

# ROYAL NEW ZEALAND INSTITUTE OF HORTICULTURE (Inc.) CONSTITUTION (RULES)

(Registered under “The Incorporated Societies Act, 1908”)

As adopted on 1 March 1975, and incorporating Amendments passed on 1 May 1976, 30 March 1978, 24 May 1980, 5 November 1986, 31 November 1988, 4 September 1991, 16 October 1993, 20 October 1996, and 22 April 2010, 14 June 2024 (not submitted).

10 February 2026 (major revision to comply with the new legislation for Incorporated Societies and Charities).

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## 1. Introductory rules

### 1.1 Name

The name of the Institute shall be “Royal New Zealand Institute of Horticulture (Incorporated)” (abbreviated “RNZIH” and hereinafter called the “**Institute**”).

The **Institute** was established on 18 July 1923 by various horticultural organisations. It received its Royal Charter on 23 March 1939.

### 1.2 Charitable Status

The **Institute** is registered as a charitable entity and will continue to be registered under the Charities Amendment Act 2023. Charities Registration Number is CC30414.

### 1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

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

**Administration Officer** – a voluntary or paid position undertaking administrative duties duly delegated to them by the **National Executive**.

**Annual General Meeting** – means a meeting of the **Members** of the **Institute** held once per year which, among other functions, will receive and consider reports on the **Institute’s** activities and finances.

**Awards** – includes the Associate of Honour, Fellowships, and other awards developed and approved by the **National Executive**.

**Branch** – a group of **Members** in a geographic area of New Zealand which has been formally approved by the **National Executive**.

**Constitution** – means the rules in this document.

**General Meeting** – means either an **Annual General Meeting (AGM)** or a **Special General Meeting** of the **Members** of the **Institute**.

**Horticulture** – in its widest sense includes, but is not limited to amenity horticulture, plant production, plant breeding, food production, horticultural conservation, flower production, horticultural botany and associated sciences, gardening, garden management, garden history, notable trees and dendrology, landscape architecture and design, landscape construction, landscape management, conservation and rewilding, education, and any other horticultural practice new or old including those in forestry and agriculture.

**Institute** – Royal New Zealand Institute of Horticulture (Incorporated).

**Interested Member** – means a **Member** who is interested in a **Matter** for any of the reasons set out in section 62 of the **Act**.

**Interests Register** – means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

**Matter** – means:

1. the **Institute's** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Institute**.

**Member** – means a person who has consented to become a **Member** of the **Institute** and has been properly admitted to the **Institute**, and who has not ceased to be a **Member** of the **Institute**.

**National Executive** – the **Members** elected at the **AGM** as the **Institute's** governing body.

**Notice to Members** – includes any notice given by email, post, or courier.

**Officer** – means a natural person who is:

1. a member of the **National Executive**, or
2. occupying a position in the **Institute** that allows them to exercise significant influence over the management or administration of the **Institute**.

**President** – means the **Officer** responsible for chairing **General Meetings** and the **National Executive** meetings, and who provides leadership for the **Institute**.

**Register of Members** – means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

**Secretary** – means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

**Vice President** – means the **Officer** elected or appointed to deputise in the absence of the **President**.

**Working Days** – as defined in the **Legislation Act 2019**. Examples of days that are not **Working Days** include, but are not limited to, the following – a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## 1.4 Acts and Regulations

Nothing in this **Constitution** authorises the **Institute** to do anything which contravenes or is inconsistent with the **Act**, and any regulations made under the **Act**, or any other legislation.

## 1.5 Restrictions on Institutes powers

The **Institute** must not operate for the financial gain of any of its **Members**.

The **Institute's** capacity, rights, powers and privileges are subject to the following restrictions:

1. The **Institute** has the powers to borrow money for specific purposes with the prior approval of the **National Executive**. See **Clause 9.4**
2. The **Institute** will not operate outside its stated objectives. See **Clause 1.8**.

## 1.6 Registered Office

The Registered Office of the **Institute** shall be in such a place in New Zealand as the **National Executive** determines from time to time.

Changes to the Registered Office shall be notified to the Registrar of Incorporated Societies and the Charities Commission at least 5 **Working Days** before the change of address for the registered office is due to take effect. This to be done in a form that is required by the **Act**.

## 1.7 Contact Person/s

**1.7.1** The **Institute** shall have at least 1 but no more than 3 contact person/s whom the registrar/s can contact when necessary. The **Institute's** contact person must be:

1. at least 18 years of age, and,
2. an ordinarily resident in New Zealand.

The contact person/s are to be appointed by the **National Executive**.

**1.7.2** Each contact person's name must be provided to the Registrar of Incorporated Societies and the Charities Commission along with their contact details including:

1. a physical address or an electronic address, and,
2. a telephone number.

