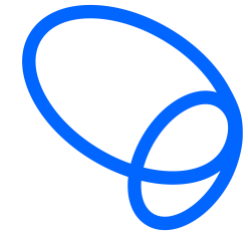


# ENGINEERING NEW ZEALAND RULES REVIEW CONSULTATION

---



## PURPOSE

Our vision is to have Rules that are modern, streamlined and supportive of the way our Branches, Groups and members do business. Some of our current Rules are overly complex, unclear or even inconsistent, particularly for our Branches and Groups, and make our volunteers' jobs harder than they need to be. Other rules are simply not followed as they no longer reflect the way we work.

In consultation with members, we want to revise the Rules to better reflect the modern and relevant organisation that we are, and how we do business. We want our Rules to support our operations and our volunteers rather than hinder them.

## CONSULTATION

We've listened to what our members have told us about the Rules over the past few years and what we've heard from them has informed this review. In addition, this year we've held two rounds of consultation with members. Our first round of consultation ran from February to March 2018. We received submissions from two members and some high-level comments from technical group representatives. Our second round of consultation ran from May to the end of July 2018. We received 194 submissions, which are summarised [here](#).

The Board considered the submissions and provided direction for a new draft set of Rules. The Board delegated to a sub-committee of Board members the final review and sign-off of a draft set of Rules for membership consultation. This sub-committee (which included the President and Immediate Past President) has approved the following draft Rules for what is now our third round of consultation.

There were some submissions that haven't been adopted in this new draft set of Rules because they raised issues that are best addressed through policy or regulations rather than in the Rules themselves, and there was also feedback that directly conflicted. The Board's direction for the new draft set of Rules was informed by the strongest themes arising from the consultation taking into account practical and legal implications.

# WE'RE NOW SEEKING FURTHER FEEDBACK

The Board is now calling for feedback from members on the draft set of Rules.

To make it easier to see and understand any changes, this consultation document sets out the current Rules, the proposed new Rules, and reasons for any proposed change.

To provide your feedback, consider this consultation document and then complete our short online survey [here](#).

This third round of consultation is open from 18 October to 16 November 2018.

The Board will consider the submissions received during this third round of consultation and approve a final draft set of Rules. This Final draft set of Rules will be legally reviewed by our external legal advisors before being put to the membership to vote on at next years' AGM in March. The version to be voted on will be circulated to members well in advance of the AGM so members have sufficient time to consider them.

# SECTION I – TENETS

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p><b>RULE 1: NAME</b></p> <p>“THE INSTITUTION OF PROFESSIONAL ENGINEERS NEW ZEALAND INCORPORATED”, trading as “ENGINEERING NEW ZEALAND”.</p>	<p><b>RULE 1: NAME</b></p> <p>1.1 Our name is “THE INSTITUTION OF PROFESSIONAL ENGINEERS NEW ZEALAND INCORPORATED”, trading as “ENGINEERING NEW ZEALAND / TE AO RANGAHAU”.</p>	<p>The majority of people consulted so far agreed that the legal name should remain as it is for now. We also want to celebrate our new Te Reo Maori name, gifted to us by Sir Tamati Reedy, and embody it within our Rules.</p>
<p><b>RULE 2: INTERPRETATION</b></p> <p>2.1 Definitions</p> <ul style="list-style-type: none"> <li>a. “The Board” means the Board of Engineering New Zealand.</li> <li>b. “Branch” means a regional group of Engineering New Zealand members established according to Rule 25.</li> <li>c. “Chapter” means a group of Student Members studying at a particular Education Provider, established according to Rule 30.</li> <li>d. “Chief Executive” means the employee of Engineering New Zealand so designated by the Board and appointed by the Board in accordance with the Rules, or any person appointed by the Board to perform the duties of the Chief Executive temporarily.</li> </ul>	<p><b>RULE 2: INTERPRETATION</b></p> <p>2.1 Definitions</p> <ul style="list-style-type: none"> <li>a. “Board” means the Board of Engineering New Zealand.</li> <li>b. “Branch” means a regional group of Engineering New Zealand members established according to Rule 25.</li> <li>c. “Chief Executive” means the person appointed by the Board and delegated the duties of Chief Executive under Rule 15.12.</li> <li>d. “Days” means calendar days, unless otherwise stated.</li> <li>e. “Engineering New Zealand member” or “member” means a person who is a member of Engineering New Zealand whatever their membership class, unless otherwise stated.</li> <li>f. “Financial Member” means a member who has paid their Annual Membership Fee for the current year.</li> </ul>	<p>There was no strong feedback for change to this Rule during the consultation.</p> <p>Two Branches submitted that a definition of “professional engineer” or “engineering professional” should be included, but the definition proposed (Washington Accord) does not reflect our current strategy or direction, which is supported by the majority of members. Given the recent changes to our membership pathway and strategy in this regard, we do not think it is timely to revisit this now. For these reason, those</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>e. “Collaborating Technical Society” means an organisation with which Engineering New Zealand has a formal agreement as defined in Rule 29.</p> <p>f. “Competence Register” means a list of registered persons established according to Rule 28.</p> <p>g. “Education Provider” means any establishment teaching engineering or technology at a tertiary level.</p> <p>h. “Engineering New Zealand member” means a person who has attained any class of membership as defined in Rule 6, and in accordance with the procedures set out in Rule 7, unless a contrary interpretation is specified.</p> <p>i. “Fellow” means a person approved in the class of Fellow in terms of Rules 6 and 7 and wherever these Rules provide rights or privileges for a Fellow, these shall also apply to any Honorary Fellow or Distinguished Fellow.</p> <p>j. “Financial Member” means an Engineering New Zealand member who is not in arrears of the subscription payment for their relevant Membership Class as provided for under Rule 8.</p> <p>k. “Financial Year” means the period commencing on 1st October and ending on 30th September of the following year.</p> <p>l. “Membership Class” means any class of membership listed in Rule 6.</p> <p>m. “Membership Register” means the register of all Engineering New Zealand members, held by Engineering</p>	<p>g. “Financial Year” means the period starting 1 October and ending 30 September the following year.</p> <p>h. “General Meeting” means an Annual General Meeting or a Special General Meeting.</p> <p>i. “Membership Class” means any class of membership listed in Rule 6.</p> <p>j. “Membership Register” means the register of all members held by Engineering New Zealand in accordance with the requirements of the Incorporated Societies Act 1908.</p> <p>k. “Objectives” means the Objectives of Engineering New Zealand listed in Rule 3.</p> <p>l. “Regulation” means a regulation created under Rule 22.</p> <p>m. “Rule” means a Rule of Engineering New Zealand unless another interpretation is specified.</p> <p>n. “Subscription Year” means the same as “Financial Year”.</p> <p>o. “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.</p> <p>p. “Young Engineer” means an Engineering New Zealand member who is under the age of 35 years.</p> <p>2.2 Additional provisions</p> <p>a. Wherever these Rules provide rights or privileges for a Fellow, those rights and privileges also apply to any Honorary or Distinguished Fellow.</p>	<p>recommendations have not been included at this time.</p> <p>Some minor amendments have been made to this section that reflect changes elsewhere in the Rules.</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>New Zealand in accordance with the requirements of the Incorporated Societies Act 1908.</p> <p>n. “Practice College” means a group of Engineering New Zealand members established according to Rule 27.</p> <p>o. “Regulations” means regulations created under Rule 21.</p> <p>p. “Rule” means a Rule of Engineering New Zealand unless a contrary interpretation is specified.</p> <p>q. “Special Interest Group” means a group of Engineering New Zealand members and other persons united by common interests established according to Rule 26.</p> <p>r. “Subscription Year” with effect from 1 October 1993 means the same as “Financial Year” above.</p> <p>s. “Technical Interest Group” means a group of Engineering New Zealand members and other persons united by common technical interests established according to Rule 26.</p> <p>t. “Voting Member” means a person who is a current Financial Member in the class of Distinguished Fellow, Fellow, Chartered Member, Member, Emerging Professional, Honorary Fellow or Companion as defined in Rule 6.</p> <p>u. Where the context requires, the singular shall include the plural and vice versa and the masculine shall include the feminine and vice versa.</p>	<p>b. Where the context requires, the singular includes the plural and vice versa.</p> <p>2.3 Substantial compliance with the spirit and intent of these Rules is sufficient. No decision, resolution, appointment, meeting, election or any other exercise of powers conferred or implied in these Rules will be invalid because of a failure to solely comply with these Rules.</p> <p>2.4 If the Board decides there are provisions in these Rules that are contrary to law, it may amend the Rules to remove that conflict. Any amendment for this purpose will be notified for endorsement at Engineering New Zealand’s next General Meeting.</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>2.2 Application of rules</p> <p>A substantial compliance with these Rules shall be good and sufficient at all times to meet spirit and intent, and no decision, resolution, appointment, meeting, election or any other exercise of powers conferred or implied herein shall be deemed to be invalid solely by reason of failure to comply exactly with these Rules.</p> <p>2.3 Statutory requirements</p> <p>If it is the opinion of the Board that there are provisions in these Rules that are contrary to the requirements of an Act of Parliament or any other binding legal requirement, then the Board is empowered to amend the Rules to the extent so required, provided that any such amendments are duly notified for endorsement at the next General Meeting of Engineering New Zealand.</p>		
<p><b>RULE 3: OBJECT</b></p> <p>The Object of Engineering New Zealand shall be the advancement of New Zealand’s engineering profession by means including but not limited to:</p> <ul style="list-style-type: none"> <li>a. developing and sharing advances in engineering and technological knowledge;</li> <li>b. developing technological skills to improve the well-being of society;</li> <li>c. representing the engineering profession;</li> </ul>	<p><b>RULE 3: OBJECTIVES</b></p> <p>The Objective of Engineering New Zealand is to advance engineering and New Zealand’s engineering profession, including:</p> <ul style="list-style-type: none"> <li>a. supporting, promoting and representing the engineering profession;</li> <li>b. contributing to the development and recognition of good engineering practice;</li> <li>c. developing and sharing advances in engineering and technological knowledge;</li> </ul>	<p>The majority of respondents support the Objective staying substantially the same. The Objective is broad enough to cover many of the thoughtful submissions here. However, some minor changes are proposed in response to feedback; for example, supporting engineers and promoting engineering. It is also recommended that an additional</p>

CURRENT RULES

- d. contributing to the development and recognition of good engineering practice;
- e. recognising, regulating and supporting those demonstrating competence in the engineering profession;
- f. supporting engineers in their career development; and
- g. contributing to meeting the needs of the community.

PROPOSED NEW RULES

- 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 well-being 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.

REASON FOR CHANGE

example of promoting diversity and inclusion be included, to recognise its importance to the profession.

There was support for including recognition of Te Tiriti o Waitangi. This has been included in this draft for consultation.

RULE 4: MEMBER OBLIGATIONS

4.1 Membership obligation

All Engineering New Zealand members must undertake to abide by the Rules and Regulations of Engineering New Zealand and future revisions thereof (the “Membership obligation”). This undertaking will be regarded as continuing until the person resigns or is otherwise removed from the Membership Register.

4.2 Ethical obligation

The Board must prescribe a Code of Ethical Conduct (“the Code”). The Code has the force of Regulations as set out in Rule 21. The Code must recognise, among other things, the following five values:

- a. Protection of Life and Safeguarding People;

RULE 4: MEMBER OBLIGATIONS

4.1 Membership obligation

All Engineering New Zealand members must comply with Engineering New Zealand’s Rules and Regulations, including the current Rules and any later changes to them.

4.2 Ethical obligation

The Board will prescribe a Code of Ethical Conduct (“the Code”), which will be a Regulation under these Rules.

All Engineering New Zealand members must comply with the Code (the “ethical obligation”).

Engineering New Zealand members in the classes of Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must annually commit to comply with the Code.

Consultation feedback was that this Rule should substantially stay the same, and that Rule 4.2 relating to ethical obligations should be streamlined.

