



**Te Kāhui Whaihanga New Zealand
Institute of Architects Incorporated**



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TE KĀHUI WHAIHANGA NEW ZEALAND INSTITUTE OF ARCHITECTS INCORPORATED CONSTITUTION

1. Name

- 1.1 The name of the Institute is Te Kāhui Whaihanga New Zealand Institute of Architects Incorporated (the **Institute**, or **NZIA**).
- 1.2 This Constitution will take effect as the rules of the Institute from the date it is registered by the Registrar of Incorporated Societies (**Commencement Date**).

2. Purposes

- 2.1 The Purposes for which the Institute is established are:
 - 2.1.1 To promote and recognise excellence in architecture;
 - 2.1.2 To advance the knowledge, understanding, education, research, and practice of architecture;
 - 2.1.3 To support Members in the delivery and practice of architecture;
 - 2.1.4 To advocate for the profession, the role of architects, the interests of Members, and matters affecting architecture.

3. Te Tiriti o Waitangi and Te Kawenata o Rata

- 3.1 In achieving its Purposes, the Institute will honour and give effect to Te Tiriti o Waitangi and Te Kawenata o Rata as they relate to the Institute.

4. Powers, Act and Regulations

- 4.1 The Institute shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.
- 4.2 Nothing in this Constitution authorises the Institute to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

5. Registered Office

- 5.1 The Registered Office of the Institute shall be at such place as the Board from time to time determines.
- 5.2 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form as required by the Act.

6. Membership

- 6.1 The Institute shall consist of nine (9) categories of Membership (together Members as defined in this Constitution), being: Professional Member, Academic Member, Graduate Member, Fellow Member, Distinguished Fellow Member, Student Member, Affiliated Member, Honorary Member, and NZIA Practice Member.
- 6.2 Professional Members, Academic Members, Graduate Members, Fellow Members, and Distinguished Fellow Members have voting rights as set out in this Constitution.
- 6.3 The Board may from time to time establish such other categories as it determines for persons, organisations, or practices that are compatible with the Purposes of the Institute.
- 6.4 The Board may review Membership criteria from time to time to ensure compliance by all Members.

7. Membership Categories

7.1 Professional Member

A Professional Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none">1. any person who has achieved registration as an architect by NZRAB in New Zealand, is an Australian registered architect, or an APEC Architect;2. any person who previously met the above criteria and has now retired from practice; or3. any person who is a registered architect in a jurisdiction other than New Zealand and is approved by the Board.	<ol style="list-style-type: none">1. may use the post-nominal "NZIA" as appropriate to denote their Membership classification;2. can be nominated for President Elect / President; and3. can be nominated for an Elected Board Member position; and4. has general voting rights, can nominate the President Elect, and can vote in the election of Elected Board Members in accordance with this Constitution (see Rules 19 to 21).

7.2 Academic Member

An Academic Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none">1. is an individual who holds an architectural degree recognised by the Board;2. is an educator of architecture in a recognised teaching institution;3. is teaching an architecture or architecture related course, the completion of which entitles the student to gain a degree, diploma or certificate recognised by the Board as being acceptable; or4. any person who previously met the above criteria and has now retired from Academia.	<ol style="list-style-type: none">1. may use the post-nominal "NZIA Academic" as appropriate to denote their Membership classification;2. can be nominated for President Elect / President; and3. can be nominated for an Elected Board Member position; and4. has general voting rights, can nominate the President Elect, and can vote in the election of Elected Board Members in accordance with this Constitution (see Rules 19 to 21).

7.3 Graduate Member

A Graduate Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none"> 1. holds a degree diploma or certificate recognised by the Board as being acceptable for registration as an architect by the Board; or 2. holds an NZRAB or AERB equivalency assessment as a step towards registration as an architect by the Board. <p>The Board may, if it considers that the Graduate Member no longer complies with this Rule 7.3, remove the name of the Member from the Register as a Graduate Member but must consider whether any other Membership category is more appropriate.</p>	<ol style="list-style-type: none"> 1. may state the fact of their Membership but only by stating in full that they are a Graduate Member of the NZIA, including using the post-nominal “NZIA Graduate”; 2. can be nominated for President Elect / President; 3. can be nominated for a Graduate Board Member position; and 4. has general voting rights, can nominate the President Elect, and can vote in the election of Graduate Board Members in accordance with this Constitution (see Rule 19).

7.4 Fellow Member

A Fellow Member is any Professional Member or Academic Member admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none"> 1. has achieved a high standing in the profession or obtained a degree of eminence therein; or 2. given meritorious service to the profession of architecture or to the Institute; and 3. has been engaged in the practice of architecture in any capacity or sphere of endeavour for a period of at least seven years. 	<ol style="list-style-type: none"> 1. may use the post-nominal “FNZIA”; 2. can be nominated for elected positions as applicable to their Professional Member or Academic Member status; and 3. has the general and election voting rights applicable for their Professional Member or Academic Member status.

7.5 Distinguished Fellow Member

A Distinguished Fellow Member is any Professional Member or Academic Member admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none"> 1. a Distinguished Fellow Member is a Fellow Member recognised by the Board as being an exceptional influence on or contributor to architecture in New Zealand; and 2. there may be no more than 10 living Distinguished Fellows at any time. 	<ol style="list-style-type: none"> 1. may use the post-nominal “DFNZIA”; 2. can be nominated for elected positions as applicable to their Professional Member or Academic Member status; and

	3. has the general and election voting rights applicable for their Professional Member or Academic Member status.
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7.6 Student Member

- 7.6.1 A Student Member is an individual student participating in an architecture or architecture related course, the completion of which entitles that individual to gain a degree, diploma, or certificate recognised by the Board as being acceptable for Professional Membership and admitted to Membership by the Board.
- 7.6.2 A Student Member may state the fact of their Membership but only by stating in full that they are a Student Member of the NZIA, including using the post-nominal “NZIA Student”.
- 7.6.3 A Student Member does not have general or election voting rights.

7.7 Affiliated Member

An Affiliated Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
1. any person who is not a registered architect but is an employee of a New Zealand architectural practice; 2. any person who is working in an allied profession such as urban design, building science, architectural studies, or landscape architecture; or 3. any person who shares an interest of the Institute, and is approved by the Board as being accepted for Affiliated Membership. An Affiliated Member will cease to be a Member in this category if the Board is satisfied that the status by which they qualified for Affiliated B Membership no longer applies and no other/alternative qualification applies.	1. may state the fact of their Membership but only by stating in full that they are an Affiliated Member of the NZIA, including using the post-nominal “NZIA Affiliated”; and 2. does not have general or election voting rights.

7.8 Honorary Member

- 7.8.1 An Honorary Member is an individual admitted to Membership by the Board under this Constitution whom the Board wishes to honour by reason of that person’s eminence or distinction in any field, service to the community, or distinguished service to the profession, and whom the Board resolves to be an Honorary Member.
- 7.8.2 An Honorary Member may state the fact of their Membership but only by stating in full that they are an Honorary Member of the NZIA, including using the post-nominal “Hon. NZIA”.
- 7.8.3 An Honorary Member does not have general or election voting rights.

