

# NZISM



New Zealand Institute of Safety Management

NEW ZEALAND INSTITUTE OF  
SAFETY MANAGEMENT (INC)

# RULES

August 2019

## RULES

### August 2019

The New Zealand Institute of Safety Management (Inc) is a non-profit organisation registered under the Incorporated Societies Act 1908. The Rules are an integral part of compliance with the requirements of the Incorporated Societies Act and this is consequently an important document with which all members of NZISM are be familiar with and abide by.

The current Rules (dated August 2019) were adopted at the Special General Meeting on 8 August 2019

Signed by 3 Institute Members:



Greg Dearsly

President



Mike Cosman

Chair, Advisory Board



Ravi Kolluru

Operations Manager

# RULES OF NEW ZEALAND INSTITUTE OF SAFETY MANAGEMENT (INCORPORATED)

## 1. Name and Registered Office

### 1.1 Name

The name of the institute is the New Zealand Institute of Safety Management (Incorporated), herein after referred to as the Institute.

### 1.2 Registered Office

The registered office of the Institute shall be at such place as the Senior Leadership Team shall determine from time to time.

## 2. Interpretation

### 2.1 Definitions

In these Rules unless the context indicates otherwise:

**'Accreditation Programme'** means the Institute's continuing professional development programme for Accredited Members as developed by the Senior Leadership Team from time to time.

**'Accredited Member'** means a member of the Institute as described in Rule 4.1.3

**'Act'** means the Incorporated Societies Act 1908

**'Affiliate Member'** means a member of the Institute as described In Rule 4.1.2

**'Annual Financial Statements'** means the financial statements of the Institute prepared by (or under the supervision of) the National Office which shall include, but may not be limited to, financial statement(s) showing the performance and financial position of the Institute

**'Annual General Meeting'** means an annual general meeting of the Members held under Rule 7.5

**'Branch'** means a branch of the Institute established from time to time by the Senior Leadership Team under Rule 7.1.1

**'Branch Committee'** means the committee of a Branch established under Rule 7.2.1

**'Branch Manager'** means the manager of a Branch elected in accordance with Rule 7.3.4

**'Branch Manager Network'** means the national committee of Branch Managers

**'Chief Executive Officer'** means the Chief Executive Officer of the Institute appointed by the Governance Board from time to time

**'Code of Professional Ethics'** means the Institute's Code of Professional Ethics (as amended from time to time by the Senior Leadership Team pursuant to Rule 4.4)

**'Fees'** means the fees to be paid by each Member as determined from time to time by the Senior Leadership Team and then approved by a resolution of Members

**'Financial Year'** has the meaning given to that term in Rule 8.1

**'General Meeting'** means an Annual General Meeting or a Special General Meeting

**'Governance Board'** means the Governance Board of the Institute appointed and removed in the manner set out in Rules 6.6 and 6.7

**'Grade'** means the grade attributed to an Accredited Member in accordance with the Accreditation Programme

**'Institute'** means the New Zealand Institute of Safety Management (Incorporated)

**'Life Member'** means a member of the Institute as described in Rule 4.1.5

**'Members'** means the members of the Institute from time to time and 'Member' has a corresponding meaning

**'National Office'** means the collective team including the Chief Executive Officer and administrators contracted to oversee the administration and management of the Institute

**'Objects'** means the objects of the Institute as set out in Rule 3.2

**'Operations Manual'** means the operations manual of the Institute as documented and amended by the Senior Leadership Team from time to time in accordance with Rule 4.4

**'Ordinary Resolution'** means a resolution passed by a simple majority of the votes of those Members entitled to vote and voting on the question

**'President'** means the President of the Institute elected in accordance with Rule 5.5

**'Register of Members'** means the register of Members referred to in Rule 4.6

**'Registrar'** means the person holding office from time to time as the Registrar of Incorporated Societies in terms of the Act

**'Rules'** means these Rules as amended or added to, including all schedules to these Rules (if any)

**'Seal'** means the common seal of the Institute

**'Senior Leadership Team'** means those persons comprising the Senior Leadership Team from time to time as specified in Rule 5.2

**'Safety'** means occupational safety and health risk management

**'Special General Meeting'** has the meaning given in Rule 9.2

**'Special Resolution'** means a resolution passed by a majority of 75 percent of the votes of those Members entitled to vote and voting on the question

**'Student Member'** means a member of the Institute as described in Rule 4.1.4

## 2.2 General Construction

In these Rules, unless the context otherwise requires:

- a. Headings to Rules are for reference only and are not an aid to interpretation.
- b. References to statutory provisions will be construed as references to those provisions as they may be amended or re-enacted or as their application is modified by other provisions from time to time.
- c. References to a Member include that Member's representatives where applicable.
- d. References to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, or other entities.
- e. All periods of time include the day on which the period commences and also the day on which the period ends.

- f. Words importing the plural include the singular and vice versa and words importing gender import all genders.
- g. Any obligation not to do something will be deemed to include an obligation not to suffer, permit, or cause that thing to be done.
- h. If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- i. The use of expressions such as 'includes', 'including', 'for example', and similar expressions does not limit what else might be included.

### 3. Purpose, Objects and Powers of the Institute

#### 3.1 Purpose

The purpose of NZISM is to enable all those with an interest in occupational safety and health risk management to develop their knowledge and skills for the benefit of themselves and the organisations and workers they support.

#### 3.2 Objects

The objects of the Institute ('Objects') are to:

**Promote** excellence in occupational safety and health risk management in New Zealand

**Influence** all agencies involved in the life cycle of an occupational health and safety practitioner/professional for the benefit of the industry and our membership

**Lead** the way for occupational health and safety professionals including through the development and implementation of continuing professional development programmes

**Collaborate** with other bodies and organisations in promoting the practice and profession of occupational health and safety

**Recognise** members and promote their achievements to industry

**Provide** such infrastructure, services and facilities as determined from time to time by the Governance Board, relating to the achievement of the Objects

#### 3.3 Powers

The Institute shall have the rights, powers, and privileges of a natural person which may only be exercised for the purpose of fulfilling its Objects, including:

- a. To purchase, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of, or otherwise deal with any real or personal property of the Institute and any rights or privileges, at such price and on such terms or conditions as the Institute thinks fit.
- b. To use the funds of the Institute as the Institute may consider necessary or proper to:
  - Pay the costs and expenses of the Institute.
  - Further the Objects of the Institute, including the employment of solicitors, agents, and other advisors or service providers as considered appropriate.
- c. To engage in prosecuting, defending, or otherwise taking any legal action or legal proceedings on behalf of the Institute and for that purpose, to expend such moneys and employ such solicitors, counsel, and other advisors as the Institute may think fit.
- d. To open and operate bank accounts of whatever nature or description subject to such conditions as the Institute thinks fit.
- e. To invest and deal with the monies of the Institute not immediately required upon such securities or otherwise in such manner as may from time to time be determined by the Institute, and from time to time to vary such investment or realise the amount invested therein with such investment returns being applied to enable the Institute to meet its costs.
- f. To borrow or raise money by any means and upon such terms (including as to the giving of security) as the Institute thinks fit.
- g. To employ Members, persons comprising the Senior Leadership Team, and/or any other persons on a full or part-time basis whether in New Zealand or offshore, and to remunerate them and generally employ them, and to terminate such employment accordingly.

- h. To engage and remunerate any person for services rendered or to be rendered in respect of the formation or promotion of the Institute or the conduct of its Objects.
- i. To assist any charity or charitable purposes by such financial or other means as the Institute thinks fit.
- j. To establish a Senior Leadership Team with the functions and powers set out in these Rules.

### 3.4 Interpretation of Powers

In the event of any ambiguity of any power contained in Rule 3.3, each power shall be construed in such a way as to widen and not restrict the powers of the Institute and the Senior Leadership Team.

