
Rules changes Incorporated Societies Act 2022

MARCH 2025

RULES CHANGES INCORPORATED SOCIETIES ACT 2022

Resolution

“That the members approve the amendments to the Engineering New Zealand’s rules as presented, to ensure compliance with the Incorporated Societies Act 2022 and to authorise the Board to submit the necessary documents for re-registration.”

Purpose

To seek approval from the members at the Annual General Meeting (AGM) for amendments to the Engineering New Zealand’s rules to ensure compliance with the Incorporated Societies Act 2022 and facilitate re-registration.

Background

Engineering New Zealand is an Incorporated Society.

The new [Incorporated Societies Act 2022](#) requires all incorporated societies to re-register under the new legal framework by April 2026.

This necessitates amendments to the Engineering New Zealand’s rules to align with the Act’s requirements, including governance structure, dispute resolution processes, financial reporting, and officer duties.

Failure to comply with the Act would mean the Engineering New Zealand would no longer be able to be an incorporated society and would cease to be a separate legal entity with limited liability which may result in members being personally liable for societies debts and financial obligations.

The Engineering New Zealand governing board resolved that the changes are minor and administrative and that the rules be amended by resolution at the Annual General Meeting. The Board resolved that consultation was not required as the changes formalise current operating procedure, compliance driven and did not impact membership rights and obligations.

The Board requested an external legal review to confirm that changes meet compliance with the 2022 Act. The legal review was conducted by Andrew Stewart at JB Morrison Lawyers and their minor changes have all been incorporated into the new rules.

Rules changes

The 2022 Act modernises the way societies operate. It is more comprehensive than the old 1908 Act and will help to integrate best practice processes into all societies (for example, ensuring societies have good mechanisms in place for handling internal disputes and prepare financial statements to a consistent set of standards). The 2022 Act places a stronger emphasis on Board members (‘officers’ under the 2022 Act) acting in the best interest of the society.

A copy of the current rules, a table of changes and the proposed new rules to comply with the 2022 Act are included in this document.

Key changes

1. **Governance requirements:** Updated provisions on board roles and officer duties.
2. **Dispute resolution:** Inclusion of a mandatory dispute resolution process.
3. **Financial reporting:** Alignment with new financial reporting obligations.
4. **Compliance:** Other necessary updates to meet statutory requirements.

Proposed resolution

“That the members approve the amendments to the Engineering New Zealand’s rules as presented, to ensure compliance with the Incorporated Societies Act 2022 and to authorise the Board to submit the necessary documents for re-registration.”

Table of changes

SUMMARY OF CHANGES

Engineering New Zealand Rules 2023 to 2025 Engineering New Zealand Constitution to reregister under the Incorporated Societies Act 2022

This table summarises key changes between the Engineering New Zealand Rules 2023 and the 2025 Draft Constitution, highlighting updates for legal compliance, governance, member obligations, and transparency.

Category	2023 Rules	2025 draft constitution	Key changes
Document name	Engineering New Zealand Rules 2023	Engineering New Zealand Constitution 2025	Title updated to "Constitution" to reflect compliance with the Incorporated Societies Act 2022
Legal compliance	Referenced the Incorporated Societies Act 1908	Compliance aligned with the Incorporated Societies Act 2022	Updated references to align with the new legal framework
Objectives	Advance engineering and the engineering profession, including career development, competence recognition, and societal contribution	Same objectives, but clarified Engineering New Zealand must not operate for financial gain of members and detailed conditions for incidental benefits	Added restrictions to comply with requirements under the Incorporated Societies Act 2022 concerning financial gain and operational conduct
Membership register	Register contains member's name, date of membership, and contact details with consent	Same but with additional details required, including occupation, postal address, and maintenance of records for former members for seven years	Enhanced transparency and compliance with statutory obligations
Board composition	President, Deputy President (2-year terms), four elected members (3-year terms), up to three appointed members (1 or 2-year terms)	Same composition, but explicitly mentions compliance with officer requirements under the Incorporated Societies Act 2022	Clarification of governance roles and alignment with statutory officer requirements
Board Member duties	General governance roles and fiduciary responsibilities	Same but with detailed duties, including acting in good faith, exercising care, diligence, and preventing financial risks	Comprehensive articulation of Board members' legal duties as required by the new Act
Conflict of interest	Board members disclose conflicts; abstain from voting	Same provisions with additional requirement for maintaining an Interests Register	Stronger emphasis on accountability and transparency
Complaints and disciplinary process	Governed by Complaints Resolution and Disciplinary Regulations	Same with expanded dispute resolution processes for internal complaints. Separate schedules for Complaints and Dispute Resolution Rules	Broader scope to cover disputes between members and between members and the Society
Financial management	Annual Financial Statements certified by an auditor	Same, but explicitly mandates keeping financial records for seven years and maintaining bank accounts	Strengthened financial management practices per legal requirements
Member obligations	Ethical conduct, continuing professional development, competence, and good character	Same obligations	

Category	2023 Rules	2025 draft constitution	Key changes
Termination of membership	Suspension or removal for disciplinary reasons or arrears	Same, but with explicit references to dispute resolution procedures	Clearer guidelines for membership cessation processes
Appointment of auditor	Auditor appointed by the Board	Auditor elected by members at the AGM or delegated to the Board	Shift to member-driven decision-making for greater accountability
General Meetings	AGM required once per calendar year	Same but includes business and AGM must be held no later than six months after the balance date or 15 months after the last AGM	More specific time requirements for holding AGMs
Access to information	Limited reference to information access	Explicit member rights to request information with specified grounds for refusal	Stronger member rights and transparency provisions
Registrar contact persons	No specific mention	Appointment of two contact persons registered with the Registrar of Incorporated Societies	New requirement under the Incorporated Societies Act 2022

Detailed table of changes

This table outlines the changes **referencing the old rules.**

Changes	2025 draft constitution	Reasons
Section 1		
Title change	Fenet Title changed to Introductory Rules	Use updated terminology
Rule 2 Interpretation		
2.1 New definition	New 2.1 “Act”	Administrative – referenced new Act in interpretation
2.2 Deletion	Engineering New Zealand presents and approves Replaced with “in which among other things members will consider”	Administrative improved definition
2.3 Deletion	Board Replaced with “Governing Body	Administrative – improved definition to comply with 2022 Act
New definition	2.5 Board member	Administrative and compliance
2.5	Rule number reference in definition changed	Administrative and compliance
2.7 addition	Added “trading as Engineering New Zealand Te Ao Rangahau”	Administrative and compliance
2.8 Deletion	Engineering New Zealand member Deleted	Administrative – improved definition all Members are Engineering New Zealand members
New definition	New 2.8 “Constitution”	Administrative – Rules are called Constitution
2.12 New rule number	2.15 Membership classes are Rule 6	Numbering change
2.13 Deletion and addition	2.16 Deleted Membership and added 2022 Act	Administrative and compliance
2.14 Addition	Rule 2.14 Added purposes	Administrative and compliance
2.15 New rule number	Rule 2.15 Updated rule from 22 to 25	Administrative
New definition	Added 2.21 “Society” definition	Administrative and compliance with 2022 Act
2.22 deleted	Deleted	Non-compliance with the 2022 Act

Changes	2025 draft constitution	Reasons
Rule 3 Objective		
Addition	Purposes added to title	Administrative and compliance
Addition 3.1	Same but word Purposes added	Administrative and compliance
Additions	3.2, 3.3 and 3.4 Same objectives, but clarified Engineering New Zealand must not operate for financial gain of members and detailed conditions for incidental benefits	Compliance
Rule 4 Membership Obligations		
No change	Same	
Rule 5 Membership Classes and Membership Register		
Title change	Membership Classes and changed to Membership Register	Compliance Separation of Register and Classes rules
5.1 Class list deleted	Duplication. Membership Classes list and definitions are described in Rule 6	Administrative and compliance
Additions 5.1, 5.2, 5.3, 5.4, 5.8	Same, but added compliance requirements on society to keep a register codifying practice. Added minimum number of members to be a society	Administrative and compliance
Rule 6 Membership Classes Definition		
Wording and Title change	Same. Title changed Definitions: And introductory sentence changes	Administration and clarity
Rule 7 Becoming a Member		
Additions	Same but added 7.1 completing forms and consent requirements	Compliance
Rule 8 Ceasing to be a Member		
Reference to rule number change	Same but in 8.4 reference to rule 11 changed	Administrative
Rule 9 Membership Fees and Subscriptions		
Addition to 9.4	Same. Requirement a member to provide information which helps the society to communicate with all its members and obligation on Society to keep records up to date	Compliance

Changes	2025 draft constitution	Reasons
Rule 10 Rights of Membership		
Moved	Moved to Rule 7	Administrative
Rule 11 Concerns and Complaints		
New numbering	Rule 10 and 11	Administrative
New title	Dispute Resolution added to title	Mandatory
Additions New Rule 10.1, 10.2, 10.3, 10.4 and 10.11	Same but added dispute resolution definitions and an internal disputes process	Mandatory. Engineering New Zealand must have dispute resolution processes documented in its constitution
Rule 12 Composition of the Board		
Renumbering	Rule 12	Administrative
Addition Rule 12.1	Codify practice Express rule establishing the Board as the governance body	Compliance
Rule 12.1 changed to 12.2	Same composition of the Board	
Addition rule 12.3	Codifying practice the role of Chair and Deputy	Compliance
Addition rule 13	Recommended: Board Member Duties – this rule reflects the statutory duties of society officers contained in the Act and sets out an officer's obligations which are to the society, rather than its members	Recommended
Rule 13 Board Terms and Casual Vacancies		
New numbering Rule 14 and deletion	Board Term and Casual Vacancies the same but Rule 13.6 – 13.9 Board member internal complaints process replaced with internal dispute resolution process in Rule 10	Administrative and compliance
Rule 14 Board Elections and Appointments		
New numbering Rule 16	Same	
Amended sentence	Clarification of paragraph 16.13	Administrative
New Rule 15 Qualifications	Mandatory – The Act provides that an officer of a society has a duty of care in exercising their responsibilities	Compliance

Changes	2025 draft constitution	Reasons
New Rule 16	Mandatory – under the Act the constitution must contain any grounds for removal of an officer. Previous Board member complaints process is replaced with Internal complaints process	Compliance
Rule 15.23	Amended. Sections 94 through 96 of the 2022 Act detail what an Incorporated Society can indemnify for	Compliance with 2022 Act
Rule 15 Procedures, Powers and Duties of the Board		
New Rule 18.1	Mandatory – the Act requires the Board’s powers to be set out in the constitution	Compliance
New Rule 18.4, 18.6, 18.7 and 18.8	Mandatory – the constitution must cover the procedures for Board meetings, including voting procedures	Compliance
New Rule 18.13 – 18.18	Mandatory – the Act imposes a duty on officers to disclose any interest in a matter affecting or relating to the society. Including members of a sub-committee reflects current best practice	Compliance
New Rule 18.22	Mandatory – Officers (Board members) have a duty to disclose interests to the Board. They must make this disclosure as soon as they become aware they have an interest in any matter being considered by the Board	
Rule 15.7, 15.8 – Deleted	Deleted and replaced with Rule 19	
New Rule 19.1 – 19.6	<p>The Incorporated Societies Act 2022 gives a society full capacity to enter into any transaction or activity but also says that a society’s constitution may restrict its capacity, rights, or powers.</p> <p>To ensure that a society’s activities are appropriately constrained, it would be useful to include such a rule.</p> <p>The Act and the Regulations set out financial recording and reporting requirements for incorporated societies</p>	Compliance mandatory
New Rule 19.19 – 19.23	Mandatory – this rule reflects the requirements of the Act relating to the access to information for members	Compliance
New Rule 20.5 – 20.8	Mandatory – every incorporated society must have at least one contact person, and no more than three, that the Registrar can contact when needed	Compliance

