



NEW ZEALAND INSTITUTE OF
ARCHITECTS
I N C O R P O R A T E D

**THE NEW ZEALAND INSTITUTE OF ARCHITECTS INCORPORATED
RULES**

1. Name/Ingoa

The name of the Institute is the “New Zealand Institute of Architects Incorporated”, (“the Institute”), which may be abbreviated to the initials “NZIA”.

2. Objects/Whaingā

The objects for which the Institute is established are:

- 2.1** To promote excellence in architecture, the acquisition and dissemination of knowledge relating to architecture, ethical conduct in the practice of architecture and the interests of the New Zealand profession of architecture in New Zealand and overseas.
- 2.2** To recognise cultural preferences including the views and expectations of tangata whenua as they relate to the Institute and the practice of architecture.
- 2.3** To promote and encourage diversity and inclusiveness of the membership and the Institute's activities and services.
- 2.4** To advance the study, education, research and practice of architecture.
- 2.5** Improve the technical and general knowledge and professional development of persons engaged in, or about to engage in the practice of architecture and related activities.
- 2.6** To establish, administer or contribute to any charitable or benevolent fund from which grants may be made to:
 - a. raise public awareness of the contribution that quality architecture can make to New Zealand society;
 - b. provide assistance to those studying or intending to qualify to practice architecture or related activities in New Zealand who are likely otherwise not to be able to complete their courses because of lack of finance;
 - c. provide education in architecture and related matters;
 - d. provide publications, exhibitions, awards and other promotions highlighting excellence and innovation in architecture;
 - e. provide assistance to members of the Institute or related professions or trades, and their dependents, where their financial circumstances merit such assistance whether by reason of natural disaster or personal circumstances; or
 - f. for other purposes consistent with the objects of the Institute.

- 2.7 To hold and promote competitions and to give prizes, certificates and other awards to promote excellence in architecture.
- 2.8 To bring to the attention of central and local government authorities, industry, public and other bodies any matters affecting architecture or architects.
- 2.9 To conduct or assist in the examination of persons for admission to membership of the Institute.
- 2.10 To collaborate with other professional organisations, government, educators and other bodies on matters affecting architecture or architects and related fields.
- 2.11 To carry out such other activities as the Council considers will advance or promote the profession or architecture or the recognition of the significance of architecture to society.

3. Powers/Taketake

The Council has the following powers which must be exercised in accordance with these Rules and in the advancement of the objects of the Institute:

- 3.1 To establish Branches and regional or local groups consisting of members who may be resident in any place as defined from time to time and to confer on such Branches or groups, all powers, authorities and discretions as may be thought fit.
- 3.2 To establish and disestablish interest groups of members for any purpose compatible with the objects of the Institute.
- 3.3 To combine, confer, contract or act in conjunction with any other professional or regulatory body or bodies, or organisation of any kind having objects or activities compatible with those of the Institute.
- 3.4 To purchase, take on loan or assignment, lease, hire or otherwise acquire any real or personal property and any rights or privileges which Council may from time to time determine as being necessary or convenient for the purposes of the Institute.
- 3.5 To hold, manage, let, sell, exchange, mortgage, improve, alter, dispose of or otherwise deal with all or any part of the property of the Institute.
- 3.6 To subscribe, apply for, take, acquire by purchase, or otherwise and hold shares in or otherwise become a member of any company, corporation, society or association for the benefit of the Institute.
- 3.7 To borrow, raise, and secure the payment of money in such a manner as the Institute may think fit.
- 3.8 To provide any guarantee or indemnity which Council may think proper and reasonable for the purposes of the Institute.
- 3.9 To invest in the name of the Institute its funds and any other funds under its control or management.

- 3.10** To apply the income and property of the Institute solely towards achieving its objects. At no time may any income or property be paid or distributed among its members or to any member except to reimburse for expenditure incurred on behalf of the Institute in pursuit of its objects or to remunerate for services rendered within reasonable market limits.
- 3.11** To do all such other things that a natural person of full capacity might do as are conducive to the attainment of the objects of the Institute.