## 4. Membership

### 4.1 Membership eligibility

#### 4.1.1 Types of Members

A Member may be either:

- a. an Affiliate Member;
- b. an Accredited Member;
- c. a Student Member;
- d. a Life Member; or
- e. any other type or types of Member that the Governance Board from time to time determines in addition to any of the above types. The terms and conditions of such additional types of membership of the Institute shall be as determined by the Governance Board from time to time.

#### 4.1.2 Eligibility for Affiliate Membership

A person shall be eligible to be an Affiliate Member of the Institute if that person:

- a. is an individual;
- b. is interested or involved in Safety;
- c. has paid the current membership fees;
- d. has not previously been expelled from the Institute (unless this requirement has been dispensed with at the sole discretion of the Senior Leadership Team); and
- e. otherwise meets such other eligibility requirements as the Governance Board may determine from time to time.

#### 4.1.3 Eligibility for Accredited Membership

A person shall be eligible to be an Accredited Member of the Institute if that person:

- a. is an Affiliate Member;
- b. has been accepted as meeting the requirements of the Accreditation Programme and has achieved at least the level of 'Technician';
- c. has a current, active and up to date MyCPD record; and
- d. otherwise meets such other eligibility requirements as the Governance Board may determine from time to time.

#### 4.1.4 Eligibility for Student Membership

A person shall be eligible to be a Student Member of the Institute if that person:

- a. is enrolled at the time of application or renewal with a tertiary education provider in study with more than 20 hours per week on an Occupational Health and Safety course recognised by the Institute;
- b. or has been enrolled with a tertiary education provider in full time study on an Occupational Health and Safety course within 6 months of applying for student membership;

- c. meets the eligibility criteria set out in Rules 4.1.2a, c, and d.; and
- d. otherwise meets such other eligibility requirements as the Governance Board may determine from time to time.

On the anniversary of becoming a Member, and at any time as requested by the National Office, each Student Member must provide to the National Office evidence satisfactory to the National Office that the Student Member still meets the eligibility requirements for a Student Member, and in particular the study requirements set out in these Rules.

#### 4.1.5 Eligibility for Life Membership

A person shall be eligible to be a Life Member of the Institute if that person:

- a. is currently an Affiliate Member or an Accredited Member;
- b. has been nominated by a Branch or other Member to be a Life Member for long and emeritus service to the Institute;
- c. has had their nomination to be a Life Member approved by the Senior Leadership Team; and
- d. otherwise meets such other eligibility requirements as the Governance Board may determine from time to time.

#### 4.1.6 Additional categories of Membership

The Governance Board may, from time to time, vary the existing categories of Membership and/or create additional categories of membership of the Institute. The membership fee payable for any type of varied or new Membership will be as determined by the Senior Leadership Team and then approved by the resolution of the Members .

#### 4.1.7 Change of type of membership

- a. Subject to the remainder of this Rule, any Member may by written application to the Senior Leadership Team request to change his or her membership to that of any other category of membership for which they are eligible. The Senior Leadership Team may, approve, decline or defer the application. A Member's change of type of membership, if approved by the Senior Leadership Team, shall take effect from the date of payment by the Member of any additional membership fee payable for that type of Member.
- b. When a Student Member ceases to meet the eligibility requirements in Rule 4.1.4 and/or wishes to become an Affiliate Member, the Student Member shall notify the National Office in writing. The Student Member's change of type of membership shall take effect from the date of payment of the applicable membership fee for an Affiliate Member, which may be prorated by the Senior Leadership Team in its sole discretion.
- c. Any Member or Branch may, by written application to the Senior Leadership Team, request an Affiliate Member or Accredited Member (as the case may be) have their membership changed to a Life Member. The Senior Leadership Team may, in its sole discretion, approve, decline or defer such an application.

## 4.2 Application to be a Member of the Institute

### 4.2.1 Application

- a. Any person wishing to be either a Student Member or an Affiliate Member of the Institute shall submit a fully completed application to the National Office in the form and in the manner prescribed by the Senior Leadership Team from time to time. For the avoidance of doubt, no person can apply to be an Accredited Member or a Life Member without being an existing Affiliate Member of the Institute.
- b. Any person wishing to change their type of membership of the Institute shall comply with Rule 4.1.7.

#### 4.2.2 Application eligibility

Notwithstanding the eligibility criteria for members set out in these Rules, the Senior Leadership Team may:

- a. establish (subject to the approval of the Governance Board) further rules to limit the number or type of persons eligible to be Members; and or
- b. reject any application for membership of the Institute if the Senior Leadership Team believes in its sole discretion that a person is not suitable to be a Member.

#### 4.2.3 Application from outside New Zealand

An application to become an Affiliate Member of the Institute from an applicant residing outside New Zealand shall, in addition to complying with Rule 4.1.2, provide the Senior Leadership Team with the names and addresses of referees who are acquainted with the applicant's background in the field of occupational health and safety and provide proof of involvement in occupational health and safety. The Senior Leadership Team may require further information as deemed suitable to support the applicant's application for membership.

#### 4.2.4 Approval of applications

All applications for membership of the Institute shall be approved by the Senior Leadership Team or its delegated subcommittee at its sole discretion. The Senior Leadership Team may, if it deems appropriate, consult with any Branch on an application for membership of the Institute. A person whose application for membership of the Institute has been rejected has the right to send a written appeal to the Senior Leadership Team within 20 days of the notice of such rejection being received. The decision of the Senior Leadership Team as to such appeals shall be final and in the Senior Leadership Team's sole discretion.

#### 4.2.5 Membership Application Subcommittee

Without limiting the generality of Rule 4.2.4, the Senior Leadership Team's powers, duties and obligations pursuant to this Rule 4 may be delegated to such subcommittee of the Senior Leadership Team as may be established from time to time.

### 4.3 Membership Rights and Obligations

#### 4.3.1 Rights of Affiliate Members

All fully paid up Affiliate Members are entitled to:

- a. be affiliated with a Branch;
- b. receive notification of, and attend, all General Meetings;
- c. vote on certain matters at all General Meetings as set out in these Rules;
- d. apply for, nominate candidates for, and stand for election to, the Senior Leadership Team and the Branch Committee of their affiliated Branch;
- e. receive regular communications about Institute activities; and
- f. attend Institute events.

#### 4.3.2 Rights of Student Members

A Student Member is entitled to:

- a. the rights of Affiliate Members set out in Rules 4.3.1 a., b., c., d. and e.; and
- b. on completion of their studies, to become an Affiliate Member in accordance with Rules 4.1.7 and 4.2.1b.

#### 4.3.3 Rights of Life Members

A Life Member is entitled to:

- a. receive all the rights of Affiliate Members set out above; and



- b. be exempt from any membership Fee.

#### 4.3.4 Rights of Accredited Members

An Accredited Member is entitled to:

- a. receive all the rights of Affiliate Members set out above and;
- b. use his or her appropriate post-nominal or Accredited title on communications.

#### 4.3.5 Membership entitlement not transferable

A right, privilege, or obligation which a person has by reason of being a Member of the Institute is not capable of being transferred or transmitted to another person unless expressly stated otherwise; and terminates immediately upon cessation of the person's membership.

#### 4.3.6 Members' liabilities

The liability of a Member to contribute towards payment of the debts and liabilities of the Institute, or the costs, charges and expense of the winding up of the Institute is limited to the amount, if any, unpaid by the Member in respect of its membership of the Institute. In the event any Member ceases to be a Member of the Institute pursuant to Rule 4.7 (Termination of Membership) such Member shall not be released from any liability to the Institute for any matters arising prior to the end of the Financial Year in which the Member ceased to be a member of the Institute.

