

## **RULES OF THE NEW ZEALAND INSTITUTE OF PRIMARY INDUSTRY MANAGEMENT INCORPORATED**

These rules may be cited as the Rules of the New Zealand Institute of Primary Industry Management Incorporated.

### **A. NAME**

The name of the Organisation is:

New Zealand Institute of Primary Industry Management Incorporated.

### **B. DEFINITIONS**

- (1) In these rules, unless the context otherwise requires, the following terms shall have the meaning ascribed to them below:

**“Board”** shall mean that body from time to time empowered to register members pursuant to rule 28.

**“Board of Appeal”** shall mean the Board acting as a board of appeal pursuant to rule 54.

**“Branch”** includes each and every branch of the Institute established pursuant to rule 41.

**“Branch Committee”** means the governing body of a Branch pursuant to rule 42.

**“Branch Secretary”** means the secretary of a Branch appointed pursuant to rule 34.

**“Chairman or Vice Chairman”** shall be the persons holding those respective offices in a Branch and elected in accordance with rule 42.

**“Code of Ethics”** means the code of ethics of the Institute as provided for in rule 47.

**“Complaints Committee”** shall mean a committee of Council, set up to deal with disciplinary matters pursuant to rules 50 and 51.

**“Council”** shall mean the governing body of the Institute pursuant to rule 38.

**“Councillor”** means a member of Council pursuant to rule 38.

**“Executive Officer”** means the Executive Officer of the Institute appointed pursuant to rule 34.

**“Financial member”** shall mean a member whose subscription is paid pursuant to rules 18, 19 and 20.

**“Financial year”** shall be the twelve (12) month period nominated by Council as provided for in the Procedures of the Institute.

**“Institute”** shall mean the New Zealand Institute of Primary Industry Management Incorporated.

**“member”** shall mean a natural person who has been admitted to membership in accordance with these rules.

**“Month”** shall mean a calendar month.

**“Non-Active member”** means one who is not acting as a Primary Industry Professional and who has been granted non-active status under rule 3 (6).

**“Overseas member”** shall mean one who is temporarily overseas but who is normally resident in New Zealand, and who has been granted Overseas status under rule 3 (7).

**“President or Vice President”** shall be the respective persons holding those offices in the Institute and elected in accordance with rule 38.

**“Primary Industry”** means any industry that provides or uses raw materials of plant and/or animal products for conversion into commodities and products for consumers.

**“Primary Industry Profession”** is the occupational group of Primary Industry Management.

**“Primary Industry Professional”** is a professional who manages Primary Industry resources and/or provides professional services to Primary Industry, whether in management, sciences, education or industry services or a combination of these.

**“Procedures of the Institute”** means the document determined from time to time by Council and which describes the procedures of the Institute.

**“Professional”** means a person belonging to, or connected with, a vocation or occupation that requires some form of tertiary qualification and adherence to accepted standards.

**“Region”** includes each and every region of the Institute established pursuant to rule 29.

**“Registered member”** shall mean any member who for the time being is registered in accordance with rule 7 and 28.

**“Retired member”** shall mean one who has retired as a Primary Industry Professional and who has been granted retired member status under rule 3 (8).

**“Roll of members”** shall mean that register to be kept pursuant to rule 15.

**“Special Resolution”** means a resolution of Council passed in accordance with rule 40 (10).

**“Treasurer”** shall mean that person elected by Council to manage and report on the financial affairs of the Institute pursuant to rule 34.

- (2) “In writing” or “written” shall mean written, printed, or typewritten or partly in one or other forms.
- (3) Words signifying the singular number only shall include the plural and vice versa, words importing the masculine gender only shall include the feminine gender and vice versa.

### **C. OBJECTIVES**

- (1) The objectives of the Institute are as follows:
  - (a) To provide opportunities for recognition of the Primary Industry Profession and members by peers and the public.
  - (b) To provide opportunities for continuous professional development of members.
  - (c) To encourage the engagement of professional services provided by members.
  - (d) To promote the development of Primary Industry.
- (2) The principal means to achieve the objectives are as follows:
  - (a) To have a framework for membership.
  - (b) To have a system for registration of members.
  - (c) To have a code of ethics that promotes professional standards and conduct.
  - (d) To provide, encourage or sponsor continuing education activities.
  - (e) To inform members of and to make available, sources of information that supports professional activities.
  - (f) To provide, encourage or sponsor opportunities for communication between Professionals.

## **D. POWERS**

For the furtherance and attainment of the objectives the Institute has the following powers:

- (1) To establish, subsidise, subscribe to, promote, co-operate with, affiliate with, receive into union, become a member of, act as or appoint trustees, agents or delegates to control, manage, supervise, lend monetary assistance to, or otherwise assist any other associations, societies, institutions or companies, whether incorporated or not, whose objectives are altogether or in part similar to those of the Institute.
- (2) To establish Regions and Branches of the Institute throughout New Zealand.
- (3) To provide a means of registration and supervision of registered members, or to delegate this function to the Board or other party.
- (4) To hold meetings and conferences of members of the Institute in various parts of New Zealand as shall be determined by Council or a Branch Committee.
- (5) To establish and enforce a Code of Ethics governing the professional conduct of members of the Institute.
- (6) To adopt such means as may seem expedient, to make known the objectives and benefits of the Institute, and to further the interests of members by publications and marketing and the granting of prizes, awards and making donations.
- (7) To encourage the training and education of persons practising or intending to practise as Primary Industry Professionals and to support the study of Primary Industry management and services by funds, scholarships or any such manner as may be desirable.
- (8) To invest the funds of the Institute not immediately required in such securities as may from time to time be determined.
- (9) To borrow, raise or secure the payment of funds in such manner as the Institute may consider expedient, and particularly by the mortgage of all, or any part, of the property of the Institute or by issue of debentures chargeable upon all, or any part, of the property of the Institute, both present and future, and to purchase, redeem and pay off any such securities.
- (10) To acquire by lease or purchase, and to hold, sell, or improve present and future assets of the Institute.
- (11) To accept any gift, land or property, whether subject to any special trust or not, which support any one or more of the objectives of the Institute.
- (12) To undertake and execute any trusts which support any one or more of the objectives of the Institute.

- (13) To establish, supervise, administer and contribute to any charitable or benevolent fund from which may be made donations or advances to deserving persons, and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings.
- (14) To invest or deal with any money of the Institute in such manner as the Institute may think conducive to the objectives thereof.
- (15) To do all such other lawful things as are incidental or conducive to the attainment of any or all or the above objectives.

#### **E. INCOME AND PROPERTY**

The income and property of the Institute, from whatever source derived, shall be applied solely towards the promotion of the objectives of the Institute. No portion thereof shall be used or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profit to the persons who at any time are, or have been, members of the Institute or to any of them or to any person claiming through any of them; provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officers or servants of the Institute or to any members thereof or other persons in return for any services actually rendered to the Institute.

#### **F. LIABILITY OF MEMBERS**

- (1) The liability of members is limited to the annual membership subscription and fees as may be set from time to time by Council and to the further liability set out in paragraph (2) below.
- (2) Each member of the Institute shall be subject to such further levy as may be made by Council for each year, including the current year, in which a member is or was a member of the Institute, the sum of which shall be determined from time to time by Council, but which shall not exceed fifty percent (50 %) of the annual subscription, such levy being made in the following circumstances:
  - (a) In the event of the funds of the Institute being insufficient for its purposes but in this event such levy shall not be made more than once in any one year, or:
  - (b) in the event of the Institute being wound up and where the Institute's assets are less than its liabilities such liabilities including the cost, charges and expenses of winding up the Institute and for the adjustment of the rights of the contributees amongst themselves.
  - (c) The liability in respect of F (2) (b) hereof shall extend to and include ex-members for the period of one year following the cessation of membership.

## **G. DISSOLUTION**

If, upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property or assets whatsoever, the same shall not be distributed among the members of the Institute, but shall be transferred to some other society, association, institute, university, research centre or other such body having similar objectives or field of operations allied to Primary Industry and which shall prohibit the distribution of its or their income to an extent at least as great as is imposed under rule E hereof, or to some charitable body, such body to be determined by members of the Institute at or before the time of winding up or by the Registrar of Incorporated Societies in the event of a dissolution pursuant to Section 28 of the Incorporated Societies Act 1908.

## **H. ACCOUNTS**

True accounts shall be kept of funds received and expended and of assets and liabilities of the Institute, and such accounts together with all relevant information appertaining thereto, shall be open to inspection by members, subject to reasonable restrictions as to time and manner of such inspection as may be imposed by the Institute. Once in every year the accounts of the Institute shall be audited by one or more properly qualified auditors.

## **I. RULES**

Annexed hereto as Schedule A (“the Schedule”) are the further rules of the Institute and the provisions contained in the Schedule shall be and form part of these rules. Unless the context shall otherwise require:

- (a) The term “rules” shall apply to both these rules and the rules set out in the Schedule.
- (b) Terms defined in these rules shall apply in the Schedule.
- (c) Terms defined in the Schedule shall apply in these rules.

## **J. NOTES TO THE RULES**

Notes to these rules are for guidance only and shall not form part of these rules.

**SCHEDULE A**  
**FURTHER RULES OF THE NEW ZEALAND INSTITUTE OF PRIMARY**  
**INDUSTRY MANAGEMENT INCORPORATED: GENERAL INTERPRETATION**

1. The Institute shall be deemed to have commenced on the 18th day of April 1969, and these rules shall be effective and binding from the date on which they are registered in accordance with Section 21 of the Incorporated Societies Act 1908.