4. Interpretation/Whakamaori

4.1 In these Rules unless in consistent with the context:

- “Annual General Meeting” means the annual general meeting of the Institute convened under **Rule 10.1**.
- “Act” means the Incorporated Societies Act 1908.
- “Branch” means any of the branches of the Institute existing from time to time.
- “Chief Executive” means the person appointed by Council pursuant to **Rule 8.1** to manage the Institute and includes an authorised delegate of the Chief Executive.
- “Council” means the council of the Institute constituted under **Rule 7.1**.
- “Councillors” means those persons listed in **Rule 7.1**.
- “Disciplinary Committee” means a committee appointed pursuant to **Rule 6.3**.
- “Member” includes members of all categories unless expressly stated otherwise.
- “NZRAB” means the New Zealand Registered Architects Board established under the Registered Architects Act 2005.
- “Person” includes an NZIA Practice irrespective of how it is constituted.
- “Prescribed” means prescribed by the Council.
- “Register” means the register of all members .
- “Registered Office” means the registered office of the Institute, (currently at Level 5, Zurich House, 21 Queen Street, Auckland), as notified to the Registrar of Incorporated Societies from time to time in accordance with the provisions of the Act.
- “Working Day” means every day except weekends, statutory holidays, and any day between Christmas Eve and Auckland Anniversary Day (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.

5. Membership/Huanga

When a person is accepted for NZIA membership, a contract is formed between the Institute and the member. The conditions of the contract are contained in these Rules.

Every applicant for membership must do so in writing stating the qualification claimed for membership and make a declaration agreeing to comply with these Rules and to accept the rights, privileges, duties, responsibilities, obligations and liabilities set out in these Rules.

5.1 The Institute has the following membership categories:

- (i) Architect
- (ii) Retired
- (iii) Fellow and Distinguished Fellow
- (iv) Graduate
- (v) Student
- (vi) Academic
- (vii) Affiliated
- (viii) Honorary Member
- (ix) NZIA Practice
- (x) Life
- (xi) Such other categories as the Council from time to time determines for persons, organisations, or practices that are not within the above categories but whose membership is compatible with the objects of the Institute

(i) **Architect Member**

Council may admit as an Architect Member, on application of that person in the prescribed manner:

- a. any person who is a New Zealand or Australian Registered Architect, or an APEC Architect;
- b. any NZ degree qualified architect who holds registration overseas and is working overseas; or
- c. any Architect who is registered in an overseas jurisdiction and is working in an NZIA Practice.

(ii) **Retired Member**

A Retired Member is an Architect Member or Academic Member who has retired from architectural practice, related activity or teaching appointment in architecture and has applied to and been approved by Council for retired membership. Retired Members do not have voting rights under these Rules.

(iii) Fellow and Distinguished Fellow

Council may admit as a Fellow any Architect Member, Academic Member or Retired Member who has: achieved a high standing in the profession or obtained a degree of eminence therein; or given meritorious service to the profession of architecture or to the Institute; and been engaged in the practice of architecture in any capacity or sphere of endeavour for a period of at least seven years.

A Distinguished Fellow is a Fellow recognised by Council as being an exceptional influence on or contributor to architecture in New Zealand. There may be no more than 10 Distinguished Fellows at any time. For the purposes of these Rules, a Fellow is also to be treated as a member of the category of membership that he or she also holds.

(iv) Graduate Member

Council may admit to Graduate Membership any person who:

- a. holds a degree diploma or certificate recognised by the Council as being acceptable for registration as an architect by the Council; or
- b. holds an NZRAB or AERB equivalency assessment as a step towards registration as an architect by the Council; or
- c. is participating in the Institute's Graduate Development Programme.

Such membership will be reviewed by Council at 5 yearly intervals to ensure that the Member continues to comply with this Rule. The Council may, if it considers that the Member no longer complies with this Rule, remove the name of the Member from the Register as a Graduate Member but must consider whether any other category of membership is appropriate.

(v) Student Member

Council may admit to Student Membership any person who is a student participating in an architecture or architecture related course, the completion of which entitles that person to gain a degree, diploma, or certificate recognised by the Council as being acceptable for Architect membership.

Such membership will be reviewed by Council at 5 yearly intervals to ensure that the Member continues to comply with this Rule. The Council may, if it considers that the Member no longer complies with this Rule, remove the name of the Member from the Register as a Student Member but must consider whether any other category of membership is appropriate.

(vi) Academic Member

Council may admit to Academic Membership any person who is an educator of architecture in a recognised teaching institution and teaching an architecture or architecture related course, the completion of which entitles the student to gain a degree, diploma or certificate recognised by the Council as being acceptable for member of the Institute. This does not prevent Members within the practice continuing to describe themselves personally as Members.

An Academic Member ceases to be a Member in this category if the Council is satisfied that the employment status by which he or she qualified for membership no longer applies.

(vii) Affiliated Member

Council may admit to Affiliated Membership:

- (i) any person who is not a registered architect but who is an employee of an NZIA Practice;
- (ii) any person who is a registered architect in a jurisdiction other than New Zealand and is approved by Council as being accepted for Affiliated Membership;
- (iii) any person who is working in an allied profession such as urban design, building science, architectural studies, or landscape architecture; or
- (iv) any person who shares an interest of the Institute, and is approved by Council as being accepted for Affiliated Membership.

