

Rules of FRSITO (FRSITO Constitution)

1. Name

The Organisation shall be known as:

"FIRE AND RESCUE SERVICES INDUSTRY TRAINING ORGANISATION INCORPORATED" and referred to as "FRSITO".

2. Incorporation

FRSITO shall be incorporated under the Incorporated Societies Act 1908.

3. Registered Office

The Registered Office of FRSITO shall be at Level 2, 181 Vivian Street, Wellington, PO Box 11988, Wellington, or at such other place as the Board from time to time determines.

4. Membership

- a) The founding members of FRSITO were those listed in the First Schedule to this document.
- b) Member employers and organisations of FRSITO are those listed in a 'current' schedule, approved by the Board and maintained by the Chief Executive Officer.
- c) Employers of staff in the wider emergency management industry who wish to participate in pursuit of FRSITO's purpose may apply to become members by written application.
- d) The Board may offer membership to such groups, organisations or individuals as are likely to further the purpose of FRSITO.
- e) All members may be required to pay in respect of membership an annual fee, according to a schedule, which shall be determined by the Board from time to time.
- f) Any member may resign their membership by giving the Chief Executive Officer written notification of their wish to do so.
- g) The membership of any member whose fee is unpaid within three months of the due date may be cancelled by the Board.

5. Purpose

The primary purpose of FRSITO shall be to advance education by developing quality industry training standards and facilitate the provision of industry training leading to highly valued qualifications for the emergency management industry and to that end to:

- a) set skill standards for the industry;
- b) develop arrangements for delivery of industry training including:
 - i) monitoring of the training so as to ensure that trainees attain those standards;
 - ii) the assessment of trainees and the extent to which they have in fact attained those levels of skill;
- c) receive funding from outside bodies or agencies, including employers of staff in the industry, for pursuit of FRSITO's purposes;
- d) expend money for advancement of FRSITO's purposes;
- e) do all things as FRSITO may consider to be necessary or desirable in pursuit of its purposes;
- f) facilitate an alliance with related emergency activity groups.
- g) FRSITO will also promote and facilitate training for personnel outside of the actual emergency management industry wishing to gain skills and qualifications, available through FRSITO as agreed to by the Board.

In carrying out these purposes, the principles of a 'Charitable Organisation' must be maintained. These purposes are limited to New Zealand.

6. General Powers

To further its purpose FRSITO may:

- a) make any arrangements or agreements;
- b) acquire, hold or dispose of land or personal property or any right or interest in either of them;
- c) borrow or lend money;
- d) undertake, establish or execute any trust;
- e) accept or reject, with or without conditions, any gift whether by will or otherwise;
- f) employ or engage personnel;
- g) take any other action or do any other thing considered necessary.

7. Borrowing and Lending

- a) The Board may, subject to subclause (b), borrow or lend money on behalf of FRSITO, giving or taking such security as it considers appropriate.
- b) At an Annual General Meeting, or at a General Meeting, the members of FRSITO may impose conditions or restrictions on borrowing or lending of money by FRSITO.
- c) In no circumstance may FRSITO lend money in a manner that provides private pecuniary benefit or in a manner that is not in keeping with FRSITO's objectives.

8. Control of Funds

- a) Control of the funds and investments of FRSITO shall be in the hands of the Chief Executive Officer who shall comply with the policies approved by the Board.
- b) All monies received shall be banked by the Chief Executive Officer in such registered bank accounts as the Board decides.
- c) Banking accounts shall be operated on the authority and signature of such officers as are approved by the Board for that purpose.
- d) No member of the Board may receive income or any benefit from FRSITO except by:
 - i) payment for professional services to FRSITO in the course of the carrying on of a professional public practice; or
 - ii) reimbursement of reasonable and actual expenses incurred on behalf of FRSITO.
 - iii) Payment for attendance at Board meetings

