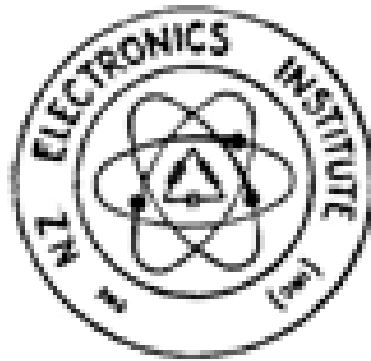


The
NEW ZEALAND ELECTRONICS INSTITUTE
(Incorporated)



CONSTITUTION

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The
NEW ZEALAND ELECTRONICS INSTITUTE
(INCORPORATED)

RULES

(REVISED 2025)

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**.

CHARITABLE STATUS

2.1 (a) The **Institute** is registered as a charitable entity under the Charities Act 2005.

(b) The Institute's Registration Number is 15588.

DEFINITIONS

3.1 In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

- (i) '**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- (ii) '**Annual General Meeting**' means a meeting of the **Members** of the **Institute** held once per year which, among other things, will receive and consider reports on the **Institute's** activities and finances.
- (iii) '**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and **Council** meetings.
- (iv) '**Council**' means the **Institute's** governing body.
- (v) '**Constitution**' means the rules in this document.

- (vi) **'Deputy Chairperson'** means the **Officer** elected or appointed to deputise in the absence of the **National President**.
- (vii) **'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Institute**.
- (viii) **'Interested Member'** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the Act.
- (ix) **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the Act.
- (x) **'Matter'** means—
 - (1) the **Institute's** performance of its activities or exercise of its powers; or
 - (2) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Institute**.
- (xi) **'Member'** means a person or business firm who has consented to become a **Member** of the **Institute** and has been properly admitted to the **Institute** who has not ceased to be a **Member** of the **Institute**.
- (xii) **'Notice'** to Members includes any notice given by email, post, or courier.
- (xiii) **'Officer'** means a natural person who is:
 - (1) a member of the **Council**, or
 - (2) occupying a position in the **Institute** that allows them to exercise significant influence over the management or administration of the **Institute**, including the National Secretary, National Treasurer and Branch Committees.
- (xiv) **'National President'** means the **Officer** who provides leadership for the **Institute**.
- (xv) **'Register of Members'** means the register of **Members** kept under this **Constitution** as required by section 79 of the Act.
- (xvi) **'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- (xvii) **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- (xviii) **'Treasurer'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

OBJECTS

- 4.1 The **Institute** is established and maintained exclusively for charitable objects (including any purposes ancillary to those charitable objects), namely:

- (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:
 - (i) Providing for discussions, readings, lectures, demonstrations, publications, correspondence with other bodies and individuals, meetings, conventions, exhibitions, and conferences.
 - (ii) Making grants of money, books or apparatus and awards of medals, diplomas, or **Institute** honours in recognition of contributions to the advancement of electronics.
 - (iii) Purchasing, acquiring, holding, leasing or hiring, administering, improving and disposal of real and personal property.
 - (iv) Subscribing to, joining or federating with, affiliating with or co-operating with any other association or body whose objects are wholly or partly similar to those of the **Institute**.
 - (v) 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.
- 4.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Institute.

ACT AND REGULATIONS

- 5.1 Nothing in this **Constitution** authorises the **Institute** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

RESTRICTIONS ON INSTITUTE POWERS

- 6.1 The **Institute** must not be carried on for the financial gain of any of its members.
- 6.2 The **Institute's** capacity, rights, powers, and privileges are subject to the following restrictions:-
- (i) The Society does not have the power to borrow money.

REGISTERED OFFICE

- 7.1 The registered office of the **Institute** shall be at such place in New Zealand as the **Council** from time to time determines.
- 7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
- (i) at least five working days before the change of address for the registered office is due to take effect, and
 - (ii) in a form as required by the Act.

CONTACT PERSON

- 8.1 The Institute's contact persons will be the **National President** and **National Secretary** whom the Registrar of Incorporated Societies can contact when needed.
- 8.2 The **Institute's** contact person must be:
- (i) At least 18 years of age, and
 - (ii) Ordinarily resident in New Zealand.
- 8.3 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- (i) a physical address or an electronic address, and
 - (ii) a telephone number.
- 8.4 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the **Institute** becoming aware of the change.

