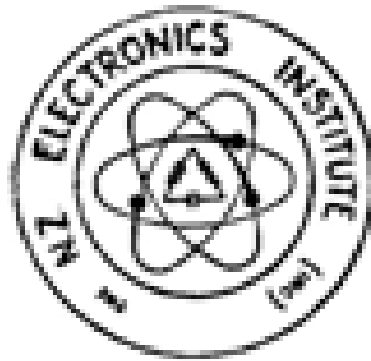


The  
NEW ZEALAND ELECTRONICS INSTITUTE  
(Incorporated)



# CONSTITUTION

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The  
**NEW ZEALAND ELECTRONICS INSTITUTE**  
(INCORPORATED)

## **RULES**

(REVISED 1990)

### **NAME**

1.1(a) The name of the Institute is

**THE NEW ZEALAND ELECTRONICS INSTITUTE INCORPORATED**

(b) It shall hereinafter be referred to as **THE INSTITUTE**.

### **OBJECTS**

2.1 The objects for which the Institute is established are:

- (a) To promote the science and practice of electronics and to encourage the increase and dissemination of knowledge of that science and its applications.
- (b) To preserve, promote, foster, advance and protect generally the interests, integrity and status of both the Institute and its members.
- (c) To attain the objects above, the Institute may, inter alia, initiate or encourage learning, research, inventions, developments and applications in all matters connected to with electronics by:
  - (1) Providing for discussions, readings, lectures, demonstrations, publications, correspondence with other bodies and individuals, meetings, conventions, exhibitions and conferences.
  - (2) Making grants of money, books or apparatus and awards of medals, diplomas or Institute honours in recognition of contributions to the advancement of electronics.
  - (3) Purchasing, acquiring, holding, leasing or hiring, administering, improving and disposal of real and personal property.
  - (4) Subscribing to, joining or federation with, affiliating with or co-operating with any other association or body whose objects are wholly or partly similar to those of the Institute.

- (5) Promoting, approving or making submissions to legislation and other measures affecting or likely to affect electronics.
- (d) To certify through its grading system, examination or otherwise the training and experience of its members.
- (e) To doing of all such lawful things that may be associated or connected with or as may be incidental or conducive or in the furtherance of the foregoing objects.

## **CONSTITUTION**

- 3.1 The Institute shall consist of those members who shall be elected from time to time in accordance of Sections 6 and 7 of this Constitution.

## **OFFICERS and MANAGEMENT**

- 4.1 Subject to the provisions relating to admission to membership, powers of branches and any other provision for a particular issue, the business and affairs of the Institute shall be governed by a Council elected from Corporate Members, except where the conditions of para 4.6 apply.

The Members of Council shall be:-

- (a) The National President
  - (b) The Immediate Past National President
  - (c) The National Secretary and National Treasurer or, where one person holds both offices, the National Secretary-Treasurer
  - (d) Two Corporate Members elected by each Branch, one of whom shall be the Branch Chairman and the other known as the Second Branch Councillor.
  - (e) Two Combined Branch Councillors
  - (f) Branch Proxy Members as per para 4.4
  - (g) Co-opted Members as per para 5.1(d)
- 4.2 The National President and the two Combined Branch Councillors shall be elected by the Annual General Meeting from the Corporate Members of the district where the headquarters is situated. Nominations for these three positions shall be in writing, signed by two Corporate Members and must be received at the office of the Institute at least 30 days before the advertised date of the Annual General Meeting. If insufficient nominations are received to fill these positions, additional nominations shall be accepted from the Annual General Meeting after any member(s) nominated by the due date have been appointed. The Officers elected shall hold office until their successors are elected and take office. Where the National President or the two Combined Councillors, for whatever reason, are unable to complete their full term of office, Council has the power to appoint a replacement.
  - 4.3 The Council members elected by each Branch shall be nominated and elected by the Corporate Members of their respective branches and each branch shall maintain its representation on the Council.