An Affiliated Member will cease to be a Member in this category should the Council be satisfied that the status by which they qualified for membership no longer applies and no other qualification applies.

(viii) Honorary Member

Council may admit as an Honorary Member, any person whom Council 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 it resolves is to be an Honorary Member.

(ix) NZIA Practice

Council may admit to the category of NZIA Practice any architectural practice that agrees to comply with the following Rules:

- a. NZIA Practices must have architecture as their core business or a core component of it.
- b. NZIA Practices must be under the effective control of NZIA Architect Members and all architectural work, must be the responsibility of an NZIA Architect Member.
- c. NZIA Practices must support continuing professional development for all their Institute Members, and contribute in practical ways to the Institute's services and activities.

Council may, if it considers that an NZIA Practice is not continuing to comply with this Rule, remove the NZIA Practice from the Register. Where this occurs, every individual within the practice who is a Member has an obligation to use reasonable efforts to ensure that the practice ceases to use the NZIA Practice logo and does not represent itself to be a member of the Institute.

(x) Life

Any person who is a Life Member at the date of adoption of these Rules remains a Life Member; but no new Life Members may be created. For the purposes of these Rules, a Life Member is also to be treated as a member of the category of membership that he or she held at the time of becoming a Life Member, or as a Retired Member.

5.2 Where the Council proposes terminating any membership under any of paragraphs (iv), (v), (vi), or (vii) of Rule 4.1 it must give the Member concerned reasonable notice and a reasonable opportunity to make a submission or provide information before making any such decision.

5.3 Members must comply with the following obligations to the extent relevant to their membership status and areas of practice or claimed expertise:

- a. to ensure that they are competent to deal effectively with roles undertaken and services provided and to maintain and extend their competence;
- b. to undertake continuing professional development; and
- c. to accept peer review and guidance where appropriate.

5.4 Post-nominals

Architect Members, Academic Members and Retired Architect Members may use the following post-nominals, as appropriate, to denote their own membership classifications:

Architect Member:	ANZIA
Retired Architect Member:	ANZIA (Rtd)
Academic Member:	AcadNZIA
Retired Academic Member:	AcadNZIA (Rtd)

All other members may state the fact of their membership but may do so only by stating in full that they are a Student, Graduate, Affiliated, Honorary, Life, NZIA Practice or other Member of the NZIA. Fellows and Distinguished Fellows may use the initials "F" or "DF" or the words ("Fellow)" or "(Distinguished Fellow)", Life Members may use "(Life)" as appropriate, before or after their description of category of membership. The definitions of membership categories must be posted on the NZIA's website.

5.5 Use of NZIA Logos

- a. The NZIA logo may be used only at the direction or discretion of the Council or Chief Executive.
- b. No individual member may use the logo of the NZIA.
- c. Branch committees may use or authorise use of the appropriate NZIA branch logo when branch business is being conducted.
- d. NZIA Practices may, on application, use the NZIA Practice logo.

5.6 Admission of Members

The procedure for admission of members and entry on the Register must be determined by the Council.

5.7 Membership Certificate

Any person admitted as a Member is entitled to a certificate of membership showing the membership category and bearing the common seal of the Institute. The certificate may be held or displayed by the member only for so long as that person remains a member of that category.

5.8 Resignation

- a. Any member may resign from membership by informing the Chief Executive in writing and paying all subscriptions and other monies due to the Institute. Resigning Members must return their certificates of membership on request.

- b. The resignation of a Member does not take effect until a resolution to that effect has been passed by Council and does not relieve the member from any obligation or liability incurred prior to resignation or excuse the Member from disciplinary action in respect of any act or omission occurring before the resignation is accepted.
- c. In the case of a member's resignation from membership or removal from the Register by Council, Council has the power to demand and may sue for the return of the member's certificate.

5.9 Register

- a. The Institute will maintain the **Register** which will contain the names, addresses and occupations of all members, the dates at which they became Members and their category of membership. Upon death, resignation, or cancellation of membership, a member's name will be removed from the **Register**.
- b. The Chief Executive must use reasonable efforts to keep the **Register** current, and comply with the directions of the Council in respect of entries.
- c. All members must advise the Chief Executive of all changes to their physical or electronic addresses within one month of that change. Failure to notify the Chief Executive will not excuse the member from requirements of any rule or obligation to the Institute.
- d. 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.