CONSTITUTION

- 9.1 The **Institute** shall consist of those **Members** who shall be elected from time to time in accordance of Sections 12 and 13 of this Constitution.

OFFICERS AND MANAGEMENT

- 10.1 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 10.6 apply.

The **Members of Council** shall be:-

- (i) The **National President**
- (ii) The Immediate Past **National President**
- (iii) The **National Secretary** and **National Treasurer** or, where one person holds both offices, the National Secretary-Treasurer
- (iv) Two Corporate Members elected by each Branch, one of whom shall be the Branch Chairperson and the other known as the Second Branch Councillor.
- (v) Two Combined Branch Councillors
- (vi) Branch Proxy Members as per para 10.4
- (vii) Co-opted Members as per para 11.1(d)

10.2 Prior to election or appointment as an **Officer** a person must —

- (i) be a natural person
- (ii) consent in writing to be an **Officer**, and
- (iii) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or under section 47(3) of the Act or section 36B of the Charities Act 2005.

Each certificate shall be retained in the **Institute's** records.

10.3 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.

10.4 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**.

10.5 In order to facilitate personal contact between **Council** and Branches each Branch outside the Headquarters district shall appoint one Corporate Member to act on Council on their behalf in the absence of the Branch Chairperson and or the second Branch Councillor, elected as in para 10.1(d). Those appointed by each Branch shall be known as Branch Proxy Members. Voting powers of the Branch Proxy Members are as per paras 11.2(a) and 11.2(b).

- 10.6 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.
- 10.7 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.
- 10.8 The **Council** or sub-committee and may act by resolution approved during a conference call using audio and or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Council or sub-committee meeting.
- 10.9 At all times each **Officer**:
- (i) shall act in good faith and in what he or she believes to be the best interests of the **Institute**,
 - (ii) must exercise all powers for a proper purpose,
 - (iii) must not act, or agree to the **Institute** acting, in a manner that contravenes the **Act** or this **Constitution**,
 - (iv) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (1) the nature of the **Institute**,
 - (2) the nature of the decision, and
 - (3) the position of the **Officer** and the nature of the responsibilities undertaken by him or her
 - (v) must not agree to the activities of the **Institute** being carried on in a manner likely to create a substantial risk of serious loss to the **Institute** or to the **Institute's** creditors, or cause or allow the activities of the **Institute** to be carried on in a manner likely to create a substantial risk of serious loss to the **Institute** or to the **Institute's** creditors, and
 - (vi) must not agree to the **Institute** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Institute** will be able to perform the obligation when it is required to do so.

POWERS AND DUTIES OF COUNCIL

- 11.1 (a) The **Council** shall meet from time to time on such occasions and in such places and in such manner (including by audio, audio and visual, or electronic communication) as the **President** or **Council** may decide, or at the written request of any three **Council** members.
- (b) Not less than seven days notice specifying the time date and place of each **Council** meeting shall be given by the **National 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** 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 Chairperson.
- (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.
- 11.2 (a) At all meetings of **Council** the voting powers shall be as follows:-
- (i) **President**: One deliberative and also, if necessary, one casting vote.
- (ii) Other members of **Council**: One vote each save that where a member of **Council** who is normally represented by a Proxy Member is present or exercises a postal vote as permitted by para 11.2 (b), the Proxy Member shall not vote on the matter.
- (b) Any member of **Council** may, in his or her absence, exercise a postal vote or e-mail 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.
- 11.3 (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**.

- 11.4 (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 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.
- 11.5 **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.
- 11.6 (a) An **Officer** or member of a Sub-Committee who is an **Interested Member** in respect of any **Matter** being considered by the **Institute**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
- (i) to the **Council** and or Sub-Committee, and
- (ii) in an **Interests Register** kept and maintained by the **Council**.
- (b) Disclosure must be made as soon as practicable after the **Officer** or member of a Sub-Committee becomes aware that they are interested in the **Matter**.
- (c) An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
- (i) must not vote or take part in the decision of the **Council** and or Sub-Committee relating to the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; and
- (ii) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the Committee who are not interested in the **Matter** consent; but
- (iii) may take part in any discussion of the **Council** and or sub-Committee relating to the **Matter** and be present at the time of the decision of the **Council** and or Sub-Committee (unless the **Council** and or Sub-Committee decides otherwise).

