



Building Officials Institute of New Zealand

CONSTITUTION

As Approved SGM 2024

Table of Contents

Constitution of Building Officials Institute of New Zealand Incorporated1

1 Name and Commencement1

2 Purposes1

3 Powers, Act and Regulations1

4 Registered Office1

5 Expressions of Institute Opinion2

6 Regulation of Institute Intellectual Property2

7 Membership2

8 Applications4

9 Obligations and Rights of Members5

10 Membership Fees5

11 Fee for Services5

12 Special Interest Groups5

13 Branches6

14 Ceasing to be a Member6

15 Obligations on ceasing of Membership6

16 Becoming a Member again6

17 Annual General Meetings7

18 Notice of Motion7

19 Special General Meetings7

20 Notice7

21 Procedure8

22 Voting on Resolutions8

23 Proxies9

24 Minutes9

25 Function of the Board9

26 Composition of the Board9

27 Term10

28 Election10

29 Transitional Provision11

30 President, Vice-President, and Chairperson11

31 Secretary and Contact Person12

32 Treasurer12

33 Cessation of Office12

34 Cessation of President Offices13

35 Indemnity14

36 Fees14

37 Committees and Advisory Groups14

38	Chief Executive Officer	14
39	Powers	14
40	Frequency	15
41	Procedure	15
42	Minutes of the Board.....	16
43	Irregularities of the Board	16
44	General issues	16
45	Officers’ Duties.....	16
46	Conflicts of interest	17
47	Register of Members.....	18
48	Contents of Register of Members	18
49	Register of Interests.....	18
50	Control and Management	18
51	Balance Date	19
52	Donations.....	19
53	Execution of documents.....	19
54	How a Complaint is Made.....	19
55	Costs of Complaint.....	20
56	Person Who Makes Complaint Has Right to be Heard	20
57	Person Who is Subject of Complaint Has Right to be Heard	20
58	Investigating and Determining Dispute	21
59	Board May Refer Complaint	21
60	Board May Decide Not to Proceed Further with Complaint.....	21
61	Decision-makers	22
62	Resolving Disputes	22
63	No Financial Gain	22
64	Process of amalgamation	23
65	Process for winding up.....	23
66	Surplus assets	23
67	Amending this Constitution	23
68	Definitions	24

CONSTITUTION OF BUILDING OFFICIALS INSTITUTE OF NEW ZEALAND INCORPORATED

1 Name and Commencement

- 1.1 The name of the society is the Building Officials Institute of New Zealand Incorporated (in this Constitution referred to as the 'Institute' or 'BOINZ').
- 1.2 This Constitution will take effect as the rules of the Institute from the date it is registered by the Registrar of Incorporated Societies.
- 1.3 The Institute may adopt a trading name from time to time, by decision of the Board.

2 Purposes

- 2.1 The Institute is established for charitable purposes within New Zealand, including, without limitation, to:
 - 2.1.1 benefit the community by advancing the professionalism of its Members through education and professional support;
 - 2.1.2 benefit the community by educating the wider New Zealand public about the roles Building Officials play, as well as the legislation and regulations they administer;
 - 2.1.3 benefit the community by coordinating and developing relevant Member support to work with appropriate regulatory authorities in the event of a natural disaster;
 - 2.1.4 advance education by enabling Members to network, engage in open discussion, learn, and increase understanding of the responsibilities and duties imposed by relevant legislation and regulations;
 - 2.1.5 advance education by supporting Members with national and international design and build technologies and innovations;
 - 2.1.6 benefit the community by improving understanding, promoting awareness and contributing to the review of relevant legislation and standards which will provide safe and healthy buildings for the community;
 - 2.1.7 benefit the community by improving the fundamental and practical knowledge of the wider building industry, for the benefit of all New Zealanders; and
 - 2.1.8 such other purposes as are ancillary or related to the purposes stated above.

3 Powers, Act and Regulations

- 3.1 The Institute shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.
- 3.2 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.

4 Registered Office

- 4.1 The Registered Office of the Institute shall be at such place as the Board from time to time determines.
- 4.2 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form as required by the Act.

5 Expressions of Institute Opinion

5.1 Subject at all times to this Constitution and the Act, only the President and the Chief Executive Officer have the right to state an opinion to be that of the Institute.

6 Regulation of Institute Intellectual Property

6.1 The Institute intellectual property, including name, logo, training and other materials, shall not be used without the prior specific approval of the Chief Executive Officer or the Board.

MEMBERSHIP

7 Membership

7.1 Any individual, company, and/or organisation that is engaged in or has an interest in any of the fields within the scope of the Institute’s Purposes may apply to become a Member of the Institute.

7.2 The Institute shall consist of 10 classes of Membership (together Members as defined in this Constitution), being: Licensed Members, Accredited Members, Associate Members, Life Members, Honorary Members, Retired Members, Affiliate Members, Student Members, Not-For-Profit Members, and Corporate Members.

7.3 Eligible Members (as defined in this Constitution) shall have voting rights.

7.4 Ineligible Members (as defined in this Constitution) shall not have voting rights.

Licensed Member

A Licensed Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
1. Holds an Appropriate Qualification (as determined by the Board); 2. Has a minimum of two (2) years practice experience in accordance with the Membership Policy; and 3. Has annual CPD commitments to BOINZ.	1. Voting rights; 2. Eligible to be elected to the Board; and 3. Can use the post-nominal “LMBOINZ”.

Accredited Member

An Accredited Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
1. Must maintain a current BOINZ Building Surveyor Accreditation; and 2. Has annual CPD commitments to BOINZ.	1. Voting rights; 2. Eligible to be elected to the Board; and 3. Can use the post-nominal “AMBOINZ” and “BOINZ Accredited” logo.

Associate Member

An Associate Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
Any of the following:	1. Voting rights; and

<ol style="list-style-type: none"> 1. An individual who is otherwise eligible for Licensed or Accredited Membership, but no longer has the ability to maintain the CPD commitments of those classes of Membership; or 2. An individual who is not eligible for Licensed or Accredited Membership who is engaged in a technical role, leading or supporting Building Surveyors; or 3. An individual who does not hold an appropriate qualification or Accreditation Status, but is deemed to be working in Building Surveying (at the Board's discretion); or 4. An individual undertaking a Board approved Building Surveying in-employment cadetship programme towards an appropriate qualification (as determined by the Board), requiring both employment and education. 	<ol style="list-style-type: none"> 2. Eligible to be elected to the Board.
---	---

7.8 Life Member

A Life Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none"> 1. An individual who has given outstanding service to the Institute; and 2. Who is appointed to Life Membership by the Board. 	<ol style="list-style-type: none"> 1. Voting rights; and 2. Eligible to be elected to the Board.