**SECTION A: MEMBERSHIP**

**2. CATEGORIES**

There shall be eight categories of members as follows:

- (a) Life Member
- (b) Fellow
- (c) Honorary
- (d) Registered Member
- (e) Member
- (f) Affiliate
- (g) Student
- (h) Foreign Resident

**3. PROVISIONS RELATING TO MEMBERSHIP**

- (1) The reference to “member” where used in these rules and any by-laws of the Institute (unless the context shall otherwise require) shall be interpreted to give effect to rule 3 (2) below.
- (2) All members, other than Student, Honorary, Non-Active and Foreign Resident, shall have the right to:
  - (a) vote.
  - (b) hold office in the Institute, Branches or sub-branches.

All members shall be otherwise eligible to attend meetings, receive notices and any publications and to all other rights and privileges attaching to members subject to any restrictions or provisions imposed by the rules, by-laws or by the Council of the Institute.

- (3) The following letters are reserved for the use of members:
  - (a) LM NZIPIM            Life Member
  - (b) FNZIPIM             Fellow
  - (c) MNZIPIM             Member
- (4) No member shall claim, or lead any person to believe, that he or she is a Registered member unless the member is a Registered member. A Registered member shall have the right to include (Reg.) following the membership letters listed in rule 3 (3) above.

- (5) Only natural persons shall be admitted to membership of the Institute.
- (6) A member who is non-active may, on application to, and approval by, Council, retain membership of the Institute and be granted Non-Active status, only so long as the member remains non-active.
- (7) A member who is temporarily resident overseas may, on application to, and approval by, Council, retain membership of the Institute and be granted Overseas status, as long as he or she remains resident outside New Zealand.
- (8) Any member who is retired may, on application to and approved by Council, retain membership of the Institute and be granted retired status and shall hold the same category as that held immediately prior to being accorded retired status.
- (9) All members will be required to pay such annual subscriptions or dues, as Council shall from time to time prescribe.

#### **4. LIFE MEMBER**

- (1) "Life Membership" may be granted to a member 'in recognition of outstanding services to the Institute'.
- (2) Outstanding service by a member is defined as a substantial contribution to the direction and development of the Institute.
- (3) A member may be nominated for Life Membership by a Branch or by Council.
- (4) Life Membership shall be granted solely by Special Resolution of Council.
- (5) The letters "LM NZIPIM" are reserved for the use of Life Members of the Institute.
- (6) At no time shall the number of Life Members exceed five percent (5 %) of the total membership of the Institute.
- (7) A Life member shall be entitled to all the privileges of a Financial member for life without payment of any contribution or dues, provided that, for sufficient cause Council may cancel any such privilege.

#### **5. FELLOW**

- (1) To become a Fellow of the Institute a member must:
  - (a) be nominated by two Fellows of the Institute or by Council or by the Branch in which he or she resides;
  - (b) have a record of employment as a Primary Industry Professional for a minimum period of ten (10) years;
  - (c) have been a member of the Institute for a minimum period of ten (10) years;

- (d) be recognised as an outstanding leader in the profession and have demonstrated excellence as a Primary Industry Professional;
  - (e) have made a major contribution to the profession in his or her particular field;
  - (f) be a suitable and proper person to be advanced to Fellow; and
  - (g) preferably have been involved in the Institute or community affairs at managerial/executive level;
- (2) A citation shall be submitted to Council with the nomination.
  - (3) The letters “FNZIPIM” are reserved for the use of Fellows of the Institute.
  - (4) At no time shall the number of Fellows exceed ten per cent (10 %) of the total membership of the Institute.
  - (5) The advancement of a member to Fellow is to be determined solely by Special Resolution of Council.
  - (6) Notwithstanding the above the Council may, at its discretion, approve a member for this category who does not meet the criteria as defined in (1) (b) or (c) if the member has made an exceptional contribution to the Institute and/or the Profession.

## **6. HONORARY**

Council may invite any person not engaged in the Primary Industry Profession who, in the opinion of Council, has given or may give exceptional and outstanding service to the Institute and/or the Primary Industry Profession, to be an Honorary member of the Institute. Such person shall thereupon become entitled to all the privileges of a Financial member without payment of any subscription or levy, provided that for sufficient cause, Council may cancel any such membership.

## **7. REGISTERED MEMBER**

- (1) To become a Registered Member a person must fulfil the following requirements:
  - (a) be eligible to hold the category Member; and
  - (b) be registered by the Board.
- (2) The letters LM NZIPIM (Reg.), FNZIPIM (Reg.) and MNZIPIM (Reg.) are reserved for the use of Registered Life Members, Registered Fellows and Registered Members of the Institute, respectively.
- (3) Notwithstanding the above the Board may, at its discretion, register a member for this category without an approved academic qualification if the person has

made an exceptional contribution to the Institute and/or to management related to the Primary Industry.

## **8. MEMBER**

- (1) To become a Member a person must fulfil the following requirements:
  - (a) have a minimum academic qualification as shall be determined from time to time by Council and notified in the Procedures of the Institute;
  - (b) be employed as a Primary Industry Professional;
  - (c) have had three (3) years continuous employment in the Primary Industry Profession, prior to the date of application; and
  - (d) be accepted by Council as a suitable and proper person to hold the category of Member.
- (2) The letters MNZIPIM are reserved for the use of Members of the Institute.
- (3) Notwithstanding the above the Council may, at its discretion, accept a person for this category without an approved academic qualification if the person has made an exceptional contribution to the Institute and/or to management related to the Primary Industry.

## **9. AFFILIATE**

To become an “Affiliate” a person must fulfil the following requirements:

- (a) have a professional interest in the management of Primary Industry resources and/or providing services to the Primary Industry;
- (b) not be a full-time tertiary student;
- (c) be accepted by Council as a suitable and proper person to be a member of the Institute; but
- (d) be unable to currently fulfil the requirements for “Member” category.

## **10. STUDENT**

- (1) Council may from time to time admit suitable persons as Student members of the Institute.
- (2) Every applicant for admission as a Student member shall:
  - (a) Be a student in an approved course of study at a New Zealand University or Polytechnic.
  - (b) Conform to such other conditions as Council may require to be observed.
- (3) Council may at any time terminate, at its absolute discretion, the Student membership of any person

- (4) A student may continue to be Student member of the Institute until the end of the Institute's financial year in which he or she ceases to be engaged in an approved course of study.

## **11. FOREIGN RESIDENT**

- (1) Council may from time to time admit suitable persons residing outside New Zealand as Foreign Resident members of the Institute.
- (2) Every applicant for this membership category must fulfill the following requirements:
  - (a) Have a minimum academic qualification as shall be determined from time to time by Council and notified in the Procedures of the Institute
  - (b) be employed as a Primary Industry Professional, and
  - (c) be accepted by Council as a suitable and proper person to be hold the category of Foreign Resident.

## **12. ADMISSION TO MEMBERSHIP**

- (1) Every application for admission to membership of the Institute and every recommendation for advancement shall be considered by Council. Subject to the conditions and provisions as prescribed and set out in the rules of the Institute, membership may be approved, granted, deferred or rejected by Council. Such decisions shall be binding until otherwise altered, rendered or rescinded by Special Resolution of Council.
- (2) In considering the granting of admission to membership Council shall take into account the following matters:
  - (a) The acceptability of the academic qualification,
  - (b) the standing of the University or other institution from which the qualification was obtained;
  - (c) the extent of experience and practice in the Primary Industry Profession, and the locality and time spent in the Profession,
  - (d) the character, reputation, knowledge and professional standing in the community and the profession of the nominee and his or her nominators who must be members of the Institute,
  - (e) the probable or determined suitability of the nominee with regard to any commercial or business affiliations or interests, and to any other matter which may render the nominee prejudiced, biased or otherwise unsuitable,

- (f) all those things which are essential and desirable in reputable and successful members of the Primary Industry Profession and which are not necessarily otherwise determinable from academic qualifications or experience alone. In order to facilitate the determination of certain or any of these matters, Council may request further information from the nominee, his or her nominators, the committee of the Branch in which the applicant resides or any other person or persons.
- (3) Any application for admission to membership shall be made in the form and manner as may be specified from time to time by Council, notified in the Procedures of the Institute, and shall include all information as shall be required by any by-laws and by these rules.
- (4) Any application for admission to membership shall require nomination by two (2) Financial members of the Institute.
- (5) An opinion on an application for membership shall be sought from the committee of the Branch in which either or both of the nominators belong, or within which boundaries the nominee resides. The manner in which such opinion will be sought shall be defined in the Procedures of the Institute.
- (6) Persons residing outside New Zealand, but otherwise eligible, may apply for admission to membership in the Foreign Resident category.
- (7) Notwithstanding any other provision in these rules, Council may at its sole discretion determine whether or not to admit any applicant to membership.

### **13. CERTIFICATE OF MEMBERSHIP**

Upon being admitted to membership, every member shall receive from the Executive Officer, a certificate of membership applicable to the category of membership held. Should any member cease to be a member, such Certificate shall, upon demand, be returned to the Executive Officer for cancellation or endorsement in accordance with the provisions of rules 14 and 16 herein.

