



# **New Zealand Institute of Safety Management (Inc)**

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# **CONSTITUTION**

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**2010**

# CONSTITUTION

REWRITTEN 2001

Amended September 2009 AGM

Amended September 2008 AGM

Amended April 2006

These amendments originate from the AGM in 2005.

2004, 2003 and 2002 changes are identified also.

All amendments are indicated in the content.

**The New Zealand Institute of Safety Management (Inc) is a non-profit organisation registered under the Incorporated Societies Act. The Constitution is an integral part of compliance with the requirements of the Act and is consequently an important document with which all members of the Institute should be familiar.**

All changes to this document have been agreed at the annual AGM and recorded.

The minutes are signed by the National Manager as is this copy of the Constitution as a true and correct record of the AGM.



**Ian Clark  
National Manager.**

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# NEW ZEALAND INSTITUTE OF SAFETY MANAGEMENT (INC) CONSTITUTION

## Name and Registered Office

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1. The name of the Institute is the New Zealand Institute of Safety Management (Incorporated).
2. The registered office of the Institute shall be in the place as the Executive shall from time to time decide.

## Interpretation

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3. In these rules unless the context otherwise requires:

“**Institute**” means the New Zealand Institute of Safety Management (Inc.).

“**NZISM**” means the New Zealand Institute of Safety Management (Inc.).

“**Executive**” means the National Executive, being that body of members elected by the members of the NZISM for the purpose of directing the affairs of NZISM.

“**Affairs of NZISM**” means the policies and modus operandi of the Institute.

“**Seal**” means the common seal of the NZISM.

“**Safety**” can include, and is not limited to, loss control, risk management, occupational safety and health management (as defined in the Health and Safety in Employment Act 1992).

## Objectives and Powers of the Institute

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4. **Objectives and Powers of the Institute are:**

4.1 To establish, maintain and promote excellence in occupational safety and health management in New Zealand.

4.2 To advance and maintain interest in occupational safety and health management by means of education and publicity through communication media.

4.3 To co-ordinate and liase with other bodies and organisations in promoting the practice and profession of occupational safety and health management.

4.4 To encourage the recognition of the Institute’s involvement within occupational safety and health.

- 4.5 To promote professional recognition of NZISM as an authority in occupational safety and health matters in the workplace.
- 4.6 To promote ethical awareness and integrity through the Institute's involvement in occupational safety and health issues.
- 4.7 To develop a criteria for professional standards for health and safety professionals as per the Professional Standards for Health and Safety Professionals document.
- 4.8 To develop and manage a register of health and safety professionals.
- 4.9 To be an integral part of the development and promotion of occupational safety and health auditor standards in New Zealand.
- 4.10 To research and develop occupational safety and health procedures and practices.
- 4.11 To provide such services and facilities as determined from time to time by the Executive, relating to the achievement of these objectives.

## **Application for Membership**

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### **5. Application Form**

- 5.1 All applications for membership of the Institute and for gradings within the Institute shall be in such form as the Executive may from time to time decide.
- 5.2 An applicant for membership of the Institute may apply for the grade of general or professional membership, based on the criteria contained in Rules 9 and 10. Corporate memberships are available based on the criteria contained in Rule 13.
- 5.3 Applications shall be directed to the Branch Management Committee when required which shall ensure that:
  - The applicant has supplied all information requested on the application form.
  - The applicant is duly proposed and seconded.
  - The applicant fully understands the purpose and objectives of the Institute.
  - The application will receive an invoice for the annual subscription upon being approved by the Branch Manager.
- 5.4 The Branch Management Committee may append such comments as it sees fit.
- 5.5 An applicant for membership of the Institute residing outside New Zealand shall submit to a Branch Management Committee or the Executive, the names and addresses of at least three referees who are acquainted with the applicant's background in the field of occupational safety and health management.

### **6. Approval of Applications**

- 6.1 A Branch Management Committee may approve applications for general Membership. Any application for professional membership must be approved by the grading committee and the executive
- 6.2 Professional grade application shall be subject to approval by the Executive, subsequent to a recommendation from the Branch Management Committee.
- 6.3 Application for membership of the Institute does not in itself entitle the applicant to membership.