7.9 NZIA Practice

An NZIA Practice is an entity, being an architectural practice, admitted to Membership by the Board under this Constitution to whom the following applies:

Criteria / Requirements	Membership Rights
<ol style="list-style-type: none">1. has architecture as their core business or a core component of it;2. is under the effective control of a Professional Member or Members, and all architectural work must be the responsibility of a Professional Member; and3. supports continuing professional development for all their Institute Members. <p><i>For the avoidance of doubt this Rule 7.9 does not prevent Members within the practice continuing to describe themselves personally as Members.</i></p>	<ol style="list-style-type: none">1. may, on application, use the NZIA Practice logo;2. may state the fact of their Membership but only by stating in full that they are an NZIA Practice; and3. does not have general or election voting rights.

8. Applications for Membership

- 8.1 Each application for Membership shall be made on the appropriate form or contract supplied by the Institute from time to time and submitted to the Board.
- 8.2 The form of application will require the Member to state the qualification claimed for Membership and make a declaration agreeing to comply with this Constitution and to accept the rights, privileges, duties, responsibilities, obligations and liabilities set out in this Constitution.
- 8.3 Submitting an application to become a Member in accordance with Rule 8.1 shall be deemed to constitute consent to becoming a Member.
- 8.4 Membership begins when:
 - 8.4.1 the applicant is advised that their application has been successful; and
 - 8.4.2 payment of Membership Fees has been made.
- 8.5 The Board maintains the discretion to refuse admission to Membership of the Institute.

9. Obligations and Rights of Members

- 9.1 Members of the Institute shall have the rights, privileges and responsibilities set out in this Constitution.
- 9.2 Members must comply with the following obligations to the extent relevant to their Membership status and areas of practice or claimed expertise:
 - 9.2.1 to ensure that they are competent to deal effectively with roles undertaken and services provided and to maintain and extend their competence;
 - 9.2.2 to undertake continuing professional development; and
 - 9.2.3 to accept peer review and guidance where appropriate.
- 9.3 All Members shall promote the interests and Purposes of the Institute and shall do nothing to bring the Institute into disrepute.

- 9.4 Members of the Institute must comply with this Constitution, the Act, and any bylaws and policies made by the Board from time to time.
- 9.5 Any person admitted as a Member is entitled to a certificate of Membership showing the Membership category. The certificate may be held or displayed by the Member only for so long as that person remains a Member of that category.
- 9.6 Every Member shall provide the Chief Executive with that Member's full contact details and promptly advise the Chief Executive of any changes to those details.
- 9.7 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Institute.
- 9.8 A Member is only entitled to exercise the rights of their category of Membership, including attending General Meetings, if all Membership Fees have been paid to the Institute by the due date, but no Member is liable for an obligation of the Institute by reason only of being a Member of the Institute.
- 9.9 NZIA logos may be used only at the direction or discretion of the Board or Chief Executive. Branch committees may use or authorise use of the appropriate NZIA branch logo when branch business is being conducted. No other Member may use the NZIA logos.

10. No Financial Gain

- 10.1 The Institute shall not be carried on for the financial gain of any of its Members, provided that:
- 10.1.1 a Member may receive fees in accordance with Rule 29.1;
- 10.1.2 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Institute while pursuing the Institute's Purposes;
- 10.1.3 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Institute;
- 10.1.4 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Institute, including acts which a Member could have done personally; and
- 10.1.5 the Institute will otherwise comply with the provisions of section 24 of the Act.

11. Membership Fees

- 11.1 **Liability to subscribe:** Each Member, other than an Honorary or Distinguished Fellow Member, is liable for the payment of Membership Fees for every year that Member continues to be a Member.
- 11.2 Membership Fees, including the entrance fee, annual subscription, and any other fees for Membership for the then current financial year, shall be determined by the Board.
- 11.3 Notwithstanding Rule 11.1, the Board may issue a waiver, apply an extension, or otherwise alter any obligation in respect of Membership Fees due to the Institute.
- 11.4 Membership Fees must be paid in advance and are due and owing on the due date set by the Board from time to time.
- 11.5 Membership Fees, including the annual subscriptions, may differ depending on the type of Membership.
- 11.6 The power exercised by the Board under Rule 11.1 is subject to the following requirement:

- 11.6.1 all Members are notified in writing, at least twenty (20) working days prior to the meeting of the Board at which the subscription motion is to be put, of the proposed annual subscription for each Membership category; and
- 11.6.2 all Members are supplied with a projected budget of projected income and expenditure for the year to which the subscriptions apply.
- 11.7 Rule 11.6.2 does not apply in the first year that the Board establishes a new category of Membership.
- 11.8 **Compulsory Levy:** The Board has the power to require Members to contribute to the funds available for the general Purposes of the Institute or any specified purpose.
- 11.9 A motion requiring Members or any category of Member to contribute must be notified to the Members affected in writing at least twenty (20) working days prior to the meeting of the Board at which the motion is to be put. The notice must state:
 - 11.9.1 the total sum to be contributed;
 - 11.9.2 the sum required to be paid by each Member of each relevant category; and
 - 11.9.3 the purpose for which the funds are required.
- 11.10 No notice of resignation by any Member who may be affected by any such motion is effective until the motion has been put, and if a motion to impose a call is passed, the Member has paid the contribution required.
- 11.11 Any former Member whose name is so removed from the Register in accordance with a motion set out in Rule 11.10 may at any time pay to the Institute all subscriptions or fees payable which are in arrears, together with all subscriptions and fees which would have accrued due had that person remained a Member, and must thereafter be entitled to be reinstated to the Register. The Board may waive or reduce the arrears payable if it considers that to be appropriate. Membership Fees for the then current financial year shall be determined by the Board.
- 11.12 **Membership Fees in Arrears:** A Member whose Membership Fees have not been paid in full within three (3) months of invoice due date, is not entitled to take part in Institute activities or receive any services of the Institute until the subscription is paid. This includes not being entitled to vote on any matter on which the Member would otherwise be entitled to vote. Members so affected will be advised in writing.
- 12. Ceasing to be a Member**
- 12.1 A Member ceases to be a Member:
 - 12.1.1 on death (or if a Practice Member on liquidation or deregistration);
 - 12.1.2 by giving written notice of their resignation to the Chief Executive which, unless otherwise expressed, shall take effect immediately;
 - 12.1.3 if that Member fails to pay Membership Fees three (3) months after they have become due, in which case that Member shall be deemed to have resigned their Membership;
 - 12.1.4 if the Board is satisfied that the Member no longer meets or complies with the criteria for the respective Membership category by which they are qualified for Membership under Rule 6;
 - 12.1.5 upon termination of their Membership following a dispute resolution procedure in accordance with this Constitution, with effect from the date of receipt by the Chief Executive, or any subsequent date stated in the notice of resignation or notice of termination of Membership; or
 - 12.1.6 if in the opinion of the Board the Member has brought the Institute into disrepute.

12.2 The Board may remove from the Register of Members the name of any Member who on the 30th of April in the subscription year is in arrears of that year's Membership Fees by three (3) months or more (in accordance with Rule 11.12). On the removal of the Member's name that person or practice ceases to be a Member and notice of that fact may be given on the Institute's website and to Members.

