

RULES

1.0 Constitution

- 1.1** The Society was originally constituted by resolution dated 29 April 1982.
- 1.2** These Rules were adopted by postal ballot which closed on 21 July 2008 and most recently altered at AGM on 29 October 2021.

2.0 Name

- 2.1** The name of the Society is ARCHITECTURAL DESIGNERS NEW ZEALAND Incorporated ("the Society").

3.0 Objects

- 3.1** The primary objects of the Society are to:
- (a)** Promote and advance architecture in New Zealand through the activities of the Society, its members and its educational activities,
 - (b)** Represent and promote the interests of members of the Society,
 - (c)** Promote high ethical standards of architectural design practice in New Zealand, including excellence in design and service to clients,
 - (d)** Form strategic alliances and contractual relationships with any other organisation for the furtherance of the objects of the Society,
 - (e)** Engage in any professional or commercial activities (either alone or in conjunction with any other organisation, including by way of membership, partnership, joint venture, shareholding or otherwise) which assist to regulate and promote architecture and associated industries in New Zealand,
 - (d)** Do any act or thing incidental or conducive to the attainment of any of the above objects.

- 3.2** Without detracting from the primary objects, the secondary objects of the Society are to:

- (a)** Make and enforce a Code of Ethics to promote high ethical standards of architectural design practice in New Zealand, and
- (b)** Make policies and regulations to advance the attainment of any of the above objects.

4.0 Powers

- 4.1** In addition to its statutory powers, the Society:
- (a)** May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient,
 - (b)** May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient,
 - (c)** May invest in any investment in which a trustee might invest, and
 - (d)** Shall have power, exercisable by the Board, to borrow money by bank overdraft and by way of financial leases and hire purchase, and otherwise shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such additional borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all Society Members.

4.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member

4.3 Notwithstanding the provisions of Rules 4.2(b), 10.6 and 11.14 any Member, officer or member of the Board, or any associated persons may contract with the Society as long as that is done on an arms' length basis and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and that any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable rewards for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5.0 Membership

5.1 The Society shall have classes of membership as follows:

(a) Member

The Board shall be entitled from time to time to establish different classifications of Membership with the primary classifications including:

- (i) **Professional Member** which shall be the highest membership classification,
- (ii) **Intern Member** which shall be the entry level membership classification for those members not satisfying the criteria to

become a Professional Member, and the Board may prescribe the different criteria and requirements for, and privileges of, each class of membership.

(iii) Retired Member is a Member who has ceased to practice architecture. The Board may prescribe the different criteria and requirements for, and privileges of Retired Members.

(iv) Colleague Member is a person aligned to the practice of Architectural Design. The Board may prescribe the different criteria and requirements for, and privileges of Colleague Members.

(b) Life and Honorary Members. In addition to any classifications of Membership established by the Board, the Society may have Life and Honorary Members:

(i) Life Member. A Life Member is a person honoured for meritorious services to the Society and appointed as a Life Member by unanimous resolution of the Board and in accordance with policy established by the Board as required by Rule 11.10(b). A Life Member shall have all the rights and privileges of a Member and shall be subject to all the duties of a Member except those of paying subscriptions and levies.

(ii) Honorary Member. An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties. The Board may prescribe the rights and privileges of Honorary Members.

(c) The voting rights of Members are set out in Rules 10, 16, 17, 19 and 20.

- 5.2** Members shall advise the Chief Executive Officer of any change of name, address or telephone number.
- 5.3** The Chief Executive Officer shall keep a membership register of Members recording their names, postal and street addresses, email addresses, and telephone numbers.
- 5.4** All Members (and Directors) shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

6.0 Admission of Members

- 6.1** Applicants for membership shall complete any application form provided (and supply such information as may be required) by the Board.
- 6.2** Unless otherwise prescribed by the Board, membership applications shall be processed as follows:
 - (a)** The application shall be assessed by an assessor or assessors (preferably from within the Region where the applicant carries on business) appointed by the Board who shall convey the assessor's recommendations to the Board,
 - (b)** The Board shall consider the application and the recommendations of the assessor or assessors,
 - (c)** An applicant for Professional and any other required classes of Membership shall supply a portfolio of work and shall be interviewed prior to admission to either of those classes of membership,
 - (d)** The Board shall have complete discretion whether or not to admit a membership applicant, and, if so, to which class of membership, and shall advise the applicant and the Regional Committee of its decision, and that decision shall be final.