6. Disciplinary Proceedings/Te pananga o te mema mai i te

6.1 Subject Matter of Complaints

Any person may make a complaint against any individual member or NZIA Practice if he or she believes on reasonable grounds that the member or practice has:

- a. engaged in any conduct which is detrimental to the interests or reputation of the Institute; or
- b. been admitted to membership by improper means or on the basis of incorrect information; or
- c. willfully disregarded any Rule or decision of the Council; or
- d. engaged in conduct that, if it were conduct by a registered architect, would constitute a breach of any rules 46 to 58 of the Registered Architects Rules 2006 (including any amendment to those Rules or substituted Rules on the same subject matter) which must be read as if every reference to a registered architect were a reference to a member; or
- e. been subject to any disciplinary penalty under section 26 of the Registered Architects Act 2005 or equivalent provisions in any other jurisdiction.

6.2 Complaints Procedure

- a. All complaints must be made in writing to the Chief Executive.
- b. If in the opinion of the Chief Executive, (who must consult the President in cases of doubt) the complaint is not laid on a ground set out in **Rule 6.1**, would be highly likely to be dismissed by the Disciplinary Committee under Rule 6.3(c), or is more properly a matter for consideration by the NZRAB, the Chief Executive must advise the complainant in writing and must enclose a copy of the Rules.
- c. If the complaint is properly laid under **Rule 6.1** the Chief Executive must advise the member complained about of the complaint in writing and seek, in writing, the member's comments.
- d. The Chief Executive, on receipt of the member's comments must forward these and the complaint to the Disciplinary Committee unless the Chief Executive believes it is appropriate to invoke **Rule 6.2(b)**.

6.3 Disciplinary Committee

- a. The Disciplinary Committee comprises:
 - (i) two Councillors other than the President or President Elect (appointed by the President); and
 - (ii) one person who is not and never has been a member of the Institute, who is of high standing in his or her profession, and who must be Chairperson (appointed by the President).Each person appointed must confirm in writing to the President that, having made due enquiry, he or she is not aware of any circumstances that, to a reasonable observer, might appear to be a conflict of interest in relation to the complaint.
- b. If the lay person is not a lawyer, the President may appoint a sufficiently experienced lawyer to assist with the process and procedures of the Disciplinary Committee. That lawyer is not a member of the Committee, and does not have a vote.
- c. The Disciplinary Committee may dismiss a complaint without hearing it if, in its opinion:
 - (i) the complaint is frivolous, vexatious, not made in good faith, or trivial;
 - (ii) consideration of the complaint is not practicable or not desirable in view of the time elapsed since the matter giving rise to the complaint;
 - (iii) the complainant does not have a sufficient interest in the subject matter of the complaint.
- d. The Disciplinary Committee may, but is not obliged to, decline to hear a complaint or discontinue hearing a complaint if the complainant withdraws the complaint.
- e. The Disciplinary Committee may decline to hear a complaint or discontinue hearing a complaint if it forms the view that the matter would more appropriately be dealt with under the Registered Architects Act 2005 and the rules made under that Act.
- f. If the Disciplinary Committee declines to hear a complaint it must:

- (i) Promptly advise the complainant and the member complained about of the decision, with reasons; and
- (ii) If the complaint is not heard or hearing is discontinued under Rule 6.3(e), advise the complainant that the Disciplinary Committee is making a complaint under the Registered Architects Act 2005 or advise the complainant how to make such a complaint where the person complained about is subject to that Act.

6.4 Disciplinary Process

- a. Neither the complainant nor the member complained about may be represented by counsel or cross examine any witness unless the Disciplinary Committee considers there are special circumstances that make such action appropriate.
- b. The Disciplinary Committee must allow the complainant and the person complained about a reasonable time to make submissions on the matter and to consider and comment on the submissions of the other.
- c. The Disciplinary Committee may draw an adverse inference from any unreasonable refusal of the complainant or the member concerned to answer questions posed by the Disciplinary Committee.
- d. Subject to Rule 6.4(e) the Disciplinary Committee may take notice of and accept as conclusive:
 - (i) any finding of fact by the New Zealand Registered Architects Board or any equivalent body in another jurisdiction;
 - (ii) any finding of fact by any Court in New Zealand or elsewhere;
 - (iii) any finding of fact by an inquiry conducted under the Inquiries Act 2013 or any equivalent body in another jurisdiction.
- e. Before accepting as proven any finding of fact referred to in Rule 6.4(d), the Disciplinary Committee must give the member complained about:
 - (i) notice of the finding of fact and the intention to accept and act on it; and
 - (ii) a reasonable opportunity to provide an explanation in writing or in person as to why the Disciplinary Committee should not do so, or any mitigating circumstances.
- f. Subject to these Rules, the Disciplinary Committee must observe the rules of natural justice.