Any change in the contact person/s or their name or contact details shall be advised to the Registrar of Incorporated Societies and the Charities Commission within 20 **Working Days** of that change occurring or the **Institute** becoming aware of the change.

## 1.8 Objectives

**1.8.1** The objectives of the **Institute** shall be limited to New Zealand interests. Objectives include:

1. To encourage and improve every branch of horticulture.
2. To assist and promote horticultural training and excellence in every way.
3. To encourage the protection and preservation of the flora indigenous to New Zealand and notable exotic trees.

4. To accept appointment and act as trustee for any fund, or real or personal property, given or bequeathed to the **Institute** or any other person or bought for the furtherance of the objects of the Institute, or any of them.
5. To be the organisation to represent the whole of **Horticulture** in New Zealand in horticultural matters, both professional and amateur, where a national body is required to concern itself for and on behalf of horticultural organisations.
6. To carry out, arrange for, or assist any objective which comes within the scope of horticulture in its widest sense, including forestry and agriculture.

**1.8.2** The **Institute** must not operate for the purpose of, or with the effect of:

1. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
2. having capital that is divided into shares or stock held by its **Members**; or
3. holding property in which its **Members** have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Institute** or otherwise).

**1.8.3** The **Institute** will not operate for the financial gain of **Members** simply if the **Institute**:

1. engages in trade,
2. pays a **Member** for matters that are incidental to the purposes of the **Institute**, and the **Member** is a not-for-profit entity,
3. distributes funds to a **Member** to further the purposes of the **Institute**, and the **Member** –
  - a. is a not-for-profit entity, and
  - b. is affiliated or closely related to the **Institute**, and
  - c. has the same, or substantially the same, purposes as those of the **Institute**.
4. reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Institute** or while pursuing the **Institute's** purposes,
5. provides educational scholarships or grants to **Members** or their families,
6. pays a **Member** a salary or wage or other payments for services to the **Institute** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Institute**),
7. provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Institute**,
8. on removal of the **Institute** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

## 2. Members

### 2.1 Minimum number of Members

The **Institute** shall maintain the minimum number of 10 **Members** required by the **Act**.

### 2.2 Membership

Any person or incorporated company, institute, association, firm or body may become a **Member** with all the rights and privileges thereof, who accepts the objectives and rules of the **Institute** and duly subscribes to its funds.

There shall be several categories of membership, and the term **Member** shall herein apply to all categories unless specifically defined.

#### 2.2.1 Associates of Honour

The title of “Associate of Honour” may be conferred only on persons who have rendered distinguished service to horticulture. This **Award** is not restricted to **Members** of the **Institute**.

The annual procedure for electing Associates of Honour shall be:

1. Nomination by **National Executive**, a **Branch**, or by an elected Associate of Honour.
2. Consideration by the **National Executive** of all nominations received.
3. The **National Executive** shall elect and notify not more than three Associates of Honour each year.
4. The number of Associates of Honour shall not exceed 60 individuals at any one time.

A suitably inscribed certificate shall be prepared and presented to each person elected an Associate of Honour.

Associates of Honour shall be entitled to use after their names the words: “Associate of Honour of the Royal New Zealand Institute of Horticulture, Inc.”, or the distinguishing letters “AHRIH”, and shall not have all the rights, privileges and periodic publications of the **Institute**, of **Members** of the **Institute** unless they are a financial **Member** of the **Institute** by paying their annual subscription.

#### 2.2.2 Fellows

Fellowships shall be conferred upon those **Members** who have made a significant contribution to horticulture by their activities or interest in, or service to horticulture and who, in the opinion of the **National Executive** are worthy of election to the status of Fellow.

Fellows shall be elected only by the **National Executive** on the nomination of the **National Executive, Branch, or Member**, and shall have all the rights and privileges of **Members** of the **Institute** subject to paying their annual subscription.

Fellows shall be entitled to use after their names the words “Fellow of the Royal New Zealand Institute of Horticulture Inc.” or the distinguishing letters “FRIH”.

A suitably inscribed certificate shall be prepared and issued to each person elected a Fellow.

### 2.2.3 Corporate Members

Companies, corporations, firms, and other bodies are entitled to become a Corporate **Member** on payment of their subscription and may appoint a person as its representative to attend meetings of the **Institute** to exercise all voting and other rights vested in such **Member** including the right to stand for election to the **Institute’s National Executive** or any other office. Such **Member** shall before the commencement of any meeting give notice in writing to the **Administration Officer** of any change of its representative.

### 2.2.4 Student Member

The following persons are entitled to become a Student **Member** on payment of their subscription:

Students, apprentices, trainees, and others in similar roles undertaking in-house training, NZQA or Tertiary approved study and training in horticulture, arboriculture, horticultural production sectors, floristry, nursery production and other horticultural related programmes of training.