- 4.4 In order to facilitate personal contact between Council and Branches outside the Headquarters district shall appoint one Corporate Member to act on Council on their behalf in the absence of the Branch Chairman and/or the second Branch Councillor, elected as in para 4.1(d). Those appointed by each Branch shall be known as Branch Proxy Members. Voting powers of the Branch Proxy Members are as per paras 5.2(a) and 5.2(b).
- 4.5 If for any reason there shall be less than eight elected members, the remaining members of Council shall have the power to co-opt other Corporate Members to make up the required minimum of eight.
- 4.6 The National Secretary and National Treasurer or the National Secretary-Treasurer shall be appointed by Council upon such duration, terms, conditions and remunerations as Council may from time to time determine. Where they are not Corporate Members of the Institute they shall not have voting powers in Council nor be counted in the quorum. The national Secretary, National Treasurer or National Secretary-Treasurer shall not vote on matters concerning their honorarium or remuneration.

## **POWERS AND DUTIES OF COUNCIL**

### 5.1

- (a) The Council shall meet from time to time on such occasions and in such places as the President of Council may decide, or at the written request of any three Council members, but shall hold not less than eight meetings each year
- (b) Not less than seven days notice specifying the time date and place of each Council meeting shall be given by the Secretary to every member of the Council provided however that non-receipt of such notice by a member shall not invalidate proceedings.
- (c) Four members personally present shall constitute a quorum of Council. Proxy holders may be included in this number. In the absence of the President the Council shall elect one of its own Corporate Members to be Chairman.
- (d) Council may co-opt from time to time Corporate Member(s) to be members of the Council for such reasons as the Council sees fit. The term of office of the co-opted members shall cease at the next Annual General Meeting of the Institute following such co-opting. Co-opted members may be co-opted during more than one year as Council may see fit.
- (e) Council may appoint sub-committees for special purposes. Members of sub-committees need not necessarily be members of the Council or of the Institute. The quorum and terms of reference of any sub-committee shall be decided by Council. The President shall be an ex-officio member of every Committee and Sub-Committee.
- (f) The Council may from time to time employ such person or persons as it deems advisable for the better management of the Institute or the conduct of its lawful business.

### 5.2

- (a) At all meetings of Council the voting powers shall be as follows:-
- (1) Chairman: One deliberative and also, if necessary, one casting vote.

(2) Other members of Council: One vote each save that where a member of Council who is normally represented by a Proxy Member is personally present or exercises a postal vote as permitted by para 5.2 (b), the Proxy Member shall not vote on the matter.

- (b) Any member of Council may, in his/her absence, exercise a postal vote on any matter. Such votes must be in the hands of the National Secretary prior to the meeting at which the matter is to be decided.
- (c) The Council may from time to time resolve that any question be submitted to members in the form of a ballot at a Special General Meeting held for the purpose of taking such a ballot, or that such ballot be taken at the AGM, or that it be in the form of a postal ballot, or in such a manner as the Council may direct. Explanatory notes shall be provided along with the ballot papers or meeting notice.

### 5.3

- (a) The Council may, in the name of and on behalf of the Institute, do or omit any act or thing which the Institute could do or omit, unless it be provided by these rules that doing or omission shall be by resolution of a General Meeting of the Institute.
- (b) The Council may by resolution, make, alter or rescind By-Laws from time to time, so long as they are not repugnant to these Rules or the Incorporated Societies Act. Such By-laws may be either local and restricted or general in their application, and all shall be notified of any change. Copies shall be kept at the registered office of the Institute and by the Branch Secretary for inspection by members.

### 5.4

- (a) The Council shall prepare for adoption by the Annual General Meeting a report of all the transactions and proceedings of the Council and the Institute for the past year.
- (b) The Council from time to time shall appoint and empower such persons as it thinks fit to draw cheques, Promissory Notes, Bills of Exchanges, Bills of Lading, Drafts and other instruments either for the purpose of security or otherwise and to operate upon the account of the Institute by over drawing or otherwise as the case may be, save that all such documents shall be executed only by resolution of Council or its duly appointed Sub-committee and shall be attested by the signatures of not less than two of the persons so appointed and empowered.
- (c) In particular the Council shall not acquire, charge or (except by the way of lease for a period not exceeding three years) alienate any real property or borrow any sums of money on behalf of the Institute without the authority of a General Meeting.
- (d) The Council may from time to time direct any funds of the Institute to be invested in the name of the Institute in any Trustee Security that the Council deems advisable, and shall make provisions for the custody of such securities.

5.5 The Council shall provide and be responsible for the custody of the Common Seal of the Institute and shall direct the Seal to be affixed to any documents requiring it, provided that the Seal shall not be affixed to any document except in the presence of either two members of the Council or one member of Council and the National Secretary who shall attest the affixing thereto by signature on such document.