7.9 Honorary Member

An Honorary Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none"> 1. An individual of acknowledged eminence in one (1) or more fields within the scope of the Institute's Purposes; and 2. Who is appointed to Honorary Membership by the Board. 	<ol style="list-style-type: none"> 1. Voting rights; and 2. Eligible to be elected to the Board.

7.10 Retired Member

A Retired Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none"> 1. An individual who has previously held Licensed, Accredited or Associate Membership; and 2. Who has retired from professional practice and so is no longer eligible for Licensed, Accredited, or Associate Membership. 	<ol style="list-style-type: none"> 1. Voting rights.

7.11 Affiliate Member

An Affiliate Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none">1. An individual who is not eligible for Licensed, Accredited, or Associate Membership; and2. Who is actively involved in and supportive of Building Surveyor roles and the professionalism of Building Surveying.	<ol style="list-style-type: none">1. No voting rights; and2. Not eligible to be elected to the Board.

7.12 Student Member

A Student Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none">1. An individual who is enrolled in a course approved by the Board; and2. Who is not working in a Building Surveying environment.	<ol style="list-style-type: none">1. No voting rights; and2. Not eligible to be elected to the Board.

Student Membership can only be held for a maximum of five (5) years, after which time a new application for Membership must be made in accordance with this Constitution.

7.13 Not-For-Profit Member

A Not-For-Profit Member is a membership-based organisation admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none">1. Exists for support, educational, or charitable purposes; and2. From which its members do not benefit financially.	<ol style="list-style-type: none">1. No voting rights; and2. Not eligible to be elected to the Board.

7.14 Corporate Member

A Corporate Member is a private organisation or company admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none">1. Engaged in or interested in any of the fields of the built environment, but not involved in Building Surveying.	<ol style="list-style-type: none">1. No voting rights; and2. Not eligible to be elected to the Board.

8 **Applications**

8.1 Each application for Membership shall be made on the appropriate form supplied by the Institute, and submitted to the Board. An application for Membership to the Institute shall:

8.1.1 be accompanied by confirmation that the applicant accepts of both the Institute's Code of Conduct and the Code of Ethics; and

- 8.1.2 include such information about the nature of the applicant's work within Building Surveying as required by the Institute from time to time to ensure appropriate Membership category allocation.
- 8.2 Submitting an application to become a Member in accordance with Rule 8.1 shall be deemed to constitute consent to becoming a Member.
- 8.3 Any Member who is accepted as a Member of the Institute shall be presented with a certificate of Membership. Membership begins when:
 - 8.3.1 the applicant is advised that their application has been successful; and
 - 8.3.2 payment of Membership Fees has been made.
- 8.4 The Board maintains the discretion to refuse admission to Membership of the Institute. The Board may issue guidance regarding admissibility.

9 Obligations and Rights of Members

- 9.1 Members of the Institute shall have the rights, privileges and responsibilities set out in this Constitution.
- 9.2 Every Member shall provide the Secretary with that Member's full contact details in accordance with Rule 47.1 and promptly advise the Secretary of any changes to those details.
- 9.3 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Institute.
- 9.4 A Member is only entitled to exercise the rights of their class of Membership, including attending General Meetings, if all Membership Fees have been paid to the Institute by the due date (or waived in accordance with Rule 10.3), but no Member is liable for an obligation of the Institute by reason only of being a member of the Institute.

10 Membership Fees

- 10.1 Membership Fees, including the annual subscriptions and any other fees for Membership for the then current financial year, shall be determined by the Board.
- 10.2 Membership Fees, including the annual subscriptions, may differ depending on the type of Membership.
- 10.3 Notwithstanding Rule 10.1, the Board may issue a waiver, apply an extension, or otherwise alter any obligation in respect of Membership Fees due to the Institute.

11 Fee for Services

- 11.1 The Board may apply a Fee for Services to any services provided to a Member by the Institute and that Fee for Services will be payable by the Member to the Institute in accordance with an invoice or other suitably rendered request for payment.
- 11.2 Notwithstanding Rule 11.1, the Board may issue a waiver, apply an extension, or otherwise alter any obligation to pay a Fee for Services due to the Institute.

12 Special Interest Groups

- 12.1 A group of at least 10 (ten) Members of the Institute having a common interest may apply to the Board for its approval to form a Special Interest Group within the Institute.

13 Branches

- 13.1 The Board may establish Branches of the Institute to assist in the growth of Members, Membership, and institutional knowledge through the connectivity and celebration of Building Surveying.
- 13.2 The Board may, from time to time, define Branch operating policies.
- 13.3 The Board has the power to disestablish, merge, or otherwise alter Branches of the Institute in consultation with relevant Members.

14 Ceasing to be a Member

- 14.1 A Member ceases to be a Member:
 - 14.1.1 on death;
 - 14.1.2 by giving written notice of their resignation to the Secretary which, unless otherwise expressed, shall take effect immediately;
 - 14.1.3 if that Member fails to pay Membership Fees three (3) months after they have become due, in which case that Member shall be deemed to have resigned their Membership;
 - 14.1.4 if that Member fails to pay any Fee for Service three (3) months after it has become due, in which case that Member shall be deemed to have resigned their Membership;
or
 - 14.1.5 upon termination of their Membership following a dispute resolution process in accordance with this Constitution, with effect from the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation or notice of termination of Membership.

15 Obligations on ceasing of Membership

- 15.1 A Member who resigns or whose Membership is terminated under this Constitution:
 - 15.1.1 remains liable to pay all Membership Fees to the Institute's next balance date;
 - 15.1.2 remains liable to pay all Fees for Service owing at the time of ceasing to be a Member;
 - 15.1.3 shall cease to be entitled to any of the rights of a Member;
 - 15.1.4 shall immediately return any property, including intellectual property, of the Institute held by the Member at the time of termination; and
 - 15.1.5 shall be liable for all reasonable costs incurred by the Institute in relation to recovery of Membership Fees and/or Fees for Service, and any other sums owed to the Institute by the Member, and/or action reasonably necessary for the Institute to enforce its legal rights under this Rule 15.1.5.

16 Becoming a Member again

- 16.1 Any former Member may apply for re-admission in the manner prescribed for new applicants in this Constitution, and may be re-admitted only by ordinary resolution of the Board.
- 16.2 Where a former Member's Membership was terminated following a dispute resolution procedure pursuant to this Constitution, the Board is under no obligation to reinstate their Membership, and maintains the discretion to refuse re-admission to Membership of the Institute.