9. Governance

- a) The governance of FRSITO shall be exercised by a Board.
- b) The Board shall consist of nine (9) Directors, one of whom will be the Chairperson, elected by the Board for three years or until retirement. The Chief Executive Officer shall act as Secretary to the Board.
- c) The Directors referred to in (b) shall be appointed members, one of whom shall be an employee representative in line with the requirements of the Industry Training Act 1992. A Selection Committee shall be established for this purpose and its membership and terms of reference shall be detailed in the Board Charter.
- d) The Board, other than the employee representative shall be appointed by the Selection Committee from members of FRSITO or representatives of such members except that up to two may be appointees who are not members.
- e) The process for the selection of the employee representative shall be provided for in the Board Charter.

- f) Beginning in 2011 appointed Directors shall retire by rotation. The tenure of the three longest serving Directors shall expire each year. The Directors concerned will be eligible for reappointment by the Selection Committee. In the event that the Selection Committee does not appoint replacements or does not reappoint the retiring Directors, the Board shall have the right to appoint replacement Directors.
- g) The Board may co-opt other persons to assist in meeting its objectives, whether or not they are members of FRSITO. These people will not thereby become Directors unless the Board so decides to refer them to the selection committee to fill a vacancy.
- h) The Roles and Responsibilities of the Board shall be laid down in the Board Charter and shall include: governance, details of the Board Selection Committee, strategic direction generating national initiatives to foster and promote FRSITO's objects, and ensure FRSITO's on-going viability.
- i) The Board may appoint sub-committees and delegate such powers or functions as the Board may decide. Such functions or powers may be revoked at any time.

10 Management

FRSITO shall have an officer to be known as the Chief Executive Officer who shall be appointed by and be under the control of the Board, and who shall be responsible for the general and financial administration of FRSITO and for the employment of such other staff of FRSITO who may be required.

The Chief Executive Officer shall:

- a) keep a true record of all monies received and paid, and shall pay monies received into FRSITO's bank account;
- b) make payments from FRSITO's bank account as authorised by the Board;
- c) produce at meetings of the Board a statement of accounts written up to date on a regular basis but in no case at less than three monthly intervals;
- d) keep such books as are necessary for the proper conduct of the business of FRSITO;
- e) produce to the Annual General Meeting a Statement of Receipts and Payments made up to 31 December and duly audited prior to the Annual General Meeting.
- f) be accountable to the Board for sound business and financial operations of FRSITO.

11. Duties of Officers of the Board

- a) It shall be the duty of the Chairperson to preside at all meetings of the FRSITO Board. The Chairperson may vote on all matters and, in the case of an equality of votes, may have a casting vote.
- b) In the absence of the Chairperson, the Directors shall elect another person to preside who shall have the same executive power.

- c) The members of the Board, advisory groups, the Chief Executive Officer or staff of FRSITO shall be indemnified by FRSITO from all losses and expenses incurred by them in and about the discharge of their duties, on approved FRSITO business, except as shall happen through their own wilful act or default.

12. Meetings

- a) The Annual General Meeting (AGM) of members shall be held not later than 31 March in each year.
- b) A Special General Meeting (SGM) of FRSITO shall be called on request in writing to the Chief Executive Officer, stating the reason for the meeting by seven (7) or more members. Such meeting shall be held within one month of the receipt for the request, and the only business to be dealt with at such meeting shall be that expressed in the request.
- c) The Board may hold a Board or Sub-Committee Meeting of FRSITO whenever it desires, to transact any FRSITO business.

13. Notices of Meetings

- a) Annual General Meetings and Special General Meetings of members shall be summoned by written notice to members and in no case shall the notice be dispatched less than fourteen (14) clear days before the day of the meeting.
- b) Board or Sub-Committee meetings shall be called by individual notification to the members of such Board or Sub-Committee in such a manner as the Board may from time to time determine.