13. Obligations on ceasing of Membership

13.1 A Member who resigns or whose Membership is terminated under this Constitution:

13.1.1 remains liable to pay all Membership Fees to the Institute's next Balance Date;

13.1.2 may be removed from the NZIA Register (as applicable);

13.1.3 must return their certificate of Membership on request (as applicable);

13.1.4 shall cease to be entitled to any of the rights of a Member, including use of post nominals and/or NZIA logos;

13.1.5 shall no longer represent itself to be a Member of the Institute; and

13.1.6 shall immediately return any property, including intellectual property, of the Institute held by the Member at the time of termination.

13.2 If a Member resigns or their Membership is suspended or has otherwise ceased:

13.2.1 this Constitution, including the dispute resolution procedure in accordance with Rule 15 continues to apply to any action or inaction of the Member while a Member;

13.2.2 the Member must comply with the dispute resolution procedure in accordance with Rule 15 in respect of any Complaint brought against them in respect of any action or inaction of the Member while they were a Member;

13.2.3 a failure by the Member to participate in any proceedings does not prevent a finding being made against the Member under the dispute resolution procedure in accordance with Rule 15; and

13.2.4 any penalty, fine, compensation order, or sanction provided for by the dispute resolution procedure in accordance with Rule 15 may be ordered against the Member to the extent that it can be effective despite the Member's Membership having been suspended or ceased.

14. Branches

14.1 Branches are established for the purpose of providing for local Membership services and activities, consistent with the Institute's Purposes.

14.2 Annually each Branch must elect a Branch Committee consisting of a chairperson, a secretary/treasurer and at least four (4) other Members of any category, all of whom must be elected at the annual general meeting of the Branch.

14.3 The elections must be reported to the Chief Executive.

14.4 In the case of the death or resignation of any Branch Committee Member, the remaining Branch Committee Members may fill the vacancy from within the Branch.

14.5 All Members of the Branch are entitled to vote at any meeting of a Branch.

14.6 Branch Committees may regulate their affairs as they think fit but consistent with this Constitution and the Act.

- 14.7 For the avoidance of doubt, no Branch Committee Member shall be deemed to be an Officer of the Institute by virtue of their role in a Branch Committee.
- 14.8 The Board may, if it is satisfied that it is appropriate to do so, formulate a proposal to change the boundaries of any Branch or to merge Branches.
- 14.9 No proposal under this Rule has any effect unless it has been approved by a General Meeting or by a majority vote at separate meetings of each Branch that is affected.

15. Dispute Resolution

- 15.1 The Institute, Officers, and Members must use the dispute resolution procedure in this Constitution for resolving any Dispute (which becomes a Complaint upon the starting of the dispute resolution procedure) or dealing with any Complaint.
- 15.2 For the avoidance of doubt:
 - 15.2.1 Complaints must relate to the business of the Institute or the actions of Members and Officers in relation to or affecting the Institute;
 - 15.2.2 the term “Complaints” is defined in the Act, and includes any allegation that the Institute, a Member, or an Officer has breached a duty under this Constitution, the Institute’s bylaws, or the Act;
 - 15.2.3 the dispute resolution procedure in this Constitution is therefore able to be used to investigate and take action against the Institute, any Officer, or a Member for a breach of those duties. A “duty” includes any obligation or requirement under this Constitution, the Institute’s bylaws, and the Act;
 - 15.2.4 the dispute resolution procedure in this Constitution does not apply to matters relating to the conduct, competence, or fitness to practice of Members in their professional capacity working in architectural practice, except where a Complaint is made by the Institute in accordance with Rule 15.4 in respect of those matters; and
 - 15.2.5 the dispute resolution procedure in this Constitution does not apply to employment related matters relating to Members.

How a Complaint is made

- 15.3 A Member or an Officer may make a Complaint by giving to the Board written notice that:
 - 15.3.1 states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 15;
 - 15.3.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
 - 15.3.3 sets out any other information reasonably required by the Institute.
- 15.4 The Institute may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:
 - 15.4.1 states that the Institute is starting a procedure for resolving a Dispute in accordance with this Rule 15; and
 - 15.4.2 sets out the allegation to which the Dispute relates.
- 15.5 The information given under Rules 15.3 and 15.4 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 15.6 Without limiting Rule 15.3 and 15.4, a complainant must meet their own costs of making a Complaint.

Person who makes Complaint has right to be heard

- 15.7 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 15.8 If the Institute makes a Complaint:
- 15.8.1 the Institute has a right to be heard before the Complaint is resolved or any outcome is determined; and
 - 15.8.2 an Officer may exercise that right on behalf of the Institute.
- 15.9 Without limiting the manner in which the Member, Officer, or Institute may be given the right to be heard, they must be taken to have been given the right if:
- 15.9.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 15.9.2 an oral hearing is held if the Decision-Maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 15.9.3 an oral hearing (if any) is held before the Decision-Maker; and
 - 15.9.4 the Member's, Officer's, or Institute's written statement or submissions (if any) are considered by the Decision-Maker.

Person who is subject of Complaint has right to be heard

- 15.10 This Rule applies if a Complaint involves an allegation that a Member, an Officer or the Institute (the **Respondent**):
- 15.10.1 has engaged in misconduct;
 - 15.10.2 has breached, or is likely to breach, a duty under this Constitution or bylaws or the Act; or
 - 15.10.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 15.11 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.
- 15.12 If the Respondent is the NZIA, an Officer may exercise the right on behalf of the NZIA.
- 15.13 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:
- 15.13.1 the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
 - 15.13.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - 15.13.3 an oral hearing is held if the Decision-Maker considers that an oral hearing is needed to ensure an adequate hearing;
 - 15.13.4 an oral hearing (if any) is held before the Decision-Maker; and
 - 15.13.5 the Respondent's written statement or submissions (if any) are considered by the Decision-Maker.

Investigating and determining Dispute

- 15.14 The Institute must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.
- 15.15 The Institute will deal with Disputes under this Constitution in a fair, efficient, and effective manner. This will be achieved by:
- 15.15.1 **Fair:** The Institute following the procedures in this Constitution and ensuring that overall Disputes are dealt with in a way that is fair to the parties to the Dispute. Following any particular procedure specified in this Constitution will meet the requirement to act in a fair manner.
- 15.15.2 **Efficient:** The Institute dealing with Disputes as efficiently as possible in terms of time and costs, taking into account the other obligations under this Constitution.
- 15.15.3 **Effective:** The Institute dealing with Disputes, and ensuring the Decision-Maker can reach decisions, in a way that best promotes the Purposes of the Institute and also takes into account the other obligations under this Constitution.

The Board may refer Complaint

- 15.16 Despite Rule 15.14, the Institute may refer a Complaint to:
- 15.16.1 a complaints subcommittee or an external person to investigate and report; or
- 15.16.2 a complaints subcommittee, arbitral tribunal or an external person to investigate and make a decision.
- 15.17 Despite Rule 15.14 the Institute may, if it considers in its sole discretion that it is appropriate to do so, refer any concerns relating to a Member's conduct to the appropriate authority or investigative body, including but not limited to the NZRAB.
- 15.18 The Institute may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute process.

The Board may decide not to proceed further with Complaint

- 15.19 Despite Rule 15.14, the Institute may decide not to proceed further with a Complaint if:
- 15.19.1 the Complaint is trivial;
- 15.19.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
- a) that a Member or an Officer has engaged in material misconduct;
 - b) that a Member or an Officer, or the Institute has materially breached, or is likely to materially breach, a duty under this Constitution, a bylaw, or the Act; or
 - c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- 15.19.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
- 15.19.4 the person who made the Complaint has an insignificant interest in the matter;
- 15.19.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
- 15.19.6 there has been an undue delay in making the Complaint.

