

RULES
OF
THE INSTITUTE OF QUARRYING NEW ZEALAND
INCORPORATED

1 NAME

The name of the Society is "The Institute of Quarrying New Zealand Incorporated".

2 DEFINITIONS

- a) In these Rules and any Regulations or By-Laws of the Society the following words and phrases shall, unless the context otherwise requires, bear the following meaning:
- i) **"the Act"** means the Incorporated Societies Act 1908 and any statutory amendments modification or re-enactment of the Incorporated Societies Act 1908 for the time being in force,
 - ii) **"affiliated national Institute"** means an affiliated overseas body incorporated with limited liability and authorised by the Council,
 - iii) **"affiliated overseas members"** means members of affiliated national institutes who by reason of such membership are non- corporate members of the Institute of Quarrying (UK),
 - iv) **"books"** includes any register or other record of information and any accounts or accounting records, however compiled, recorded or stored, and also includes any documents,
 - v) **"branch"** means a branch or sub-branch as the case may be of the Institute established in New Zealand or in any other place under the authority of or governed by New Zealand,

- vi) “**branch committee**” means the committee of a branch,
- vii) “**branch secretary**” means the secretary of a branch,
- viii) “**corporate members**” means the definition applied by the Institute By-Laws from time to time and as more particularly described and set out under the provisions of Rule 15.
- ix) “**Council**” means the Council of the Institute of Quarrying (UK),
- x) “**extraordinary resolution**” is a resolution which has been passed by a majority of not less than three-quarters of such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given,
- xi) “**General Meeting**” means a general meeting of the Institute of which notice has been duly given in accordance with the Rules,
- xii) “**industry**” shall mean the extraction and processing of minerals, including secondary minerals, recycled materials, crushed and dimension stone, cement,
- xiii) “**Institute**” means The Institute of Quarrying New Zealand Incorporated,
- xiv) “**Institute of Quarrying (UK)**” means the Institute of Quarrying, a company incorporated in England under the Companies Acts 1948-1985,
- xv) “**member**” means a member of the Institute,
- xvi) “**month**” means a calendar month,
- xvii) “**New Zealand Council**” means the Council of Management for the time being of the Institute,
- xviii) “**non-corporate members**” means the definition applied by the Institute By-Laws from time to time,

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- xix) **“the office”** means the registered office of the Institute,
- xx) **“President”** means the president of the Institute and **“Vice President”** means a vice president of the Institute,
- xxi) **“printed”** means any mode of representing or reproducing words in visible form including printing,
- xxii) **“professional interests”** means the professional and educational interests of members, provided that such interests are neither directly nor indirectly associated with any negotiation for any state or federal industrial award, or any negotiation concerning salaries, conditions of employment, or industrial matters of any kind,
- xxiii) **“register of members”** means the register of corporate members and non-corporate members as referred to in Rule 22,
- xxiv) **“secretary”** means the secretary of the Institute appointed pursuant to these Rules,
- xxv) **“special resolution”** is a resolution which has been passed by a majority as is required for the passing of an Extraordinary Resolution and at a general meeting of which not less than twenty-one clear day’s notice specifying the intention to propose the resolution as a special resolution, has been duly given,
- xxvi) **“status”** means the class to which a corporate and non-corporate member belongs,
- xxvii) **“written”** and **“in writing”** means written, printed or partly written and partly printed,
- b) Words importing the singular include the plural and vice versa.
- c) Words importing the masculine include the feminine and neuter and vice versa.
- d) Words importing persons include corporations and vice versa.

- e) Unless the context otherwise requires, expressions appearing in these Rules and defined in the Incorporated Societies Act 1908 shall have the same meanings as defined in the Incorporated Societies Act 1908.

3 LIABILITY OF MEMBERS

- a) The liability of the members is limited and except when otherwise expressly provided in these Rules or in the Incorporated Societies Act 1908 or any Act in substitution or replacement thereof, membership of the society shall not in itself impose on the members any liability in respect of any contract, debt or other obligation made or incurred by the society.

4 OBJECTS OF THE SOCIETY

The objects for which the society is established are:

- a) to advance the science of quarrying ("the Science") in New Zealand or overseas in the interests of the public at large, whether in New Zealand or overseas, and to this end to form a part of the international body of organisations interested in advancing the Science including retaining the ties of the Society to The Institute of Quarrying established in the United Kingdom,
- b) to participate in an international association of companies and organisations with similar aims, under the auspices of The Institute of Quarrying incorporated in the United Kingdom,
- c) to institute or subscribe towards or otherwise help and forward any research work which may be necessary for the advancement of the Science,
- d) to promote and foster area organisations of persons engaged in the practice of the Science to deal with area problems and to act or co-operate with such organisations on matters arising from their proceedings which may be the concern of the Society in relation to the advancement of the Science,
- e) to promote or encourage and to take all necessary steps to establish and maintain standards of quality and workmanship in the quarrying industry ("the Industry") and to act in an advisory capacity concerning problems and matters of any nature arising with the Industry,

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- f) to collaborate and exchange views with any persons and organisations on education, technical and safety problems connected with the Industry and to co-operate with any persons and organisations with a view to the promotion and advancement of movements for the improvement of working and other conditions in the Industry as a whole,
 - g) to maintain a public relations and publicity organisation,
 - h) to prepare, edit, print, publish, issue, acquire, circulate and sell books, papers, periodicals, gazettes, circulars and other like publications including but not limited to any particular industry magazine and to establish, form and maintain museums, collections, libraries and collections of information relating to the Science or the Industry and to translate, compile, collect, publish, lend and sell and endeavour to secure or contribute to the translation, compilation, collection and publication by parliament, government departments and other bodies of persons of any such literature or information and to disseminate the same by means of the reading of papers, the delivery of lectures, the giving of advice, the appointment of advisory officers or otherwise,
 - i) to hold or participate in exhibitions, shows, displays, conferences, seminars, congresses, meetings and other gatherings,
 - j) to retain or employ skilled professional or technical advisers or workers in connection with the objects and to fund, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of students engaged in studying the principles involved in the Science or any process related to the Science whether in the laboratories, workshops, quarries or mines of the Society or its members and to employ and remunerate as may be considered expedient instructors and supervisors for such students,
 - k) to use the funds of the Society as the Society may consider necessary or proper in payment of the costs and expenses furthering or carrying out the objects of the Society or any of them including the employment of counsel solicitors agents officers and employees as shall appear necessary or expedient,
 - l) to do all such things as are incidental or conducive to the attainment of the above objects or any of them and to promote any other activity not repugnant to these objects.

5 POWERS OF SOCIETY

In order to further its objects, the Society has the legal capacity of a natural person and without limiting the generality of the foregoing, has both within and outside New Zealand, power to:

- a) purchase, lease, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society,
- b) borrow money upon such terms as to interest, security, repayment and otherwise as the Society shall think fit and to acknowledge such a borrowing and to make payments of interest and of principal from time to time,
- c) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as necessary,
- d) undertake and execute any trusts which may be lawfully undertaken by the Society,
- e) give security as may be thought fit,
- f) grant a floating charge on the property of the Society,
- g) open any account or accounts with any bank or banks and operate by and in all usual ways any such account or accounts, and draw, make, accept, endorse, discount, execute, issue or otherwise deal with any promissory notes, bills of exchange, bills of lading, cheques or other negotiable or transferable instruments,
- h) invest the funds of the Society not immediately required for its purposes in or upon such investments, securities of property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may be from time to time imposed by law,
- i) establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Society,

- j) procure the Society to be registered or recognised as a body corporate in any place outside of New Zealand, and
- k) do any other acts that it is authorised to do by any other law (including a law of a foreign country).

6 REGISTERED OFFICE

The registered office shall be at such place in New Zealand as the New Zealand Council of the Society may from time-to-time decide.

7 COMMON SEAL

The New Zealand Council shall make provision for the safe custody of the Seal and subject to Rule 16(a)(ii) the Seal shall not be used except by resolution of the New Zealand Council and in the presence of one or more members of the New Zealand Council who shall sign every instrument to which the Seal is affixed and every instrument shall be countersigned by the secretary or by some other person appointed by the New Zealand Council for that purpose. In addition the New Zealand Council shall keep and maintain a register of use of the Seal and that register shall require the date to be inserted every time the Seal is used, the reason why the Seal was used and the names of the members who signed the instrument to which the Seal has been affixed.

8 INCOME AND PROPERTY OF THE SOCIETY

The income and property of the Society shall be applied solely towards the promotion of the objects of the Society set out above and no portion of that income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any persons who at any time are or have been members of the Society or to any person claiming through any of them **PROVIDED THAT** nothing contained herein shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any members thereof or other person in return for any services actually rendered to the Society or the repayment of money advanced by any member to or for the purposes of the Society.