6.5 Penalties

- a. If the Disciplinary Committee considers that a penalty is appropriate it may recommend accordingly to the Council and give the Council, the complainant, and the member complained about the reasons for the recommendation.
- b. The penalties that may be recommended are:
 - (i) that the member's membership be cancelled;
 - (ii) that the member's membership be suspended for a specified time not exceeding 5 years;

- (iii) that the member accept peer review or guidance for a specified period not exceeding 5 years;
 - (iv) that the member be censured.
- c. The Council must give the complainant and the member complained about a reasonable opportunity to make written submissions as to the appropriate penalty.
- d. The Council, by majority vote must either confirm the penalty recommended by the Disciplinary Committee or impose a lesser penalty or no penalty and in doing so, must direct the Chief Executive in relation to the complaint and the penalty that:
 - (i) no publicity is to be given that identifies the member complained about;
 - (ii) notice is to be given to all members;
 - (iii) notice is to be given to all members, and on the Institute's website and in such other public forum as the Council directs.

and, where appropriate, what redactions are to be made to prevent identification of the complainant or persons other than the member complained about.

6.6 Unsuccessful Complaints Sealed

If the complaint is not upheld, the papers relating to the complaint must be sealed by the Chief Executive and not made available to any person unless so required by legal process or pursuant to a resolution of the Council.

6.7 Resignation ineffective

No notice of resignation by any Member against whom a complaint has been made is effective until the complaint has been resolved.

7. Constitution of Council - Powers – Meetings/Te Komiti Whakahaere

7.1 The affairs of the Institute are to be governed by a Council of not more than thirteen persons comprising:

- a. The President
- b. The President Elect (if any)
- c. Elected Councillors. There must be one Councillor elected from and by the Architect, Academic and Graduate Members (collectively) of each Branch.
- d. Not more than three persons (who need not be members), as determined and appointed by Council for any reason identified by Council.

Once elected or appointed, Councillors must act on every matter in the best interests of the Institute as a whole.

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

7.3 The Council may constitute committees (which may include councillors, members who

are not councillors, and persons who are not members) to investigate and report with recommendations on any matter within the jurisdiction of the Council or the Institute; except a disciplinary matter or a matter for the Nominations Committee.

7.4 There must be a Nominations Committee comprising the President and two Councillors selected by the President to make recommendations to the Council on:

- a. applications for membership and changes of category of membership;
- b. nominations for Fellow, Distinguished Fellow, and Honorary status;
- c. nominations for President Elect; and
- d. representation of the Institute on other organisations.

Membership of the Nomination Committee does not prevent a member from being the subject of a recommendation, but the member must not participate in a vote on any nomination of himself or herself from the Nomination Committee.

7.5 The President

- a. The President is appointed in accordance with these Rules to:
 - (i) represent and be the spokesperson for the Institute on significant matters;
 - (ii) chair, and ensure the proper functioning of, the Council and governance of the Institute;
 - (iii) provide support and guidance to the Chief Executive in the management of the Institute.

The President holds office for a two year term, and is not eligible for re-election as President for the next two years.

- b. If the President ceases to hold office for any reason before the expiry of his or her term:
 - (i) 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;
 - (ii) if there is no President Elect the Council must appoint a Councillor to be President for the balance of that term.

7.6 President Elect

- a. A sufficient time before the annual general meeting at which the term of the President is not due to expire:
 - (i) the President must invite nominations for the position of President Elect from those Members who are entitled to vote for Councillors;
 - (ii) nominated candidates must be Architect Members, Academic Members, or Graduate Members;
 - (iii) nominations must be supported by the President and/or six Architect Members, Academic Members or Graduate Members and assented to by the candidate. Nominations may be accompanied by a statement of relevant biographical information not exceeding 250 words;

- (iv) at a Council meeting before notice of the annual general meeting is given the Council must (having due regard to the recommendation of the Nominations Committee) 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;
 - (v) at the annual general meeting there must be a motion to appoint the President Elect.
- b. If that motion is passed by a majority of the total Architect Members, Academic Members, and Graduate Members who voted, the President Elect if not already a Councillor, becomes a Councillor at the conclusion of that Annual General Meeting, and becomes President without further election at the conclusion of the next Annual General Meeting.
 - c. 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 Council must (having due regard to the recommendation of the Nominations Committee) appoint another qualified Member as President Elect; and if that Member is not a Councillor that Member automatically becomes a Councillor.
 - d. A Member appointed as President Elect or President under Rule 7.3(b)(ii) or Rule 7.4(c) holds office for the remainder of the term of the person he or she replaces; and if appointed as President Elect, he or she becomes President as contemplated by Rule 7.4(b) without further election.