### **14. RESIGNATION OF MEMBERS**

Any member wishing to resign from the Institute shall forward a written resignation together with his or her certificate of membership to the Executive Officer. Council may accept the same, but Council shall not be bound to do so until all subscriptions, levies and fees (if any), then due and owing by the member have been paid.

### **15. ROLL OF MEMBERS**

- (1) The Executive Officer shall keep a register of all members which shall be in the form prescribed under Section 22 of the Incorporated Societies Act 1908 and contain such other particulars as may from time to time be prescribed by Council. At least once in every three (3) years, Council shall publish or arrange to be published at the expense of the Institute or otherwise, a full list of

all members of the Institute together with such other particulars as they may deem advisable.

- (2) Every member shall furnish Council with a record of qualifications, current address, place or places of business, or employment, or any other information or particulars as may be required from time to time by Council.
- (3) No name or designation shall be entered in the roll of members, save on the authority of Council, nor shall any name be removed from such roll nor any designation already entered therein be changed, save on like authority.

## **16. REMOVAL OF NAME FROM ROLL OF MEMBERS**

Whenever any person shall cease to be a member that person's name shall be removed from the roll of members. He or she shall from such date cease to have any claim upon, or interest in, the property of the Institute or any part thereof. He or she shall return his or her certificate of membership to the Executive Officer for the purposes of having endorsed thereon the date and reason for cessation of membership. If any member neglects or refuses to deliver up his or her certificate of membership on demand, legal or any other proceedings may be taken by Council for its recovery.

## **17. APPEAL AGAINST FORFEITURE OR SUSPENSION OF MEMBERSHIP**

- (1) Any member whose membership has been forfeited or suspended shall have a right of appeal to the Institute's Board of Appeal.
- (2) Pending any appeal any member whose membership has been forfeited or suspended shall not be entitled to any of the rights or privileges of a member (excluding this right of appeal) and in particular without limiting the generality thereof shall not be entitled to describe himself or herself as a member or vote or attend any of the meetings of the Institute.
- (3) The Institute shall be entitled to give notice to all members of any forfeiture or suspension of membership of the Institute, notwithstanding the lodging of an appeal. No claim shall be made by any such person for loss of business or otherwise in relation to any such forfeiture or suspension, notwithstanding that a decision of Council may be reversed on appeal.
- (4) All appeals must be lodged with the secretary of the Board of Appeal within twenty-one (21) days of the notice of the event giving rise to the right of appeal and shall be subject to the provision of adequate security for costs and expenses likely to be incurred by the Board of Appeal and the Institute in hearing the appeal, the security and quantum thereof to be determined by the Board of Appeal.
- (5) Upon giving its decision on an appeal the Board of Appeal shall allocate the costs of the appeal on the following basis:

- (a) In the event of the appeal being dismissed by the Board of Appeal or a disciplinary sanction varied but not removed the appellant shall meet the costs in setting up the hearing plus all costs incurred by the Institute (including costs on a solicitor client basis) up to a maximum amount as shall be determined from time to time by Council.
- (b) In the event of an appeal being upheld by the Board of Appeal, the Institute will meet all costs of the appeal excluding the costs incurred by the appellant.

## **18. READMISSION OF MEMBERS**

Any previous member who has ceased to be a member of the Institute, and who wishes to be readmitted may make written request to Council for readmission. Council may then at its discretion:

- (a) By notice in writing to the past member, readmit that person to membership at such category as Council may decide, but not being higher than the category formerly held; or
- (b) require the past member to provide Council with such further information as it may require before Council makes a decision as to whether the past member shall be readmitted; or
- (c) require the past member to make an application for admission in accordance with rule 12.

Provided that no such past member shall be eligible for readmission until all arrears of subscriptions and dues (if any) owing by that person to the Institute at that date when that person's former membership ceased, are paid.

## **19. ADMISSION FEES**

An admission fee, of such amount (if any), as may be determined by Council from time to time, and notified in the Procedures of the Institute shall be payable to the Institute by each applicant.

## **20. SUBSCRIPTIONS FOR MEMBERSHIP**

- (1) Council shall determine the annual subscriptions. These are payable in advance and shall be due on the first day of the Institute's financial year.
- (2) Except as provided in rule 21, each member shall be liable for his or her annual subscription until that member's name has been removed from the roll of members. No member, about whom any question of misconduct or breach of the Code of Ethics of the Institute is pending, may resign until such question has been resolved.

- (3) If Council has accepted the resignation of a member who is in arrears with his or her subscription that person shall not be liable for any further annual subscription, but shall remain liable for any arrears due at the time of the acceptance of his or her resignation.

## **21. RECOVERY OF SUBSCRIPTIONS AND LEVIES**

A member is non-financial if his or her subscription, fees, levies or other dues are overdue for three (3) months or more. Notice of such fact shall be sent to the member by the Executive Officer, and if the member omits or neglects to pay such subscription or monies within three (3) months of the date of such notice, the following action shall be taken:

- (a) If the member is registered, Council may apply to the registrar of the Board to remove the name of the member from the register and the registrar shall, if the Board so directs, remove that name accordingly and advise Council of the action taken. Where a member's name has been removed from the register under this rule the member shall be advised that his or her name will be removed from the roll of Registered members and from the date of removal, that person shall cease to be a Registered member.
- (b) In all other cases, the member shall be advised that his or her name has been removed from the roll of members. That person shall cease to be a member from that date.
- (c) Council retains the right to recover all arrears including the subscription for the year then current and may take legal proceedings if the account is not paid within fourteen (14) days of the notice in 21 (1) above.

## **22. VOTES OF MEMBERS**

- (1) All Financial members, other than Student, Honorary, Non-Active and Foreign Resident, shall have the right to vote at any general meeting, poll or referendum of the Institute.
- (2) No member whose subscription is overdue for three (3) months or more shall be entitled to be present, or to vote on any question, either personally or by proxy or as proxy for another member, at any meeting, poll or referendum, or be counted in a quorum.
- (3) On a show of hands every member present in person and entitled to vote shall have one (1) vote. Upon a poll being taken every member present in person or by proxy and entitled to vote shall have one (1) vote, subject always to the provisions of rule 31 (5) and/or 31 (6) or 46 (5) and/or 46 (6).

## **23. PROXIES**

- (1) A proxy may be appointed for a specific meeting or any meetings, as may be desired, provided that:
  - (a) No person who is not a member of the Institute and entitled to vote shall be so appointed.
  - (b) The instrument appointing a proxy shall be in writing and signed and witnessed under the hand of the appointer.
  - (c) The instrument appointing a proxy shall be presented prior to the commencement of the meeting.
- (2) A vote given in accordance with the terms of an instrument appointing a proxy shall be valid, notwithstanding the previous death of the principal or revocation of the instrument under which the vote is given, provided that no intimation in writing of the death or revocation shall have been received before the meeting.
- (3) Proxy voting does not apply to postal ballots.

## **24. GUESTS OF THE INSTITUTE**

Any person who is not a member of the Institute may, at the discretion of the committee concerned, attend any meeting, conference, lecture, field day or other function of the Institute or its Branches, provided that such person shall be a specifically invited guest of a member, or committee. Any member who invites a guest shall ensure that their guest is bound by the same conditions of confidentiality applying to members. No matters or activities confidential to and otherwise concerned with the private business of the Institute shall be undertaken, discussed or done without the prior withdrawal of any such guest.

## **25. TRANSITIONAL PROVISIONS (1999)**

As at the date of registration of these rules by the Registrar of Incorporated Societies all existing members of the New Zealand Society of Farm Management, and other persons referred to, shall at that date be deemed members of the New Zealand Institute of Primary Industry Management in the following categories:

- (a) Senior members shall become Members.
- (b) Intermediate members qualifying as Members shall become Members.
- (c) Intermediate members not qualifying as Members shall become Affiliates.
- (d) Life Members, Fellows, Honorary members and Students shall become Life Members, Fellows, Honorary and Student members.

- (e) Registered members shall retain the status Registered within their category of membership.
- (f) Branch Associates shall become Affiliates.

## **SECTION B: GOVERNANCE**

### **26. MANAGEMENT OF THE INSTITUTE**

The governance and management of the affairs of the Institute shall be vested in Council which, subject to the powers conferred on a Branch Committee by these rules, and in addition to the powers and authorities by these presents expressly conferred upon it, may exercise all such powers and do all such acts and things as may be in accordance with the rules of the Institute, and which are not hereby expressly directed or required to be exercised or done by a referendum of the Institute, subject nevertheless to the provisions of these presents and to any regulations from time to time made by the Institute; provided that no regulation shall invalidate any prior act of Council which would have been valid if such regulation had not been made.

### **27. REGISTERED OFFICE**

The location of the registered office of the Institute shall be determined from time to time by Council and such location shall be registered with the Registrar of Incorporated Societies.

*Note: The location is outlined in the Procedures of the Institute.*

### **28. REGISTRATION**

- (1) Council shall from time to time by Special Resolution make such arrangements for the registration and supervision of members without limitation. It may from time to time:
  - (a) Delegate such registration and supervision to any third person or persons including (without limitation) a body corporate.
  - (b) Make arrangements for such registration and supervision solely on its own behalf, or unite with any other person or body for the joint discharge of the above function.
- (2) In making arrangements pursuant to 28 (1) above Council shall ensure that:
  - (a) Of those individuals able to vote on any particular matter of registration or supervision, and the fees relating thereto (whether or not such individuals actually vote or are present at any meeting), a majority of the same shall be persons who are neither Councillors nor Registered members.