Changes	2025 draft constitution	Reasons
Rule 16 Appointments		
New numbering	Same but Appointment of Staff Rule 20, Appointment of Auditor 19.8	
Rule 17 Annual General Meeting		
New numbering Rule 21	<p>The same but includes Mandatory – the Act requires a society's constitution to set out the procedures for calling and holding general meetings. This includes:</p> <ul style="list-style-type: none"> the intervals between annual general meetings, the information that must be presented at general meetings, when minutes are required to be kept, the manner of calling general meetings, how much notice will be given to members, the information to be given to members at a general meeting, and the quorum and procedures (including voting procedures) 	Compliance
New Rule 21.9 Quorum	If Quorum, is not specified the default is the majority of membership. New rule quorum is 10	Compliance
New rule 21.10	Codify practice Chairperson and Deputy Chairs	Compliance
New Rule 21.12	Codify practice Meetings will be minute-ed	Compliance
Rule 18 Special General Meeting		
New numbering Rule 22	No change	
Rule 19 Voting at Meetings		
Now Rule 23	No change	
Rule 20 Referendum		
Now Rule 24	No change	
Rule 21 Alterations to Rules		
Now Rule 25	No change	

Changes	2025 draft constitution	Reasons
Rule 22 Regulations		
Now Rule 26 Amended	Included reference to regulations as bylaws in line with 2022 Act	Administrative
Rule 23 Property		
Now Rule 27	No change	
Rule 24 Control and Use of Common Seal		
Now Rule 28	No change	
Rule 25 Winding Up		
Now Rule 29 Amended	Same. With amendments to clarify compliance with the 2022 Act	Compliance
Section 4 Branches and Groups Rule 30 and 31		
No changes		
New Schedule 1		
Inclusion of Complaints regulations	Mandatory constitution must include complaints process	Mandatory
New Schedule 2		
New Internal Complaints regulations	Mandatory constitution must include complaints process	Mandatory

Engineering New Zealand Rules

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SECTION 1: INTRODUCTORY RULES

Rule 1: Name

- 1.1 Our name is “The Institution of Professional Engineers New Zealand Incorporated”, trading as “Engineering New Zealand Te Ao Rangahau”.

Rule 2: Interpretation

Definitions

- 2.1 “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.
- 2.2 “Annual General Meeting” means a meeting of the members of Engineering New Zealand, held once a year, in which among other things members will consider the annual report, Annual Financial Statement, appoint an auditor for the next financial year, and be advised of the results of the Board elections. The Annual General meeting is also an opportunity for the Board and Chief Executive to outline Engineering New Zealand’s strategy and report on performance.
- 2.3 “Annual Membership Fee” means the membership fee set by the Board for each Financial Year.
- 2.4 “Board” means the governing body of Engineering New Zealand.
- 2.5 “Board Member” means a person who is a member of the Board and an officer under the Incorporated Societies Act 2022.
- 2.6 “Branch” means a regional group of Engineering New Zealand members established according to Rule 29.
- 2.7 “Chief Executive” means the person appointed by the Board and delegated the duties of Chief Executive under Rule 19.
- 2.8 “Constitution” means the rules in this document and includes any alternations made to this document in accordance with Rule 7.26 or Rule 24.
- 2.9 “Days” means calendar days, unless otherwise stated.
- 2.10 “Engineering New Zealand” means “The Institution of Professional Engineers New Zealand Incorporated trading as Engineering New Zealand Te Ao Rangahau”.
- 2.11 “Financial Member” means a member who has paid their Annual Membership Fee for the current Financial Year.
- 2.12 “Financial Year” means the period starting 1 October and ending 30 September the following year.
- 2.13 “General Meeting” means an Annual General Meeting or a Special General Meeting.
- 2.14 “Member” means a person who is a member of Engineering New Zealand whatever their membership class, unless otherwise stated.
- 2.15 “Membership Class” means any class of membership listed in Rule 6.

- 2.16 “Register” means the register of all Members held by Engineering New Zealand in accordance with the requirements of the Act.
- 2.17 “Objectives” means the Purposes and Objectives of Engineering New Zealand listed in Rule 3.
- 2.18 “Regulation” means a regulation or bylaw created under Rule 25.
- 2.19 “Rule” means a rule in this Constitution unless another interpretation is specified.
- 2.20 “Special General Meeting” means a formal meeting of Engineering New Zealand members held out of cycle of the Annual General Meeting for a specific purpose, such as to consider changes to the constitution or other significant issues affecting the organisation and membership.
- 2.21 “Voting Member” means a person who is a Financial Member in the class of Distinguished Fellow, Fellow, Chartered Member, Member, Emerging Professional, Honorary Fellow, Companion or Affiliate.
- 2.22 “Young Engineer” means an Engineering New Zealand member who is under the age of 35 years.

Additional provisions

- 2.23 Wherever this Constitution provides rights or privileges for a Fellow, those rights and privileges also apply to any Honorary Fellow or Distinguished Fellow.
- 2.24 Where the context requires, the singular includes the plural and vice versa.
- 2.25 If the Board decides there are provisions in this Constitution that are contrary to law, it may amend the Constitution to remove that conflict. Any amendment for this purpose will be notified for endorsement by Members at Engineering New Zealand’s next General Meeting.

Rule 3: Purpose and Objective

- 3.1 The Purpose and Objective of Engineering New Zealand is to advance engineering and New Zealand’s engineering profession, including:
- a. supporting, promoting and representing the engineering profession
 - b. contributing to the development and recognition of good engineering practice
 - c. developing and sharing advances in engineering and technological knowledge
 - d. recognising, regulating and supporting those demonstrating competence in the engineering profession
 - e. supporting engineers in their career development
 - f. promoting diversity and inclusion in the profession
 - g. contributing to meeting the needs of the community and
 - h. improving the wellbeing of society.

In all aspects of our work we recognise Te Tiriti o Waitangi and commit to promoting the Treaty principles of partnership, protection and participation.

- 3.2 Engineering New Zealand is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

- 3.3 Engineering New Zealand must not operate for the purpose of, or with the effect of:
- a. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
 - b. having capital that is divided into shares or stock held by its Members; or
 - c. holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of Engineering New Zealand or otherwise).
- 3.4 But Engineering New Zealand will not operate for the financial gain of Members simply if it:
- a. engages in trade
 - b. pays a Member for matters that are incidental to the purposes of Engineering New Zealand, and the Member is a not-for-profit entity
 - c. distributes funds to a Member to further the purposes of the Engineering New Zealand, and the Member:
 - i. is a not-for-profit entity, and
 - ii. is affiliated or closely related to Engineering New Zealand, and
 - iii. has the same, or substantially the same, purposes as those of Engineering New Zealand.
 - d. reimburses a Member for reasonable expenses legitimately incurred on behalf of Engineering New Zealand or while pursuing Engineering New Zealand's purposes
 - e. provides benefits to members of the public or of a class of the public and those persons include Members or their families
 - f. provides benefits to Members or their families to alleviate hardship
 - g. provides educational scholarships or grants to Members or their families
 - h. pays a Member a salary or wages or other payments for services to Engineering New Zealand 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 Engineering New Zealand)
 - i. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of Engineering New Zealand
 - j. on removal of Engineering New Zealand 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.

SECTION 2: MEMBERS

Rule 4: Membership obligations

Membership obligation

- 4.1 All Members must comply with this Constitution and any Regulations.

Ethical obligation

- 4.2 The Board will prescribe a Code of Ethical Conduct (“the Code”), which will be a Regulation under this Constitution.
- 4.3 All Members must comply with the Code (the “ethical obligation”).
- 4.4 Members in the classes of Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must commit annually to comply with the Code.

Continuing professional development obligation

- 4.5 The Board will prescribe a Continuing Professional Development Policy (the “CPD Policy”), which will be a Regulation under this Constitution.
- 4.6 Members in the classes Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must comply with the CPD Policy and make a declaration annually to that effect (the “CPD obligation”).

Competence obligation

- 4.7 Members in the classes Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must perform their engineering activities in a careful and competent manner, commensurate with their Membership Class (the “competence obligation”).

Good character obligation

- 4.8 Members must at all times conduct themselves in a manner consistent with being a fit and proper person to be a member of Engineering New Zealand (the “good character obligation”).

Rule 5: Membership register

Engineering New Zealand membership register

- 5.1 For each current Member, the information contained in the Register shall include:
- a. their name, and
 - b. 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
 - c. their contact details, including:
 - i. a physical address or an electronic address, and
 - ii. a telephone number.

- 5.2 The Register will also include each Member's:
- a. postal address
 - b. email address (if any)
 - c. occupation.
- 5.3 All Members shall provide Engineering New Zealand in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise Engineering New Zealand in writing of any changes to those details.
- 5.4 Engineering New Zealand shall also keep a record of the former Members. For each Member who ceased to be a Member within the previous seven (7) years, Engineering New Zealand will record:
- a. the former Member's name, and
 - b. the date the former Member ceased to be a Member.
- 5.5 Engineering New Zealand will maintain a public register of Members.
- 5.6 The public register contains each Member's name, the date they became a Member, and their Membership Class. If the Member consents, the public register may also contain that Member's contact details.
- 5.7 The Board may issue Regulations specifying any post-nominal abbreviations Members can use to identify and promote their membership of Engineering New Zealand and their Membership Class.

Minimum number of members

- 5.8 Engineering New Zealand shall maintain the minimum number of Members required by the Act.

Rule 6: Membership classes

- 6.1 Engineering New Zealand has the following Membership Classes.
- 6.2 Distinguished Fellow
- A Fellow recognised by the Board for their eminent contribution to engineering.
- 6.3 Fellow
- A Member recognised by the Board for their significant contribution to engineering.
- 6.4 Chartered Member
- a. holds a recognised engineering or engineering geology qualification, or demonstrates equivalent knowledge to a standard specified by the Board; and
 - b. has demonstrated general competence to a standard specified by the Board that reasonably conforms to accepted international standards.

Chartered Members are categorised by reference to the particular occupational group within the wider engineering profession in which they practise, for example, Chartered Member, Chartered Member (Engineering Technologist), Chartered Member (Engineering Technician), or Chartered Member (Engineering Geologist).

- 6.5 Member
- a. holds a recognised engineering or engineering geology qualification or demonstrates equivalent knowledge to a standard specified by the Board; and
 - b. has completed an initial professional development programme acceptable to the Board.
- 6.6 Emerging Professional
- a. has recently completed a recognised engineering or engineering geology qualification; and
 - b. is working to complete an initial professional development programme acceptable to the Board.
- 6.7 Honorary Fellow
- Is recognised by the Board for their significant contribution to engineering, technology, science or whom Engineering New Zealand otherwise desires to honour.
- 6.8 Companion
- Has not been educated in engineering or technology but who is recognised by the Board as having attained a position of responsibility related to engineering or technology.
- 6.9 Affiliate
- Is affiliated with Engineering New Zealand and is not eligible for another Membership Class.
- 6.10 Student
- Is enrolled and studying towards a qualification in engineering or engineering geology recognised by the Board.
- 6.11 The Board may issue Regulations specifying any post-nominal abbreviations Members can use to identify and promote their membership of Engineering New Zealand and their Membership Class.