- (d) However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- (e) Where fifty per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- (f) Where fifty per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Council** shall consider and determine the **Matter**.

11.7 An **Officer** shall be removed as an **Officer** by resolution of the **Council** or the **Institute** where in the opinion of the **Council** or the **Institute** —

- (i) The **Officer** elected to the **Council** has been absent from five committee meetings without leave of absence from the **Council**.
- (ii) The **Officer** has brought the **Institute** into disrepute.
- (iii) The **Officer** has failed to disclose a conflict of interest.
- (iv) The **Council** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Council** or the **Institute**.

11.8 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 or her period of office, and may by resolution appoint another person in his or her 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

12.1 The **Institute** shall consist of:

- (i) Life Fellows, Fellows, Senior Members, Members, who shall be termed Corporate Members.
- (ii) Associate Members, who shall be termed Non-corporate Members.

12.2 The Institute shall maintain the minimum number of **Members** required by the Act.

CORPORATE MEMBERS

12.3 (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 be 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 be 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**

(i) A **Member** shall have passed the **Institute** examination or possess an Electronic Trade or Technician qualification as determined by **Council**, AND shall have been actively engaged in electronics in a technical capacity for an appropriate period of time.

(ii) A firm which is either:-

- (1) engaged in the design, manufacture, sale or service of electronic equipment.
- (2) engaged in the writing, upgrading or application of software.
- (3) principally engaged in the usage of electronic equipment.

(iii) 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

12.3 (e) **ASSOCIATE MEMBERS**

An Associate Member shall possess a genuine interest in electronics.

ADMISSIONS

- 13.1 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**.
- 13.2 Applications for Membership shall be supported by Persons of standing, preferably in electronics.
- 13.3 The application form for admissions to membership of the **Institute** shall contain an undertaking by the applicant that he or 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 or she will endeavour to advance the objects of the **Institute**.
- 13.4 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.
- 13.5 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 or she has been admitted by **Council**.
- 13.6 An applicant for advancement in the Institute from one status to another shall apply in such form and manner and comply with such conditions as may from time to time be prescribed by **Council**.
- 13.7(a) The **Council** must advise the applicant of its decision.
- (b) An applicant, upon being refused admission, may apply again provided that re-application is not made within six months of his or her being refused admission.
- 13.8 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.
- 13.9 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.
- 13.10 The signed written consent of every **Member** to become an Institute **Member** shall be retained in the **Institute's** membership records.

ADMISSIONS COMMITTEE

- 14.1 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.
- 14.2 The **Council** shall fill any vacancy in the Admissions Committee caused by resignation or otherwise.

- 14.3 The names of **Members** of the Admissions Committee shall be confidential to **Council**.

APPLICATIONS

- 15.1 Every applicant for membership must consent in writing to becoming a **Member**.
- 15.2 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 **National 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

- 16.1 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.
- 16.2 The **Council** may determine fees for examinations, fees to be paid to supervisors and or examiners and generally all conditions connected with such examinations.
- 16.3 The **Council** may permit any person who fails any examination or part thereof to present himself or herself for any part or whole of any subsequent examination.
- 16.4 The **Council** shall determine the exempting qualifications, if any, which may be accepted in lieu of any Institute Examination.

PRIVILEGES

- 17.1 A **Member** upon payment of his or her annual subscription when due is considered to have submitted himself or herself to these presents and on this condition alone is entitled to the privileges afforded by the **Institute**.
- 17.2 Except as may be specially provided for herein, the rights and privileges of each **Member** shall be personal to himself or herself and shall not be transferable by his or her own act or by operation of law and all such rights and privileges shall cease immediately upon acceptance of his or her resignation or upon the removal of his or her name from the **Register of Members** for any cause.
- 17.3 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.