The student shall provide proof of their student status.

A student **Member** cannot hold this membership longer than a period of three years except when authorised by the **National Executive** on application from the student.

### 2.2.5 Membership Subscriptions

1. All **Members** of the **Institute** not otherwise specifically designated shall have rights and privileges subject to upon payment of their annual subscription.
2. Any **Member** whose annual subscription has lapsed may be liable for a rejoining fee on renewal of membership.
3. Joint membership may be held where two **Members** share the same household and pay a joint annual subscription.
4. Owners of NZ Gardens Trust registered gardens and collections, paying a subscription which includes a full membership to the **Institute**, shall be known as ‘NZ Gardens Trust Subscribing Members’ with entitlements to all the **Institute** and NZ Gardens Trust benefits, rights and services.
5. ‘Gardens Trust – Friends Members’ are not **Members** of the RNZIH and do not receive any of the benefits of **Institute** membership and do not have voting rights in the affairs of the **Institute** or the NZ Gardens Trust.

### 2.2.6 Affiliate Members (small Non-Commercial Societies)

Societies, associations, clubs, and other similar bodies may affiliate to the **Institute** but cannot exercise voting and other rights vested in full membership including the right to stand for election to the **Institute's National Executive** or any other office.

### 2.3 Becoming a Member: Consent

Every applicant for new membership to the **Institute** must consent to becoming a **Member**.

Every current **Member** consents annually to become a member of the **Institute** by the renewal of their subscription.

### 2.4 Becoming a Member: Process

An applicant seeking membership must complete an online application form, supply any information asked for, and submit their application. On submission of this form they will consent to becoming a **Member**.

They will become a **Member** on acceptance of that application by the **Administration Officer, Treasurer**, and/or Membership Committee and reported to the **National Executive**.

The application for membership may be declined at the sole discretion of the **National Executive**. The Applicant must be advised of the decision.

The consent of every **Member** to become an **Institute Member** shall be retained in the **Institute's** electronic membership records. Declined member applications shall be retained for 1 year.

### 2.5 Members' obligations and rights

Every **Member** shall provide the **Institute** in writing with that **Member's** name and contact details (namely, a physical and email address and telephone number/s) and promptly advise the **Institute** in writing of any changes to those details.

1. All **Members** shall promote the interests and purposes of the **Institute** and shall do nothing to bring the **Institute** into disrepute.
2. A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Institute's** premises, facilities, equipment and other property, and participating in the **Institute's** activities) if all subscriptions and any other fees have been paid to the **Institute** by their respective due dates, but no **Member** is liable for an obligation of the **Institute** by reason only of being a **Member**.
3. Any **Member** that is a body corporate shall provide the **National Executive**, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
4. The **National Executive** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied

or otherwise used by the **Institute**, and to participate in **Institute** activities, including any conditions of and fees for such access, use or involvement.

## 2.6 Subscription and fees

A schedule of subscriptions and fees shall be set out for **Members**.

1. Individual **Members** shall pay an annual subscription of an amount which shall be fixed by resolution by the **National Executive** and shall receive the periodic publications of the **Institute**.
2. Corporate **Members** shall pay an annual subscription of an amount which shall be fixed by resolution by the **National Executive** and shall receive the periodic publications of the **Institute**.
3. Student **Members** shall pay an annual subscription of the amount which shall be fixed by resolution of the **National Executive** and shall receive the periodic publications of the **Institute**.
4. NZ Gardens Trust Registered Garden and Collection Owners shall pay an annual subscription of the amount which shall be fixed by resolution by the **National Executive** and shall receive the periodic publications of the **Institute**.
5. Special rates of subscription for the joint membership of each of the **Members** sharing the same household shall be fixed by resolution of the **National Executive** and shall receive the periodic publications of the **Institute**.
6. **Affiliate Members** shall pay an annual subscription of an amount which shall be fixed by resolution by the **National Executive** and shall receive the publications of the **Institute**.
7. The **Institute's** financial year shall commence on the first day of January each year.
8. The **Institute** shall keep a complete and up to date record of its **Members**.
9. Subscriptions shall be paid annually to an RNZIH bank account.
10. Any **Member** failing to pay their annual subscription within twelve (12) months of the due date may be given one month's notice to pay the same in default of payment of which their membership may be cancelled and if after the expiry of such notice such annual subscription shall still remain unpaid, then such **Member's** name may be taken off the roll of membership; but this may not free such **Member** from liability for the payment of all monies due to the **Institute** at the date their name was removed from the roll and any monies so owing may be recovered in any Court of competent jurisdiction.
11. The **National Executive** have the discretion to offer free Membership for a period not exceeding three (3) years.