## **7. Membership Status and Rights**

- 7.1 Membership is considered current provided the applicable membership fee has been paid and the member has been approved or ratified by the Branch Management Committee or the Executive.
- 7.2 A financial member may hold office, nominate candidates, propose notices of motion, and vote, provided the actions are consistent with the rules of the Institute and the member holds current membership as provided for in Rule 7.1.

## **8. Regrading**

- 8.1 Any financial member may apply for regrading at any time.
- 8.2 All such applications shall be submitted through the member's Branch Management Committee which may append such comments as it sees fit.

## **Cessation of Membership**

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### **9. Resignation**

Any member wishing to resign their membership of the Institute shall forward their written resignation together with their certificate of membership to the Secretary of the Branch to which that person shall pay all moneys including membership fees then due and owing.

No part of membership fees already paid shall be refundable unless approved by the Executive.

### **10. Expulsion**

- 10.1 Subject to the provisions of this rule, the Executive may, by a two-thirds majority vote, expel any member whom it considers, on unequivocal evidence, to be guilty of any breach of this Constitution or of unprofessional conduct prejudicial to the Institute's image and governing Constitution and rules.
- 10.2 The member concerned shall be notified in writing of the Executive's intention to expel the member, not less than three weeks prior to the Executive meeting at which the matter is to be considered.

- 10.3 The member concerned shall be entitled to appeal at the said meeting and to give reasons why such an action should not be taken under the Constitution.
- 10.4 Where a member, having been notified in accordance with the Constitution, fails to attend the said meeting, the matter may be dealt with notwithstanding in absentia.
- 10.5 A decision of the Executive made in accordance with the provisions of the Constitution shall be final and binding.

## **11. Non-Payment of Fees**

- 11.1 Where a member fails to pay any membership fees owing for that financial year, the Branch Management Committee may deregister that member.
- 11.2 The member concerned shall be notified in writing of the Branch Management Committee's intention to deregister that person, not less than three weeks prior to the committee meeting at which the matter is to be considered.
- 11.3 The member concerned shall be entitled to appear at the said meeting and to make full payment of the outstanding membership fees. If full payment to the satisfaction of the Branch Management Committee is so made, the Committee shall not deregister the member.

## **Ethics**

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### **12. Code of Professional Behaviour**

**AGM Remit 2 2009 The Code of Ethics and Code of Professional Behaviour wording is to remain current until such time as the membership CPD development team complete the reorganisation of the NZISM membership grading.**

**The CPD development team will document the proposed new wording for all branches to review and consult with members.**

**When members have agreed to the new Ethics working this will be included in to the NZISM Constitution to cover all NZISM members at all levels of membership.**

**Passed at the AGM all agreed.**

- 12.1 A member of the Institute may make comments on behalf of the Institute with prior written approval from the Executive.
- 12.2 No executive member, committee member, National Secretary or any other officer of the Institute shall be answerable or responsible for any act, omission, neglect or default of any other person (notwithstanding any receipt or other document signed or act done for the sake of conformity with the rules of the Institute) or for any loss or damage whatsoever suffered by the Institute unless such act, omission, neglect, default, loss or damage shall happen through or as a result of their own dishonesty or culpable negligence or skillful default.

- 12.3 Nothing contained or implied in the previous paragraphs hereof shall operate to exempt any person from or to indemnify them against, any liability which by virtue of any rule or law would otherwise attach to them in respect of any negligence, default, breach of duty, or breach of trust of which they may be guilty in relation to the Institute:

Provided however that the Institute shall not under any circumstances be bound to make any payment or to call upon its members to contribute toward any payment which is over and above the amount of funds held by this Institute at the time of any claim for indemnity and/or reimbursement.