- 17.4 Every **Member** shall be entitled to apply to his or her 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.
- 17.5 Every **Member** elected to one of the following grades may append to his or her name the appropriate initials:-
- | | |
|-------------------|--------|
| Life Fellow: | LFNZEI |
| Fellow: | FNZEI |
| Senior Member: | SMNZEI |
| Member: | MNZEI |
| Associate Member: | AMNZEI |
- 17.6 A firm granted membership under the terms of para 12.3d(ii) 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 29.1
- 17.7(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 Chairperson and Second Branch Councillor.
- (c) Only Corporate Members may hold offices of Branch Chairperson and Second Branch Councillor, and these **Officers** shall be elected by the Corporate Members of the Branch.
- 17.8 **Council** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Institute**, and to participate in **Institute** activities, including any conditions of and fees for such access, use or involvement.

MEMBERS BOUND BY RULES

- 18.1 All **Members** shall promote the interests and purposes of the **Institute** and shall do nothing to bring the **Institute** into disrepute.
- 18.2 **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**.
- 18.3(a) Every **Member** shall provide the **Institute** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Institute** in writing of any changes to those details.
- (b) Any **Member** that is a business firm shall provide the **Council**, in writing, with the name and contact details of the person who is the organisation's authorised representative.

ACCESS TO INFORMATION BY MEMBERS

- 19.1 A **Member** may at any time make a written request to the **Institute** for information held by the **Institute**.
- 19.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 19.3 The **Institute** must, within a reasonable time after receiving a request —
- (i) provide the information, or
 - (ii) agree to provide the information within a specified period, or
 - (iii) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Institute** (which must be specified and explained) to meet the cost of providing the information, or
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- 19.4 Without limiting the reasons for which the **Institute** may refuse to provide the information, the **Institute** may refuse to provide the information if —
- (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Institute** or of any of its **Members**, or
 - (iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Institute** or
 - (vi) the information is not relevant to the operation or affairs of the **Institute**, or
 - (v) withholding the information is necessary to maintain legal professional privilege, or
 - vi) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (vii) the burden to the **Institute** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - (viii) the request for the information is frivolous or vexatious, or
 - (ix) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 19.5 If the **Institute** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within two weeks after receiving notification of the charge, the **Member** informs the **Institute** —
- (i) that the **Member** will pay the charge; or
 - (ii) that the **Member** considers the charge to be unreasonable.
- 19.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

REGISTERS OF MEMBERSHIP

- 20.1 A Register of Current Membership and a Register of Past Membership shall be kept.
- 20.2 The Register of Current Members shall list the names of all current financial **Members** together with details for each of postal address, e-mail address (if any), membership grade, date(s) of admission and transfer of grade and such other particulars as Council may determine.
- 20.3 When a **Member's** membership is terminated for any cause, his or 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 or her rights and interests in the property of the Institute.
- 20.4 Both Registers may be recorded by either a paper-based system or an electronic database.
- 20.5 The information in each Register is to be securely stored, backed up and not shared with third parties without the express authorisation of **Council**.

CESSATION OF MEMBERSHIP

- 21.1 Any person who for whatever reason, ceases to be a member of the **Institute** shall cease to hold himself or herself out as a **Member** of the **Institute** and shall cease to be entitled to any of the rights of an Institute Member.
- 21.2 Any person who 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 or her ceasing to be a **Member** were due from him or her to the **Institute**.
- 21.3 Any member who ceases to be a **Member** shall return his or her membership certificate to the **National Secretary** except where **Council** considers special circumstances apply or where a financial member dies then the membership certificate(s) may be retained by the **Member** or his or her estate.
- 21.4 Any **Member** may resign his or her membership by submitting notice of his or her resignation in writing to the **National Secretary**, but such resignation shall not be effective until accepted by **Council**, and the conditions of paras 23.1 and 23.3 are met.
- 21.5 On termination of a **Member's** membership following a dispute resolution process under this **Constitution**.
- 21.6 On death (or if a business firm on liquidation or deregistration, or if a partnership on dissolution of the partnership).
- 21.7 By resolution of the **Council** where—
- (a) The **Member** has failed to pay a subscription, levy or other amount due to the **Institute** within two years of the due date for payment.
 - (b) In the opinion of the **Council** the Member has brought the **Institute** into disrepute.