7.7 Qualification as President and President Elect

If the President or President Elect cease to be one of an Architect Member, Academic Member, or Graduate Member, he or she automatically ceases to be President or President Elect as the case may be.

7.8 Deputy President

The Council may appoint a Deputy President from within the Council to act as President if the President is in office but unavailable to act as President or, where the office of the President is vacant and there is no President Elect, until that office is filled in accordance with these Rules.

7.9 Non-Compliance with election processes

Where there is non-compliance with the processes in any of the Rules relating to election of the President, President Elect or any Councillors the Council 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.

7.10 Councillors

- a. Term of Office
 - (i) Councillors elected under Rule 7.1(c) have an initial term of three years and may be re-elected for a further period of two years. After five years' continuous service as a Councillor, a Member is not eligible for re-election under Rule 7.1(c) for a term that commences within two years, but remains eligible for appointment under Rule 7.1(d), or as President or President Elect.
 - (ii) Councillors appointed under Rule 7.1(d) by the Council may be appointed for any term up to two years and are eligible for appointment for one further

term not exceeding two years.

- (iii) Service as a Councillor appointed under Rule 7.1(d) must be disregarded when applying the restriction in Rule 7.10(a)(i).
- (iv) Service prior to the adoption of this Rule by Councillors current at that date must be counted when applying these restrictions.

[Need to consider whether this affects anyone immediately.]

b. Ordinary Election of Councillors by Branches

Where a vacancy is about to occur because of the impending expiry of the term of a Councillor elected under Rule 6.1(c):

- (i) the Chief Executive must give notice to the Architect, Academic, and Graduate Members of that Branch calling for nominations;
- (ii) 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 Council permits or directs);
- (iii) nominations must be by two or more Architect, Academic or Graduate Members of the Branch and signed or assented to by them and the Nominee;
- (iv) 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;
- (v) in the event of a tie, the Chief Executive must supervise a ballot to determine the successful candidate;
- (vi) the names of successful candidates must be notified to the Council and Branch, and published on the Institute's website as soon as practicable.
- (vii) the names of successful candidates must be read out at the annual general meeting and new Councillors commence their terms at the conclusion of that meeting;
- (viii) 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.

c. Extraordinary Election of Councillors by Branches

Where an extraordinary vacancy occurs in the office of a Councillor elected by a Branch for any reason:

- (i) if another Member has already been elected under Rule 7.8(b) for that Branch 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 7.10(a)(i);
- (ii) if Rule 7.10(c)(i) does not apply, the Chief Executive, after consulting the President, must organise an election promptly, following as closely as practicable the process in Rule 7.10(b). Any Councillor so elected takes office as soon as his or her election is notified to Council; and the term until the end of the next annual general meeting does not count for the

purposes of Rule 7.10(a)(i)

7.11 Extraordinary Vacancies

- a. The office of President or Councillor is vacated if the President or Councillor dies, ceases to be any of an Architect, Academic or Graduate Member, his or her membership is suspended, the President's or Councillor's term of office has expired, (in the case of an elected Councillor) the Councillor becoming President, or if Council by resolution causes the office to be vacated by reason of:
 - (i) The President or Councillor being absent from meetings of Council for more than two consecutive meetings without the consent of Council;
 - (ii) The Councillor moving permanently from the Branch for which the Councillor was elected;
 - (iii) ;
 - (iv) The President or Councillor would be a disqualified officer under section 16(2) of the Charities Act 2005 (even though the Institute is not a charity), or is a "patient" as defined in section 2 of the Mental Health Compulsory Assessment and Treatment Act 1992.
- b. A Councillor may resign by sending a resignation notice to the President and that notice takes effect on the date stated in it or if no date is stated, on the date it is received.
- c. Council may, by resolution passed by a majority of two-thirds of the votes of Councillors present and voting at a meeting of Council called for the purpose, remove any Councillor from office.

7.12 Validity of Acts of Council

The actions of Council are not invalidated and may not be challenged by any member on the grounds that the number of Councillors is incomplete, or because of any error or irregularity in the election of the President, President Elect, or Councillors that occurred in good faith.

7.13 General Powers

Council has management and supervision of all the affairs, income and property of the Institute and has all the powers necessary for and incidental or ancillary to that purpose and the attainment of the Institute's objects, including power to delegate any such power to a Committee of Council, any Branch, or the Chief Executive.

7.14 Compulsory Levy

- a. Council has the power to require Members to contribute to the funds available for the general purposes of the Institute or any specified purpose.
- b. A motion requiring Members or any category of Member to contribute must be notified to the Members affected in writing at least 20 working days prior to the meeting of Council at which the motion is to be put. The notice must state:
 - (i) The total sum to be contributed; and
 - (ii) The sum required to be paid by each Member of each relevant category.
 - (iii) The purpose for which the funds are required.

