

**NEW ZEALAND INSTITUTE OF PRIMARY INDUSTRY
MANAGEMENT INCORPORATED**

RULES OF INSTITUTE

**Macalister Mazengarb
Solicitors
P O Box 927, DX SP26502
Wellington
Telephone: 04 472 5131 Facsimile: 04 473 3509**

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DATED this

day of

2015

1. CONSTITUTION

1.1 The New Zealand Institute of Primary Industry Incorporated (formerly known as the New Zealand Society of Farm Management Incorporated until November 1999) was incorporated on 7 May 1969.

1.2 These Rules were adopted by way of amendment on 2015.

2. NAME

The name of the Institute is **NEW ZEALAND INSTITUTE OF PRIMARY INDUSTRY MANAGEMENT INCORPORATED** (the *Institute*).

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In these Rules unless the context otherwise requires:

Accreditation shall mean the recognition that a Member has a level of expertise that meets or exceeds the accreditation standards set from time to time by the Board.

Act shall mean the Incorporated Societies Act 1908 as may be amended from time to time, and includes any amendment to or replacement of that Act.

Board shall mean the governing body of the Institute pursuant to Rule 16.

Board Member shall mean a Member of the Board pursuant to Rule 16.

Branch shall mean each and every branch of the Institute established pursuant to Rule 5.1(i).

Branch Committee shall mean the governing body of a Branch pursuant to the By-laws.

Branch Secretary shall mean an officer of a Branch Committee in accordance with the By-laws.

By-law shall mean any by-law established by the Institute pursuant to Rule 4.2(a).

Chairman shall mean the person holding that respective office and elected in

accordance with the relevant Rules and By-laws.

Code of Ethics shall mean the code of ethics of the Institute as provided for in the By-laws.

Executive Committee shall mean a sub-committee of Board Members appointed in accordance with Rule 17.1(g).

Executive Officer shall mean the executive officer (being, if required by the Act, the statutory officer) of the Institute appointed pursuant to Rule 19.

Fellow shall mean a person who has been granted Fellow Membership in accordance with the By-laws.

Financial Member shall mean a Member whose subscription is paid.

Financial Year shall mean the twelve (12) month period nominated by the Board in accordance with Rule 20.9.

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

Life Member shall mean a person who has been granted Life Membership in accordance with the By-laws.

Member shall mean a natural person who has been admitted to any category of Membership in accordance with the applicable Rules and By-laws.

Membership shall mean the rights and privileges of the different classes of membership of the Institute, in accordance with the applicable Rules and By-laws.

Non-Active Status shall mean a Member who is non-active in accordance with the By-laws.

President shall mean the person holding this office in the Institute and elected in accordance with Rule 16.14.

Primary Industry shall mean 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 shall mean the occupational group of Primary Industry management.

Primary Industry Professional shall mean a Professional who manages Primary Industry resources and/or provides professional services to Primary Industry, whether in management, sciences, education, financial or industry

services or a combination of these, having consideration to the relevant Primary Industry business as a whole.

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.

Registrar shall mean the registrar of Incorporated Societies under the Act.

Rules shall mean the rules of the Institute.

Special Resolution shall mean a resolution passed by the Board in accordance with Rule 18.8.

Student shall mean a person who has been granted Student Membership in accordance with the By-laws.

Working Day shall mean any day not being a Saturday or Sunday or public holiday within the meaning of section 44 of the Holidays Act 2003 in Wellington.

3.2 Interpretation

In these Rules unless the context otherwise requires:

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

4. OBJECTS AND PURPOSES

4.1 The primary objects and purposes of the Institute are to:

- (a) provide opportunities:
 - (i) that build the capability and capacity of Primary Industry Professionals;
 - (ii) for recognition of the Primary Industry Profession and Members by peers and the public; and
 - (iii) for continuous professional development of Members; and

- (b) to promote:
 - (i) excellence and professionalism of Members;
 - (ii) professional services provided by Members;
 - (iii) career opportunities with the Primary Industry Profession; and
 - (iv) the development of Primary Industry.