- 5.6 Council, at its discretion, shall from time to time determine where and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Institute or any of them, shall be open to the inspection of members; and no member shall have the right of inspecting any account, book or document of the Institute except as conferred by statute or authorised by Council or by resolution of a General Meeting of the Institute.
- 5.7 The Institute at a Special General Meeting may, by a majority of three-fourths of the members voting, remove any officer or member of the Council of the Institute before the expiration of his period of office, and may by resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been removed.

## **MEMBERSHIP**

- 6.1 The Institute shall consist of:
- (a) Life Fellows, Fellows, Senior Members, Members, who shall be termed Corporate Members.
  - (b) Associate Members, who shall be termed Non-corporate Members.

### **CORPORATE MEMBERS**

#### **6.2 (a) LIFE FELLOWS**

Shall be elected by unanimous vote at the Annual General Meeting, on nomination from Council or from a Branch Committee through Council, of a Fellow who has made an outstanding contribution to the Institute. The nomination shall be in the form of a citation suitable for publication which shall read out at the Annual General Meeting, and if adopted, shall be incorporated into the Minutes of that meeting.

#### **(b) FELLOWS**

Shall be elected by majority vote at the Annual General Meeting on nomination from Council or from a Branch Committee through Council, of a Senior Member who has made an outstanding contribution to the Institute or to the furtherance of its aims. The nomination shall be in the form of a citation suitable for publication which shall read out at the Annual General Meeting, and if adopted, shall be incorporated into the Minutes of that meeting.

#### **(c) SENIOR MEMBERS**

A Senior Member shall have passed the Institute examination or shall possess qualifications as determined by Council from time to time which entitle him to exemption therefrom e.g. a registered Electronic\Electrical Engineer or equivalent, or a Registered Engineering Associate who has qualifications in electronics; AND shall have been actively engaged in electronics for an appropriate period of time; OR:-

May be elected by Council, on the nomination of a proposer and seconder, of a person who has held a position of responsibility in connection with electronics for an appropriate period

of time, as determined by Council. The nomination shall be in the form of a citation suitable for publication and shall be recorded in the minutes of that Council meeting.

(d) **MEMBERS**

- (1) A Member shall have passed the Institute examination, or possess an Electronic Trade/Technician qualification as determined by Council, AND shall have been actively engaged in electronics in a technical capacity for an appropriate period of time.
- (2) A firm which is either:-
  - (a) engaged in the design, manufacture, sale or service of electronic equipment.
  - (b) engaged in the writing, upgrading or application of software.
  - (c) principally engaged in the usage of electronic equipment.
- (3) Notwithstanding the foregoing, Council may admit as Members persons whose admission would in the opinion of Council; be conducive to the interests of the Institute.

**NON-CORPORATE MEMBERS**

**6.3 ASSOCIATE MEMBERS**

An Associate Member shall possess a genuine interest in electronics.

## **ADMISSIONS**

- 7.1 Admission to the Institute shall be by resolution of Council, following receipt of the prescribed form and application fee. Associate Members may be granted proforma membership by the branch concerned before the application is forwarded to Council.
- 7.2 Applications for Membership shall be supported by Persons of standing, preferably in electronics,
- 7.3 The application form for admissions to membership of the Institute shall contain an undertaking by the applicant that he/ she agrees to be bound by the Rules and By-laws of the Institute in force at time of admission, also by those Rules and By-laws which may thereafter from time to time be made and that he / she will endeavour to advance the objects of the Institute.
- 7.4 Every application for admission to the Institute shall be received by the National Secretary who shall place it before Council, In the case of application for Corporate Membership, the National Secretary will supply Council with the recommendations of the Admissions Committee.
- 7.5 An approved applicant shall be admitted to the appropriate grade of membership upon payment of such annual subscription as the rules may prescribe. The rights and privileges of membership shall not apply until he / she has been admitted by Council.



- 7.6 An applicant for advancement in the Institute from one status to another shall apply in such form and manner and comply with such conditions may from time to time by prescribed by Council.
- 7.7 An applicant, upon being refused admission, may apply again provided that re-application is not made within six months of his/ser being refused admission.
- 7.8 In connection with any application, the Admissions Committee or the Council, as the case may be, may require information additional to that contained in the application form.
- 7.9 An application to Council for permission to submit a Paper or Thesis shall state the subject of the Paper or Thesis. If accepted by Council the Paper or Thesis shall, with a completed application form, be processed as per para 9.1.