- c. 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.

7.15 Power to define Branches

- a. The Council 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.
- b. Any such proposal may provide for more than one Member of Council to be elected by the Architect, Academic and Graduate Members of a merged Branch for a specified period.
- c. No proposal under this Rule has any effect unless it has been approved by an Annual General Meeting or special general meeting or by a majority vote at separate meetings of each Branch that is affected.

7.16 Power to Set Entrance Fees and Subscriptions

- a. Council must from time to time determine the amount of the entrance fee and subscriptions payable by members of various categories and may determine that the subscriptions vary in amount between different categories of members and between different members within a category of membership having regard to the services and benefits available to members and such other matters as the Council considers relevant.
- b. The powers exercised by Council under the provisions of paragraph (a) of this rule are subject to the requirement that all members must be notified in writing, 20 working days prior to the meeting of Council at which the subscription motion is to be put, of the proposed annual subscription of each category of member, and supplied with a projected budget of projected income and expenditure for the year to which the subscriptions apply.
- c. Paragraph (b) does not apply in the first year where the Council creates a new category of membership.
- d. At the discretion of the Council subscriptions and entrance fees may be waived or refunded in the case of financial hardship, terminal illness, death or any other such cause as may be determined by Council.
- e. Notice of resignation by any Member does not relieve the Member of liability to pay any subscription outstanding at the date of resignation.

7.17 Common Seal

There must be a common seal of the Institute for the use of the Institute, of such design as Council may determine:

- a. **Custody of Seal**
Council must have the control of the common seal which must be kept in safe custody by the Chief Executive at the Registered Office.
- b. **Authority to Affix Seal**
The common seal must not be affixed to any document except by direct or delegated authority of Council and such affixing must be witnessed by two Councillors or one Councillor and the Chief Executive who must add their signatures.

7.18 Annual Report and Statement of Accounts

Council 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 five working days before the Annual General Meeting.

7.19 Meetings

- a. Each Council 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.
- b. The meeting of Council 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.
- c. The Chief Executive must convene a meeting of the Council at the request of the President or a majority of Councillors.
- d. At every meeting of Council a majority of Councillors then in office area 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 Councillor can at all times hear and speak to every other Councillor who wishes to participate.
- e. The President or other person chairing a meeting has a vote as a Councillor, but does not have a casting vote.

8. Officers of Council/Nga Apiha

- 8.1** Council must employ a Chief Executive of the Institute and such staff to manage the affairs of the Institute for such period and on such terms as it may determine and, subject to the terms of any agreement and employment law, may revoke any such appointment.

The Chief Executive has such functions and powers of Council as Council may from time to time delegate or as may be sub-delegated to them.

The Chief Executive is responsible for employing staff on behalf of Council, negotiating their terms of employment and providing them with leadership.

Subject to any restrictions imposed by Council, the Chief Executive may delegate or sub-delegate any function or power, except the employment of staff.

8.2 Indemnity

The President, Councillors, Chief Executive 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).

9. Branches

9.1 The objects of Branches are those of the Institute expressed in Rule 2 and, in particular, Branches are established for the purpose of providing a place for local membership services and activities.

- a. Annually each Branch must elect a committee consisting of a Branch Chair, a Secretary/Treasurer and at least four other members of any category, all of whom must be elected at the annual general meeting of the Branch.
- b. The elections must be reported to the National Office.
- c. In the case of the death or resignation of any member of the Branch committee, the remaining members of the committee may fill the vacancy.
- d. Any member of the Branch committee who, without leave, is absent from any regularly summoned meeting of the committee on three occasions during any one year has his or her membership suspended, moves permanently out of the Branch's area, would be a disqualified officer under section 16(2) of the Charities Act 2005 (even though the Branch is not a charity) or is a "patient" as defined in section 2 of the Mental Health Compulsory Assessment and Treatment Act 1992 automatically ceases to be a member of the committee.
- e. Subject to **Rule 9.2**, all members of the Branch are entitled to vote at any meeting of a Branch.
- f. Branch committees may regulate their affairs as they think fit but consistent with these Rules and the Act.

9.2 Council Representation

Branches are entitled to representation on Council through Councillors elected by the Architect Members, Academic Members and Graduate Members of the Branch. .
Members of a Branch may elect any Architect, Academic, or Graduate Member who is a member of that Branch to be a Councillor whether or not that Member is a member of the Branch committee.