Decision-Makers

- 15.20 A person may not act as the Decision-Maker in relation to a Complaint if two (2) or more Board Members or any complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- 15.20.1 impartial; or
 - 15.20.2 able to consider the matter without a pre-determined view.
- 15.21 The Decision-Maker may:
- 15.21.1 order the complainant (if a Member) or the Member complained against, to meet any of the Institute's reasonable costs in dealing with a Complaint; and
 - 15.21.2 make such directions as the Decision-Maker thinks appropriate (with which the Institute and Members shall comply), including upholding a Complaint; and
 - a) reprimanding or admonishing the Member; and/or
 - b) suspending the Member from Membership for a specified period; or
 - c) terminating the Member's Membership.
- 15.22 For the avoidance of doubt and without affecting any other provisions of this Constitution, the Board may make any decision of the Institute set out in this Rule 15.

16. The Board of the Institute

- 16.1 The Board shall have all the powers necessary for managing and for directing and overseeing the management of, the operation and affairs of the Institute, subject only to applicable law and any amendments to them and to any directions given at any meeting of the Institute provided those directions are not contrary to this Constitution or to applicable law.
- 16.2 The Board may constitute committees (which may include Board Members, Members who are not Board Members, and persons who are not Members) to investigate and report with recommendations on any matter within the jurisdiction of the Board or the Institute.
- 16.3 The Board shall have the authority to delegate any power it holds to any committee of the Board or the Chief Executive of the Institute, subject to this Constitution and the Act.
- 16.4 Without limiting the powers of the Board as set out in this Constitution and the Act, the Board of the Institute has the power of an ordinary person and may make informed decisions to:
- 16.4.1 borrow, raise money, mortgage or initiate a charge or lien over the property of the Institute or parts of it;
 - 16.4.2 rent, lease, hire, purchase, acquire, sell surrender or dispose of any interest in real or personal property;
 - 16.4.3 invest and deal with any of the monies or assets of the Institute not immediately required, upon such securities as the Board may from time to time determine or approve;
 - 16.4.4 affiliate with, subscribe to, donate to, or become a Member of any body or organisation whose objects and purposes are similar to those of the Institute; and
 - 16.4.5 make and amend bylaws and policies for the conduct and control of the Institute in accordance with the Act.

17. Composition of the Board

- 17.1 The affairs of the Institute are to be governed by a Board of not less than eight (8) and not more than fifteen (15) Board Members comprising:

17.1.1 the President;

17.1.2 the President Elect;

17.1.3 up to eight (8) Elected Board Members from the eight (8) regions in Rule 17.2;

17.1.4 one (1) Ngā Aho Board Member nominated by Ngā Aho;

17.1.5 one (1) Graduate Board Member;

17.1.6 up to two (2) Independent Board Members appointed by unanimous decision of the Elected Board Members, President, and President Elect following the election; and

17.1.7 one (1) additional Co-opted Board Member co-opted by the Elected and Independent Board Members, the President, and the President Elect for a specific purpose, who must comply with this Constitution and any other Board policies, procedures, or governance practices.

17.2 The Board composition shall be as follows:

Category	Position	Criteria
Elected	President	See Rule 21
	President Elect	Elected in accordance with Rule 21
	Graduate Board Member	Elected from and by the Graduate Members
	Board Member Auckland	Elected from and by Professional and Academic Members in the Auckland region
	Board Member Waikato / Bay of Plenty	Elected from and by Professional and Academic Members in the Waikato / Bay of Plenty region
	Board Member Western	Elected from and by Professional and Academic Members in the Western region
	Board Member Wellington	Elected from and by Professional and Academic Members in the Wellington region
	Board Member Gisborne / Hawkes Bay	Elected from and by Professional and Academic Members in the Gisborne / Hawkes Bay region
	Board Member Nelson Marlborough	Elected from and by Professional and Academic Members in the Nelson Marlborough region
	Board Member Canterbury	Elected from and by Professional and Academic Members in the Canterbury region
	Board Member Southern	Elected from and by Professional and Academic Members in the Southern region
Nominated	Ngā Aho Board Member	Nominated by Ngā Aho as per Te Kawenata o Rata for appointment by the Elected Board Members, the President, and the President Elect
Independent	Independent Board Member	Must not be a Member Appointed by the Elected Board Members, the President, and the President Elect
	Independent Board Member	Must not be a Member

		Appointed by the Elected Board Members, the President, and the President Elect
Co-opted	Co-opted Board Member	Appointed by the Elected and Independent Board Members, the President, and the President Elect

17.3 Every Board Member must be a natural person who has consented in writing to be an officer of the Institute and certifies that they are not disqualified from being elected or appointed or otherwise holding office as a Board Member by this Constitution or the Act.

17.4 A Co-opted Board Member may:

17.4.1 be removed at any time by resolution of the Board by giving 30 days' Notice in writing to the Co-opted Board Member; and

17.4.2 not exercise voting rights at a General Meeting, if they are not a Member.

17.5 A Ngā Aho Board Member may not exercise voting rights at a General Meeting if they are not a Member.

18. Term of Board Members

18.1 The term of Board Members and eligibility for re-election shall be as follows:

Role	Term	Eligibility for re-election
President	Two (2) years	2-year stand down after term ends before eligible for re-election.
President Elect	One (1) year	Not applicable
Graduate Board Member	Two (2) years	Not eligible to be re-elected as a Graduate Board Member.
Board Member Auckland, Board Member Waikato / Bay of Plenty, Board Member Western, Board Member Wellington, Board Member Gisborne / Hawkes Bay, Board Member Nelson Marlborough, Board Member Canterbury and Board Member Southern	Three (3) years	May be re-elected for one (1) further consecutive 3-year term and may not serve as a Board Member for more than nine (9) years in total.
Ngā Aho Board Member	Three (3) years	May be re-appointed for one (1) further consecutive 3-year term and may not serve as a Board Member for more than nine (9) years in total.
Independent Board Member	Three (3) years	May be re-appointed for one (1) further consecutive 3-year term and may not serve as a Board Member for more than nine (9) years in total.
Co-opted Board Member	One (1) year	At the Board's discretion.

18.2 Any period of service by Board Members prior to the Commencement Date must be counted when applying the restrictions in Rule 18.1.

19. Election

19.1 The Graduate Members may elect one (1) Graduate Board Member.

19.2 The Professional Members and Academic Members of the Auckland region may elect one (1) Board Member Auckland.

19.3 The Professional Members and Academic Members of the Waikato / Bay of Plenty region may elect one (1) Board Member Waikato / Bay of Plenty.

19.4 The Professional Members and Academic Members of the Western region may elect one (1) Board Member Western.

19.5 The Professional Members and Academic Members of the Wellington region may elect one (1) Board Member Wellington.

19.6 The Professional Members and Academic Members of the Gisborne / Hawkes Bay region may elect one (1) Board Member Gisborne / Hawkes Bay.

19.7 The Professional Members and Academic Members of the Nelson Marlborough region may elect one (1) Board Member Nelson Marlborough.