- 12.4 Members honour their responsibilities to the Institute, their Branch of the Institute, their profession, employer, client, colleagues and themselves, and as otherwise defined in the Professional Standards Framework.
- 12.5 Members conduct themselves with integrity and honesty to enhance the reputations of all of the objectives in 19.4 above.
- 12.6 Members honour the constraints that are set out in the “Fair Trading Act 1986” and the “Privacy Act 1993”.
- 12.7 Members co-operate and support their Institute and branch activities, including development of sound working relationships and profile with other organisations at appropriate levels.

## **The National Executive**

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### **13. Duties of the Executive**

- 13.1 The affairs of the Institute shall be managed exclusively by the National Executive, consistent with the objectives and purpose of the Institute. The Executive, subject to the direction arrived at by resolution of the national annual general meeting, shall generally manage the business and affairs of the Institute. In arriving at decisions, the Executive shall also give consideration to recommendations of any committees.
- 13.2 For the purposes of assisting it with carrying out the Institute’s objectives, the Executive may appoint subcommittees of its members and co-opt persons to committees and may delegate powers to such committees, subject to control and recall by the Executive.
- 13.3 The name of each Branch’s representative for the Executive, selected by a majority vote within each Branch, should be forwarded to the National Secretary two months prior to the national annual general meeting and the full list of Executive members shall be sent to all Branches at that time.
- 13.4 The Executive may, at its discretion, invite any member of the Institute to attend any meeting of the Executive for consultation or for any other purpose.
- 13.5 The Executive, subject to any direction that may be given by resolution of the national annual general meeting, shall be empowered to invest and expend the funds of the Institute and incur such liabilities as it

considers necessary for carrying out the objectives of the Institute provided that it shall not incur any liabilities which cannot be reasonably met from ordinary income of the Institute.

- 13.6 Should any member of the Executive be absent from three consecutive meetings without leave obtained from the National Manager, they shall forfeit and vacate their office forthwith.
- 13.7 In the event of a vacancy occurring in the office of National Manager, the Operations Manager shall become National Manager. The Branch represented by the vacating Operations Manager may nominate an Executive member who shall hold office until the end of the next Executive meeting. At this meeting a new Operations Manager shall be appointed if considered necessary at that time.
- 13.8 It shall furnish a report to the national annual general meeting on the business transacted during the period since the preceding national annual general meeting.
- 13.9 At each meeting the Executive shall cause minutes to be entered in a book kept for that purpose:
- (i) Of the names of the members of the Executive present at such meeting.
  - (ii) Of all resolutions and other proceedings at its meetings, and such minutes, when signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting, shall be conclusive evidence of the matters stated in such minutes.
- 13.10 If for any reason the national annual general meeting shall fail to meet annually, then the Executive shall have full power to function until the next national annual general meeting.
- 13.11 Subject to the control of the national annual general meeting, the Executive shall have and may exercise all the powers of the national annual general meeting.

#### **14. Members of the Executive**

- 14.1 The Executive shall consist of the following officers and members:
- National Manager
  - Operations Manager
  - National Secretary
  - National Treasurer
  - Immediate Past National Manager (optional)
  - Branch Managers, or the Branch's nominee
- 14.2 *The National Manager must have been an active member of the Institute for two years, and have held the office of Branch Manager. The Operations Manager must have been an active branch committee member for two years.*
- 14.3 The functions of National Secretary and National Treasurer may be combined. Functions are:

- Be responsible to the Executive for the effective administration of the affairs and finance of the Institute (the finance to be the responsibility of the Treasurer if such a separate appointment is made by the Executive) and shall manage the National Office of the Institute.
- Keep a register of members of the Institute.

14.4 The Executive may appoint a paid administrator at any time. This person will have no voting rights.

## **15. Term of Office**

15.1 The intention is that the National Manager, Operations Manager, National Secretary and National Treasurer shall hold office for a term of two years and a maximum of four years (over alternative years).

15.2 The retiring National Manager shall, on ceasing office, continue to be an ex officio member of the Executive for a term of one year and shall thereafter be eligible for re-election as a member of the Executive.

## **16. Nominations for National Officers**

16.1 The Executive shall call for nominations for national officers 12 weeks before the date of the national annual general meeting (biannually).