Rule 7: Becoming a member

- 7.1 A person becomes a Member by:
- a. applying to Engineering New Zealand and completing the application forms; and
 - b. having that application approved by Engineering New Zealand; and
 - c. consenting to becoming a Member.
- 7.2 Subject to the application of Rule 7.1, the Board may enter into agreements with other engineering organisations that provide for reciprocal memberships.
- 7.3 The eligibility criteria and procedures for approving and changing Membership Class are set out in Regulations made by the Board.
- 7.4 The Board can delegate responsibility for decisions on membership applications to the Chief Executive.

- 7.5 The Board (or its delegate appointed under Rule 7.4) can decline an application for membership or for changing a Membership Class for any reason, including if it considers the applicant:
- a. does not meet the criteria under Rule 7.3
 - b. is not a fit and proper person to be associated with Engineering New Zealand
 - c. has not sufficiently complied with their obligations under Rules 4.4 and/or 4.6; and/or
 - d. for any other reason at the Board's discretion.
- 7.6 If the Board (or its delegate appointed under Rule 7.4) declines an application for membership or for changing Membership Class, it will give the applicant reasons for its decision.
- 7.7 When an application for membership or for changing Membership Class is approved, the applicant is advised and asked to pay any applicable fees or subscriptions. The applicant's membership will be confirmed once they have paid those fees or subscriptions.
- 7.8 If the Board decides that a person was approved for membership or a Membership Class on the basis of misleading or inaccurate information, the Board may declare that approval null and void.

Rights of membership

- 7.9 Engineering New Zealand members may attend any General Meeting of Engineering New Zealand or a subsidiary body or group they are a member of. Except as otherwise provided in this Constitution, the member can:
- a. introduce for consideration at the General Meeting any matter consistent with the Objective; and
 - b. can speak to or vote on any motion before the General Meeting.
- 7.10 Engineering New Zealand members may seek the advice and support of Engineering New Zealand and/or the Board on any matter consistent with the Objective.
- 7.11 Voting Members can vote in any elections or referenda conducted by Engineering New Zealand.
- 7.12 Except as otherwise provided in this Constitution, Members can nominate or be nominated for election to membership of the Board or the committee of any subsidiary body or group they are a member of.

Rule 8: Ceasing to be a member

Resignation

- 8.1 A Member may request to resign their membership by giving written notice to the Chief Executive.
- 8.2 The Chief Executive may refuse to accept a Member's resignation if the Chief Executive believes, on reasonable grounds, that the Member is, or may soon be, subject to a concern or complaint made under Rule 10 or 11. In this case, the request for resignation will not be actioned until the concern or complaint process has completed and the parties have been notified as such.

Suspension and removal

- 8.3 The Board may, at its discretion, suspend or remove a Member for the following reasons
- If Engineering New Zealand loses and is unable to re-establish contact with that Member for a period longer than 90 days.
 - If the member's fees or subscriptions are in arrears (and in accordance with the procedures set out in Rule 9.10 to 9.13).
 - If the member has not complied with their Obligations under Rules 4.4 and/or 4.6; or
 - Pending the outcome of court or tribunal proceedings that may reflect on the Member's fitness to be a Member.
- 8.4 A Member may be suspended or removed from membership for disciplinary reasons or as a result of the dispute resolution process (in accordance with the procedures outlined in Rule 10 and 11).
- 8.5 No person who has been suspended, removed or has otherwise ceased to be a Member may claim or imply membership of Engineering New Zealand.
- 8.6 Any person who has ceased to be a Member can apply to have their membership reinstated. The Board (or its delegate appointed under Rule 7.4) can approve the Member's reinstatement with any conditions it sees fit to impose.

Rule 9: Membership fees and subscriptions

Entrance fee

- 9.1 The Board may specify an entrance fee to be paid when a Member's membership is first approved.

Annual fees

- 9.2 The Board will set membership fees for each Financial Year (the "Annual Membership Fee").
- 9.3 Members must pay the Annual Membership Fee.
- 9.4 Members must keep their membership details up to date and advise Engineering New Zealand of any changes.
- 9.5 The Board may offer discounts on the Annual Membership Fee; for example, discounts in relation to:
- career breaks
 - Members who have ceased active employment or are retired
 - Members who are overseas for a period of time
 - Members who temporarily receive low incomes or are unemployed; and/or
 - reciprocal membership.
- 9.6 In special circumstances, the Board has discretion to remit any Annual Membership Fee in part or in full, make special conditions for payment, approve a Member's application for a rebate, or delegate any of these authorities to the Chief Executive.

Payment of annual membership fee

- 9.7 Annual Membership Fees are due on the first day of the Financial Year.
- 9.8 At the discretion of the Board, Annual Membership Fees may be paid by instalments. The Board may specify additional set-up and administration costs that will apply for payment by instalments.
- 9.9 Members remain liable for any Annual Membership Fee or other applicable fees and subscriptions due prior to the date of their resignation or removal.

Arrears

- 9.10 Members who don't pay their Annual Membership Fee (or part thereof) or any other applicable fees and subscriptions within three months of their due date are "in arrears of their fee".
- 9.11 Members in arrears of their fee may have their rights of membership (as defined in Rule 7) suspended until the arrears are paid.
- 9.12 If a Member remains in arrears of their fee for six months after the due date, the Board may remove their membership.
- 9.13 The Board may delegate to the Chief Executive the authority for removing Members who are in arrears under Rule 9.12.

Rule 10: Dispute resolution

- 10.1 In this Rule a Member is a reference to a Member acting in their capacity as a Member and an Officer is a reference to an Officer acting in their capacity as an Officer.
- 10.2 A dispute is a disagreement or conflict between any of the persons described in Rule 10.3 in relation to any of the allegations at Rule 10.4 (a "Dispute").
- 10.3 The disagreement or conflict is between any of the following persons:
 - a. two or more Members
 - b. one or more Members and Engineering New Zealand
 - c. one or more Members and one or more Officers
 - d. two or more Officers
 - e. one or more Officers and Engineering New Zealand
 - f. one or more Members or Officers and Engineering New Zealand.
- 10.4 The disagreement or conflict relates to any of the following allegations:
 - a. a Member or an Officer has engaged in misconduct
 - b. a Member or an Officer has breached, or is likely to breach a duty under this Constitution or Regulations or the Act
 - c. Engineering New Zealand has breached, or is likely to breach, a duty under this Constitution or Regulations or the Act

- d. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.
- 10.5 If Engineering New Zealand receives notice of a Dispute under Rule 10 of this Constitution the Dispute will be heard under the Disputes Resolution Rules attached in [Schedule 2](#).

Rule 11: Concerns and complaints

- 11.1 The Board has prescribed Regulations that set out procedures for the early resolution, investigation, hearing and determination of concerns and complaints, including from the public, that Members have breached their obligations under Rule 4 (the "Complaints and Disciplinary Regulations" attached in [Schedule 1](#)).
- 11.2 If the Chief Executive receives a concern or complaint alleging that a Member has acted in breach of Rule 4, which is not a Dispute, as that term is defined in Rule 10, the Chief Executive must initiate action to respond to the concern or complaint in accordance with the Complaints and Disciplinary Regulations.
- 11.3 The Chief Executive can also initiate action (an inquiry) under the Complaints and Disciplinary Regulations on their own initiative if they receive information indicating that a Member may have acted in breach of Rule 4.
- 11.4 A concern, complaint or inquiry, and any decision on a complaint or inquiry, may relate to a person who is no longer a Member but who was a Member at the time of the relevant conduct.

Disciplinary orders for breaches of membership obligations

- 11.5 If, following the procedures set out in the Complaints and Disciplinary Regulations, a Disciplinary Committee decides that a Member has acted in breach of Rule 4, the Disciplinary Committee may make one or more orders that:
 - a. the Member's membership is terminated, either permanently or with a stand-down period of any length during which the Member may not reapply for membership
 - b. the Member's membership is suspended for any period
 - c. the Member's membership is suspended until the member has fulfilled any professional development requirements specified by the Disciplinary Committee
 - d. if the Member is a Chartered Member, that they undergo a reassessment of their competence
 - e. a fine not exceeding an amount determined from time to time by the Board and set out in the Complaints and Disciplinary Regulations is imposed on the Member
 - f. the Member must fulfil professional development requirements specified by the Disciplinary Committee
 - g. the Member is censured
 - h. the Member pays a sum towards the costs directly attributable to the investigation, hearing and/or determination of the complaint, as incurred by Engineering New Zealand
 - i. the Member's name, the order or orders made by the Disciplinary Committee, and a copy of the decision or a description of the breach are published.

- 11.6 If the Member fails to fulfil any requirements for professional development specified by the Disciplinary Committee in accordance with Rule 11.5(f) within a prescribed period, the Member will be suspended from membership until they fulfil those requirements.

SECTION 3: GOVERNANCE AND MANAGEMENT

Rule 12: The Board

Governance of Engineering New Zealand

- 12.1 Engineering New Zealand is governed by a Board. From the end of each Annual General Meeting until the end of the next, Engineering New Zealand shall be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under that Act, and this Constitution.

Composition of Board and terms of Board Members

- 12.2 The Board shall be made up of:
- a. the President and Deputy President each elected for a term of two years
 - b. four members of the Board, each elected for a term of three years (“elected members”)
 - c. no more than three members of the Board appointed by the Board for a term of one or two years (“appointed members”).
- (together “the Board members”).
- 12.3 The President is Chairperson and the Deputy President is Deputy Chairperson and will preside at Board Meetings and Annual General Meetings.
- 12.4 The President and the Deputy President are the senior office holders of Engineering New Zealand.

Rule 13: Board Members duties

- 13.1 At all times each Board member:
- a. shall act in good faith and in what he or she believes to be the best interests of Engineering New Zealand
 - b. must exercise all powers for a proper purpose
 - c. must not act, or agree to Engineering New Zealand acting, in a manner that contravenes the Act or this Constitution
 - d. 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:
 - i. the nature of Engineering New Zealand
 - ii. the nature of the decision, and
 - iii. the position of the Board member as an Officer and the nature of the responsibilities undertaken by him or her.

- e. must not agree to the activities of Engineering New Zealand being carried on in a manner likely to create a substantial risk of serious loss to Engineering New Zealand or to its creditors, or cause or allow its activities to be carried on in a manner likely to create a substantial risk of serious loss or Engineering New Zealand or to its creditors; and
- f. must not agree to Engineering New Zealand incurring an obligation unless he or she believes at that time on reasonable grounds that it will be able to perform the obligation when it is required to do so.

Rule 14: Board terms

- 14.1 At the end of their term, elected Board members complete their term of office at each Annual General Meeting.
- 14.2 Senior office holder terms are for two years but can be consecutive two-year terms if the office holder is elected by the process set out in this Constitution.
- 14.3 A Member who has served on the Board for six or more consecutive years must, on completion of their term, stand down from serving on the Board for at least one year. However:
 - a. Members are not excluded from senior office holder positions by reason of their previous service on the Board; and
 - b. any Member who has served for five consecutive years on the Board is not excluded from serving a subsequent full term if elected by the process set out in this Constitution.
- 14.4 The term of office of each Board member begins at the conclusion of the Annual General Meeting immediately following their election or appointment, and ends at the conclusion of the first, second or third Annual General Meeting, according to the length of their term.