#### 4.3.7 Disclosure of Interests

Any Member who is or may be interested directly or indirectly in any property, matter or transaction which the Institute is or may be concerned or involved:

- a. must disclose the nature and extent of that Member's interest in writing to the Senior Leadership Team. The Senior Leadership Team shall disclose the same to the rest of the Members in respect of any matter referred to Members for decision. A record of any disclosure made by a Member shall be made by the National Office in the Institute's interests register; and
- b. must not vote on any matter in which that Member is or may be interested.

#### 4.3.8 No private pecuniary profit

No private pecuniary profit shall be made by any person from the Institute except that:

- a. any Member may receive reimbursement for reasonable expenses properly incurred by that Member in connection with the affairs of the Institute, providing such expenses are pre-approved by the Senior Leadership Team;
- b. the Institute may pay a reasonable remuneration to any employee of the Institute, or grant a reasonable honorarium to volunteer members of the Institute, in each case in recognition of services rendered to the Institute;
- c. any Member may be paid all usual professional business, or trade charges for services rendered, time expended, and all acts done by the Member, or by any firm or entity of which that Member is a member, employee, or associate when contracted by the Institute; and
- d. any Member may retain any remuneration properly payable to that Member where such amount has been paid by any company or undertaking with which the Institute may be in any way concerned or involved and for which that Member has acted in any capacity whatsoever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Institute.

### 4.4 Operations Manual and Code of Professional Ethics

The Operations Manual will include all operational management processes and system requirements. The Senior Leadership Team shall review, develop and from time to time amend

and republish the Operations Manual and Code of Professional Ethics. All Members must comply with the Operations Manual and the Code of Professional Ethics.

## 4.5 Membership fees

### 4.5.1 Senior Leadership Team may set membership fees

The Institute may levy its Members such membership fees considered by the Senior Leadership Team as appropriate to carry out its Objects and as approved by the Members at an Annual General Meeting. Different fees may be levied for different types of Members. The Senior Leadership Team may at its discretion determine the manner of payment or vary membership fees payable by new or renewing Members from time to time.

### 4.5.2 Membership part way through any period

Any person becoming a Member part way through any Financial Year for which membership fees have been set is liable for the remaining portion of that year's membership fees only. Unless the Senior Leadership Team resolves otherwise either generally or in any particular case.

### 4.5.3 Membership fees on termination of membership

Any Member ceasing to be a member of the Institute pursuant to Rule 4.7 (Termination of Membership) shall not be entitled to any refund of any membership fee paid or payable by that Member prior to their termination, and such Member shall continue to remain liable to pay any Fee levied prior to that person ceasing to be a Member.

### 4.5.4 Fees for certain activities

In addition to periodic membership fees, the Senior Leadership Team may set and require payment of fees for participation in certain events or offers provided by the Institute from time to time.

## 4.6 Register of Members

### 4.6.1 Members details

Members shall ensure that the current details of their name, occupation, business, and contact information are provided to the National Office at all times. Any person who ceases to be entitled to be a Member of the Institute shall immediately provide notice of that fact and the date their entitlement ceased to the National Office. Members' contact information shall not be used for any purpose other than communications from or concerning the Institute, unless that Member agrees otherwise.

### 4.6.2 Register

The National Office shall establish and maintain a Register of Members of the Institute pursuant to section 22 of the Act specifying:

- a. the name and contact details of each Member;
- b. the type of membership that the Member holds;
- c. in the case of Accredited Members, the accreditation level of that Accredited Member;
- d. the date on which each person became a Member; and
- e. the date on which each person ceased to be a Member (if applicable).

### 4.6.3 Notification of change of details

Each Member shall immediately advise the National Office if there is any change to any of the information in the Register of Members relating to that Member.

## 4.7 Termination of Membership

A person ceases to be a Member of the Institute if the person:

- a. dies;

- b. voluntarily terminates their membership by giving not less than 14 days' notice in writing to the National Office;
- c. is expelled or suspended from the Institute pursuant to these Rules;
- d. has failed to pay any Fee or other amount owing to the Institute and such failure continues for a period of two months after it has been invoiced by the Institute; or
- e. ceases to be entitled to be a member of the Institute pursuant to these Rules.

## 4.8 Disciplinary Procedures

This process applies to all potential disciplinary actions undertaken by the Institute.

### 4.8.1 Grounds for discipline

Where the Senior Leadership Team is reasonably of the opinion, after appropriate enquiry and having heard the Member's representations, that a Member of the Institute:

- a. has refused or neglected to comply with a provision of these Rules;
- b. has persistently and willfully acted in a manner prejudicial to the interests of the Institute or another Member's participation in the Institute; or
- c. has done anything which, in the opinion of the Senior Leadership Team in its absolute discretion, is or may be detrimental to the reputation of the Institute,

the Senior Leadership Team may by resolution:

- a. remove that Member's entitlement to vote at any General Meeting;
- b. expel the Member from the Institute;
- c. suspend the Member from membership of the Institute or attendance/participation at Institute events for a specified period;
- d. impose any other non-financial sanction it deems appropriate; and/or
- e. notify the Registrar of the HASANZ Register in the case of suspension or expulsion.

A resolution of the Senior Leadership Team under this Rule 4.8.1 is of no effect unless the Senior Leadership Team confirms the resolution at a meeting held not earlier than 7 days and not later than 14 days after the date on which the meeting under Rule 4.8.1 is scheduled to be held. No Senior Leadership Team member under investigation is entitled to be involved in the consideration of their own matter.

### 4.8.2 Notice to be served on Member

Where the Senior Leadership Team passes a resolution under Rule 4.8.1, the National Office shall as soon as practicable cause a notice in writing to be served on the Member (or its representative):

- a. setting out the resolution of the Senior Leadership Team and the grounds on which it is based;
- b. stating that the Member (or its representative) may address the Senior Leadership Team at a meeting to be held not earlier than 14 days and not later than 21 days after service of the notice;
- c. stating the date, place, and time of that meeting; and
- d. informing the Member that the Member (or their representative) may do either or both of the following:
  - attend and speak at that meeting;
  - submit to the Senior Leadership Team at or prior to the date of that meeting written representations relating to the resolution.

### 4.8.3 Meeting with Senior Leadership Team

At a meeting of the Senior Leadership Team held in accordance with Rule 4.8.2b., the Senior Leadership Team shall:

- a. allow the Member to bring a supporting person;
- b. give the Member (or its representative) an opportunity to make oral representations;
- c. give due consideration to any written representations submitted to the Senior Leadership Team by the Member (or its representative) at or prior to the meeting; and
- d. by resolution determine whether to confirm or to revoke the resolution made under Rule 4.8.1.

#### 4.8.4 Disciplinary Subcommittee

The Senior Leadership Team's powers, duties and obligations pursuant to this Rule 4.8 may be delegated to such sub-committee of the Senior Leadership Team as may be established from time to time under these Rules.

## 5 Senior Leadership Team

### 5.1 Powers and authority of Senior Leadership Team

The day to day operations of the Institute shall be managed exclusively by the Senior Leadership Team, which:

- a. must act in accordance with the Objects and purposes of the Institute;
- b. must act in accordance with the directions of the Governance Board from time to time;
- c. may give consideration to recommendations of any sub-committee;
- d. may exercise all such functions as may be exercised or approved by a General Meeting of Members of the Institute or as are granted to it by these Rules;
- e. has the power to apply and implement the Operations Manual;
- f. has the power to perform all such acts and do all such things as appear to the Senior Leadership Team to be necessary or desirable for the proper management of the affairs of the Institute and in pursuit of its Objects, including making decisions as to the control, acquisition, and disposition of property, investment, and spending of funds, and operating of Institute bank accounts; and
- g. shall be responsible for complying with section 23 of the Act, which relates to the preparation and filing of the Annual Financial Statements.

The above powers shall, subject to law, be construed widely so as to give the Senior Leadership Team the widest possible power.