MEETINGS

17 Annual General Meetings

- 17.1 An Annual General Meeting shall be held:
- 17.1.1 no later than six (6) months after the Balance Date, on a date and at a location determined by the Board; and
 - 17.1.2 in accordance with any requirements in the Act and this Constitution.
- 17.2 The business of an Annual General Meeting shall be to:
- 17.2.1 receive the President's Report, Chief Executive Officer's Report, and Auditor's Report for the preceding year;
 - 17.2.2 announce the Board Members elected in accordance with Rule 28;
 - 17.2.3 consider and vote on any Notices of Motion;
 - 17.2.4 consider and approve any amendments to the Constitution; and
 - 17.2.5 consider any other general business of the Institute.
- 17.3 At any Annual General Meeting no business other than that specified on the Board's Notice or properly falling under general business shall be transacted.

18 Notice of Motion

- 18.1 An Eligible Member may propose a Notice of Motion to be voted on at a General Meeting, which must be in writing, dated, and signed by the mover and seconder who shall both be Eligible Members. The text of the Notice of Motion shall be accompanied by an explanation of the reason/s for the motion.
- 18.2 A Notice of Motion must be proposed to the Chief Executive Officer at least forty-eight (48) days prior to an Annual General Meeting.

19 Special General Meetings

- 19.1 A Special General Meeting may be called at any time by the Board;
- 19.1.1 by Notice specifying the date and place of the meeting and the subject matter intended to be submitted to the meeting; or
 - 19.1.2 if the Board receives a written request to call a Special General Meeting (including electronic) signed on behalf of no less than twenty (20) Eligible Members, which must state the business and any proposed resolutions of the meeting. In that event, the Board must call the Special General Meeting within sixty (60) days of receipt of the written request.
- 19.2 A Special General Meeting shall only consider and deal with the business specified in the Board's Notice or the written request by Eligible Members for the Special General Meeting.

20 Notice

- 20.1 **Annual General Meeting:** The Board shall give all Eligible Members at least sixty (60) days' Notice for an AGM, which must include:

- 20.1.1 a call for Notices of Motion to be received by the Chief Executive Officer in accordance with Rule 18.2; and
- 20.1.2 a proxy form to be completed in accordance with Rule 23.
- 20.2 Following closure of the call for Notices of Motion and any receipt of Notices of Motion, an AGM Notice of Meeting Order Paper (Agenda) with AGM details and any Notice of Motion(s) is to be sent to Eligible Members no less than twenty eight (28) days prior to the AGM.
- 20.3 **Special General Meeting:** The Board shall give all Eligible Members at least fifteen (15) days' Notice of a Special General Meeting.
- 20.4 The Notice of a General Meeting must also include:
 - 20.4.1 the nature of the business to be transacted at the meeting in sufficient detail to enable an Eligible Member to form a reasoned judgment in relation to it;
 - 20.4.2 the text of any resolution or matter of business to be submitted to the meeting; and
 - 20.4.3 the time and date and manner of the meeting.
- 20.5 A General Meeting and its business will not be invalidated simply because one or more Eligible Members do not receive the Notice.

21 Procedure

- 21.1 All General Meetings will be chaired by the Chairperson. If the Chairperson is absent, the Vice-Chairperson shall chair that meeting. If the Chairperson and Vice-Chairperson are absent, the Board shall elect another Board Member to chair that meeting.
- 21.2 General Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Eligible Member attending a reasonable opportunity to participate.
- 21.3 **Quorum:** No General Meeting may be held unless at least twenty five (25) of the Eligible Members are in attendance (either in person or electronically) or represented by proxy. This will constitute a quorum.
- 21.4 **Lack of quorum:** If;
 - 21.4.1 a quorum as defined in Rule 21.3 is not present within half an hour after the time appointed for an Annual General Meeting in the relevant Notice, the meeting will be adjourned to a date no more than twenty one (21) days from the date of that meeting and if at the adjourned meeting a quorum is not present those Eligible Members present will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered; or
 - 21.4.2 a quorum as defined in Rule 21.3 is not present within half an hour after the time appointed for a Special General Meeting in the relevant Notice, the meeting will be cancelled and the purpose for which it was called will lapse.
- 21.5 **Invitation to attend:** The Board may extend an invitation to attend a General Meeting, or other such meeting as determined by the Board, to Ineligible Members and/or non-Members. Any such attendees may be granted an opportunity to speak at the invitation of the Chairperson or any other person presiding over the General Meeting but will not be entitled to vote on any question.

22 Voting on Resolutions

- 22.1 Voting on each matter to be voted on before a General Meeting shall be by the voices, except that any Eligible Member present may require a show of hands, and any ten (10) percent of Eligible Members present may require a secret ballot, at which time an independent Scrutineer will be appointed.
- 22.2 Only Eligible Members present in person or represented by proxy shall have the right to vote at a General Meeting.
- 22.3 Each Eligible Member present in person or represented by a proxy shall have the right to exercise one vote only on each motion before a General Meeting.
- 22.4 In the event of a tie on any vote at a General Meeting, the Chairperson shall exercise a casting vote in addition to a deliberative vote.
- 22.5 Unless otherwise provided in this Constitution, any vote or resolution receiving a majority of votes cast at a General Meeting will be duly passed.
- 22.6 A written resolution signed by at least 75% of Eligible Members entitled to vote and who received notice of a General Meeting shall have effect as if it had been passed at a General Meeting. Any such resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Eligible Members.
- 22.7 Any resolution passed in accordance with this Rule 22 will be binding on all Members.

23 Proxies

- 23.1 An Eligible Member may appoint a proxy, who must also be an Eligible Member, to vote on behalf of that Eligible Member at a General Meeting. A proxy must be appointed by notice in writing signed by that Eligible Member and delivered to the Chief Executive Officer no later than the proxy deadline advised in the Notice of that General Meeting.

24 Minutes

- 24.1 The Secretary must ensure that minutes are kept of all General Meetings. Minutes of General Meetings may be made available to Eligible Members on request.

GOVERNANCE

25 Function of the Board

- 25.1 From the end of each Annual General Meeting until the end of the next, the Institute shall be governed by the Board.
- 25.2 Subject to the broad direction of the Annual General Meeting, the responsibilities of the Board shall include the overseeing of all matters of business of the Institute within the scope of the Purposes of the Institute.
- 25.3 The Board shall report to the Annual General Meeting on its activities, by way of the President's Report.