- (b) Such arrangements shall be terminable without requiring any period of notice.
- (3) Council may enter into any associated or ancillary arrangements with regard to the matters set out in 28 (1) above as it shall consider necessary including (without limitation) engaging such agents, making such payments, and granting such indemnities as it shall see appropriate.
- (4) Members being registered pursuant to 28 (1) above shall abide by the rules and procedures of the registering body, and shall be subject to the disciplinary powers of the registering body and shall pay all levies and charges of the registering body.

*Note: Council has, at the date of adoption of these rules, delegated the registration and supervision of members in accordance with 28 (1) above to the Primary Industry Consultants Registration Board Limited.*

## **29. REGIONS OF THE INSTITUTE**

There may be geographic Regions of the Institute as shall be determined by Council, with each Region having such boundaries as Council shall prescribe and which Council may amend from time to time.

## **30. GENERAL MEETINGS OF THE INSTITUTE**

- (1) The annual general meeting of the Institute shall be held within five (5) months of the end of the Institute's Financial year, at such time and place as determined by Council.
- (2) Not less than twenty-eight (28) days before the annual general meeting of the Institute or any ordinary meeting thereof, the Executive Officer shall duly notify every member of the day, place and hour of the meeting and of business to be transacted.
- (3) Within twenty-eight (28) days of receipt of a written requisition, stating the object and purpose of such meeting and signed by not less than fifty (50) members, Council shall convene an extraordinary general meeting of the Institute. Failing action by Council within the prescribed time, those requesting the meeting may convene a meeting, in the manner set out in 30 (5) below and rule 35.
- (4) A member wishing to bring any motion or business not relating to the ordinary annual business of the Institute before an annual general meeting shall give written notice to Council, not less than twenty-one (21) days before the day of the meeting. No motion or business other than the business brought forward by the Council, shall come before the meeting unless such notice has been so given.

- (5) Council shall give not less than fourteen (14) clear days' notice of every general meeting of the Institute, specifying the place, day and hour of such meeting and the general nature of the business to be conducted, to members in the manner hereinafter mentioned, or in such other manner as may be prescribed by Council in general meeting. The want of notice on the part of any member shall not invalidate the proceedings at any general meeting of the Institute.

### **31. PROCEEDINGS AT GENERAL MEETINGS OF THE INSTITUTE**

- (1) The business of an annual general meeting of the Institute shall be to receive and consider the statement of income and expenditure, the balance sheet and report of Council for the preceding year, the election of auditors and the consideration of any other business as Council, or any member on due notice, as prescribed in rule 30 (4), may bring before it.
- (2) Twenty (20) members of the Institute, present and entitled to vote, shall be a quorum for a general meeting. No business shall be transacted at any general meeting of the Institute unless a quorum is present at the commencement, and throughout the whole of the discussion, on that business.
- (3) If within fifteen (15) minutes of the time appointed for the meeting, if convened upon such requisition as provided by rule 30 (3) herein, a quorum is not present, it shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other days (not being more than fourteen (14) days after such meeting), at such time and place as the chairman of the meeting may appoint. At such adjourned meeting, if a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.
- (4) The President, or, in the President's absence, the Vice-President or, in the absence of both, a member of the Council elected by the members present, shall be entitled to take the chair at every general meeting of the Institute. At any meeting if no person entitled to take the chair shall be present within fifteen (15) minutes after the time appointed for holding such a meeting, or if all such persons present decline to take the chair, then the members present shall elect someone from their number to be chairman.
- (5) In the first instance each motion submitted to a meeting shall be determined on voices or by a show of hands. In the case of an equality of votes, either by a show of hands or at a poll, the chairman, in addition to the vote to which he or she may be entitled to as a member, shall have a casting vote.
- (6) At any meeting, unless a poll is demanded by at least ten (10) of the members present and entitled to vote, a declaration by the chairman that a resolution has been carried, carried by a particular majority, lost or not carried by a particular majority, shall be conclusive evidence of the fact, without proof, of the number or proportion of votes recorded in favour of, or against, such resolution. An entry to that effect shall be made in the minute book of the Institute.

- (7) If a poll is demanded as in 31 (6) above, it shall be taken in such manner as the chairman of the meeting directs. The result of such a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for the poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded. The demand for a poll may be withdrawn. Any poll duly demanded on the election of a chairman of a meeting, or on any question of adjournment, shall be taken at the meeting and without adjournment. A demand for referendum as provided by rule 55 shall supersede any demand for a poll.
- (8) With the consent of the meeting, the chairman of a general meeting of the Institute may adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.

### **32. FUNDS OF THE INSTITUTE**

- (1) All funds collected, levied, donated or otherwise received, or due to the Institute by members, Branch Committees, Council or their respective agents or any other source shall constitute, and belong to, the funds of the Institute. These funds shall be the property of the Institute.
- (2) Absolute authority over the responsibility for the funds of the Institute shall be vested in Council, notwithstanding anything to the contrary expressed or implied in the powers, duties and directions of Council or Branch Committees or elsewhere in the rules of the Institute.
- (3) Any part of the funds of the Institute which may have been levied or collected or due to a Branch of the Institute and for the time being are not required to be forwarded or made available to Council shall, subject to the authority of Council, be the funds of that Branch for the time being.
- (4) Branch Committees shall have control over the collection, maintenance, investment and expenditure of the funds of their respective Branches, as provided for in the rules of the Institute. Such funds shall be for the conduct and administration of the affairs of the Branch, provided always that such expenditure shall not at any time exceed the total funds of the Branch, without the prior authority in writing of Council, and subject to any provisions concerning the funds of the Institute hereinbefore and hereinafter set out.
- (5) Only Council shall have the power and authority to borrow or raise funds or issue debentures or other securities, or to invest or otherwise deal with the capital or other funds of the Institute, subject to any provisions of these rules relating thereto.
- (6) The statements of accounts of the Institute shall be drawn up as at the end of the last day of the Financial year, and having been passed at the annual general meeting, shall be distributed to all members.
- (7) The statements of accounts of each Branch of the Institute shall be drawn up as at the last day of the Financial year, and having been passed at the Branch

annual general meeting, shall be forwarded to Council, to be received by the Executive Officer thirty (30) days prior to the annual general meeting of the Institute. These statements shall be distributed to all Branch members.

- (8) All funds received on account of the Institute by Council, or by any Branch Committee of the Institute, shall be paid into the bank accounts of the Institute, or Branch as the case may be.
- (9) All cheques, bills of exchange, promissory notes, or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Institute by a Councillor. These shall be countersigned by the Executive Officer or such other officer appointed by Council. Likewise, for a Branch, the above documents shall be signed by the two Branch Committee members so appointed for that purpose.

### **33. AUDIT OF ACCOUNTS**

- (1) Prior to acceptance by annual general meetings the statements of accounts, for both the Institute and Branches, shall be examined for correctness by one or more auditors, who may be members of the Institute. Council and Branches shall appoint auditors each year for the audit of the Institute's and Branch's accounts respectively. The auditors shall be appointed at the annual general meetings of the Institute and Branches respectively. They shall hold office until the next annual general meeting, and they shall be eligible for re-election. A Councillor or a Branch Committee member shall not be eligible for election as auditor.
- (2) Council or a Branch Committee, as the case may be, may appoint to fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor may act.

### **34. EXECUTIVE OFFICER, TREASURER AND BRANCH SECRETARIES**

- (1) The Executive Officer shall:
  - (a) Hold office under such terms and conditions as shall be determined by Council.
  - (b) Attend all meetings of Council, see that the minutes of all proceedings are properly entered in the books provided for the purpose, and issue all notices calling ordinary or special meetings of Council.
  - (c) At general meetings, read minutes of previous meetings and such letters and papers as the chairman of the meeting shall direct.
  - (d) Manage persons employed by the Institute, subject to the control of Council.

- (e) Have charge, under the direction of Council, of managing correspondence and of printing and publishing transactions and proceedings of the Institute.
  - (f) Receive and pay all funds on account of Council, keep accounts at such bank as Council shall direct.
  - (g) Undertake any other duties or responsibilities as may be required by Council from time to time.
  - (h) Report in writing to each meeting of Council.
- (2) The Treasurer shall:
- (a) Manage the financial affairs of the Institute.
  - (b) Advise Council on financial matters.
  - (c) Each year, present audited financial statements to Council.
- (3) Each Branch Secretary shall hold office under such terms and conditions as shall be determined by the Branch Committee. The Branch Secretary shall carry out such duties in relation to the Branch as those of the Executive Officer in relation to Council, as provided for in rule 34 (1) above, with the necessary modifications, applied as if references to the Executive Officer were references to the Branch Secretary.

### **35. NOTICES**

Notices may be served upon each or any member either personally or by mail to the member's address as entered in the roll of members, or at the last known residential and/or business address of the member.

### **36. UNAUTHORISED PUBLICATION**

No member of the Institute or any committee thereof shall publish or communicate to any person or persons who are not members of the Institute any matter which may purport to represent the policy or views of the Institute as a whole, without the express sanction of Council.