4.2 Without detracting from the primary objects and purposes listed above, the secondary objects and purposes of the Institute are to:

- (a) establish By-laws to advance the attainment of the above primary objects and purposes;
- (b) establish a Code of Ethics applicable to Members;
- (c) facilitate and promote any contribution that can be made to the Primary Industry for the betterment of Members or the clients that Members service; and
- (d) do any other act or thing incidental or conducive to the attainment of any of the above objects and purposes.

4.3 Despite clauses 4.1 and 4.2 above, no Member of the Institute shall derive any personal pecuniary or monetary gain from Membership of the Institute.

5. POWERS

5.1 In addition to its statutory powers, the Institute may:

- (a) use such of its funds to pay the costs and expenses of furthering or carrying out its objects and purposes, and for that purpose may employ or contract such people as may seem expedient;
- (b) purchase, lease, hire, mortgage or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges as may seem expedient;
- (c) invest in any investment in which a trustee might invest;
- (d) issue negotiable instruments;
- (e) receive and make gifts;
- (f) enter into contracts and leases;
- (g) have power to borrow or raise money by debenture, bonds, mortgage

and other means, with or without security, but such borrowing powers shall not be exercised other than by resolution of a general meeting of which at least ten (10) Working Days' written notice was given by circulation to all Members;

- (h) 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 objects are altogether or in part similar to those of the Institute;
- (i) establish Branches of the Institute throughout New Zealand;
- (j) establish and enforce a Code of Ethics;
- (k) encourage training and education of persons practicing or intending to practice as Primary Industry Professionals;
- (l) establish registration board and panels to receive and facilitate the application and approval process for Registered Members;
- (m) establish appropriate structures and vehicles to develop and run Accreditation schemes and professional development programmes for the continuous professional development of Members;
- (n) do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects and purposes; and
- (o) 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.

5.2 Despite any other provision in these Rules, the Institute shall not operate for the purpose of, or with the effect of, returning all or part of the surplus generated by their operations to its Members, in money or in kind, or conferring any kind of ownership in the Institute's assets on its Members. However, the Institute is not operating for the pecuniary or monetary gain of Members in breach of the Act simply because:

- (a) it trades on its own behalf;
- (b) it provides a Member with payments that are incidental to the purpose of the Institute;
- (c) it reimburses a Member for reasonable expenses legitimately incurred on behalf of the Institute or while pursuing the Institute's objects and

purposes;

- (d) it provides benefits to the public some of whom may be Members or their families;
- (e) it provides a Member with salary, wages or other payment for services to the Institute, in accordance with Rule 5.4 below, and does not include any profit share, percentage of revenue or other reward linked to gains made by the Institute; or
- (f) it provides a Member with incidental benefits such as prizes, scholarships or discounts on products or services, provided that the purpose of the provision is in accordance with the purpose of the Institute.

5.3 No act of the Institute and no transfer of property to or by the Institute is invalid merely because the Institute did not have the capacity, the right, or the power to do the act or to transfer or take the transfer of property.

5.4 Any transactions between the Institute and any Member or associated persons, shall be at arm's length and in accordance with prevailing commercial terms on which the Institute would deal with third parties not associated with the Institute, and any payments made in respect of such transactions shall be limited to:

- (a) a fair and reasonable reward for services performed;
- (b) reimbursement of expenses properly incurred;
- (c) usual professional, business or trade charges; and
- (d) interest at no more than current commercial rates.

6. MEMBERSHIP

6.1 The Board shall determine, from time to time, the eligibility criteria for classes of Membership in accordance with the applicable By-laws.

6.2 Membership will be divided into the following categories:

- (a) Life Member;
- (b) Fellow;
- (c) Registered Member;
- (d) Member;
- (e) Associate; and

(f) Student.

6.3 Other classes may be determined by the Board from time to time.

6.4 The Institute shall maintain a register of Members at the registered office of the Institute.

7. ADMISSION OF MEMBERS

7.1 Every application for admission to Membership shall be made in writing as determined by the Board from time to time, and is to be accompanied by such supporting documentation and information as the Board may specify from time to time. Members will be associated with the Branch within whose geographic area the Member resides.

7.2 Membership may be approved, granted, deferred or rejected by the Board.

7.3 In considering the granting of admission to Membership, the Board shall take into account any of the relevant factors listed in the By-laws.

7.4 An admission fee, of such amount (if any), as may be determined by the Board from time to time, shall be payable to the Institute by each successful applicant.