## **ADMISSIONS COMMITTEE**

- 8.1 An Admissions Committee consisting of not less than three members and not more than five members shall be appointed annually by Council from amongst the Corporate Membership of the Institute.
- 8.2 The Council shall fill any vacancy in the Admissions Committee caused by resignation or otherwise.
- 8.3 The names of Members of the Admissions Committee shall be confidential to Council.

## **APPLICATIONS**

- 9.1 Applications for membership shall be on such forms and under such conditions as Council shall prescribe and shall be forwarded to the National Secretary together with the application fee. The secretary shall refer the application to the appropriate Branch for report and also in the case of Corporate Membership to the Admissions Committee. On receipt of these reports the application shall be placed before Council for consideration and decision.

## **EXAMINATIONS**

- 10.1 The Council from time to time may appoint a Board of Examiners and determine the number of examinations and the mode in which they shall be conducted, the subjects to be embraced therein, the efficiency necessary for passing and the tests by which such efficiency shall be ascertained.
- 10.2 The Council may determine fees for examinations, fees to be paid to supervisors and/or examiners and generally all conditions connected with such examinations.
- 10.3 The Council may permit any person who fails any examination or part thereof to present himself for any part or whole of any subsequent examination.

- 10.4 The Council shall determine the exempting examinations, if any, which may be accepted in lieu of any Institute Examination.

## **PRIVILEGES**

- 11.1 A member upon payment of his annual subscription when due is considered to have submitted himself to these presents and on this condition alone is entitled to the privileges afforded by the Institute.
- 11.2 Except as may be specially provided for herein, the rights and privileges of each member shall be personal to himself and shall not be transferable by his/her own act or by operation of law and all such rights and privileges shall cease immediately upon acceptance of his/her resignation or upon the removal of his/her name from the Register for any cause.
- 11.3 Every member shall be entitled to a copy of any publication of the Institute upon such terms and conditions as the Council from time to time may determine.
- 11.4 Every member shall be entitled to apply to his Branch or Council for advice in connection with any technical matter. A record of any advice given shall be kept but not promulgated without the permission of the member seeking advice.
- 11.5 Every member elected to one of the following grades may append to his name the appropriate initials:-

Life Fellow:	LFNZEI
Fellow:	FNZEI
Senior Member:	SMNZEI
Member:	MNZEI
Associate Member:	AMNZEI

- 11.6 A firm granted membership under the terms of para 6.2 D (2) may exercise such rights and privileges through its duly appointed representative, though that representative shall not be eligible for election to Council. Voting rights are as per para 22.1
- 11.7(a) All members shall have the right to speak at Branch and Institute meetings
- (b) All members shall have the right to serve on and vote for Branch Committees except for the offices of Branch Chairman and Second Branch Councillor.
- (c) Only Corporate Members may hold offices of Branch Chairman and Second Branch Councillor and these officers shall be elected by the Corporate Members of the Branch.

## **MEMBERS BOUND BY RULES**

- 12.1 Members shall be held to consent to and be bound by the Rules, By-laws and regulations of the Institute and the decisions of Council on the interpretation of the Rules, By-laws and

regulations. Anything done or suffered there under shall be final and conclusive and members will not be entitled to apply to any Court because of anything done or purported or omitted to be done under such Rules, By-laws and regulations of the Institute.

## **REGISTERS OF MEMBERSHIP**

- 13.1 A Register of Current Membership and a Register of Past Membership Shall be kept.
- 13.2 The Register of Current Members shall list the names of all current financial members together with details for each of address, date of birth, occupation, membership grade, date(s) of admission and transfer of grade and such other particulars as Council may determine.
- 13.3 When a member's membership is terminated for any cause, his/her entry in the Register of Current Members shall be transferred to the Register of Past Members together with a reference to the Council Minute recording the termination and its reason. Once a person's name has been entered into the Register of Past Members that member shall thereupon forfeit all his/her rights and interests in the property of the Institute.