- 21.8 With effect from (as applicable)—
- (a) The date of receipt of the **Member's** notice of resignation by the **Council** (or any subsequent date stated in the notice of resignation).
 - (b) The date of termination of the **Member's** membership under this **Constitution**, or
 - (c) The date of death of the **Member** (or if a business firm from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - (d) The date specified in a resolution of the **Council** and when a **Member's** membership has been terminated the **Council** shall promptly notify the former **Member** in writing.

SUSPENSION OR TERMINATION OF MEMBERSHIP

- 22.1 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 or her subscription remains unpaid.
- 22.2 Any **Member** whose subscription is over twelve months in arrears shall have his or her name removed from the Roll of Membership.
- 22.3 **Council** may reinstate a member after such outstanding subscriptions as **Council** may determine have been paid.

DISPUTES, APPEALS AND EXCLUSIONS

- 23.1(a) A dispute is a disagreement or conflict involving the **Institute** and or its **Members** in relation to specific allegations set out below.
- (b) The disagreement or conflict may be between any of the following persons—
 - (i) Two or more **Members**
 - (ii) One or more **Members** and the **Institute**
 - (iii) One or more **Members** and 1 or more **Officers**
 - (iv) Two or more **Officers**
 - (v) One or more **Officers** and the **Institute**
 - (vi) One or more **Members** or **Officers** and the **Institute**.
 - (c) The disagreement or conflict relates to any of the following allegations—
 - (i) a **Member** or an **Officer** has engaged in misconduct
 - (ii) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the Institutes's **Constitution** or bylaws or the **Act**
 - (iii) the **Institute** has breached, or is likely to breach, a duty under the Institutes's **Constitution** or bylaws or the **Act**
 - (iv) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

- (d) A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints subcommittee) a notice in writing that—
 - (i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the Institute's **Constitution**; and
 - (ii) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (iii) sets out any other information or allegations reasonably required by the **Institute**.
 - (e) The **Institute** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 - (i) states that the **Institute** is starting a procedure for resolving a dispute in accordance with the Institutes's **Constitution**; and
 - (ii) sets out the allegation to which the dispute relates.
 - (f) The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
 - (g) A complaint may be made in any other reasonable manner permitted by the Institute's **Constitution**.
 - (h) All **Members** (including the **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Institute**'s activities.
 - (i) The complainant raising a dispute, and the **Council**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- 23.2 (a) A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints subcommittee) a notice in writing that—
- (i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the Institutes's **Constitution**; and
 - (ii) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - (ii) sets out any other information reasonably required by the **Institute**.
- (b) The **Institute** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
- (i) states that the **Institute** is starting a procedure for resolving a dispute in accordance with the **Institute**'s **Constitution**; and
 - (ii) sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation

or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Institute's **Constitution**.

All **Members** (including the **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Institute's activities.

The complainant raising a dispute, and the **Council**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

- 23.3(a) **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the **Institute** makes a complaint—
- (i) the **Institute** has a right to be heard by **Member** or **Officer** the complaint is against before the complaint is resolved or any outcome is determined; and
 - (ii) an **Officer** may exercise that right on behalf of the **Institute**.
- (c) Without limiting the manner in which the **Member**, **Officer**, or **Institute** may be given the right to be heard, they must be taken to have been given the right if—
- (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing (if any) is held before the decision maker; and
 - (iv) the **Member's**, **Officer's**, or **Institute's** written or verbal statement or submissions (if any) are considered by the decision maker.
- 23.4(a) The person who is subject of complaint has right to be heard if a complaint involves an allegation that a **Member**, an **Officer**, or the **Institute** (the 'respondent')—
- (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the Institute's **Constitution** or bylaws or this **Act**; or
 - (iii) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the **Institute**, an **Officer** may exercise the right on behalf of the **Institute**.

- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iv) an oral hearing (if any) is held before the decision maker; and
 - (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

- 23.5 (a) The **Institute** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

- 23.6 Despite the 'Investigating and determining dispute' rule above, the **Institute** may decide not to proceed further with a complaint if—
 - (i) the complaint is considered to be trivial; or
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (1) that a **Member** or an **Officer** has engaged in material misconduct;
 - (2) that a **Member**, an **Officer**, or the **Institute** has materially breached, or is likely to materially breach, a duty under the Institute's **Constitution** or bylaws or the **Act**;
 - (3) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
 - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the person who makes the complaint has an insignificant interest in the matter; or
 - (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
 - (vi) there has been an undue delay in making the complaint.

- 23.7(a) The **Institute** may refer a complaint to—
 - (i) a subcommittee or an external person to investigate and report; or
 - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (b) The **Institute** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

- 23.8 A person may not act as a decision maker in relation to a complaint if 2 or more **Members** of the **Council** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
- (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.
- 23.9 All questions and disputes which cannot be decided by a Branch, shall be dealt with by **Council**.
- 23.10 Any member or **Members** who are dissatisfied with a decision of a Branch have the right of appeal to **Council**.
- 23.11 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 or her defence. After such rehearing the **Member** or **Members** must abide by the majority decision of **Council**.

FINANCE AND LEVIES

- 24.1 The financial year of the **Institute** is from 1st January to the following 31st December, unless amended by motion of **Annual General Meeting**.
- 24.2 The annual subscriptions for all grades of membership, for the **Institute** financial year as per para 24.1, 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.
- 24.3 Each application for membership shall be accompanied by such application fee as shall be determined from time to time by **Council**.
- 24.4 Subscriptions may be reducible at the discretion of **Council** for members joining during the financial year.
- 24.5 All subscriptions shall be due and payable in advance on the first day of each financial year.
- 24.6 Any **Member** failing to pay the annual subscription, any levy, or any capitation fees, within one year of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership privileges and shall not be entitled to participate in any Institute activity or to access or use the **Institute's** premises, facilities, equipment and other property until all the arrears are paid.
- 24.7 If any arrears are not paid within two years of the due date for payment of the subscription, any other fees, or levy the **Council** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).
- 24.8 **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.

- 24.9 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 or she may be granted a reduction in his or her subscription rate for all the subsequent years of membership.
- 24.10 **Council** may pay 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.
- 24.11 **Council** may reimburse expenses incurred on **Institute** business as it may deem fit.
- 24.12 A portion of every subscription received from a member of a Branch shall be allocated to the Branch of which he or she is a member. Such portion to be determined annually by **Council**.
- 24.13 Branches shall submit to **Council** a copy of their financial statement each financial year.
- 24.14(a) All accounts paid or for payment shall be submitted to the **Council** for approval of payment.
- (b) The **Council** must ensure that there are kept at all times accounting records that—
- (i) correctly record the transactions of the **Institute**, and
 - (ii) allow the **Institute** to produce financial statements that comply with the requirements of the Act, and
 - (iii) would enable the financial statements to be readily and properly reviewed.
- (b) The **Council** must establish and maintain a satisfactory system of control of the **Institute's** accounting records.
- (c) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Institute**.
- 24.15 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". Dual signatories shall be specified for authorising any payments or changes. The **Institute's** bank or banks shall not be changed except with the prior approval of **Council**.
- (b) All payments drawn on account for the Council shall be signed by any two of
- (i) The **President** of the **Institute**
 - (ii) the **National Secretary** or **National Treasurer** of the **Institute**
 - (iii) one other member of **Council** appointed for that purpose
- (c) Any one of the signatures authorised for payments shall suffice for the endorsement of money orders and the like.

NATIONAL SECRETARY

- 25.1 The **National Secretary** shall be appointed as per para 10.7.
- 25.2 The **National Secretary** shall attend all **Council** and General Meetings. In his or her absence a person shall be deputised by the **President** or acting Chairperson.
- 25.3 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**:
 - (i) Confirmation of the place, date and time of the **Annual General Meeting**.
 - (ii) A copy of the **Council's** Annual Report.
 - (iii) The **National Treasurer's** Balance Sheet and Accounts for that year with Auditor's or Reviewer's Report.
 - (iv) A copy of any remits submitted for consideration.
 - (v) 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 or her by **Council**.