10. General Meetings of the Institute/Nga Hui

10.1 Annual General Meetings/Nga Hui a tau

- a. The Annual General Meeting must be held at such time and at such place as Council may determine.
- b. The Annual General Meeting must be held in each calendar year at a place to be determined by Council and not more than fifteen months may elapse between the date of one Annual General Meeting and the next.
- c. The purpose of the Annual General Meeting is to receive and adopt the annual report of Council and the statement of accounts for the previous financial year, to receive the President's declaration of the election of Councillors, to direct the policies of the Institute, and to consider any other matters referred to it.

10.2 Special General Meetings/Nga Hui Oharere

- a. All General Meetings other than Annual General Meetings are Special General Meetings.

- b. A Special General Meeting may be called at any time by Council and one must be held within fifteen 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 Architect, Academic or Graduate Members stating the object of the proposed meeting.

10.3 Notice of General Meetings

- a. Not less than ten working days' written notice of any General Meeting must be given to Architect, Academic and Graduate Members, such notice to set out the time, date and place and the business to be transacted. The non-receipt of such notice by an Architect, Academic or Graduate Member does not invalidate the proceedings of any such meeting.

10.4 Notices of Motion

Any Architect, Academic 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 Council at least fifteen 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.

10.5 Voting Entitlement

At all General Meetings of the Institute each Architect, Academic or Graduate Member present, except those whose subscriptions are in arrears, is entitled to one vote on any motion before the meeting. An Architect, Academic or Graduate Member may hold proxy votes on any item of business where notice was given in accordance with the Provisions of Rule 10.4.

10.6 Chairing of Meetings

At all General Meetings of the Institute the Chair must be taken by the President or, in the President's absence, by the Deputy President or President Elect or, in their absence, by any Councillor chosen by the meeting or, in the absence of all of the Councillors, by an appointee from among the Architect, Academic or Graduate Members present.

10.7 Quorum

At all General Meetings fifteen Architect, Academic or Graduate Members present must form a quorum. If within one 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 hour from the time appointed for the meeting, the members present are a quorum.

10.8 Adjournment

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.

10.9 Voting and Proxies

- a. Votes at any General Meeting may be exercised by Architect, Academic and Graduate Members personally and/or as proxy for other Architect, Academic and Graduate Members.
- b. 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.
- c. No person who is not an Architect, Academic or Graduate Member of the Institute and qualified to vote may be appointed a proxy.
- d. A proxy is valid at any adjournment of the meeting to which it relates.
- e. A proxy may be either directory or discretionary.

11. Entrance Fees and Subscriptions/Utu Whakauru

11.1 Entrance fees and annual subscriptions must be paid in advance and are due and owing on the first day of the year following their determination by Council.

11.2 Liability to Subscribe

Each member, other than an Honorary or Life Member, is liable for the payment of the annual subscription for every year that member continues to be a member.

11.3 Subscriptions in Arrears

- a. No member whose payment of subscription in full has not been received by 1st March in the year in which it is due, is 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.
- b. Council may remove from the Register the name of any member who on the 30th April in the subscription year is in arrears of that year's subscription. 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.
- c. Any former member whose name is so removed from the Register 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 Council may waive or reduce the arrears payable if it considers that to be appropriate.

12. Alterations to Rules/Te Whakarereketanga Tūne

- a. No Rule of the Institute may be altered unless notice in writing of the proposed Rule alteration or revocation has been given at a previous General Meeting, or has been forwarded to the Chief Executive at the Registered Office at least twenty working days before the date of the General Meeting at which the proposed Rule, alteration or revocation is to be brought forward.
- b. Such alteration becomes effective only if three-quarters of the members present at the General Meeting in person or by proxy vote, entitled to vote and voting, vote in favour of the alteration.

- c. No Rule alteration may be made without due consideration of the provisions of Rule 3.10 and Rule 13.

13. Liquidation and Disposition of Property/Te Tuku Toenga Rawa

- a. The Institute may voluntarily liquidate if:
 - (i) 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
 - (ii) the resolution is confirmed by a subsequent Special General Meeting called for the purpose and held not earlier than 30 days after the Annual General Meeting or Special General Meeting at which such resolution was passed.
- b. 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 having objects similar to the objects of the Institute, or to an Education Institution 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.

14. Notices and Communications/Wahi mahi

Every Member must give to the relevant Branch and to National Office:

- a. a physical address in New Zealand to which notices may be sent by post, and the Member agrees that any properly addressed postal notice will be deemed to have been received on the 5th working day after the day on which it was posted; or
- b. an electronic address to which notices may be sent and the Member agrees that any notice sent to that address that does not generate an "undeliverable" or similar message will be deemed to have been received on the first working day after the day on which it was sent; or earlier if receipt is acknowledged earlier by the Member.