## **CESSATION OF MEMBERSHIP**

- 14.1 Any person who for whatever reason, ceases to be a member of the Institute shall nevertheless remain liable for and pay to the Institute all subscriptions and/or monies which at the time of his/her ceasing to be a member were due from him/her to the Institute.
- 14.2 Any member who ceases to be a member shall return his/her membership certificate to the National Secretary except where Council consider special circumstances apply or where a financial member dies then the membership certificate(s) may be retained by the member or his/her estate.
- 14.3 Any member may resign his/her membership by submitting notice of his/her resignation in writing to the National Secretary, but such resignation not be effective until accepted by Council, and the conditions of paras 14.1 and 14.2 are met.

## **SUSPENSION OR TERMINATION OF MEMBERSHIP**

- 15.1 No member whose subscription is six months in arrears shall be entitled to the privileges of membership, including the right to vote, as long as his/her subscription remains unpaid.
- 15.2 Any member whose subscription is over twelve months in arrears shall have his/her name removed from the Roll of Membership.
- 15.3 Council may reinstate a member after such outstanding subscriptions as Council may determine have been paid.

## **DISPUTES, APPEALS AND EXPLUSIONS**

- 16.1 All questions and disputes which cannot be decided by a Branch, shall be dealt with by Council.
- 16.2 Any member or members who are dissatisfied with a decision of Branch have the right of appeal to Council.
- 16.3 If, in the opinion of Council, any member should commit a breach of the Rules of the Institute or act in an unethical or unprofessional manner to the detriment of the professional status of the Institute or any of its members, Council may take such disciplinary action as it thinks fit either by way of loss of privileges or suspension or expulsion from the Institute.
- 16.4 Any member or members who shall be aggrieved by a decision of Council shall have the right to appeal by way of a rehearing, and the right to make written submissions or appear before Council in his/her defence. After such rehearing the member or members must abide by the majority decision of Council.

## **FINANCE AND LEVIES**

- 17.1 The financial year of the Institute is from 1<sup>st</sup> May to the following 30<sup>th</sup> April, unless amended by motion of AGM.
- 17.2 The annual subscriptions for all grades of membership, for the Institute financial year as per para 17.1, shall be determined by Council not later than two months preceding the beginning of next financial year. Council may, if it sees fit, allow a rebate for prompt payment of subscriptions.
- 17.3 Each application for membership shall be accompanied by such application fee as shall be determined from time to time by Council.
- 17.4 Subscriptions may be reducible at the discretion of Council for members joining during the financial year.
- 17.5 All subscriptions shall be due and payable in advance on the first day of each financial year.
- 17.6 Council may in cases of personal hardship or other special circumstances as may be determined from time to time reduce or waive a member's subscription in any one year.
- 17.7 A member who has formally retired from gainful employment may be granted the status of Retired, but retain the privileges of the grade held at that time. He/she may be granted a reduction in his/her subscription rate for all the subsequent years of membership.
- 17.8 Council may an honorarium to any officer of the Institute or to any other person in recognition of services rendered to the Institute from time to time.
- 17.9 Council may reimburse expenses incurred on Institute business as it may deem fit.

- 17.10 A portion of every subscription received from a member of a Branch shall be allocated to the Branch of which he/she is a member. Such portion to be determined annually by Council.
- 17.11 Branches shall submit to Council a copy of their financial statement each financial year.
- 17.12 The control and investment of funds shall be determined by Council.
- (a) All monies received shall be deposited in a bank approved by Council in an account(s) in the name of "The New Zealand Electronics Institute Incorporated". The Institute's bank or banks shall not be changed except with the prior approval of Council.
- (b) All cheques drawn on account for the Council shall be signed by any two of
- (1) The President of the Institute
  - (2) the Secretary or Treasurer of the Institute
  - (3) one other member of Council appointed for that purpose
- (c) Any one of the signatures authorised for the drawing of cheques shall suffice for the endorsement of cheques, money orders and the like.