16.2 All nominations for national officers shall be made by the nominated member's Branch. The nomination must have the support of one other Branch (each Branch will be entitled to one nomination only), and the written consent of the nominee.

16.3 Notice of nominations so received eight weeks prior to the national annual general meeting shall be sent to all Branches no later than four weeks prior to the national annual general meeting. Voting will take place at the national annual general meeting.

## **17. Election of National Officers**

17.1 The positions of National Manager, National Secretary and National Treasurer shall be elected by voting (unless only one person has been nominated for the position) at the national annual general meeting of the Institute. If more than one nomination for a position *is received*, a secret ballot shall be held.

17.2 Voting shall be held at Branch level, and then one vote per Branch at the national annual general meeting. The casting vote will be by the National Manager.

17.3 The position of Operations Manager will be determined by voting at Executive level.

## **18. Meetings of the Executive**

18.1 The Executive shall meet at least three times in the financial year at such times and places as the National Manager may appoint, including a pre-conference meeting and the national annual general meeting.

- 18.2 Other forms of communication, eg email, telephone, audio conference, should be used throughout the year, the frequency to be determined by the National Manager.
- 18.3 At least two weeks notice, including an agenda, in writing of each meeting of the Executive shall be given to all Executive members.
- 18.4 a) A NZISM National Executive meeting allowance will be paid to Branch Branch Managers by the Branch on receipt of payment invoice, the amount to be determined by the National Executive annually following the Annual General meeting.
- b) A NZISM National Executive meeting allowance will be paid to the National Manager and Operations Manager by National Executive on receipt of invoice with details of the meeting(s) attended (if receiving payment via Branch, eg Manager's allowances, the Manager cannot apply for National fund).
- c) The NZISM National Executive pay an hourly rate allowance monthly plus a meeting allowance to the National Secretary and the National Treasurer on receipt of invoice. A schedule of hours worked will be required to be submitted before such payments are made. The National Executive will set a maximum amount, plus the hourly rate, at the Annual General Meeting.  
The application of a), b) & c) is optional.

## **19. Conduct of Meetings of the Executive**

- 19.1 The National Manager of the Institute shall preside at each meeting of the Executive.
- 19.2 In the event of the absence of the National Manager from any meeting of the Executive, the National Manager shall nominate either the Operations Manager or a Branch Manager to preside over the meeting.
- 19.3 All decisions of the Executive require the majority support of the members of the Executive. In each case of the voting being tied, the chair has the right to make the casting vote.
- 19.4 Minutes of all meetings are to be kept by the National Secretary and copies shall be distributed within three weeks to all members of the Executive.

## **20. Quorum of the Executive**

- 20.1 At all meetings of the Executive the quorum necessary for the transaction of business shall be half of the members for the time being of the Executive.
- 20.2 Should there be an uneven number of Executive members elected in any one year, then a quorum of the Executive shall be the next whole number below half the members.
- 20.3 A meeting of the Executive at which a quorum is present shall be competent to exercise all or any of the powers and discretion of the Executive.

## **21. Custody of Common Seal**

- 21.1 The National Secretary of the Institute shall have custody of the Institute's common seal.
- 21.2 The common seal shall not be affixed to any instrument except by authority of a resolution of the Executive, and in the presence of a member of the Executive and of the National Secretary, or such other member the Executive may appoint for the purpose; and that member of the Executive and the National Secretary or other member as aforesaid shall sign every instrument to which the common seal is so affixed.

## **National Finance**

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### **22. Financial Year**

The financial year for the national accounts of the Institute is 1 July to 30 June.

### **23. Financial Reports**

- 23.1 An independent Auditor must audit all national financial records in July each year.
- 23.2 The National Secretary or National Treasurer shall lay before the national annual general meeting a balance sheet and statement of income and expenditure, together with the report of the Auditor. A copy of this information will be distributed at the national annual general meeting.

### **24. Signatories**

- 24.1 Signatories to the national accounts of the Institute shall be elected by the Executive and shall not be less than two of the following officers:
- National Manager
  - National Secretary
  - National Treasurer

Two signatures are required on all cheques.