## 2.7 Ceasing to become a Member

2.7.1 A **Member** ceases to be a **Member** of the **Institute**:

1. by resignation from that **Member's** category of membership by written notice signed by that **Member** to the Treasurer, or
2. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or

3. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
4. by resolution of the **National Executive** where –
  - a. The **Member** has failed to pay a subscription, levy or other amount due to the **Institute** within 12 calendar months of the due date for payment.
  - b. In the opinion of the **National Executive** the **Member** has brought the **Institute** into disrepute.

2.7.2 A **Member** ceases to be a **Member** with effect from (as applicable):

1. the date of receipt of the **Member's** notice of resignation by the **Administrator** or **National Executive** (or any subsequent date stated in the notice of resignation), or
2. the date of termination of the **Member's** membership under this **Constitution**, or
3. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
4. the date specified in a resolution of the **National Executive** and when a **Member's** membership has been terminated the **National Executive** shall promptly notify the former **Member** in writing.

## 2.8 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**:

1. remains liable to pay all subscriptions and other fees to the **Institute's** next balance date,
2. shall cease to hold themselves out as a **Member** of the **Institute**, and
3. shall return to the **Institute** all material provided to **Members** by the **Institute** (including any membership certificate, badges, handbooks and manuals).
4. shall cease to be entitled to any of the rights of an **Institute Member**.

## 2.9 Becoming a Member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted. But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **National Executive**.

# 3. General Meetings

## 3.1 Procedures for all General Meetings

1. The **National Executive** shall give all **Members** at least 10 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

2. That **Notice** will be addressed to the **Member** at the contact address notified to the **Institute** and recorded in the **Institute’s Register of Members**.
3. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

**3.1.1** Only financial **Members** may attend, speak and vote at **General Meetings**

1. in person, or
2. by a signed original written proxy (an email copy also being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **National Executive** before the commencement of the **General Meeting**, or
3. through the authorised representative of a body corporate as notified to the **National Executive**, and
4. no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 14 eligible financial **Members** attend throughout the meeting, and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved and adjourned to a later day, time and place determined by the **President** of the **Institute**.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person, using real-time electronic participation (**Clause 3.1.2**), or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person, using real-time electronic participation, or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

**3.1.2** Written resolutions may not be passed in lieu of a **General Meeting**.

1. **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
2. All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President** or a **National Executive** member shall chair that meeting.
3. Any person chairing a **General Meeting** has a deliberative, and, in the event of a tied vote, a casting vote.
4. Any person chairing a **General Meeting** may:

- a. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - b. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
  - c. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
5. The **National Executive** may propose motions for the **Institute** to vote on ('Committee Motions'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.
6. Any **Member** may request that a motion be voted on ('Member's Motion') at a **General Meeting**, by giving notice to the **Secretary** or **National Executive** at least 30 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the **Secretary** or **National Executive** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

### 3.2 General Meeting Minutes

The **Institute** must keep minutes of all **General Meetings**.

### 3.3 Annual General Meetings: When they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **National Executive** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply. The **Annual General Meeting** must be held no later than the earlier of the following:

1. 6 months after the balance date of the **Institute**
2. 15 months after the previous annual meeting.

### 3.4 Annual General Meetings: Business

3.4.1 The business of an **Annual General Meeting** shall be to:

1. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
2. adopt the annual report on the operations and affairs of the **Institute**,
3. adopt the **National Executive's** report on the finances of the **Institute**, and the annual financial statements,
4. set and ratify subscriptions for the current financial year,
5. consider any motions of which prior **Notice** has been given to **Members** with notice of the **Meeting**, and

6. consider any general business.

**3.4.2 The National Executive** must, at each **Annual General Meeting**, present the following information:

1. an annual report on the operation and affairs of the **Institute** during the most recently completed accounting period,
2. the annual financial statements for that period, and,
3. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

### 3.5 Special General Meetings

**Special General Meetings** may be called at any time by the **National Executive** by resolution. The Committee must call a **Special General Meeting** if it receives a written request signed by at least 5 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **National Executive's** resolution or the written request by **Members** for the Meeting.

## 4. Alterations to the Constitution

### 4.1 Amending this Constitution

The **Act** requires that every amendment to an incorporated societies' constitution is to be in writing. All amendments must be made in accordance with this **Constitution**.

Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Institute** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 5 per cent of eligible **Members** and given in writing to the **National Executive** at least 10 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered, the Committee shall give to all **Members Notice** of the proposed

resolution, the reasons for the proposal, and any recommendations the **National Executive** has.

When an amendment 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.

No addition to, alteration, or rescission of this **Constitution** shall be approved if it affects the purpose or the liquidation clauses.

## 5. National Executive Committee and Patrons

The Patrons and **Officers** of the **Institute** shall consist of the following who shall be elected at the **Annual General Meeting** of **Members** unless otherwise provided.