19.8 The Professional Members and Academic Members of the Canterbury region may elect one (1) Board Member Canterbury.

19.9 The Professional Members and Academic Members of the Southern region may elect one (1) Board Member Southern.

19.10 The election process will be as follows:

19.10.1 the Chief Executive must give notice to the Professional Members and Academic Members of the Auckland region, Waikato / Bay of Plenty region, Western region, Wellington region, Gisborne / Hawkes Bay region, Nelson Marlborough region, Canterbury region, Southern region and/or the Graduate Members as applicable, calling for nominations for the vacant Elected Board Member position/s;

19.10.2 nominations must be received at the Institute's office or email address no later than the 20th December prior to the election (or a later date if the Board permits or directs);

19.10.3 nominations must be by two (2) or more Architect and/or Academic Members of the Branch or Graduate Members as applicable, and signed or assented to by them and the nominee;

19.10.4 where an election is required, it must be conducted under the supervision of the Chief Executive by electronic means as far as practicable, but allowing paper voting for any Member who requires that;

19.10.5 in the event of a tie, the Chief Executive must supervise a ballot to determine the successful candidate;

19.10.6 the names of successful candidates must be notified to the Board, and published on the Institute's website as soon as practicable;

19.10.7 the names of successful candidates must be read out at the Annual General Meeting and new Board Members commence their terms at the conclusion of that meeting; and

19.10.8 if the Annual General Meeting so resolves, the Chief Executive must delete or destroy voting records or voting papers as soon as practicable after the meeting.

20. Transitional Provisions

20.1 The transitional provisions set out in this Rule 20 are intended to guide the transition from the Institute's previous rules document to this Constitution, including a shift from the council structure to the new Board Member structure, in accordance with the provisions of this Constitution and the Act.

20.2 The provisions applying to the roles and election / appointment of the President, President Elect, Board Member Auckland, Board Member Waikato / Bay of Plenty, Board Member Western, Board Member Wellington, Board Member Gisborne / Hawkes Bay, Board Member Nelson Marlborough, Board Member Canterbury, Board Member Southern, Graduate Board Member, and Ngā Aho Board Member shall be as per this Constitution from the Commencement Date.

20.3 Following the Commencement Date, the two (2) Independent Board Members appointed by the Elected Board Members, in accordance with Rule 17.1.6, shall be randomly assigned initial terms via a draw as follows:

20.3.1 one (1) Independent Board Member shall be assigned an initial term of two (2) years; and

20.3.2 one (1) Independent Board Member shall be assigned an initial term of three (3) years.

20.4 The Board may determine such other schedule for the terms of Board Members and/or the transition from the Institute's previous rules document to this Constitution as they see fit, and for that purpose during the transition period the number of Board Members may exceed the limit in Rule 17.5.

20.5 Following the completion of the transition period, the provisions applying to the elections / appointments of Board Members and their respective terms shall apply as per this Constitution.

21. President and President Elect

21.1 The role of the President is to represent and be the spokesperson for the Institute on significant matters.

21.2 Not less than three (3) months prior to the Annual General Meeting at which the term of the President is not due to expire:

21.2.1 the President must invite nominations for the position of President Elect from Professional Members, Academic Members, Graduate Members, Fellow Members, and Distinguished Fellow Members, who are entitled to vote for Elected Board Members;

21.2.2 nominated candidates must be Professional Members, Academic Members, Graduate Members, Fellow Members, or Distinguished Fellow Members;

21.2.3 nominations must be supported by the President and/or six (6) Professional Members, Academic Members, Graduate Members, Fellow Members, and/or Distinguished Fellow Members, and assented to by the candidate. Nominations may be accompanied by a statement of relevant biographical information not exceeding 250 words;

21.2.4 at a Board meeting before notice of the Annual General Meeting is given the Elected Members of the Board and the President must select from the nominations the preferred candidate for President Elect, and notice of the preferred candidate must be given in the notice of the Annual General Meeting; and

21.2.5 at the Annual General Meeting there must be a motion to appoint the President Elect.

21.3 If that motion is passed by a majority of the total Professional Members, Academic Members, Graduate Members, Fellow Members, and Distinguished Fellow Members who voted, the President Elect if not already a Board Member, becomes a Board Member at the conclusion of

that Annual General Meeting, and becomes President without further election at the conclusion of the next Annual General Meeting.

- 21.4 If that motion does not pass or if for any reason the preferred candidate is unable or unwilling to take office as President Elect or President in due course, the Board must appoint another qualified Member as President Elect; and if that Member is not a Board Member that Member automatically becomes a Board Member.
- 21.5 Where there is non-compliance with the election rules set out in this Constitution, the Board may waive the non-compliance, extend a specified time, or substitute a process that, in its opinion, ensures compliance as near as practicable and is in the best interests of the Institute.
- 21.6 The actions of the Board are not invalidated and may not be challenged by any Member on the grounds that the number of Board Members is incomplete, or because of any error or irregularity in the election of the President, President Elect, or Elected Board Members that occurred in good faith.
- 21.7 If the President ceases to hold office for any reason before the expiry of their term:
 - 21.7.1 the President Elect, if any, becomes President for the balance of that term and remains entitled to become President for the expected term in due course; or
 - 21.7.2 Rule 21.4 will apply.
- 21.8 If the President or President Elect cease to be one of a Professional Member, Academic Member, or Graduate Member, they automatically cease to be President or President Elect as the case may be.

22. Cessation of Office

- 22.1 A Board Member shall be deemed to have ceased to be a Board Member if that Board Member:
 - 22.1.1 dies;
 - 22.1.2 in the case of the President, President Elect, or an Elected Board Member, ceases to be a Member of the Institute;
 - 22.1.3 has exceeded the term limits in Rule 18.1;
 - 22.1.4 resigns by delivering a written Notice of resignation to the Chair (and that notice takes effect on the date stated in the Notice or if no date is stated, on the date it is received);
 - 22.1.5 is absent without leave for two (2) consecutive meetings of the Board;
 - 22.1.6 becomes disqualified from being an Officer under the Act or is a "patient" as defined in the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
 - 22.1.7 if that Board Member is removed pursuant to one of the grounds for removal under Rule 22.2 by a resolution of the Board passed by a two thirds majority.
- 22.2 For the purposes of Rule 22.1.7:
 - 22.2.1 a grievance or Complaint that cannot be resolved in the Board's opinion under Rule 15;
 - 22.2.2 a Board Member's failure to comply with this Constitution, the Act or any of the Institute's bylaws, policies or standards; or
 - 22.2.3 the Board itself undertaking the dispute resolution process in respect of the Board Member as set out in Rule 15; and

22.2.4 where a two thirds majority of the Board considers the Board Member is not working in the best interests of the Institute,

will be grounds of removal of a Board Member under Rule 22.1.7.

22.3 Each Board Member shall within 21 days' of submitting a Notice of resignation or ceasing to hold office, deliver to the Chief Executive all books, papers and other property of the Institute held by such former Board Member.

22.4 In the event of there being any extraordinary vacancy in the role of an Elected Board Member:

22.4.1 If another Member has already been elected under Rule 19 but not yet taken office, that Member takes office immediately but the period to the end of the next Annual General Meeting does not count for the purposes of Rule 17.5.