14. Notices of Motion

- a) Notices of Motion for meetings of FRSITO shall be made in writing and delivered not less than ten (10) clear working days before the meeting at which such motion comes up for consideration. Such notices of these Motions shall be dispatched by post to all members at least 5 working days before an Annual General Meeting, Special General Meeting, or Board Meeting.
- b) If such notices are not given in the time allowed, such notices shall not come up for discussion at any meeting except with the consent of the Chairperson.

15. Quorum

- a) At least 50% of those on the current schedule of members constitute a quorum for any Annual General or Special General Meeting.
- b) Members may nominate a proxy if they are unable to attend. Proxies must be registered with the secretary prior to the commencement of the meeting.
- c) To have a quorum for Board meetings at least six (6) Directors must be present.
- d) If within half an hour after the time fixed for any meeting a quorum is not present, no business shall be transacted.
- e) In the event that the business of the Annual General Meeting cannot be transacted by the due date because a quorum is not present at the scheduled meeting, a

further General Meeting shall be arranged for a date no later than 21 days after the due date at which the business of the Annual General Meeting shall be transacted whether or not a quorum is present.

16. Voting

- a) Voting on all questions other than the election of officers shall be first on the voices. A show of hands must be taken if demanded by any member. If any five (5) or more members present at the meeting so require in relation to any proposed resolution the voting shall be by secret ballot.
- b) Directors shall have one vote each and the Chairperson or other person acting in his/her stead shall have a deliberative and a casting vote.
- c) All members as listed on the 'current' schedule as per clause 4(b) shall have equal voting rights.

17. Conduct of Meetings

All general meetings of FRSITO and meetings of the Board shall be conducted in an orderly manner with such procedures as FRSITO shall set from time to time.

18. Availability of Constitution

Copies of this Constitution shall be supplied on request to all members of the Board and other members of FRSITO and shall be available for reference at all meetings of the Board and at all general meetings of FRSITO.

19. Financial Year

The financial year of FRSITO shall close on the 31st day of December in each year.

20. Auditor

The AGM shall appoint an Auditor who shall be a member of the New Zealand Society of Accountants and who shall audit the books and accounts of FRSITO and report. The report is to be provided to the Board by the 31st March in the year following..

21. Common Seal

FRSITO shall have a Common Seal which shall be in the custody of the Chief Executive Officer and shall be affixed by the authority of a resolution of the Board to such documents only as are signed by the Chairperson and Chief Executive Officer or in such other manner as the Board shall decide.

22. Winding Up FRSITO

On the winding up of FRSITO or on its dissolution by the Registrar, all surplus assets after payment of costs, debts and liabilities shall be given to such exclusively charitable organisation within New Zealand as the Board decides or, if the Board is unable to make such decision, shall be disposed of in accordance with the directions of the High Court pursuant to Section 27 of the Charitable Trusts Act 1957.

23. Alteration of Constitution

- a) This Constitution may be altered, added to, or rescinded by a resolution carried by a three-fifths majority of members present and eligible to vote, or their notified proxy, at a general meeting of members.
- b) Notice of any proposed alteration, addition or rescission shall be given not less than ten (10) days before the date of the General Meeting which is to consider such proposed alterations, additions or rescissions.
- c) Such notices of these motions shall be dispatched by post to all members at least 5 days before an AGM/SGM.
- d) No alteration shall detract from FRSITO's exclusively charitable nature.

FIRST SCHEDULE

FOUNDING MEMBERS OF FRITO

ORGANISATION	REPRESENTATIVE
National Rural Fire Authority	Murray Dudfield (Chairman)
New Zealand Fire Service	Owen Kinsella
NZ Local Government Association	Paul Sampson
Department of Conservation	Kerry Hilliard
New Zealand Defence Force	Mike Owen
NZ Forest Owners Association	Rod Farrow
Auckland International Airport Ltd	Kevin Ryan
Selwyn Plantation Board Ltd	
PF Olsen Co Ltd	
United Fire Brigades Association	