- 6.3** Any membership application fee or any amount payable on joining the Society shall be set by the Board.

7.0 Subscriptions and Levies

- 7.1** The annual national and regional subscriptions (and the amount of any periodic payments) for different classes of Member for the then current financial year shall be set by resolution of a General meeting. Regional subscriptions shall be collected with the National subscriptions and shall be forwarded to the Regions on receipt.
- 7.2** The Board may by resolution impose a national levy or levies on different classes of Members in any financial year up to a maximum totalling 50% of the national subscription for that year for each class of Member.
- 7.3** Any Member failing to pay the annual national or regional subscription (including any periodic payment) or any national levy within one calendar month of the date the same was due shall (without further notice and without being released from the obligation to pay any amounts then owing to the Society) at the discretion of the Board, or of some person delegated by the Board, cease to be a member, and shall not in any way hold him or herself out as a member of the Society. Any member who ceases to be a member under this Rule may re-apply for new membership by following the procedures set out in Rule 6.0.
- 7.4** At its sole discretion, the Board may write off outstanding subscriptions and levies of Members or former Members.

8.0 Membership Cessation and Discipline

- 8.1** Any Member may resign from that Member's class of membership by written notice to the Chief Executive Officer, and on receipt by the Chief Executive Officer such resignation shall take immediate effect.
- 8.2** The Board may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 8.3** At the first Board Meeting following an election of Board Members the Board shall:
- (a)** Establish a Complaints Committee comprising of not less than three Life or Professional Members for a term of three years for the purpose of dealing with any complaint about any Member and any complaint relating to or affecting the Board, and
 - (b)** Review and if necessary revise the Board's Complaints Policy.
- 8.4** Any complaint about any Member or the Board, disciplinary matter, dispute between Members or between the Member and the Society, or a grievance brought by a Member alleging damage to the Member's rights or interests as a Member or to the Member's rights or interests generally, shall be lodged in writing with the Chief Executive Officer, and the procedures set out below shall be observed:
- (a)** If the nature of the complaint or grievance indicates that it should be referred to a court or tribunal, the Board may decline to investigate the complaint or grievance until any such body has dealt with the issues which are the subject of the complaint or grievance. If the decision of any such body effectively disposes of the complaint or grievance the Board may decide to take no further action.
 - (b)** The Board may decide not to proceed with a matter further if:
 - (i)** the matter is trivial; or
 - (ii)** the matter does not appear to disclose or involve (in the case of a complaint or disciplinary matter) any material misconduct or (in the case of grievance) any material damage to a Member's rights or interests; or
 - (iii)** the complaint, grievance, or disciplinary matter appears to be without foundation or there is no apparent evidence to support it; or
 - (iv)** in the case of a complaint or grievance, the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
 - (v)** the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Society.
 - (c)** If the complaint or grievance is not dealt with under paragraph (a) or (b) of this Rule the complaint or grievance shall be referred to the Complaints Committee established under this Rule and that Committee comprising of three Members shall observe the procedures set out in the remainder of this Rule.
 - (d)** The following procedures shall be observed by the Complaints Committee when dealing with a complaint or grievance:
 - (i)** The Member shall be given a copy of the complaint, or grievance which must contain sufficient detail of all allegations concerning the Member,
 - (ii)** The Member shall have the opportunity and time to provide a detailed written response to the complaint or grievance, and such

response shall be provided promptly within a maximum time period (which shall not be less than two weeks after the Member receives a copy of the complaint or grievance) specified by the Board or Complaints Committee,