### **37. INDEMNITY**

- (1) The Institute shall indemnify every Councillor, Branch Committee member, Branch Secretary, the Executive Officer, any Institute employee and any other officer of the Institute against all reasonable costs, losses, damages or expenses, including accommodation and travelling expenses. This indemnity shall also apply in respect of any covenant, contract or agreement entered into or any act or thing done in discharge of the duties of the office holder, or in and

about carrying into effect any objective of the Institute, and in respect of any action, suit, proceeding or other matter whatsoever connected with the Institute or the affairs thereof. Council or the Branch Committee concerned shall agree upon and make any payments or compensation considered necessary, provided always however that such indemnification shall be only with respect to any such costs, losses, damages or expenses as shall have been incurred in the proper undertaking of such duties, acts or affairs as shall have the approval, knowledge or authority of Council or Branch Committee.

- (2) No Councillor, Branch Committee member, Executive Officer or Branch Secretary shall be answerable or responsible for any act, receipt, commission, neglect or default of any other person, notwithstanding any receipt or other document signed or act done for the sake of conformity, or for any loss or damage whatsoever suffered by the Institute, unless the same shall happen through that person's own dishonesty or neglect.

## **SECTION C: COUNCIL**

### **38. THE COUNCIL OF THE INSTITUTE**

- (1) The Council of the Institute shall consist of the following:
  - (a) Eight (8) elected Councillors as prescribed in 38 (2) (a) below.
  - (b) The immediate past President, normally for a term of two (2) years immediately following retirement as President.
- (2) Regions shall elect Councillors as follows:
  - (a) Councillors shall represent members in geographic regions of New Zealand.
  - (b) From time to time, having regard to the geographic distribution of members, Council shall determine the geographic regions represented by each Councillor.
  - (c) Councillors shall be elected by postal ballot of members from each region.
  - (d) Nominations for the positions of Councillors shall be in writing, signed by nominator and candidate, and shall be deposited with the Executive Officer prior to the last day of the second (2<sup>nd</sup>) month of the Institute's financial year.
  - (e) The postal ballot (where required) shall take place in the third (3<sup>rd</sup>) month of the Institute's financial year.
- (3)
  - (a) Except as otherwise provided in these rules, four (4) Councillors shall be elected each year and each Councillor shall hold office for a term of two (2) years, but shall be eligible for re-election. A member elected to fill a casual vacancy shall hold office for a term as prescribed in 38 (7) below.
  - (b) In the first financial year of the Institute after the adoption of these rules eight Councillors will be elected in accordance with the procedures set out in 38 (2) above but four of those first Councillors so elected will hold office for a term of one year only, but shall be eligible for re-election. The Council holding office immediately before the election will, prior to nominations for positions of Councillors being deposited, determine which Council positions will be for the initial twelve month period only.
- (4) The term of office of Council shall be from the closure of the annual general meeting of the Institute to the closure of the succeeding annual general meeting.
- (5) At a Council meeting immediately following the annual general meeting of the Institute, Council shall elect one (1) member of Council to be President of the Institute, and another member of Council to be Vice President. The President

and Vice President shall hold office for no less than one (1) and no more than two (2) consecutive years. In the event of any casual vacancy occurring in either of the said offices, Council shall, as soon as practicable, elect one (1) of its members to fill the vacancy. The President shall be chairman of Council.

- (6) Nominations for the offices of President and Vice President shall be in writing, signed by nominator and candidate and shall be deposited with the Executive Officer seven (7) days prior to the Council meeting referred to in 38 (5) above.
- (7) Council may fill any casual vacancy occurring in Council. Any member appointed to fill a casual vacancy shall, unless he or she sooner vacates office under 38 (10) below, hold office until the remainder of the term of the vacancy has expired.
- (8) Council may meet, adjourn and otherwise regulate its meetings as it shall think fit. It may conduct any part of its business by mail and in accordance with rule 40. Council shall meet at least once a year. At all meetings a majority of Councillors shall be a quorum.
- (9) A Council meeting shall be convened at any time at the request of the President or of the Vice President or of three (3) members of Council, provided that due notice of any such meeting shall be sent to councillors.
- (10) The office of a Councillor shall ipso facto be vacated if the Councillor:
  - (a) Ceases to be a member of the Institute;
  - (b) resigns as a member of Council;
  - (c) is absent from three (3) consecutive meetings without leave previously granted and no substitute appointed;
  - (d) becomes bankrupt or insolvent or makes an assignment for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provisions for the liquidation of his or her affairs and fails to satisfy Council when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in connection therewith;
  - (e) be found to be of unsound mind;
  - (f) is non-financial as defined in rule 21.
- (11) The Councillors holding office at the date of adoption of these rules shall continue in office until new Councillors are elected in accordance with the procedures set out in this rule 38.

### **39. POWERS AND DUTIES OF COUNCIL**

Without prejudice to the general powers conferred by rule 26, and the other powers conferred by these rules, it is hereby expressly declared that Council shall have the following powers, duties and discretions:

- (a) It may make, vary and repeal procedures and from time to time may make, amend, enlarge or revoke regulations ancillary to, but not inconsistent with, the rules of the Institute. It may from time to time do all such things which it considers necessary or expedient to meet the objectives of the Institute.
- (b) It may purchase, rent and furnish suitable premises for its use.
- (c) From time to time it may employ any persons, whether a member of the Institute or not, for permanent, temporary or special service and may remove or suspend such person from any such employment. It may fix the salary, emolument or wages to attach to any such services and may require any employee to execute or give satisfactory guarantee, security or bond for the proper performance of this duty assigned to such employee. It may also appoint its bankers and legal advisers.
- (d) It may take cognisance of anything affecting the Institute or the professional conduct of its members and may bring before general meeting or Branch Committees any matters which it considers material to the interest of the Institute, or the profession and may make recommendations in relation thereto.
- (e) It may appoint an Executive Officer, honorary or remunerated, who may or may not be a member of the Institute or Council, and who shall hold office subject to the provisions of rule 34 and where applicable, in accordance with the provisions of 39 (c) above.
- (f) It may appoint sub-committees of Councillors or of members of the Institute who are not members of Council, with such powers as may be prescribed by Council, provided that such powers do not exceed those of the appointing Council, and are subject to the provisions of rules 40 (4) and 40 (5).
- (g) It may appoint a sub-committee of Councillors as an executive committee with such powers as may be prescribed by Council, provided that such powers do not exceed those of the appointing Council and subject to the provisions of rules 40 (4) and 40 (7).
- (h) Each year it shall prepare an audited copy of the accounts and a report of the proceedings of the Institute during that year and such other important information and distribute this to all members.
- (i) It may make and give receipts, releases and other discharges for funds payable to and for any claims and demands for or against it.
- (j) It may invest any of its funds not immediately required upon such security and in such manner as it thinks fit, and it may from time to time vary such investments.
- (k) It may borrow or raise funds from bank overdraft or otherwise by the issue of debentures or any other security forwarded or based upon all or any of the property and rights of the Institute, or without any such

security and upon such terms as to priority or otherwise as Council may think fit.

- (l) It shall determine subscriptions and fees and may authorise and impose levies on the members and Branches of the Institute subject to the provisions of rule F and rule 21, and shall be responsible for and have authority and control over the collection, allocation, expenditure, disposition and administration of these and any other funds of the Institute, and may delegate such authority and control to Branch Committees in so far as it may be prudent for the payment of the salaries of Branch Secretaries and the general expenditure and administration of the Branches and the Institute.
- (m) It may institute, conduct, defend, compound or abandon any legal proceedings by and against the Institute or Branch thereof or its officers, or otherwise concerning the affairs of the Institute and also may compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Institute.
- (n) It may refer any claims or demands by or against the Institute to arbitration or mediation.
- (o) It may publish any material as it thinks fit.
- (p) It may fund prizes with such conditions attached, as it may think fit.
- (q) It may communicate with similar bodies and with members of the profession elsewhere with a view to extending the benefits of the Institute and to obtain and communicate to members information on all matters that may prove beneficial or interesting to them or to the Institute.
- (r) It may negotiate and arrange with similar bodies for the reciprocal recognition of the status of members.
- (s) It may exercise all such powers and do all such acts and things as may be exercised and done by the Institute in accordance with the rules of the Institute and which may be incidental or conducive to, or expedient for, the attainment of the objectives of the Institute.

#### **40. PROCEEDINGS OF COUNCIL**

- (1) Every Councillor shall be entitled to exercise one (1) vote at Council meetings.
- (2) Except as provided for by these rules, questions at any meeting of Council shall be decided by a majority of votes of the Councillors present. The chairman of the meeting shall have a deliberative vote and, in the case of an equality of voting, shall also have a casting vote.
- (3) At all meetings of Council the President shall preside, or in the President's absence the Vice-President. In the absence of both, a chairman shall be elected from those Councillors present.