9 LIQUIDATION OF SOCIETY

The Society may go into liquidation if, at a General Meeting of the Society the members pass by a simple majority a Resolution to do so, provided that this winding up Resolution is confirmed at a subsequent General Meeting called for the purpose and as required by Section 24 of the Incorporated Societies Act 1908. If the Society is wound up or dissolved, any property of the Society remaining after the satisfaction of all of the debts liabilities and costs of the Society shall not be paid or distributed amongst or between the members of the Society but shall, after first having a General Meeting held not earlier than thirty (30) days after the date on which the Resolution so to be confirmed was passed and of which notice has been given specifying the nature of the business to be transacted, a majority of three-fourths of the members present at the meeting may resolve to transfer such surplus assets to some other society (as defined in the Incorporated Societies Act 1908 and any statutory amendment, modification or re-enactment thereof for the time being in force) having objects similar to the objects set out above and whose Rules or constitution prohibits the distribution of its assets or income to or amongst any of its members,

10 ALTERATION OF RULES

- a) These Rules may be altered, added to or rescinded or otherwise amended by a Resolution passed by a three-fourths majority of those present at a General Meeting of which twenty-one days' notice has been given.
- b) Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.
- c) Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908.
- d) Nothing contained in these Rules or elsewhere shall be construed as implying or creating any privilege, priority or right in favour of any member such that the power of the Society to alter, rescind, repeal, or make new Rules is limited.

11 BY-LAWS

The Society may from time-to-time by Resolution at a General Meeting make, amend or rescind By-Laws not inconsistent with these Rules governing procedure at these meetings and the publication of reports. The New Zealand Council may also make, amend or rescind By-Laws, standing orders and regulations for the internal management of the Society.

12 NOTICES

- a) Not less than twenty-one clear day's written notice of a General Meeting specifying the place and time of the meeting and the general nature of the business to be dealt with at that meeting shall be given to:

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- i) the members in the manner provided in Rules 12(b) and (c) or in any other manner which may be prescribed by the Institute in General Meeting, and
 - ii) the branch secretary of each branch and all notices can be served on the branch secretary either personally or by sending the notice by pre-paid post addressed to the branch secretary at the office of the relevant branch or by email to the branch secretary at the branch secretary's listed email address.
- b) i) All notices can be served either personally or by sending the notice by pre-paid post addressed to the member at the address set out in the register of members or to his last known place of business or by email at his last known email address or by advertisement in at least one daily newspaper circulating in the city or town in which a branch is established.
- ii) Notwithstanding Rule 12(b)(i) a notice of General Meeting shall be deemed to be sufficiently given if published in a journal of the Institute sent to the members who are entitled to be present and to vote at the General Meeting.

- c) i) A notice sent by post shall be deemed to be served on the day following that on which the notice is posted.

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- ii) A notice given by advertisement shall be deemed to have been served on the day on which the newspaper or the journal containing the advertisement appears.
- iii) A notice given by email shall be deemed to have been served on the day on which the email was sent.

13 MEMBERSHIP

- a) The New Zealand Council may at any time and from time to time determine the maximum number of corporate and non-corporate members and increase or decrease the number.
- b) Members may by resolution made at a General Meeting agree to submit a proposal to Council seeking the approval of the acceptance of the Institute as an Affiliated National Institute and when, following such approval the Institute become an Affiliated Overseas Institute, members will automatically become affiliated overseas members.

14 SAVINGS

- a) The New Zealand Council, all branch committees and persons lawfully holding office in the Institute or in any branch at the date these Rules came into effect shall remain in office as if appointed pursuant to these Rules.
- b)
 - i) All lawful by-laws, regulations and rules of the Institute or of any branch operative at the date these Rules came into effect shall be deemed to have been made under the authority of these Rules.
 - ii) A reference in any of the said by-laws, regulations and rules to the provisions of any former Rules of the Institute shall be construed as a reference to the corresponding provisions of these Rules.
- c)
 - i) Every person who is a corporate and non-corporate member at the date upon which these Rules come into effect shall be deemed to be a similar member of the branch established in the area or other place in which he resides unless, having regard to the place of his residence, the New Zealand Council is of the opinion that the member should not be a

member of the said branch and that he could be more conveniently included in the membership of some other branch.

- ii) Every person who becomes either a corporate or non-corporate member after the date upon which these Rules come into effect, shall be deemed to be a member of the branch established in the area or other place in which he resides at the time of his becoming a member unless, having regard to the place of his becoming a member of the said branch and that he could be more conveniently included in the membership of some other branch

15 CORPORATE MEMBERS AND NON-CORPORATE MEMBERS AND RECIPROCAL RECOGNITION OF OVERSEAS MEMBERSHIPS

- a)
 - i) The subscribers to the Rules of the Institute and all other persons who are or have been or will be lawfully admitted as corporate members of the Institute and no other persons shall be entered in the register as corporate members and shall be members until their membership is lawfully determined.
 - ii) There shall be the following classes of corporate members: Honorary Fellows, Fellows and Members.
 - iii) In addition such members of an affiliated national institute as shall be determined by Council in accordance with By-Law 27 shall be admitted as corporate members of the Institute.
- b)
 - i) For admission as a corporate member or for a change in his status every applicant shall comply with the requirements set out in the Rules of the Institute and shall agree that if he is admitted as a corporate member he will be bound by the provisions of the Rules and of the Rules of the Institute and also be bound by the By-Laws of the Institute in force from time to time. All applications for membership or change of status shall be made and completed by the applicant on such membership application form as may be prescribed from time to time by the New Zealand Council.

- i) In addition to his rights, privileges and obligations as a corporate member, he shall have the additional rights, privileges and obligations of members of the branch in which he is included.
- c) i) The New Zealand Council may from time to time make by-laws providing for the election of persons to non-corporate membership. Those grades of non-corporate members known as Associates, Students and shall not be corporate members but shall have such rights and privileges as the By-Laws shall from time to time provide.
- ii) In the case of every application for either corporate or non-corporate membership, the New Zealand Council shall have an absolute discretion to refuse to admit the applicant to membership without giving any reason for such refusal.
- iii) In addition such members of an affiliated national institute as shall be determined by Council in accordance with By-Law 27 shall be admitted as non-corporate members of the Institute.
- d) i) A corporate member who has been elected into the class of Honorary Fellows may describe himself as "Honorary Fellow of the Institute of Quarrying New Zealand" and may use the designatory letters "Hon.FIQ".
- ii) A corporate member who has been elected into the class of Fellows may describe himself as "a Fellow of the Institute of Quarrying New Zealand" and may use the designatory letters "FIQ".
- iii) A corporate member who has been elected into the class of full member may describe himself as "a Member of the Institute of Quarrying New Zealand" and may use the designatory letters "MIQ".
- iv) Where any person who under the provisions of this clause, is entitled to use as his description or as part thereof the words "Member of the Institute of Quarrying", acts jointly or in partnership with the Institute or any other person who is not so entitled, the said description shall not be used to describe the firm or partnership, and no designatory letters or

any words tending to associate the firm or partnership shall be used as part of the name thereof.

- v) A corporate member shall cease to be entitled to use the designatory letters if he ceases to be an Affiliated Overseas Member.

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- e) The New Zealand Council may elect as an **Honorary Fellow** a person who, in its opinion, has rendered such service to the Institute or the Industry generally as warrants honorary fellowship and who has:
- i) made a significant contribution to the Institute or to the industry; **or**
 - ii) holds a position in the Institute or the Industry which merits such recognition.
- f) The New Zealand Council may elect as a **Fellow** any candidate who:
- i.1) is engaged in the industry and has made application in writing to the New Zealand Council in the prescribed form and paid the prescribed fee, and
 - i.2) has been nominated by two persons who shall be Fellows of the Institute, and
 - i.3) have suitable industry qualifications and experience as determined in the absolute discretion of the New Zealand Council, and
 - i.4) has at least seven years experience in the Industry, including four years in a position of senior managerial charge and has met the membership or associate membership requirements, and
 - i.5) has met the membership requirements of the Institute.
 - ii) The New Zealand Council may also elect as a **Fellow**, any candidate who has been nominated by two persons who shall be Fellows of the Institute, have suitable industry qualifications and experience as determined in the absolute discretion of the New Zealand Council, and who:

- ii.1) holds the position of an Inspector of Mines and Quarries or has the same experience in an equivalent position and has the appropriate level of Industry experience in the Inspectorate as determined in the absolute discretion of the New Zealand Council, or exempting qualifications but with no less than five years experience in the industry including no less than five years experience in a position of managerial charge **PROVIDED THAT** the candidate shall be required to pass or have passed specified papers from the National Diploma in Extractive Industries OR an A Grade Quarry Manager's Surface Certificate granted under the Quarries and Tunnels Act 1982 curriculum or its equivalent, or present a thesis on a subject approved by the New Zealand Council, and if required by the New Zealand Council submit to a viva voce test.

- g) i) The New Zealand Council may elect as a **Member** any candidate who:
- i.1) is engaged in the industry and has made application in writing to the New Zealand Council,
 - i.2) has been nominated by two Fellows or two Members or a combination thereof,
 - i.3) have suitable industry qualifications and experience as determined in the absolute discretion of the New Zealand Council, and
 - i.4) has completed a period of training and experience in quarrying and has been in a position of responsible charge for at least three years,
 - i.5) is engaged in the industry and has passed the National Diploma in Extractive Industries OR an A Grade Quarry Manager's Surface Certificate granted under the Quarries and Tunnels Act 1982 or its equivalent or possesses an exempting qualification,
 - i.6) has produced written evidence of his qualifications and experience in the industry.