### 5.2 Members of the Senior Leadership Team

The Senior Leadership Team shall consist of the following positions:

- a. the President;
- b. the Chief Executive Officer;
- c. a Governance and Assurance Lead;
- d. a Tertiary Education Lead;
- e. a Government Stakeholder Lead;
- f. 2 Branch Manager Representatives; and
- g. any other position the Senior Leadership Team deems necessary to undertake the management of the Institute from time to time.

### 5.3 Eligibility and Appointment

Elected members of the Senior Leadership Team can be Affiliate Members, Accredited Members or Life Members. The Senior Leadership Team will be appointed as follows:

- a. The President will be elected pursuant to Rule 5.5;
- b. The Chief Executive Officer will be appointed by the Governance Board;

- c. The Branch Manager Representatives will be elected by the Branch Manager Network pursuant to Rule 5.5.6; and
- d. The remaining members of the Senior Leadership Team will be appointed and removed from time to time by an appointment panel comprising the Chair of the Governance Board, the President and the Chief Executive Officer.

## 5.4 Casual Vacancy

Any casual vacancy occurring in the membership of the Senior Leadership Team, including President, may be filled by resolution of the Senior Leadership Team. Any Affiliate Member, Accredited Member or Life Member appointed by the Senior Leadership Team to fill a casual vacancy shall hold office subject to these Rules until the Senior Leadership Team are able to make a permanent appointment or until an election for the relevant role is held. For the purposes of these Rules, a casual vacancy in the office of a member of the Senior Leadership Team occurs if the Member:

- a. dies;
- b. ceases to be an Affiliate Member, Accredited Member or Life Member (as the case may be);
- c. resigns office by notice in writing given to the National Office;
- d. is removed from office under these Rules;
- e. becomes unwell or becomes a person who is liable to be dealt with in any way under the law relating to mental health;
- f. fails to attend three meetings in succession without apologies being tendered and accepted by resolution of the Senior Leadership Team, or without having been granted leave of absence by resolution of the Senior Leadership Team; or
- g. commits a crime punishable by imprisonment and/or by association brings the Institute into disrepute.

## 5.5 Election of the President

### 5.5.1 Nominations

Nominations of candidates for election to the position of the President shall be:

- a. called by the National Office not less than 12 weeks before the date of the relevant Annual General Meeting;
- b. made in writing, endorsed by the Member's affiliated Branch, seconded by another Branch, and accompanied by the written consent of the candidate;
- c. delivered to the National Office not less than 10 weeks before the date fixed for the holding of the Annual General Meeting at which the election is to take place; and
- d. subject to Rule 5.5.2, distributed to all Members in the notice of Annual General Meeting along with a statement of no more than 400 words from the candidate, no less than 8 weeks prior to the Annual General Meeting.

Each Branch shall be entitled to nominate only one candidate for the role of President. To be eligible for the role of President, the nominee must have been an active volunteer member of the Institute for more than two years. For the purposes of these rules an active volunteer member is a Member that has participated in an NZISM committee, or as Branch Manager or Branch Secretary.

### 5.5.2 Nominations equal to vacancy

If only one nomination for President is received, the person nominated shall be deemed to be elected.

### 5.5.3 Nominations less than vacancy

If insufficient nominations are received to fill the role of President, the role shall be deemed to be a casual vacancy. Any such casual vacancy shall be filled in accordance with Rule 5.4.

### 5.5.4 Nominations greater than the vacancy

If the number of nominations received exceeds the vacancy to be filled, a ballot shall be held. Any such ballot shall be conducted at the Annual General Meeting in such manner as the Senior Leadership Team may direct. In the event of an equality of votes between two or more candidates, an adjournment will occur to allow time for further discussions by those Members not nominated. Following that adjournment, a further ballot will be held to determine the person elected. If a decision cannot be made at that further ballot, then a Special General Meeting may be called in respect of that appointment not later than 15 working days after the date of the Annual General Meeting. In such an instance, the then current Chair of the Governance Board shall have the casting vote.

### 5.5.5 Voting for candidates

Voting for candidates for the President shall be at Member level. All Members shall have one vote on the appointment of the President at the relevant Annual General Meeting or any subsequent Special General Meeting.

### 5.5.6 Branch representation on the Senior Leadership Team

Two Branch Managers will be the representatives of the Branch Manager Network on the Senior Leadership Team. These representatives will be appointed by election from the Branch Manager Network. All Branches represented on the Branch Manager Network shall be entitled to vote for the appointment of the two representatives.

### 5.5.7 Term of office

The President shall hold office for a term of two years, and shall (at the expiry of that term) be eligible for re-appointment with a total maximum of 2 terms.

## 5.6 Duties of Senior Leadership Team

### 5.6.1 President

The responsibilities of the President shall be to:

- a. fulfil such other obligations of the President as described in these Rules, and the Operations Manual from time to time;
- b. represent Members of the Institute in various forum(s) (Industry, Government, National, International);
- c. represent the views of Members as the member representative on the Governance Board;
- d. open, facilitate, and close all General Meetings of the Members;
- e. certify minutes of previous meetings of the Members; and
- f. do such other things as is customarily the role of the Chairperson at Member meetings.

### 5.6.2 Responsibilities of Chief Executive Officer

- a. The responsibilities of the Chief Executive Officer shall be to: Chair meetings of the Senior Leadership Team;
- b. oversee the management of the organisation in accordance with the terms of their agreement with the Institute from time to time;
- c. comply with all applicable laws and regulations including occupational safety and health risk management, employment relations, Incorporated Societies Act etc.

### 5.6.3 Responsibilities of National Office

The responsibilities of the National Office administrators shall be to:

- a. maintain a register of Senior Leadership Team members;
- b. maintain the Register of Members in accordance with Rule 4.6;
- c. maintain a register of interests of Members;
- d. send notices of meetings to the Senior Leadership Team and Members;
- e. take and keep minutes of all proceedings at Senior Leadership Team, Governance Board and General Meetings;
- f. keep in their custody or under his or her control all records, books, and other documents relating to the Institute; and
- g. fulfil such other obligations of the National Office as described in these Rules and the Operations Manual from time to time.

## 5.7 Removal of a Senior Leadership Team Member

### Removal

- a. The Institute in a General Meeting may, by Special Resolution, remove the President or any Branch Manager Representative before the expiration of that person's term of office. Voting for removal of the President or any Branch Manager Representative shall be at Branch level only. All Branches shall have one vote per Branch on the removal of each such position. For the avoidance of doubt, Members are not individually entitled to vote on the removal of the President or a Branch Manager Representative.
- b. Where a Senior Leadership Team member has been appointed under contract, the removal of that Senior Leadership Team member will be determined in accordance with the terms of their contract.
- c. Where a Senior Leadership Team member has been appointed by an appointment panel, the removal of that Senior Leadership Team member will be determined by the appointment panel.
- d. Any disciplinary process regarding the removal of a Senior Leadership Team member will follow the disciplinary process outlined in Rule 4.8 (pertaining to disciplinary process)

## 5.8 Meetings of the Senior Leadership Team

### 5.8.1 Frequency of meetings

The Senior Leadership Team shall meet at least four times in each Financial Year and at such time and place or using such method as shall be decided by the Senior Leadership Team. Additional meetings of the Senior Leadership Team may be convened by the Chief Executive Officer and/or by any Senior Leadership Team member.

### 5.8.2 Notice of meetings

Written notice (including by way of email) of a meeting of the Senior Leadership Team shall be given by the National Office to each Senior Leadership Team member at least two weeks (or such other period as may be unanimously agreed upon by the Senior Leadership Team) before the time appointed for the holding of the meeting. The National Office shall endeavour (but not be obligated) to advise a time suitable to all Senior Leadership Team members. Notice of meetings of the Senior Leadership Team shall include a proposed agenda for that meeting.