- (iii)** Further enquiries may be made by or on behalf of the Board or the Complaints Committee, and the results of those enquiries shall be made known to the complainant and the Member,
 - (iv)** The complainant and the Member complained against must be given an adequate opportunity to be heard, in writing and/or at an oral hearing if the Complaints Committee considers that an oral hearing is required to ensure an adequate hearing. The Member shall have the opportunity to be heard at an oral hearing (if applicable) before the Complaints Committee and the Complaints Committee will consider any written response from the Member to the complaint, and
 - (v)** The complaint or grievance shall otherwise be dealt with in accordance with this Rule and the Board's Complaints Policy.
- (e)** If a complaint or grievance is upheld by the Complaints Committee the decision may involve one or more of the following:
- (i)** Upholding or not upholding the whole or part of the complaint or grievance,
 - (ii)** Reprimanding or admonishing the Member,
 - (iii)** Requiring the Member to write a suitable apology to the complainant,
 - (iv)** Requiring the Member to refund some or all of the fees charged paid by the complainant,
 - (v)** Requiring the Member to undergo any specified training,
 - (vi)** Suspending the Member from membership for a specified period,
 - (vii)** Altering the membership classification of a Member,
 - (viii)** Expelling the Member,
 - (ix)** Requiring any Member involved in the complaint or grievance to pay costs incurred by the Society relating to the complaint or grievance, and
- (f)** The decision and the reasons for that decision shall be conveyed to the complainant and the Member in writing, and may be conveyed to Members in its entirety or by way of a summary.
- (g)** Those dealing with and hearing any complaints or grievances shall be obliged to respect the confidentiality of the proceedings,
- (h)** Decisions of the Board or Complaints Committee under this Rule shall be final and binding on the complainant and the Member complained against, and shall not be subject to any review or challenge.
- (i)** No person may sit on the Complaints Committee in respect of any matter where 2 or more Members of the Board or Complaints Committee consider that there are reasonable grounds to believe that person may not be impartial or may not be able to consider the matter without a predetermined view. In such circumstances the Board will appoint a replacement Complaints Committee member to hear the matter to ensure the minimum number of Complaints Committee members is maintained.

8.5 A Member whose membership classification is altered or whose membership is terminated under Rules 8.1, 8.2, 8.3 or 8.4 shall remain liable to pay all subscriptions and levies to the end of the financial year in which the resignation was received, shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by the Society (including Membership certificate, handbooks and manuals).

9.0 Re admission of Former Members

- 9.1** Any former Member may apply for readmission in the manner prescribed for new applicants.
- 9.2** If a former Member's membership was terminated under either of Rules 8.2 or 8.4 the applicant shall not be readmitted by the Board without the approval of a General Meeting.

10.0 Election of the Board

10.1 The following shall be elected annually:

- (a)** Patrons (optional), and
- (b)** The following Board members ("Directors"):
- | | |
|----------------------------|-------------|
| Even-numbered years | 3 Directors |
| Odd-numbered years | 3 Directors |
- who (together with the Immediate Past Chair in the year following that person's last year as Chair) shall be the Society's Board.

10.2 The election of Directors under Rule 10.1 shall be conducted as follows:

- (a)** Nominees for Directors under Rule 10.1:
- (i)** Shall be Life and/or Professional Members, and
- (ii)** Shall be nominated in writing by two Life and/or Professional Members, and
- (iii)** Such nominations shall be accompanied

by the written consent of the nominee, and may be accompanied by information (not exceeding one side of an A4 sheet of paper) in support of the nomination about the nominee, and

- (iv)** Such nominations and any accompanying documentation shall be received by the Chief Executive Officer by email, mail, or delivery not less than 28 clear days before the date of the Annual General Meeting.
- (b)** If an election is required, not less than 21 clear days before the date of the Annual General Meeting the Chief Executive Officer shall post or email or transmit by any other suitable electronic means approved by the Chief Executive Officer to all Life and Professional Members a list of all nominees and any information supplied pursuant to Rule 10.2(a) (iv).
- (c)** For votes to be valid, voting papers must be returned to the Chief Executive Officer at such address as is nominated on the voting papers by post or email or transmit by any other suitable electronic means approved by the Chief Executive Officer, or delivery, not later than 5pm on the 7th clear day before the date of the Annual General Meeting.
- (d)** In the event of a members' ballot being required the Chief Executive Officer and some Life or Professional Member (who is not a nominee) designated by the Chair shall act as scrutineers for the counting of the votes and destruction of the voting papers, with the result being announced under Rule 16.9(d).
- (e)** If there are insufficient valid nominations received under Rule 10.2(a) any vacancies shall be filled by election at the Annual General Meeting with nominations being made from the floor at the Annual General Meeting.