Rule 15: Qualifications of board members

- 15.1 All Board members appointed or elected are officers under the Act.
- 15.2 A person maybe elected or appointed as a Board Member so long as the person:
 - a. consents in writing to be an officer; and
 - b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an officer of a society under section 47 (3) of the Act.
- 15.3 The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of Engineering New Zealand:
 - a. a person who is under 16 years of age
 - b. a person who is an undischarged bankrupt
 - c. a person who 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
 - d. a person who is disqualified from being an officer of a charitable entity under section 36C of the Charities Act 2005

- e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (7) years:
 - i. an offence under subpart 6 of Part 4 of the Act
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence under section 22(2) of the Act
 - v. an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iv)
 - vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- f. a person who is subject to any of the following orders:
 - i. a banning order under subpart 7 of Part 4 of the Act
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - iv. 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.
- g. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations

Rule 16: Board Member ceasing to hold office

16.1 A Board member no longer holds the position when they:

- a. Complete their term of office in Rule 14
- b. resign in writing and give it to Engineering New Zealand
- c. are removed by resolution of the Board after a complaints process
- d. become disqualified from being an officer under section 47(3) of the Act or Rule 15.

16.2 A casual vacancy on the Board arises when:

- a. an elected member or an appointed member is elected as a senior office holder before the expiry of their current term
- b. an elected member or appointed member resigns from the Board before the expiry of their current term; or
- c. a vacant position on the Board is not filled at an election of the Board; or
- d. a senior office holder is elected to another senior office holder position.

Rule 17: Board elections and appointments

Board elections

- 17.1 Elections for Board members are held once a year, with the results announced at the Annual General Meeting.
- 17.2 At least 10 weeks before the Annual General Meeting, Engineering New Zealand will:
 - a. advise members of the election timetable set by the Board; and
 - b. advise members of the number and designation of vacancies on the Board open for election; and
 - c. open the call for nominations for those vacancies.

Nominations for election as board members

- 17.3 A Financial Member may nominate another Financial Member for a vacant elected member position.
- 17.4 A Financial Member may nominate for the position of President or Deputy President any Financial Member. Nominees for President must have, within the previous five years, served no less than two years as a Board member at the time the election will occur.
- 17.5 Nominations must be in writing in the form prescribed by Engineering New Zealand and must include the nominee's written consent to the nomination and the nominee's written confirmation that they are not disqualified from holding office by this Constitution or by the Act.
- 17.6 Nominations must be received by the Chief Executive at the date set by the Board in the election timetable, which will be no later than six weeks before the Annual General Meeting.
- 17.7 The names of all nominees will be made available to Voting Members at the date set by the Board in the election timetable, which will be no later than four weeks before the Annual General Meeting, and voting will open at that time.
- 17.8 Voting will close at the date set by the Board in the election timetable, which will be no later than two weeks before the Annual General Meeting.
- 17.9 At the Board's discretion, Board elections may be conducted using a preferential voting system.
- 17.10 The Board may resolve that the election processes are undertaken using electronic means.
- 17.11 The Board will ensure that whatever voting process is followed (postal or electronic), there is a procedure whereby the votes are verified or scrutineered.
- 17.12 The Board will report the names of members elected to the Board to the Annual General Meeting and on the Engineering New Zealand website.

Appointed members

- 17.13 In accordance with Rule 12, the Board may appoint up to three voting members with diverse backgrounds and skill sets to enhance the capabilities of the Board. The Board must appoint an Emerging Member to provide the perspective of new and mid-career engineers and to grow governance skills in our members if this representation is not secured through the election process. An Emerging Member is any member under 35 years of age. In appointing an Emerging Member, the Board may select the highest polling Emerging Member candidate from the election or put out a call for expressions of interest and appoint an Emerging Member whose background and skill set will enhance the capability of the Board.
- 17.14 Appointed members may receive financial support for their role on the Board (other than the Emerging Member).
- 17.15 If practicable, the Board will select any appointed member at a meeting of the Board immediately preceding the Annual General Meeting and will report that appointment to the Annual General Meeting. If this is not practicable, the Board will select the appointed member as soon as possible after the Annual General Meeting and notify the membership of the appointment as soon as possible.

Rule 18: Procedures, powers and duties of the Board

Powers of the Board

- 18.1 The Board has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of Engineering New Zealand, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

Board meetings and procedures

- 18.2 The Board will meet as often as required for the business of Engineering New Zealand. Minutes must be kept of all Board meetings.
- 18.3 The quorum for Board meetings is a majority of the members of the Board. Board members linked to a meeting by teleconference or video are deemed as present for the purposes of a quorum, voting or for any other purpose required by these Rules.
- 18.4 Elected and Appointed Board members have one vote.
- 18.5 No business shall be conducted at any Board meeting unless a quorum is present. Where a quorum is not achieved, the Board meeting will be deferred to another date.
- 18.6 The Chairperson will preside at Board meetings. If the Chairperson is not present the Deputy Chairperson will be Chairperson of the meeting.
- 18.7 Motions and decisions: A majority is required for a decision or motion to be agreed.
- 18.8 The Chair may put a motion or resolution to the meeting if the topic has been sufficiently debated.
- 18.9 Any written proposal that has been sent to each Board member and returned to the Chief Executive, either with an affirming signature in hard copy or by electronic means, will become a decision of the Board if the required number of affirmations is received in accordance with this Rule. Such decisions will be ratified and recorded in the minutes of the next Board meeting.

- 18.10 The Board may make standing orders for the conduct of General Meetings and other meetings of the Board, Board-appointed committees, and subsidiary bodies and groups of Engineering New Zealand.
- 18.11 The Board may deal with any other situation arising for the purpose of Board meetings, in accordance with the Constitution.

Authorities

- 18.12 The decision of the Board on the interpretation of the Constitution is final and binding on all Members.

Interests register

- 18.13 The Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee ("Interests Register").

Conflicts of interest

- 18.14 A Board member or member of a sub-committee whose interest in respect of any matter being considered by Engineering New Zealand, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- a. to the Board and or sub-committee, and
 - b. in the Interests Register kept by the Board.
- 18.15 Disclosure must be made as soon as practicable after the Board member or member of a sub-committee becomes aware that they are interested in the matter.
- 18.16 A Board member or member of a sub-committee who is an Interested Member regarding a matter:
- a. must not vote or take part in the decision of the Board and/or sub-committee relating to the matter unless all members of the Board and/or sub-committee who are not interested in the matter consent; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the matter unless all members of the Board and/or sub-committee who are not interested in the matter consent; but
 - c. may take part in any discussion of the Board and/or sub-committee relating to the matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- 18.17 However, a Board member 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.
- 18.18 Where 50 percent or more of the Board members 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 Board members agree otherwise.
- 18.19 Where 50 percent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Board shall consider and determine the matter.

Committees and representatives

- 18.20 The Board may appoint committees for specific purposes. The members of appointed committees do not need to be Members. Unless the Board otherwise prescribes, each appointment terminates at the conclusion of the next Annual General Meeting.
- 18.21 The Board may appoint any person to represent Engineering New Zealand on other bodies. These persons do not need to be Members. Unless the Board otherwise prescribes, each appointment continues until terminated by the Board.
- 18.22 Appointed committees or representatives are responsible to the Board and must regularly report to it on their activities. Minutes of committees must be available to the Board on request.

Rule 19: Finances, control and management

- 19.1 The funds and property of Engineering New Zealand shall be:
- a. controlled, invested and disposed of by the Board, subject to this Constitution, and
 - b. devoted solely to the promotion of the purposes of Engineering New Zealand.
- 19.2 The Board shall maintain bank accounts in the name of Engineering New Zealand/IPENZ. All money received on account of the Engineering New Zealand shall be banked within two working days of receipt.
- 19.3 All accounts paid or for payment shall be subject to internal controls before approval of payment.
- 19.4 The Board must ensure that there are kept at all times, accounting records that:
- a. correctly record the transactions of Engineering New Zealand, and
 - b. allow Engineering New Zealand to produce financial statements that comply with the requirements of the Act, and
 - c. would enable the financial statements to be readily and properly audited.
- 19.5 The Board must establish and maintain a satisfactory system of control of Engineering New Zealand's accounting records.
- 19.6 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 seven (7) completed accounting periods of Engineering New Zealand.
- 19.7 At the end of each financial year, the Board will prepare and make available to the membership an annual report and an Annual Financial Statement.
- 19.8 The Annual Financial Statement must be certified by an Auditor, and must contain:
- a. Engineering New Zealand's income and expenditure during the last Financial Year
 - b. Engineering New Zealand's assets and liabilities at the close of the last Financial Year; and
 - c. all mortgages, charges and securities of any description affecting any of Engineering New Zealand's property at the close of the last Financial Year.

Appointment of auditor

- 19.9 An Auditor will be elected by members at the Annual General Meeting. The Auditor's remuneration will either be agreed by members at the Annual General Meeting, or members will delegate this responsibility to the Board. The Auditor must be a Chartered Member of Chartered Accountants Australia and New Zealand.

Specific powers of the Board

- 19.10 The Board can deal with Engineering New Zealand's funds by bank deposit, investment in and purchasing fixed and floating assets and securities, whether statutory trustee securities or not, as it considers necessary to further the Objectives.
- 19.11 The Board may withdraw, sell or otherwise convert into money any deposit, fixed or floating asset or security of Engineering New Zealand and may deal with that money in any manner permitted by the Constitution.
- 19.12 The Board may borrow money to further the Objectives including, without limitation, for the purpose of:
- a. purchasing a site for offices, library, meeting rooms and other accommodation of Engineering New Zealand, or for building, fitting and furnishing such accommodation;
 - b. purchasing any additional land, with or without buildings, required for the future use or occupation of Engineering New Zealand for any of the purposes mentioned in this Rule.
- 19.13 The Board may borrow money in accordance with this Constitution in such manner as the Board thinks fit, with or without charge upon the property of Engineering New Zealand.
- 19.14 The Board may secure repayment of any money borrowed, with interest at such rate as the Board thinks fit, by mortgage or charge upon the property of Engineering New Zealand of any part or parts thereof. The Board may give guarantees and may give security in support of guarantees.
- 19.15 The Board may delegate to the Chief Executive the authority to authorise payments up to set amounts. The Chief Executive may delegate authority to authorise payments below those set amounts to any other staff.
- 19.16 The Board may approve honorariums or other payments to Members for services rendered.

Indemnity and insurance

- 19.17 Subject to this Rule, Engineering New Zealand indemnifies present and past Board members, committee members, the Chief Executive, all staff appointed by the Chief Executive, and any other representative of Engineering New Zealand for:
- a. liability to any person other than Engineering New Zealand for any act or omission in their capacity as an officer, a member, or an employee of Engineering New Zealand; or
 - b. costs incurred by the officer, member, or employee in defending or settling any claim or proceeding relating to that liability if judgment is given in their favour or if they are acquitted, or the proceeding is discontinued.

19.18 Engineering New Zealand does not indemnify present and past Board members, committee members, the Chief Executive, all staff appointed by the Chief Executive, and any other representative of Engineering New Zealand for:

c. criminal liability; or

d. a liability that arises out of a failure to act in accordance with this Constitution, or in good faith and in what the officer, member, or employee believes to be the best interests of Engineering New Zealand when acting in their capacity as an officer, a member, or an employee of Engineering New Zealand.

Access to information for members

19.19 A Member may at any time make a written request to Engineering New Zealand for information held by it. The request must specify the information sought in sufficient detail to enable the information to be identified.

19.20 Engineering New Zealand must, within a reasonable time after receiving a request:

a. provide the information, or

b. agree to provide the information within a specified period, or

c. agree to provide the information within a specified period if the Member pays a reasonable charge (which must be specified and explained) to meet the cost of providing the information, or

d. refuse to provide the information, specifying the reasons for the refusal.

19.21 Without limiting the reasons for which Engineering New Zealand may refuse to provide the information, it may refuse to provide the information if:

a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

b. the disclosure of the information would, or would be likely to, prejudice its commercial position or of any of its Members, or

c. 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 Engineering New Zealand, or

d. the information is not relevant to the operation or affairs of Engineering New Zealand, or

e. withholding the information is necessary to maintain legal professional privilege, or

f. the disclosure of the information would, or would be likely to, breach an enactment, or

g. the burden to Engineering New Zealand 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

h. the request for the information is frivolous or vexatious, or

i. 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.