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>b. Sustainable Management and Care for the Environment;</p> <p>c. Commitment to Community Well-being;</p> <p>d. Professionalism, Integrity and Competence; and</p> <p>e. Sustaining Engineering Knowledge.</p> <p>All Engineering New Zealand members must comply with the Code (the “ethical obligation”).</p> <p>Engineering New Zealand members in the classes of Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must annually commit to comply with the Code.</p> <p>4.3 Continuing professional development obligation</p> <p>The Board must prescribe a Continuing Professional Development Policy (the “CPD Policy”). The CPD Policy has the force of Regulations as set out in Rule 21.</p> <p>Engineering New Zealand members in the classes Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must comply with the CPD Policy (the “CPD obligation”). These Engineering New Zealand members must annually commit to comply with the CPD Policy.</p> <p>4.4 Competence obligation</p> <p>Engineering New Zealand members in the classes Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must perform their engineering activities in a careful and competent manner,</p>	<p>4.3 Continuing professional development obligation</p> <p>The Board will prescribe a Continuing Professional Development Policy (the “CPD Policy”), which will be a Regulation under these Rules.</p> <p>Engineering New Zealand members in the classes Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must comply with the CPD Policy (the “CPD obligation”) and make an annual declaration that they have fulfilled the CPD obligation.</p> <p>4.4 Competence obligation</p> <p>Engineering New Zealand 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”).</p> <p>4.5 Good character obligation</p> <p>Engineering New Zealand 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”).</p>	



CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>commensurate with their Membership Class (the “competence obligation”).</p> <p>4.5 Good character obligation</p> <p>Engineering New Zealand members must conduct themselves at all times in a manner consistent with being a fit and proper person to be a member of Engineering New Zealand (the “good character” obligation).</p>		

# SECTION II – MEMBERSHIP

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p><b>RULE 5: MEMBERSHIP CLASSES AND MEMBERSHIP REGISTER</b></p> <p>5.1 Each Engineering New Zealand member shall be classed as:</p> <ul style="list-style-type: none"> <li>a. Distinguished Fellow;</li> <li>b. Fellow;</li> <li>c. Chartered Member;</li> <li>d. Member;</li> <li>e. Emerging Professional;</li> <li>f. Honorary Fellow;</li> <li>g. Companion;</li> <li>h. Affiliate Member; or</li> <li>i. Student Member;</li> </ul> <p>(the “Membership Classes”).</p> <p>5.2 The Membership Register shall contain each Engineering New Zealand member’s name, address, the date upon which he or she became a member of Engineering New Zealand, and his or her Membership Class.</p> <p>5.3 Each Engineering New Zealand member (other than a Student Member) may be given a certificate on attaining membership. An Engineering New Zealand member</p>	<p><b>RULE 5: MEMBERSHIP CLASSES AND MEMBERSHIP REGISTER</b></p> <p>5.1 Engineering New Zealand has nine Membership Classes (the “Membership Classes”):</p> <ul style="list-style-type: none"> <li>a. Distinguished Fellow;</li> <li>b. Fellow;</li> <li>c. Chartered Member;</li> <li>d. Member;</li> <li>e. Emerging Professional;</li> <li>f. Honorary Fellow;</li> <li>g. Companion;</li> <li>h. Affiliate Member;</li> <li>i. Student Member;</li> </ul> <p>The Membership Classes are defined in Rule 6.</p> <p>5.2 Engineering New Zealand maintains a public register of members (the “Membership Register”).</p> <p>5.3 The Membership Register contains each member’s name, the date they became a member, and their Membership Class. If the member consents, the Membership Register may also contain that member’s contact details.</p> <p>5.4 The Board may issue Regulations specifying any post nominal abbreviations members can use to identify and</p>	<p>Members supported introducing a reciprocal membership class and reduced fees for engineers who have reciprocal membership. This has been reflected by the proposed addition of a new Rule 7.2 that allows the Board to enter into reciprocal arrangements, and an extension to the definition of Affiliate Member in Rule 6. It is also reflected in a new Rule 9.2.3, relating to membership discounts.</p> <p>We’ve removed the Rule relating to membership certificates. This doesn’t mean certificates won’t be provided – but we don’t think this needs to be in the Rules. The form of certificates may change over time, including as we move to a more-digital world, so removing this Rule allows greater flexibility here.</p>

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

changing Membership Class may be issued with a new certificate.

promote their membership of Engineering New Zealand and their Membership Class.

5.4 The Board may issue Regulations specifying approved Membership post-nominal abbreviations for use by Engineering New Zealand members of a prescribed Membership Class.

**RULE 6: DEFINITION OF MEMBERSHIP CLASSES**

**RULE 6: MEMBERSHIP CLASS DEFINITIONS**

Members supported a more inclusive definition for Member and Chartered Member, to allow for the recognition of emerging disciplines. We propose to respond to this feedback through allowing for Members to demonstrate equivalent knowledge, in the same way that Chartered Members can.

6.1 Distinguished Fellow

These Membership Class definitions are to be read alongside any regulations made by the Board under Rule 7.3:

A Distinguished Fellow is a Fellow who is recognised by the Board for his or her eminent contribution to engineering, in the manner specified in Rule 7.

6.1 Distinguished Fellow

A Fellow recognised by the Board for their eminent contribution to engineering.

6.2 Fellow

A Fellow is an Engineering New Zealand member who is recognised by the Board for his or her significant contribution to engineering, in the manner specified in Rule 7.

6.2 Fellow

A member recognised by the Board for their significant contribution to engineering.

6.3 Chartered Member

A Chartered Member is an engineering professional who:

- a. holds a recognised engineering or engineering geology qualification; and
- b. has demonstrated, in the manner specified in Rule 7, general competence as an engineering professional to a standard specified by the Board and reasonably conforming to accepted international standards.

6.3 Chartered Member

- a. holds a recognised engineering or engineering geology qualification, or demonstrates equivalent knowledge and competency 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

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>Chartered Members may be defined by reference to the particular occupational group within the wider engineering profession in which they practise, as specified by the Board.</p>	<p>profession in which they practise, for example, Chartered Member, Chartered Member (Engineering Technologist), Chartered Member (Engineering Technician), or Chartered Member (Engineering Geologist).</p>	
<p>6.4 Member</p> <p>A Member is an engineering professional who:</p> <ol style="list-style-type: none"> <li>a. holds a recognised engineering or engineering geology qualification; and</li> <li>b. has demonstrated, in the manner specified in Rule 7, commitment to high ethical standards and a broad level of professionalism.</li> </ol>	<p>6.4 Member</p> <ol style="list-style-type: none"> <li>a. holds a recognised engineering or engineering geology qualification or demonstrates equivalent knowledge to a standard specified by the Board; and</li> <li>b. has completed a programme of initial professional formation, acceptable to the Board.</li> </ol>	
<p>6.5 Emerging Professional</p> <p>An Emerging Professional has recently completed a recognised engineering or engineering geology qualification and is embarking on their professional engineering career.</p>	<p>6.5 Emerging Professional</p> <ol style="list-style-type: none"> <li>a. has recently completed a recognised engineering or engineering geology qualification; and</li> <li>b. is working to complete a programme of initial professional formation, acceptable to the Board.</li> </ol>	
<p>6.6 Honorary Fellow</p> <p>An Honorary Fellow is a person who is recognised by the Board for his or her significant contribution to engineering, technology, science, or otherwise whom Engineering New Zealand desires to honour in the manner specified in Rule 7.</p>	<p>6.6 Honorary Fellow</p> <p>Is recognised by the Board for their significant contribution to engineering, technology, science, or otherwise whom Engineering New Zealand desires to honour.</p>	
<p>6.7 Companion</p> <p>A Companion is a person who has not been educated in engineering or technology, but who is recognised by the Board as having attained a position of responsibility</p>	<p>6.7 Companion</p> <p>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.</p>	
	<p>6.8 Affiliate Member</p> <p>Is affiliated with Engineering New Zealand and is either:</p>	

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

related to engineering or technology, in the manner specified in Rule 7.

6.8 Affiliate Member

An Affiliate Member is a person who is affiliated with Engineering New Zealand but is not eligible for another Membership Class.

6.9 Student Member

A Student Member is currently enrolled and studying towards a qualification in engineering or engineering geology recognised by the Board.

- a. recognised as a member through a reciprocal agreement with another engineering organisation; or
- b. not eligible for another Membership Class.

6.9 Student Member

Is enrolled and studying towards a qualification in engineering or engineering geology recognised by the Board.

**RULE 7: APPROVAL, RESIGNATION, SUSPENSION, REMOVAL AND REINSTATEMENT OF ENGINEERING NEW ZEALAND MEMBERS**

7.1 Approval

7.1.1 A person can only become an Engineering New Zealand member if he or she applies for a Membership Class, and his or her application is approved by Engineering New Zealand.

7.1.2 The Board shall specify in Regulations the criteria for each Membership Class and the procedures for:

- a. approval of applications for each Membership Classes; and
- b. changing Membership Classes.

**RULE 7: BECOMING A MEMBER**

7.1 A person becomes an Engineering New Zealand member by:

- 7.1.1 applying to Engineering New Zealand; and
- 7.1.2 having that application approved by Engineering New Zealand.

7.2 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 Classes 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.

For simplicity and clarity, we have proposed to split the current Rule 7 into two different Rules – one relating to becoming a member (new Rule 7) and one relating to ceasing to be a member (new Rule 8). We believe this is a more straight-forward layout for these Rules.

We have proposed removing the delegation in current 7.1.3 allowing a “Committee of Engineering New Zealand members” to approve applications – in practice this never happens.

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>7.1.3 The Board may delegate responsibility for decisions relating to applications for Membership Classes to either the Chief Executive, or a Committee of Engineering New Zealand members appointed for this purpose.</p> <p>7.1.4 The Board (or its delegate appointed under Rule 7.1.3) may decline an application for a Membership Class if:</p> <ol style="list-style-type: none"> <li>the applicant does not meet the criteria in the manner set out in Rule 7.1.2;</li> <li>it considers that the applicant is not a fit and proper person to be associated with Engineering New Zealand;</li> <li>the applicant has not made annual commitments to the Code and/or CPD Policy as required under Rules 4.2 and 4.3; or</li> <li>for any other reason at the Board's discretion.</li> </ol> <p>The Board (or its delegate appointed under Rule 7.1.3) shall not be bound to give a reason for declining such an application.</p> <p>7.1.5 When each application for a Membership Class has been approved, the Chief Executive shall advise the applicant and request the payment of any applicable fees and subscriptions. The applicant does not become an Engineering New Zealand member until all fees and subscriptions due have been received by the Chief Executive. If fees and</p>	<p>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:</p> <ol style="list-style-type: none"> <li>7.5.1 does not meet the criteria under Rule 7.3;</li> <li>7.5.2 is not a fit and proper person to be associated with Engineering New Zealand; and/or</li> <li>7.5.3 has not sufficiently complied with their obligations under Rules 4.2 and 4.3.</li> </ol> <p>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.</p> <p>7.7 When an application for membership or for changing Membership Class is approved, the Chief Executive will advise the applicant and request payment of the applicable fees and subscriptions. The applicant's membership will be confirmed once they have paid.</p> <p>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 the approval null and void.</p>	<p>Members supported including a requirement for the Board to give reasons where an application for membership or to transfer membership classes is declined. This has been included as new Rule 7.6.</p> <p>In respect of ceasing to be a member, we have included a new Rule 8.2.1.4, which allows the Board to suspend a member pending the outcome of court or tribunal proceedings that may reflect on the member's fitness to be an Engineering New Zealand member. This is something our members have raised with us. At the moment, if a member is facing serious charges, we cannot take action in respect of their membership until they have been convicted. Most recently, in relation to former Engineering New Zealand member Stephen Borlase's convictions in the Auckland High Court on charges of bribery and corruption, our members have told us that we should have</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>subscriptions are not received within three months from the Chief Executive’s notification, the approval shall be deemed to have lapsed.</p> <p>7.1.6 If the Board determines that a person was approved for a Membership Class as a result of supplying misleading or inaccurate information, the Board may declare the approval null and void.</p> <p>7.2 Resignation, suspension, removal and reinstatement</p> <p>7.2.1 Each Engineering New Zealand member may by notice in writing to the Chief Executive request to resign from membership.</p> <p>7.2.2 The Chief Executive may refuse to permit the resignation of an Engineering New Zealand member if:</p> <p>a. the Chief Executive believes, on reasonable grounds, that the Engineering New Zealand member is, or may soon be, subject to a complaint made under Rule 10, in which case the request for resignation must not be actioned until the determination of the complaint is completed; and/or</p> <p>b. the Engineering New Zealand member has failed to pay all sums due in respect of subscriptions, or otherwise, in which case the request must not be actioned until payment in full is received.</p>	<p><b>RULE 8: CEASING TO BE A MEMBER</b></p> <p>8.1 Resignation</p> <p>8.1.1 Engineering New Zealand members may request to resign their membership by giving written notice to the Chief Executive.</p> <p>8.1.2 The Chief Executive may refuse to accept a member’s resignation if the Chief Executive believes, on reasonable grounds, that the Engineering New Zealand member is, or may soon be, subject to a concern or complaint made under Rule 11. In this case, the request for resignation will not be actioned until the concern or complaint process has completed.</p> <p>8.2 Suspension and removal</p> <p>8.2.1 The Board may, at its discretion, suspend or remove a member for the following reasons:</p> <p>8.2.1.1 If Engineering New Zealand loses and is unable to re-establish contact with that member for a period longer than three months;</p> <p>8.2.1.2 If the member’s fees or subscriptions are in arrears (and in accordance with the procedures set out in Rule 9.4);</p> <p>8.2.1.3 If the member has not complied with their obligations under Rules 4.2 and/or 4.3; or</p>	<p>stronger powers to respond in these situations.</p> <p>We have removed the Rule that provides that any outstanding fees are discharged if a member dies. We don’t think we need a specific Rule as this will happen as a matter of course.</p>

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

7.2.3 The Board may, at its discretion, suspend or remove an Engineering New Zealand member from the Membership Register:

- a. If Engineering New Zealand loses and is unable to re-establish contact with that Engineering New Zealand member for a period longer than six months;
- b. In accordance with the procedures set out in Rule 8.4; or
- c. If the Engineering New Zealand member has not made annual commitments to the Code and/or CPD Policy as required under Rules 4.2 and 4.3.

7.2.4 An Engineering New Zealand member may be suspended or removed from the Membership Register for disciplinary reasons in accordance with the procedures outlined in Rule 10.

7.2.5 On verified notification of an Engineering New Zealand member's death, the Engineering New Zealand member's name shall be removed from the Membership Register, and any fees owing by him or her shall be discharged.

7.2.6 Each person who has ceased to be an Engineering New Zealand member may apply for reinstatement and the Board (or its delegate appointed under Rule 7.1.3) may approve such reinstatement under such conditions as it may see fit to impose. If a person is

8.2.1.4 Pending the outcome of court or tribunal proceedings that may reflect on the member's fitness to be an Engineering New Zealand member.

8.2.2 An Engineering New Zealand member may be suspended or removed from membership for disciplinary reasons (in accordance with the procedures outlined in Rule 11).

8.3 No person who has been suspended, removed, or has otherwise ceased to be a member may claim or imply membership of Engineering New Zealand.

8.4 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.



CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>re-instated, the person’s name shall be re-entered in the Membership Register.</p> <p>7.2.7 No person may, following resignation, suspension or removal from membership, claim or infer membership of Engineering New Zealand.</p>		
<p><b>RULE 8: ENTRANCE FEES, REBATES AND ANNUAL SUBSCRIPTIONS</b></p> <p>8.1 Entrance fees</p> <p>The Board may specify entrance fees payable on being approved for a Membership Class for each Subscription Year.</p> <p>8.2 Annual subscriptions</p> <p>8.2.1 The Board shall fix the rates of membership subscriptions for each Subscription Year (the “Annual Subscription Fee”). The Board will publish the Annual Subscription Fee to each Engineering New Zealand member with an invoice for payment.</p> <p>8.2.2 The Board may specify in Regulations circumstances in which rebates on the Subscription Fee may be offered (the “Rebate Regulations”), including in relation to:</p> <ul style="list-style-type: none"> <li>a. career breaks;</li> <li>b. Engineering New Zealand members who have ceased active employment; and</li> </ul>	<p><b>RULE 9: MEMBERSHIP FEES AND SUBSCRIPTIONS</b></p> <p>9.1 The Board may specify an entrance fee to be paid when a person’s membership is first approved.</p> <p>9.2 Annual fees</p> <p>9.2.1 The Board will set membership fees for each Subscription Year (the “Annual Membership Fee”).</p> <p>9.2.2 Members must pay the Annual Membership Fee.</p> <p>9.2.3 The Board may offer discounts on the Annual Membership Fee, for example, discounts in relation to:</p> <ul style="list-style-type: none"> <li>a. career breaks;</li> <li>b. members who have ceased active employment;</li> <li>c. members who temporarily receive low incomes or are unemployed; and</li> <li>d. reciprocal membership.</li> </ul> <p>9.3 Payment</p> <p>9.3.1 Annual Membership Fees are due on the first day of the Financial Year.</p>	<p>We’ve reduced the timeframe for removing a member due to non-payment of subscription fees. Some members expressed concern about the effect this might have on members who were unable to pay due to financial hardship. We note that the Rules include discretion for the Board to respond to the needs of members who are experiencing financial hardship.</p> <p>We’ve also heard from members that they’d like to be able to pay their membership fee in instalments. Although we are not set up to do that yet, we wanted to allow for this in the Rules in anticipation that we may be able to do this in the future.</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>c. Engineering New Zealand members who temporarily receive low incomes or are unemployed.</p> <p>8.2.3 The Board may delegate the authority for approving applications for membership rebates to the Chief Executive.</p> <p>8.3 Payment</p> <p>8.3.1 Each Annual Subscription Fee shall be payable in advance and shall become due on the first day of the Subscription Year, with the following exception:</p> <p>a. An Engineering New Zealand member whose application for initial membership is approved part way through the Subscription Year shall pay a reduced Annual Subscription Fee according to a part-year payment schedule determined by the Board.</p> <p>8.3.2 Each Engineering New Zealand member shall be liable for the payment of the Annual Subscription Fee until submitting his or her resignation in writing to the Chief Executive or being removed from Engineering New Zealand. An Engineering New Zealand member shall remain liable for any Subscription Fee which was due prior to the date of resignation or removal. Following such resignation or removal the Board may sue for any arrears of subscription fees.</p>	<p>9.3.2 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.</p> <p>9.3.3 Engineering New Zealand members remain liable for any Annual Membership Fee or other applicable fees and subscriptions due prior to the date of their resignation or removal.</p> <p>9.4 Arrears</p> <p>9.4.1 Engineering New Zealand 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".</p> <p>9.4.2 Engineering New Zealand members in arrears of their fee may have their rights of membership (as defined in Rule 10) suspended until the arrears are paid.</p> <p>9.4.3 If an Engineering New Zealand member remains in arrears of their fee for six months after the due date, the Board may remove their membership.</p> <p>9.4.4 The Board may delegate to the Chief Executive the authority for removing members who are in arrears under Rule 9.4.3.</p> <p>9.5 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</p>	

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

## 8.4 Arrears

8.4.1 Each Engineering New Zealand member whose Subscription Fee for the current year has not been paid within six months of it becoming due and who has not been granted approval and commenced to pay by instalment shall be “in arrears of subscription” and the Engineering New Zealand member’s rights of membership as defined in Rule 9 shall be suspended until the arrears have been paid.

8.4.2 If an Engineering New Zealand member remains in arrears of their Subscription Fee for five months after the suspension of his or her membership rights under Rule 8.4.1, the Engineering New Zealand member’s name may be removed from the Membership Register by the Board, and he or she shall thereupon cease to be an Engineering New Zealand member.

## 8.5 Remission of subscription and special payment conditions

In special circumstances the Board may, at its discretion, remit any subscription or part thereof or make special conditions for payment.

a rebate, or delegate any of these authorities to the Chief Executive.

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p><b>RULE 9: RIGHTS OF MEMBERSHIP</b></p> <p>9.1 Each Engineering New Zealand member may attend any General Meeting of Engineering New Zealand or of a Branch, Practice College, Technical Interest Group, Special Interest Group or Chapter of Engineering New Zealand of which he or she is a member and, subject to the provisions of the Rules, may introduce for consideration any matter which comes within the scope of the Object of Engineering New Zealand and may speak to or vote upon any motion which may be before such meeting.</p> <p>9.2 Each Engineering New Zealand member may seek the advice and support of Engineering New Zealand or of the Board or both on any matter coming within the Object of Engineering New Zealand and on any other matter concerning his or her welfare.</p> <p>9.3 Each Voting Member may vote in an election, referendum or ballot conducted by Engineering New Zealand.</p> <p>9.4 Except as provided elsewhere in these Rules, each Engineering New Zealand member may nominate or be nominated for election to membership of the Board or of the committee of the Branch, Practice College, Technical Interest Group, Special Interest Group or Chapter of which he or she is a member.</p> <p>9.5 Each Engineering New Zealand member, other than a Student Member, shall be entitled to receive a copy of the official journal of Engineering New Zealand.</p>	<p><b>RULE 10: RIGHTS OF MEMBERSHIP</b></p> <p>10.1 Engineering New Zealand members may attend any General Meeting of Engineering New Zealand or a subsidiary group they are a member of. Subject to the provisions of the Rules, the member can:</p> <ul style="list-style-type: none"> <li>a. introduce for consideration at the General Meeting any matter consistent with the Objectives; and</li> <li>b. can speak to or vote on any motion before the General Meeting.</li> </ul> <p>10.2 Engineering New Zealand members may seek the advice and support of Engineering New Zealand and/or the Board on any matter consistent with the Objectives.</p> <p>10.3 Voting Members can vote in any elections or referenda conducted by Engineering New Zealand.</p> <p>10.4 Except as otherwise provided in these Rules, Engineering New Zealand members can nominate or be nominated for election to membership of the Board or of the committee of any subsidiary branch or group they are a member of.</p>	<p>Most respondents felt that the rights of membership were about right and should substantially stay the same. There was support for giving Affiliates, as Financial Members, voting rights. To ensure consistency with other financial members, Affiliates have therefore been included in the definition of Voting Member in these proposed new Rules.</p> <p>In the new Rule 10.2 we have removed the provision that members can seek the advice and support of Engineering New Zealand or the Board “on any other matter concerning his or her welfare” as we believe this is broadly covered by the Objectives anyway.</p> <p>We’ve proposed removing current Rule 9.6, and instead incorporating this provision into the Rules for Branches and Groups directly. We believe it sits better there (see proposed new Rules 26 and 27).</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>9.6 No group within the membership shall be permitted to make a decision which has significant impact outside of that decision making group without first following notification and consultation procedures to obtain the consent of those Engineering New Zealand members affected. In exercising its various powers under these Rules, the Board will have final and binding authority to decide on how this Rule will operate.</p> <p>9.7 Engineering New Zealand shall take no action on behalf of any person who is eligible for membership but who is not an Engineering New Zealand member unless such action will assist an Engineering New Zealand member or group of Engineering New Zealand members.</p>		<p>In addition, we've proposed removing current Rule 9.7, as the Rules only apply to Engineering New Zealand members, and it is unnecessary to have a Rule about how Engineering New Zealand should behave towards non-members.</p> <p>Finally, we've removed the Rule that Engineering New Zealand members are entitled to receive a copy of Engineering New Zealand's magazine. This will not change the way we currently operate with providing the magazine to our members. But it is a very specific Rule and not one that is absolutely necessary to be included in the constitution of an organisation like ours.</p>
<p><b>RULE 10: COMPLAINTS ON CONDUCT OF ENGINEERING NEW ZEALAND MEMBERS AND DISCIPLINE</b></p> <p>10.1 The Board must prescribe Regulations (the "Disciplinary Regulations") that:</p>	<p><b>RULE 11: CONCERNS AND COMPLAINTS</b></p> <p>11.1 The Board will prescribe Regulations that set out procedures for the early resolution, investigation, hearing, and determination of concerns and complaints that Engineering New Zealand members have breached their obligations under Rule 4 (the "Complaints Resolution and Disciplinary Regulations").</p>	<p>There was strong support for incorporating our new early resolution process into the Rules, and this has been proposed in these new Rules by way of adding it into new Disciplinary Regulations (yet to be drafted for consultation).</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>a. Set out the procedures for the investigation, hearing and determination of complaints against Engineering New Zealand members in respect of Rule 4.</p> <p>b. Appoint and set out the powers of Complaints Research Officers, Investigating Committees, Disciplinary Committees, Appeal Committees and Chairs of these Committees of Engineering New Zealand.</p> <p>c. Allow that the Chair of the Disciplinary Committee may rule that a complaint be dealt with immediately by a Disciplinary Committee provided that in relation to the complaint one or more of the following grounds applies:</p> <p>i. The Engineering New Zealand member concerned has been convicted by a competent Court or Tribunal of an offence punishable by a sentence of imprisonment or a fine exceeding \$2,000.</p> <p>ii. The Engineering New Zealand member concerned has been disciplined under Section 21 of the Chartered Professional Engineers of New Zealand Act 2002 or subsequent amendments thereof.</p> <p>d. Set out the orders which may be made by any Disciplinary Committee or Appeal Committee.</p> <p>10.2 In fulfilling his or her obligation as an Engineering New Zealand member for upholding professional standards of behaviour by engineers, should any Engineering New Zealand member make a complaint alleging that another</p>	<p>11.2 If the Chief Executive receives a complaint alleging that an Engineering New Zealand member has acted in breach of Rule 4, the Chief Executive must initiate action to respond to the complaint in accordance with the Complaints Resolution and Disciplinary Regulations.</p> <p>11.3 The Chief Executive can also initiate action under the Complaints Resolution and Disciplinary Regulations on their own initiative if they receive information indicating that an Engineering New Zealand member may have acted in breach of Rule 4.</p> <p>11.4 A concern, complaint or inquiry, and any decision on a complaint or inquiry, may relate to a person who is no longer an Engineering New Zealand member but who was a member at the time of the relevant conduct.</p> <p>11.5 If, following the procedures set out in the Complaints Resolution and Disciplinary Regulations, a Disciplinary Committee decides that an Engineering New Zealand member has acted in breach of Rule 4, the Disciplinary Committee may make one or more orders that:</p> <p>a. The Engineering New Zealand member's membership is terminated, either permanently or with a stand-down period of any length during which the Engineering New Zealand member may not reapply for membership.</p> <p>b. The Engineering New Zealand member's membership is suspended for any period.</p> <p>c. The Engineering New Zealand member's membership is suspended until the member has fulfilled any</p>	<p>We have proposed a new Rule 11.4, which we'd like your specific feedback on. Many members have told us they don't think a person should be able to avoid accountability for work they did as an Engineering New Zealand member, just because they are no longer a member at the time the complaint is received or anticipated. If an engineer is to enjoy the benefits of membership at the time they are providing services, then they should also be accountable for work done during that time. This is the approach taken in the Chartered Professional Engineers legislation, where CPEng's can be held accountable for work they did as a CPEng even if they are no longer a CPEng at the time the complaint is made. The proposed new Rule 11.4 aims to bring our complaint rules into alignment with the complaints regulations for Chartered Professional Engineers, and other regulated professions. Accountability goes hand in hand</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>Engineering New Zealand member has acted in breach of Rule 4, the Chief Executive must initiate action to deal with the complaint in accordance with the Regulations prescribed by the Board in pursuance of Rule 10.1.</p>	<p>professional development requirements specified by the Disciplinary Committee.</p>	<p>with being a trusted engineering professional.</p>
<p>10.3 Should the Chief Executive receive a complaint from any other source alleging that an Engineering New Zealand member has acted in breach of Rule 4, the Chief Executive must initiate action to deal with the complaint in accordance with the Regulations prescribed by the Board in pursuance of Rule 10.1.</p>	<p>d. If the Engineering New Zealand member is a Chartered Member, that they undergo a reassessment of their competence.</p>	<p>We've proposed removing the Rule relating to appeal committees, as that detail is covered in the complaints regulations, and does not need to be repeated here.</p>
<p>10.4 Should the Chief Executive receive information from any source which, in his or her opinion, indicates that an Engineering New Zealand member may have acted in breach of Rule 4, then the Chief Executive may deem the matter to be a complaint and initiate action to investigate the Engineering New Zealand member's behaviour in accordance with the Regulations prescribed by the Board in pursuance of Rule 10.1.</p>	<p>e. A fine not exceeding an amount determined from time to time by the Board and set out in the Complaints Resolution and Disciplinary Regulations is imposed on the Engineering New Zealand member.</p>	<p>There was strong support for including a new ground for dismissing a complaint consistent with the recent change in the Registered Architect's Rules, and support for raising the disciplinary fine that can be awarded against an engineer when a complaint is upheld. This detail will be incorporated into the new complaints regulations, which will follow any Rule change at next years' AGM.</p>
<p>10.5 If a Disciplinary Committee appointed under Rule 10.1 decides that an Engineering New Zealand member whose conduct is the subject of the investigation has acted in breach of Rule 4, the Committee may make one or more of the following orders:</p> <ul style="list-style-type: none"> <li>a. That the Engineering New Zealand member be removed from membership of Engineering New Zealand.</li> <li>b. That the Engineering New Zealand member be suspended from membership for any period.</li> </ul>	<p>f. The Engineering New Zealand member is censured.</p> <p>g. The Engineering New Zealand 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.</p> <p>h. The Engineering New Zealand 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.</p> <p>11.6 If the Engineering New Zealand member fails to fulfil any requirements for professional development specified by the Disciplinary Committee within a prescribed period, the member will be suspended from membership until they fulfil those requirements.</p>	

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

- c. That the Engineering New Zealand member be suspended from membership until such time as the Engineering New Zealand member has fulfilled requirements for professional development as have been specified by the Committee.
- d. That if by a prescribed date the Engineering New Zealand member fails to fulfil requirements for professional development as have been specified by the Committee the Engineering New Zealand member be suspended from membership for a specified period of time.
- e. That a fine not exceeding an amount determined from time to time by the Board and duly published in the official journal of Engineering New Zealand be imposed on the Engineering New Zealand member.
- f. That the Engineering New Zealand member be reprimanded or admonished.
- g. That the Engineering New Zealand member pay a sum not exceeding an amount determined from time to time by the Board and duly published in the official journal of Engineering New Zealand towards such costs incurred by Engineering New Zealand and/or the complainant as are directly attributable to the investigation, hearing and/or determination of the complaint.
- h. That upon completion of consideration of the complaint according to the procedures under the Disciplinary Regulations, the Engineering New



## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

Zealand member be named, the order made against the Engineering New Zealand member be stated, the nature of the breach described in the official journal of Engineering New Zealand, the matter publicised in any other manner as may be prescribed by the Committee, or any combination of these possibilities as the Committee might prescribe.