26 Composition of the Board

- 26.1 The Board shall be made up of:
- 26.1.1 not less than six (6) Elected Board Members elected in accordance with Rule 28; and
- 26.1.2 up to three (3) additional Co-opted Board Members co-opted by the Board for a specific purpose, who must comply with this Constitution and any other Board policies, procedures or governance practices.

- 26.2 The Board shall also include the Chief Executive Officer as a non-voting participant.
- 26.3 A Co-opted Board Member may:
- 26.3.1 resign at any time by giving notice in writing to the Board; or
 - 26.3.2 be removed at any time by resolution of the Board by giving 30 days' Notice in writing to the Co-opted Board Member.
- 26.4 A Co-Opted Board Member may be appointed to the position of Chairperson or Vice-Chairperson in accordance with Rule 30.3.
- 26.5 A Co-opted Board Member may not:
- 26.5.1 hold the position of President or Vice-President; and
 - 26.5.2 exercise voting rights at a General Meeting, if they are not a Member.

27 Term

- 27.1 The term of office for Elected Board Members shall be three (3) years.
- 27.2 The term of office for Co-Opted Board Members shall be one (1) year, with right of reappointment by the Board.
- 27.3 Elected Board Members are eligible to be reappointed upon expiration of their term of office, provided their total term does not exceed six (6) consecutive years.
- 27.4 The Board may amend the term limits in this Rule 27 for any particular individual by way of ordinary resolution.

28 Election

- 28.1 Elected Board Members shall be elected by ballot of Eligible Members on a triennial rotation, with elections for two (2) Elected Board Member positions held each year.
- 28.2 The Board shall call for nominations for election to the Elected Board Member positions each calendar year. In the event that an election cannot be held in accordance with this Rule 28 due to extenuating circumstances and/or operational necessity, the Board may defer the election provided that an election is held no later than two (2) years after the last election.
- 28.3 The call for nominations referred to in Rule 28.2 must be made no less than 70 days prior to the closure of the election, and preferably prior to the AGM.
- 28.4 Nominations shall be open for a period determined by the Board and notified in the call for nominations, and for no less than 20 days.
- 28.5 Only Eligible Members shall be permitted to:
- 28.5.1 make a nomination for an Elected Board Member position;
 - 28.5.2 second a nomination for an Elected Board Member position; and
 - 28.5.3 be nominated for an Elected Board Member position.
- 28.6 Nominations shall be provided in writing to the Secretary and shall include:
- 28.6.1 confirmation of the nominee's consent to nomination; and

- 28.6.2 confirmation that the nomination has been seconded by another Eligible Member.
- 28.7 The Institute shall send each Eligible Member a ballot paper no less than twenty five (25) days prior to the election close off date.
- 28.8 Ballot papers must be returned to the address specified on or before the nominated election close off date.
- 28.9 All votes shall be received by the Secretary or other person appointed by the Board from time to time (**Returning Officer**).
- 28.10 If more than one (1) person is nominated for any Elected Board Member position, the holder shall be determined by Plurality Vote.
- 28.11 The Board may appoint an independent Scrutineer to oversee the election process.
- 28.12 For the avoidance of doubt, communications between the Institute and Members regarding elections, ballot details, and votes may be made and communicated by post or electronic mail.

29 Transitional Provision

- 29.1 The first election of Elected Board Members held following the adoption of this Constitution shall be held as follows:
- 29.1.1 all six (6) Elected Board Member positions shall be open for election; and
- 29.1.2 once the Elected Board Members have been duly elected, they shall be randomly assigned terms via a draw as follows:
- (a) Two Elected Board Members shall each be assigned a term of (1) year;
 - (b) Two Elected Board Members shall each be assigned a term of (2) years; and
 - (c) Two Elected Board Members shall each be assigned a term of three (3) years.
- 29.2 The term durations assigned in accordance with Rule 29.1.2 shall be for a single term as balloted only, and the provisions of Rule 27 will apply thereafter.

30 President, Vice-President, and Chairperson

- 30.1 The Elected Board Members shall appoint from their number a President and Vice-President of the Institute.
- 30.2 The President shall be responsible for overseeing the management of the affairs of the Institute and shall be responsible, along with the Chief Executive Officer, for maintaining external stakeholder relationships.
- 30.3 The President of the Institute shall act as the de-facto Chairperson, who shall preside at all General Meetings and Board meetings throughout the year. However, the Board, at its discretion, may appoint an alternative Elected or Co-opted Board Member as Chairperson and/or Vice-Chairperson.
- 30.4 The Board may choose to appoint an Elected Board Member to other governance positions within the Board, such as Junior Vice-President.
- 30.5 These appointments may be reviewed by the Board at any time during the term of the current Board.

- 30.6 All appointments to President, Vice-President, Chairperson, and any other governance positions within the Board must be advised to Members.
- 30.7 All appointments to President, Vice-President, Chairperson, and any other governance positions within the Board shall be for a term of two (2) years or otherwise until the appointed person's Board term concludes.

31 Secretary and Contact Person

- 31.1 The Board shall appoint at least one (1) individual, usually the Secretary, and no more than three (3) individuals, as the Contact Person for the purposes of the Act.
- 31.2 The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.
- 31.3 The Contact Person will be the person whom the Registrar can contact when needed.
- 31.4 The Board shall appoint a Secretary who shall not be a Member or an Elected Member of the Board, and who shall not have any right to vote at Board meetings or General Meetings of the Institute. Pursuant to Rule 38.2, the Chief Executive Officer shall act as the Secretary unless determined otherwise by the Board.
- 31.5 The role and duties of the Secretary shall also be to:
- 31.5.1 keep the Register of Members;
 - 31.5.2 keep the Register of Interests;
 - 31.5.3 record the minutes of all General Meetings and Board meetings;
 - 31.5.4 hold all other records, documents and books of the Institute;
 - 31.5.5 deal with and answer correspondence and perform such other duties as directed by the Board; and
 - 31.5.6 otherwise meet the requirements of the Act (if applicable).
- 31.6 The Board may suspend or remove the Secretary from office by way of ordinary resolution.
- 31.7 In the event that there is a vacancy in the position of Secretary, the Board will appoint a replacement Secretary within 30 days after the vacancy occurs and ensure that notice of the change of Secretary is sent to the Registrar in accordance with the Act.