- 19.22 If Engineering New Zealand 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 Engineering New Zealand:
- a. that the Member will pay the charge; or
 - b. that the Member considers the charge to be unreasonable.
- 19.23 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Rule 20: Appointments

Appointments and duties of staff

- 20.1 The Board will appoint a Chief Executive and determine their remuneration. The Board may establish procedures for the employment of other staff and the determination of their remuneration.
- 20.2 The Chief Executive will perform duties as directed by the Board.
- 20.3 The Board may delegate any of its powers under these Rules to the Chief Executive.
- 20.4 Employees of Engineering New Zealand are not eligible to be Board members.

Registrar contact person

- 20.5 the Chief Executive (and one other employee appointed by the Chief Executive, if desired) will register as contact persons with the Registrar of Incorporated Societies.
- 20.6 Both must be:
- a. at least 18 years of age
 - b. ordinarily resident in New Zealand; and
 - c. must not be disqualified from holding office.
- 20.7 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a. a physical address or an electronic address, and
 - b. a telephone number.
- 20.8 Any change in contact person or details of contact must be advised to the Registrar within 20 working days.

Rule 21: Annual General Meeting

- 21.1 The Annual General Meeting of Engineering New Zealand is held once each calendar year on a date and at a place decided by the Board. The Annual General Meeting must be held no later than the earlier of the following:
- a. Six (6) months after the end of the Financial Year
 - b. 15 months after the previous Annual General Meeting.
- 21.2 The business of an Annual General Meeting shall be to:
- a. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting
 - b. adopt the annual report on the operations and affairs of Engineering New Zealand
 - c. adopt the Committee's report on the finances of Engineering New Zealand, and the annual financial statements
 - d. consider any motions
 - e. consider any general business.
- 21.3 The Committee must, at each Annual General Meeting, present the following information:
- a. an annual report on the operation and affairs of Engineering New Zealand during the most recently completed accounting period
 - b. the annual financial statements for that period; and
 - c. 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).
- 21.4 The Board must give members at least 10 weeks' notice of the Annual General Meeting.
- 21.5 Members wanting to introduce a motion for consideration at the Annual General Meeting must send written notice to the Chief Executive no later than six weeks before the Annual General Meeting. The written notice must include a request to introduce the motion, and the background to and reasons for the motion.
- 21.6 The Board may, at its discretion, refuse to accept a motion put forward for consideration at the Annual General Meeting where it is of the opinion that:
- a. insufficient notice has been given; or
 - b. the motion to be moved at the Annual General Meeting will have a significant impact on the membership, or a section of the membership, such that an additional period of notification and consultation with the affected group or groups is required; or
 - c. the motion put forward is not related to the Objective; or
 - d. the motion put forward is substantially the same as a motion already voted on by the membership within the last two years; or
 - e. the motion is vexatious or not made in good faith.

- 21.7 If the Board refuses to accept a motion, it will give the Member reasons why the motion is not accepted and, where appropriate, information about the steps to be taken before the motion can fairly be put to the membership at a General Meeting. The Board will advise the Annual General Meeting of the motion put forward and the reason it was declined.
- 21.8 The agenda for the Annual General Meeting is distributed to each Member by post or by electronic means, at least two weeks before the Annual General Meeting. The agenda must include:
- a. notice of all motions to be put forward at the meeting
 - b. either a copy of the annual report or instructions about how to receive the report in electronic form; and
 - c. either a copy of the Annual Financial Statement, or a summary of it with instructions on how to obtain the full Annual Financial Statement.
- 21.9 The quorum for the Annual General Meeting is 10 members.
- 21.10 All General Meetings are chaired by the Chairperson or Deputy Chairperson.
- 21.11 The Board will take all practicable steps to make provision for Members to attend and vote at the Annual General Meeting remotely.
- 21.12 Engineering New Zealand must keep minutes of all General Meetings.

Rule 22: Special General Meeting

- 22.1 A Special General Meeting of Engineering New Zealand may be called at any time:
- a. by resolution of the Board; or
 - b. at the written request of not less than one (1) percent of Financial Members and provided that the request states the motion(s) to be moved at the meeting and the reasons for the motion(s).
- 22.2 If a Special General Meeting is requested, the following may apply:
- a. The meeting will normally be held within two months of the request, unless the Board and the requesting Financial Members agree to an extension.
 - b. If the Board is of the opinion that the motion(s) to be moved at the meeting may have a significant impact on the membership, or a section of the membership, the Board may require either of the following before calling the Special General Meeting:
 - i. an additional process of notification and consultation with any affected group or groups within the membership; or
 - ii. a referendum.
- If this happens, the Board may agree on an extension with the requesting Financial Members to allow the consultation or referendum to take place.
- 22.3 If the majority of Voting Members in a referendum called pursuant to Rule 22.2(b)(ii) do not support the motions put forward, the Board may, at its discretion, decline to hold the requested Special General Meeting.

- 22.4 Notice of the time and place of a Special General Meeting, and the motion(s) to be moved, will be distributed to each Member by post or electronic means, at least two weeks before the meeting.
- 22.5 No other motion(s) except that notified to the members will be considered at a Special General Meeting unless its subject matter is relevant to or deals with the subject matter of the notified motion(s).
- 22.6 The Board may make provision for Members to attend and vote at any Special General Meeting remotely. Members will be informed of the procedures for remote attendance and remote voting at least two weeks before each Special General Meeting.
- 22.7 One (1) percent of Voting Members will constitute a quorum for a Special General Meeting. Voting Members either physically present or attending remotely will be counted towards the number of Voting Members required to constitute a quorum.
- 22.8 If a quorum is not obtained within one hour after the time fixed for a Special General Meeting, the meeting will not be held.

Rule 23: Voting at meetings

- 23.1 Voting Members rightfully present, either physically or attending remotely, at any committee meeting or General Meeting have the right to vote on any motion put before that meeting.
- 23.2 Board members rightfully present, either physically or attending remotely, at any Board meeting have the right to vote on any motion put before that meeting.
- 23.3 Voting Members and Board members rightfully present at a meeting in accordance with Rules 23.1 and/or 23.2:
- a. will cast their votes in person or, where relevant, remotely; and
 - b. have the right to exercise one vote on each motion before a meeting. In the case of a tie, the Chairperson may exercise two votes (one a casting vote and one a deliberative vote).
- 23.4 A majority of votes will decide any motion or other question unless the Constitution provides otherwise.
- 23.5 The tally of votes received remotely on any motion will be presented to the meeting.

Rule 24: Referendum

- 24.1 The Board must take a referendum of Members on any question, at the written request of 100 or more Voting Members, and may call a referendum at any other time on its own initiative or in accordance with Rule 22.2(b)(ii).
- 24.2 The Board will not be bound by the results of any referendum, but it must promptly publish the results to Members.

Rule 25: Alterations of rules

- 25.1 This Constitution will only be made, amended or rescinded by a resolution passed at a General Meeting.
- 25.2 Before a motion to make substantive changes to this Constitution is put before a General Meeting, the Board will consider whether consultation with the membership is appropriate and undertake consultation to the extent the Board considers reasonable.
- 25.3 Substantive changes are changes that are more than minor or administrative, and are deemed to include any change to:
 - a. Members' rights and obligations
 - b. the Board's composition, powers and tenure; or
 - c. the membership class structure.
- 25.4 If the Board decides there are provisions in this Constitution that are contrary to law, it may amend the Constitution to remove that conflict. Any amendment for this purpose will be notified for endorsement at Engineering New Zealand's next General Meeting.

Rule 26: Regulations or by laws

- 26.1 The Board may make Regulations on matters referred to in this Constitution that requires further elaboration in detail.
- 26.2 Regulations will only be made, amended or rescinded by the assent of not less than two-thirds of the Board members.
- 26.3 The requirements for consultation on a proposed Regulation are the same as the requirements for a proposed substantive change to this Constitution, as set out in Rule 25.2.
- 26.4 Information regarding Regulations made, amended or rescinded will be promptly communicated to Members.

Rule 27: Property

- 27.1 The property and assets of Engineering New Zealand will only be used to further the Objectives. Unless provided in this Constitution, no portion of such property or assets, or profit or surplus, will be given to any Member except when this arises in the ordinary course of business.

Rule 28: Control and use of the common seal

- 28.1 Engineering New Zealand has a common seal that is kept by the Chief Executive at Engineering New Zealand's registered office.
- 28.2 Engineering New Zealand's common seal will be affixed to a document only on the resolution of the Board. Each impression of the seal must be attested in writing by any two Board members or a Board member and the Chief Executive.

Rule 29: Winding up

- 29.1 In the event of Engineering New Zealand winding up no distribution shall be made to any Member. The property and assets of Engineering New Zealand will be vested to a not for profit entity that has the following purposes or objectives:
- a. further engineering or scientific knowledge; and/or
 - b. promote the welfare of the engineering and technology profession; and/or
 - c. for any other similar purpose as decided by the Board.

SECTION 4: BRANCHES AND GROUPS

Rule 30: Branches and Young Engineers groups

Creation of Branches and Young Engineers groups

- 30.1 The Board may create regional Branches of Engineering New Zealand and decide the geographic boundaries that define each Branch.
- 30.2 The Board may create regional groups for Young Engineers to align with the closest Branch (“Young Engineers Group”).
- 30.3 Branches and Young Engineers Groups are subsidiary bodies of Engineering New Zealand and have no independent legal or financial status.

Objective of each Branch and Young Engineers group

- 30.4 The Objective of each Branch and Young Engineers Group is to advance the Objectives within their region, by:
 - a. delivering a regional programme supporting Engineering New Zealand’s strategy
 - b. providing networking opportunities among their Members
 - c. assisting with mentoring of Members
 - d. advancing member career development, including through encouraging chartership and events for continuing professional development
 - e. championing engineering in their region
 - f. supporting the wider community on behalf of the engineering profession; and
 - g. obtaining the views of their members and representing these views to the Board.

Management of each Branch and Young Engineers group

- 30.5 The affairs of each Branch and Young Engineers Group are managed by a committee chaired by a Chair.
- 30.6 The Chair and committee members are elected positions. Each Branch and Young Engineers Group will establish an election process for their branch/group consistent with any guidance or protocols defined by the Board.
- 30.7 Branches and Young Engineers Groups must operate their affairs according to any guidance, protocols or budgets defined by the Board, and consistent with these Rules and good governance practices.
- 30.8 Chairs and committees are accountable to their membership and the Engineering New Zealand Board.

Rights of members of each Branch and Young Engineers group

- 30.9 Every member of a Branch or Young Engineers Group is entitled to attend General Meetings of their branch or group.
- 30.10 Every Financial Member of a Branch or Young Engineers Group is entitled to vote at General Meetings and in elections relating to their branch or group.
- 30.11 Every Financial Member of a Branch or Young Engineers Group can nominate or be nominated for election to the position of Chair or committee member of the Branch or Young Engineers Group.

Responsibilities of each Branch and Young Engineers group

- 30.12 No Branch or Young Engineers Group may make a decision that will have significant impact outside of that Branch or Young Engineers Group, except with the permission of the Board.
- 30.13 At all times each Branch must represent itself as an Engineering New Zealand Branch, and each Young Engineers Group must represent itself as an Engineering New Zealand Young Engineers Group.