- ii) The New Zealand Council may also elect as a **Member** any candidate who:
- ii. 1) holds the position of an Inspector of Mines and Quarries or has the same experience in an equivalent position and has the appropriate level of industry experience in the Inspectorate as determined in the absolute discretion of the New Zealand Council.
- h) i) The New Zealand Council may elect as an **Associate Member** any candidate who:
- i. 1) is engaged in the industry and has made application in writing to the New Zealand Council in the prescribed form and paid the prescribed fee,
 - i.2) has been nominated by two corporate members not being Associate Members,
 - i.3) have suitable qualifications and industry experience as determined in the absolute discretion of the New Zealand Council, and
 - i.4) holds a qualification approved by the New Zealand Council and has completed a period of training and experience in the field in which he was qualified, including experience in a position of responsible charge in the industry for at least three years,
 - i.5) has produced written evidence of his qualifications and experience in the industry.
- i) For the purpose of Rules 15(f) and (g) hereof the expressions “senior managerial charge”, “responsible charge”, “engaged in the industry”, “exempting qualifications”, “quarrying” and “experience in the industry” shall have such meanings as may from time to time be determined by the New Zealand Council at its absolute discretion.

16 CERTIFICATES

- a)
 - i) A certificate of membership in the form prescribed by the Council from time to time shall be issued by the New Zealand Council, to each corporate and non-corporate member and shall show the member's status.
 - ii) Notwithstanding the provisions of Rule 16(a)(i), the Seal of the Institute can be affixed to a Certificate of Membership under the delegated authority of the New Zealand Council.
- b) Every certificate issued or made by the Institute shall:
 - i) remain the property of the Institute notwithstanding the payment of any fees, and
 - ii) be returned by the recipient, his executors, administrators, personal representatives or assigns upon demand made by the New Zealand Council.
- c) If any person neglects or refuses to comply with a demand made under Rule 16(b)(ii), legal proceedings may be taken by the New Zealand Council for the recovery of the certificate or for the sum of fifty dollars being the agreed value of the certificate.
- d) No member can make or cause to be made by any reproductive means any copy or replica of any certificate of the Institute without the prior written consent of the New Zealand Council.
- e) Every copy or replica of any certificate of the Institute whether made pursuant to the provisions of this Rule or otherwise shall remain the property of the Institute.
- f) Every Certificate of Membership issued by the New Zealand Council pursuant to Rule 16(a)(i) shall be under the Seal of the Institute and shall be signed by the President and Secretary.

17 FEES AND SUBSCRIPTIONS

- a) i) The New Zealand Council shall, unless otherwise expressly provided in these Rules:
 - i.1) prescribe the fees payable by applicants for admission to membership of the Institute,
 - i.2) prescribe the annual subscription fees payable by the several classes of corporate members and non-corporate members, and
 - i.3) prescribe any different rates of subscriptions payable by individual members of the same class.
- ii) The New Zealand Council may suspend or remit the whole or any part of the fees and subscriptions referred to in Rule 17(a)(i)(i.1 to i.3) in respect of any member.
- b) i) The annual subscription shall be payable in advance by each member of a branch to the treasurer on the first day of the financial year.
- ii) If the subscription fee is overdue for two months, notice of that fact shall be sent to the member by the secretary.
- iii) If the member omits or neglects to pay his subscription within two months after the date of the notice his name may, with the authority of the New Zealand Council, be removed from the register and from the date of such removal he shall cease to be a corporate member or non-corporate member.
- iv) The removal of the name from the register shall be without prejudice to the right of the New Zealand Council to recover all arrears including the subscription fee for the current year and any Certificate of Membership or of Merit together with any copies or replicas of the said certificates.
- c) The New Zealand Council may from time to time determine:

- i) what proportion of the annual subscription fee shall be allocated in payment for any journal published as the official journal of the Institute.

18 RESIGNATIONS OF MEMBERSHIP

- a) Any member who wishes to resign his membership shall forward a written resignation together with his Certificate of Membership to the secretary.
- b) The secretary shall immediately notify the branch secretary of any such resignation.

19 SUSPENSION OR FORFEITURE OF MEMBERSHIP

- a) The New Zealand Council:
 - i) may reprimand a member as it sees fit if, he has:
 - i.1) refused or neglected to comply with these Rules; or
 - i.2) been guilty of conduct unbecoming or prejudicial to the interests of the branch or the Institute,
 - (ii) may suspend a member or declare his membership forfeited if:
 - ii.1) he has been guilty of any breach of the provisions of any by-laws, codes of ethics or both,
 - ii.2) has been guilty of any dishonourable practice or conduct,
 - ii.3) circumstances exist that justify his suspension or the forfeiture of his membership,
 - ii.4) the member's admission was obtained by improper means,
 - ii.5) he has failed to pay any subscription or other sum of money owed by him to the Institute,

ii.6) he has ceased to hold the qualifications for membership prescribed by these Rules, or

ii.7) he has become bankrupt or insolvent or has made an assignment for the benefit of his creditors or has taken or has attempted to take benefit of any statutory provision for the liquidation, of his assets or affairs PROVIDED THAT it shall be a sufficient defence to any matter set out in this clause if he satisfies the New Zealand Council that his inability to pay his debts arose from no fault of his own and that he had engaged in no discreditable conduct.

iii) shall declare forfeited the membership of any person convicted of treason or a felony.

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b) i) The powers conferred on the New Zealand Council by Rule 19(a) shall not be exercised until a meeting of the New Zealand Council has been held and a resolution passed by it.

ii) The proceedings at meetings held pursuant to Rule 19(b) (i) shall be conducted in such manner as the New Zealand Council may from time to time prescribe.

c) i) Where a branch committee passes a resolution to recommend to the New Zealand Council that a member be suspended or that the membership be forfeited, the branch secretary shall as soon as practicable forward the recommendation to the New Zealand Council and cause to be served a notice in writing on the member:

i. 1) setting out the resolution of the branch committee and the grounds on which it is based,

i.2) informing him that he may appeal to a meeting of the New Zealand Council on giving the New Zealand Council notice in writing within one calendar month after the date of service of the said notice.

- d) i) Where the New Zealand Council passes a resolution under Rule 19(b) or the New Zealand Council receives a recommendation from a branch committee pursuant to Rule 19(c), the secretary shall as soon as practicable cause to be served on the member a notice in writing:
- i.1) setting out the resolution of the New Zealand Council and the grounds on which it is based,
 - i.2) informing him that he may appeal to a meeting of the New Zealand Council on giving the New Zealand Council notice in writing within one calendar month after the date of service of the said notice.
- ii) Where the New Zealand Council receives a notice under Rule 19(d) (i) (i.2), the New Zealand Council shall refer the resolution to the next meeting of the Institute after the date on which the secretary receives the notice.
- iii) At the meeting of the Institute referred to in Rule 19(d) (ii):
- iii. 1) the New Zealand Council may place before the meeting details of the grounds for the resolutions and the reasons for the passing of the resolutions,
 - iii. 2) the member shall be given an opportunity to be heard,
 - iii. 3) the members present shall vote by secret ballot on the question whether the resolution should be confirmed and, in any other case, the resolution is revoked, and
 - iii.4) if three quarters of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed and, in any other case, the resolution is revoked, and
 - iii. 5) the decision of the Institute in General Meeting shall be notified to the Council.
- e) i) The Certificate of Membership of anyone suspended or whose membership has been forfeited shall be delivered to the branch

committee or the New Zealand Council to be retained by it during his suspension or to be cancelled where his membership has been forfeited.

- ii) A member who has been suspended or who has resigned may be declared by the New Zealand Council to have forfeited his membership if, after suspension or resignation, he fails to deliver up his Certificate of Membership or any other certificate of the Institute when required to do so.
- f) Whenever any person ceases to be a member his name shall be removed from the register and he shall from that date cease to have any claim upon or any interest in the funds and property of the Institute or any part of the funds.

20 ESTABLISHMENT OF BRANCHES

- a) The New Zealand Council may at any time establish or approve the establishment of a sub-branch or sub-branch committee in any city or town of New Zealand or in any other place under the authority of or governed by New Zealand and the said branch committee can exercise the powers, authorities and discretions conferred on branch committees by these Rules.
- b) The New Zealand Council may include in the area administered by a branch any place under the authority of or governed by New Zealand.
- c) The purpose of any branch shall be to pursue the objects of the Institute.
- d) Each branch shall be governed by a branch committee which shall have the powers conferred by the By-Laws.

21 TRANSFERS

- a) If a member changes his place of residence his membership shall be transferred to the branch established in the place to which he transfers his place of residence should there so be a branch. If he chooses to reside outside New Zealand he shall retain his membership of his existing branch.
- b) Every member who changes his place of residence shall within one calendar month of the transfer of residence notify the branch secretary of his branch

immediately before his change of residence of his intention to change his place of residence and provide the branch secretary with any additional information required by the branch secretary or prescribed by the New Zealand Council.