## **NATIONAL SECRETARY**

- 18.1 The National Secretary shall be appointed as per para 4.6.
- 18.2 The National Secretary shall attend all Council and General Meetings. In his absence a person shall be deputised by the President or acting Chairman.
- 18.3 The duties of the National Secretary shall be:-
- (a) To keep correct minutes of proceedings of Council and General Meeting and distribute copies of those minutes to all Council members and each Branch Secretary.
  - (b) To keep the Registers of Current and Past Members updated and at least once per year send a copy to each Branch Secretary.
  - (c) To file all documents, records and communications connected with the business of the Institute.
  - (d) To keep a record of all Institute activities.
  - (e) To send each member of the Institute at least fourteen days before the Annual General Meeting:
    - (1) Confirmation of the place, date and time of the Annual General Meeting.
    - (2) A copy of the Councils Annual Report.
    - (3) The Treasurer's Balance Sheet and Accounts for that year with Auditor's Report.
    - (4) A copy of any remits submitted for consideration.
    - (5) A list of nominations received for the positions President and two Combined Branch Councillors.

- (f) Circularise to all Branch Secretaries copies of any remits submitted for consideration at the Annual General Meeting, as soon as practicable after the closing date for receipt.
- (g) As soon as practicable after the Election of Officers at each Annual General Meeting to send each Branch Secretary a list, including addresses, of the officers elected for the ensuing year.
- (f) To perform any other duties assigned to him/her by Council.

## **NATIONAL TREASURER**

- 19.1 The National Treasurer shall be appointed as per para 4.6.
- 19.2 The duties of the National Treasurer shall be:-
  - (a) To bank all monies received as per para 17.12(a).
  - (b) To submit a financial statement at each Council meeting.
  - (c) To certify all accounts as being correct before being submitted to Council for payment.
  - (d) To prepare, at the end of each financial year, a Balance Sheet and a Statement of Revenue and Expenditure for the previous financial year and submit it to the Institute Auditor. After auditing the Balance Sheet and Statement of Revenue and Expenditure shall be submitted to Council and thereafter to the Annual General Meeting.
- 19.3 To perform any other duties assigned to him/her by Council.

## **AUDITOR**

- 20.1 There shall be appointed at each Annual General Meeting an Auditor who shall not be a member of Council but shall be a member of the New Zealand Society of Accountants.
- 20.2 In the event of an Auditor not being so appointed or in the event of the death or absence of the Auditor or his incapacity from mental or bodily disease ( of which the Council shall be the sole judge) or his refusal to act, the Council shall appoint a suitably qualified person to be the Auditor.
- 20.3 The Auditor shall examine and report to the Institute on the accounts and securities and other assets of the Institute for the current year.

## **PROCEDURE AT GENERAL MEETINGS**

- 21.1 A notice shall be sent at least fourteen days before a general meeting to each member, at his last known address, stating:-
  - (a) The date, place and time fixed for the meeting.

(b) The nature of the business to be conducted.

Refer to para 18.3 (e) in regard to Annual General Meetings

- 21.2 In the event of there not being a quorum present within 30 minutes of the time appointed for the meeting, the National President or, in his absence, the National Secretary, may adjourn such meeting to such other time as he may see fit or may declare such meeting to have lapsed.
- 21.3 In the event of any meeting lapsing for want of a quorum, the business which should have been transacted at such meeting may be transacted at the next meeting, after the business on the agenda for that meeting has been dealt with.
- 21.4 At every meeting of the Institute the President shall be the Chairman, but if the President is unable to attend or is not present within 15 minutes after the time appointed for holding the meeting, a Corporate Member to be determined by the meeting shall be Chairman.
- 21.5 At any meeting of the Institute any resolution passed, the effect of which annul or amend a previous resolution of the meeting, shall have no force unless approved by three-fourths of the members present.
- 21.6 The Chairman of any meeting may, with the consent of the meeting, adjourn that meeting, but no business shall be transacted on the resumption of any meeting other than that business left unfinished at the meeting at which such adjournment took place.
- 21.7 At all meetings of the Institute the Rules of Procedure shall be the normal rules of meeting procedure.

## VOTING

- 22.1 All corporate members shall be entitled to vote either in person or by proxy which may embody a direction to the holder thereof. Non-corporate members shall not be entitled to vote at General Meetings. Refer para 11.7.
- 22.2 Except as otherwise provided herein, all questions before a General Meeting shall be decided by a majority of the votes, and in the event of equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote except for an election vote.
- 22.3 At any meeting where resolution or ballot was lost or passed by the participation of a person not entitled to vote, the outcome of that resolution or ballot shall be determined after that vote(s) and the Chairman's casting vote (if applicable) has been discounted.
- 22.4 At every General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands except where ten Corporate Members present may require that any question submitted to the meeting be decided by ordinary or postal ballot.
- 22.5 Where the resolution is to be decided by ordinary ballot, the ballot shall be taken in such a manner as directed by the Chairman.
- 22.6 Where the resolution is to be decided by postal ballot, all members entitled to vote shall be given at least fourteen days notice of the meeting at which the votes are to be opened.