### 5.8.3 Quorum

Half of the Senior Leadership Team members shall constitute a quorum for the transaction of the business of a meeting of the Senior Leadership Team. No business shall be transacted by the Senior Leadership Team unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, then the meeting stands adjourned until a reconvened meeting is called by the National Office or the Senior Leadership Team. If no such reconvened meeting is held within a month of the original meeting, then the meeting is deemed to have been dissolved. If at the adjourned meeting a quorum is not present within half an hour of the time

appointed for the meeting, then the Senior Leadership Team members present shall constitute a quorum.

#### 5.8.4 Procedure at Meetings

Except to the extent inconsistent with these Rules, the Senior Leadership Team shall otherwise regulate its own procedures at meetings of the Senior Leadership Team.

### 5.9 Voting and decisions of Senior Leadership Team and sub-committees

#### 5.9.1 Manner of voting

- a. Subject to the remainder of this Rule, each Senior Leadership Team member shall be entitled to one vote.
- b. Matters arising at a meeting of the Senior Leadership Team or of any sub-committee appointed by the Senior Leadership Team shall be determined by a majority of the votes of Senior Leadership Team members or members of that sub-committee (as applicable) present at the meeting and voting. Members of the Senior Leadership Team are able to vote by proxy through another member of the Senior Leadership Team. The chairperson of a meeting is not entitled to a second or casting vote in the case of an equality of votes being cast on a particular matter.

#### 5.9.2 Validity notwithstanding defect

Any act done or suffered, or purporting to have been done or suffered by the Senior Leadership Team or by a sub-committee appointed by the Senior Leadership Team, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Senior Leadership Team and/or that sub-committee.

#### 5.9.3 Delegation by Senior Leadership Team to sub-committee

- a. The Senior Leadership Team may delegate to one or more sub-committees (consisting of any Member(s) of the Institute as the Senior Leadership Team thinks fit) the exercise of such of the functions of the Senior Leadership Team as the Senior Leadership Team may decide. A function which has been delegated to a sub-committee under this Rule may be exercised by that committee in accordance with the terms of the delegation, while the delegation remains unrevoked.
- b. Notwithstanding any delegation under this Rule, the Senior Leadership Team may continue to exercise any function delegated.

#### 5.9.4 Effect of delegation

Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Senior Leadership Team.

#### 5.9.5 Revocation of delegation

The Senior Leadership Team may, in writing, at any time revoke wholly or in any part any delegation under this Rule.

## 6. Governance Board

### 6.1 Powers and authority of Governance Board

The strategic direction of the Institute shall be determined by the Governance Board, which:

- a. must act in accordance with the Objects and purposes of the Institute;
- b. may give consideration to recommendations of the Senior Leadership Team and any sub-committee;
- c. may exercise all such functions as may be exercised or approved by a General Meeting of Members of the Institute or as are granted to it by these Rules;



- d. has the power to perform all such acts and do all such things as appear to the Governance Board to be necessary or desirable for the proper management of the affairs of the Institute and in pursuit of its Objects, including making decisions as to:
- the strategic direction of the Institute,
  - appointing, agreeing remuneration and performance managing the CEO;
  - holding the CEO accountable for delivering the business plan and for the proper functioning of the Institute;
  - ensuring robust processes are in place to identify, control, monitor and review risks of the Institute; and/or
  - ensuring the Institute meets compliance obligations.

The above powers shall, subject to law, be construed widely so as to give the Governance Board the widest possible power.

## 6.2 Members of the Governance Board

The Governance Board shall consist of the following positions:

- a. President, as Member representative;
- b. 4 Governance Board members, one of who shall be appointed Chair pursuant to Rule 6.10; and
- c. Chief Executive Officer as an optional attendee with no voting rights.

## 6.3 Eligibility

Any person with suitable experience in governance and/or strategic leadership in occupational health and safety risk management is eligible to apply who has not previously been disqualified as a director (unless this requirement has been dispensed with at the sole discretion of the Senior Leadership Team) and who otherwise meets such other eligibility requirements as the Senior Leadership Team may determine from time to time.

## 6.4 Term

Each Governance Board member shall, subject to these Rules, hold office for a period of up to 2 years following their appointment. All Governance Board members are eligible for re-election at the expiry of that term with a maximum of 2 terms in a role, provided that any Governance Board member who has served the maximum term allowable may be re-appointed to the Governance Board to fill a casual vacancy (pursuant to Rule 6.5) where otherwise the Governance Board would be inquorate, with any such re-appointment being only until such vacancy is otherwise able to be filled with another candidate.

## 6.5 Casual Vacancy

Any casual vacancy occurring in the membership of the Governance Board must be filled by the remaining Governance Board Members. For the purposes of these Rules, a casual vacancy in the office of a member of the Governance Board occurs if the Member:

- a. dies;
- b. resigns office by notice in writing given to the Chair of the Governance Board;
- c. is removed from office under Rule 6.7;
- d. becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health;
- e. fails to attend three meetings in succession without apologies being tendered and accepted by resolution of the Governance Board, or without having been granted leave of absence by resolution of the Governance Board; or
- f. commits a crime punishable by imprisonment and/or by association brings the Institute into disrepute.

## 6.6 Appointment of Governance Board Members

Members of the Governance Board will be appointed by individual Member vote. The recruitment process will be managed by the Senior Leadership Team. Applications for Governance Board members will be publicly advertised and the details of candidates that the Senior Leadership Team considers to be suitably qualified for such role will be distributed to all Members along with a statement by the candidate not less than 4 weeks prior to the election. Voting will be by electronic ballot and members will be elected by a simple majority of the votes of those Members entitled to vote and voting on the vacancy.

## 6.7 Removal of a Governance Board Member

The Institute in a General Meeting may, by Special Resolution, remove Governance Board Members (not including the Chief Executive Officer) from office before the expiration of the Governance Board member's term of office. Voting for removal of Governance Board members shall be at Branch level only. All Branches shall have one vote per Branch on the removal of each position of the Governance Board. For the avoidance of doubt, Members are not individually entitled to vote on the removal of Governance Board Members.

Any disciplinary process regarding the removal of a Governance Board member will follow the disciplinary process outlined in Rule 4.8 (pertaining to disciplinary process)

## 6.8 Meetings of the Governance Board

### 6.8.1 Member invitations

The Governance Board may, at its discretion, invite any Member or other person to attend any meeting of the Governance Board for consultation or for any other purpose.

### 6.8.2 Frequency of meetings

The Governance Board shall meet at least three times in each Financial Year and at such time and place as shall be decided by the Governance Board. Additional meetings of the Governance Board may be convened by the Chair or on request from two or more Governance Board members.

### 6.8.3 Manner of meetings

The Governance Board may meet in person or by way of electronic communication method, provided each Governance Board member can at all times hear all other Governance Board members and the quorum requirements are met at all times.

### 6.8.4 Notice of meetings

Written notice (including by way of email) of a meeting of the Governance Board shall be given by the National Office to each Governance Board member at least two weeks (or such other period as may be unanimously agreed upon by the Governance Board) before the time appointed for the holding of the meeting. The National Office shall endeavour (but not be obligated) to advise a time suitable to all Governance Board members. Notice of meetings of the Governance Board shall include a proposed agenda for that meeting.

### 6.8.5 Procedure at Meetings

- a. The nominated Chair shall chair each meeting of the Governance Board.
- b. In the absence of the Chair at any Governance Board meeting, the Vice Chair shall chair meetings of the Governance Board.
- c. Minutes of all Governance Board meetings are to be kept by the National Office, and copies of minutes are to be distributed by the National Office within three weeks to all Governance Board members and the Chief Executive Officer.
- d. Except to the extent inconsistent with these Rules, the Governance Board shall otherwise regulate its own procedures including at meetings of the Governance Board.