### 5.1 Patrons

1. Patron/s shall be ex officio and have no voice in the affairs of the **Institute**.
2. There is provision for up to two Vice-Patrons.

### 5.2 Composition of the National Executive

**5.2.1** The **National Executive** will consist of at least 5 **Officers** and no more than 9 **Officers**.

The **National Executive** of the **Institute** shall consist of:

1. The **President** – who shall be the Chairperson of the **National Executive**
2. The **Vice-President**
3. The **Secretary**
4. The Treasurer
5. The Editor or Webmaster
6. Up to four other financial **Members**.

The **National Executive** shall have the authority to co-opt up to three **Members**. Co-opted personnel shall be financial members of the **Institute**.

**5.2.2** All **Officers** on the **National Executive** must be either:

1. financial **Members** of the **Institute**, or
2. representatives of bodies corporate that are financial **Members** of the **Institute**.

### 5.3 Functions of the National Executive

From the end of each **Annual General Meeting** until the end of the next, the **Institute** shall be managed by, or under the direction or supervision of, the **National Executive**, in accordance with the Incorporated Societies **Act** 2022, any Regulations made under that **Act**, and this **Constitution**.

## 5.4 Powers of the National Executive

The **National Executive** has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of the **Institute**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

1. An **Administration Officer** shall be appointed by the **National Executive**, at a remuneration and on terms to be fixed by the **National Executive** and in accordance with the Employment Relations Act 2002 and its amendments. Alternatively, this can be a voluntary role and/or part of the **Secretary's** duties.
2. The **Administration Officer** shall give one calendar months' notice of their resignation and shall receive the same notice in the event of their discharge; but the **Administration Officer** shall be liable to instant dismissal, if so decided by a majority of not less than three-fourths of the members of the **National Executive** present, for neglect, incompetence, fraud or other sufficient reason. For a paid appointment, such actions are to be in accordance with the Employment Relations Act 2002 and its amendments.
3. The **National Executive** may, at its discretion, engage any person or persons to perform any work which the **National Executive** may consider of benefit to the **Institute**, and shall fix the remuneration (if any) of such person or persons. Honoraria (ex gratia payments) may be made to a person/s for their services in a volunteer capacity.
4. The **National Executive** shall arrange to be held annually, or at such times as considered appropriate, a public meeting at which a guest speaker will deliver an address on an approved **horticultural** topic, to be known as the Banks Memorial Lecture.
5. The **National Executive** shall arrange to be held at such time and place as considered appropriate a conference of **Members** for the purpose of consideration of matters of national **horticultural** significance as defined within the objects of the **Institute**.
6. The **National Executive** shall be responsible to each successive **Annual General Meeting** of **Members** to ensure that appropriate action is taken on decisions and recommendations passed at a **General Meeting** of **Members**.
7. Subject to agreement by **Members** at a **General Meeting** the **National Executive** may create Trusts or other administrative structures as required to deliver the **Objectives** of the **Institute**.
8. The **National Executive** may introduce new national **Awards** for excellence in **Horticulture**.
9. The **National Executive** shall arrange a time and place for the presentation of the annual **Awards** for the **Institute**.
10. Agenda items may be set for the business of the Trusts at each **Annual General Meeting** of the **Institute**, but that shall not be contrary to the intents or purposes of the objectives of the constitutions or trust documents of each Trust or the **Institute**.

## 5.5 Branches

The **National Executive** shall encourage existing and prospective **Branches** in their activities to support the objectives of the **Institute**.

**Branches** comprising **Members** of the **Institute** may be formed in localities approved by the **National Executive** upon the application in writing from **Members** of the **Institute** domiciled within the locality concerned. The aims and objectives to be adopted by **Branches** shall conform as closely as possible to the aims and objectives of the **Institute**.

The terms and conditions upon which a **Branch** shall operate shall be agreed upon between the **Branch Members** and the **National Executive** at the time of application. No group of **Members** may designate itself a **Branch** or take the title “Royal New Zealand Institute of Horticulture” in any form whatsoever except with the consent and approval of the **National Executive** being first obtained in writing.

**Branches** are to report in writing to the **Annual General Meeting** of **Members** each year.

**Branches** must conduct themselves in ways which do not contravene the objectives of the **Institute** or harm the reputation or operation of the **Institute**.

Where a **Branch** does not exist informal groups of **Members** shall be encouraged by the **National Executive**, to consider and advise on policies, projects and actions proposed by the **Institute**. The **National Executive** will not necessarily be bound by their submissions.

## 5.6 Special Interest Groups

Special Interest Groups may be formed within the **Institute** by the **National Executive** or upon application by **Members** of the **Institute**.

Special Interest Groups must formally report to the **National Executive** on their activities and are to report in writing to the **Annual General Meeting** of **Members** each year.

Special Interest Groups must conduct themselves in ways which do not contravene the objectives of the **Institute** or harm the reputation or operation of the **Institute**.