- (4) Any meeting of Council, at which a quorum as defined by rule 38 (8) is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatsoever. The meetings and proceedings of every sub-committee consisting of two (2) or more Councillors shall be governed by the provisions herein contained for regulating the meetings and proceedings of the appointing Council as far as the same are applicable thereto.
- (5) If a Councillor is unable to attend a Council meeting, he or she may give their proxy to another Councillor. The absent Councillor may also arrange for a substitute to attend in their place as a non-voting observer. Any such proxy or substitute must be appointed by the relevant Councillor by written notice to Council prior to the start of the meeting.
- (6) Council meetings may be conducted by telephone, or using teleconference facilities provided that each Councillor present can hear and communicate with each other Councillor present.
- (7) No resolution of any sub-committee appointed by Council shall bind the Institute until confirmed by Council unless, at the time of the appointment, power to do so was expressly given to such sub-committee.
- (8) All actions taken at any meeting of Council, or a sub-committee appointed by Council, or by any person acting as a Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of such body or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if Council or sub-committee of Council, or person, as the case may be, had been duly elected or appointed and was qualified to act.
- (9) Council shall cause minutes of the proceedings of its meetings or meetings of its sub-committees, and of general meetings of the Institute, and of the names of those present at such Council, sub-committee or general meetings, to be regularly entered into books provided for the purpose. The minutes of any meeting signed by the chairman of the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.
- (10) A Special Resolution of Council is a resolution passed by a majority of not less than two-thirds of the votes of the Councillors or their proxies present at the meeting. Notice shall be given in writing to every Councillor at least twenty-eight (28) days prior to the meeting at which a Special Resolution is to be considered.
- (11) A resolution in writing, a copy of which has been forwarded to every member of Council and signed by three-fourths of all Councillors, shall at the discretion of the President, be as valid and effective as if it has been passed at a meeting of Council duly called and constituted.

## **SECTION D: BRANCHES**

### **41. BRANCHES OF THE INSTITUTE**

- (1) There may be Branches of the Institute, as determined by Council. Council may from time to time subdivide, amalgamate or change the boundaries of Branches, after consultation with the members concerned.
- (2) All members of the Institute shall be members of the Branch in which they reside. On application, and following consultation, Council may include any member in another Branch should that be more convenient to the member.
- (3) In addition to their rights and privileges as members of the Institute, all members shall have the rights and privileges to which they shall for the time being be entitled as members of the Branch.
- (4) Each Branch shall exercise the powers conferred, and is subject to the conditions imposed, by these rules.
- (5) Any member residing outside the boundaries of the established Branches of the Institute shall with the approval of Council have the right to membership in whichever Branch the member desires.
- (6) Subject to the approval of Council, any Branch may establish a sub-branch or sub-branches within its boundaries. The Branch Committee shall approve any by-laws made by any sub-branch for the conduct of its affairs.
- (7) The Branch Committee may determine the location of its Branch office.

### **42. BRANCH COMMITTEES**

- (1) The affairs of each Branch shall be conducted by a Branch Committee elected at an annual general meeting of the Branch by the members of the Branch and consisting of the following:
  - (a) The Chairman who may hold office for no more than two (2) consecutive years and, immediately following retirement shall be ipso facto a member of the Branch Committee for a term of one (1) year only immediately following retirement;
  - (b) the Vice-Chairman who may hold such office for no more than two (2) consecutive years;
  - (c) not less than three (3) other committee members, one (1) of whom shall be the immediate past chairman, but only in the year immediately following retirement from the office of chairman;
  - (d) at least one (1) additional member elected or appointed by each sub-branch.

- (2) All members of the Branch Committee shall retire after twelve (12) months in office and shall be eligible for re-election subject to the provisions of 42 (1) above.
- (3) The Chairman shall chair the Branch Committee and the term of office of the Committee shall be from the closure of the annual general meeting of the Branch to the closure of the succeeding annual general meeting.
- (4) Nominations for all members of a Branch Committee shall be in writing signed by two (2) members, and the candidate. Nominations shall be given to the Branch Secretary prior to, or at, the annual general meeting of the Branch. If the candidates nominated exceed the number to be elected, election shall be conducted by ballot.
- (5) If the candidates nominated are equal to the number to be elected or if an insufficient number of candidates are nominated under 42 (4) above, any candidates nominated under that clause shall be deemed to have been elected at the annual general meeting of the Branch and the remaining vacancies shall be deemed to be extraordinary vacancies.
- (6) Any extraordinary vacancy in the elected members of the Branch Committee arising from any cause whatever shall be dealt with by the remaining members of the Branch Committee who shall make such appointment as the case may require to fill such vacancy until the next annual general meeting of the Branch.
- (7) The Branch Committee shall normally meet at least once in every four (4) months and the majority of members of the Committee shall be a quorum.
- (8) Not less than fourteen (14) clear days before a general meeting of the Branch Committee, the Branch Secretary shall notify the members thereof the date, time and place of the meeting and the business to be transacted.
- (9) At any time, the Chairman, Vice-Chairman or any two (2) other members of the Branch Committee may require the Branch Secretary to call an extraordinary meeting of the Branch Committee. Due notice of any such meeting shall be sent to every committee member.
- (10) Any member aggrieved by any decision of a Branch Committee may appeal to Council in such manner and subject to such terms and conditions as Council may prescribe.
- (11) If a Branch Committee member ceases to be a member of the Institute, his or her position on the Branch Committee shall thereupon be vacated.
- (12) A position on a Branch Committee may be declared vacant by that Committee if the member:
  - (a) Resigns from the Branch Committee;
  - (b) is absent from three (3) consecutive meetings of the Branch Committee without the consent of the Committee;

- (c) becomes bankrupt or insolvent or makes an assignment for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provisions for the liquidation of his or her affairs and fails to satisfy the Branch Committee when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in connection therewith;
  - (d) be found to be of unsound mind;
  - (e) is non-financial as defined in rule 21;
  - (f) ceases to be a member of the Branch.
- (13) The rules governing Council, where they can be applied, shall also be the rules of each Branch Committee.

#### **43. POWERS AND DUTIES OF BRANCH COMMITTEES**

- (1) A Branch Committee shall have the following powers, duties and discretions, within the limits of its own Branch, without prejudice to any powers conferred on it by these rules and subject to any control which Council is thereby authorised to exercise:
- (a) It may make, vary and repeal by-laws and regulations ancillary to, but not inconsistent with, the powers, duties and discretions of the Branch Committee expressed or implied by the rules of the Institute, that it may consider necessary or expedient for the purpose of the Branch. Provided that such by-laws and regulations shall be subject to the approval of Council and shall be recorded in the minute book of the Branch.
  - (b) It may purchase, rent and furnish suitable premises for the use of its Branch, but any liability so incurred shall be limited to the funds of the Branch.
  - (c) It may take cognisance of anything affecting the Institute or the professional conduct of members, and shall forthwith report to Council.
  - (d) At its first meeting in each year it shall elect or appoint a Branch Secretary, honorary or remunerated. The Branch Secretary need not be a member of the Institute or of the Branch Committee but shall hold office subject to the provisions of rule 34 (3) and where applicable, with the provisions of rule 39 (c).
  - (e) It may appoint sub-committees, with such powers as it may prescribe, provided such powers do not exceed of those of the appointing Branch Committee and subject to rules 44 (4) and 44 (5).
  - (f) Each year it shall furnish to Council an audited copy of the financial statements, a report of its activities, copies of the meeting minutes from the previous year, and such other information as Council may deem of

interest, to be received by the Executive Officer thirty (30) days prior to the annual general meeting of the Institute.

*Note: Branches are encouraged to forward draft minutes of all meetings, to National Office, as soon as they are written.*

- (g) Subject to the consent of Council, and as agents for the Institute, it may receive prescribed fees from applicants for membership, annual subscriptions and any other funds which may be levied by the Branch or by Council or otherwise payable by members of the Branch. It may make and give receipts, releases and other discharges for such funds, provided that funds so received on behalf of the Institute shall be forwarded to the Executive Officer as and when demanded by Council.
  - (h) It may institute and collect levies from members of the Branch and shall have control of the expenditure of such funds and of funds allocated to the Branch by Council. These funds shall be for the running and normal purposes of the Branch and subject always to the authority of Council and to the provisions of the rules governing funds of the Institute.
  - (i) It may organise lectures, field days, demonstrations, other business and social functions.
  - (j) It shall ensure that sufficient and accurate publicity is given to functions and activities of the Branch. It may appoint a publicity and press officer, subject to any control which Council may from time to time require.
- (2) The powers of Council as set out in rule 39 (m), (o), (p) and (q) shall also be powers of the Branch Committee in so far as they may be applied to a Branch of the Institute.

#### **44. PROCEEDINGS OF BRANCH COMMITTEES**

- (1) Every Branch Committee member shall be entitled to exercise one (1) vote at Branch Committee meetings.
- (2) Except as provided for by these rules, questions at any meeting of a Branch Committee shall be decided by a majority of votes of the members present. The Chairman of the meeting shall have a deliberative vote and, in the case of equality of voting, the Chairman shall also have a casting vote.
- (3) At all meetings of a Branch Committee the Chairman shall preside, or in the Chairman's absence the Vice-Chairman. In the absence of both, a chairman shall be elected from those members present.
- (4) Any meeting of a Branch Committee, at which a quorum as defined by rule 42 (7) is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatsoever. The meetings and proceedings of every sub-committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the appointing Branch Committee as far as the same are applicable thereto.

- (5) No resolution of any sub-committee appointed by the Branch Committee shall bind the Branch Committee until confirmed by the Branch Committee unless, at the time of the appointment, power to do so was expressly given to such sub-committee.
- (6) All actions taken at any meeting of a Branch Committee, or a sub-committee appointed by a Branch Committee, or by any person acting as a Branch Committee member shall, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of such body or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if the Branch Committee or sub-committee of the Branch Committee, or person, as the case may be, had been duly elected or appointed and was qualified to act.
- (7) The Branch Committee shall cause minutes of the proceedings of its meetings or meetings of its sub-committees, and of general meetings of the Branch, and of the names of those present at such Branch Committee, sub-committee or general meetings, to be regularly entered into books provided for the purpose. The minutes of any meeting signed by the chairman of the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.