8. SUBSCRIPTIONS AND LEVIES

8.1 The Board shall determine the annual subscriptions or levies payable by particular classes of Members from time to time.

8.2 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any fees within three (3) months of the date of such notice, shall be considered to have an unpaid Membership and shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Institute activity or business until all the arrears are paid.

8.3 In accordance with Rule 9.1(a), if such arrears are not paid within four (4) months of the date the subscription or levy became due or such later date as the Board may determine, the Member's Membership shall be deemed to have been terminated and the Member shall cease to hold himself or herself out as a Member of the Institute, and shall return to the Institute all material produced by the Institute.

9. CESSATION OF MEMBERSHIP

9.1 A person ceases to be a Member if:

(a) any fees due from that Member remain unpaid for four (4) months or

such longer period as may be determined by the Board; or

- (b) they no longer meet the requirements of their category of Membership; or
- (c) the person resigns by notice in writing to the Institute; or
- (d) the Board, in its discretion, terminates the person's Membership in accordance with these Rules as a result of:
 - (i) the Member being convicted of any indictable offence or an offence for which a convicted person may be imprisoned;
 - (ii) a recommendation from the Complaints Committee in accordance with the By-laws;
 - (iii) the Member being adjudged bankrupt or insolvent or making an assignment for the benefit of his or her creditors or taking or attempting to take the benefit of any statutory provisions for the liquidation of his or her affairs and fails to satisfy the Board 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; or
 - (iv) the Member making a composition with creditors.

10. RE-ADMISSION OF FORMER MEMBERS

- 10.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Board.
- 10.2 However, if a former Member's Membership was terminated under Rules 9.1(d), the applicant shall not be re-admitted unless unanimously resolved by the Board

11. GENERAL MEETINGS

- 11.1 The annual general meeting of the Institute shall be held within seven (7) months of the end of the Institute's Financial Year, at such a time and place as determined by the Board.
- 11.2 Not less than twenty-eight (28) Working 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 time of the meeting and the business to be transacted.
- 11.3 The business of the annual general meeting shall be to:

- (a) receive and consider the statement of income and expenditure and other financial reports from the recent financial year;
- (b) receive the statement of accounts and annual report of the Institute's activities since the previous general meeting;
- (c) elect, or announce the appointment of, any Board Members;
- (d) appoint an auditor or auditors;
- (e) consider any resolution of which proper notice has been given;
- (f) discuss any general business; and
- (g) provide a summary of the nature and extent of any disclosures made by officers of the Institute (if any) of financial interest in matters being considered by or affecting the Institute, recorded during the year.

Any Member wishing any business to be formally discussed or any resolution to be considered at an annual general meeting shall give notice in writing to the Board, not less than twenty-one (21) Working Days prior to the date of the annual general meeting. No motion or business, other than the business brought forward by the Board, shall come before the meeting unless such notice has been so given.

- 11.4 A general meeting of Members of the Institute may be called by the Board at any time and will be called by the Board within thirty (30) Working Days after receipt at the registered office of the Institute, of a written request signed by not less than fifty (50) Members entitled to vote and specifying the purpose of the meeting requested and the text of any resolutions to be put to the meeting.
- 11.5 All Members and Board Members may attend general meetings of the Institute.
- 11.6 Twenty (20) Members of the Institute, present at any general meeting and entitled to vote, will constitute a quorum. No business shall be transacted at any general meeting of the Institute unless a quorum is present.
- 11.7 If a quorum is not present within fifteen (15) minutes after the time appointed for a meeting, the meeting will be adjourned to the same day in the following week at the same time and place, or, to such other day, time and place as the Board may determine. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the Members of the Institute present and entitled to vote will constitute a quorum.

11.8 If a meeting is adjourned for:

- (a) less than twenty (20) Working Days, no notice of the time and place of the adjourned meeting need be given other than by announcement at the meeting that was adjourned; or
- (b) for twenty (20) Working Days or more, notice of the adjourned meeting must be given in the same manner as for the original meeting.

11.9 Minutes must be kept of all general meetings of the Institute.

12. VOTING

12.1 All Financial Members, other than Student and Non-Active Members, shall have the right to vote at any general meeting, poll, or referendum of the Institute.