22 REGISTER OF MEMBERS

- a)
 - i) Each branch committee shall maintain a register of members for that branch.
 - ii) The New Zealand Council shall maintain registers of members for all branches.
 - iii) All registers of members shall set out the status of each member and shall contain such further particulars as may from time to time be prescribed by the New Zealand Council.
 - iv) No name or designation except the names and designations of those already on the register of members shall be entered, removed or changed on any register of members save on the authority of the New Zealand Council.
 - v) The register of members maintained by the New Zealand Council shall during business hours be open to the inspection of any corporate or non-corporate member without charge and to any other person upon such terms as the New Zealand Council from time to time prescribe.
- b) Every corporate member or non-corporate member shall furnish the secretary with all the required information to enable him to compile a record in accordance with these Rules.

23 GENERAL MEETINGS OF THE INSTITUTE

- a)
 - i) The Institute shall in each calendar year convene an Annual General Meeting of its members.
 - ii) The Annual General Meeting shall be held at the time and place which the New Zealand Council shall direct from time to time.

- b) All general meetings other than the Annual General Meeting shall be called “Special General Meetings”.
- c)
 - i) The New Zealand Council may at any time and must within twenty eight days of receipt of a request in writing signed by not less than twenty corporate members stating the object and purpose of the meeting, convene a Special General Meeting to be held at the time and place which the New Zealand Council shall direct.
 - ii) If the New Zealand Council fails within the set time set out in Rule 23(c)(i) to convene a Special General Meeting, the corporate members signing the request may in the manner set out in Rules 12(b) and (c) convene a meeting in the city or town in which a branch is situated.
- d) Any member who intends to bring any motion or business before an Annual General Meeting which does not relate to the ordinary business of the Institute shall give notice in writing of his intention to the New Zealand Council not less than twenty eight days before the day of the meeting and no motion or business other than the motion brought before the meeting by the New Zealand Council shall come before the meeting unless the said notice thereof has been given.

24 PROCEEDINGS AT GENERAL MEETINGS

- a) The ordinary business of an Annual General Meeting shall be to:
 - i) receive and consider the statement of income and expenditure, the balance sheet and report of the New Zealand Council for the preceding year,
 - ii) receive and consider any other business the New Zealand Council, or any member using the procedure set out in Rule 23(d), brings before the said meeting,
 - iii) Have a “Review Engagement” of the Institute accounts presented at every alternate Annual General Meeting. One or more Certified Public Accountant(s) shall prepare the “Review Engagement” every second year.

- b) A quorum for an Annual General Meeting shall be twenty members present in person and entitled to vote.
- i) A quorum for a Special General Meeting shall be ten members present in person and entitled to vote.
- ii) No business shall be transacted at any General Meeting unless a quorum is present.
- iii) No business other than that set out in any notice convening a General Meeting shall be transacted at a General Meeting.
- c) The Chairman of a General Meeting shall be:
- i) the President, or in his absence,
- ii) the Vice President, or in his absence,
- iii) a Past President, or in his absence,
- iv) a Fellow appointed by the members present to be Chairman.
- d) i) If a quorum is not present within an hour of the time appointed for any Special General Meeting convened at the members' request, the meeting shall be dissolved.
- ii) If a quorum is not present within an hour of the time appointed for any Annual General Meeting or at any General Meeting convened by the Council the meeting shall be adjourned by the secretary, or in his absence by any Fellow, to some date not more than fourteen days later at the time and place appointed.
- iii) If a General Meeting is adjourned pursuant to this Rule it shall not be necessary to give notice of the adjourned General Meeting to any member present at such adjourned General Meeting.

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- e)
 - i) Each motion submitted to a General Meeting shall be decided in the first instance by a show of hands.
 - ii) The Chairman shall have a deliberative vote, which can only be exercised at the same time as the other members record their votes at that meeting.
 - iii) In the event of an equality of votes the Chairman shall have a casting vote.
 - f) At any General Meeting a declaration by the Chairman as to the result of a vote and the entry of the result in the Minute book of the Institute shall be conclusive evidence of the result of the vote unless a division is requested by at least five members both present in person and entitled to vote at the General Meeting.
 - g)
 - i) If at any General Meeting a division is requested it shall be taken immediately and the result of the division shall be deemed to be the resolution of the General Meeting.
 - ii) The request for a division shall not prevent the continuance of the General Meeting for the transaction of any other business before the General Meeting other than the question for which a division has been demanded.
 - iii) The request for a division may be withdrawn and the original result of the show of hands shall be deemed to be the resolution of the meeting.
 - iv) Any request for a division related to the election of a Chairman or on any question of adjournment must be taken immediately and not at any adjourned General Meeting.
 - h) If at any General Meeting the whole of the business before the General Meeting is not completed the Chairman may with the consent of the General Meeting adjourn it to any other time and place. However, no business other than the business left unfinished at the original General Meeting shall be transacted at the adjourned General Meeting.

- i) i) On a show of hands and upon a poll every member present in person shall be entitled to vote and shall have one vote.
- ii) Save as herein expressly provided only corporate members shall be entitled to vote on any question either personally or by proxy, at any General Meeting.
- j) Votes may be given personally or by proxy in accordance with the provisions of Rules 25(a) to (f).
- k) No member shall be entitled to be present or to vote on any question personally, or at a poll or be reckoned in a quorum if his subscription fee is three months or more in arrears.

25 VOTING BY PROXY

- a) An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
- b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- c) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- d) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

I/We _____ of _____, being
a member/members of the abovenamed Institute, hereby appoint
_____ of _____
as my/our proxy to vote for me/us on my/our behalf at the *annual general/* general meeting of
the Institute to be held on the _____ day ofand at any
adjournment of that meeting.

+ This form is to be used *in favour of/*against the resolution.

Signed this _____ day of _____ 20____

*Strike out whichever is not desired.

+ To be inserted if desired.

- e) An instrument appointing a proxy shall not be treated as valid unless the instrument, **and** the power of attorney **or** other authority (if any) under which the instrument is signed **or** a notorially certified copy of that power of authority, is or are deposited, not less than seven days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than seven days before the time appointed for the taking of the poll, at the registered office of the Institute or at such other place in New Zealand as is specified for that purpose in the notice convening the meeting.
- f) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or the transfer of the share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Institute at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

26 APPOINTMENT OF COUNCIL

- a) i) The New Zealand Council shall comprise:

i.1) the President and one Vice President being persons elected by the corporate members at the Annual General Meeting of the Institute and the immediate Past President and they shall be corporate members of the Institute. The President and Vice President shall be elected and the Immediate Past President shall hold office all for a two year term, and in each and every year,

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i.2) one representative residing in the North Island,

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i.3) one representative residing in the South Island,

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i.4) one member who is personally present at the meeting and who shall be appointed from the floor at that Annual General Meeting of the Institute, provided always that at all times there

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shall on the New Zealand Council be a majority of Corporate members.

- i. 5) the appointments of (i.2), (i.3) and (i.4) shall be for a two year term. In the event that any of these appointments are elected to the position of Vice President or President during the two year term, then a representative may be elected in his stead to replace the vacated position on the New Zealand Council at the next Annual General Meeting and would be for the remaining period of the original term only.

- b) A branch committee may by notice in writing to the secretary at any time during the year submit the names of any candidates who in its opinion should be considered for election to the New Zealand Council pursuant to Rule 26(a)(i.1) to (i.4) at the appropriate meeting whereupon the New Zealand Council shall have complete discretion to elect any such nominated candidate or not.

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- c) The office of a member of the New Zealand Council shall be deemed to have been vacated if the member:

- i) ceases to be a member,
- ii) resigns his seat on the New Zealand Council,
- iii) has become bankrupt or insolvent or has made an assignment for the benefit of his creditors or has taken or has attempted to take the benefit of any statutory provision for the liquidation of his assets or affairs
PROVIDED THAT it shall be a sufficient defence to any matter set out in his clause if he satisfies the New Zealand Council that his inability to pay his debts arose from no fault of his own and that he had engaged in no discreditable conduct,
- iv) is requested to resign by notice in writing given by the secretary or branch secretary pursuant to a resolution:

- iv.1) passed by an absolute majority of the members of the branch committee by which he was appointed,

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iv,2) of a General Meeting of the branch of which he is a representative, or

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iv,3) of the Institute,

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v) is found lunatic or becomes of unsound mind, or is three months or more in arrears in payment of his subscription fee.

d) A casual vacancy of the position of a branch representative in the New Zealand Council shall be filled under the powers conferred by the By-Laws on the branch committee which appointed the member of the New Zealand Council.

e) The members of the New Zealand Council may act notwithstanding any vacancy in the Council **PROVIDED THAT** a quorum is present.