#### **45. GENERAL MEETINGS OF BRANCHES**

- (1) The annual general meeting of each Branch shall be held within three (3) months of the end of the Institute's Financial year, at such time and place as determined by the Branch Committee.
- (2) Not less than twenty-eight (28) days before the annual general meeting of the Branch or any ordinary meeting thereof, the Branch Secretary shall duly notify every member of the day, place and hour of the meeting and of business to be transacted.
- (3) Within twenty-eight (28) days of receipt of a written requisition, stating the object and purpose of such meeting and signed by not less than twenty (25) members or one-half of the members of such Branch, whichever is the less, the Branch Committee shall convene an extraordinary general meeting of the Branch. Failing action by the Branch Committee within the prescribed time, those requesting the meeting may convene a meeting, in the manner set out in 45 (5) below and rule 35.
- (4) A member wishing to bring any motion or business not relating to the ordinary annual business of the Branch before an annual general meeting shall give written notice to the Branch Committee, not less than twenty-one (21) days before the day of the meeting. No motion or business other than the business brought forward by the Branch Committee, shall come before the meeting unless such notice has been so given.
- (5) The Branch Committee shall give not less than fourteen (14) clear days' notice of every general meeting of the Branch, specifying the place, day and hour of such meeting and the general nature of the business to be conducted, to

members in the manner hereinafter mentioned, or in such other manner as may be prescribed by the Branch in general meeting. The want of notice on the part of any member shall not invalidate the proceedings at any general meeting of the Branch.

#### **46. PROCEEDINGS AT GENERAL MEETINGS OF BRANCHES**

- (1) The business of an annual general meeting of the Branch shall be to receive and consider the statement of income and expenditure, the balance sheet and report of the Branch Committee for the preceding year, the election of committee members and auditors and the consideration of any other business as the Branch Committee, or any member on due notice, as prescribed in rule 45 (4), may bring before it.
- (2) Ten (10) members or one third of the members of the Branch, whichever is the less, present and entitled to vote, shall be a quorum for a general meeting. No business shall be transacted at any general meeting of the Branch unless a quorum is present at the commencement, and throughout the whole of the discussion, on that business.
- (3) If within fifteen (15) minutes of the time appointed for a meeting, if convened upon such requisition as provided by rule 45 (3) herein, a quorum is not present, it shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other days (not being more than fourteen (14) days after such meeting), at such time and place as the chairman of the meeting may appoint. At such adjourned meeting, if a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.
- (4) The Chairman, or, in the Chairman's absence, the Vice-Chairman or, in the absence of both, a member of the Branch Committee to be elected by the members present, shall be entitled to take the chair at every general meeting of the Branch. At any meeting if no person entitled to take the chair shall be present within fifteen (15) minutes after the time appointed for holding such a meeting, or if all such persons present decline to take the chair, then the members present shall elect someone from their number to be chairman.
- (5) In the first instance each motion submitted to a meeting shall be determined on voices or by a show of hands. In the case of an equality of votes, either by a show of hands or at a poll, the chairman, in addition to the vote to which he or she may be entitled to as a member, shall have a casting vote.
- (6) At any meeting, unless a poll is demanded by at least five (5) of the members present and entitled to vote, a declaration by the chairman that a resolution has been carried, carried by a particular majority, lost or not carried by a particular majority, shall be conclusive evidence of the fact, without proof, of the number or proportion of votes recorded in favour of, or against, such resolution. An entry to that effect shall be made in the minute book of the Branch.
- (7) If a poll is demanded as in 46 (6) above, it shall be taken in such manner as the chairman of the meeting directs. The result of such a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for the poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded. The demand for a poll may be withdrawn. Any poll duly demanded on the election of a chairman of a meeting, or on any question of adjournment, shall be taken

at the meeting and without adjournment. A demand for referendum as provided by rule 55 shall supersede any demand for a poll.

- (8) With the consent of the meeting, the chairman of a general meeting of the Branch may adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.

## **SECTION E: DISCIPLINE**

### **47. CODE OF ETHICS**

Rules governing the professional conduct of members of the Institute shall be those contained in any Code of Ethics formulated by the Institute, provided that Council may from time to time amend the said Code of Ethics, in such manner as it thinks fit. No such amendment shall bind any member of the Institute until notice has been given to that member personally or by post in accordance with rule 35.

### **48. JURISDICTION OF DISCIPLINARY POWERS OF COUNCIL**

- (1) The disciplinary powers of Council as set out in rule 49, shall apply to members who, for the time being, are not registered.
- (2) Any registered member whose name has been removed from the register under the disciplinary powers of the Board shall thereby forfeit membership of the Institute.

### **49. DISCIPLINARY POWERS OF COUNCIL**

- (1) After inquiring into any charge, if Council is of the opinion that the member against whom the complaint was made is guilty of improper conduct, it may in writing, but subject to the provisions of these rules as to appeals, do one or more of the following:
  - (a) censure the member,
  - (b) order the member to pay a penalty as shall be determined by Council from time to time,
  - (c) suspend membership for a period not exceeding twelve (12) months,
  - (d) cancel membership and order the name of the member to be removed from the roll,
  - (e) order the member to pay any costs and expenses of, and incidental to, the inquiry.
- (2) A member's name shall not be removed from the roll under 49 (1) above for any offence committed before the date of membership if, at the date of membership, Council was aware of the member's conviction in respect of that offence.

### **50. EXERCISE OF DISCIPLINARY POWERS OF COUNCIL**

Council may exercise disciplinary powers by Special Resolution of Council, if it is satisfied, after inquiry by a Complaints Committee as provided for in rule 51:

- (a) That admission to membership was obtained by improper means;
- (b) that the member has become bankrupt or insolvent or makes an assignment for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provisions for the liquidation of his or her affairs and fails to satisfy Council when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in connection therewith;
- (c) that a member has been guilty of dishonourable conduct, or has committed a breach of the rules or Code of Ethics of the Institute, or in any circumstances, which in the opinion of Council, justifies exercising any one or more of the disciplinary powers as set out in rule 49.

## **51. COMPLAINTS PROCEDURE**

- (1) Any person may make a written complaint to the Executive Officer.
- (2) Within seven (7) days of receipt of the complaint, the Executive Officer shall acknowledge the complaint and provide the complainant with a copy of the complaints procedure. At the same time the Executive Officer shall inform the President of the complaint and ask that a Complaints Committee be established.
- (3) Within thirty (30) days of the date of the Executive Officer's letter of acknowledgement, the complainant must provide written details of the complaint to the Executive Officer.
- (4) Within seven (7) days of receipt of the written details of the complaint, the Executive Officer shall write to the member, providing a copy of the complaint made against him or her, and asking for a written reply within twenty-one (21) days.
- (5) Within seven (7) days of receipt of the written reply, or within seven (7) days of the expiry of the twenty-one (21) day period in circumstances where no written reply is received, the complaint shall be referred to the Complaints Committee.
- (6) The Complaints Committee shall comprise three (3) members:
  - (a) A Councillor from a Region other than that to which the member belongs, who shall chair the Committee;
  - (b) a person of public standing, who shall be independent of the Council and of the Institute;
  - (c) a nominee of the Branch to which the member belongs.

- (7) The Complaints Committee shall be responsible for investigating the complaint and may contact whomsoever it considers to be appropriate, and shall gather whatever information it deems necessary.
- (8) Both the complainant and the member shall be given the opportunity to discuss the case with the Complaints Committee.
- (9) Within thirty (30) days of referral of the complaint, the Complaints Committee shall report, in writing, to the Council, documenting the evidence it has collected and submitting its recommendations.
- (10) The Complaints Committee may recommend that:
  - (a) The complaint has no substance and should be dismissed, or
  - (b) the complaint has substance and should be pursued, or
  - (c) further investigation is required, specifying a date by which the further investigation should be completed by the Complaints Committee and reported to Council.
- (11) At any time during the conduct of its investigation, the Complaints Committee may attempt conciliation or mediation between the parties to the complaint.
- (12) The Council shall pay any costs incurred by the Complaints Committee which have been approved in advance.
- (13) The Complaints Committee shall report only to Council, and shall treat all information as confidential.

## **52. HEARINGS BEFORE THE COUNCIL**

- (1) Within thirty (30) days of receipt of the report from the Complaints Committee, Council shall consider the report and determine whether or not to accept the recommendation of the Complaints Committee
- (2) At any time, Council may require the Complaints Committee to gather further information.
- (3) If Council determines that the complaint has no substance it shall be dismissed.
- (4) If Council deems that the complaint has substance, but it is of a minor nature, the member shall be censured as provided for in Rule 49 (1) (a).
- (5) If Council determines that the complaint is not one of a minor nature, the complaint shall proceed to a hearing.
- (6) Within seven (7) days, the Executive Officer shall advise both the complainant and member of Council's decision and inform the secretary of the member's Branch.

- (7) Review of decisions:
- (a) If requested by the complainant, a decision of Council to dismiss the complaint shall be subject to review at a hearing by Council.
  - (b) If requested by either the complainant or the member, a decision of Council to censure the member, without proceeding to a hearing, shall be subject to review at a hearing by Council.
  - (c) The party requesting the review has twenty-one (21) days from the date of notification of Council's decision to request a review in writing.
  - (d) The party requesting the review shall deposit, with the notice of review, security for costs, the amount of which shall be determined from time to time by Council and notified in the Procedures of the Institute.
  - (e) The review shall take the form of a hearing by the Council as set out in rule 53.
  - (f) Council may decide that:
    - (i) Either the security for costs shall be refunded; or
    - (ii) at its discretion, all or part of the security for costs may be forfeited and set against the costs of the review.