(f) In the event of any vote being tied the tie shall be resolved by the incoming Board.

- 10.3** At the first meeting of the Board after each Annual General Meeting the Board shall elect from its members a Chair and Deputy Chair. If a vacancy occurs between Annual General Meetings in the position of Chair or Deputy Chair that vacancy shall be filled by the Board.
- 10.4** If the position of any Director becomes vacant between Annual General Meetings that vacancy shall be filled by the Board, and the appointee shall hold office for the balance of the term of the Director whose position fell vacant.
- 10.5** The Board shall appoint a Treasurer who may be an elected Director or the Chief Executive Officer.
- 10.6** Directors shall be reimbursed for actual and reasonable expenses incurred by them and shall receive such Directors' honoraria as may be set by resolution of a General Meeting.
- 10.7** Any Director may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.
- 10.8** Any Director who ceases to be an Active Member, or is convicted of any offence for which a convicted person may be imprisoned, or is declared bankrupt, or makes a composition with creditors, or enters the no asset procedure under the Insolvency Act 2006, or who has been held by a Court of competent jurisdiction to have been guilty of misconduct in the administration of the Society, or has been convicted of a crime involving dishonesty as defined by Section 2 of the Crimes Act 1961, or who is suffering from a mental disorder within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 shall be deemed to have retired.

11.0 Management by the Board

- 11.1** From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Board, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.
- 11.2** Subject to these Rules and the resolution of any General Meeting, the Board may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.
- 11.3** The Board shall meet at least eight times between Annual General Meetings and at least quarterly at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Chair or Chief Executive Officer.
- 11.4** All Board meetings shall be chaired by the Chair or in the Chair's absence by the Deputy Chair, or in the absence of both of them by some other Director elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 11.5** The Board may coopt any person to the Board for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 11.6** The quorum for Board meetings is at least half of the number of the Directors who have not declared an interest in any item being discussed.
- 11.7** Only Directors elected under Rule 10.1 or appointed under Rules 10.4 or 11.5 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.

- 11.8** The Board may appoint subcommittees consisting of such persons and for such purposes as it thinks fit and with or without power to coopt, but such subcommittees shall have no power to commit the Society to any financial expenditure without express authority by resolution of the Board.
- 11.9** The Board and any subcommittee may act by resolution approved by not less than two thirds of the members of the Board or subcommittee through a written ballot conducted by mail, or email.
- 11.10** The Board from time to time:
- (a)** Shall prepare and adopt and may amend a Code of Ethics to promote high ethical standards of architectural design practice in New Zealand and the conduct of Members, and
 - (b)** May make and amend policies and regulations for the conduct and control of Society activities, but no such Code of Ethics, policies or regulations shall be inconsistent with these Rules. Copies of such Code of Ethics, policies or regulations shall be provided (at cost) to any Member on request.
- 11.11** The Chair (and, in the absence of the Chair, the Deputy Chair) shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Society.
- 11.12** Other than as prescribed by statute or these Rules, the Board may regulate its proceedings as it thinks fit.
- 11.13** Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- 11.14** The Board may reimburse Board and subcommittee members for actual and reasonable expenses incurred by them.
- 11.15** Each Director shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that Director's successor all books, papers and other property of the Society possessed by such former officer.
- 12.0 Chief Executive Officer**
- 12.1** A Chief Executive Officer to manage the Society's affairs and commercial business subject to the direction of the Board shall be appointed by the Board on such contractual conditions (including such terms and performance conditions and remuneration) as the Board may from time to time determine, and a company may be contracted to fulfil the duties of the Chief Executive Officer.
- 12.2** The Chief Executive Officer or some other person approved by the Board shall record the minutes of all General Meetings, Board meetings and Regional Chair meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that the meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- 12.3** The Chief Executive Officer shall hold the Society's records, documents, and books.
- 12.4** The Chief Executive Officer shall deal with and answer correspondence and perform other duties as may be required by the Board.
- 12.5** In the absence of or on the resignation of the Chief Executive Officer the Board shall appoint some other person to perform the Chief Executive Officer's functions.

13.0 Registered Office

- 13.1** The Registered Office of the Society shall be at such place as the Board from time to time determines.