32 Treasurer

- 32.1 The Board shall, where it considers necessary, appoint a Treasurer who shall not be a Member or an Elected Member of the Board, and who shall not have any right to vote at Board meetings or General Meetings of the Institute. Pursuant to Rule 38.2, the Chief Executive Officer shall act as the Treasurer and Secretary unless determined otherwise by the Board.
- 32.2 The role and duties of the Treasurer shall be to:
- 32.2.1 administer the financial affairs of the Institute;
 - 32.2.2 maintain and keep all financial records of the Institute; and
 - 32.2.3 oversee and administer all financial matters of the Institute.

33 Cessation of Office

- 33.1 An Elected Board Member shall be deemed to have ceased to be an Elected Board Member if that Elected Board Member:
- 33.1.1 dies;
 - 33.1.2 has held office for an initial term of three (3) years and is not re-appointed for a consecutive term or has held office for two (2) consecutive terms;
 - 33.1.3 resigns by delivering a written Notice of resignation to the Secretary;
 - 33.1.4 is absent without leave for three (3) consecutive meetings of the Board;
 - 33.1.5 becomes disqualified from being an Officer under the Act; or
 - 33.1.6 if that Elected Board Member is removed pursuant to one of the grounds for removal under Rule 33.2 by a resolution of the Board passed by a two thirds majority.
- 33.2 For the purposes of Rule 33.1.6:
- 33.2.1 a grievance or Complaint that cannot be resolved in the Board's opinion under Rule 62;
 - 33.2.2 an Elected Board Member's failure to comply with this Constitution, the Act or any of the Institute's policies or standards; or
 - 33.2.3 where the Board considers the Elected Board Member is not working in the best interests of the Institute,
- will be grounds of removal of an Elected Board Member under Rule 33.1.6.
- 33.3 Each Elected Board Member shall within 21 days' of submitting a Notice of resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Institute held by such former Elected Board Member.
- 33.4 In the event of there being any vacancy on the Board under this Rule 33, the Board may by a majority vote appoint an Eligible Member to fill such vacancy until the next General Meeting.

34 Cessation of President Offices

- 34.1 The President or Vice- President shall be deemed to have ceased to be the President or Vice-President if:
- 34.1.1 the President or Vice-President resigns by delivering a written Notice of resignation to the Board; or
 - 34.1.2 the President or Vice-President receives a vote of no confidence that has been:
 - (a) raised by a Board Member and supported by at least one (1) other Board Member; and
 - (b) passed by a 75% majority of the remaining Board Members at a meeting of the Board.
- 34.2 Subject to the provisions of this Constitution, a President or Vice-President who resigns from that office in accordance with Rule 34.1.1 may continue as an Elected Board Member.
- 34.3 If the office of President becomes vacant for any reason, the Vice-President shall act as President until the election and confirmation of a new President by the Board.

34.4 If the office of Vice-President becomes vacant for any reason, the Board may appoint a suitable replacement from the Elected Board Members.

35 Indemnity

35.1 The Institute shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Institute except insofar as they contravene the Officer's duties under the Act or this Constitution.

36 Fees

36.1 The Institute may pay fees and/or honoraria to Board Members as agreed from time to time by the Board.

37 Committees and Advisory Groups

37.1 The Board may, at its discretion, from time to time appoint a committee, advisory group, or task force consisting of such persons (whether or not Members of the Institute) and for such purposes as it thinks fit.

37.2 The structure, purpose, powers, duties, and policies of such group shall be determined by the Board, and the Board may issue guidance, binding or otherwise, related to the conduct and business of these groups.

37.3 The Board shall determine whether committee / advisory group / task force members are appointed or elected by the Board, Members, or any other interest group.

37.4 Committees, advisory groups, and task forces may not co-opt committee members.

38 Chief Executive Officer

38.1 The Board may appoint a Chief Executive Officer who shall be responsible to the Board. The Board shall also set the terms and conditions of appointment.

38.2 Pursuant to Rules 31.4 and 32.1, the Chief Executive Officer shall hold the roles of Secretary and Treasurer of the Institute, unless otherwise determined by the Board from time to time.

38.3 The Chief Executive Officer shall, subject to the general direction of the Board:

38.3.1 administer the affairs of the Institute;

38.3.2 maintain all records of the Institute;

38.3.3 administer all financial matters of the Institute; and

38.3.4 keep all financial records of the Institute.

POWERS OF THE BOARD

39 Powers

39.1 The Board shall have all the powers necessary for managing and for directing and overseeing the management of, the operation and affairs of the Institute, subject only to applicable law and any amendments to them and to any directions given at any meeting of the Institute provided those directions are not contrary to this Constitution or to applicable law.

39.2 The Board shall have the authority to delegate any power it holds to a Member, Officer, or body of the Institute, subject to this Constitution and the Act.

- 39.3 Without limiting the powers of the Board as set out in this Constitution and the Act, the Board of the Institute has the power of an ordinary person and may make informed decisions to:
- 39.3.1 borrow, raise money, and mortgage, initiate a charge or lien over the property of the Institute or parts of it;
 - 39.3.2 rent, lease, hire, purchase, acquire, sell surrender or dispose of any interest in real or person property;
 - 39.3.3 invest and deal with any of the monies or assets of the Institute not immediately required, upon such securities as the Board may from time to time determine or approve;
 - 39.3.4 affiliate with, subscribe, subscribe to, donate to, or become a member of any body or organisation whose objects and purposes are similar to those of the Institute; and
 - 39.3.5 in furthering the purposes of the Institute, cause the Institute to:
 - (a) enter into partnerships or joint ventures or affiliations with any person on such terms and conditions as outlined and approved by the Board (including the basis on which the partnership or joint venture or affiliation is to be terminated and shares in or assets of the entity are to be partitioned);
 - (b) enter into a merger to unite the Institute with another organisation to expand the Institute's reach, influence and viability to benefit the Membership;
 - (c) promote, form and incorporate limited liability companies (partly or wholly owned by the Institute), or subscribe for or acquire securities (whether shares, stock, debentures, options or convertible securities of any kind) of any company, on such terms and conditions as the Board decides;
 - (d) exercise its rights as partner, joint venture or shareholder in such manner as the Board decides; and/or
 - (e) sell such shares and securities it holds in joint ventures, affiliated organisations or companies at such price and on such terms and conditions as the Board decides and, where the Board considers that it is in the interests of the Institute, to join in any resolution for the appointment of a liquidator or other administrator of a company in which it holds shares.

BOARD MEETINGS

40 Frequency

40.1 The Board shall meet at least quarterly, at such times and places and in such manner (including by using any real-time, audio and visual, or other electronic communication) that gives each Board Member a reasonable opportunity to participate as it may determine and otherwise where and as convened by the President.