- 10.6 An Appeal Committee may affirm, vary or reverse any order of a Disciplinary Committee, or make any order that a Disciplinary Committee is able to do under Rule 10.5.

### RULE 11: PAPERS AND ARTICLES

- 11.1 Each Engineering New Zealand member who submits with a view to its publication by Engineering New Zealand a paper, article or other communication shall undertake:
- a. That the paper has not been published and that the Engineering New Zealand member will not permit its publication before it is accepted or declined by or withdrawn with the assent of the Board;
  - b. That if it is accepted for publication by the Board the paper and the copyright therein shall thereupon become the property of Engineering New Zealand.
- 11.2 Should the Board refuse or neglect to publish the paper or delay its publication beyond a reasonable time, the property therein shall revert to the author.

There was no strong support for keeping these Rules.

The Objectives of Engineering New Zealand allow for the publication of papers and articles, and it is therefore not clear to us that we need a specific power conferred by a Rule to allow for such publications.

This is one area where the Rules can be streamlined and made more modern and flexible, while still not affecting our operations in terms of if/when we publish papers and articles.

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>11.3 Each non-Engineering New Zealand member who submits a paper for publication shall be required to sign an undertaking on the terms set out in Rule 11.1.</p>		
<p><b>RULE 12: AWARDS</b></p> <p>The Board may make such awards of Engineering New Zealand on such conditions as it may decide. The Chief Executive shall keep a list of such awards and details of the relevant conditions and procedures.</p>		<p>As with papers and articles, there was no strong support for keeping these Rules.</p> <p>Again, the Objectives of Engineering New Zealand allow for the making of awards, and it is therefore not clear to us that we need a specific power conferred by a Rule to allow for this now or in the future.</p> <p>This is a further area where the Rules can be streamlined and made more modern and flexible without changing our day-to-day operations.</p>

# SECTION III – GOVERNANCE AND MANAGEMENT

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p><b>RULE 13: COMPOSITION, OFFICE TENURE AND ELECTIONS OF THE BOARD</b></p> <p>13.1 The affairs of Engineering New Zealand shall be governed by a Board, which shall consist of:</p> <ol style="list-style-type: none"> <li>The President, the Deputy President, and the Vice-President each elected for a term of one year.</li> <li>Six Board members each elected for a term of three years.</li> <li>No more than two Board members each appointed by the Board for a term of one or two years.</li> <li>The most recent Past-President who is willing and able to serve, ex-officio for a term of one year.</li> </ol> <p>13.2 The President, Deputy President, Vice-President and Past President shall be collectively known as the senior office holders of Engineering New Zealand.</p> <p>13.3 Two of the six elected Board members shall complete their term of office at each Annual General Meeting.</p>	<p><b>RULE 12: COMPOSITION OF THE BOARD</b></p> <p>12.1 Engineering New Zealand is governed by a Board consisting of:</p> <ol style="list-style-type: none"> <li>The President, the Deputy President, and the Vice-President, each elected for a term of one year.</li> <li>Six Board members each elected for a term of three years (“elected members”).</li> <li>No more than two Board members appointed by the Board for a term of one or two years (“appointed members”).</li> <li>The most recent Past-President who serves for one year and is an ex-officio member of the Board.</li> </ol> <p>12.2 The President, Deputy President, Vice-President and Past President are collectively known as the senior office holders of Engineering New Zealand.</p> <p>12.3 Only Fellows can be senior office holders.</p> <p><b>RULE 13: BOARD TERMS AND CASUAL VACANCIES</b></p> <p>13.1 Two of the six elected members complete their term of office at each Annual General Meeting.</p> <p>13.2 Senior office holder terms are for one year but can be held for consecutive one-year terms if the office holder is elected by the process set out in these Rules.</p>	<p>There was no strong mandate in the consultation for changing how we are governed as an organisation, or the management structure. Accordingly, it is proposed that these Rules stay substantially the same at this time.</p> <p>However, we’re proposing that the current Rule 13 be divided into three separate Rules, for clarity – one regarding Board composition, another for Board terms, and a third for elections. At the moment we have one Rule covering all these matters, which makes the Rule long and difficult to read through.</p> <p>There was some feedback from members that they would appreciate greater Branch participation at the Board level. While there was no strong mandate for change to our governance Rules, we recognise the benefits of Branch engagement and will develop a strategy for greater branch participation at the Board level.</p> <p>There was also feedback for greater diversity on the Board. We agree with feedback that there could be more work</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>13.4 Only Fellows shall hold the office of President, Deputy President or Vice-President and no such Fellow shall hold the same office for two consecutive years unless he or she is elected to that office for a second time by the process set out in these Rules.</p>	<p>13.3 An Engineering New Zealand 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:</p>	<p>upfront to ensure diverse nominations are put forward. However, a Rule change is not required for this – it requires work and dedication from all of us, and we have been and continue to champion this. The Board is democratically elected by the members and has no control over who stands or is elected to the Board.</p>
<p>13.5 No Engineering New Zealand member who on completion of his or her term of office has served for six or more consecutive years on the Board shall again serve on the Board until six months have elapsed except that the President, the Deputy President, the Vice-President and Immediate Past-President shall not be excluded from such offices by reason of previous service on the Board and an Engineering New Zealand member who has served for five consecutive years on the Board shall not be excluded from serving a full term.</p>	<p>13.3.1 senior office holders are not excluded from these positions by reason of their previous service on the Board; and</p> <p>13.3.2 any Engineering New Zealand 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 these Rules.</p>	<p>There was some support for preferential voting at Board elections, but it was not a strong mandate for change now. We have proposed a new Rule 14.9 that allows the Board to specify preferential voting in case we do think this is appropriate in the future.</p>
<p>13.6 The term of office of each member of the Board shall begin at the conclusion of the Annual General Meeting immediately following election or appointment and shall end at the conclusion of the first, second or third Annual General Meeting thereafter as the case may be.</p>	<p>13.4 The term of office of each member of the Board 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.</p>	<p>We've proposed greater clarity around what a casual vacancy is, when it arises, and how it is filled. We've also proposed greater clarity around the timeframes for elections.</p>
<p>13.7 a. The Board may fill a casual vacancy among its elected or appointed members.</p> <p>b. The election to the office of President, Deputy President, or Vice-President of an elected or</p>	<p>13.5 A casual vacancy on the Board arises when:</p> <p>a. a Board member is elected as a senior office holder before the expiry of their current term;</p> <p>b. a Board member resigns from the Board before the expiry of their current term; or</p> <p>c. a vacant position on the Board is not filled at an election of the Board.</p>	<p>We've also proposed an update to the Rule around scrutineering, to make it more applicable to online voting, the providers of which often include scrutineering/validation as part of their processes.</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>appointed Board member before the expiry of the term of office for which the member was elected or appointed shall be deemed to create a casual vacancy.</p> <p>c. Each Board member appointed to fill such vacancy shall hold office for the remainder of the term of the Board member replaced. For the purposes of Rule 13.3 the service of a Board member so appointed for a partial term shall be disregarded.</p> <p>d. Each vacancy not filled at an election of Board members shall be deemed a casual vacancy. For the purposes of Rule 13.3 each Board member appointed to fill such a vacancy shall be deemed to take office as if duly elected.</p> <p>13.8 a. Any Financial Member may nominate any other Financial Member for one of the positions as elected Board member.</p> <p>b. Any Financial Member may nominate for the office of President, Deputy President or Vice-President any Fellow who is a Financial Member, provided that the nominee for President if and when elected shall within the previous five years have served for not less than two years as a Board member.</p>	<p>13.6 The Board may appoint an Engineering New Zealand member to fill a casual vacancy.</p> <p>13.7 A Board member appointed to fill a casual vacancy will hold that office for the remainder of the term of the Board member they replaced and are deemed to take the position as if duly elected. The service of a partial term in these circumstances does not count for the purposes of Rule 13.3.</p> <p><b>RULE 14: BOARD APPOINTMENTS AND ELECTIONS</b></p> <p>14.1 Elections for membership of the Board are held once a year, with the results announced at the Annual General Meeting.</p> <p>14.2 At least ten weeks before the Annual General Meeting, Engineering New Zealand will:</p> <p>14.2.1 Advise members of the election timetable; and</p> <p>14.2.2 Advise members of the number and designation of vacancies on the Board open for election; and</p> <p>14.2.3 Open the call for nominations for those vacancies.</p> <p>14.3 A Financial Member may nominate another Financial Member for a vacant elected member position.</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>c. Each nomination shall be in writing on the prescribed form and shall bear the consent in writing of the nominee.</p> <p>d. Each candidate shall be invited to submit with the nomination paper the following information:</p> <ul style="list-style-type: none"> <li>i. name, photograph and personal information;</li> <li>ii. membership history including dates of approval for Membership Classes;</li> <li>iii. present position or occupation and brief work history;</li> <li>iv. offices (present or former) held in Engineering New Zealand or its Branches, Practice Colleges, Technical Interest Groups, Special Interest Groups or Chapters;</li> <li>v. a brief supporting statement.</li> </ul> <p>e. Nominations shall be received by the Chief Executive and shall close on a date set by the Board, which date shall be no later than 42 days before the Annual General Meeting.</p>	<p>14.4 A Financial Member may nominate for the position of President, Deputy President or Vice- President any Fellow who is a 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.</p> <p>14.5 Nominations must be in writing in the form prescribed by Engineering New Zealand and include the nominee’s written consent to the nomination.</p> <p>14.6 Nominations must be received by the Chief Executive no later than six weeks before the Annual General Meeting.</p> <p>14.7 The names of all nominees will be made available to Voting Members at least four weeks before the Annual General Meeting, and voting will open at that time.</p> <p>14.8 Voting will close at least two weeks before the Annual General Meeting.</p> <p>14.9 At the Board’s discretion, Board elections may be conducted using a preferential voting system.</p> <p>14.10 The Board may resolve that the election processes are undertaken using electronic means.</p> <p>14.11 The Board will ensure that whatever voting process is followed (postal or electronic), there is a procedure whereby the votes are independently verified or scrutineered.</p>	
<p>13.9 a. The names of nominees for each office shall be printed on ballot papers one of which, together with a summary of the information referred to in Rule 13.8(d), shall be posted not less than 28</p>		

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>days before the Annual General Meeting to each Voting Member entitled to vote thereon.</p> <p>b. Each Voting Member voting shall mark the ballot paper in accordance with the instructions thereon and shall return such ballot paper to reach the Chief Executive before a closing date set by the Board and not later than 14 days before the Annual General Meeting.</p> <p>c. Upon resolution of the Board, the processes described in (a) and (b) may be undertaken using electronic means to distribute the ballot papers, facilitate the voting process and submit votes to the Chief Executive.</p> <p>d. The Board shall appoint two or more scrutineers being neither Board members nor candidates in the election.</p> <p>e. The scrutineers shall count the votes and report thereon to the Board not later than seven days before the Annual General Meeting.</p> <p>f. The Board shall report to the Annual General Meeting the names of the candidates elected.</p> <p>g. On application to the Chief Executive, each candidate shall be given confidential particulars of the votes cast in respect of the office for which the candidate was nominated.</p>	<p>14.12 The Board will report the names of elected members to the Annual General Meeting.</p> <p>14.13 In accordance with Rule 12.1(c), the Board may appoint up to two Financial Members as appointed members.</p> <p>14.14 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.</p>	

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

- h. Where there are more than two candidates for the position of President, Deputy President, or Vice President, the voting system used shall be a preferential voting system.
- 13.10 a. If practicable, the Board shall select any appointed Board member at a meeting of the Board immediately preceding the Annual General Meeting.
- b. Such appointment shall if practicable be reported to the Annual General Meeting, and failing that as soon as possible in the official journal of Engineering New Zealand.

**RULE 14: PROCEDURES, POWERS AND DUTIES OF THE BOARD**

- 14.1 The Board shall meet as often as the business of Engineering New Zealand may require.
- 14.2 All decisions, authorities, powers and obligations of the Council and terms of office on the Council as defined in previous versions of these Rules or documents in current use shall be deemed to be those of the Board.
- 14.3 The Board shall develop and implement a strategic plan for meeting the Object of Engineering New Zealand, and in development of this plan shall consult the membership.

**RULE 15: PROCEDURES, POWERS AND DUTIES OF THE BOARD**

**Meetings and procedures**

- 15.1 The Board will meet as often as required by the business of Engineering New Zealand.
- 15.2 The quorum for Board meetings is six. 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.
- 15.3 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

There was a very strong mandate in the consultation for keeping these Rules substantially the same, so no major changes are proposed, other than modernising the language and streamlining them.

In this respect, we’ve proposed shifting some sections of this Rule around, so that all the sections relating to each other sit together under themed headings, which make this Rule easier to read and navigate.