14.0 Finance

- 14.1** The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Board meeting, and present the annual financial statements to the Annual General Meeting.
- 14.2** The Board shall maintain bank accounts in the name of the Society for transacting electronic bank transactions only. With the authority of and subject to such conditions as may be imposed by the Board, all electronic bank transactions will be transacted by the Chief Executive Officer and counterapproved by a Director or another person nominated by the Board.
- 14.3** Regional Committees shall maintain bank accounts in the name of the local region of the Society, and:
- (a)** All payments will be authorised in writing by the Regional Treasurer and countersigned by the Regional Chair or other person nominated by the Executive, and
 - (b)** With the authority of and subject to such conditions as may be imposed by the Board, electronic bank transactions may be transacted by the Regional Treasurer and counterapproved by the Regional Chair or other person nominated by the Committee.
- 14.4** All money received on account of the Society shall be banked within seven days of receipt.
- 14.5** All accounts paid or for payment shall be submitted to the Board for approval of payment.

- 14.6** The Society's financial year shall commence on 1 April of each year and end on 31 March of the following year.

- 14.7** The Annual General Meeting each year shall appoint an auditor (who is a member of Chartered Accountants Australia and New Zealand and not a Member of the Society) to audit the annual financial statements of the Society and provide an audit opinion, and if any such auditor is unable to act the Board shall appoint a replacement auditor.

15.0 Execution of Documents

- 15.1** The Common Seal of the Society, if any, shall be retained by the Chief Executive Officer.
- 15.2** Documents shall be executed for the Society pursuant to a resolution of the Board:
- (a)** By affixing the Common Seal, if any, witnessed by the Chair or Deputy Chair and countersigned by some other Director, or
 - (b)** By the Chair or Deputy Chair and some other Director signing on behalf of the Society.

16.0 General Meetings

- 16.1** The Annual General Meeting shall be held in September or October in each year at a time and place fixed by the Board.
- 16.2** Special General Meetings may be called by the Board, or by written requisition to the Chief Executive Officer from a quorum of Regional Chairs or signed by not less than a quarter of the Life and/ or Professional Members.
- 16.3** At least 14 clear days before any General Meeting the Chief Executive Officer shall send by post or email, to all Life and Professional Members, written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings, copies of the Annual Report,

financial statements, policies and regulations adopted under Rule 11.10(b), a list of and information about nominees, and notice of any motions and the Board's recommendations in respect thereof under Rule 16.10), and the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

16.4 General meetings may be attended by all Members of whatever class of membership, but only Life and Professional Members are entitled to vote.

16.5 A Life and Professional Member shall be entitled to vote by written proxy in favour of a Life or Professional Member, but no other proxy voting shall be permitted.

16.6 The quorum for General Meetings is 15% of Life and/or financial Professional Members.

16.7 All General Meetings shall be chaired by the Chair or in the Chair's absence by the Deputy Chair or in the absence of both of them by some other Director elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.

16.8 Votes shall be exercised as follows:

(a) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any Member present, by secret ballot, and on any secret ballot each Life and Professional Member shall be entitled to one vote.

(b) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a members' ballot in accordance with the procedures set out in paragraph (d) of this Rule,

(c) To determine any issue (including any amendment to these Rules) the Board may resolve to hold a members' ballot in accordance with the procedures set out in paragraph (d) of this Rule, and

(d) In respect of members' ballots held under this Rule:

- All references in this constitution to a members' ballot shall be deemed to be to any ballot conducted by post or by electronic means (including email or other suitable electronic means approved by the Chief Executive Officer), known as a members' ballot
- Only Life and Professional Members may vote in any members' ballot,
- The resolution to hold a members' ballot shall set a closing date and time for ballots to be received by the Chief Executive Officer by post, delivery or exercised by electronic means, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to Life and Professional Members (excluding the date of posting or notification),
- In respect of any motion to amend these Rules by members' ballot, the motion shall be accompanied by the reasons and recommendations referred to in Rule 19.3, the total number of members' ballots cast by Life and Professional Members shall total not less than 25% of those Members entitled to vote, and such motion must be passed by a two-thirds majority of those voting,
- Voting in a members' ballot may be by ballots returned to the Chief Executive Officer by post, delivery, or email, or by other designated electronic medium.
- The Chief Executive Officer shall declare the result of the members' ballot, and

- The result of any members' ballot shall be as effective and binding on Members as a resolution passed or an election held at a General Meeting, irrespective of whether Members voted in that members' ballot.