12.2 Non-Voting Members are not entitled to vote at general meetings of the Institute. Members, other than Non-Voting Members, will each be entitled to one vote at general meetings of the Institute and in case of an equality of votes, the Chairman will have a second or casting vote.

12.3 Voting at general meetings will be voiced by show of hands, as determined by the Chairman of the meeting, unless a poll is requested pursuant to Rule 12.4 below.

12.4 A poll may be requested by:

- (a) a declaration made by the Chairman of the meeting; or
- (b) at least ten (10) Members having the right to vote at the general meeting.

12.5 Resolutions before the meeting shall be determined by a majority of votes unless these Rules expressly provide otherwise. A declaration by the Chairman that a resolution is carried by the requisite majority, or lost, shall be conclusive evidence of the fact.

13. POSTAL/ELECTRONIC VOTING

13.1 The Board may at any time refer any matter to the Members of the Institute who are entitled to vote, for decision either by way of postal or electronic vote in lieu of meeting, or, by allowing a Member entitled to vote at a general meeting of Members of the Institute to exercise the right to vote by casting a postal or electronic vote.

13.2 The manner in which postal or electronic voting shall be undertaken shall be determined by the Board from time to time.

14. PROXIES

14.1 A Member entitled to vote may exercise the right to vote in person or by proxy provided that:

- (a) the person must be a Member and entitled to vote;
- (b) the instrument appointing a proxy shall be in writing and signed and witnessed under the hand of the appointer; and
- (c) the instrument appointing a proxy shall be presented prior to the commencement of the meeting.

14.2 Where:

- (a) a Member has died or is an individual subject to a property order made under the Protection of Personal Property Rights Act 1988; or
- (b) the proxy, or authority under which the proxy was executed, has been revoked;

before a meeting, or an adjourned meeting, at which a proxy votes pursuant to a notice of appointment, the vote of the proxy is valid provided that the Institute has no written notice of that death, incapacity, or revocation before the start of the meeting.

15. CHAIR

The President, or in his/her absence a Member of the Board elected by Members present, will chair every general meeting of the Institute. If neither is present within fifteen (15) minutes of the time appointed for the meeting, the Members present shall appoint one of their number to be Chairman.

16. MANAGEMENT BY THE BOARD

16.1 The governance and management of the affairs of the Institute shall be vested in the Board.

16.2 A Member of the Board must be at least eighteen (18) years of age and resident in New Zealand.

16.3 A person shall qualify for the position as a Board Member if that person meets the relevant matters for Membership as outlined in the By-laws.

16.4 Subject to these Rules, the Board may exercise all such powers and do all such acts and things as may be in accordance with these Rules.

16.5 The Board will comprise three (3) Members from the North Island and three (3) Members from the South Island and, if the Act provides, the Executive

Officer.

- 16.6 Nominations for the positions of the Board shall be made by Members in writing, signed by the nominator and candidate, and shall be deposited with the Executive Officer prior to the last Working Day of the third (3rd) month of the Institute's Financial Year.
- 16.7 The appointment of new Board Members shall be by election (by the Membership at large by way of electronic voting), from the nominations received, and shall take place prior to the closure of the annual general meeting of the Institute's Financial Year.
- 16.8 In the event of no nominations being received, the Board may appoint from amongst the Members at large.
- 16.9 The Board has the option, at any time, to appoint up to two (2) independent persons with specialist skills or expertise to the Board for a period not exceeding two (2) years.
- 16.10 Except as otherwise provided in these Rules, two (2) Board Members shall be elected each year and each Board Member shall hold office for a term of three (3) years, but shall be eligible for re-nomination;
- 16.11 The term of a Board Member shall be a maximum of nine (9) consecutive years, unless otherwise agreed by the Board;
- 16.12 A majority of the Board may request a Board Member to step down as a Board Member at any time during their term of office.
- 16.13 The term of office of the Board shall be from the closure of the annual general meeting of the Institute to the closure of the succeeding annual general meeting.
- 16.14 At a Board Meeting immediately following the annual general meeting of the Institute, the Board shall elect one (1) Member of the Board to be President of the Institute. The President shall hold office for no less than one (1) year and no more than two (2) consecutive years.
- 16.15 Nominations for the office of President shall be in writing, signed by the nominator and candidate and shall be deposited with the Executive Officer seven (7) Working Days prior to the Board meeting referred to in Rule 16.14.
- 16.16 The Board may fill any casual vacancy occurring in the Board until the general meeting. Any Member appointed to fill a casual vacancy shall, unless he or she sooner vacates or is disqualified from office in accordance with Rule 16.20 or the term has expired.
- 16.17 The Board may meet, adjourn, and otherwise regulate its meetings as it shall

think fit. It may conduct any part of its business by mail and email in accordance with these Rules. The Board shall meet at least once a year.