NATIONAL TREASURER

- 26.1 The **National Treasurer** shall be appointed as per para 10.7.
- 26.2 The duties of the **National Treasurer** shall be:-
- (i) To bank all monies received as per para 17.12(a).
 - (ii) To submit a financial statement at each Council meeting.

- (iii) To certify all accounts as being correct before being submitted to **Council** for payment.
 - (iv) 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 or Reviewer. After auditing or reviewing the Balance Sheet and Statement of Revenue and Expenditure shall be submitted to **Council** and thereafter to the **Annual General Meeting**.
- 26.3 To perform any other duties assigned to him or her by **Council**.

AUDITOR OR REVIEWER

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

PROCEDURE AT GENERAL MEETINGS

- 28.1 (a) A notice shall be sent at least fourteen days before a **General Meeting** to each **Member**, at his or her last known address, stating:-
- (i) The date, place and time fixed for the meeting.
 - (ii) The nature of the business to be conducted.
- Refer to para 18.3 (e) in regard to **Annual General Meetings**
- (b) **General Meetings** may be held at one or more venues by **Members** present in person and or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
 - (c) The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the Notice of the General Meeting.
- 28.2 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 or her absence, the **National Secretary**, may adjourn such meeting to such other time as he or she may see fit or may declare such meeting to have lapsed.

- 28.3 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.
- 28.4 At every meeting of the **Institute** the **National President** shall be the Chairperson, but if the **National 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 Chairperson.
- 28.5 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.
- 28.6 The Chairperson 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.
- 28.7 The Chairperson of any meeting may direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the **General Meeting**.
- 28.8 The **Institute** must keep minutes of all **General Meetings**.
- 28.9 At all meetings of the **Institute** the Rules of Procedure shall be the normal rules of meeting procedure.

VOTING

- 29.1 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 17.7.
- 29.2 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 Chairperson shall have a casting vote in addition to his or her deliberative vote except for an election vote.
- 29.3 In the event of any vote for the election of **Officers** being tied, the tie shall be resolved by the incoming **Council** (excluding those in respect of whom the votes are tied).
- 29.4 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 Chairperson's casting vote (if applicable) has been discounted.
- 29.5 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 or e-mail ballot.
- 29.6 Where the resolution is to be decided by ordinary ballot, the ballot shall be taken in such a manner as directed by the Chairperson.

- 29.7 Where the resolution is to be decided by postal or e-mail ballot, all **Members** entitled to vote shall be given at least fourteen days notice of the meeting at which the votes are to be counted. Voting papers along with associated explanatory notes, shall be posted or e-mailed with the notice of meeting. The postal voting paper must be returned postage paid in an sealed envelope clearly marked "voting paper" whilst e-mailed votes must be e-mailed to the **National Secretary**. 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 or e-mail votes counted at the meeting at which they are to be considered.
- 29.8 After the announcement of the result of an ordinary or postal or e-mail ballot, all ballot papers shall, by resolution of the meeting, be destroyed.

QUORUM

- 30.1 At any general meeting, a quorum shall consist of twelve voting members.
- 30.2 At any branch meeting a quorum shall consist of a minimum of five and must include three corporate members.
- 30.3 At any Council meeting, a quorum shall consist of four members, as defined in para 11.1(c).

ANNUAL GENERAL MEETING

- 31.1 A **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.
- 31.2 **Council** shall notify every **Member** thirty days before the **Annual General Meeting**, except where the conditions of 28.2 and 28.3 apply, of its proposed place, date and time. The notice shall include the closing dates for remits and nominations.
- 31.3(a) Remits for consideration at the **Annual General Meeting** shall be in writing, signed by to two Corporate **Members** and must be received at the office of the **Institute** at least 10 days before the advertised date of the **Annual General Meeting**.
- (b) Closing date for nominations shall be as per para. 10.2.
- 31.4 The following business shall be transacted at the **Annual General Meeting**:
- (i) The confirmation of minutes of the previous **Annual General Meeting**, and of any **Special Meetings** held in the interim.
 - (ii) The consideration and adoption of the Annual Report.
 - (iii) The passing of the Statements of Accounts and Balance Sheet for the preceding year.
 - (iv) Consideration of any remits received.
 - (v) The appointment of an Auditor or Reviewer for the ensuing year.