27 POWERS AND DUTIES OF THE NEW ZEALAND COUNCIL

a) Subject to any powers given to a branch committee under a By-Law of the Institute, the management and control of the Institute, and its branches and the affairs of the Institute and its branches, its property and funds shall vest in the New Zealand Council which can exercise all the powers and do all acts and things which must be done by the Institute and which are not by these Rules or by the Corporations Law expressly required to be exercised or done by the Institute in General Meeting or by a branch committee and in addition, the New Zealand Council shall have all the powers and authorities expressly conferred on it by these Rules.

b) Without prejudice to the general powers conferred by Rule 27(a) and the other powers conferred on the New Zealand Council by these Rules, it is hereby expressly declared that the New Zealand Council shall have the following powers:

i) To make, vary, amend, enlarge, revoke or repeal by-laws which are not inconsistent with these Rules and all subjects not expressly reserved for the Institute in General Meeting whether or not the said subjects are amongst its powers expressly conferred by these Rules including by-laws regarding the control of branches and the powers exercisable by branches.

- ii) To make, vary, amend, enlarge, revoke or repeal any pronouncements for the maintenance of sound practice in the profession and the industry, the prevention of illegal or dishonourable practice in the profession and the industry and the promotion of the interests of the profession.
- iii) To fund prizes for any category of members or individual members together with any attached conditions for gaining the said prize.
- iv) To appoint the secretary, treasurer, officers, clerks and servants of the Institute for permanent, temporary or special services as it may from time to time determine and may also determine their duties and fix their salaries or remuneration and may require security for any amount and in any circumstances which it shall determine.

In particular:-

- iv.1) the Secretary and the Treasurer shall perform such other duties and exercise such other functions as may be reasonably required by the New Zealand Council from time-to-time.
- iv.2) The Secretary and Treasurer shall both be appointed by and shall be directly responsible to the New Zealand Council for the efficient functioning of the New Zealand Council's administration in accordance with the directions of the New Zealand Council as conveyed by the President thereof.
- iv.3) The Secretary and Treasurer shall both be appointed upon such terms, for such period and at such remuneration as the New Zealand Council shall determine and the periods of appointment shall be for three year terms. If, however, the Secretary or Treasurer become bankrupt or insolvent or has made an assignment for the benefit of his or her creditors or has taken or has attempted to take the benefit of any statutory provisions for the liquidation of his assets or affairs and has an inability to pay his or her debts, or is found to be of unsound mind or has been convicted of a criminal offence, or has acted

in such a way as to constitute serious misconduct then such appointment of the Secretary or Treasurer can forthwith be terminated by the New Zealand Council.

- (iv.4) Neither the Secretary nor the Treasurer shall have any right to vote at any meeting of the New Zealand Council.
- v) To appoint and remove the Bankers and Legal and Professional Advisers to the Institute.
 - vi) To purchase, rent and furnish suitable premises for the use of members or for the advancement of the objects of the Institute.
 - vii) To negotiate and arrange with other similar bodies for the reciprocal recognition of the status of members and to communicate with similar bodies and members of the profession or the industry for the purpose of obtaining and communicating information on all matters beneficial or interesting to members.
 - viii) To institute, conduct, defend, compound or abandon any legal proceedings or arbitration by or against the Institute or its officers in their capacity as officers of the Institute or otherwise concerning the affairs of the Institute.
 - ix) To compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Institute.
 - x) To make and give good receipts, releases and other discharges for moneys payable to the Institute and for claims and demands of the Institute.
 - xi) To invest and deal with any moneys of the Institute and at the request of any branch any funds of that branch upon such security and in such manner as it thinks fit and to vary and call in such investments from time to time.
 - xii) To borrow or raise money by bank overdraft, by the issue of debentures or any other methods of raising money with or without security over all or any of the property or rights of the Institute and upon such terms as

to priority or otherwise as it shall think fit provided that branch committees are given one month's notice of the New Zealand Council's intentions in this regard.

xiii) To delegate any of its powers, authorities and discretions to any branch committee from time to time in its absolute discretion on the conditions and for the period determined by it and it may at any time revoke the said delegation.

c) Without prejudice to the generality of the powers conferred on the New Zealand Council by virtue of Rules 27(a) and (b)(i), the New Zealand Council may make, vary, amend, enlarge, revoke or repeal By-Laws to govern the constitution of a branch committee and the procedures and operations of a branch and the said By-Laws may be different for each branch.

d) The New Zealand Council may, at its absolute discretion, permit a branch to form a body corporate or incorporated society for the purposes approved by the New Zealand Council **PROVIDED THAT:**

i) no person shall be admitted to membership of any body corporate or incorporated society unless that person is a member of the relevant branch,

ii) the New Zealand Council must first approve the Rules of Incorporation or the equivalent of the body corporate and any additions, modifications or amendments to the said Rules and without prejudice to the generality of the foregoing shall ensure that the Constitution or Rules of any such body does not prejudice the Institute's right to be an affiliated national institute.

e) i) i.1) The New Zealand Council may by resolution authorise an officer, a servant or a committee consisting of officers, servants or persons to exercise or perform on behalf of the New Zealand Council any power, authority, duty or function of the New Zealand Council as the New Zealand Council shall determine from time to time and the exercise of any such power, authority, duty or function shall be subject to the limitations

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and conditions specified by resolution of the New Zealand Council.

i.2) Any officer, servant, person or committee when exercising any duly authorised power, authority, duty or function shall be deemed to be the New Zealand Council and no act of an officer, servant, person or committee done within the scope of any due authority during the period in which the authority is in force shall be invalidated by reason of a withdrawal of the authority.

ii) The Institute may exercise the powers conferred by Section 15 of the Incorporated Societies Act 1908 and the powers shall be vested in the New Zealand Council.

28 PROCEEDINGS OF THE NEW ZEALAND COUNCIL

a) The New Zealand Council can meet, adjourn and otherwise regulate its meetings in any manner it determines **PROVIDED THAT** the New Zealand Council shall meet at least once annually.

i) A quorum at a meeting of the New Zealand Council shall consist of five members of the New Zealand Council.

b) A meeting of the New Zealand Council shall be convened at any time upon the request of the President or of the Vice President or of any five members of the New Zealand Council.

c) A member of the New Zealand Council who cannot attend at any meeting of the New Zealand Council can authorise in writing any other member of the New Zealand Council to vote for him on all or any questions arising at the meeting.

d) Questions at any meeting of the New Zealand Council shall be decided by a majority of the votes recorded and where there is an equality of votes the Chairman in addition to his deliberative vote shall have a casting vote.

- e) Any vacancy occurring in the office of President before his successor is elected shall be filled by the Vice President and that person shall hold that office until the next General Meeting of the Institute.
- f) At all meetings of the New Zealand Council the President shall preside or in his absence the Vice President or in his absence a Past President or in his absence any member of the New Zealand Council chosen by the members present.
- g) A meeting of the New Zealand Council which has been duly convened and at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions vested in it.
- h) i) Without prejudice to the generality of the powers conferred on the New Zealand Council by virtue of Rule 27(a), the New Zealand Council may appoint committees from its own members and from members who are not members of the New Zealand Council and may delegate to any committee so appointed any powers which are not in excess of its own.
- ii) The meetings and proceedings of every committee appointed pursuant to the above sub-paragraph (i) shall be governed by regulations made by the New Zealand Council and, if no regulations have been made, by the provisions contained in these Rules for regulating the meetings and proceedings of the New Zealand Council as far as those provisions are applicable.
- i) All acts done at any meeting of the New Zealand Council or of a committee appointed by it or by any member of the New Zealand Council or any 4 member of a committee appointed by the New Zealand Council shall be valid, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the said New Zealand Council, committee or member of the New Zealand Council or committee or that any of them were disqualified, as if the New Zealand Council, committee or member of the New Zealand Council or committee had been duly appointed and was qualified to act.
- j) i) The New Zealand Council shall enter or cause to be entered in minute books the minutes of the proceedings of its meetings, meetings of its committees and of General Meetings and the names of those present at meetings of the New Zealand Council and committee meetings.

- ii) Until they have been confirmed by resolution the minutes of any meeting shall be prima facie evidence of the transactions and decisions of the meeting.
- iii) When they have been confirmed by resolution the minutes of any meeting shall, subject to Rule 28(j)(iv), be conclusive evidence of the transactions and decisions of that meeting.
- iv) Nothing in this Rule shall be construed as in any way limiting the power of a meeting to correct any error or an omission from the minutes whether before or after they have been confirmed.
- k) A special resolution of the New Zealand Council shall be any resolution passed by a majority of not less than three quarters of the members of the New Zealand Council present in person at any meeting of the New Zealand Council of which notice has been given in writing to every member of the New Zealand Council at least seven days before the day of the meeting of the New Zealand Council.

29 FUNDS

- a) All moneys received on account of the Institute by the New Zealand Council or any branch committee shall be paid into the account of the Institute or the branch committee held at the Bankers of the Institute and opened by the New Zealand Council or the branch committee.
- b) The New Zealand Council may by special resolution as provided in Rule 28(k) from time to time levy on the funds of the Institute held by any branch for any purposes which the New Zealand Council shall think proper and upon any basis which in the sole opinion of the New Zealand Council operates fairly in relation to all branches **PROVIDED ALWAYS THAT:**
 - i) the purposes for which any levy can be made shall specifically exclude the making of any contribution to any other branch whose revenue is insufficient to meet its expenditure, and
 - ii) when making the levy the New Zealand Council may require different contributions from different branches.