16.18 At all Board meetings the quorum shall be:

- (a) any four (4) Board Members other than the Executive Officer; and
- (b) if he or she is required under the Act to be a Member of the Board, the Executive Officer.

16.19 A Board meeting shall be convened at any time at the request of the President or of three (3) Members of the Board, provided that fourteen (14) Working Days' notice of any such meeting shall be sent to the Board Members.

16.20 A Member shall be disqualified from being appointed or holding office as a Board Member if that person:

- (a) is prohibited from being an officer of an incorporated society under the Act;
- (b) is prohibited from being a director or taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Financial Markets Conduct Act 2013, the Securities Market Act 1988, or the Takeovers Act 1993 (or their successors);
- (c) is an individual subject to a property order made under the Protection of Personal Property Rights Act 1988;
- (d) does not comply with any the of the qualifications or matters outlined in the By-laws;
- (e) ceases to be a Member of the Institute;
- (f) resigns as a Member of the Board;
- (g) is absent from three (3) consecutive meetings without leave previously granted and no substitute appointed;
- (h) 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 Board 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;
- (i) has died; or

- (j) has an unpaid Membership in accordance with Rule 8.2.
- 16.21 If a Member is disqualified or banned from being a Board Member or other officer of the Institute, then that person must retire from the Institute.
- 16.22 Where a Board Member, or other officer of the Institute has a financial interest in a matter being considered by or affecting the Institute, that person must, as soon as practicably possible after the Board Member or other officer becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the Board of the Institute.
- 16.23 A Member of the Board or other officer of the Institute shall be considered to have a financial interest in a matter if he or she:
- (a) may derive a financial benefit from the matter;
 - (b) is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter;
 - (c) may have a financial interest in an entity to which the matter relates; or
 - (d) is a partner, director, officer, board member, or trustee of a person who may have an interest in an entity to which the matter relates.
- 16.24 Where a Board Member or other officer of the Institute has disclosed a financial interest in accordance with Rule 16.22 above:
- (a) he or she must not vote in any decision on the matter but may be present at the time of the decision and may contribute in the discussion leading to the decision;
 - (b) the Board may, where it considers it appropriate, exclude the Board Member or other officer from any further discussion or involvement with the matter.
- 16.25 A Board Member or other officer who has been excluded from voting in accordance with Rule 16.24(a) may still continue to be counted as part of the quorum.
- 16.26 The Board must maintain a register of disclosures made by Board Members or other officers of the Institute who have disclosed a financial interest in accordance with Rule 16.22. The Board will present a summary at each general meeting of the nature and extent of any disclosures recorded during the year.
- 16.27 Unless stated otherwise, the register of disclosures in accordance with Rule 16.26 above shall not be open to inspection by Members of the Institute who are not Board Members or other officers of the Institute.

16.28 The Board will from time to time appoint an Executive Officer, honorary or remunerated, who may, and if required by the Act, must, be a Member of the Institute or the Board, and who shall hold office subject to the provisions of Rule 19.

17. POWERS OF THE BOARD

17.1 Without prejudice to any other general powers the Board may have at law, but subject to these Rules and the Act, the Board will have the following powers:

- (a) it may make, vary and repeal procedures and from time to time may make, amend, enlarge or revoke By-laws ancillary to, but not inconsistent with, the Rules of the Institute;
- (b) it may purchase, take or lease, hire or otherwise acquire, and hold real and personal property considered necessary or desirable for the attainment of any objects and purposes of the Institute;
- (c) it may sell, mortgage, charge or otherwise dispose of any of the property of the Institute and grant such rights and privileges as the Board may from time to time deem necessary or desirable;
- (d) it may employ or contract, any persons to manage and operate the Institute under the discretion and supervision of the Board. It may also 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 the employee;
- (e) it may appoint its bankers, legal advisers and accountants;
- (f) it may allocate governance portfolios according to the relative strengths of the Board Members. One of those portfolios shall always be oversight of financial risk management on behalf of the Board;
- (g) it may appoint a sub-committee of Board Members as an Executive Committee with such powers as may be prescribed by the Board, provided that such powers do not exceed those of the appointing Board, subject to Rule 18.7;
- (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 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 the Board may think fit;
- (l) it may create or enter into separate trusts or legal entities (including joint ventures) for the furtherance of the objects and purposes of the Institute;
- (m) it may make By-laws for the governance, management, operation, and administration of the Institute, and in furtherance of the objects and purposes of the Institute;
- (n) it may implement appropriate disciplinary procedures for Members consistent with the objects and purposes of the Institute;
- (o) it may implement procedures to minimise, avoid and resolve disputes between Members and between Members and their clients and/or Members of the public, and to encourage alternative disputes resolution techniques to facilitate the resolution of such disputes;
- (p) it may enter into such negotiations, contracts, deeds and arrangements in the name, or on behalf of, the Institute, as the Board considers appropriate in the furtherance of the objects and purposes of the Institute;
- (q) it shall determine subscriptions and fees and may authorise and impose levies on Members of the Institute in accordance with Rule 8, and shall be responsible for and have authority and control over the setting, 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 considers 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;
- (r) it may refer any claims or demands by or against the Institute to arbitration or mediation;
- (s) it may publish any materials as it thinks fit;
- (t) it may fund prizes and scholarships with such conditions attached, as it may think fit;

- (u) it may communicate with similar bodies and with members of the Profession elsewhere with a view of 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;
- (v) it may negotiate and arrange with similar bodies for the reciprocal recognition of the status of Members; and
- (w) 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 objects and purposes of the Institute.

18. PROCEEDINGS OF THE BOARD

- 18.1 Every Board Member shall be entitled to exercise one (1) vote at Board meetings.
- 18.2 Except as provided for by these Rules, resolutions at any meeting of the Board shall be decided by a majority of votes of the Board Members present. The Chairman of the meeting shall have the deliberative vote and, in the case of an inequality of voting, shall also have a casting vote.
- 18.3 At all Board meetings, the President shall preside, or in the President's absence a Chairman shall be elected from those Board Members present.
- 18.4 Any meeting of the Board, at which a quorum as defined by Rule 16.18 is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatsoever.
- 18.5 If a Board Member is unable to attend a Board meeting, he or she may give their proxy to another Board Member. The absent Board Member 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 Board Member by written notice to the Board prior to the start of the meeting;
- 18.6 Board meetings may be conducted by telephone, or using teleconference facilities provided that each Board Member present can hear and communicate with each other.
- 18.7 No resolution of any sub-committee appointed by the Board shall bind the Institute until confirmed by the Board unless, at the time of the appointment, power to do so was expressly given to such sub-committee.
- 18.8 A Special Resolution of the Board is a resolution passed by a majority of not less than two-thirds of the votes of the Board Members or their proxies

present at a meeting. Notice shall be given in writing to the meeting at which a Special Resolution is to be considered.

- 18.9 A resolution in writing, a copy of which has been forwarded to every Member of the Board and signed by three-fourths of all Board Members, shall at the discretion of the President be as valid and as effective as if it has been passed at a meeting of the Board duly called and constituted.

19. EXECUTIVE OFFICER

- 19.1 The Board will appoint a person to be the Executive Officer of the Institute and to manage the day-to-day business and affairs of the Institute in accordance with the directions of the Board from time to time.
- 19.2 The Executive Officer shall be entitled to, and if so required under the Act will, attend all meetings of the Board.
- 19.3 The powers and duties of the Executive Officer shall be outlined in the By-laws.