## 5.7 Sub-committees

The **National Executive** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Institute**) and for such purposes as it considers fit. Unless otherwise resolved by the **National Executive**:

1. the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
2. no sub-committee shall have power to co-opt additional members,
3. a sub-committee must not commit the **Institute** to any financial expenditure without express authority from the **National Executive**, and
4. a sub-committee must not further delegate any of its powers.

## 5.8 General matters: National Executive and Sub-committees

The **National Executive** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **National Executive** or Sub-committee meeting. Other than as prescribed by the **Act** or this **Constitution**, the **National Executive** or any subcommittee may regulate its proceedings as it thinks fit.

## 5.9 Common Seal

The Seal of the **Institute** shall be in the custody of the **Administration Officer** and shall be affixed to documents only by the direction of the **National Executive** and shall be attested by the signatures of the persons appointed by the **National Executive** for the purpose. A register containing a list of all documents sealed shall be kept by the **Administration Officer**.

## 6. National Executive meetings

### 6.1 National Executive meeting procedure

The quorum for **National Executive** and Sub-committee/s meetings is at least half the number of members of the **National Executive** and Sub-committee/s.

A meeting of the **National Executive** and Sub-committee/s may be held either:

1. by a number of the members of the **National Executive** and Sub-committee/s who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **National Executive** and Sub-committee/s participating and constituting a quorum can simultaneously hear and respond to each other throughout the meeting. A resolution of the **National Executive** and Sub-committee/s is passed at any meeting of the **National Executive** and Sub-committee/s if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **National Executive** and Sub-committee/s shall have one vote.

The **Institute President** is the chairperson of the **National Executive**. The members of the Sub-committee/s shall elect one of their number as chairperson.

If at a meeting of the **National Executive** and Sub-committee/s, the delegated chairperson is not present, the members of the **National Executive** and Sub-committee/s present may choose one of their number to act as chairperson of the meeting. The chairperson has a casting vote in the event of a tied vote on any resolution of the **National Executive** and Sub-committee/s.

Except as otherwise provided in this **Constitution**, the **National Executive** and Sub-committee/s may regulate its own procedure.

## 6.2 National Executive and Sub-committee meeting minutes

The **Institute** must keep minutes of all Committee and Sub-committee Meetings.

## 6.3 National Executive and Sub-committee meeting frequency

The **National Executive** and Sub-committee/s shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or Secretary.

The Secretary, or other **National Executive** and Sub-committee/s members nominated by the **National Executive** and Sub-committee/s, shall give to all **National Executive** and Sub-committee members not less than 5 **Working Days**' notice of their meetings, but in cases of urgency a shorter period of notice shall suffice.

## 7. Officers

### 7.1 Qualifications of Officers

7.1.1 Every **Officer** must be a natural person who:

1. has consented in writing to be an **Officer** of the **Institute**, and
2. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Institute**.

7.1.2 **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Institute**, namely a person who:

1. is under 16 years of age
2. is an undischarged bankrupt
3. is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years –
  - a. an offence under subpart 6 of Part 4 of the **Act**
  - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - c. an offence under section 143B of the Tax Administration Act 1994
  - d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3) of the **Act**
  - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. is subject to:

- a. a banning order under subpart 7 of Part 4 of the **Act**, or
  - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - d. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

7.1.3 Prior to election or appointment as an **Officer** a person must:

1. consent in writing to be an **Officer**, and
2. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Institute's** records.

## 7.2 Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Institute**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Institute** acting, in a manner that contravenes the **Act** or this **Constitution**,
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:
  - a. the nature of the **Institute**,
  - b. the nature of the decision, and
  - c. the position of the **Officer** and the nature of the responsibilities undertaken by them.
5. must not agree to the activities of the **Institute** being carried out 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 out in a manner likely to create a substantial risk of serious loss to the **Institute** or to the **Institute's** creditors, and
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.

## 7.3 Election or appointment of Officers

The election of **Officers** shall be conducted as follows:

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **National Executive**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the ‘Qualification of Officers’ rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
2. A candidate’s written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the ‘Qualification of Officers’ rule above) shall be received by the **Institute** at least 5 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **National Executive** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees), or non-members appointed by the **President**, shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **National Executive** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **National Executive** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Institute**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the ‘Qualification of Officers’ rule above).

#### 7.4 Term

The term of office for all **Officers** elected to the **National Executive** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer’s** term of office.

No **Officer** or **National Executive** member shall serve for more than 10 consecutive terms unless otherwise agreed by the **National Executive**.

No **Officer** shall serve for more than 4 consecutive years as **President** unless otherwise agreed by the **National Executive**. A former **President** can be eligible for re-election provided no one else is nominated.