22.4.2 If Rule 22.4.1 does not apply, the Chief Executive, after consulting the Chair, must organise an election promptly, following as closely as practicable the process in Rule 19. Any Board Member so elected takes office as soon as his or her election is notified to the Board, and the term until the end of the next Annual General Meeting does not count for the purposes of this Rule 22.

22.5 In the event of there being any vacancy in the role of an Independent Board Member the Board may by a majority vote appoint an Independent Board Member to fill such vacancy until the next General Meeting.

22.6 In the event of there being any vacancy in the role of the Ngā Aho Board Member, the Institution shall seek a nomination from Ngā Aho to fill such vacancy until the next General Meeting.

23. Meetings of the Board

23.1 Each Board must hold its first meeting immediately after the Annual General Meeting and its last meeting prior to the next following Annual General Meeting and must meet otherwise at such intervals and locations as it may determine.

23.2 The meeting of the Board prior to the Annual General Meeting must receive and adopt a report on the work of the previous financial year and a statement of accounts of the Institute for presentation to the Annual General Meeting and approval by the Members. The statement must contain such particulars as are prescribed by the Act.

23.3 The Chief Executive must convene a meeting of the Board at the request of the Chair, the President, or a majority of the Board Members.

23.4 At every meeting of the Board a majority of Board Members then in office are a quorum, and no business may be transacted at any meeting unless a quorum is present either in person or by telephone or audio-visual contact such that every Board Member can at all times hear and speak to every other Board Member who wishes to participate.

23.5 The Board may invite or allow any other person to attend any Board meeting but such person or persons do not have any voting rights and have such speaking rights as the Chair determines.

23.6 No Board Member shall have a casting vote at any General Meeting or meeting of the Board.

24. Chair of the Board

24.1 The Board shall, by simple majority vote at their first meeting after the AGM each year, appoint from the Elected Board Members, Independent Board Members, and the Ngā Aho Board Member, a Chair to preside at all meetings of the Board.

24.2 For the avoidance of doubt, an Elected Board Member, Independent Board Member, or Ngā Aho Board Member can hold the position of Chair along with their elected or appointed Board Member position.

- 24.3 If the person appointed as Chair no longer holds a position on the Board due to expiration of their Board Member term, they will be co-opted to the Board and become a Co-opted Board Member in accordance with Rule 17.2.
- 24.4 The Board Member appointed as Chair shall serve as Chair from the date of their appointment until the next Board meeting at which a Chair is appointed in accordance with Rule 24.1.
- 24.5 No Board Member may serve as Chair for more than six (6) years in total, whether consecutively or non-consecutively.
- 24.6 The Chair ceases to be the Chair when:
- 24.6.1 the Chair provides written notice of resignation as Chair to the Board;
 - 24.6.2 a different Board Member is appointed as Chair in accordance with Rule 24.1; or
 - 24.6.3 the tenure of the Board Member serving as Chair has ceased for one of the reasons in Rule 22 (other than Rule 22.1.3).
- 24.7 If either Rule 24.6.1 or Rule 24.6.3 applies, the Board shall appoint a new Chair at its first meeting after the former Chair ceased to be the Chair and the new Chair shall serve the remainder of the former Chair's term.
- 24.8 In addition to chairing all meetings of the Board, the role of the Chair is to ensure the proper functioning of the Board and governance of the Institute and to provide support to the President in General Meetings and to provide support and guidance to the Chief Executive in the management of the Institute.

25. Officers Duties

- 25.1 At all times each Officer of the Institute:
- 25.1.1 shall act in good faith and in what they believe to be the best interests of the Institute;
 - 25.1.2 must exercise all powers for a proper purpose;
 - 25.1.3 must not act, or agree to the Institute acting, in a manner that contravenes the Act or this Constitution;
 - 25.1.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Institute, the nature of the decision, the position of the Officer and the nature of the responsibilities undertaken by them;
 - 25.1.5 must not agree to the activities of the Institute being carried on in a manner likely to create a substantial risk of serious loss to the Institute or to the Institute's creditors, or cause or allow the activities of the Institute to be carried on in a manner likely to create a substantial risk of serious loss to the Institute or to the Institute's creditors; and
 - 25.1.6 must not agree to the Institute incurring an obligation unless they believe at that time on reasonable grounds that the Institute will be able to perform the obligation when it is required to do so.

26. Conflicts of Interest

- 26.1 An Interested Officer must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- 26.1.1 to the Board; and
 - 26.1.2 in the Register of Interests kept by the Board.

- 26.2 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.
- 26.3 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:
- 26.3.1 must not vote or take part in the decision of the Board and/or committee relating to the Matter; and
 - 26.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; and
 - 26.3.3 may take part in any discussion of the Board and/or committee relating to the Matter and be present at the time of the decision of the Board and/or committee (unless the Board and/or committee decides otherwise).
- 26.4 If 50% or more of the Board and/or committee are prevented from voting on the Matter under Rule 26.3.1, the Board must call a Special General Meeting of the Institute to consider and determine the Matter.

27. Control and Management

- 27.1 The funds and property of the Institute shall be:
- 27.1.1 controlled, invested and disposed of by the Board, subject to this Constitution; and
 - 27.1.2 devoted solely to the promotion of the Purposes of the Institute.
- 27.2 All moneys received by or on behalf of the Institute are to be paid to the credit of the Institute's account at one of the registered banks in New Zealand.
- 27.3 All payments made by the Institute shall be authorised in accordance with delegated authorities that have been endorsed by the Board.
- 27.4 The Institute's financial year shall commence on 1 January of each year and end on 31 December (the latter being the Institute's Balance Date). The financial year of the Institute may be amended from time to time as determined at an Annual General Meeting.
- 27.5 If required by the Act or if otherwise the Board determines it desirable, the Board shall as soon as practicable after the end of the financial year of the Institute cause the accounts of the Institute to be audited by a chartered accountant appointed by the Board for that purpose (Auditor).
- 27.6 The Institute will keep accounting records in written form, including digital records, or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last seven (7) completed accounting periods of the Institute ("Accounting Period" is defined in the Act).

28. Indemnity

- 28.1 The Officers and other employees of the Institute are indemnified by the Institute for any costs or liabilities incurred as a result of any claim made against the Institute of them personally in the performance or purported performance of their roles (including legal expenses reasonably incurred in defending or settling any claim except where the person has committed fraud or other dishonesty or wilful breach of duty).
- 28.2 The Board shall maintain such insurance as it considers appropriate from time to time.

29. Fees

- 29.1 The Institute may pay fees and/or honoraria to Board Members as agreed from time to time by the Board.

30. Chief Executive

- 30.1 The Board must employ a Chief Executive on such terms as it thinks fit (including determining the remuneration) to manage the day-to-day affairs of the Institute in accordance with the directions of the Board.
- 30.2 The Board may delegate to the Chief Executive any of the powers, duties, and authorities conferred on them by the Constitution, at the Board's discretion, and subject to any terms and restrictions the Board sees fit.
- 30.3 The exercise of those powers and authorities, and performance of those duties, by the Chief Executive is subject at all times to the control of the Board.
- 30.4 The Chief Executive is responsible for employing or engaging employees or agents and negotiating their terms of employment.
- 30.5 The Chief Executive shall at all times maintain an up-to-date Register of Interests kept by the Board.