- c) All bills of exchange, promissory notes or other negotiable instruments can be accepted, made or drawn for and on behalf of the Institute by any two persons appointed by the New Zealand Council for that purpose.
- d) Cheques or other negotiable instruments paid to the bankers of the Institute or of a branch which require the endorsement of the Institute or of a branch may be endorsed by the secretary or branch secretary or by such other officer of the Institute or of a branch as may be appointed by the New Zealand Council or branch committee for that purpose.

30 AUDITS OF ACCOUNTS

- a) The Institute accounts shall be examined and reported on every alternate year by one or more Certified Public Accountant(s) under a "Review Engagement". The person or firm will be appointed during the Annual General Meeting held at the Mid-term of the current President (or his appointed substitute) and unless there is an Act of Parliament providing to the contrary the Certified Public Accountant(s) may be a member. The Institute accounts shall be closed on the 31st December each year.
- b)
 - i) The Certified Public Accountant(s) shall hold office for a period of twenty-four months or until their successor(s) have been appointed (whichever is the greatest period) and they shall be eligible for reappointment.
 - ii) A member of either the New Zealand Council or a branch committee shall not be eligible for appointment as a Certified Public Accountant.
- c) The New Zealand Council may replace the appointed Certified Public Accountant(s) during the twenty-four months, should circumstances dictate.

31 INDEMNITY

- a)
 - i) The Society must indemnify its director, officer, auditor, member of any sub-committee, secretary and agent of the society "officer" against:

i.1) any liability for costs and expenses incurred by that officer as such in defending in proceedings, whether civil or criminal, in which judgment is given in favour of the officer, or which are discontinued, withdrawn, dismissed or struck out, or in which the officer is acquitted, or in connection with any application in relation to such proceedings in which relief is granted to the officer by the Court, and

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i.2) any liability (other than a liability to the Society or a related Body Corporate, as defined in the Law) incurred by an officer in carrying out the business or exercising the powers of the Society which liability does not involve any lack of good faith on the part of the officer.

b) No member of the New Zealand Council, or of a committee, secretary, branch secretary or other officer of the Institute or a branch shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person notwithstanding any receipt or other document signed or act done by the officer nor shall the said officer be answerable for any loss or damage suffered by the Institute unless the loss or damage occurred through the dishonesty of the said officer.

c) Nothing contained or implied in Rules 31(a) and (b) shall operate to exempt any person from liability or to indemnify that person against any liability which by virtue of any rule or law he would otherwise be liable for in respect of any negligence, default, breach of duty or breach of trust which he may be guilty of in relation to the Institute.

32 INTERPRETATION OF RULES

a) If any doubt shall arise as to the proper construction or meaning of any of these Rules or of any By-Laws or regulations made under these Rules the decision of the New Zealand Council as to the proper construction shall be final and conclusive provided the decision of the New Zealand Council is reduced to writing and recorded in the Minutes.

33 RULES AND DUTIES OF MEMBERS

- a) All members shall be subject to these Rules and any Regulations or By-Laws of the Society.
- b) Every member shall be provided with a copy of these Rules free of charge provided that a charge as determined from time to time by the New Zealand Council shall be made for any further copies.

PROPOSED RULES ... 7-6-12

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BY-LAWS

OF

**THE INSTITUTE OF QUARRYING NEW ZEALAND
INCORPORATED**

**BY-LAWS
OF
THE INSTITUTE OF QUARRYING NEW ZEALAND
INCORPORATED**

Adopted by resolution of the New Zealand Council dated

2011

PART I - GENERAL PROVISIONS

1 INTRODUCTION

These By-Laws shall take effect from
called "the specified day").

(hereinafter

2 INTERPRETATION

(a) In these By-Laws the following expression shall have the following meaning
that is to say:

- i) "affiliated national institute" shall mean an affiliated overseas body
authorised by the Council pursuant to By-Law 24 (but from 4 October
1999 onwards to Rule 19 instead of Rule 24) of the Institute of
Quarrying (UK).
- ii) "affiliated overseas members" shall mean members of an affiliated
national institute who by reason of such membership are non-corporate
members of the Institute of Quarrying (UK).
- iii) "Council" shall mean the Council of the Institute of Quarrying (UK).
- iv) "General Secretary" shall mean the General Secretary of the Institute
of Quarrying (UK).
- v) "Industry" shall mean the extraction and processing of minerals,
including secondary minerals, recycled materials, crushed and
dimension stone, cement.

- vi) "Institute" shall mean The Institute of Quarrying New Zealand Incorporated, a society incorporated in New Zealand under the Incorporated Societies Act 1908.
- vii) "Institute of Quarrying (UK)" shall mean the Institute of Quarrying, a society incorporated in England under the Companies Act 1948-1985.
- viii) "New Zealand Council" shall mean the Council of Management of the Institute.
- ix) "Rules" shall mean the Rules of the Institute for the time being in force.
- x) "secretary" shall mean the secretary of the Institute.
- xi) "treasurer" shall mean the treasurer of the Institute.
- (b) These By-Laws shall be interpreted subject to and in conjunction with the provisions contained in the Rules.
- (c) The singular includes the plural and the plural includes the singular.
- (d) A reference to a gender includes a reference to each other gender.
- (e) A reference to a person includes a reference to a firm, corporation or other corporate body.
- (f) A reference to a statute shall include any statutes amending, consolidating or replacing same and any regulations made under such statutes.

3 NON-CORPORATE MEMBERS

The non-corporate members shall be the persons who are non-corporate members on the specified day and such other persons as the New Zealand Council may from time to time elect to membership of the Institute under the provisions of these By-Laws. There shall be two classes of non-corporate member, that is to say:

- a) Associates, and
- b) Students.

- 4 No non-corporate member shall use his description, or as part thereof the words 'Member of the Institute of Quarrying New Zealand Incorporated' or any designatory letters tending to associate him with the Institute.

5

- a) The New Zealand Council may elect as an **Associate** any candidate who:

i) is engaged in the industry and has made application in writing to the New Zealand Council in the prescribed form and paid the prescribed fee.

ii) has been nominated by two corporate members not being Associate Members,

iii) have suitable qualifications and industry experience as determined in the absolute discretion of the New Zealand Council, and

iv) holds a qualification approved by the New Zealand Council and has completed a period of training and experience in the field in which he was qualified, including experience in a position of responsible charge in the industry for at least three years,

v) has produced written evidence of his qualifications and experience in the industry,

vi) provided always that no person shall be elected as an Associate if the total number of Associates immediately after his election would then exceed one half of the total number of corporate members.

- b) The New Zealand Council may elect a **Student** any candidate who:

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- i) is employed in an occupation supplying goods and services to the industry and has applied in writing to the New Zealand Council in the prescribed form and paid the prescribed fee,¶
ii) has been proposed by one corporate member and one Associate,¶
iii) is not less than twenty three years of age at the time of the application,¶
iv) has completed three years of experience in his occupation, or¶
v) holds qualifications appropriate to his occupation and have one year of experience,¶

- i) is engaged in a course of study or training relating to the industry and has made application to the New Zealand Council in the prescribed form and paid the prescribed fee,
- ii) has been nominated by two corporate members,
- iii) has reached the age of sixteen and normally not more than twenty one (unless agreed by the New Zealand Council),
- iv) provided always that upon reaching the required age and being otherwise qualified a Student may seek election either as an Associate or a corporate member and on reaching the age of twenty five he may no longer remain as a Student.

6 The power to elect non-corporate members shall be vested in the New Zealand Council and shall not be exercised unless the New Zealand Council in its absolute discretion shall think fit.

7 The Institute shall maintain a register of non-corporate members and shall enter therein the name of each non-corporate member, the class to which he is elected and the date of such election. The register of non-corporate members shall during business hours be open to the inspection of any corporate or non-corporate member without charge and to any other person upon such terms as the New Zealand Council may from time to time prescribe.

8

- a) The secretary shall send to each non-corporate member notice of all general meetings of the Institute, and the provisions as to notices contained in the Rules shall apply to notices to be sent to non-corporate members.
- b) A non-corporate member may attend all meetings of the Institute or branch thereof. At a general meeting of the Institute he shall not, without the permission of the Chairman of the meeting, contribute to or take part in discussions.
- c) The secretary shall send to each non-corporate member, on demand, a copy of all publications supplied to corporate members.
- d) Where a non-corporate member has failed to pay to the Institute any subscription, contribution, fee or other sum due for a period of three months

after the same has become payable, his rights and privileges under these By-Laws shall, unless the New Zealand Council in its absolute discretion determines otherwise, be suspended.

- e) Except in so far as these By-Laws provide otherwise, a non-corporate member shall enjoy no rights or privileges as an incident of non-corporate membership.