### 6.8.6 Quorum

Three members of the Governance Board shall constitute a quorum for the transaction of the business of a meeting of the Governance Board. No business shall be transacted by the Governance Board unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, then the meeting stands adjourned until a reconvened meeting is called by the National Office or a member of the Governance Board. If no such reconvened meeting is held within a month of the original meeting, then the meeting is deemed to have been dissolved. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, then the Governance Board members present shall constitute a quorum. Members of the Governance Board are able to vote by proxy through another member of the Governance Board.

## 6.9 Voting and decisions of Governance Board

### 6.9.1 Manner of voting

- a. Subject to the remainder of this Rule, each Governance Board Member shall be entitled to one vote.
- b. Matters arising at a meeting of the Governance Board shall be determined by a majority of the votes of Governance Board members present at the meeting and voting. Members of the Governance Board are able to vote by proxy through another member of the Governance Board. The chairperson of a meeting is entitled to exercise a second or casting vote in the case of an equality of votes being cast on a particular matter.

### 6.9.2 Validity notwithstanding defect

Any act done or suffered, or purporting to have been done or suffered by the Governance Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Governance Board.

### 6.9.3 Delegation by Governance Board to sub-committee

- a. The Governance Board may request that the Senior Leadership Team delegate to one or more sub-committees (consisting of Member(s) of the Institute as the Governance Board thinks fit) the exercise of such of the functions of the Governance Board as the Governance Board may decide. A function which has been delegated to a sub-committee under this Rule may be exercised by that committee in accordance with the terms of the delegation, while the delegation remains unrevoked.
- b. Notwithstanding any delegation under this Rule, the Governance Board may continue to exercise any function delegated.

### 6.9.4 Effect of delegation

Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Governance Board.

### 6.9.5 Revocation of delegation

The Governance Board may, in writing, at any time revoke wholly or in any part any delegation under this Rule.

## 6.10 Appointment of Governance Board Chair

The Governance Board will determine who will become the Chair and Vice Chair. The President may not be appointed as Chair or Vice Chair of the Governance Board.

## **7. Branch Organisation**

### **7.1 Branches**

#### **7.1.1 Branch structure**

For the purposes of administration, the Institute shall be divided into branches within geographical areas as determined from time to time by the Senior Leadership Team.

#### **7.1.2 Status of a Branch**

No Branch shall be entitled to incorporate as a separate or independent incorporated society under the Act.

#### **7.1.3 Objects of a Branch**

The objects of a Branch are to:

- a. act in accordance with the directions from, and any notified position of, the Senior Leadership Team;
- b. keep Members affiliated with the Branch actively involved and informed in Institute matters;
- c. provide networking, training and professional development opportunities for Members affiliated with the Branch; and
- d. engage positively with industry stakeholders within the relevant geographical area.

#### **7.1.4 Branch boundaries**

The Senior Leadership Team may determine geographical boundaries on the granting of a new Branch Charter and may amend such boundaries on the suspension or withdrawal of an existing Branch Charter.

#### **7.1.5 Application for Branch Status**

The Senior Leadership Team may grant a Branch Charter to any group of not less than ten Affiliate Members, Student Members, Accredited and/or Life Members (in total) of the Institute who submit an application for Branch status in the manner prescribed by the Senior Leadership Team from time to time. Such form shall include, but not be limited to, the names and addresses of all Members proposed to be affiliated to the Branch and a programme of proposed meetings and activities of the Branch for the following 12 months.

#### **7.1.6 Member affiliation with a Branch**

Members may be affiliated with one Branch only, and shall be affiliated to the Branch situated closest to their location. Notwithstanding this, the Senior Leadership Team may, where it considers it appropriate to do so, permit a Member to be affiliated with more than one Branch and/or affiliated with a Branch in another region. All Members are eligible to attend any Branch meeting regardless of their affiliated Branch.

#### **7.1.7 Withdrawal or suspension of Branch Charter**

- a. The Senior Leadership Team may, by an affirmative vote of two-thirds of the Senior Leadership Team members, withdraw or suspend a Branch Charter.
- b. The Senior Leadership Team shall give to the Branch concerned no less than 3 months written notice of the meeting at which this vote is to be taken.
- c. The Branch concerned shall have the right to lodge an objection to the withdrawal or suspension of its Branch Charter prior to the said meeting and to be heard at that meeting before the withdrawal or suspension is put to a vote.
- d. The Senior Leadership Team's decision is final and binding.
- e. A Branch may only continue to operate as a branch of the Institute while it holds a valid Branch Charter. In the event that the Senior Leadership Team suspends or revokes a Branch Charter, then the relevant Branch shall not be entitled to operate as a branch of the Institute. Members are then entitled to transfer their affiliation to the nearest branch.

## 7.2 Branch Management

### 7.2.1 Branch Committees

Each Branch shall elect a Branch Committee which shall be responsible for administration of each Branch. The Branch Committee shall administer the Branch in accordance with these Rules, and the Operations Manual.

### 7.2.2 National obligations

All Branches must abide by and implement all decisions and directions made or given by the Senior Leadership Team or the Members in a General Meeting.

### 7.2.3 Compliance

In the event that a Branch or a Branch Committee fails (in the reasonable opinion of the Senior Leadership Team) to comply with the Rules, the Operations Manual and/or any decisions or directions referred to in Rule 7.2.2, the Senior Leadership Team in its sole discretion may do any one or more of the following:

- a. by notice in writing to the Branch immediately remove and (if the Senior Leadership Team so elects) replace any one or more of the Branch Committee or (subject to compliance with applicable employment laws);
- b. withdraw or suspend the Branch Charter; and/or
- c. temporarily assume total or partial management and control of all or part of the operations and duties of the Branch and for such purpose the Senior Leadership Team may itself, or may appoint a suitably qualified person to act as its representative to, take such steps as the Senior Leadership Team considers necessary to remedy or minimise the effects of the Branch's failure to comply with the Rules, the Operations Manual and/or decisions or directions (as appropriate), and/or to ensure that the objects of the Branch are being satisfied.

## 7.3 Branch Committees

### 7.3.1 Composition of a Branch Committee

A Branch Committee is comprised of:

- a. Branch Manager;
- b. Deputy Branch Manager (optional);
- c. Branch Secretary; and
- d. Additional Members (optional).

### 7.3.2 Eligibility

- a. Branch Committee members can be Affiliate Members, Student Members, Accredited Members or Life Members.
- b. All Branch Committee members must be affiliated with the Branch of which they are nominated.
- c. No Member whose membership fee is in arrears or who is under suspension may be nominated or elected to a Branch Committee.

### 7.3.3 Nominations

All nominations for Branch Committee shall be duly completed by Members affiliated to that Branch, duly seconded and with the consent of the nominee, and delivered to the Branch Secretary not later than four weeks before the date fixed for the Branch Annual General Meeting.

### 7.3.4 Election of Members of Branch Committee

- a. If the number of nominations received is equal to the number and type of vacancies to be filled, the persons nominated shall be deemed to be elected to the Branch Committee.

- b. If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and any vacant positions remaining shall be deemed to be casual vacancies and shall be determined in accordance with Rule 7.3.6.
- c. If the number of nominations received exceeds the number of vacancies to be filled, the Members affiliated with that Branch will vote for the candidates at the Branch Annual General Meeting. All Branch Committee members shall be elected by a majority vote and each Member affiliated with that Branch is entitled to one vote.
- d. The Immediate Past Branch Manager may, on ceasing office, continue to be a Branch Committee member for one year, and thereafter be eligible for re-election as a Branch Committee member.

### 7.3.5 Term of office

Each Branch Manager shall hold office for a term of two years, and shall (at the expiry of that term) be eligible for re-appointment.