31. General Meetings of the Institute

- 31.1 General Meetings must be held at such time and at such place as Board may determine.
- 31.2 General Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending, including by proxy in accordance with Rule 36, a reasonable opportunity to participate (including vote where applicable to their category of Membership).
- 31.3 The Annual General Meeting must be held in each calendar year, no later than six (6) months after the Balance Date, and not more than fifteen (15) months may elapse between the date of one (1) Annual General Meeting and the next. The purpose of the Annual General Meeting is to receive and adopt the annual report of the Board and the statement of accounts for the previous financial year, to receive the President's declaration of the election of Board Members, to direct the policies of the Institute, to ratify any new category of Membership established by the Board in the preceding financial year and to consider any other matters referred to it.
- 31.4 The Board must each year present an annual report, and an annual statement of accounts duly audited to the Annual General Meeting. A copy of the report and accounts must be issued to every Member and made available on the Members' section of the Institute's website at least ten (10) working days before the Annual General Meeting.
- 31.5 The Institute must keep minutes of all General Meetings.
- 31.6 The minutes of all General Meetings must be made available to Members twenty (20) working days after the meeting.

32. Special General Meetings

- 32.1 All General Meetings other than Annual General Meetings are Special General Meetings.
- 32.2 A Special General Meeting may be called at any time by the Board, and one must be held within thirty-five (35) working days of receipt at the Registered office of a requisition in writing addressed to the Chief Executive and signed by no fewer than thirty (30) Professional, Academic, or Graduate Members stating the object of the proposed meeting.
- 32.3 Not less than thirty (30) working days' prior, written notice of the intent to hold any General Meeting must be given to Professional, Academic, and Graduate Members, such notice to set out the time, date, and place of the meeting. The non-receipt of such notice by a Professional, Academic, or Graduate Member does not invalidate the proceedings of any such meeting.

32.4 Any Professional Member, Academic Member, or Graduate Member wishing to bring before a General Meeting a motion relating to the ordinary business of the Institute must give notice to the Board at least fifteen (15) working days prior to the date of the meeting, in order that it may be referred to in the notice calling such meeting, and no motion may come before the meeting unless such notice has been given or the meeting resolves by a two-thirds majority to consider the motion. This includes any motion to amend a motion of which notice has been given.

32.5 The notice of motion must state the Professional Member, Academic Member, or Graduate Member's name and Member number and may provide a reason and any background information that the Professional, Academic, or Graduate Member wishes to provide in support of the motion. Only this information provided by the proposer of the motion may be provided with the notice calling for the Special General Meeting.

33. Notice of General Meetings

33.1 Not less than ten (10) working days' before any General Meeting written notice of the General Meeting must be given to all Members, such notice to set out the time, date and place, the business to be transacted, and the process for voting (pursuant to Rule 36.2). The nonreceipt of such notice by a Professional Member, Academic Member, or Graduate Member does not invalidate the proceedings of any such meeting.

34. Quorum

34.1 At all General Meetings fifteen (15) Professional Member, Academic Member, or Graduate Members present must form a quorum. If within one (1) hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, must be dissolved. In any other case it must stand adjourned until such other date and such other time and place as the person chairing the meeting may determine and if at the adjourned meeting a quorum is not present within one (1) hour from the time appointed for the meeting, the Members present are a quorum.

35. Adjournment

35.1 The person chairing a General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it is so directed in the resolution for the adjournment.

36. Voting and Proxies

36.1 At all General Meetings of the Institute each Professional Member, Academic Member, or Graduate Member present, except those whose subscriptions are in arrears, is entitled to one vote on any motion before the meeting. A Professional, Academic, or Graduate Member may hold proxy votes on any item of business where notice was given in accordance with the provisions of Rule 36.4.

36.2 In accordance with the manner in which a General Meeting is held and subject always to the Board's approval, Members may register their votes in any manner that is appropriate to the medium in which they attend. Members who attend in person have the right to vote in person unless otherwise determined by the Board.

36.3 Votes at any General Meeting may be exercised by Professional Members, Academic Members, and Graduate Members personally and/or as proxy for other Professional, Academic, and Graduate Members.

36.4 All proxies must be in writing and notified to the chair of the meeting by the proxy holder before the first vote at which the proxy is exercised.

36.5 No person who is not a Professional Member, Academic Member, or Graduate Member of the Institute and qualified to vote may be appointed a proxy.

- 36.6 A proxy is valid at any adjournment of the meeting to which it relates.
- 36.7 A proxy may be either directory (i.e. tell the proxy how to vote) or discretionary (i.e. allowing the proxy the discretion as to how they vote).

37. Chairing of General Meetings

- 37.1 All General Meetings will be chaired by the President. If the President is absent, the President Elect shall chair that meeting. If the President and the President Elect are both absent, any other Elected Board Member may be chosen by the Board to chair that meeting.

38. Contact Person

- 38.1 The Board shall appoint at least one (1) individual and no more than three (3) individuals, as the Contact Person for the purposes of the Act.
- 38.2 The Contact Person must be at least eighteen (18) years of age and ordinarily resident in New Zealand.
- 38.3 The Contact Person will be the person whom the Registrar can contact when needed.

39. Register of Members

- 39.1 The Chief Executive shall keep an up-to-date Register of Members, which shall include each Member's:

- 39.1.1 name;
- 39.1.2 physical and mailing addresses;
- 39.1.3 phone number (landline and/or mobile);
- 39.1.4 email address;
- 39.1.5 the date the Member became a Member; and
- 39.1.6 any other information prescribed by regulations (if any).

- 39.2 Names, preferred contact details, and areas of practice of Members may be published in hard copy or displayed on the Institute's website, but the Chief Executive must ensure that information relating to any Member who requests physical and electronic non-publication is not published nor displayed.

- 39.3 The Institute shall also keep a record of the former Members of the Institute. For each Member who ceased to be a Member within the previous seven (7) years, the Institute will record:

- 39.3.1 the former Member's name; and
- 39.3.2 the date the former Member ceased to be a Member.

40. Access to Information for Members

- 40.1 A Member may at any time make a written request to the Institute for specific information held by the Institute.

- 40.2 The Institute must, within a reasonable time after receiving a request:

- 40.2.1 provide the information; or
- 40.2.2 agree to provide the information within a specified period if the Member pays a reasonable charge (previously specified) to meet the cost of providing the information; or

- 40.2.3 refuse to provide the information in accordance with the Act, specifying the grounds for refusal.
- 40.3 If the Institute requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless within ten (10) working days after receiving notification of the charge the Member informs the Institute:
 - 40.3.1 that the Member will pay the charge; or
 - 40.3.2 that the Member considers the charge to be unreasonable.

41. Alterations to Constitution

- 41.1 The Institute may amend or replace this Constitution at a General Meeting by a resolution passed by at least two thirds of Members, entitled to vote and voting, present at the General Meeting in person, virtually, or by proxy vote, voting in favour of the alteration.
- 41.2 Any proposed motion to amend or replace this Constitution shall be:
 - 41.2.1 given by the Board; or
 - 41.2.2 in the case of an Annual General Meeting, put forward as Notice of Motion; or
 - 41.2.3 in the case of a Special General Meeting, put forward in accordance with Rule 32.
- 41.3 When an amendment to the Constitution is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

42. Amalgamation

- 42.1 The Institute may be amalgamated in accordance with the provisions of the Act.
- 42.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by a two-third majority of all Members entitled to vote and voting on the question. This Rule 42 modifies section 194(2)(a) of the Act.