## 7.5 Removal of Officers

**7.5.1** An **Officer** shall be removed by resolution of the **National Executive** or the **Institute** where in the opinion of the **National Executive** or **Institute**:

1. The **Officer** has brought the **Institute** into disrepute.
2. The **Officer** has failed to disclose a conflict of interest.
3. The **National Executive** passes a vote of no confidence in the **Officer**.
4. The **Officer** undertakes illegal activity.
5. The **Officer** breaches the Incorporated Societies **Act** with effect from (as applicable) the date specified in a resolution of the **National Executive** or **Institute**.

**7.5.2** An **Officer** may be removed as an **Officer** by resolution of the **National Executive** or the **Institute** where in the opinion of the **National Executive** or the **Institute**:

1. The **Officer** elected to the **National Executive** has been absent from 3 successive **National Executive** meetings without leave of absence.

## 7.6 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **National Executive**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**. Each **Officer** shall within 30 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **National Executive** all books, papers and other property of the **Institute** held by such former **Officer**.

## 7.7 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Institute**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

1. to the **National Executive** and/or Sub-committee, and
2. in an **Interests Register** kept by the **National Executive**.

Disclosure must be made as soon as practicable after the **Officer** or member of a Sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a Sub-committee who is an **Interested Member** regarding a **Matter**:

1. must not vote or take part in the decision of the **National Executive** and/or Sub-committee relating to the **Matter** unless all members of the **National Executive** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **National Executive** who are not interested in the **Matter** consent; but

3. may take part in any discussion of the **National Executive** and/or Sub-committee relating to the **Matter** and be present at the time of the decision of the **National Executive** and/or Sub-committee (unless the **National Executive** and/or Sub-committee decides otherwise).

However, an **Officer** or member of a Sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a Sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **National Executive** shall consider and determine the **Matter**.

## 8. Records

### 8.1 Register of Members

**8.1.1** The **Institute** shall keep an up-to-date **Register of Members**. For each current **Member**, the information contained in the **Register of Members** shall include:

1. Their name, and
2. The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
3. Their contact details, including –
  - a. A physical address or an electronic address, and
  - b. A telephone number.

**8.1.2** The register will also include each **Member's**:

1. postal address
2. email address (if any)
3. financial or non-financial status with the **Institute**.

Every current **Member** shall promptly advise the **Institute** of any change of the **Member's** contact details.

**8.1.3** 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 7 years, the **Institute** will record:

1. The former **Member's** name, and
2. The date the former **Member** ceased to be a **Member**.

## 8.2 Interests Register

The **National Executive** shall at all times maintain an up-to-date **Register of the Interests** disclosed by **Officers** and by members of any Sub-committee.

**National Executive** members will complete the **Institute's Register of Interests** form and keep it updated.

## 8.3 Access to information for Members

**8.3.1** A **Member** may at any time make a written request to the **Institute** for information held by the **Institute**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

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

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Institute** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

**8.3.2** Without limiting the reasons for which the **Institute** may refuse to provide the information, the **Institute** may refuse to provide the information if:

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Institute** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Institute**, or
4. the information is not relevant to the operation or affairs of the **Institute**, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Institute** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

**8.3.3** 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 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Institute**:

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 9. Finances

### 9.1 Financial control and management

**9.1.1** The funds and property of the **Institute** shall be:

1. controlled, invested and disposed of by the **National Executive**, subject to this **Constitution**, and
2. devoted solely to the promotion of the purposes of the **Institute**.

The **National Executive** shall maintain bank accounts in the name of the **Institute**.

All money received on account of the **Institute** shall be banked within 5 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to designated members of the **National Executive** for approval of payment.

**9.1.2** The **National Executive** must ensure that there are kept at all times accounting records that:

1. correctly record the transactions of the **Institute**, and
2. allow the **Institute** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Institute's Constitution**).

The **National Executive** must establish and maintain a satisfactory system of control of the **Institute's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Institute**.

### 9.2 Balance date

The **Institute's** financial year shall commence on 1 January of each year and end on 31 December (the latter date being the **Institute's** balance date).

### 9.3 Accountant

A qualified Auditor Accountant shall be elected at the **Annual General Meeting of Members** for the ensuing year to independently produce a set of accounts to the accounting standard required and their remuneration shall be agreed upon by the **National Executive** and the Auditor Accountant so appointed. The **National Executive** shall have power to fill any vacancy in the office of Auditor Accountant.