40.2 In extreme circumstances, meetings of the Board may be cancelled with short or no notice.

41 Procedure

41.1 At any meeting of the Board, four (4) Board Members shall form a quorum. No business shall be transacted unless a quorum is present.

41.2 The Chairperson must chair each meeting of the Board. If the Chairperson is absent, the Vice-Chairperson shall chair that meeting. If the Chairperson and Vice-Chairperson are both absent, the Board shall elect another Elected Board Member to chair that meeting.

- 41.3 When voting on a resolution at a duly convened meeting:
- 41.3.1 all Elected Board Members have one (1) vote; and
 - 41.3.2 all resolutions of the Board must be passed by a majority of the Elected Board Members at the meeting.
- 41.4 Where there is an equality of votes, the Chairperson shall have a deliberative and casting vote.
- 41.5 A special meeting of the Board may be called at any time on the direction of either:
- 41.5.1 the President; or
 - 41.5.2 any three (3) Board Members.
- 41.6 Board Members shall have at least five (5) days' notice prior to a special meeting called in accordance with Rule 41.5 unless a shorter period is otherwise agreed to by at least 75% of the Elected Board Members.

42 Minutes of the Board

- 42.1 The Secretary must ensure that minutes are kept of all Board meetings that record:
- 42.1.1 the names of the Board Members present;
 - 42.1.2 the resolutions discussed;
 - 42.1.3 the proceedings of each meeting; and
 - 42.1.4 that the meeting addressed the Board meeting agenda.

43 Irregularities of the Board

- 43.1 No act or proceeding of the Board, or of any committee of the Board, or any person acting as a Board Member shall be invalidated as a consequence of there being a vacancy in the Board membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be a Board Member or that they were incapable of being or had ceased to be a Board Member.

44 General issues

- 44.1 Other than as prescribed by the Act or this Constitution, the Board or any committee may regulate its proceedings as it thinks fit.
- 44.2 Subject to the Act and this Constitution, the decisions of the Board on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

OFFICERS' DUTIES

45 Officers' Duties

- 45.1 At all times each Officer of the Institute:
- 45.1.1 shall act in good faith and in what they believe to be the best interests of the Institute;
 - 45.1.2 must exercise all powers for a proper purpose;

- 45.1.3 must not act, or agree to the Institute acting, in a manner that contravenes the Act or this Constitution;
- 45.1.4 when exercising powers or performing duties as a Board Member, 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, the nature of the Institute, the nature of the decision, the position of the Board Member and the nature of the responsibilities undertaken by them;
- 45.1.5 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
- 45.1.6 must not agree to the Institute incurring an obligation unless they believe at that time on reasonable grounds that the Institute will be able to perform the obligation when it is required to do so.

CONFLICTS OF INTEREST

46 Conflicts of interest

- 46.1 An Officer (which for the purposes of this Rule 46 includes a Board Member and/or a member of a committee appointed in accordance with this Constitution) is interested in a Matter if that person:
 - 46.1.1 may obtain a financial benefit from the Matter; or
 - 46.1.2 is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter; or
 - 46.1.3 may have a financial interest in a person to whom the Matter relates; or
 - 46.1.4 is a partner, director, member of the board and/or committee, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.
- 46.2 However, an Officer is not interested in a Matter:
 - 46.2.1 merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - 46.2.2 if that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - 46.2.3 if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or this Constitution; or
 - 46.2.4 if that person is a member of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 46.3 An Officer who is interested in a Matter relating to 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);
 - (a) to the Board; and

(b) in an Interests Register kept by the Board.

- 46.4 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.
- 46.5 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:
- 46.5.1 must not vote or take part in the decision of the Board and/or committee relating to the Matter; and
 - 46.5.2 may sign any document relating to the entry into a transaction or the initiation of the Matter; and
 - 46.5.3 may take part in any discussion of the Board and/or committee relating to the Matter and be present at the time of the decision of the Board and/or committee (unless the Board and/or committee decides otherwise).
- 46.6 If 50% or more of the Board and/or committee are prevented from voting on the matter under Rule 46.5.1, the Board must call a Special General Meeting of the Institute to consider and determine the Matter.

RECORDS

47 Register of Members

- 47.1 The Secretary shall keep an up-to-date Register of Members, recording each Member's name, contact details, the date they became a Member, and any other information required by this Constitution or the Act.

48 Contents of Register of Members

- 48.1 The information contained in the Register of Members shall include each Member's:

- 48.1.1 physical and mailing addresses;
- 48.1.2 phone number (landline and/or mobile);
- 48.1.3 email address;
- 48.1.4 the date the Member became a Member; and
- 48.1.5 any other information prescribed by regulations (if any).

- 48.2 Every Member shall promptly advise the Secretary of any change of their contact details.

49 Register of Interests

- 49.1 The Secretary shall at all times maintain an up-to-date Register of Interests disclosed by Officers.

FINANCES

50 Control and Management

- 50.1 The funds and property of the Institute shall be:
- 50.1.1 controlled, invested and disposed of by the Board, subject to this Constitution and in accordance with modern business practices; and

- 50.1.2 devoted solely to the promotion of the Purposes of the Institute.
- 50.2 All moneys received by or on behalf of the Institute are to be paid to the credit of the Institute's account at one of the registered banks in New Zealand.
- 50.3 All payments made by the Institute shall be authorised in accordance with delegated authorities that have been endorsed by the Board.
- 50.4 If required by the Act or the Charities Act or if otherwise the Board determines it desirable, the Board shall as soon as practicable after the end of the financial year of the Institute cause the accounts of the Institute to be audited by a chartered accountant appointed by the Board for that purpose (**Auditor**).

51 Balance Date

- 51.1 The Institute's financial year shall commence on 1 January of each year and end on 31 December (the latter date being the Institute's balance date).
- 51.2 The financial year of the Institute and all Branches may be amended from time to time as determined at an Annual General Meeting.

52 Donations

- 52.1 No donations shall be accepted by the Institute except with the approval of the Board.

53 Execution of documents

- 53.1 Documents requiring execution will be executed by the Chief Executive Officer and where the Chief Executive Officer considers necessary, or where required pursuant to a delegation of authority, such execution will be reported to the Board.