Removal of members and dissolution

- 30.14 The Board may, after following a fair process, remove a member of a Branch or Young Engineers Group committee if the committee member is not fulfilling their role in a manner consistent with any guidance, protocols, or budgets defined by the Board, the Objective and strategic direction of Engineering New Zealand, the Code of Ethical Conduct or these Rules.
- 30.15 The Board may, with three months' notice to a Branch or Young Engineers Group members, dissolve that Branch or Group, reallocate the geographic region that it represents, and transfer the members to other Branches or Young Engineers Groups according to the new geographical boundaries, where:
 - a. the members of the Branch or Young Engineers Group request the dissolution, as determined by a 75 percent majority of those present at a General Meeting called for the purpose of discussing a motion for dissolution; and/or
 - b. following consultation with the Branch or Young Engineers Group, the Board is of the view that the Branch or Young Engineers Group is nonviable, as evidenced by lack of activity or failure to form a committee for an extended period of time.

Rule 31: Engineering New Zealand Groups

Creation of Groups

- 31.1 Where the Board is satisfied there is a need, it may create a group to promote a specific technical, social, cultural, educational or other purpose (a "Group").
- 31.2 Groups are subsidiary bodies of Engineering New Zealand and have no independent legal or financial status.

Objective of each Group

- 31.3 The Objective of each Group will be the advancement of the Objective of Engineering New Zealand and its strategic direction within the area of activity or interest of the Group, including by:
 - a. delivering a programme for its members in support of Engineering New Zealand's strategy
 - b. informing members of the Group on important national and international developments and issues that lie within the area of activity or interest of the Group

- c. contributing to knowledge development and continuing professional development of members in the area of activity or interest of the Group
- d. supporting good engineering practice within the area of activity or interest of the Group
- e. in conjunction with Engineering New Zealand, preparing informed comment on public policy issues within the area of activity or interest of the Group
- f. creating a network among members with similar interests by regular communication and events; and
- g. supporting the wider community on behalf of the engineering profession, including in response to disaster.

Management of each Group

- 31.4 The affairs of each Group are managed by a committee chaired by a Chair.
- 31.5 The Chair and committee members are elected positions. Each Group will establish an election process for their group consistent with any guidance or protocols defined by the Board.
- 31.6 Groups must operate their affairs according to any guidance, protocols or budgets defined by the Board, and consistent with these Rules and good governance practices.
- 31.7 The Board and each Group must also operate in accordance with the Engineering New Zealand Group Charter, which sets out, among other things, their shared expectations and commitments.
- 31.8 Chairs and committees are accountable to their membership and the Engineering New Zealand Board.

Group membership

- 31.9 Every Engineering New Zealand member who expresses an interest in joining and who pays the relevant fees or subscription can be a member of a Group.
- 31.10 At the discretion of the committee of each Group, any other person or organisation who express an interest in the domain of activity or interest of the Group, and whose inclusion adds value to the activities of a Group, may be permitted to become a member of the Group, provided they pay the relevant fees or subscription.
- 31.11 Each organisation that is a member of a Group is entitled to nominate one or more persons as their representatives to the Group, and who are treated as individual members of the Group, at the Group committee's discretion.

Group member rights

- 31.12 Every member of the Group is entitled to attend General Meetings of the Group.
- 31.13 Every member of the Group who has paid their fees or subscriptions is entitled to vote at General Meetings and elections of the Group.
- 31.14 Every member of the Group who has paid their fees or subscriptions can nominate or be nominated for election to the position of Chair or committee member of the Group.
- 31.15 Membership of a Group does not confer the rights of membership of Engineering New Zealand.

Group and group member responsibilities

- 31.16 All members of the Group, whether they are Engineering New Zealand members or not, must act professionally and consistent with the Code of Ethical Conduct and the Engineering New Zealand Group Charter when representing themselves as a member of the Group.
- 31.17 At all times and in all forms of output that it creates, each Group must represent itself as a Group of Engineering New Zealand.
- 31.18 No Group may make a decision that will have significant impact outside of that Group, except with the permission of the Board.

Fees, income and expenditure

- 31.19 The committee of each Group will recommend for the Board's approval a membership fee or subscription as part of Engineering New Zealand's annual budgeting process. The recommended fee or subscription must be sufficient to cover the normal operating expenses of the Group.
- 31.20 Members of a Group who have not paid the fee or subscription within three months will be in arrears, and the procedures set out in Rules 9.10 to 9.13 will be applied to their membership of the Group.
- 31.21 Groups may charge fees or raise sponsorship for specific activities where the costs of those activities cannot be met from fees or subscription income, provided that the fees or sponsorship is in accordance with any guidance or protocols specified by the Board.
- 31.22 All Group funds, income and expenditure are accounted for as part of Engineering New Zealand's accounts.
- 31.23 Fee or subscription income must be expended only in furtherance of the Group's Objective and in accordance with any guidance or protocols specified by the Board.

Removal of members and Group dissolution

- 31.24 The Board may, after following a fair process, remove a member of a Group committee if the member is not fulfilling their role in a manner consistent with any guidance, protocols, or budgets defined by the Board, the Objective and strategic direction of Engineering New Zealand, the Engineering New Zealand Group Charter or the Code of Ethical Conduct.
- 31.25 A Group committee may, after following a fair process and in consultation with Engineering New Zealand, remove a Group member if the member is not acting consistent with any guidance, protocols, or budgets defined by the Board, the Objective and strategy of Engineering New Zealand, the Engineering New Zealand Group Charter or the Code of Ethical Conduct.
- 31.26 The Board may dissolve a Group where:
 - a. the members of the Group request the dissolution, as determined by a 75 percent majority of those present at a General Meeting called for the purpose of discussing a motion for dissolution; and/or
 - b. following consultation with the Group, the Board is of the view that the Group is nonviable as evidenced by poor financial performance, lack of activity or a failure to form a committee for an extended period of time.

Rule 32: Competence Registers

- 32.1 The Board may establish Competence Registers.
- 32.2 The Objective of each Competence Register is the advancement of the Objective of Engineering New Zealand by enabling engineers who demonstrate they meet prescribed competence standards within one or more areas of engineering practice to be recognised by registration on the Competence Register.
- 32.3 The Board will prescribe Regulations which may include:
- c. the procedures and processes for admission to and removal from the Competence Register
 - d. registration fees; and
 - e. management and oversight of the Competence Register.
- 32.4 The Board may dissolve a Competence Register if it is of the view that the need for the Competence Register no longer exists, or that the Competence Register is nonviable as evidenced by lack of registrants or persons seeking registration.

Rule 33: Collaborating Technical Societies and Joint Groups

- 33.1 The Board may recognise independent incorporated societies or not-for-profit organisations whose primary objective is the development and sharing of engineering knowledge as Collaborating Technical Societies.
- 33.2 The Board may recognise subsidiary groups of other engineering organisations as Joint Groups.
- 33.3 The Board may develop charters, protocols and/or memoranda of understanding with Collaborating Technical Societies and Joint Groups to assist in developing mutually beneficial relationships. No charter, protocol or memorandum will render Engineering New Zealand liable for the activities of a Collaborating Technical Society or Joint Group unless a specific contractual arrangement transferring liability is agreed.

SCHEDULE 1: COMPLAINTS AND DISCIPLINARY REGULATIONS

Interpretation

2. In these regulations unless the context otherwise requires:

Adjudicator means a Chair of Investigating Committees acting in the role of Adjudicator

early resolution means resolving concerns with the consent of the person raising the concerns and the member the concerns relate to

material conflict of interest means, in relation to any matter, a financial or other interest that is likely to affect a person's judgment on that matter

member means a person who has attained any class of membership as defined in Rule 6 of the Engineering New Zealand Rules, and in accordance with the procedures set out in Rule 7, unless another interpretation is specified, and includes former members

notify means send a written notice (by post, email, or other similar means of communication) to the last known address of the person concerned; and

professional development includes but is not limited to undertaking education, training or mentoring, or working under supervision.

Objectives of complaints and disciplinary process

3. The objectives of Engineering New Zealand's complaints and disciplinary process are to:
- 3.1 protect the public
 - 3.2 uphold professional standards
 - 3.3 hold members accountable where the standards reasonably expected of them are not met
 - 3.4 facilitate the growth or education of members; and
 - 3.5 achieve proportionate, fair and transparent outcomes.

Raising a concern and early resolution

How to raise concerns about a member

- 4. Any person can raise concerns with Engineering New Zealand about the conduct of a member in accordance with this clause and Rule 11 of Engineering New Zealand Rules.
- 5. The concerns must be made in writing and contain the complainant's name and contact details.
- 6. Engineering New Zealand will give reasonable assistance to enable a person to put their concerns in writing.

Engineering New Zealand will assess suitability for early resolution

- 7. When Engineering New Zealand receives concerns it will:
 - 7.1 notify the member the concerns relate to, and ask the member to provide a response; and
 - 7.2 assess whether the concerns are suitable for early resolution.
- 8. If the concerns are assessed as suitable for early resolution, Engineering New Zealand will propose this to the person raising the concerns and the member.

9. If the concerns are resolved by early resolution to the satisfaction of Engineering New Zealand, the complaint and the engineer, Engineering New Zealand will not take any further action in relation to the concerns.
10. If the concerns are assessed as unsuitable for early resolution, or the person raising the concerns and/or the member do not agree to early resolution, the concerns will be treated as a formal complaint and proceed through the formal complaints process.
11. Engineering New Zealand will consider the following factors in assessing whether concerns are suitable for early resolution:
 - 11.1 The seriousness of the alleged conduct, including any safety or public interest concerns;
 - 11.2 The interests of both the person raising the concerns and the member;
 - 11.3 Whether the objectives described at clause 3 can be achieved more effectively through early resolution than through the formal complaints process;
 - 11.4 Any other factors which Engineering New Zealand considers relevant.

Power to refer concerns directly to a Disciplinary Committee

12. Engineering New Zealand may refer concerns directly to a Disciplinary Committee without considering early resolution according to clauses 7 to 11 or investigating the matter according to clauses 26 to 42 where the member:
 - 12.1 Has been convicted, whether before or after they became a member, by a Court or Tribunal of an offence punishable by a sentence of imprisonment or a fine exceeding \$2,000; or
 - 12.2 Has been disciplined under section 21 of the Chartered Professional Engineers of New Zealand Act 2002 or any subsequent amendments to that Act.

Own motion inquiries

Engineering New Zealand can inquire into matters on own motion.

13. Engineering New Zealand can inquire into any matter under these regulations if it has reason to suspect that a member has breached the Rules of Engineering New Zealand.
14. If Engineering New Zealand commences an own motion inquiry it:
 - 14.1 will carry out an initial investigation of the matter in accordance with clauses 26 and 27; or
 - 14.2 if a complaint on that matter has already been made, will continue to inquire into the matter even if the complaint is then withdrawn.
15. An inquiry commenced under this clause is deemed to be a formal complaint.

Managing risk

Engineering New Zealand may notify certain persons of risk of harm

16. Whenever Engineering New Zealand has reason to believe that the practice of a member may pose a risk of harm to the public, Engineering New Zealand may give any or all of the following persons or organisations written notice of the circumstances that have given rise to that belief:
 - 16.1 WorkSafe
 - 16.2 Another relevant regulator (for example, the New Zealand Transport Agency, the Ministry of Business, Innovation and Employment, the Licensed Building Practitioners Board)
 - 16.3 A relevant building consent authority
 - 16.4 Any person or organisation who, to the knowledge of Engineering New Zealand, is the member's employer or who works in partnership or association with the member.

17. Any notice under clause 16 must be approved by the President in consultation with the Chief Executive before it is given.
18. If, after giving notice under clause 16 in respect of a member, Engineering New Zealand forms the view that the practice of the member never posed, or no longer poses, a risk of harm to the public, Engineering New Zealand must promptly notify every recipient of the notice under clause 16 of the current position in respect of the member.
19. Promptly after giving a notice about a member under clause 16, Engineering New Zealand must give a copy of the notice to the member.