- (vi) An election for the positions of **National President** and two Combined Councillors as per para. 10.2.
- (vii) The election of any **Member** to the grade of Life Fellow or Fellow as per paras. 12.2(a) & (b).
- (viii) Notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).
- (ix) To transact any other business and or hear and discuss any papers as may properly brought before the meeting.

SPECIAL GENERAL MEETING

- 32.1 An **Special General Meeting** shall be held upon:-
- (i) Written direction of the **National President** to the **National Secretary**.
 - (ii) The resolution of Council.
 - (iii) 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**.
- 32.2 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 32.1(i) & (iii)
- 32.3 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.
- 32.4 The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**.

LOCAL BRANCHES

- 33.1 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.
- 33.2 The purpose of the Local Branch is to further the Objects of the **Institute** as listed in para 4.1
- 33.3 Whenever possible a Branch shall be represented at the **Annual General Meeting** of the **Institute** by its Chairperson, or in the event of his or her being unable to attend, by a delegate who shall be a Corporate Member, but need not be a member of that Branch.

33.4 BRANCH ADMINISTRATION

- (i) No Local Branch shall consist of less than five members. There shall be a Chairperson 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 Chairperson may hold office, ex-officio, on the committee. The names of those elected shall be forwarded to **Council**.
- (ii) 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**.
- (iii) Branches shall submit to **Council** a financial state at the end of their financial year, as per para 17.11.
- (iv) 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**.
- (v) A Branch shall not incur any unpaid debt, but shall make payment for any value received at the time of receiving same.
- (vi) In the absence of the Chairperson from an Branch meeting, the members present shall appoint a Corporate Member present as Chairperson for that meeting.
- (vii) In the event of equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote except for an election vote.
- (viii) 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.

33.5 BRANCH DUTIES

- (i) 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.
- (ii) 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.
- (ii) To report to **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.
- (iv) 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 or her membership or any Institute honour, diploma or title be cancelled or suspended.

33.6 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:-

- (i) Personal submission.
- (ii) Branch submission of a decision by majority vote at a Branch Committee or **General Meeting**.

REGISTERED OFFICE

34.1 The Registered Office of the **Institute** shall be in such place as the **Council** from time to time determine.

34.2 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.

34.3 The name or address of the **Institute** shall not be given by a **Member** as his or her address or otherwise for the purpose of identification in connection with legal proceedings.

LIABILITY

35.1 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.

35.2 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

36.1 Notwithstanding anything to the contrary, changes to the **Constitution** shall be made only by voting **Members** exercising their votes by postal or e-mail ballot as laid down in para 29.7. An explanatory note shall be furnished with each proposed change.

- 36.2 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 votes are cast in favour of such constitutional amendment and the new clause meets the requirements of para 36.4.
- 36.3 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**.
- 36.4 No addition, alteration, amendment, or rescission of these rules shall be valid until accepted by the Registrar of Incorporated Societies.

LIQUIDATION AND REMOVAL FROM REGISTER

- 37.1 (a) The **Institute** may be liquidated in accordance with the provisions of Part 5 of the Act.
- (b) The **Council** shall give 30 days written **Notice** to all **Members** of the proposed resolution to put the **Institute** into liquidation.
- (c) The **Council** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the Act.
- (d) Provided that a quorum (12 **Corporate Members** voting in person) pass the Resolution to put the **Institute** into liquidation by a simple majority, a second **General Meeting** shall be called not earlier than thirty days from the first.
- (d) 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**.
- 37.2 (a) The **Institute** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- (b) The **Council** shall give 30 days written **Notice** to all **Members** of the proposed resolution to remove the **Institute** from the Register of Incorporated Societies.
- (c) The **Council** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the Act.
- (d) Any resolution to remove the **Institute** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.
- 37.3 (a) If the **Institute** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Institute's** debts and liabilities, that property must be given or transferred to an organisation having object similar to those of the **Institute** for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.
- (b) 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

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

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