We’ve moved the provision relating to the Board’s power to give honorariums or payments to members who perform services for Engineering New Zealand up



CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>14.4 a. The Board may appoint committees for special purposes and the members of such appointed committees need not be Engineering New Zealand members. Unless the Board otherwise prescribes, each such appointment shall be deemed to terminate at the conclusion of the next Annual General Meeting.</p> <p>b. The Board may appoint persons to represent Engineering New Zealand on other bodies and such persons need not be Engineering New Zealand members. Unless the Board otherwise prescribes, each such appointment shall be deemed to continue until terminated by the Board.</p> <p>c. The Board may give to any such appointed committee or representative the power to act provided that such approved action must be consistent with the Object of Engineering New Zealand and these Rules.</p> <p>d. Such appointed committee or representative shall report to the Board as prescribed by the Board.</p>	<p>if the required number of affirmations is received in accordance with these Rules. Such decisions will be ratified and recorded in the minutes of the next Board meeting.</p> <p>15.4 The Board may make standing orders for the conduct of General Meetings and other meetings of the Board and subsidiary groups of Engineering New Zealand.</p>	<p>into this Rule – it previously sat in Rule 22, relating to property.</p>
<p>14.5 The President, the Deputy President and the Vice-President shall be ex-officio members of all committees appointed by the Board.</p>	<p><b>Strategic and financial duties</b></p>	
<p>14.6 a. The control of the funds of Engineering New Zealand shall be vested in the Board and the Board may authorise the expenditure of such</p>	<p>15.5 In consultation with members, the Board will develop and implement a strategic plan for meeting the Objectives.</p> <p>15.6 The control of Engineering New Zealand’s funds is vested in the Board. The Board may authorise any expenditures it considers necessary for the furtherance of the Objectives.</p> <p>15.7 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 for the furtherance of the Objectives.</p> <p>15.8 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 Rules.</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>sums as it considers necessary for the furtherance of the Object of Engineering New Zealand.</p> <p>b. The Board may deal with the funds of Engineering New Zealand by depositing such funds with a bank or by investing in and purchasing such fixed and floating assets and securities, whether statutory trustee securities or not, as it considers necessary for the furtherance of the Object of Engineering New Zealand.</p> <p>c. The Board may withdraw, sell or otherwise convert into money any deposit, fixed or floating asset or security of Engineering New Zealand and may apply the moneys so obtained in any manner permitted by the Rules.</p> <p>d. The Board may borrow money for the furtherance of the Object of Engineering New Zealand, and in particular, but without limitation, the Board may borrow money for the purpose of purchasing a site for offices, library, meeting rooms and other accommodation of Engineering New Zealand and Engineering New Zealand members, with or without buildings thereon, and for the purpose of building, fitting and furnishing such offices, library, meeting rooms and other accommodation; and for the purposes of</p>	<p>15.9 The Board may borrow money for the furtherance of the Objectives including, without limitation, for the purpose of:</p> <ul style="list-style-type: none"> <li>a. purchasing a site for offices, library, meeting rooms and other accommodation of Engineering New Zealand, or for building, fitting and furnishing such accommodation</li> <li>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.</li> </ul> <p>15.10 The Board may borrow money in accordance with these Rules in such manner as the Board thinks fit, with or without charge upon the property of Engineering New Zealand.</p> <p>15.11 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.</p> <p>15.12 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.</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>purchasing any additional land with or without buildings thereon required for the future use or occupation of Engineering New Zealand in whole or in part for any of the purposes mentioned in this Rule and any money to be borrowed by the Board may be borrowed in such manner as the Board thinks fit, with or without charge upon the property of Engineering New Zealand and the Board may secure repayment of any moneys borrowed and interest thereon 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.</p> <p>e. The Board may give guarantees and may give security in support of guarantees.</p> <p>f. All payments shall be approved by the Board and all cheques and other bank withdrawal authorities for sums in excess of a limit to be fixed from time to time by the Board shall be valid only if signed by the Chief Executive or any other staff member approved for this purpose by the Board and one Board member; for sums below that limit the signatories may be any two of the Chief Executive and other staff members approved for the purpose by the Board.</p>	<p>15.13 The Board may approve honorariums or other payments to Engineering New Zealand members for services rendered.</p> <p>15.14 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.</p> <p>15.15 The Annual Financial Statement must be certified by an Auditor, and must contain:</p> <ul style="list-style-type: none"> <li>a. Engineering New Zealand’s income and expenditure during the last Financial Year;</li> <li>b. Engineering New Zealand’s assets and liabilities at the close of the last Financial Year; and</li> <li>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.</li> </ul> <p><b>Committees and representatives</b></p> <p>15.16 The Board may appoint committees for specific purposes. The members of appointed committees do not need to be Engineering New Zealand members. Unless the Board otherwise prescribes, each appointment terminates at the conclusion of the next Annual General Meeting.</p> <p>15.17 The Board may appoint any person to represent Engineering New Zealand on other bodies. These persons do not need to be Engineering New Zealand members. Unless the Board otherwise prescribes,</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>14.7 a. At the end of each financial year the Board shall prepare an Annual Statement of Accounts, which after being certified by the Auditor shall be circulated to Engineering New Zealand members and laid before the Annual General Meeting for approval by the membership. The Annual Statement of Accounts shall contain:</p> <ul style="list-style-type: none"> <li>i. the income and expenditure of Engineering New Zealand during Engineering New Zealand's last financial year;</li> <li>ii. the assets and liabilities of Engineering New Zealand at the close of the last financial year; and</li> <li>iii. all mortgages, charges, and securities of any description affecting any of the property of Engineering New Zealand at the close of the last financial year.</li> </ul> <p>b. The Board shall prepare an Annual Report, which shall be circulated to Engineering New Zealand members and laid before the Annual General Meeting.</p>	<p>each appointment continues until terminated by the Board.</p> <p>15.18 Appointed committees or representatives are responsible to the Board and must regularly report to it on their activities.</p> <p>15.19 The President, the Deputy President and the Vice-President are ex-officio members of all Board appointed committees, and all Board members can attend any committee meeting and obtain a copy of the minutes of any committee meeting on request.</p>	
<p>14.8 The Board may make standing orders for the conduct of general meetings of Engineering New Zealand and meetings of the Board and committees and for regulating the affairs of Engineering New Zealand which standing orders</p>	<p><b>Authorities</b></p> <p>15.20 The decision of the Board on the interpretation of the Rules is final and binding on all Engineering New Zealand members.</p> <p><b>Indemnity and insurance</b></p> <p>15.21 Engineering New Zealand indemnifies present and past Board members, committee members, the Chief Executive, and all staff appointed by the Chief Executive, and any other representative of Engineering New Zealand in respect of liabilities arising from the performance of their functions or duties connected to their role in Engineering New Zealand. This may not apply in the event of wilful neglect and/or criminal misconduct.</p> <p>15.22 The Board will use its best endeavours to at all times have in place insurance to meet the purposes of 15.21.</p>	

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

shall not be contrary to the Rules. (See Appendix 1).

- 14.9 The quorum for meetings of the Board shall be six. Board members linked to a meeting by conference telephone or video shall be deemed to be present for the purposes of a quorum and to be rightfully present in terms of Rule 18.1 or for any other purpose required by these Rules. Any written proposal which has been sent to each Board member and returned to the Chief Executive either with an affirming signature in hard copy or by telephone facsimile or by an electronic text message shall become a decision of the Board when the required number of affirmations and lesser number or absence of objections have been confirmed so as to comply with these Rules. Such decisions shall be ratified and recorded in the minutes of the next Board meeting.
- 14.10 The decision of the Board on the interpretation of the Rules, on all matters dealt with by it in accordance with the Rules and on matters not provided for in the Rules shall be final and binding on all Engineering New Zealand members.
- 14.11 All Branches, Practice Colleges, Special Interest Groups and Technical Interest Groups shall operate their affairs according to protocols defined by the Board for the exercise of proper

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>accountability over their actions as subsidiary organisations of Engineering New Zealand.</p> <p>14.12 a. The Institution shall indemnify present and past Board members, committee members, the Chief Executive as appointed under Rule 15, and all staff as appointed by the Chief Executive, and any other Officer of Engineering New Zealand in respect of liabilities arising from the performance of their functions or duties connected to their role in Engineering New Zealand.</p> <p>b. The Board shall use its best endeavours to have in place at all times insurance to meet the purposes as set down in 14.12(a).</p>		
<p><b>RULE 15: APPOINTMENT AND DUTIES OF THE STAFF AND THE AUDITOR</b></p> <p>15.1 The Board shall appoint a Chief Executive and determine his or her remuneration, and may establish procedures to be followed for the employment of other staff and the determination of their remuneration.</p> <p>15.2 The Chief Executive and other staff working under his or her direction shall perform such duties as the Board may decide.</p> <p>15.3 An auditor who shall be a member of the Institute of Chartered Accountants of New Zealand shall be elected by the Annual General Meeting, which</p>	<p><b>RULE 16: APPOINTMENTS</b></p> <p><b>Appointments and duties of staff</b></p> <p>16.1 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.</p> <p>16.2 The Chief Executive will perform duties as directed by the Board.</p> <p>16.3 The Board may delegate any of its powers under these Rules to the Chief Executive.</p> <p>16.4 Employees of Engineering New Zealand are not eligible to be Board members.</p>	<p>Again, there was no strong mandate for change in this Rule, and it is proposed that it remain substantially the same.</p> <p>One submission called for greater transparency around the exercise of Board powers, procedures, and the organisation structure. And greater member involvement in decision-making. Transparency and member engagement are important to us, but do not require a Rule change.</p>

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

shall also either fix the auditor’s remuneration or delegate to the Board this responsibility.

15.4 The Board or committees may delegate their respective powers to the Chief Executive as they deem fit.

15.5 All authorities and obligations assigned to the Executive Director or the Secretary as defined in previous versions of these Rules or documents in current use shall be deemed to rest with the Chief Executive provided that they continue to be within the Rules and the current policies of the Board.

15.6 Employees of Engineering New Zealand are ineligible to be Board members.

**Appointment of Auditor**

16.5 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.

**RULE 16: ANNUAL GENERAL MEETING**

16.1 The Annual General Meeting of Engineering New Zealand shall be held once in each calendar year on a date and at a place to be fixed by the Board.

16.2 A copy of the Notice of the AGM shall be distributed to each Engineering New Zealand member by post or by electronic means, at least 14 days prior to the AGM.

16.3 At least 14 days prior to the AGM each Engineering New Zealand member shall be sent either a copy of the Annual Report or instructions about how to receive the report in electronic format or by post. The Annual Report shall include

**RULE 17: ANNUAL GENERAL MEETING**

17.1 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.

17.2 The Annual Financial Statement and annual report are approved by the membership at the Annual General Meeting.

17.3 The Board must give members at least 10 weeks’ notice of the Annual General Meeting.

17.4 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.

There are several proposed updates to this Rule, in response to member feedback that the AGM needs to allow for greater participation and that clear guidance is needed for when and how a motion can be raised.

First, we propose more clarity around the notice of and timeframes for the AGM. This includes timeframes for raising a motion, and when a motion may be refused by the Board.

We’ve also included provision for remote participation, including voting, at the AGM.

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

either the Statement of Accounts, or a summary thereof with instructions on how to obtain the full Statement of Accounts, at the discretion of the Board.

16.4 The Statement of Accounts and Annual Report shall be presented to the AGM.

16.5 There shall be no quorum for the AGM.

The written notice must include a request to introduce the motion, and the background to and reasons for the motion.

17.5 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 Objectives; or
- d. the motion put forward is substantially the same as a motion already voted on by the membership within the last five years; or
- e. the motion is vexatious or not made in good faith.

17.6 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.

The changes are drafted for the purpose of providing greater transparency to the AGM process, and enhanced accountability and participation.

We'd like to know whether you think there should be a quorum for AGMs. Currently the Rules specify that there is no quorum for an AGM, which is not consistent with the requirement for a quorum for SGMs. Tell us what you think.



CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

- 17.7 The agenda for the Annual General Meeting is distributed to each Engineering New Zealand 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.
- 17.8 There is no quorum for the Annual General Meeting.
- 17.9 Provision will be made for Engineering New Zealand members to attend and vote at the Annual General Meeting remotely. Members will be informed of the procedures for remote attendance and remote voting at least two weeks before the Annual General Meeting.

**RULE 17: SPECIAL GENERAL MEETING**

- 17.1 A Special General Meeting of Engineering New Zealand shall be called at any time:
  - a. by resolution of the Board; or

**RULE 18: SPECIAL GENERAL MEETING**

- 18.1 A Special General Meeting of Engineering New Zealand may be called at any time:
  - a. by resolution of the Board; or

There are also changes proposed to this Rule, to provide for greater transparency and accountable processes for calling and participation in an SGM.