9

- a) A non-corporate member shall cease to be a non-corporate member and his name shall be removed forthwith from the register of non-corporate members:
 - i) where he is elected a corporate member, upon such election,
 - ii) where he sends to the secretary a written notice of resignation, upon receipt of that notice at the offices of the Institute, but where such a notice is received at the offices of the Institute after 31st December in any year, the non-corporate member shall, notwithstanding his resignation remain liable to pay the annual subscription that would otherwise have been payable by him on the 31st day of January in the year in question.
 - iii) where the secretary, at the direction of the New Zealand Council sends him a notice to determine his membership, upon the 31st January in the year that the notice is sent,
 - iv) where he has failed to pay to the Institute, moneys due in respect of his annual subscription for a period of three months after the same has become payable, upon termination of that three month period,
 - v) where he dies or becomes insolvent or of unsound mind, or enter into any scheme of arrangement or composition with his creditors, or is convicted by a competent tribunal of an offence which, in the opinion of the New Zealand Council, renders him unfit to be a non-corporate member, or where a Notice of Bankruptcy is made against him, upon the happening of such an event,
 - vi) where he is expelled from the Institute under the provisions of sub-clause 9(e) of this clause, upon the resolution of the New Zealand Council.

- b) Where, but for the provisions of this sub-clause, a non-corporate member would have ceased to be a non-corporate member under the provisions of clauses 9(a)(ii), 9(a)(iv) or 9(a)(v) of these By-Laws, the New Zealand Council, in its absolute discretion and upon such terms as it thinks fit, may resolve that his membership shall not cease, and may order that his name be restored to the register of non-corporate members.
- c) The provisions of clauses 9(a)(ii), 9(a)(iv) and 9(a)(v) of these By-Laws shall take effect without prejudice to the liability of the non-corporate member to pay the Institute any monies then due to it, but, where a non-corporate member is elected a corporate member, any money paid or payable in respect of his subscription as a non-corporate member for the year in which that election occurs shall be taken into account in determining the amount due from him in respect of his subscription as a corporate member for that year.
- d) Where there is received by the secretary a proposal in writing:
- i) signed by not less than twenty corporate members, or
 - ii) in the case of a non-corporate member who is an Associate, made pursuant to the resolution of the committee of the Associates' Section in which is set forth a demand that a non-corporate member should be expelled from the Institute and the grounds upon which that demand is made, the New Zealand Council shall cause an inquiry to be held to determine whether that non-corporate member should be expelled. The non-corporate member shall have the right to make representations orally, or in writing or by a representative at the inquiry. The members of the inquiry shall make a report and recommendations to the New Zealand Council.
- e) Upon receiving the report and recommendations of the members of the inquiry the New Zealand Council may, with the consent of three-quarters in number of the members present at a meeting of the New Zealand Council, resolve that the non-corporate member be expelled from the Institute but, before such a resolution is passed the New Zealand Council may, if it thinks fit, afford to the non-corporate member the opportunity of sending to the secretary written notice of resignation. Where such a resolution is passed, written notice thereof shall be given to the next Annual General Meeting of the Institute.

- f) Where, after receiving the report and recommendations of the members of the inquiry, the New Zealand Council does not resolve that the non-corporate member be expelled, no particulars of the inquiry, nor the report and recommendations of the members thereof, shall be entered in the minutes of its proceedings.

10 Entrance Fees and Subscriptions

- a) Subject to the provisions of sub-clause 10(f) and 10(g) of this clause, corporate and non-corporate members shall pay to the Institute such entrance fees, annual subscriptions and other monies as may from time to time be prescribed by the New Zealand Council.
- b) Entrance fees shall be payable at the time of election to the class of corporate or non-corporate membership in respect of which they are due. Provided that where a corporate or non-corporate member of one class is elected into another class any money paid by him before that election as entrance fee in respect of the former class shall be deducted from the amount that would otherwise be payable by him in respect of the class into which he is elected.
- c) Subject to the provisions of sub-clauses 10(d) and 10(e) of this clause, the first annual subscription shall be payable in full at the time of the election to the class of corporate or non-corporate members in respect of which it is due, thereafter, each annual subscription in respect of that class shall be payable on the 31st day of January.
- d) Where a corporate or non-corporate member of one class is elected into another class any money paid or payable by him before or at the time of that election as annual subscription in respect of the former class for the year in which that election occurs shall be taken into account in determining the amount due from him as annual subscription for that year in respect of the class to which he is elected.
- e) Where a candidate is elected as a non-corporate member on or after 1 July in any year, the subscription payable by him for the year of election shall be one half of the annual subscription for that year in respect of the class to which he is elected.

- f) The New Zealand Council may, on grounds of ill health, advanced age, misfortune or on any other grounds which appear to them sufficient, remit suspend or release any entrance fee or annual subscription which has been paid or has become payable by any corporate or non-corporate member.
- (g) Where a corporate or non-corporate member has retired from the industry and has made written application in that behalf to the secretary the New Zealand Council may, if in its absolute discretion it thinks fit, direct the annual subscription payable by the applicant be an amount less than the annual subscription prescribed in respect of the class in which he is elected, but the foregoing power shall not, in the absence of special circumstances, be exercised except where the applicant has attained the age of sixty-five years.

PART II- BRANCHES

11 The Membership and Establishment of Branches

- a) Corporate and non-corporate members shall be associated into branches of the Institute. Each branch shall comprise the corporate and non-corporate members ordinarily resident within the district in respect of which that branch is established.
- b) The branches of the Institute shall be the branches established on the specified day and such other branches as the New Zealand Council may from time to time establish under the provisions of these By-Laws. Particulars of the branches and the district in respect of which they have been established are set forth in the Schedule to these By-Laws.
- c) The power to establish a new branch shall be vested in the New Zealand Council and shall not be exercised unless the New Zealand Council is of opinion that there are a substantial number of corporate and non-corporate members ordinarily resident within a district (whether or not that district or part thereof forms part of a district in respect of which an existing branch is established) whose needs, interests or convenience are not adequately met by the activities of existing branches.
- d) In the exercise of its power to establish a new branch or otherwise the New Zealand Council may from time to time redefine the district in respect of which an existing branch is established.

- e) Where the New Zealand Council is of opinion:
- i) that the number of corporate and non-corporate members comprised in a branch no longer justifies the existence of that branch, or
 - ii) that the needs, interests or convenience of the corporate and non-corporate members comprised in a branch would be met more adequately by the activities of other existing branches or by the establishment of new branches, or
 - iii) that it is the wish of the corporate and non-corporate members of a branch.
- f) It may dissolve that branch and may allocate the district in respect of which it was established to other branches.

12 The Officers and Committee

- a) Subject to the directions of the New Zealand Council, the affairs of each branch shall be managed by the branch committee which shall comprise three or four officers and such number of ordinary committee members as the branch in general meeting may from time to time determine.
- b) The officers of the branch shall be:
- i) the branch Chairman,
 - ii) the branch Deputy Chairman, and
 - iii) the branch Secretary,
 - iv) the branch Treasurer.

These officers shall be elected for a two year term and are eligible for re-election.

- c) The officers of the branch shall be elected at each Annual General Meeting of the branch. They shall hold office from the conclusion of that Annual General Meeting until the conclusion of the next following Annual General Meeting of that branch, and shall be eligible for re-election.

- d) The ordinary committee members of the branch shall be elected at each Annual General Meeting of the branch. All committee members shall be eligible for re-election. The immediate Past Chairman shall hold as an ex-officio position.
- e) Any casual vacancy on the branch committee may be filled by an appointment by the branch committee. Such an appointee shall retire at the Annual General Meeting next following his appointment and shall be eligible for re-election.
- f) No person other than a corporate or non-corporate member comprised in the branch shall be elected or appointed to the branch committee.

13 Branch Meetings

- a) There shall be an Annual General Meeting of the branch in each year. The Annual General Meeting shall be a general meeting of the branch and shall be held in the second three months of each calendar year or as soon thereafter as may be practicable.
- b) Not less than 21 days before the Annual General Meeting the branch secretary shall send written notice thereof to each corporate and non-corporate member comprised in the branch. The notice shall specify the date, time and place of the meeting, and any business other than the election of officers, and ordinary committee members that it is proposed to transact thereat.
- c) Each corporate and non-corporate member comprised in the branch shall be entitled to attend and vote at the Annual General Meeting.

14

- a) The branch committee may arrange such meetings of the branch, other than the Annual General Meeting, as it shall think fit.
- b) Any corporate or non-corporate member, whether or not he is comprised in the branch, may attend the meetings of the branch, other than the Annual General Meeting, and may, with the consent of the Chairman of the meeting, take part in the proceedings thereat.

15 General

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Subject to the provisions contained in these By-Laws the branch in general meeting may make such regulations for the conduct of its affairs as it thinks fit.

PROPOSED RULES ... 7-6-12

PART III

THE ASSOCIATES' SECTION

16 Membership and Establishment

There may be an Associates' Section of the Institute which shall comprise all Associates.

