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Amended as Approved by the Board: 19th March 2004

1. NAME

The Branch shall be known as the New Zealand Branch. The objects and purpose of the Royal Charter bind the Branch.

2. TERRITORY

The Branch District shall comprise the Dominion of New Zealand and such other areas as Council may direct. Membership of the Branch shall be open to residents of those areas who are Honorary Fellows, Fellows, Members and Company Members (Corporate Members); and Graduates, Associates, Students and Visiting Members (Non-corporate Members) of the Institute.

3. COMMITTEE

The affairs of the Branch shall, subject to the Byelaws of the Institute, be governed by a Committee consisting of eight elected members, plus ex-officio members and any others appointed by Committee. The eight elected members shall be elected and hold office in the following manner:

a) Six members of the Committee shall represent Corporate Members and shall be elected by them. Three members shall be elected to the Committee each year to hold office for a period commencing at the conclusion of the Annual General Meeting of the year in which they are elected and concluding at the conclusion of the Annual General Meeting two years later.

b) Two members of the Committee shall represent non-corporate members, and shall be nominated by them and elected by the Corporate Members, to hold office for a period commencing at the conclusion of the Annual General Meeting of the year in which they are elected and concluding at the conclusion of the Annual General Meeting one year later.

Non-corporate members of Committee shall have no voting powers in Committee on Branch policy, as defined by the Branch Chairman.

c) In addition to the elected members, the Committee shall also include:

(i) The Immediate Past Chairman for the period of the term of office of the succeeding Chairman.

(ii) Any member of the Board of the Institute who is a member of the Branch.

(iii) Local Organisers appointed by the Committee in such centres as it considers necessary, to co-ordinate local activities and report to the Committee, such appointments to be for a period of twelve months.

(iv) Any other members the Committee may appoint, providing such appointments receive the approval of a General Meeting of the Branch.

Such members shall have full voting powers on the Committee.

4. APPOINTMENTS

Committee vacancies shall be filled by means of a postal ballot held prior to the Annual General Meeting of each year. A Returning Officer shall be appointed by the Committee. Casual vacancies may be filled for the remainder of the term by Committee action. The Branch Secretary shall call for nominations not later than July 1st shall send to all members a list of nominations not less than fourteen days before the date of the ballot.

Any member may nominate not more than two members for election to the Committee, and must have the prior approval of the nominee, and a seconder. Persons other than members of the Committee may be appointed to sub-Committees or auxiliaries for specific purposes as necessary.

5. EXECUTIVE

(i) The Committee of the Branch shall Appoint from within it's own number a Chairman, two Vice-Chairman, Honorary Secretary-Treasurer and such other officers as it deems necessary to conduct the business of the Branch.

(ii) The Chairman shall not occupy the Chair for more than two consecutive years; but any member who has been Chairman for two consecutive years shall be eligible for reappointment after being out of the Chair for one year.

(iii) Officers shall be elected by the incoming Committee at its first meeting. It shall be the responsibility of the retiring Honorary Secretary-Treasurer to convene the first meeting of the new Committee.

6. AUDITOR

The Auditor shall be appointed at the Annual General Meeting of the Branch.

7. MEETINGS

Committee Meetings shall be held as required, five members being a quorum. Branch meetings shall be fixed as arranged by the Committee, ten Corporate Members being a quorum.

Meetings may be called by the Branch Secretary at any time on the request of (i) the Chairman, or (ii) any three members of the Committee, or (iii) any ten members of the Branch; provided that in any event not less than ten days' notice is given to members.

8. ANNUAL MEETING

The Annual General Meeting of the Branch shall be held each year. A Chairman's Report and an audited Statement of Accounts covering the activities of the Branch for the previous financial year of the Institute shall be circulated to the members of the Branch not less than fourteen days before the date of the Annual General Meeting and shall be presented at that meeting. A copy of the Report and Statement shall be sent to the Board.

9. BANKING and FINANCE

The banking business of the Branch shall be conducted where the Committee directs. Operation of the Branch account shall be on such signatures as the Committee directs. Conditions for financial management shall include the following as prescribed by the Inland Revenue Department for qualification as a charitable organisation:

Incorporated by Royal Charter 1955

- a) Any income, benefit or advantage shall be applied to the charitable purposes of the Branch.
- b) No individual member or associated person shall receive any form of private income, benefit or advantage from the operations of the Branch.
- c) No member of the Branch or any person associated with a member shall participate in or materially influence any decision made by the Branch in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- d) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the market value).

- e) The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document

If upon the winding up or dissolution of the Branch there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Branch but shall be given or transferred to some other charitable organisation having objects similar to the objects of the Branch - or for some other charitable purpose within New Zealand.

10. AMENDMENTS

These rules may be altered or amended by a vote of the majority of the Corporate Members present at any General or Annual Meeting, provided that notice of motion has been submitted in writing to each member with at least ten days' notice before the meeting at which such alterations or amendments are to be voted upon. Any such alterations or amendments shall not affect the charitable objects, personal benefit or winding up clauses. All such alterations or amendments must receive the approval of the Board of the Institute before they become effective.