### **53. PROCEDURES FOR HEARING AND REVIEW OF DECISION**

The following procedure shall be adopted at a hearing pursuant to rule 52 (5) or a review pursuant to rule 52 (7).

- (1) The Executive Officer shall serve the complainant, the member and any other relevant party thirty (30) days written notice, regarding the nature of the complaint, the intention to hold a hearing and the time and place of the hearing, as determined by Council.
- (2) The notice may be served personally, or by registered letter, to the last known place of business or residence of the complainant, member and any other relevant party.
- (3) The Council shall co-opt an independent public person who is not a member of the Institute and who shall become a full member of Council for this hearing.
- (4) The complainant shall prosecute the case. Except as provided for in 53 (5) or 53 (6) below, and providing that written approval is obtained from Council in advance, reasonable direct costs incurred in preparation and presentation of the complaint shall be met by Council.
- (5) If the Institute brings the complaint, the Institute shall prosecute the case and the Institute shall meet its own costs.

- (6) The member shall meet his or her own costs of preparation for, and attendance at, the hearing.
- (7) Council shall be entitled to hear such witnesses, call such evidence and regulate the proceedings in such a manner, including whether or not to allow cross-examination of witnesses, at its sole discretion.
- (8) Council shall allow the member a reasonable opportunity to be heard in his or her own defence.
- (9) Any party to the hearing, including Council, may appoint counsel to represent them.
- (10) If Council finds the member guilty of improper conduct, it may take one or more of the actions listed in rule 49 (1).
- (11) If Council finds the member not guilty of improper conduct, it shall dismiss the case.
- (12) The Executive Officer shall immediately notify the decision, in writing, to the complainant, the member and the secretary of the member's Branch.
- (13) The complainant and member shall have twenty-one (21) days from the date of receipt of the letter, notifying the decision of Council, to appeal the decision.
- (14) Subject to 53 (15) and 53 (16) below, the decision of Council shall take effect twenty-one (21) days from the date of notification to the complainant and the member, except that, if the complainant or the member lodges an appeal, the decision of Council shall not take effect until the outcome of the appeal is known.
- (15) Notwithstanding 53 (14) above, if the decision of Council is to suspend membership, the decision shall take effect immediately, pending the outcome of any appeal.
- (16) Notwithstanding 53 (14) above, if the decision of Council is to cancel membership, the decision shall take effect as a suspension, pending the outcome of any appeal.
- (17) The decision of Council is final, but shall be subject to appeal on matters of law or procedure only.
- (18) All matters relating to the investigation shall remain confidential until Council makes a decision. Details of the investigation may then be published.

#### **54. APPEALS AGAINST DISCIPLINARY ACTION**

- (1) As Council has absolute discretion in reaching its findings, the findings may be challenged only on matters of law or procedure.
- (2) Appeals shall be heard by the Board as a Board of Appeal.

- (3) All appeals shall be lodged, in writing, with the Executive Officer, within twenty-one (21) days of the notice of Council's decision.
- (4) With the notice of appeal, the appellant shall deposit a security for costs, the amount of which shall be determined from time to time by Council and notified in the Procedures of the Institute. This sum shall be to cover the costs incurred by the Board of Appeal in the hearing of the appeal.
- (5) If the Board of Appeal upholds the appeal, Council shall meet all reasonable costs of the appeal as fixed by the Board, and refund the appellant's deposit.
- (6) If the Board of Appeal dismisses the appeal, or a disciplinary action is varied but not removed, the appellant shall meet the costs incurred by Council up to a maximum amount as shall be determined from time to time by Council and notified in the Procedures of the Institute.
- (7) Upon receipt of the notice of appeal, the Executive Officer shall inform the chairman of the Board, and ask that a Board of Appeal, as defined in 54 (2) above, be established.
- (8) The Board of Appeal shall be convened within sixty (60) days of receipt of the notice of appeal.
- (9) The Executive Officer shall give the appellant, the respondent, the Board and all other parties involved thirty (30) days written notice of the time and place of the appeal hearing, and the nature of the appeal.
- (10) The Board of Appeal may conduct the appeal hearing in any way it deems fit. Any of the parties may be represented by counsel.
- (11) The Board of Appeal may reject the appeal, or accept it in whole, or in part. It may, at its absolute discretion, and in accordance with Council rules, impose penalties, or remove or alter any penalties previously imposed.
- (12) The Board of Appeal shall allocate the costs of the appeal in accordance with 54 (5) and 54 (6) above.
- (13) The Board of Appeal's decision shall be final.
- (14) The Executive Officer shall immediately notify, in writing, all parties to the appeal, and the secretary of the member's Branch, of the decision of the Board of Appeal.
- (15) Within fourteen (14) days of receiving the decisions, Council shall implement all decisions of the Board of Appeal.
- (16) Council may publish details of appeals and the decisions.

## **SECTION F: GENERAL**

### **55. REFERENDUM:**

Council may, by Special Resolution, refer any questions to members of the Institute by way of referendum. A Branch Committee or Branch in general meeting may refer any question to the members of the Branch, to be determined in like manner. In any such case the chairman of the meeting directing the reference shall record the matter in question, or the resolution, or amendment, in writing, in such form as in the chairman's opinion will convey the substance intended by the members present. Within seven (7) days of the meeting directing the reference, voting papers embodying the same shall be sent to all members entitled to vote. Voting papers shall be returned within twenty-eight (28) days of the date on which the referendum was directed, or a lesser period, as the meeting shall determine. Such meeting shall appoint two (2) scrutineers, who, with the chairman, shall open the voting papers and report the result of the voting to members of the Institute, or Branch, as the case may be. Such report shall be conclusive as to the result.

### **56. ALTERATION OF RULES**

These rules or any other rules for the time being in force may be altered, repealed or added to by an absolute majority of all the members at a referendum of the Institute, or by a two-thirds majority of the aggregated votes cast at a poll of each Branch, provided that:

- (a) Upon receipt of a resolution from a general meeting of any Branch, proposing any alteration, repeal or addition, or upon Special Resolution of Council proposing any such alteration, repeal or addition, Council shall determine by which of the two (2) methods, set out above, shall resolve the matter;
- (b) not less than twenty-eight (28) days notice shall be given to members of each Branch, by the Branch Committee concerned, of any meeting which may be required by Council for the purpose, specifying the nature of the proposal to be resolved.

### **57. PRIVILEGE**

All proceedings of the Institute, Council, Branches, sub-branches, Branch Committees and sub-committees shall be treated as confidential. All communications, addressed to any member, in respect of any complaint against him or her shall be absolutely privileged. All proceedings conducted by the Institute, Council, Branches, sub-branches, Branch Committees, and sub-committees in respect of any such complaint, or otherwise affecting any member shall be absolutely privileged.

**58. REFERENCE OF DIFFERENCES**

If any professional differences shall arise between members which they desire to have amicably settled by reference to one (1) or three (3) persons, and they are unable to agree upon the persons to act in such references, such persons shall, if the members agree in writing to be bound by the provisions of this rule be determined in the manner hereinafter provided. The Executive Officer, or the Branch Secretary, as the case may be, shall, upon application in writing by the parties, furnish them with a list of the Councillors or of the Branch Committee and the members of whichever body the parties desire should act as referees. If it is desired to refer the matter in dispute to one (1) person, the parties shall in turn strike off all the names upon the said list except two (2), and the person to act as referee shall be determined by lot. If it were desired to refer the matter to three (3) persons, the two (2) persons remaining on the list shall be two (2) of referees and they shall nominate a third (3<sup>rd</sup>) person from other members of the Institute. In default of agreement by the two (2) referees, the right to nominate a third (3<sup>rd</sup>) person shall be determined by lot.

**59. LIBRARY**

Council or a Branch Committee may establish libraries for the use of members and may accept donations and may purchase books and other forms of literature, and shall pay for each purchase from the funds of Council or the Branch.

**60. COMMON SEAL AND CREST**

- (1) There shall be three (3) seal-holders who shall be financial members entitled to hold office in the Institute and who shall be appointed seal holders by Council. They shall hold office at the pleasure of Council who may remove them and substitute or appoint others.
- (2) The common seal of the Institute shall not be affixed to any deed or writing, other than a certificate of membership, except with the authority of Council and in the presence of any two of the three seal-holders and the Executive Officer. The form of the attestation to be used in each and every such deed or writing, shall be the following:

The Common Seal of the New Zealand Institute of Primary Industry Management Incorporated was hereunto affixed with the authority of the Council of the New Zealand Institute of Primary Industry Management Incorporated in the presence of:

Seal-holder.....

Seal-holder.....

Executive Officer.....

- (3) The crest, coat of arms, emblazonment or any other insignia of the Institute which may be adopted by the Institute for the formal use thereof shall not be used by any person other than a member of the Institute and subject to the conditions laid down in the Code of Ethics and at the discretion of Council.

#### **61. ARBITRARY INTERPRETATION**

If any doubt shall arise as to the proper meaning of any of these rules the decision of Council thereon shall be final and conclusive provided such decision be recorded in the minute book of the Institute.