16.9 The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s),
- (b) Annual Report of the Board,
- (c) Audited financial statements,
- (d) Election of Directors under Rule 10.2,
- (e) Motions of which notice has been given,
- (f) General business.

16.10 Any Life or Professional Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same by post, or email to the Chief Executive Officer not less than 28 clear days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations in respect thereof to Members entitled to receive notice of written notice of the business to be conducted at General Meetings.

17.0 Regions

17.1 All Life and Professional Members of the Society shall be deemed members ("Region's members") of Regions, the number and boundaries of which shall from time to time be recommended by the Board to and set by a General Meeting.

17.2 Each Region's members shall meet during the eight weeks immediately prior to the Annual General Meeting of the Society to elect a Regional Chair and Treasurer until the Annual General Meeting in the following year, and if the position of Regional Chair or Treasurer falls vacant during the period

the Region's Members shall elect a replacement Regional Chair or Treasurer within six weeks of the vacancy arising. If the Region fails to elect a Regional Chair or Treasurer as required by this Rule, the Board shall appoint a Regional Chair or Treasurer for the Region.

17.3 Each Region shall be regulated in conformity with the Objects of the Society in accordance with a policy adopted by the Board under Rule 11.10, and otherwise as the Life and Professional Members of the Region think fit and in the absence of anything to the contrary the following Rules shall apply to Regional Executives:

- (a) Each Region shall be governed and administered by a Regional Executive elected at the meeting held in accordance with Rule 17.2, and
- (b) Regional Executives shall be entitled to charge Members (other than Honorary Members and any other class of Member exempted from payment of Regional subscriptions by the Board) within their Regions annual Regional subscriptions (which may, at the option of the Board, be collected by and payable to the Board which shall account to each Region for any annual Regional subscriptions so collected and paid), and Rules 7.1 and 7.3 shall apply with any necessary modifications.
- (c) Regional Executives shall maintain bank accounts in the name of the local region of the Society in accordance with rule 14.3.

17.4 Subject to statute, these Rules and the resolutions of General Meetings, in the event of any disputes relating to Regions or to resolve any doubts the decision of the Board shall be final and binding on all Members.

17.5 The Regional Chairs and the Board shall meet at least four times between Annual General Meetings and at least quarterly at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Board.

- 17.6** The quorum for Regional Chair / Board meeting is at least half the number of Regional Chairs.
- 17.7** A Regional Chair shall be entitled to one vote at Regional Chair / Board meetings and shall be entitled to appoint a substitute to attend a Regional Chair meeting, but proxy voting shall not be permitted.
- 17.8** A quorum of Regional Chairs shall have the following powers and duties:
- (a)** To advise the Board, either on request by the Board or of its own initiative, and
 - (b)** To make recommendations to General Meetings

19.0 Alteration of Rules

- 19.1** These Rules may be amended or replaced by resolution of any General Meeting passed by a two thirds majority of those Life and Professional Members present and voting.
- 19.2** Any proposed motion to amend or replace these Rules shall be signed by at least 15 Life and Professional Members and given in writing to the Chief Executive Officer at least 28 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 19.3** At least 14 clear days before the General Meeting at which any such proposal is to be considered the Chief Executive Officer shall post or email or transmit by any other suitable electronic means approved by the Chief Executive Officer written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect thereof to all Members entitled to receive notice of written notice of the business to be conducted at General Meetings.

20.0 Winding Up

- 20.1** The Society may be wound up under the provisions of the Incorporated Societies Act 1908 by resolution of any General Meeting passed by a two thirds majority of those Life and Professional Members present and voting.
- 20.2** If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with that statute or resolution of any General Meeting passed by a majority of those Life and Professional Members present and voting, but no distribution shall be made to any Member.
- 20.3** Notwithstanding the provisions of Rule 19, Rule 20.2 may not be amended.

Index to terms used in this Constitution

NOTE: This brief Index is provided for guidance and reference purposes only, and is not part of the Constitution.

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