Voting papers along with associated explanatory notes, shall be posted with the notice of meeting. The voting paper must be returned postage paid in an sealed envelope clearly marked "voting paper". Votes received by the National Secretary after 5 p.m. on the day prior to the meeting shall be invalid. Postal votes shall be opened at the meeting at which they are to be considered.

- 22.7 After the announcement of the result of an ordinary or postal ballot, all ballot papers shall, by resolution of the meeting, be destroyed.

## QUORUM

- 23.1 At any general meeting, a quorum shall consist of twelve voting members.
- 23.2 At any branch meeting a quorum shall consist of a minimum of five and must include three corporate members.
- 23.3 At any Council meeting, a quorum shall consist of four members, as defined in para 5.1(c).

## ANNUAL GENERAL MEETING

- 24.1 An Annual General Meeting of the Institute shall be held once in each calendar year on such place, date and time as Council may determine, but within six months of the end of the financial year.
- 24.2 Council shall notify every member ninety days before the Annual General Meeting, except where the conditions of 21.2 and 21.3 apply, of its proposed place, date and time. The notice shall include the closing dates for remits and nominations.
- 24.3(a) Remits for consideration at the Annual general Meeting shall be in writing, signed by two Corporate Members and must be received at the office of the Institute at least 60 days before the advertised date of the Annual General Meeting.
- (b) Closing date for nominations shall be as per para. 4.2.
- 24.4 The following business shall be transacted at the Annual General Meeting:
- (a) The confirmation of minutes of the previous Annual General Meeting, and of any Special Meetings held in the interim.
  - (b) The consideration and adoption of the Annual Report.
  - (c) The passing of the Statements of Accounts and Balance Sheet for the preceding year.
  - (d) Consideration of any remits received.
  - (e) The appointment of an Auditor for the ensuing year.
  - (f) An election for the positions of President and two Combined Councillors as per para. 4.2.



- (g) The election of any member to the grade of Life Fellow or Fellow as per paras. 6.2(a) & (b).
- (h) To transact any other business and/or hear and discuss any papers as may properly brought before the meeting.

## **SPECIAL GENERAL MEETING**

- 25.1 An Annual General Meeting shall be held upon:-
  - (a) Written direction of the President to the National Secretary.
  - (b) The resolution of Council.
  - (c) Written request of not less than twelve financial Corporate Members, stating the reason for which the Special Annual General Meeting is requested. Any request shall be in accordance with the Constitution and Rules of the Institute.
- 25.2 The place, date and time of a Special General Meeting shall be determined by Council but will be within 60 days of receipt of the written request as per paras 25.1(a) & (b)
- 25.3 Business carried out at a Special General Meeting shall be limited to the convening notice unless it can be deemed fairly to arise out of any business for which the meeting was called.

## **LOCAL BRANCHES**

- 25.1 Local Branches consisting of members of the Institute may be formed in such districts as Council may from time to time approve. It shall be within the power of Council, if found desirable in consultation with the Branches concerned, to add or to alter any districts so established.
- 26.2 The purpose of the Local Branch is to further the objects of the Institute as listed in para 2.
- 26.3 Whenever possible a Branch shall be represented at the Annual General Meeting of the Institute by its Chairman, or in the event of his being unable to attend, by a delegate who shall be a Corporate Member, but need not be a member of that Branch.
- 26.4 **BRANCH ADMINISTRATION**
  - (a) No Local Branch shall consist of less than five members. There shall be a Chairman and a Secretary elected by the Branch, who shall hold office for one year. In addition any Branch may elect other officers to the committee to conduct the affairs of the Branch, but in any case the number of officers elected shall not be less than two. In addition the Immediate Past Chairman may hold office, ex-officio, on the committee. The names of those elected shall be forwarded to Council.
  - (b) The Secretary of the Branch shall keep a register of the Branch members and shall take or cause to be taken, minutes of all meetings of the Branch and shall forward a copy of

such minutes to Council. Whenever possible copies of addresses given or papers read at branch meetings shall be forwarded to Council.