- 24.2 If, at any time, the functions of National Secretary and National Treasurer are combined, the Executive shall elect one additional signatory from the Executive.

## **General Meetings**

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### **25. Time and Place of National Annual General Meeting**

- 25.1 A national annual general meeting of the Institute shall be called each year by the Executive and shall be held in September or nearest date to.
- 25.2 The business of the national annual general meeting shall be:

- To confirm the minutes of the previous national annual general meeting.
  - To receive and deal with the annual reports and duly audited statement of accounts of the Institute, and review capitation fees annually.
  - To elect the incoming Executive officers and committee members.
  - To transact such other business that has been properly introduced and may conveniently be dealt with.
  - Minutes are duly entered in a book kept for that purpose.
  - All resolutions and other proceedings of its meetings, and such minutes when signed by the Chairperson of the meeting, or the Chairperson of the next succeeding meeting, shall be conclusive evidence of the matter stated in such minutes.
  - The national annual general meeting or the Executive shall have power to set up such sub-committees as they shall consider necessary.
  - The NZISM Annual General Meeting will set levels as per clause 25.4
- 25.3 Written notice of the national annual general meeting shall be given to all members of the Institute at least 12 weeks before the date on which the meeting is to be held, setting out the time and place at which the meeting is to be held.
- 25.4 A copy of any remits or notices of motion, and the agenda for the national annual general meeting shall be given to each Branch Manager no later than *six weeks* before the date fixed for the meeting.
- 25.5 The quorum for the national annual general meeting shall be 15 members.
- 25.6 Should a quorum not be present, the meeting will be adjourned until all members are advised as to date, time and place of the next meeting which will take place no later than two months from the original date.
- 25.7 At all national annual general meetings, each member Branch shall be entitled to one vote per branch, *regarding remits and election of officers*. Voting shall be by voice, but if any member present so desires, the Chairperson shall call for a vote of hands, or if 10 members so desire, voting shall be by ballot.
- 25.8 Branch representatives at the national annual general meetings shall comprise of up to four financial members from each financial Branch, one of whom shall be the Branch Manager or his/her proxy. The Branch Secretaries shall notify the National Secretary not later than three weeks prior to each national annual general meeting of the names of the representatives from their respective Branches. *The nominated Branch representative will have the ability to vote on motions seeking clarification to formal remits*. Voting shall be by voice, but if any member present so desires, the Chairperson shall call for a show of hands; or if 10 members so desire, voting shall be by ballot.
- 25.9 Any financial member of the AGM will; have voting rights for general business motions of non-constitutional matters. Voting shall be by voice, but if any member present so desires, the Chairperson shall call for a show of hands, or if any 10 members so desire, voting shall be by ballot.

25.10 The Branch which will host the next national annual general meeting shall be decided at the previous national annual general meeting (two years ahead).

## **26. Special General Meetings**

26.1 The Executive, a Branch Committee; and any five financial members requesting in writing; may at any time for any special purpose call a special general meeting.

26.2 At least four weeks written notice shall be given to members together with the business for which the meeting is called.

## **Branch Organisation**

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### **27. Branch Charters**

The Executive may grant a Branch charter to any group of not less than ten fully registered and financial members of the Institute.

### **28. Application for Branch Status**

A body of ten members of the Institute may submit to the Executive an application for Branch status, together with the names and addresses of all proposed members of the Branch and a programme of proposed meetings and activities of the Branch.

### **29. Branch Boundaries**

The Executive may appoint geographical boundaries on the granting of any Branch charter and may amend such boundaries on the suspension or withdrawal of any Branch charter.

### **30. Withdrawal or Suspension of Charter**

30.1 The Executive may, by an affirmative vote of two-thirds of its members, withdraw or suspend the charter of any Branch.

30.2 The Executive shall give to the branch concerned no less than three months written notice of the meeting at which this vote is to be taken.