43. Liquidation and Disposition of Surplus Assets

- 43.1 The Institute may voluntarily liquidate if:
 - 43.1.1 the Institute at an Annual General Meeting or a Special General Meeting called for the purpose passes a resolution requiring the Institute to be liquidated; and
 - 43.1.2 the resolution is confirmed by a subsequent Special General Meeting called for the purpose and held not earlier than thirty (30) days after the Annual General Meeting or Special General Meeting at which such resolution was passed.
- 43.2 Any resolution to wind up the Institute or remove it from the Register of Incorporated Societies must be passed by a 75% majority of the Members present and voting.
- 43.3 If upon liquidation or dissolution of the Institute there remains, after the satisfaction of all the debts and liabilities of the Institute, any money and property whatsoever, the same must not be paid or distributed among the Members but must be given or transferred to some other institute or institutions which are Not-For-Profit Entities with purposes similar to the Purposes of the Institute, or to an Education Institution which is a Not-For-Profit Entity as determined by the Members at or before the time of dissolution, and in default thereof, as may be determined by the High Court of New Zealand.

44. Definitions

In this Constitution unless inconsistent with the context:

Academic Member means a Member admitted to Membership in accordance with Rule 7.2.

Act means the Incorporated Societies Act 2022 or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Affiliated Member means a Member admitted to Membership in accordance with Rule 7.7.

Annual General Meeting or '**AGM**' means the annual meeting of the Institute that must be called in accordance with this Constitution.

APEC Architect means a person who is listed on the APEC Architect organisation's database.

Board means the Institute's governing body elected and appointed in accordance with Rules 17 - 21, being a committee for the purposes of the Act.

Board Member means a member of the Board elected and appointed in accordance with Rules 17 - 19, and for the avoidance of doubt includes Elected and Independent Board Members, the Graduate Board Member, the Ngā Aho Board Member, and any Co-opted Board Member from time to time.

Board Member Auckland means the Elected Board Member elected from and by Professional and Academic Members in the Auckland region in accordance with Rules 17 - 19.

Board Member Canterbury means the Elected Board Member elected from and by Professional and Academic Members in the Canterbury region in accordance with Rules 17 - 19.

Board Member Gisborne / Hawkes Bay means the Elected Board Member elected from and by Professional and Academic Members in the Gisborne / Hawkes Bay region in accordance with Rules 17 - 19.

Board Member Nelson Marlborough means the Elected Board Member elected from and by Professional and Academic Members in the Nelson Marlborough region in accordance with Rules 17 - 19.

Board Member Southern means the Elected Board Member elected from and by Professional and Academic Members in the Southern region in accordance with Rules 17 - 19.

Board Member Waikato / Bay of Plenty means the Elected Board Member elected from and by Professional and Academic Members in the Waikato / Bay of Plenty region in accordance with Rules 17 - 19.

Board Member Wellington means the Elected Board Member elected from and by Professional and Academic Members in the Wellington region in accordance with Rules 17 - 19.

Board Member Western means the Elected Board Member elected from and by Professional and Academic Members in the Western region in accordance with Rules 17 - 19.

Branch means any of the branches of the Institute existing from time to time.

Chair means the Board Member appointed by the Board in accordance with Rule 24 to chair all meetings of the Board.

Chief Executive means the person appointed by Board pursuant to Rule 30 to manage the Institute and includes an authorised delegate of the Chief Executive.

Complaint has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Co-opted Board Member means a Board Member co-opted to the Board in accordance with Rule 17.1.7.

Decision-Maker means, in relation to the dispute resolution procedure in this Constitution, the body, person, or the Board who is to consider and make a decision in respect of a Complaint.

Dispute has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Distinguished Fellow Member means a Member admitted to Membership in accordance with Rule 7.5.

Fellow Member means a Member admitted to Membership in accordance with Rule 7.4.

Elected Board Member means each of the Board Members elected in accordance with Rules 17 - 19.

General Meeting means either an Annual General Meeting or a Special General Meeting.

General Voting Rights means the ability to vote for elected Board Members and to vote at any General Meeting.

Graduate Member means a Member admitted to Membership in accordance with Rule 7.3.

Graduate Board Member means the Elected Board Member elected by the Graduate Member in accordance with Rules 17 - 19.

Honorary Member means a Member admitted to Membership in accordance with Rule 7.8.

Independent Board Member means the Independent Board Member appointed in accordance with Rule 17.1.6.

Interest means, in relation to a Matter, where a person:

- (a) (or the spouse, civil union partner, de facto child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of that person) may obtain a financial benefit from the Matter;
- (b) may have a financial interest in a person to whom the Matter relates;
- (c) is a partner, director, Officer, Committee Member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- (d) is interested in the Matter for any other reason specified in this Constitution or as further defined in the Act,

provided that a person will not have an Interest in a Matter where:

- (a) the person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- (b) the person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
- (c) if the person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member in carrying out their responsibilities under the Act or this Constitution.

Interested Officer means an Officer who has an Interest in a Matter.

Matter means the Institute's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Institute.

Member means an individual, company, or organisation admitted as a Member of this Institute in accordance with Rule 8, and **Membership** shall have a corresponding meaning.

Membership Fee means any entrance fee, annual subscription, levies, or other fees payable by

Members in respect of their Membership of the Institute.

Ngā Aho means the society of Māori design professionals.

Ngā Aho Board Member means the Independent Board Member representing Ngā Aho appointed by the Elected Board Members in accordance with Rule 17.1.4.

Not-For-Profit Entity has the meaning given to that term in section 5(3) of the Act.

NZIA Practice means a Member admitted to Membership in accordance with Rule 7.9.

NZRAB means the New Zealand Registered Architects Board established under the Registered Architects Act 2005. **AERB** refers to the Architects Education and Registration Board, which was replaced by NZRAB.

Officer means a Board Member and any natural person occupying a position in the Institute that allows the person to exercise significant influence over the management or administration of the Institute and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act. For the avoidance of doubt, roles in Branch committees are not intended to be Officers of the Institute.

Person includes an NZIA Practice irrespective of how it is constituted.

President means the President of the Institute elected in accordance with Rule 21.

President Elect means the President Elect of the Institute elected in accordance with Rule 21.

Professional Member means a Member admitted to Membership in accordance with Rule 7.1.

Purposes means the purposes of the Institute as set out in Rule 2.

Register of Interests means the register of interests of Officers, kept under this Constitution.

Register of Members means the register of Members kept under this Constitution.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Registered Office means the registered office of the Institute described in the New Zealand register of incorporated societies, as updated from time to time.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Student Member means a Member admitted to Membership in accordance with Rule 7.6.

Te Kawenata o Rata means the covenant signed between the Institute and Ngā Aho (the society of Māori design professionals) on 8 February 2017 which formalises an ongoing relationship of cooperation between the two groups.

Working Day means every day except weekends, statutory holidays, and any day in the period

commencing the 24th of December in any year and ending on the 5th of January in the following year, both days inclusive.

Year means calendar year except that for the purpose of determining terms of office it means the period commencing with the end of an Annual General Meeting and ending with the end of the next Annual General Meeting.