- (c) Branches shall submit to Council a financial state at the end of their financial year, as per para 17.11.
- (d) A Branch shall not make any compulsory levy upon its members without the consent of Council. In the event of a Branch requiring financial assistance, application shall be made to Council.
- (e) A Branch shall not incur any unpaid debt, but shall make payment for any value received at the time of receiving same.
- (f) In the absence of the Chairman from an Branch meeting, the members present shall appoint a Corporate Member present as Chairman for that meeting.
- (g) In the event of equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote except for an election vote.
- (h) Each local Branch may make rules for its own good governance but shall require the consent of Council where any such proposed rule may counter anything herein, before coming into force.

## 26.5 BRANCH DUTIES

- (a) To carry out any function which:
  - (1) Furthers the objectives of the Institute
  - (2) May be delegated to a local Branch by Council
  - (3) Is within the scope of the Institute's local functions described herein.
- (b) A Branch shall give a decision on any matters which may be referred to it by Council and the decision shall be of majority vote.
- (c) To report of Council any facts or circumstances affecting the interests of the Institute, or its members thereof, or in which the Institute may be concerned or interested.
- (d) To inquire on its own accord or at Council request:-
  - (1) Into any relevant facts relating to an application for membership and report such findings to Council.
  - (2) Into any facts or circumstances relating to a breach or suspected breach of this Constitution which would render it advisable that a member should be disciplined or his membership or any Institute honour, diploma or title be cancelled or suspended.

26.6 A Branch or any member(s) is encouraged to submit in writing for the consideration of Council any matter which may be considered to be for the benefit of the Institute. Any submission is to indicate whether it is a:-

- (a) Personal submission.

- (b) Branch submission of a decision by majority vote at a Branch Committee or General Meeting

## **REGISTERED OFFICE**

- 27.1 The Registered Office of the Institute shall be in such place as the Council from time to time determine.
- 27.2 No member shall use or allow to be used, the Name of the Institute in any advertisement, prospectus or business announcement, other than as the holder of the Institute's Certificates or Awards.
- 27.3 The name or address of the Institute shall not be given by a member as his address or otherwise for the purpose of identification in connection with legal proceedings.

## **LIABILITY**

- 28.1 The personal liability of members of the Institute is limited to the Annual Subscription fee and to any fee or fees which may be determined by Council for any examination or any personal privileges.
- 28.2 Every officer, member of Council, or servant shall be indemnified by the Institute from all losses and expenses incurred by them when acting under instructions in or about the discharge of their respective duties, except such as happens through their own wilful act or default.

## **ALTERATIONS OF CONSTITUTION**

- 29.1 Notwithstanding anything to the contrary, changes to the Constitution shall be made only by voting members exercising their votes by postal ballot as laid down in para 22.6. An explanatory note shall be furnished with each proposed change.
- 29.2 An existing clause of the Constitution shall be replaced or altered or a new clause shall be introduced if seventy five percent of the valid vbrought forward again during the same otes are cast in favour of such constitutional amendment and the new clause meets the requirements of para 29.4.
- 29.3 No motion affecting the Rules which have been duly considered and rejected shall be brought forward again during the same financial year unless with the consent in writing of a majority of members of the Institute.
- 29.4 No addition, alteration, amendment or rescission of these rules shall be valid until accepted by the Registrar of Incorporated Societies.

## **DISSOLUTION**

- 30.1 The dissolution of the Institute under the terms and conditions of sections 24 to 26 and 28 of the Incorporated Societies Act 1908 requires that a General Meeting be called to effect this. Provided that a quorum (12 Corporate members voting in person) pass the Resolution by a simple majority, a second General Meeting shall be called not earlier than thirty days from the first.
- 30.2 If the resolution is again passed by a simple majority voting in person, the members must appoint one or more liquidators to wind up the affairs of the Institute subject to the Companies Act 1955.
- 30.3 The whole of the assets of the Institute shall be given or transferred to an organisation having object similar to those of the Institute; the transfer to be determined by the appointed liquidators before the time of dissolution, or in default by the Registrar of Incorporated Societies.

## **CASES NOT PROVIDED FOR**

- 28.1 Any case occurring and not provided for by this Constitution shall be referred to Council, whose decision shall be final.

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