30.3 The Branch concerned shall have the right to lodge an objection to the withdrawal or suspension of its charter prior to the said meeting and to be heard at that meeting before the withdrawal or suspension is put to vote.

### **31. Branch Management Committees**

31.1 Every Branch shall elect a Management Committee which shall be responsible for the administration of the Branch.

31.2 A Branch Management Committee consists of the following members:

- Branch Manager

- Deputy Branch Manager (optional)
- Branch Secretary
- Branch Treasurer
- Additional members (optional)
- Immediate Past Branch Manager (optional)

31.3 The functions of the Branch Secretary and Branch Treasurer may be combined.

31.4 The Branch Manager will be the Branch representative on the Executive.

## **32. Nominations for Branch Management Committee**

All nominations for officers and members of a Branch Management Committee shall be duly completed by members of that Branch and notified to the Branch Secretary in writing, duly seconded and with the written consent of the nominee, not later than three weeks before the date fixed for the Branch annual general meeting.

## **33 Election of Members of Branch Management Committee**

33.1 All officers and members of a Branch Management Committee shall be elected by a majority vote at the Branch annual general meeting.

33.2 The immediate past Branch Manager may, on ceasing office, continue to be a member of the Branch Management Committee for one year, and thereafter be eligible for re-election as a member of the Branch Management Committee.

## **34. Term of Office**

The intention is that each member of the Branch Management Committee hold office for a term of two years, and a maximum of four years.

## **35. Conduct of Meetings of Branch Management Committee**

35.1 The Branch Manager of a Branch Management Committee shall preside at each meeting of the Branch Management Committee.

35.2 In the event of the absence of the Branch Manager from any meeting of the Branch Management Committee, the meeting shall be presided over by a member nominated by the Branch Manager, ie Deputy Branch Manager or other committee member.

## **36. Quorum of the Branch Management Committee**

36.1 At all meetings of a Branch Management Committee the quorum necessary for the transaction of business shall be half of the members for the time being of the Branch Management Committee.

36.2 Should there be an uneven number of Branch Management Committee members elected in any one year, then a quorum of the Branch Management Committee shall be the next whole number below half the members.

- 36.3 A meeting of a Branch Management Committee at which a quorum is present shall be competent to exercise all or any of the powers and discretion's of the Branch Management Committee.

### **37. Approval of Applications**

- 37.1 A Branch Management Committee may approve applications for general and corporate membership. Once approved, applications shall be forwarded to the National Secretary.
- 37.2 Professional grade application shall be subject to approval by the Executive, subsequent to a recommendation from the Branch Management Committee.
- 37.3 Application for membership of the Institute does not in itself entitle the applicant to membership.

### **38. Branch Annual General Meeting**

- 38.1 Written notice of the Branch annual general meeting shall be given to all members of the Branch at least four weeks before the date on which the meeting is to be held, setting out the time and place at which the meeting is to be held.
- 38.2 The Branch annual general meeting shall be held in May of each year or nearest date to.
- 38.3 The quorum for a Branch annual general meeting shall be ten members or half of the membership.

### **39. Motions for National Annual General Meeting**

Any financial member of the Institute wishing to place any matter before a national annual general meeting must notify the National Secretary in writing, in the form of either a motion or a remit, not later than six weeks before the date of the national annual general meeting.

### **40. Matters to be referred to National Annual General Meeting**

The following material shall be referred by every Branch to the National Secretary not later than 30 June:

- List of registered financial members in the Branch, with membership as at 31<sup>st</sup> March of the current year;
- List of registered unfinancial members in the Branch, with membership as at 31<sup>st</sup> March of the current year;
- List of new members as at 31 March of the current year;
- Audited financial report and balance sheet as at 31<sup>st</sup> March of the current year;
- Branch Manager's report of branch activities in the preceding year.

## **Branch Finance**

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### **41. Collection of Fees**

41.1 The collection of subscriptions is the responsibility of the National Executive who will invoice all members for the new financial year by 20<sup>th</sup> March previous.