DISPUTE RESOLUTION

54 How a Complaint is Made

- 54.1 A Member or an Officer may make a Complaint by giving to the Board written notice that:
- 54.1.1 states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 54;
 - 54.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
 - 54.1.3 sets out any other information reasonably required by the Institute.
- 54.2 The Institute may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:
- 54.2.1 states that the Institute is starting a procedure for resolving a Dispute in accordance with this Rule 54; and
 - 54.2.2 sets out the allegation to which the Dispute relates.
- 54.3 The information given under Rule 54.1.3 and 54.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

54.4 For the avoidance of doubt, cessation of a Member's Membership of the Institute does not prevent the continuation of a dispute resolution procedure under this Constitution which had been commenced while the Member was a Member of the Institute.

55 Costs of Complaint

55.1 Without limiting Rule 56.1, a complainant must meet their own initial costs of making a Complaint and may be required to meet their ongoing costs in relation to the Complaint.

56 Person Who Makes Complaint Has Right to be Heard

56.1 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.

56.2 If the Institute makes a Complaint:

56.2.1 the Institute has a right to be heard before the Complaint is resolved or any outcome is determined; and

56.2.2 an Officer may exercise that right on behalf of the Institute.

56.3 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:

56.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

56.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

56.3.3 an oral hearing (if any) is held before the decision maker; and

56.3.4 the Member's, Officer's, or Institute's written statement or submissions (if any) are considered by the decision maker.

57 Person Who is Subject of Complaint Has Right to be Heard

57.1 This Rule 57 applies if a Complaint involves an allegation that a Member, an Officer or the Institute (the **Respondent**):

57.1.1 has engaged in misconduct;

57.1.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or

57.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.

57.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

57.3 If the Respondent is the Institute, an Officer may exercise the right on behalf of the Institute.

57.4 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:

57.4.1 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;

- 57.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- 57.4.3 an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- 57.4.4 an oral hearing (if any) is held before the decision-maker; and
- 57.4.5 the Respondent's written statement or submissions (if any) are considered by the decision-maker.

58 Investigating and Determining Dispute

- 58.1 The Institute must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.
- 58.2 A Complaint must be dealt with under this Constitution in a fair, efficient, and effective manner.

59 Board May Refer Complaint

- 59.1 Despite Rule 58.1 the Institute may refer a Complaint to:
 - 59.1.1 a complaints subcommittee or an external person to investigate and report; or
 - 59.1.2 a complaints subcommittee, arbitral tribunal or an external person to investigate and make a decision.
- 59.2 Despite Rule 58.1, the Institute may, if it considers in its sole discretion that it is appropriate to do so:
 - 59.2.1 support a Complainant to report concerns about a Member to an appropriate third party;
 - 59.2.2 assist any third-party with an investigation against a Member; and/or
 - 59.2.3 refer any concerns of unlawful conduct by a Member to the appropriate authority or investigative body.
- 59.3 The Institute may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution.

60 Board May Decide Not to Proceed Further with Complaint

- 60.1 Despite Rule 58.1, the Institute may decide not to proceed further with a Complaint if:
 - 60.1.1 the Complaint is minor or trivial;
 - 60.1.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
 - (a) that a Member or an Officer has engaged in material misconduct;
 - (b) that a Member or an Officer, or the Institute has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
 - (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.

- 60.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
- 60.1.4 the person who made the Complaint has an insignificant interest in the matter;
- 60.1.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
- 60.1.6 there has been an undue delay in making the Complaint.

61 Decision-makers

- 61.1 The Board or any such complaints subcommittee or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a Complaint if two (2) or more Board Members or any complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
 - 61.1.1 impartial; or
 - 61.1.2 able to consider the matter without a pre-determined view.

62 Resolving Disputes

- 62.1 The decision-maker may:
 - 62.1.1 order the complainant (if a Member) or the Member complained against, to meet any of the Institute's reasonable costs in dealing with a Complaint; and
 - 62.1.2 make such directions as the decision-maker thinks appropriate (with which the Institute and Members shall comply), including upholding a Complaint; and
 - (a) reprimanding or admonishing the Member; and/or
 - (b) suspending the Member from Membership for a specified period; or
 - (c) terminating the Member's Membership.

FINANCIAL GAIN

63 No Financial Gain

- 63.1 The Institute shall not be carried on for the financial gain of any of its Members, provided that:
 - 63.1.1 a Member may receive fees in accordance with Rule 36.1; and
 - 63.1.2 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Institute while purposing the Institute's Purposes;
 - 63.1.3 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Institute; and
 - 63.1.4 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Institute, including acts which a Member could have done personally.

AMALGAMATION

64 Process of amalgamation

- 64.1 The Institute may be amalgamated in accordance with the provisions of the Act.
- 64.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by a two-third majority of all Eligible Members entitled to vote and voting on the question. This Rule 64.2 modifies section 194(2)(a) of the Act.

WINDING UP

65 Process for winding up

- 65.1 The Institute may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 65.2 The President shall give Notice to all Members of the proposed motion to wind up the Institute, or remove it from the Register of Incorporated Societies and such Notice shall include:
- 65.2.1 details of the General Meeting at which any such proposal is to be considered;
- 65.2.2 the reasons for the proposal; and
- 65.2.3 any recommendations from the Board in respect to such notice of motion.
- 65.3 Any resolution to wind up the Institute or remove it from the Register of Incorporated Societies must be passed by a two thirds majority of the Eligible Members present and voting.

66 Surplus assets

- 66.1 If the Institute is wound up, or 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 another Not-For-Profit Entity as determined at a General Meeting.

ALTERATIONS TO THE CONSTITUTION

67 Amending this Constitution

- 67.1 The Institute may amend or replace this Constitution at a General Meeting by a resolution passed by at least two thirds of Eligible Members.
- 67.2 This Constitution cannot be amended in a manner inimical to its charitable status under the Charities Act 2005, Income Tax Act 2007, or any Act or Acts replacing those Acts, and no person is to be able to personally derive a pecuniary advantage from the Institute other than in accordance with Rule 63.
- 67.3 Any proposed motion to amend or replace this Constitution shall be:
- 67.3.1 given by the Board; or
- 67.3.2 in the case of an Annual General Meeting, put forward as Notice of Motion; or
- 67.3.3 in the case of a Special General Meeting, put forward in accordance with Rule 19.1.2.
- 67.4 When an amendment to the Constitution is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

DEFINITIONS

68 Definitions

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

Act means the Incorporated Societies Act 1908 while the Institute continues to be registered under that Act, and the Incorporated Societies Act 2022 from the date the Institute reregisters under that Act, or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Accredited Member means a Member who meets the criteria in Rule 7.6 and is admitted as an Accredited Member in accordance with this Constitution.

Accreditation Status means the successful completion of an accreditation programme designed by the Institute to ensure competency within an area of Building Surveying.