We were keen to get a better balance between allowing a minority of members to

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>b. on the written requisition of 30 or more Voting Members provided that the requisition to call such meeting shall state the motion or motions to be moved thereat.</p> <p>17.2 If a Special General Meeting is requisitioned by Voting Members the following conditions will apply:</p> <p>a. The meeting shall normally be held within two months of the receipt of such requisition unless this is extended by agreement between the Board and the requisitioning Voting Members.</p> <p>b. Notwithstanding the provisions of Rule 17.2(a) above, if the Board in its sole discretion is of the opinion that a requisition is contrary to the provisions of Rule 9.6, then the Board may require a process of prior notification and consultation with any group or groups within the membership before proceeding to call the Special General Meeting provided that the meeting is called no later than four months from the receipt of the requisition.</p> <p>17.3 Notice of the time and place of a Special General Meeting shall be posted to each Engineering New Zealand member at least 14 days prior to such meeting and such notice shall also state the motion or motions to be moved thereat.</p>	<p>b. at the written request of not less than 1 per cent of Financial Members and provided that the request states the motion(s) to be moved at the meeting, their background and the reasons for the motion(s).</p> <p>18.2 If a Special General Meeting is requested, the following applies:</p> <p>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.</p> <p>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:</p> <p>i. an additional process of notification and consultation with any affected group or groups within the membership; or</p> <p>ii. a referendum before calling the Special General Meeting. If this happens, the Board will agree with the requesting Financial Members an extension to allow the consultation or referendum to take place.</p> <p>18.3 If the majority of Voting Members in a referendum called pursuant to Rule 18.2(b)(ii) do not support the motions put forward, the Board may, at its discretion,</p>	<p>raise an issue for consideration at an SGM, against the need to ensure that the issues raised have sufficient member support to warrant the investment of member resources in responding to a call for an SGM. This was supported by members in the consultation too.</p> <p>To reflect the growth of membership, we propose to raise the number of members required to support a call for an SGM to 1 per cent of Financial Members. This is consistent with Chartered Accountants Australia and New Zealand and would amount to around 160 members based on our current membership. With greater ability to connect digitally with members in other regions, we think this is fair, and an achievable target if there is an issue within the membership that needs to be raised and addressed through a formal process like a Special General Meeting.</p> <p>To ensure decisions are made in the best interests of all members, we think it is appropriate that there are procedures to test a request for an SGM before it proceeds, by way of referendum. This would be used if the motion raised could have a significant impact on the</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>17.4 No other motion except that of which due notice has been given shall be considered at a Special General Meeting unless its subject matter is relevant to or dealing with the subject matter of such first-mentioned motion or motions.</p>	<p>decline to hold the requested Special General Meeting.</p>	<p>membership or a section of the membership.</p>
<p>17.5 Thirty Voting Members shall constitute a quorum for a Special General Meeting.</p>	<p>18.4 Notice of the time and place of a Special General Meeting, and the motion(s) to be moved, will be distributed to each Engineering New Zealand member by post or electronic means, at least two weeks before the meeting.</p>	
<p>17.6 If within one hour after the time fixed for the holding of a Special General Meeting a quorum is not present no meeting shall be held.</p>	<p>18.5 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 dealing with the subject matter of the notified motion(s).</p>	
	<p>18.6 Provision shall be made for Engineering New Zealand 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.</p>	
	<p>18.7 1 per cent of Voting Members either in attendance physically or remotely will constitute a quorum for a Special General Meeting.</p>	
	<p>18.8 If a quorum is not obtained within one hour after the time fixed for a Special General Meeting, the meeting will not be held.</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p><b>RULE 18: VOTING AT MEETINGS</b></p> <p>18.1 Only Voting Members actually and rightfully present at any meeting of the Board, a committee or a General Meeting shall have the right to vote on any motion before such meeting.</p> <p>18.2 Each Voting Member shall have the right to exercise one vote on each motion before such meeting except that in the case of equality of voting the chairperson may exercise a casting vote in addition to a deliberative vote.</p> <p>18.3 Voting on any motion before such meeting shall be by the voices, except that any Voting Member present at such meeting may require a show of hands and any ten per cent of the Voting Members present at such meeting may require a secret ballot.</p> <p>18.4 A majority of the Voting Members shall decide any question unless the Rules provide otherwise.</p> <p>18.5 At the conclusion of voting on any question before a Special General Meeting any ten per cent of those entitled to take part may require a final confirming secret ballot of the Voting Members. Notwithstanding the result of any earlier voting the question shall be decided by the majority of this final confirming ballot.</p>	<p><b>RULE 19: VOTING AT MEETINGS</b></p> <p>19.1 Voting Members rightfully present at any meeting of the Board, a committee or a General Meeting have the right to vote on any motion put before that meeting.</p> <p>19.2 Voting Members rightfully present at a General Meeting will cast their votes personally, and provision will be made for Voting Members not physically present at a General Meeting to vote remotely.</p> <p>19.3 Each Voting Member has 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).</p> <p>19.4 A majority of the Voting Members will decide any motion or other question unless the Rules provide otherwise.</p> <p>19.5 The tally of votes received remotely on any motion will be presented to the meeting.</p>	<p>In response to member feedback, we propose to allow for remote voting. Affiliate Members have also been included in the definition of Voting Member, in response to feedback that all Financial Members should have voting rights – Affiliates are Financial Members.</p>

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

**RULE 19: REFERENDUM**

The Board may, and on the written request of 100 Voting Members shall, take a referendum of Engineering New Zealand members on any question. The Board shall publish the result of such referendum but shall not be bound by it.

**RULE 20: REFERENDUM**

The Board must take a referendum of Engineering New Zealand 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 18.2(b)(ii). The Board will not be bound by the results of any referendum, but it must publish the results.

It is proposed that this Rule substantially stay the same, as there was no strong mandate through the consultation to change it. We've included provision to ensure transparency with results, even though the Board is not bound by them.

**RULE 20: ALTERATIONS OF RULES**

- 20.1 Rules shall be made, amended or rescinded only by a resolution passed at a General Meeting.
- 20.2 No addition to or alteration of Rule 24, Winding-Up, shall be made without the approval of the Inland Revenue Department.

**RULE 21: ALTERATIONS OF RULES**

- 21.1 Rules will only be made, amended or rescinded by a resolution passed at a General Meeting.
- 21.2 Before a motion to make substantive changes to any Rule is put before a General Meeting, the Board will consider whether consultation with membership is appropriate and undertake consultation to the extent the Board considers reasonable. 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; and
  - c. the membership class structure.

In the consultation, members supported including consultation provisions before a change is proposed to the Rules or Regulations. These have been included in the new proposed Rules 21 and 22.

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p><b>RULE 21: REGULATIONS</b></p> <p>21.1 The Board may make Regulations on matters referred to in the Rules that require further elaboration in detail.</p> <p>21.2 Regulations shall be made, amended or rescinded by the assent of not less than two-thirds of the Board members.</p> <p>21.3 Information regarding Regulations made, amended or rescinded shall be communicated to Engineering New Zealand members by posting a notice to each Engineering New Zealand member or by publication in the Journal of Engineering New Zealand of such Regulations or a summary thereof together with advice that a copy of such Regulations may be obtained from the Chief Executive on request.</p>	<p><b>RULE 22: REGULATIONS</b></p> <p>22.1 The Board may make Regulations on matters referred to in the Rules that require further elaboration in detail.</p> <p>22.2 Regulations will only be made, amended or rescinded by the assent of not less than two-thirds of the Board members.</p> <p>22.3 The requirements for consultation on a proposed Regulation are the same as the requirements for a proposed change of the Rules, and as set out in Rule 21.2.</p> <p>22.4 Information regarding Regulations made, amended or rescinded will be promptly communicated to Engineering New Zealand members.</p>	
<p><b>RULE 22: PROPERTY</b></p> <p>The property and effects of Engineering New Zealand of every kind shall be used solely in furtherance of the Object of Engineering New Zealand and, except as provided in these Rules, no portion of such property or effects or profit or surplus shall be surrendered or paid to any Engineering New Zealand member either by way of bonus, gratuity or dividend or in any other manner whatever except that an honorarium may be paid to an Engineering New Zealand member for services rendered.</p>	<p><b>RULE 23: PROPERTY</b></p> <p>The property and assets of Engineering New Zealand will only be used to further the Objectives. Unless provided in these Rules, no portion of such property or assets, or profit or surplus, will be given to any Engineering New Zealand member.</p>	<p>There was general agreement in the consultation that this Rule should substantially stay the same. However, as noted above, we have proposed to move the provision relating to the Board’s power to pay members honorariums for services rendered to the section of the Rules that relates to the Board’s financial responsibilities.</p>

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

**RULE 23: CONTROL AND USE OF THE COMMON SEAL**

Engineering New Zealand shall have a common seal which shall be kept by the Chief Executive at the registered office of Engineering New Zealand and shall be affixed to any document only on the resolution of the Board and each impression of the seal shall be valid only if attested in writing by any two of the Chief Executive and the Board members.

**RULE 24: CONTROL AND USE OF THE COMMON SEAL**

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 of the Chief Executive and the Board members.

We are required by the Incorporated Societies Act 1908 to have a Rule relating to the use and control of our common seal. There was general agreement in the consultation that this Rule should substantially stay the same.

**RULE 24: WINDING-UP**

In the event of the winding-up of Engineering New Zealand any property and effects of Engineering New Zealand shall be bequeathed by Engineering New Zealand for the purpose of furthering scientific knowledge or promoting the welfare of the engineering and technology profession or other such and similar purposes as the Board shall decide.

**RULE 25: WINDING-UP**

In the event of Engineering New Zealand winding-up, its property and assets will be gifted to either:

- 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.

There was general agreement in the consultation that this Rule should substantially stay the same. We’ve added in that assets and property may be gifted for the purpose of furthering engineering knowledge, as well as scientific (in the current Rules it is just scientific knowledge).

# SECTION IV – BRANCHES AND GROUPS

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p><b>RULE 25: BRANCHES</b></p> <p>25.1 Creation of Branches</p> <p>The Board may create Branches as subsidiary bodies of Engineering New Zealand, and shall decide the geographic boundaries that define each Branch, and the branch name for each Branch so created.</p> <p>25.2 Objects</p> <p>The Object of the Branch shall be the advancement of the Object of Engineering New Zealand within the geographic region that defines the Branch, by:</p> <ol style="list-style-type: none"> <li>providing networking amongst Branch members;</li> <li>assisting with mentoring of young engineers;</li> <li>delivering a regional programme supporting the career development of members and recognising local initiatives in engineering;</li> <li>supporting the wider community on behalf of the engineering profession; and</li> <li>obtaining the views of Branch members and representing these views to the Board.</li> </ol> <p>25.3 Membership</p> <p>25.3.1 Every Engineering New Zealand member resident in the area, and such other Engineering New Zealand members as the</p>	<p><b>RULE 26: BRANCHES AND YOUNG ENGINEERS GROUPS</b></p> <p><b>Board may create Branches and Young Engineers' groups</b></p> <p>26.1 The Board may create Branches of Engineering New Zealand and decide the geographic boundaries that define each Branch.</p> <p>26.2 The Board may also set up regional groups for Young Engineers to align with the closest Branch ("Young Engineers Group").</p> <p>26.3 Branches and Young Engineers' Groups are subsidiary bodies of Engineering New Zealand and have no independent legal or financial status.</p> <p><b>Objectives of each Branch and Young Engineers group</b></p> <p>26.4 The Objective of each Branch and Young Engineers Group is to advance the Objectives of Engineering New Zealand and its strategic direction within their region, by:</p> <ol style="list-style-type: none"> <li>delivering a regional programme supporting Engineering New Zealand's strategy;</li> <li>providing networking opportunities among their members;</li> </ol>	<p>There was strong support in the consultation to remove operational elements from this Rule that are best left to individual Branches to manage. The proposed new Rule for Branches responds to that feedback. The changes made propose to allow Branches to operate flexibly, guided by protocols from the Board, their objectives, Engineering New Zealand's objectives and strategic direction, the Code of Ethical Conduct and good governance practices.</p> <p>As the Young Engineers Groups effectively run as branches of young engineers, we think it also makes sense to provide for them in this rule. This recognises the close relationship between Branches and their local Young Engineer groups, and the benefits to both when their activities are aligned.</p> <p>The objectives have been updated here to be applicable to both groups, with no key substantive changes that will</p>



CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>Board may decide, shall be members of the Branch provided that the Board may permit a resident in the Branch area to become a member of another Branch.</p>	<p>c. assisting with mentoring of members;</p>	<p>affect Branch or Young Engineer Group operations.</p>
<p>25.3.2 Every member of the Branch who is a Financial Member of Engineering New Zealand shall be entitled to attend general meetings of the Branch and to vote.</p>	<p>d. advancing member career development, including through encouraging competence-based registration and events for continuing professional development;</p>	<p>Proposed Rule 26.11 is taken from the current Rule 9.6, as we think it is more appropriate that this obligation sit within the Rules for Branches and Groups.</p>
<p>25.4 Branch Chairperson and Committee</p>	<p>e. championing engineering in their region;</p>	<p>We also proposed to add stronger accountability provisions, which</p>
<p>25.4.1 The affairs of each Branch shall be managed by a Branch Committee chaired by a Chairperson.</p>	<p>f. supporting the wider community on behalf of the engineering profession; and</p>	<p>members supported in the consultation. This includes provision for removing committee members who are not fulfilling their role in a manner consistent with the Rules.</p>
<p>25.4.2 The Branch Committee shall contain no less than two members in addition to the Chairperson who are elected pursuant to Rule 25.6.1, and co-opted members.</p>	<p>g. obtaining the views of their members and representing these views to the Board.</p> <p><b>Management of each Branch and Young Engineers group</b></p>	<p>We have removed the detailed Rules relating to the size of the committee, terms of tenure, committee position titles, annual general meetings, publications etc. Much of this detail is operational and not necessary to be in the Rules. We think it can be reasonably contained within branch guidance, such as the Chairs Handbook, supplemented where appropriate by Board protocols that set out guiding principles and minimum requirements. This allows for greater flexibility depending on the size and needs of the particular branch or group.</p>
<p>25.4.3 The terms of tenure of the positions of Chairperson and Committee Member are one year to the next Branch Annual General Meeting.</p>	<p>26.5 The affairs of each Branch and Young Engineers Group are managed by a Committee chaired by a Chairperson.</p>	<p>We have removed the detailed Rules relating to the size of the committee, terms of tenure, committee position titles, annual general meetings, publications etc. Much of this detail is operational and not necessary to be in the Rules. We think it can be reasonably contained within branch guidance, such as the Chairs Handbook, supplemented where appropriate by Board protocols that set out guiding principles and minimum requirements. This allows for greater flexibility depending on the size and needs of the particular branch or group.</p>
<p>25.4.4 No member of a Branch shall be prevented from holding office on the Committee by reason of their prior service on the Committee, save that the prior permission of the Board shall be required in order for a member who has served for three or more one-year terms as Chairperson of the Branch</p>	<p>26.6 The Chairperson and committee members are elected positions. Each Branch and Young Engineers Group will establish an election process for their branch/group consistent with any protocols defined by the Board.</p> <p>26.7 Branches and Young Engineers Groups will operate their affairs according to any protocols and budgets defined by the Board, and consistent with these Rules and good governance practices.</p> <p>26.8 Chairpersons and committees are accountable to their membership and the Engineering New Zealand Board.</p>	<p>We have removed the detailed Rules relating to the size of the committee, terms of tenure, committee position titles, annual general meetings, publications etc. Much of this detail is operational and not necessary to be in the Rules. We think it can be reasonably contained within branch guidance, such as the Chairs Handbook, supplemented where appropriate by Board protocols that set out guiding principles and minimum requirements. This allows for greater flexibility depending on the size and needs of the particular branch or group.</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>to be elected to that position for a further term.</p> <p>25.4.5 Any Branch may designate titles for positions within the Committee to associate them with particular roles.</p> <p>25.4.6 Decisions of the Branch Committee are made by majority vote of those present if five or more Committee members are present, or at least two-thirds majority if four or fewer members are present, there being no casting vote.</p> <p>25.5 Annual meeting and receipt of Branch Annual Report</p> <p>25.5.1 The Financial Year of Engineering New Zealand shall apply to each Branch.</p> <p>25.5.2 The Annual General Meeting of each Branch shall be held within three months of the end of each Financial Year, at a time set by the Branch Committee.</p> <p>25.5.3 The Chairperson shall present an annual report on activities to the Annual General Meeting, and this will normally be distributed to all Branch members.</p> <p>25.5.4 The Committee shall prepare a report on Branch activities for inclusion in Engineering New Zealand's Annual Report.</p>	<p><b>Rights of members of each Branch and Young Engineers group</b></p> <p>26.9 Every member of a Branch or Young Engineers Group is entitled to attend General Meetings of their branch or group.</p> <p>26.10 Every Financial Member of a Branch or Young Engineers Group is entitled to vote at General Meetings and elections of their branch or group.</p> <p><b>Responsibilities of each branch and young engineers group</b></p> <p>26.11 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.</p> <p>26.12 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.</p> <p><b>Removal of members and dissolution</b></p> <p>26.13 The Board may, after following a fair process, remove a member of a Branch or Young Engineers Group committee if the member is not fulfilling their role in a manner consistent with any protocols and budgets defined by the Board, the Objectives and strategic direction of Engineering New Zealand, the Code of Ethical Conduct, or these Rules.</p>	<p>We have also proposed to remove the provisions relating to Branch expenditure. As subsidiary groups, Branch and Young Engineers Group finances are managed in a cooperative way through Engineering New Zealand's annual budgeting process.</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>25.5.5 The annual report shall cover activities of the Branch and the use of funds in the Branch.</p> <p>25.6 Election of Officers</p> <p>25.6.1 The election of the Branch Chairperson and Committee shall occur at the Annual General Meeting, or failing that by postal ballot of all Financial Members as soon as possible thereafter.</p> <p>25.6.2 Nominations shall be open of a period not exceeding one month prior to the Annual General Meeting, and shall be closed during the Annual General Meeting of each Branch.</p> <p>25.6.3 Nominations must be made by a Financial Member who is a member of the Branch, and acceptance of nomination must be verified for a nomination to be valid.</p> <p>25.6.4 Candidates must be Financial Members at time of election.</p> <p>25.6.5 Financial Members of Engineering New Zealand who are members of a Branch may be co-opted onto the Committee by a two-thirds majority vote of the elected members.</p> <p>25.7 Expenditure</p> <p>25.7.1 The Branch shall be allocated funds by the Board to enable it to undertake activities within the Branch region.</p>	<p>26.14 The Board may, with three months' notice to Branch or Young Engineers Group members, dissolve that Branch of Group, reallocate the geographic region that it represents, and transfer the members to other Branches of Young Engineers Groups according to the new geographical boundaries, provided that at least one of the following criteria is satisfied:</p> <p>a. The members of the Branch or Young Engineers Group request the dissolution, as determined by a 75 per cent majority of those present at a General Meeting called for the purpose of discussing a motion for dissolution; or</p> <p>b. Following consultation with the Branch or Young Engineers Group, the Board is of the view that the Branch or Young Engineers Group is non-viable as evidenced by lack of activity, or failure to form a Committee for an extended period of time.</p>	

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

25.7.2 Such funds shall be expended only in furtherance of the Object of Engineering New Zealand and in accordance with procedures specified by the Board.

25.7.3 Branches may charge fees for specific activities provided that the fees charged and the spending of them is in accordance with procedures specified by the Board.

**25.8 Meetings**

25.8.1 Meetings of the Branch Committee and meetings of the Branch shall be held as required.

25.8.2 Special General Meetings of the Branch may be called by the Branch Committee on its own initiative or at the written request of ten Financial Members who are members of the Branch for the purpose of discussion of the performance of the Branch.

25.8.3 Visitors may be introduced by members to Branch meetings subject to the approval of the Chairperson. Visitors may take part in discussions on the invitation of the chairperson.

25.8.4 The chairperson of the Branch, when present, shall preside at each Branch meeting and in his or her absence another member of the committee shall preside. If no such member is

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

present then the members present shall appoint a chairperson from among their members.

25.8.5 A quorum for the Branch Committee shall be the lesser of three or two-thirds of the total Committee. For a Special General Meeting of the Branch the quorum shall be ten Financial Members. There shall be no quorum for the Annual General Meeting of the Branch.

25.9 Publications and other outputs

Branches may prepare publications and other forms of output, and release these outside the Branch membership provided that they have been prepared in accordance with procedures specified by the Board for such activities within Engineering New Zealand.

25.10 Representation

At all times and in all forms of output that it creates, each Branch must present and represent itself as a Branch of Engineering New Zealand.

25.11 Dissolution of a Branch

25.11.1 The Board may dissolve a Branch, reallocate the geographic region that it represents into other Branches, transfer the members of the Branch to other Branches according to the new Branch boundaries, take control of any unspent Branch funds, after giving six months' notice to Branch members, provided

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>that at least one of the following criteria is satisfied:</p> <ul style="list-style-type: none"> <li>a. The members of the Branch request the dissolution, as determined by a 75% majority of those present at a Special General Meeting called for the purpose of discussing a motion for dissolution; or</li> <li>b. The Board is of the view that the Branch is non-viable as evidenced by lack of activity, or failure to form a Committee for an extended period of time.</li> </ul> <p>25.11.2 In expending any unspent Branch funds, so far as is reasonably possible, the Board must follow any direction previously given by the Branch for the use of the funds.</p>		
<p><b>RULE 26: TECHNICAL INTEREST GROUPS AND SPECIAL INTEREST GROUPS</b></p> <p>26.1 Creation of Technical Interest Groups and Special Interest Groups</p> <p>26.1.1 On request by twelve or more Financial Members, the Board may create a Technical Interest Group or Special Interest Group as a subsidiary body of Engineering New Zealand, and specify the domain of activity and name for each Group so created.</p>	<p><b>RULE 27: ENGINEERING NEW ZEALAND GROUPS</b></p> <p><b>Board may create Groups</b></p> <p>27.1 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”).</p> <p>27.2 Groups are subsidiary bodies of Engineering New Zealand and have no independent legal or financial status.</p>	<p>The proposed changes to this Rule also reflect member support for overhauling the rules relating to Engineering New Zealand Groups. We’re proposing one Rule for Groups that is applicable to different types of groups that may be established over time, and that allows for flexible operations in the same way as proposed for branches – guided by protocols from the Board, their objectives, Engineering New Zealand’s</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>26.1.2 The Board may agree that the Group be a joint group with one or more other organisations, and if so, declare whether Engineering New Zealand or one of the other organisations shall carry responsibility for the activities of the Group. In the event that the responsibility is carried by another organisation then the Group shall be constructed according to the rules of that organisation for creation, operation and dissolution of such groups, in which case the remainder of these Technical Interest Group and Special Interest Group Rules shall not apply.</p> <p>26.1.3 In the event that any part of Rule 26 is found to be in conflict with other Rules of Engineering New Zealand then the other Rules of Engineering New Zealand shall take precedence so that all activities of Technical Interest Groups and Special Interest Groups and their members are in accord with the Rules of Engineering New Zealand as a whole.</p> <p>26.2 Object</p> <p>26.2.1 The Object of each Technical Interest Group shall be the advancement of the Object of Engineering New Zealand within the domain of activity of the Technical Interest Group, by:</p> <p>a. informing members of the Group on important national and international</p>	<p><b>Objectives of each Group</b></p> <p>27.3 The Objectives of each Group will be the advancement of the Objectives of Engineering New Zealand and its strategic direction within the area of activity or interest of the Group, including by:</p> <p>a. delivering a programme for its members in support of Engineering New Zealand’s strategy;</p> <p>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;</p> <p>c. contributing to knowledge development and continuing professional development of members in the area of activity or interest of the Group;</p> <p>d. supporting good engineering practice within the area of activity or interest of the Group;</p> <p>e. in conjunction with Engineering New Zealand, preparing informed comment on public policy issues within the area of activity or interest of the Group;</p> <p>f. creating a network among members with similar interests by regular communication and events; and</p> <p>g. supporting the wider community on behalf of the engineering profession, including in response to disaster.</p>	<p>objectives and strategic direction, the Code of Ethical Conduct and good governance practices</p> <p>You’ll see some very similar changes here as for Branches, including stronger accountability provisions, and removal of unnecessary operational detail.</p> <p>We’ve included a provision that the Board and Group will operate in accordance with Engineering New Zealand’s Group Charter. This is currently under development following consultation with Groups earlier this year.</p> <p>Proposed Rule 27.12 is taken from the current Rule 9.6, as we think it is more appropriate that this obligation sit within the Rules for Branches and Groups.</p> <p>We’ve heard very clearly from members that members of groups who are not also members of Engineering New Zealand should still be required to comply with certain professional and ethical obligations. We can’t hold non-members to account for breaches of our obligations. But we want to make it clear that any member of an</p>

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>developments and issues that lie within the domain of activity;</p> <p>b. contributing to knowledge development in the domain of activity;</p> <p>c. supporting the identification of good engineering practice within the domain of activity;</p> <p>d. preparing informed comment on public policy issues within the domain of activity; and</p> <p>e. creating a network amongst members with similar technical interests by regular communication.</p> <p>26.2.2 The Object of each Special Interest Group shall be the advancement of the Object of Engineering New Zealand within the domain of activity of the Special Interest Group, by:</p> <p>a. informing members of the Group on important national and international developments and issues that lie within the domain of activity;</p> <p>b. contributing to knowledge development in the domain of activity;</p> <p>c. supporting the identification of good engineering practice within the domain of activity;</p>	<p><b>Group membership</b></p> <p>27.4 Every Engineering New Zealand member who expresses an interest in joining and who pays the relevant subscription can be a member of a Group.</p> <p>27.5 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 members of the Group, provided they pay the relevant subscription.</p> <p>27.6 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.</p> <p><b>Group member rights</b></p> <p>27.7 Every Group member is entitled to attend General Meetings of the Group.</p> <p>27.8 Every member of the Group who has paid their subscription fee is entitled to vote at General Meetings and elections of the group.</p> <p>27.9 Membership of a Group does not confer the rights of membership of Engineering New Zealand.</p> <p><b>Group and group member responsibilities</b></p> <p>27.10 All members of the Group, whether they are Engineering New Zealand members or not, must act</p>	<p>Engineering New Zealand group has obligations to be professional and act ethically when representing themselves as a member of the group. If not, they may have their membership of the group rescinded.</p> <p>We’ve also proposed rules to remove ambiguity about group funds. Engineering New Zealand groups are subsidiaries of Engineering New Zealand and have no separate legal or financial status. All Group funds, income and expenditure are accounted for as part of Engineering New Zealand.</p>



CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>d. preparing informed comment on public policy issues within the domain of activity; and</p> <p>e. creating a network amongst members with similar special interests by regular communication.</p> <p>26.3 Membership</p> <p>26.3.1 Every Engineering New Zealand member who expresses an interest in joining and who pays the relevant subscription shall be a member of any Group, and shall be entitled to have their Membership Class recognised in relation to the Group.</p> <p>26.3.2 If the Board has agreed that a Group be a joint group with another organisation, every member of that organisation who expresses an interest to join and who pays the relevant subscription shall be a member of the Group, and if they hold a competence-graded membership class within that organisation shall be entitled to have that membership class recognised in relation to the Group.</p> <p>26.3.3 Persons eligible to enter a competence-graded Membership Class or who hold a recognised engineering qualification but who are not Engineering New Zealand members may be admitted to membership of the Group only if the Committee agrees to their admission, and</p>	<p>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.</p> <p>27.11 At all times and in all forms of output that it creates, each Group must represent itself as a Group of Engineering New Zealand.</p> <p>27.12 No Group may make a decision that will have significant impact outside of that Group, except with the permission of the Board.</p> <p><b>Management of each Group</b></p> <p>27.13 Groups must operate their affairs according to any protocols and budgets defined by the Board, and consistent with these Rules and good governance practices.</p> <p>27.14 The Board and the Group will also operate in accordance with the Engineering New Zealand Group Charter, which sets out, among other things, their shared expectations and commitments.</p> <p>27.15 The affairs of each Group are managed by a Committee chaired by a Chairperson.</p> <p>27.16 The Chairperson and committee members are elected positions. Each Group will establish an election process for their group consistent with any protocols defined by the Board.</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>the Board is satisfied that the number of members admitted under this rule is small in relation to those admitted under Rule 26.3.1 or Rule 26.3.2.</p> <p>26.3.4 Subject to permission of the Board, and at the discretion of the Committee, other persons, beyond those covered by Rules 26.3.1 to 26.3.3, who express an interest in the domain of activity, and whose inclusion adds value to the activities of a Group, may be permitted to become members of the Group, provided that they pay the relevant subscription.</p> <p>26.3.5 Subject to permission of the Board, and at the discretion of the Committee of each Group, an organisation expressing an interest in the domain of activity, and whose inclusion adds value to the activities of the Group as a whole, may be invited to become an organisational member of the Group, provided that it pays the relevant subscription.</p> <p>26.3.6 Each organisation that is a member of a Group shall be entitled to nominate one or more persons who shall be treated as if they are individual members of the Group, the number of such nominations per organisation being decided from time to time by the Committee.</p> <p>26.3.7 Every person who is a member or nominated by an organisation that is a member of a</p>	<p>27.17 Chairpersons and committees are accountable to their membership and the Engineering New Zealand Board.</p> <p><b>Fees, income and expenditure</b></p> <p>27.18 The Committee of each Group will recommend for the Board’s approval a membership subscription fee as part of Engineering New Zealand’s budgeting process. The recommended fee must be sufficient to cover the normal operating expenses of the Group.</p> <p>27.19 Members of a Group who have not paid the subscription within three months will be in arrears of their fee, and the procedures set out in Rule 8 will be applied to their membership of the Group.</p> <p>27.20 Groups may charge fees or raise sponsorship for specific activities where the costs of those activities cannot be met from subscription income, provided that the fees or sponsorship is in accordance with any protocols specified by the Board.</p> <p>27.21 All Group funds, income and expenditure is accounted for as part of Engineering New Zealand.</p> <p>27.22 Subscription income must be expended only in furtherance of the Group’s Objectives and in accordance with any protocols specified by the Board.</p> <p><b>Removal of members and group dissolution</b></p> <p>27.23 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 protocols and budgets defined by the Board, the</p>	