Interim suspension of membership pending the outcome of a concerns, complaints or disciplinary process if appropriateness of member's conduct in doubt

20. Whenever a member is alleged to have engaged in conduct that, in Engineering New Zealand's opinion held on reasonable grounds :
 - 20.1 is relevant to a criminal or disciplinary investigation or proceeding which is pending against the member and casts doubt on the appropriateness of the member's conduct in their professional capacity; and/or
 - 20.2 poses a risk of serious harm to the public then Engineering New Zealand may suspend that member's membership of Engineering New Zealand until the outcome of that process or proceeding.
21. A decision to suspend a member under clause 20 must be approved by the President in consultation with the Chief Executive.
22. Subject to clause 21, Engineering New Zealand may:
 - 22.1 publish the fact of suspension on its register of members on its website;
 - 22.2 notify any of the persons or organisations listed in clause 16 of the fact of the suspension and the circumstances which have given rise to the suspension.
23. Engineering New Zealand may not suspend a member's membership under clause 20 unless it has first:
 - 23.1 Informed the member concerned why it is considering suspending their membership; and
 - 23.2 Given the member a reasonable opportunity to make submissions on the proposed suspension.
24. No person who has been suspended may claim or imply membership of Engineering New Zealand during the term of that suspension under Rule 8.5 of the Engineering New Zealand Rules.
25. Subject to any orders of a disciplinary committee, Engineering New Zealand must reinstate the member's membership as soon as practicable after it is satisfied that the appropriateness of the member's conduct in their professional capacity is no longer in doubt and/or the member does not pose a risk of serious harm to the public.

Formal complaints process

Initial investigation

26. Engineering New Zealand will, as soon as practicable after commencing a formal complaint process, carry out an initial investigation of the complaint and:
 - 26.1 Refer the complaint to an Investigating Committee; or
 - 26.2 Dismiss the complaint on a ground in clause 28.
27. Engineering New Zealand may gather any further information from the complainant, the member, or any other party, that it considers necessary to complete an initial investigation of the complaint.

Reasons for not referring a complaint to an Investigating Committee

28. Engineering New Zealand can dismiss a complaint without referring it to an Investigating Committee if an Adjudicator decides, according to clauses 29 to 32, that:
- 28.1 there is no applicable ground of discipline under Rule 11 of the Engineering New Zealand Rules; or
 - 28.2 the subject matter of the complaint is trivial; or
 - 28.3 the alleged breach of Rule 4 is insufficiently grave to warrant further investigation; or
 - 28.4 the complaint is frivolous or vexatious or is not made in good faith; or
 - 28.5 the person alleged to be aggrieved does not wish action to be taken or continued; or
 - 28.6 the complainant does not have a sufficient personal interest in the subject matter of the complaint; or
 - 28.7 an investigation of the complaint is no longer practicable or desirable given the time elapsed since the matter giving rise to the complaint; or

How a decision to refer complaint to an Investigating Committee is made

29. After carrying out an initial investigation Engineering New Zealand will:
- 29.1 appoint an Adjudicator to determine if the complaint should be dismissed on a ground contained in clause 28, referred to alternative dispute resolution, or be referred to an Investigating Committee; and
 - 29.2 make a recommendation to the Adjudicator whether the complaint should be dismissed on a ground contained in clause 28, referred to alternative dispute resolution, or be referred to an Investigating Committee.
30. The Adjudicator or Engineering New Zealand can seek to verify information in the complaint by requesting a statutory declaration by the complainant or member.
31. After considering Engineering New Zealand's recommendation, the Adjudicator can explore (with the complainant and the member) the possibility of the complaint being referred to an alternative dispute resolution process for 60 days or any other time period that the Adjudicator thinks fit.
32. If alternative dispute resolution is not used or it does not resolve the dispute within the requisite time period, the Adjudicator will decide whether the complaint should be:
- 32.1 referred to an Investigating Committee; or
 - 32.2 dismissed on a ground in clause 28.

Engineering New Zealand will notify and implement decision of Adjudicator

33. Engineering New Zealand will:
- 33.1 notify the complainant and the member of the Adjudicator's decision under clause 32 and the reasons for the decision.
 - 33.2 if the Adjudicator's decision is to refer the matter to an Investigating Committee, Engineering New Zealand will appoint an Investigating Committee under clause 87 and refer the complaint to that Committee.

Investigation

Investigating Committee will decide whether to refer complaint to a Disciplinary Committee

34. An Investigating Committee will, as soon as practicable after receiving a complaint referred by an Adjudicator, investigate the matter and:
- 34.1 refer it to a Disciplinary Committee; or
 - 34.2 dismiss it on a ground in clause 28.

Powers of an Investigating Committee

35. Subject to clauses 81 and 82, an Investigating Committee can:
- 35.1 make, or appoint a person to make, any inquiries it considers necessary;
 - 35.2 engage counsel to advise the Committee on matters of law, procedure, and evidence;
 - 35.3 request the member complained about or the complainant to provide to the Committee, within a specified period of at least 14 days or any other period that the Committee thinks fit, any documents, things, or information that are in the possession or control of the person and that are relevant to the investigation;
 - 35.4 take copies of any documents provided to it;
 - 35.5 request the member complained about or the complainant to appear before the Committee, at that person's own cost, on at least 14 days' notice;
 - 35.6 receive any evidence that it thinks fit;
 - 35.7 request a person giving evidence to verify a statement by statutory declaration; and
 - 35.8 provide information to assist the complainant and the member about obtaining counsel or other advocacy assistance.
36. If, at any time in the course of investigating a complaint about a member, an investigating committee has reason to believe that the member's practice poses a risk of harm to the public, the committee:
- 36.1 must immediately notify Engineering New Zealand of that belief and the reasons for it; and
 - 36.2 if, in the committee's opinion, those reasons justify suspending the member's membership under clause 20, may recommend that Engineering New Zealand suspend the member's membership.

Investigating Committee can explore alternative dispute resolution for complaints

37. Before making its decision under clause 34, the Committee can explore, with the complainant and the member, the possibility of the complaint being referred to an alternative dispute resolution process.
38. If a complaint is referred to an alternative dispute resolution process under clause 37 and the complainant and member do not resolve the dispute within 60 days of the referral, or within any other time period the Committee thinks fit, the Committee will make a decision according to clause 34 on the complaint.

Investigating Committee will give member complained about opportunity to respond

39. If an Investigating Committee's provisional decision is to refer a complaint to a Disciplinary Committee, the Investigating Committee will:
- 39.1 Give the member a copy of its provisional decision; and
 - 39.2 Give the member a reasonable opportunity to make submissions on the provisional decision.

How an Investigating Committee's decision is made

40. An Investigating Committee will make its decision as soon as practicable. However, it can delay making the decision until the outcome is known of any other legal proceedings that could affect its findings.
41. If the Investigating Committee is not unanimous, the majority decision is the decision of the Investigating Committee (although dissenting Committee members can issue dissenting views).

Engineering New Zealand will notify and implement decision of an Investigating Committee

42. Engineering New Zealand will:
- 42.1 notify the complainant and the member of the Investigating Committee's decision, the reasons for the decision, including any dissenting views; and

- 42.2 if the Investigating Committee's decision is to refer the complaint to a Disciplinary Committee, it will appoint a Disciplinary Committee in accordance with clause 89 and refer the matter to that Committee.

Disciplinary process

Disciplinary Committee will determine complaint

43. A Disciplinary Committee will, as soon as practicable after receiving a complaint, hear the matter and decide whether there are grounds for disciplining the member under Rule 11 of the Engineering New Zealand Rules.
44. If the Committee decides that there are no grounds for disciplining the member, it will dismiss the complaint.
45. If the Committee decides that there are grounds for disciplining the member, it will decide whether and how to exercise Engineering New Zealand's powers under Rule 11, by imposing one or more of the following penalties on the member including:
- 45.1 removing their membership;
 - 45.2 suspending their membership for any period;
 - 45.3 suspending their membership until such time as they fulfil requirements for professional development, as specified by the Committee;
 - 45.4 suspending their membership for a period of time if, by a prescribed date, the member does not fulfil requirements for professional development specified by the Committee;
 - 45.5 fining them an amount not exceeding \$10,000;
 - 45.6 censuring them;
 - 45.7 ordering them to pay a portion of the costs and expenses of, and incidental to, the inquiry by Engineering New Zealand;
 - 45.8 naming them, publishing a copy of the Committee's decision on Engineering New Zealand's website, or publicising the Committee's decision in any other manner.

Powers of a Disciplinary Committee

46. A Disciplinary Committee has the same powers as an Investigating Committee under clauses 35 and 36
47. Additionally, subject to clauses 81 and 82, a Disciplinary Committee can:
- 47.1 Request the Investigating Committee to provide its report into the complaint and copies of the evidence it considered; and
 - 47.2 Request that one or more members of the Investigating Committee appear before the Disciplinary Committee, on at least 14 days' notice.

How a Disciplinary Committee considers a complaint

48. A Disciplinary Committee will hear the complaint by way of an in-person hearing, unless the Committee and the parties to the complaint agree that an in-person hearing is not required.
49. Before making the decision on a complaint under clause 43, the Committee will —
- 49.1 send details of the complaint to the complainant and member;
 - 49.2 invite the member to respond in writing to the complaint within a specified period (at least 14 days); and

- 49.3 give the complainant, the member, and any other person alleged to be aggrieved (if not the complainant) at least 28 days' notification of:
- i. the time and place of the hearing;
 - ii. the right to be heard and represented, and to present evidence at the hearing; and
 - iii. request they notify the Committee within a specified period (at least 14 days) if they want to be heard or to present evidence (including the calling of witnesses) at the hearing.
50. The complainant, the member, and any person alleged to be aggrieved have the right to be heard and represented, and to present evidence at the hearing.

How a Disciplinary Committee's decision is made

51. A Disciplinary Committee will make its decision as soon as practicable. However, it can delay making the decision until the outcome is known of any other legal proceedings that could affect its findings.
52. If the Committee is not unanimous, the majority decision is the decision of the Committee (although dissenting Committee members can issue dissenting views).

Engineering New Zealand will notify and implement decision of a Disciplinary Committee

53. Engineering New Zealand will:
- 53.1 notify the complainant and the member of the Committee's decision under clause 43 the reasons for that decision, any dissenting views, and their rights of appeal under the Rules of Engineering New Zealand and these regulations; and
 - 53.2 subject to any request for an appeal, implement the Committee's orders, at least 28 days after notifying the complainant and the members of the decision before an order made under Rule 10 of the Engineering New Zealand Rules takes effect.

Appeals

Lodging of appeals

54. Either the complainant or the member can lodge a request for an appeal against the decision or any penalty imposed by a Disciplinary Committee, provided that:
- 54.1 the request for the appeal is lodged in writing with the Chief Executive within 28 days of notification of the decision of the Disciplinary Committee; and
 - 54.2 the ground for the appeal is provided with the request; and
 - 54.3 the party making the application pays any appeal application fee as specified by the Board.

Appeal Committee will decide whether to hear an appeal

55. An Appeal Committee will, as soon as practicable after receiving a request to hear an appeal against a decision of a Disciplinary Committee, decide whether:
- 55.1 there are grounds for hearing an appeal under clause 56; or
 - 55.2 the request for an appeal to be heard should be dismissed.