### 9.4 General

1. The funds and property of the **Institute** shall be vested in the **National Executive** and shall be invested and/or expended in such manner as the **National Executive** may direct.
2. All investments of funds shall be approved Trustee investments.
3. The **National Executive**, at its discretion and having regard to the financial position of the **Institute**, may contribute from the General Funds of the **Institute** to the expenses incurred by **National Executive** members in connection with attendance at meetings of the **National Executive**.
4. All electronic payments or other recognised forms of payment drawn on behalf of the **National Executive** shall be made by two persons authorised by the **National Executive**. At least one of those persons shall be a member of the **National Executive**.
5. Notwithstanding anything herein contained the **National Executive** may from time to time borrow money with or without interest thereon, and if required to do so, arrange for security therefore over the **Institute's** assets or any part thereof; and for any of the purposes aforesaid may execute such deed or documents, containing all such covenants, conditions and stipulations as the **National Executive** may think fit.
6. The **National Executive** may purchase or take on lease or otherwise acquire any real or personal property or spend monies in the erection or alteration of buildings, which the **National Executive** may think necessary or expedient for the purposes of the **Institute**, or advantageous or beneficial to its **Members**.

## 10. Dispute resolution

### 10.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Institute** and/or its **Members** in relation to specific allegations set out below.

**10.1.1** The disagreement or conflict may be between any of the following persons:

1. 2 or more **Members**
2. 1 or more **Members** and the **Institute**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Institute**
6. 1 or more **Members** or **Officers** and the **Institute**.

**10.1.2** The disagreement or conflict relates to any of the following allegations:

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Institute's Constitution** or bylaws or the **Act**
3. the **Institute** has breached, or is likely to breach, a duty under the **Institute's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

**10.1.3** A **Member** or an **Officer** may make a complaint by giving to the **National Executive** (or a complaints Sub-committee) a notice in writing that:

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Institute's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Institute**.

**10.1.4** The **Institute** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:

1. states that the **Institute** is starting a procedure for resolving a dispute in accordance with the **Institute's Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person, or persons, against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person/s to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Institute's Constitution**.

All **Members** (including the **National Executive**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Institute's** activities.

The complainant raising a dispute, and the **National Executive**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## **10.2** How a complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **National Executive** (or a complaints Sub-committee) a notice in writing that:
  - a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Institute's Constitution**; and
  - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and

- c. sets out any other information reasonably required by the **Institute**.
2. The **Institute** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:
  - a. states that the **Institute** is starting a procedure for resolving a dispute in accordance with the **Institute's Constitution**; and
  - b. sets out the allegation to which the dispute relates.
3. The information given under subclause **10.1.3** or **10.1.4** must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Institute's Constitution**.

### 10.3 Person who makes complaint has right to be heard

1. 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.
2. If the **Institute** makes a complaint –
  - a. the **Institute** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an **Officer** may exercise that right on behalf of the **Institute**.
3. 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 –
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the **Member's, Officer's, or Institute's** written or verbal statement or submissions (if any) are considered by the decision maker.

### 10.4 Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member, an Officer, or the Institute** (the 'respondent') –
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the **Institute's Constitution** or bylaws or this **Act**; or
  - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Institute**, an **Officer** may exercise the right on behalf of the **Institute**.
4. 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 –

- a. 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; and
- b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and the respondent's written statement or submissions (if any) are considered by the decision maker.

### 10.5 Investigating and determining dispute

1. The **Institute** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

### 10.6 The Institute may decide not to proceed further with the complaint

Despite the 'Investigating and determining dispute' rule above (10.5), the **Institute** may decide not to proceed further with a complaint if:

1. the complaint is considered to be trivial; or
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**, an **Officer**, or the **Institute** has materially breached, or is likely to materially breach, a duty under the **Institute's Constitution** or bylaws or the **Act**
  - c. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

### 10.7 Referral of complaint by the Institute

1. The **Institute** may refer a complaint to:
  - a. a Sub-committee or an external person to investigate and report; or
  - b. a Sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

2. The **Institute** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## 10.8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more **Members** of the **National Executive** or a complaints Sub-committee consider that there are reasonable grounds to believe that the person may not be:

1. impartial; or
2. able to consider the matter without a predetermined view.

## 11. Liquidation and removal from the register

### 11.1 Resolving to put Institute into liquidation

The **Institute** may be liquidated in accordance with the provisions of Part 5 of the **Act**. The **National Executive** shall give 60 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Institute** into liquidation.

The **National Executive** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Institute** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

### 11.2 Resolving to apply for removal from the register

The **Institute** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **National Executive** shall give 60 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Institute** from the Register of Incorporated Societies.

The **National Executive** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Institute** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

### 11.3 Surplus assets

If the **Institute** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Institute**, its surplus assets – after payment of all debts, costs and liabilities – shall be vested in to any other New Zealand Incorporated Society or registered charity having the same or similar objects as those of the **Institute**, or to such charitable

organisations or such charitable purposes as shall be decided by members in the **General Meeting**. No individual member shall receive any personal pecuniary profit or benefit from the liquidation.

The **Institute** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Institute** complies with this **Constitution** and the **Act** in all other respects and is approved by the Inland Revenue Department.