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid, notwithstanding the previous death or liquidation of the principal or revocation of the instrument under which the vote is given, provided that no intimation in writing of the liquidation or revocation is received before the meeting at the headquarters of the Association, or as the case may be, the office of the Branch of the Association for which the meeting is to be held

Schedule One – Proxy Voting Form

NEW ZEALAND SECURITY ASSOCIATION (INC.)

PROXY FORM OF

I _____ representing _____

being a financial voting member of the Association **do hereby appoint**

or as an alternate

as my proxy to vote for me at the meeting of the Association

to be held on the _____ day of _____ 20____

and any adjournment thereof.

Dated this _____ day of _____ 20____

Member's signature _____