### 7.3.6 Vacancies in Branch Committee

The Branch Committee may fulfil any casual vacancies in its membership by appointing a suitable Member affiliated with the Branch.

### 7.3.7 Duties of Branch Secretaries

The Branch Secretary shall keep and properly maintain all Branch records, conduct Branch correspondence, attend and take minutes of Branch Committee meetings, and attend to any other duties required by the Branch Committee.

### 7.3.8 Removal of Office

- a. A Branch Committee member may resign from a Branch Committee, provided notice in writing of their resignation is delivered to the Branch Secretary. Such resignation shall take effect from the date of receipt by the Branch Secretary.
- b. A Branch Committee member may be removed from a Branch Committee if a resolution is passed by a majority of Members affiliated with that Branch removing that Branch Committee member from their position.

## 7.4 Meetings of the Branch Committee

### 7.4.1 Procedure at meetings

Each Branch Manager shall chair meetings of the Branch Committee. In the event of absence of the Branch Manager from any Branch Committee meeting, the meeting shall be chaired by the Deputy Branch Manager or other suitable Branch Committee member.

Minutes of all Branch Committee meetings are to be kept by the Branch Secretary, and copies of minutes are to be distributed by the Branch Secretary within three weeks to all Branch Committee members.

### 7.4.2 Frequency of meetings

The Branch Committee shall meet at least six times in each Financial Year, and at such time and place as may be decided by the Branch Committee. Additional meetings of the Branch Committee may be convened by the Branch Manager or by any member of the Branch Committee.

### 7.4.3 Manner of meetings

The Branch Committee may meet in person or by way of electronic communication method, provided each Branch Committee member can at all times hear the other Branch Committee members.

#### 7.4.4 Notice of meetings

Written notice (including by way of email and advertising on the relevant Branch's web page) of a meeting of a Branch Committee shall be given by the Branch Secretary to each Branch Committee member at least two weeks (or such other period as may be unanimously agreed upon by the members of the Branch Committee) before the time appointed for the holding of the meeting. The Branch Secretary shall endeavour (but not be obligated) to advise a time suitable to all Branch Committee members. Notice of meetings of the Branch Committee shall include a proposed agenda for that meeting (if appropriate).

#### 7.4.5 Manner of voting

Each Branch Committee member shall be entitled to one vote. Matters arising at a meeting of the Branch Committee or of any sub-committee appointed by the Branch Committee shall be determined by a majority of the votes of members of that committee present at the meeting and voting. Members of the Branch Committee are able to vote by proxy through another member of the Branch Committee. The chairperson of the meeting is entitled to exercise a second or casting vote.

### 7.5 Annual General Meetings

#### 7.5.1 Branch Annual General Meetings

- a. Written notice of a Branch Annual General Meeting shall be given to all Members affiliated with the Branch at least 4 weeks before the date on which the meeting is to be held, setting out the time and place at which the meeting is to be held.
- b. Each Branch shall hold a Branch Annual General Meeting in each Financial Year. There is no quorum required for a Branch Annual General Meeting.
- c. All Branch Annual General Meetings shall comply with the process for such meetings set out in the Operations Manual.

### 7.6 Branch Finance

#### 7.6.1 Financial Year

The Financial Year for Branches shall match the Financial Year for the Institute.

#### 7.6.2 Accounts

All accounts are managed by the National Office. Branches must forward all invoices related to branch expenses to the National Office for processing.

#### 7.6.3 Budgets

The Branch Secretary of each Branch shall, on or before the end of each Financial Year, deliver to the Senior Leadership Team a budget for the Branch for the coming Financial Year. Upon setting of the budget, the Senior Leadership Team may agree with the Branch the level of financial support available to assist the Branch with its activities and provide notice in writing of their support.

#### 7.7 Branch Manager Network

The Branch Manager Network is made up of the Branch Managers for each of the Branches across the country. This network shall meet at least once a year. They are represented at the Senior Leadership Team by two representatives that are voted from amongst the current Branch Managers as per Rule 5.5.6.

## 8. National Finance

### 8.1 Financial Year

The Financial Year of the Institute shall be from 1 April in any given year until 31 March in the immediately following year.

## 8.2 Financial Provisions

### 8.2.1 Receipt of funds

All funds received for the credit and on behalf of the Institute must be paid to its credit at such bank or banks as determined from time to time by the Senior Leadership Team. The Senior Leadership Team must authorise the National Office to operate the bank accounts of the Institute in accordance with any instructions as may be determined by the Senior Leadership Team.

### 8.2.2 Use of funds

The funds and property of the Institute will be devoted solely to the Objects. The Institute has not been established for the pecuniary gain of its Members and nothing in the Objects will be deemed to authorise the carrying on of an activity for the purposes of pecuniary gain, except to the extent permissible under the Act, provided that the Senior Leadership Team may authorise payments or other benefits in accordance with these Rules.

## 8.3 Financial Reports

The National Office shall provide at the Annual General Meeting, the Annual Financial Statements, together with the report of the Institute's auditor. A copy of this information will be distributed to all Members at the Annual General Meeting.

## 8.4 Audit

An independent auditor must audit all Annual Financial Statements each year.

## 8.5 Review

If required by the Senior Leadership Team, an independent auditor shall be appointed by the Senior Leadership Team to review all financial transactions and associated documents of a particular Branch.

## 8.6 Auditor

### 8.6.1 Appointment

Subject to Rule 8.6.2, the Institute must at each Annual General Meeting appoint an auditor or auditors by Ordinary Resolution to hold office from the conclusion of that Annual General Meeting until the conclusion of the next Annual General Meeting.

### 8.6.2 Re-appointment of incumbent

The incumbent auditor will be re-appointed automatically at each Annual General Meeting, without the need for a vote on the auditor's appointment, unless:

- a. the Members resolve by Ordinary Resolution to appoint a different auditor, provided that a request to vote on such resolution, signed by at least two Members, is received by the Institute at least one month prior to the date of the meeting (in which case the National Office must ensure that notice of the intention to vote on such resolution is contained within the notice of meeting for that Annual General Meeting); or
- b. the incumbent auditor has given the Institute notice in writing that it is not willing to be re-appointed.

### 8.6.3 Resignation and casual vacancy

If the auditor or auditors appointed by the Institute are unable to act for any reason following appointment at an Annual General Meeting, then the Senior Leadership Team has the power to appoint another auditor or auditors for the Institute, provided that the appointment of such replacement auditor or auditors is ratified by the Members at the next Annual General Meeting or a Special General Meeting.



## 8.7 Signatories

The President and the Chief Executive Officer shall be the signatories of the Institute's national bank account. Two signatures are required on all cheques or similar transactions via the Institute's banking procedures as set out in the Operations Manual and/or any Rules.

## 8.8 Additional Signatories

If determined appropriate by the Senior Leadership Team, the Senior Leadership Team shall elect an additional Senior Leadership Team Officer to be an additional signatory of the Institute's national bank account.

## 8.9 Banking Records

All banking transactions are to be recorded and reported to the National Office and President.

## 8.10 Threshold

The limits of the delegated financial authority for the President and/or Chief Executive shall be as determined by the Governance Board from time to time.

# 9. General Meetings

## 9.1 Annual General Meetings

The Institute shall, at least once in each calendar year, or within the period of six months after the expiration of each Financial Year, convene an Annual General Meeting of its Members. The Annual General Meeting of the Institute shall be convened on such date and at such place and time as the Senior Leadership Team thinks fit.

### 9.1.1 Business to be conducted at Annual General Meetings

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- a. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- b. to receive from the Senior Leadership Team reports on the activities of the Institute during the preceding Financial Year;
- c. to approve the Annual Financial Statements; and
- d. to elect incoming President if the current term is ending.

## 9.2 Special General Meetings

### 9.2.1 Special General Meetings called by the Senior Leadership Team

The Senior Leadership Team may, whenever it thinks fit, convene a Special General Meeting of the Institute.