Affiliate Member means a Member who meets the criteria in Rule 7.11 and is admitted as an Affiliate Member in accordance with this Constitution.

Annual General Meeting or 'AGM' means the annual meeting of the Institute that must be called in accordance with this Constitution.

Appropriate Qualification means, as determined by the Board from time to time, a qualification requirement pursuant to building regulations, and/or as required by the Board, to deliver the requisite skills and knowledge to undertake the role of a Building Surveyor, or any part of a role within the Building Surveying scope of duties.

Associate Member means a Member who meets the criteria in Rule 7.7 and

is admitted as an Associate Member in accordance with this Constitution.

Auditor's Report means the report of the Auditor delivered at the Annual General Meeting.

Balance Date means the Institute's balance date as set out in Rule 51.

Board means the Institute's governing body elected and appointed in accordance with Rule 28.1, being a committee for the purposes of the Act.

Board Member means a member of the Board elected in accordance with Rule 28 or co-opted to the Board in accordance with Rule 26.1.2

BOINZ Building Surveyor Accreditation means achieving Accreditation Status and fulfilling ongoing requirements, as determined and required by the Board from time to time, to meet the regular audit undertakings of competency.

Branches mean branches of the Institute established by the Board in accordance with Rule 13.

Building Officials means the individuals represented by the Institute. The Institute is the peak body for Building Surveyors, representing the diverse groupings of technical and supportive administrative roles that deliver on building compliance and building quality, including but not limited to building control officials, specialist building experts, pre-purchase property inspectors, IQPs, and so forth.

Building Surveyor means a person who surveys building design, construction, and compliance in accordance with the New Zealand building regulations, and **Building Surveying** shall have a corresponding meaning (being the work carried out by a Building Surveyor).

Chairperson means the chairperson of the Board as set out in Rule 30.3

Charities Act means the Charities Act 2005 as amended or replaced from time to time.

Chief Executive Officer means the Chief Executive Officer of the Institute as set out in Rule 38.

Chief Executive Officer's Report means the report of the Chief Executive Officer delivered at the Annual General Meeting.

Code of Conduct means the Institute's Code of Conduct, as updated from time to time.

Code of Ethics means the Institute's Code of Ethics, as updated from time to time.

Complaint has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Constitution means this document as amended or replaced from time to time.

Co-opted Board Member means a Board Member co-opted to the Board in accordance with Rule 26.1.2 and who shall be eligible to be appointed to the role of Chairperson and/or Vice-Chairperson. A Co-opted Board Member may be a Member, but if they are not a Member they shall not have the voting rights of a Member.

Corporate Member means a Member who meets the criteria in Rule 7.14 and is admitted as a Corporate Member in accordance with this Constitution.

CPD means continuing professional development.

Dispute has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Elected Board Member means a Board Member elected to the Board in accordance with Rule 28. An Elected Board Member must be an Eligible Member and shall be eligible to be appointed to the role of President, Vice-President, and/or Junior Vice-President.

Eligible Member means a Member who is a Licensed Member, an Accredited Member, an Associate Member, a Life Member, an Honorary Member, or a Retired Member and who has, among other things, voting rights.

Fee for Services means any fee or charge payable to the Institute by a Member for services provided by the Institute to that Member, including but not limited to fees in relation to training, publications, events, or trade equipment.

General Meeting means either an Annual General Meeting or a Special General Meeting.

Honorary Member means a Member who meets the criteria in Rule 7.9 and is admitted as an Honorary Member in accordance with this Constitution.

Ineligible Member means a Member who is an Affiliate Member, a Not-For-Profit Member, Student Member, or a Corporate Member, may not attend General Meetings, and does not have voting rights.

Licensed Member means a Member who meets the criteria in Rule 7.5 and is admitted as a Licensed Member in accordance with this Constitution.

Life Member means a Member who meets the criteria in Rule 7.8 and is admitted as a Life Member in accordance with this Constitution.

Matter means the Institute's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Institute.

Member means an individual, company, or organisation admitted as a member of this Institute in accordance with Rule 7, and **Membership** shall have a corresponding meaning.

Membership Fees means any subscription, levies, or other fees

payable by Members in respect of their Membership of the Institute.

Membership Policy means the Institute's Membership Policy, as updated from time to time.

Not-For-Profit Entity has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.

Not-For-Profit Member means Member who meets the criteria in Rule 7.13 and is admitted as a Not-For-Profit Member in accordance with this Constitution.

Notice means any notice given by post, courier or email or any additional transmission method approved by the Board and for clarity includes transmission of a link to a Notice.

Notice of Motion means notice of a proposed motion to be voted on at an Annual General Meeting, as set out in Rule 18.

Officer means a Board Member and any natural person occupying a position in the Institute that allows the person to exercise significant influence over the management or administration of the Institute and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act. For the avoidance of doubt, roles in Branches as set in policy from time to time are not intended to be Officers of the Institute.

Plurality Vote means the top polling candidate(s) who receive more votes than any other candidate is elected, as set out in Rule 28.10.

President means the President of the Institute appointed by the Board in accordance with Rule 30.1.

Presidents' Report means the report of the Board to the Annual General Meeting, as provided for at Rules 17.2.1 and 25.3.

Purposes means the purposes of the Institute as set out in Rule 2.

Register of Interests means the register of interests kept under this Constitution.

Register of Members means the register of Members kept under this Constitution.

Registered Office means the registered office of the Institute described in the New Zealand register of incorporated societies, as updated from time to time.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Retired Member means a Member who meets the criteria in Rule 7.10 and is admitted as a Retired Member in accordance with this Constitution.

Scrutineer means a person approved to oversee ballot processes to ensure the outcome declared is accurate. In respect of a General Meeting, this will be a person whose appointment to the role is moved and accepted at the General Meeting. In respect of postal votes and electronic voting, this will be a Justice of the Peace engaged by the Institute.

Secretary means the secretary of the Institute appointed in accordance with Rule 31.

Special General Meeting means a meeting of the Eligible Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Special Interest Group means a group of Members who the Board have approved to formally work on and report on areas of technical, learning, legislative, and best practice issues that will advantage Members, the building sector and/or consumers, as set out in Rule 12.

Student Member means a Member who meets the criteria in Rule 7.12 and is admitted as a Student Member in accordance with this Constitution.

Vice-Chairperson means the Vice-Chairperson of the Institute as set out in Rule 30.3.

Vice-President means the Vice-President of the Institute appointed by the Board in accordance with Rule 30.1.