41.2 The NZISM Branches will set and agree upon the operating level of financial support required to assist NZISM members with branch activities. This amount will be added to the National Executive Operating financial expectations. The total amount will then be deemed to be the annual subscription for membership to NZISM. The difference of the National Operating expenditure and the branch operating costs will be refunded to the branch by the National Membership Manager

## **42. Financial Year**

The financial year for Branches shall end on 31<sup>st</sup> March.

## **43. Financial Reports**

42.1 An independent Chartered Accountant must audit all Branch financial records in April each year.

42.2 Following acceptance of the financial records at the Branch annual general meeting, a copy of the said records must be forwarded to the National Treasurer no later than 1 June.

42.3 The Branch Secretary or Branch Treasurer shall lay before the Branch annual general meeting a balance sheet and statement of income and expenditure, together with the report of the Auditor. A copy of this information shall accompany the notice convening the Branch annual general meeting.

## **44. Signatories**

43.1 Signatories to the branch accounts of the Institute shall be elected by the Branch Management Committee and shall not be less than two of the following officers:

- Branch Manager
- Branch Secretary
- Branch Treasurer

Two signatories are required on all cheques.

43.2 If at any time the functions of Branch Secretary and Branch Treasurer are combined, the Branch Management Committee shall elect one additional signatory from its members.

## **General**

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### **45. Notices**

Every member shall furnish the National Secretary with the address within New Zealand for the giving of notices to them. A notice may be given by the Institute to any member personally, or by sending it by post to the said address. When a notice is sent by post, the service shall be deemed to have been effected the day after posting.

#### **46. Amendment of Constitution**

- 46.1 Proposed amendments shall be notified to the National Secretary by a financial member or by a branch in the form of a written notice of motion, not later than six weeks before the specified date of the national annual general meeting; or at the time of requesting a special general meeting.
- 46.2 No alteration, addition or recession of the Constitution shall take effect until the same shall have been registered with the Registrar of Incorporated Societies.
- 46.3 Any proposed amendment that could in any way compromise the Institute's non-profit status (as defined from time to time by the New Zealand Department of Inland Revenue) shall not be considered by a national annual general meeting; nor by any special general meeting of Institute members.

#### **47. Transfer of Income and Property**

The income or property of the Institute shall be applied solely towards the promotion of the objectives of the Institution as set forth in this Constitution and no portion of it shall be 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 Institute, or to any of them or to any persons claiming through any of them:

Providing that nothing herein contained shall prevent the payment of good faith of remuneration to any officers or servants of the Institute or to any member thereof or other person in return for any service actually rendered to the Institute.

#### **48. Winding Up**

- 48.1 In the event that the Institute needs to be wound up, a resolution must be passed at a general meeting.

This resolution must be confirmed at another general meeting called together for that purpose and held not later than two calendar months after the date on which the resolution to be confirmed was passed.

Only a simple majority is required to pass and confirm a resolution to wind up the Institute.

- 48.2 Upon winding up of the Institute, if there remains after payment of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Institute or any individual member but shall be given or transferred to some other institute having similar objectives of this Institute, or in default, as directed by the Registrar of Incorporated Societies who shall have jurisdiction in the matter.

#### **49. Indemnity**

The National Manager, Operations Manager, members of the Executive, National Secretary and other offices (if any) shall be indemnified by the Institute from and against all losses and expenses incurred by them in or about the

discharge of their respective duties, except such as happen from their own willful default, neglect and negligence.

**50. Representation on Statutory or Other Authorities**

Where the Institute is requested to nominate a representative or representatives on statutory or other authorities, either National or International nominations will be received and voted on in the same manner as for Executive and voted upon at annual general meeting excepting that pending the next annual general meeting Executive may, when so requested, in an emergency, nominate a representative or representatives to such bodies.

**51. Alteration of By Laws**

All Branches *may* have By Laws which are specified for that Branch, but must not contravene the Constitution or Institute rules.

By Laws may be altered, added to, or rescinded as for Institute rules.

These changes to be notified in writing to the National Secretary, where they will be kept on file.

**52. Previous Rules Rescinded**

All previous rules are rescinded.