20. FINANCE

- 20.1 The Board shall keep such books of account as may be necessary to provide the true record of the Institute's financial position and present an annual Statement of Accounts (Income and Expenditure Account and Statement of Financial Position) to the annual general meeting together with a budget for the next financial year.
- 20.2 The Institute shall prepare annual financial reports, and shall file copies of these with the Registrar.
- 20.3 Absolute authority over the responsibility for the funds of the Institute shall be vested in the Board, despite anything to the contrary expressed or implied in the powers, duties and directions of the Board or Branch Committees or elsewhere in the Rules of the Institute.
- 20.4 Despite Rule 20.3 above, Branch Committees shall have control over the maintenance, investment and expenditure of the funds of their respective Branches, as provided for in the By-laws. Such funds shall be for the conduct and administration of the affairs of the Branch, provided always that such expenditure shall not exceed the total funds of the Branch, without the prior authority in writing of the Board, and subject to any provisions concerning the funds of the Institute hereinbefore and hereinafter set out.
- 20.5 Only the Board 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.

- 20.6 The Board shall maintain bank accounts in the name of the Institute, and all payments and deposits (including those for electronic banking) shall be signed by or otherwise approved or authorised by or on behalf of the Board. These shall be countersigned by the Executive Officer or such other officer appointed by the Board. Likewise, for a Branch, the above documents shall be signed by the two Branch Committee Members so appointed for that purpose.
- 20.7 All money received on account of the Institute shall be banked within seven (7) Working Days of receipt.
- 20.8 All accounts paid or for payment shall be submitted to the Board for approval of payment.
- 20.9 The Institute's Financial Year shall mean the twelve (12) month period nominated by the Board.
- 20.10 The annual general meeting each year shall appoint an auditor (who is a Chartered Accountant who may or may not be a Member of the Institute) to audit the annual accounts of the Institute and respective Branches and provide a certificate of correctness of the same, and if any such auditor is unable to act the Board shall appoint a replacement auditor. The auditor shall hold office until the next annual general meeting and they shall be eligible for re-election. A Board Member or a Branch Committee Member shall not be eligible for election as an auditor.
- 20.11 The statements of accounts of the Institute shall be drawn up as at the last day of the Financial Year, and distributed for approval at the annual general meeting.
- 20.12 A list of all payments made by the National Office, during a month shall if requested by the Board, be forwarded to the Board in advance of any Board meeting.

21. EXECUTION OF DOCUMENTS

- 21.1 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 the Board.
- 21.2 Unless otherwise determined by the Board, any contract, document or instrument requiring signature by the Institute, other than a deed, may be signed by any two (2) Board Members or the Executive Officer, pursuant to a resolution of the Board.

22. REGISTERED OFFICE

- 22.1 The Registered Office of the Institute shall, for the time being, be located at 69 The Terrace, Wellington.
- 22.2 Any change to the registered office of the Institute will be determined from time to time by the Board.

23. ALTERATION OF RULES

- 23.1 The Institute may, from time to time, alter, amend or replace these Rules by resolution of any general meeting passed by a two-thirds majority vote of those Members attending and voting at a general meeting of the Institute.
- 23.2 Every alteration of these Rules must:
- (a) be in writing;
 - (b) signed by at least three (3) Members of the Institute; and
 - (c) notified to the Registrar within thirty (30) Working Days accompanied by a certificate by an officer of the Institute or a solicitor certifying that the alteration has been made in accordance with these Rules.

24. INDEMNITY AND INSURANCES

- 24.1 A Member is not liable for an obligation of the Institute simply by reason of being a Member of the Institute.
- 24.2 The Institute is not able to exclude the liability of an officer or indemnify an officer in respect of any liability for any action as an officer or the costs incurred by the officer in defending or settling any claim or proceedings against the officer.
- 24.3 Despite Rule 24.2 above, the Institute may:
- (a) indemnify an officer for the costs incurred in defending criminal or civil proceedings relating to liability for his or her actions as an officer where judgment is given in favour of the officer or he or she is acquitted;
 - (b) indemnify an officer against liability to third parties for the officer's actions in his or her capacity as an officer (and for costs relating to any claim or proceedings relating to that liability), not including any criminal liability or any liability resulting from any breach of the duty to act in good faith and in the best interests of the Institute; and
 - (c) arrange insurance for an officer in respect of liability (except criminal liability) for any acts or omissions committed by the officer in his or her

capacity as officer.

24.4 The Institute shall indemnify Members and employees who act in good faith in pursuance of the Institute's objects and purposes, and the Institute may take insurance, if it wishes, for the purposes of that indemnity.

25. WINDING UP

25.1 The Institute may be wound up under the provisions of the Act.

25.2 If the Institute is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any Member.