Grounds for granting a request to hear an appeal

56. An Appeal Committee will grant a request to hear an appeal against a Disciplinary Committee decision if it considers that one or more of the following grounds exist:
- 56.1 new evidence of a decisive nature that could not reasonably have been available at the time of the Disciplinary Committee hearing is now available;
 - 56.2 the Disciplinary Committee did not follow the procedures set out in these regulations;
 - 56.3 the penalty imposed by the Disciplinary Committee is unfair in light of the gravity of the breach concerned;
 - 56.4 the decision reached by the Disciplinary Committee is manifestly at odds with the evidence presented at the hearing.

Notification of decision to allow appeal to be heard

57. Engineering New Zealand will notify the complainant and the member of the Appeal Committee's decision on whether it will hear the appeal.

Determination of appeal

58. An Appeal Committee:
- 58.1 will, as soon as practicable after it makes its decision to hear an appeal under clause 55.1, hear the matter and decide whether to confirm, vary, or reverse the decision or any order of the Disciplinary Committee; and
 - 58.2 can also make any decision or order that the Disciplinary Committee was empowered to make, as well as an order for the payment of the costs of the appeal, and refund of any appeal application fee paid as it thinks fit.

Powers of an Appeal Committee

59. Subject to clauses 81 and 82, an Appeal Committee has the same powers as a Disciplinary Committee.

Way in which Appeal Committee must consider appeal

60. Before making the decision under clause 58 on an appeal, the Appeal Committee must:
- 60.1 give the complainant, the member, and any person alleged to be aggrieved (if not the complainant) at least 28 days' notification of:
 - i. the time and place of the hearing; and
 - ii. the right of those persons to be heard and represented at the hearing; and
 - 60.2 advise each of the persons in clause 60.1 that they must notify the Committee within a specified period (at least 14 days) if the person wishes to be heard by the Committee on the appeal.
61. The complainant, member, and any person alleged to be aggrieved have the right to be heard and represented at the hearing and to make written submissions.
62. Unless the Appeal Committee otherwise directs:
- 62.1 it is not permissible to recall witnesses who gave evidence before the Disciplinary Committee or to call other witnesses, and
 - 62.2 the material before the Appeal Committee must be the record of the proceedings of the Disciplinary Committee and its report and any documents that supported it, together with any additional submissions made in respect of the appeal.

Way in which Appeal Committee's decision must be made

- 63. The Appeal Committee's decision under clause 58 on an appeal is made in the same way as a Disciplinary Committee under clauses 51 and 52.
- 64. Appeal Committee hearings are private.
- 65. An appeal is by way of rehearing.

Engineering New Zealand must notify and implement decision

- 66. Engineering New Zealand must:
 - 66.1 notify the complainant and the member of the Appeal Committee's decision under clause 58; and
 - 66.2 take the steps necessary to implement any orders made.
- 67. The Appeal Committee's decision is final and binding.

Notification and implementation of orders

Notification of orders to the Board

- 68. In all cases where any order(s) are made under these regulations, the Chief Executive must report to the Board, with particulars of the order(s).

Payment of fines and costs

- 69. Any fine or costs ordered to be paid under these regulations are immediately due and recoverable as a civil debt. The order continues to apply whether or not a member is suspended or expelled under these regulations, or resigns before or after the order is made.
- 70. The existence of a debt described in clause 69 is sufficiently proved by the production of:
 - 70.1 the Rules of Engineering New Zealand and these regulations; and
 - 70.2 the declaration of the member on their form of application for membership (if available); and
 - 70.3 a copy of either:
 - i. the decision or order(s) of the Disciplinary Committee setting out the fine or costs to be paid, such decision or order(s) to be certified as a true and correct record by affixing to it the signatures of a majority of members of the Disciplinary Committee (including the Chairperson), present when the decision or order was made; or
 - ii. in the case of an appeal, the decision of the Appeal Committee duly certified as a true copy by the Chief Executive of Engineering New Zealand.

Grants towards costs

- 71. Engineering New Zealand is not liable for any expense by way of travelling, engagement of counsel, calling of any witness or in any other matter connected with the investigation, incurred either by the member whose conduct is under investigation nor by the complainant; but the Board can, at its discretion, and without being deemed to make any admission of liability by so doing, make a grant to a member or complainant to cover the whole or any part of such expense.

Enforcement of orders

- 72. If a member against whom an order has been made fails to comply with that order within a period of 30 days from the date at which proceedings under these regulations are complete, or such other time as specified by the Chief Executive as reasonable in the circumstances for the particular order, the Chief Executive can suspend the Engineering New Zealand member until the order is complied with.

73. If the Engineering New Zealand member against whom the order is made fails to comply within a further period of 30 days from the date at which the period specified in clause 72 has expired, the Chief Executive can remove the Engineering New Zealand member from membership of Engineering New Zealand.
74. The Chief Executive can publish the fact of any action taken under this clause and the name of the member.

Delegations

Persons carrying out delegated functions and powers under these regulations

75. The Board can delegate to the following persons the functions and powers given to those persons by these regulations:
- 75.1 Chairs of Investigating Committees appointed under clause 85;
 - 75.2 Investigating Committees appointed under clause 87;
 - 75.3 Chairs of Disciplinary Committees appointed under clause 85;
 - 75.4 Disciplinary Committees appointed under clauses 89 to 91;
 - 75.5 Appeal Committees appointed under clause 93; and
 - 75.6 Chief Executive, in respect of organisational and notification actions required to implement these regulations in an effective manner.
76. The Board can delegate the authority to appoint persons to roles under clause 75 to either a single member of the Board or the Chief Executive.

Regulations do not limit the Board's power to carry out delegated functions and powers

77. The fact that these regulations give a function or power to a person does not prevent the Board from performing the function or exercising their power.

General provisions about appointments, revocations of appointments and resignations

78. The Board can appoint a person to a role under these regulations by written notice to that person.
79. The Board can, at any time:
- 79.1 Revoke a person's appointment to a role under these regulations by written notice to that person;
 - 79.2 Require a person appointed to a role under these regulations not to participate in a matter if the Board considers that, due to a material conflict of interest or otherwise, it would be inappropriate for that person to continue in their role in respect of that matter;
 - 79.3 Reconstitute anybody of persons appointed under these regulations by written notice to that body.
80. Any person appointed under these regulations can resign the appointment to that role by written notice to the Chief Executive.

General provisions about procedures

81. Every person or body appointed under these regulations must:
- 81.1 give reasons for its decisions under these regulations; and
 - 81.2 observe the rules of natural justice.
82. Except as otherwise provided in the Rules of Engineering New Zealand or these regulations, a person or body of persons appointed under these regulations can regulate their own procedure as they think fit.

Engineering New Zealand must keep list of persons who can be members of Committees

- 83. Engineering New Zealand must keep a list of persons who can be members of Investigating Committees and Disciplinary Committees.
- 84. Engineering New Zealand must select persons for the list who are Members, Chartered Members or Fellows and, in selecting persons, must have regard to:
 - 84.1 the extent of their experience in, and knowledge of professional engineering; and
 - 84.2 their experience in competency assessments; and
 - 84.3 their experience in investigating and hearing complaints in professional engineering or other professions.

Chairs of Investigating and Disciplinary Committees

- 85. Engineering New Zealand must appoint persons from the list kept under clause 83 to be:
 - 85.1 Chairs of Investigating Committees; and
 - 85.2 Chairs of Disciplinary Committees.
- 86. An appointment:
 - 86.1 is for the term specified by Engineering New Zealand on making the appointment, up to a maximum term of two years; and
 - 86.2 can be renewed.

Investigating Committee

- 87. Engineering New Zealand can appoint, for a particular case or class of cases, an Investigating Committee consisting of:
 - 87.1 a Chair of Investigating Committees; and
 - 87.2 two other persons from the list kept under clause 83.
- 88. In appointing a member to a Committee for a case or class of cases, Engineering New Zealand must endeavour to ensure that the member does not have a material conflict of interest on the case or class of cases.

Disciplinary Committee

- 89. Engineering New Zealand can appoint, for a particular case or class of cases, a Disciplinary Committee consisting of:
 - 89.1 A Chair of Disciplinary Committees; and
 - 89.2 one other person from the list kept under clause 83; and
 - 89.3 one person who:
 - i. is not an engineer; and
 - ii. is nominated by a body that Engineering New Zealand considers to be representative of consumer interests.
- 90. Engineering New Zealand can appoint a further two persons to a Disciplinary Committee for a particular case or class of cases if it considers it appropriate or necessary in the circumstances.
- 91. Any two persons appointed under clause 90 must consist of:
 - 91.1 one person from the list kept under clause 83; and
 - 91.2 one person who:
 - i. is not an engineer; and
 - ii. is nominated by Engineering New Zealand.

92. In appointing a member to a Disciplinary Committee for a case or class of cases, Engineering New Zealand must endeavour to ensure that the member does not have a material conflict of interest on the case or class of cases.

Appeal Committee

93. Engineering New Zealand can appoint for a particular case or class of cases, an Appeal Committee consisting of:
- 93.1 two Engineering New Zealand representatives, being either the President and one Past President, or two Past Presidents; and
 - 93.2 a barrister of the High Court of New Zealand.
94. In appointing an Appeal Committee for a case or class of cases, Engineering New Zealand must endeavour to ensure that the Committee members do not have a material conflict of interest on the case or class of cases.

Indemnity

95. Persons undertaking duties on behalf of Engineering New Zealand, pursuant to these regulations, are indemnified in the discharge of their duties under these regulations, provided that each person so indemnified has immediately disclosed any actual or perceived conflict of interest to Engineering New Zealand.

SCHEDULE 2: DISPUTE RESOLUTION RULES

How complaint is made

1. A Member or a Board member may make a complaint by giving to the Board (or a complaint subcommittee) a notice of the Dispute in writing that:
 - a. states that the Member or Board member is starting a procedure for resolving a Dispute in accordance with the Constitution; and
 - b. sets out the allegation(s) to which the Dispute relates and whom the allegation or allegations is or are against; and
 - c. sets out any other information or allegations reasonably required by Engineering New Zealand.
2. The information setting out the allegations must be sufficiently detailed to ensure that a person 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 to prepare a response.
3. A complaint may be made in any other reasonable manner permitted by the Constitution.
4. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to Engineering New Zealand's activities.
5. The complainant raising a Dispute, and the Committee, 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.

Person who makes complaint has right to be heard

6. A Member or a Board member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
7. Without limiting the manner in which the Member or Board member 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 or Board member's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

8. This clause applies if a complaint involves an allegation that a Member or Board member or Engineering New Zealand (the 'respondent'):
 - a. has breached, or is likely to breach, a duty under the Constitution or bylaws or the Act; or
 - b. has damaged the rights or interests of a Member or the rights or interests of Members generally.
9. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
10. If the respondent is Engineering New Zealand, a Board member may exercise the right on behalf of Engineering New Zealand.

11. 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
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

12. Engineering New Zealand 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.
13. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Engineering New Zealand may decide not to proceed with complaint

14. Despite the 'Investigating and Determining Dispute' rule above, Engineering New Zealand may decide not to proceed further with a complaint if—
 - a. the complaint is considered to be trivial; or
 - b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Member or a Board member has engaged in material misconduct:
 - ii. that a Member, Board Member, or Engineering New Zealand has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws or the Act:
 - iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
 - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or the person who makes the complaint has an insignificant interest in the matter; or
 - d. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - e. there has been an undue delay in making the complaint.

Engineering New Zealand may refer complaint

15. Engineering New Zealand may refer a complaint to:
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
16. Engineering New Zealand 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).

Decision makers

17. A person may not act as a decision maker in relation to a complaint if two (2) or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
 - a. impartial; or
 - able to consider the matter without a predetermined view.