### 9.2.2 Special General Meetings requested by Members

The Senior Leadership Team shall, on the requisition in writing of not less than five Members, or a Branch Committee, convene a Special General Meeting of the Institute. A requisition of Members for a Special General Meeting:

- a. shall state the purpose or purposes of the Special General Meeting;
- b. shall be signed by the Members making the requisition;
- c. shall be delivered to the National Office; and
- d. may consist of several documents in a similar form, each by one or more of the Members making the requisition.

### 9.2.3 Business to be conducted at a Special General Meeting

The business to be conducted at a Special General Meeting shall be the only business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in a General Meeting.

## 9.3 Notice of General Meetings

### 9.3.1 Notice if no Special Resolution

Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Institute, the National Office shall, at least 8 weeks before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or by email to each Member at the Member's address appearing in the Register of Members, a notice specifying the place, date, and time of the meeting and the nature of the business proposed to be transacted at the meeting.

### 9.3.2 Notice of Special Resolution

Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Institute, the National Office shall, at least 8 weeks before the date fixed for the holding of a General Meeting, cause notice to be sent to each Member of the Institute as provided in Rule 9.3, specifying the place, date, and time of the meeting and the nature of the business proposed to be transacted at the meeting together with the intention to pass such a resolution as a Special Resolution and the text of that Special Resolution.

### 9.3.3 Business to be conducted

No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to these Rules.

### 9.3.4 General business

A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the National Office who shall include that business in the next notice calling a General Meeting given after receipt of the notice from that Member.

## 9.4 Procedure at General Meetings

### 9.4.1 Quorum

No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present. Twenty Members present in person or by proxy constitute a quorum for the transaction of the business of a General Meeting.

### 9.4.2 Lack of quorum

If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned until a reconvened meeting is called by the National Secretary or Senior Leadership Team. If no such reconvened meeting is held within a month of the original meeting, then the meeting is deemed to have been dissolved.

### 9.4.3 Deemed quorum

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present shall constitute a quorum.

### 9.4.4 Chairperson

The President shall preside as Chairperson at each General Meeting of the Institute. If the President is absent from a General Meeting or unable or unwilling to act, the Senior Leadership Team shall elect one of their number to preside as chairperson at the meeting.

## 9.5 Adjournment of General Meetings

### 9.5.1 Power to adjourn meeting

The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place. This Rule 9.5.1 shall not apply in the event that a General Meeting is required to be adjourned in accordance with Rule 9.4.2 (Lack of Quorum).

### 9.5.2 Adjournment exceeding 14 days

Where a General Meeting is adjourned for 14 days or more, the National Office shall give written or oral notice of the adjourned meeting to each Member of the Institute. The notice shall state the place, date and time of the meetings and the nature of the business to be transacted at the meeting.

### 9.5.3 Notice

Except as provided in Rule 9.5.2, notice of an adjournment of a General Meeting or the business to be transacted at an adjourned meeting is not required to be given.

## 9.6 Voting at General Meetings

### 9.6.1 Entitlement to vote

Every Member shall be entitled to one vote at General Meetings.

### 9.6.2 Voting threshold

Unless a Special Resolution is required, all decisions at General Meetings shall be decided by a majority of votes of Members entitled to vote and voting on a question.

### 9.6.3 Manner of voting by Individuals

All votes of Members must be given personally (by show of hands) or by proxy. A declaration by the chairperson of the General Meeting shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.

### 9.6.4 Equality of votes

In the case of an equality of votes on a decision at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote, but only to preserve the status quo, except when the vote is for the role of President where the Chair of the Governance Board is entitled to exercise a second or casting vote.

### 9.6.5 Proxies

Each Member is entitled to appoint another member as proxy by notice to the National Office in the form prescribed by the Senior Leadership Team from time to time, no less than 48 hours before the time of the meeting at which the proxy is to take effect.

## 10. General

### 10.1 Alteration of Rules

Subject to the provisions of the Act and the Objects, these Rules may be altered, rescinded or added to only by a Special Resolution of the Institute.

No alteration, addition, revision or other amendment shall be made to the Rules if it affects the Objects, pecuniary benefits or winding up clauses (refer to Rules 3.2, 4.3.8 and 13) except by Special Resolution and provided such alteration, addition, revision or other amendment shall not prejudice the not-for-profit nature of the Institute.

## **11. Capacity to contract**

### **11.1 Manner of contracting**

Contracts to be entered into by the Institute shall be entered into as follows:

- a. Any contract which, if made between private persons, must be by deed, shall be in writing under the Seal of the Institute and signed by two members of the Senior Leadership Team.
- b. Any other contract shall be in writing signed by two members of the Senior Leadership Team, one of which shall be the President.

### **11.2 Seal**

The National Office shall have the custody of the Institute's Seal. The Seal shall not be affixed to any instrument except by authority of the Senior Leadership Team and the affixing of the Seal shall be attested by the signatures of two members of the Senior Leadership Team. A log of such affixing shall be kept. The Senior Leadership Team may by resolution of the Senior Leadership Team or the Institute at any time destroy, alter, and/or renew the existing Seal and substitute a new seal.

## **12. Notices**

### **12.1 Method of giving notice**

Any notice given pursuant to these Rules will be deemed to be validly given if personally delivered, posted, or sent by e-mail (as applicable) to:

- a. in the case of a Member, a physical, postal, or email address held in the Register of Members;
- b. in the case of the Senior Leadership Team or the Institute generally, the registered office of the Institute or sent by e-mail.

### **12.2 Time of notice**

Any notice given pursuant to these Rules will be deemed to be sufficiently given:

- a. in the case of personal delivery, when received;
- b. in the case of posting, on the third working day following the date of posting (provided posting originates in New Zealand);
- c. in the case of email, upon delivery of the email to the designated email server of the party receiving the notice;
- d. provided that any notice personally delivered or sent by email after 5 pm on a working day or on any day that is not a working day will be deemed to have been received on the next working day.

## **13. Winding Up**

- a. Should the dissolution or winding up of the Institute be deemed necessary, then two meetings must be held in accordance with section 24 of the Act. The first meeting shall be called to pass a resolution to wind up or dissolve the Institute and must be carried by a majority of votes of Members present and voting. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.
- b. If, upon the dissolution or winding up of the Institute, there remains, after payment of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Institute. Such remaining property shall be distributed or applied for the Objects of the Institute, including by way of transfer to some other New Zealand organisation that has similar objectives to the Institute (providing such does not operate for pecuniary profit). In the event that no such organisation can be found, then such remaining property shall be distributed as directed by the Registrar, who shall have Jurisdiction in the matter.

## 14. Previous Rules Rescinded

### 14.1 Previous Rules

- a. These Rules replace the rules of the Institute which were in force immediately prior to these Rules coming into force ('Previous Rules') and the Previous Rules are hereby revoked.
- b. All persons who held the position of Affiliate Member under the Previous Rules and were unranked under the Accreditation Programme shall be deemed to be 'Affiliate Members' under these Rules.
- c. All persons who held the position of 'Accredited Member' under the Previous Rules shall be deemed to be 'Accredited Members' under these Rules and retain their existing Grade.
- d. All persons who held the position of 'Student Member' under the Previous Rules shall be deemed to be 'Student Members' under these Rules.
- e. The person who held the position of National Manager under the Previous Rules shall be deemed to be the President under these Rules.
- f. The persons who held the roles of Advisory Board under the previous Rules shall be deemed to be the Governance Board under these Rules.
- g. The persons who held the position of National Executive Committee under the previous rules shall be deemed to be National Branch Manager Network under these Rules.

### 14.2 Conflict

In the event of any conflict between these Rules and the Operations Manual, then the order of priority will be:

- a. these Rules;
- b. the Operations Manual;