17 Officers and Committee

- a) Subject to the directions of the New Zealand Council, the affairs of the Associates' Section shall be managed by the Associates' Committee, which shall comprise four officers and, subject to clause 17(f), nine ordinary committee members.
- b) The officers of the Associates' Section shall be:
 - i) the Associates' Chairman,
 - ii) the Associates' Vice-Chairman,
 - iii) the Associates' Secretary, and
 - iv) the Associates' Treasurer if elected.
- c) The officers of the Associates' Section shall be elected at each Annual General Meeting of the Section. They shall hold office from the conclusion of that Annual General Meeting until the conclusion of the next Annual General Meeting of the Associates' Section and shall be eligible for re-election.
- d) The first ordinary committee members of the Associates' Section shall be the persons who are the ordinary members of the Committee at the specified day. At each Annual General Meeting of the Associates' Section one third of the ordinary committee members for the time being, or if their number be not three or a multiple of three then the number nearest to but not exceeding one third shall retire from office. All ordinary committee members who so retire shall be

eligible for re-election. The members to retire in any year shall be those who have been longest in office since their last election as ordinary committee members, but as between persons of equal seniority those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- e) At each Annual General Meeting of the Associates' Section Associates may elect persons to fill the vacated offices of ordinary committee members who retire in manner aforesaid, and in default the retiring members or those of them whose places have not been so filled, shall be deemed to have been re-elected unless at the meeting it is resolved to reduce the numbers of ordinary committee members or that they should not be re-elected.
- f) The Associates may from time to time in general meeting increase or reduce the number of ordinary committee members and may also determine in what rotation the increased or reduced number is to go out of office. A reduction is not to have the effect of removing from office any member but shall if necessary take effect only as vacancies occur on retirement by rotation or otherwise.
- g) Any casual vacancy on the Associates' Committee may be filled by an appointment by the Associates' Committee. Such an appointee shall retire at the conclusion of the next Annual General Meeting of the Section, but shall be eligible for re-election.
- h) No person other than an Associate shall be elected or appointed to the Associates' Committee.

18 Meeting of the Associates' Section

- a) There shall be an Annual General Meeting of the Associates' Section. The Annual General Meeting shall be an Annual General Meeting of the section and shall, so far as practicable, be held shortly before the Annual General Meeting of the Institute.
- b) Not less than twenty-one days before the Annual General Meeting the Associates' secretary shall send written notice thereof to each Associate. The notice shall specify the date, time and place of the meeting and any business other than the receiving of reports and the election of officers,

ordinary committee members and Associates' Delegates that it is proposed to transact thereat.

- c) Each Associate shall be entitled to attend and vote at the Annual General Meeting.

19

- a) The Associates' Committee may arrange such meetings of the Associates' Section, other than the Annual General Meeting, as it shall think fit.
- b) Any corporate or non-corporate member, whether or not an Associate may, unless the Associates' Committee directs otherwise, attend meetings of the Associates' Section, and may, with the consent of the Chairman of the meeting take part in proceedings thereat.

20 Associates' Delegates

- a) At each Annual General Meeting of the Associates' Section there may be elected one Associates' Delegate to serve as delegate from the Associates' Section on the New Zealand Council. The Associates' Delegate shall hold office from the conclusion of the Annual General Meeting of the Institute in that year until the conclusion of the Annual General Meeting of the Institute in the next year, and shall be eligible for re-election.
- b) Any casual vacancy in the office of Associates' Delegate shall be filled by an appointment by the Associates' Committee. Such an appointee shall hold office until the Annual General Meeting of the Institute next following his appointment and shall be eligible for election.
- c) No person other than an Associate shall be elected or appointed as an Associates' Delegate, but an Associates' Delegate may be a member of the Associates' Committee.
- d) The Associates' Secretary shall after each Annual General Meeting of the Associates' Section communicate to the secretary the name and address of the Associates' Delegates elected thereat, and shall advise the secretary forthwith of any change in the identity of any one or more of those delegates.

21 General

Subject to the provisions contained in these By-Laws the Associates' Section in general meeting may make such regulations for the conduct of its affairs as it thinks fit.

THE SCHEDULE

Particulars of branches established in New Zealand:

<u>Branch</u>	<u>District in Respect of Which the Branch is Established.</u>
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Northland

Auckland

Waikato/Bay of Plenty

Central

Canterbury

Otago/Southland

PART IV

AFFILIATED NATIONAL INSTITUTES

- 22** The Institute may by resolution of its corporate members seek to become an affiliated national institute with the Institute of Quarrying (UK).
- 23**
- a) When it becomes an affiliated national institute, corporate members of the Institute will automatically cease to be corporate members of the Institute of Quarrying (UK) and at the same time will become affiliated overseas members of that organisation unless he is and wishes to remain a corporate member of the Institute of Quarrying (UK) in his own right.
 - b) Corporate members of the Institute who wish to remain members of the Institute of Quarrying (UK) may do so providing they give written notice of their intention to that body within six months of the date the Institute becomes an affiliated national institute.
 - c) Members of the Institute holding the designation Honorary Fellow of the Institute of Quarrying (UK) will remain corporate members of the Institute of Quarrying (UK) and shall become Honorary Fellows of the Institute of Quarrying New Zealand.
- 24** The President of the Institute together with the Presidents of all other affiliated national institutes and the President of the Institute of Quarrying (UK) will become members of a committee known as “The Presidents’ Committee” whose terms of reference are appended to these By-Laws.
- 25**
- a) The Institute will provide such details as the Institute of Quarrying (UK) shall reasonably require of each new member together with a copy of his application for membership and request that he be elected as an Affiliated Overseas Member.
 - b) The Institute will pay to the Institute of Quarrying (UK) entrance and affiliation fees as agreed from time to time.

- c) The Institute will with due promptness provide copies of its audited annual account together with the minutes of all meetings of its corporate members and of its Council to the secretary of the Institute of Quarrying (UK), the members of the Presidents' Committee, and the auditors of the Institute of Quarrying (UK).
- d) The Institute will give prior notice to the Institute of Quarrying (UK) of any intention to alter or add to its Rules or its By-Laws.

26

- a) If the Institute has reason to believe that the Institute of Quarrying (UK) has failed and continues to fail to a material extent to comply with the terms and conditions agreed to from time to time and at the time the Institute became an affiliated national institute, the Institute shall negotiate through its officers with the officers of the Institute of Quarrying (UK) and by such negotiations seek to reach an amicable solution. If despite such negotiations the Institute of Quarrying (UK) fails or refuses to take steps which in the opinion of the Institute in its sole discretion are appropriate and adequate the Institute may with the consent of not less than three quarters of its Corporate members at a general meeting resolve to cease to be an affiliated national institute.
- b) In the event of the Institute's Corporate members passing a resolution that on a date specified, the Institute will cease to be an affiliated national institute the Institute will give notice to the secretary of the Institute of Quarrying (UK) and the Secretaries of all other affiliated national institutes
- c) Within two months of the Institute ceasing to be an affiliated national institute the Institute will change its constitution and name so that neither implies any legal association with the Institute of Quarrying (UK) and it will cease to use, or imply it has the right to use, the Coat of Arms of the Institute of Quarrying (UK).

- 27** Council may admit to membership of the Institute such members of an affiliated national institute as Council determines have equivalent qualifications or experience which in the United Kingdom would allow them to qualify as Corporate Members or Non-Corporate Members of the Institute. The status of such persons as Corporate Members or Non-Corporate Members, the admission of such persons as members, and their respective rights and obligations of membership shall be as Council may from time to time determine.

APPENDIX

PRESIDENTS' COMMITTEE

Composition

- a) President of the Institute of Quarrying (UK).
- b) Presidents of all the affiliated national institutes.
- c) At the discretion of the Committee, the Chairman (or nominee) of an Overseas branch of the Institute can also be invited to attend a meeting.
- d) Other senior members can also be co-opted if it is considered they have a specific contribution to make.

Terms of Reference

- a) To consider all matters which affect the Institute at international level in order that individual representatives can subsequently advise their own national councils on the course of action considered appropriate by the Committee. Such matters would include (but not exclusively):
 - i) proposed constitutional amendment,
 - ii) the maintenance of membership standards,
 - iii) arrangements for the monitoring and control of the affiliation system,
 - iv) the promotion of the Institute as an international body,
 - v) the co-ordination of international speakers at seminars and conferences,
 - vi) consideration of ways of generating technical material (in print, video and other media) which could be used to further educational development throughout the Institute,
 - vii) consideration of international honours and awards,

viii) consideration of the funding for all international activities.

- b) The Committee shall meet once a year in conjunction with an annual conference hosted by one of the member bodies (normally in rotation), and also at other times and places considered appropriate.
- c) The date and place of each annual meeting shall be agreed at the preceding meeting.
- d) Special meetings of the Committee shall be called with the support of a simple majority of those entitled to attend.
- e) The agenda and papers for annual meetings shall be circulated at least three months in advance to give time for national presidents to consult their respective councils. The arrangements for the circulation of paperwork for special meetings shall be by arrangement.
- f) Each national president will be entitled to ask for specific items to be included on the agenda and will be required to submit a paper on the subject.
- g) The president of the host body will take the chair at each meeting and the secretariat will be provided by the local Institute.
- h) The Committee can make recommendations to the national councils with the support of a simple majority, except for constitutional matters, which will require a unanimous decision.