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>Group shall be entitled to attend general meetings of the Group and to vote.</p> <p>26.3.8 Membership of a Group in itself does not confer the rights of membership of Engineering New Zealand.</p> <p>26.3.9 Members of a Group who have not paid the subscription within a period of time prescribed by the Board may be removed from membership of the Group at the discretion of the Board.</p> <p>26.3.10 If a Group is largely composed of members who are resident outside New Zealand, and carries out its primary activities outside New Zealand, the Board may give permission for the Group to establish competence-graded membership classes, provided that these classes are consistent with the competence-graded Membership Classes of Engineering New Zealand.</p> <p>26.4 Chairperson and committee</p> <p>26.4.1 The affairs of each Group shall be managed by a Committee chaired by a Chairperson.</p> <p>26.4.2 The Committee shall contain no less than two members, in addition to the Chairperson, who are elected pursuant to Rule 26.6.1 and co-opted members.</p>	<p>Objectives and strategic direction of Engineering New Zealand, the Engineering New Zealand Groups Charter or the Code of Ethical Conduct.</p> <p>27.24 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 protocols and budgets defined by the Board, the Objectives and strategy of Engineering New Zealand, the Engineering New Zealand Groups Charter or the Code of Ethical Conduct.</p> <p>27.25 The Board may dissolve a Group provided that at least one of the following criteria is satisfied:</p> <ul style="list-style-type: none"> <li>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.</li> <li>b. Following consultation with the Group, the Board is of the view that the Group is non-viable as evidenced by poor financial performance, lack of activity, or failure to form a Committee for an extended period of time.</li> </ul>	

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

26.4.3 The terms of tenure of the positions of Chairperson and Committee member are one year to the next Annual General Meeting.

26.4.4 No member of a Group shall be prevented from holding office on the Committee by reason of their prior service on the Committee, save that the prior permission of the Board shall be required in order for a member who has served for three or more one-year terms as Chairperson to be elected to that position for a further term.

26.4.5 Any Group may choose to designate titles for positions within the Committee to associate them with particular roles.

26.4.6 Any Group Committee may form sub-committees to perform particular roles, and co-opt members to those sub-committees, provided that all decisions of a sub-committee are subject to ratification by the Committee.

26.4.7 Decisions of the Committee are made by majority vote of those present if five or more Committee members are present, or at least two-thirds majority if four or less members are present, there being no casting vote.

26.4.8 Notwithstanding the other provisions of Rule 26.4, if a Group is largely composed of members who are resident outside New Zealand, the Board may extend the terms of

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

tenure of the Chairperson and Committee members from one to two or three years, may define representative geographic regions and may impose a requirement that at least one Committee member come from each region.

**26.5 Annual meeting and receipt of annual report**

26.5.1 The Financial Year of Engineering New Zealand shall apply to each Group unless the Board agrees otherwise.

26.5.2 The Annual General Meeting of each Group shall be held within three months of the end of each Financial Year at a time set by the Committee.

26.5.3 The Chairperson shall present an annual report on activities to the Annual General Meeting, and this will normally be distributed to all Group members.

26.5.4 The Committee shall prepare a report on Group activities for inclusion in Engineering New Zealand's Annual Report.

26.5.5 The annual report shall cover activities of the Group and the use of funds by the Group.

**26.6 Election of officers**

26.6.1 The election of each Group Chairperson and Committee shall occur at the Annual General

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

Meeting, or failing that by postal ballot of all members as soon as possible thereafter.

26.6.2 Only individual persons and not organisations may be elected to the Committee or as Chairperson.

26.6.3 Nominations shall be open for a period not exceeding one month prior to the Annual General Meeting, and shall be closed during the Annual General Meeting of each Group.

26.6.4 Nominations must be made by an individual member of the Group who personally, or whose organisation, is a member of the Group, and acceptance of nomination must be verified for a nomination to be valid

26.6.5 Candidates must be full Financial Members at time of election.

26.6.6 Members of the Group or nominees of organisations that are members of the Group may be co-opted onto the Committee of that Group by a two-thirds majority vote of the elected members of the Committee.

26.7 Income and expenditure

26.7.1 The Committee of each Group shall recommend membership subscriptions to the Board which shall be sufficient to cover the normal operating expenses of the Group.

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

26.7.2 Subscription income shall be expended only in furtherance of the Object of the Group and in accordance with procedures specified by the Board for ensuring that the Group behaves responsibly towards Engineering New Zealand as a whole.

26.7.3 Groups may charge fees for specific activities for which the costs cannot be met from subscription income provided that the fees charged and the spending of them is in accordance with procedures specified by the Board for ensuring that the Group behaves responsibly towards Engineering New Zealand as a whole.

**26.8 Meetings**

26.8.1 Meetings of the Committee and meetings of each Group shall be held as required.

26.8.2 Special General Meetings of the Group may be called by the Committee on its own initiative or at the written request of ten members for the purpose of discussing the performance of the Group.

26.8.3 Visitors may be introduced by members to Group meetings subject to the approval of the Chairperson, and such visitors may take part in discussions on the invitation of the Chairperson.

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

26.8.4 The Chairperson of the Group, when present, shall preside at each Group meeting and in his or her absence another member of the Committee shall preside. If no such member is present then the members of the Group present shall appoint a Chairperson from among their members.

26.8.5 A quorum for the Committee shall be the lesser of three or two-thirds of the total Committee. For a Special General Meeting of the Group the quorum shall be ten members. There shall be no quorum for the Annual General Meeting of the Group.

26.9 Publications and other outputs of activity

Groups may prepare publications and other forms of output within their domain of activity, and release these outside the membership provided that they have been prepared in accordance with procedures specified by the Board for such activities within Engineering New Zealand.

26.10 Representation

26.10.1 At all times and in all forms of output that it creates, each Group must present and represent itself as either a Technical Interest Group or a Special Interest Group of Engineering New Zealand, except that in cases where the Board has agreed that the Group be a joint group with another



## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

organisation the Group may also present and represent itself in relation to that other organisation.

26.10.2 In representing themselves in their own activities, outside the activities of the Group, those members of the Group:

26.10.2.1 who hold membership arising from one or more of Rules 26.3.1, 26.3.2 or 26.3.10 and whose competence is aligned with the domain of activity of the Group, may use the title of the relevant named Membership Class in relation to the Group;

26.10.2.2 other persons admitted under Rules 26.3.1, 26.3.2 or 26.3.10, may use the title member of the Group;

26.10.2.3 other members may only use the title of affiliate member of the Group, and may not imply by any means that they are Engineering New Zealand members.

26.11 Dissolution of a Group

26.11.1 The Board, either acting alone or in conjunction with any other organisation with which the Group is a joint Group, may

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

dissolve a Group provided that at least one of the following criteria is satisfied:

- a. The members of the Group request the dissolution, as determined by a 75% majority of those present at a Special General Meeting called for the purpose of discussing a motion for dissolution.
- b. The Board and any other organisation with whom the Group is a joint Group are of the view that the Group is non-viable as evidenced by poor financial performance, lack of activity, or failure to form a Committee for an extended period of time.
- c. The Board has agreed that the Group be a joint group with another organisation, and that organisation requests dissolution.

26.11.2 In expending any unspent Group funds, in so far as is reasonably possible, the Board must follow any direction previously given by the Group for the use of the funds.

## RULE 27: PRACTICE COLLEGES

### 27.1 Creation of practice colleges

The Board may establish one or more Practice Colleges if it considers that formation of such a College will enable the Object of Engineering New Zealand to be advanced.

### 27.2 Object

The Object of each Practice College shall be the advancement of the Object of Engineering New Zealand, by enabling competence standards and ongoing practice requirements to be determined, maintained and used by peer groupings within the one or more areas of engineering practice for which it was formed.

### 27.3 Membership

27.3.1 Every Chartered Member shall be entitled to be a member of the Practice College.

27.3.2 The Board may define post-nominal abbreviations for use by Practice College members.

### 27.4 College management

27.4.1 The affairs of each College shall be managed either directly by the Board or by a College Committee appointed by the Board for this purpose.

Members supported removing this Rule. In future, if a practice college is deemed appropriate, it can be established as an Engineering New Zealand Group.

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

27.4.2 If appointed by the Board, the College Committee shall contain no less than two members in addition to the Chairperson.

27.4.3 The terms of tenure of the appointed members to the roles of Chairperson and College Committee members shall be specified by the Board, but no member of a College Committee shall serve continuously for more than four years.

27.4.4 Decisions of any College Committee are made by majority vote of those present if five or more Committee members are present, or at least two-thirds majority if four or less members are present, there being no casting vote.

27.4.5 Either the Board or a College Committee may delegate some of its functions to the Chief Executive.

27.5 Annual meeting and receipt of College Annual Report

27.5.1 The Annual General Meeting of each College shall be held at a time and place set by either the Board or the College Committee.

27.5.2 The President of the Board, or the Chairperson of the College Committee shall present an annual report on activities to the Annual General Meeting, and this will normally be distributed to all College members by

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

inclusion in Engineering New Zealand's Annual Report.

## 27.6 Expenditure

27.6.1 A College may be allocated funds by the Board to enable it to undertake activities.

27.6.2 Such funds shall be expended only in furtherance of the Object of the Practice College and in accordance with procedures specified by the Board.

## 27.7 Meetings

27.7.1 Meetings of the College Committee and meetings of the College shall be held as required.

27.7.2 Visitors may be introduced by members to College meetings subject to the approval of the Chairperson. Visitors may take part in discussions on the invitation of the chairperson.

27.7.3 The President of Engineering New Zealand, or the chairperson of the College Committee, when present, shall preside at each College meeting and in his or her absence another member of the College Committee shall preside. If no such member is present then the members present shall appoint a Chairperson from among their members.

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

27.7.4 A quorum for the College Committee shall be the lesser of three or two-thirds of the total Committee and there shall be no quorum for the Annual General Meeting.

27.8 Dissolution of a Practice College

The Board may dissolve a College provided that the Board is of the view that either the need for the College no longer exists, or that the College is non-viable as evidenced by lack of activity.

**RULE 28: COMPETENCE REGISTERS**

28.1 Creation of Competence Registers

The Board may establish Competence Registers if it considers that formation of such Competence Registers will enable the Object of Engineering New Zealand to be advanced.

28.2 Object

The Object of each Competence Register shall be the advancement of the Object of Engineering New Zealand, by enabling engineering practitioners who demonstrate that they meet prescribed competence standards within the one or more areas of engineering practice to be recognised by registration.

28.3 Procedures

The Board shall prescribe Regulations which set out procedures by which applications for registration are

**RULE 28: COMPETENCE REGISTERS**

28.1 The Board may establish Competence Registers.

28.2 The Objective of each Competence Register is the advancement of the Objectives of Engineering New Zealand by enabling engineering practitioners who demonstrate they meet prescribed competence standards within one or more areas of engineering practice to be recognised by registration.

28.3 The Board will prescribe Regulations which may include:

- 28.3.1 the procedures and processes for admission to and removal from the Competence Register;
- 28.3.2 registration fees; and
- 28.3.3 management and oversight of the Competence Register.

Members supported maintaining a rule for the establishment of competence registers. The proposed new rule is substantially the same.

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>made, by which competence for continued registration must be demonstrated, by which persons may be removed from a Competence Register, and any fees payable for entry to or continuation on the Competence Register.</p> <p>28.4 Registration</p> <p>28.4.1 Every Engineering New Zealand member or other person who has demonstrated their competence to the satisfaction of the Board, who has met the requirements in terms of the Regulations for the Competence Register and who pays the fees within a period of time specified by the Board shall be entitled to be registered.</p> <p>28.4.2 The Board may define post-nominal abbreviations for use by registrants.</p> <p>28.5 Competence Register management</p> <p>28.5.1 The operation of each Competence Register shall be either managed directly by the Board or by a Management Committee appointed by the Board for this purpose.</p> <p>28.5.2 If appointed by the Board, the Register Management Committee shall include no less than two members in addition to the Chairperson.</p> <p>28.5.3 The terms of tenure of the members appointed to the roles of Chairperson and</p>	<p>28.4 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 non-viable as evidenced by lack of registrants or persons seeking registration.</p>	

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

Management Committee members shall be specified by the Board, but no member of a Register Management Committee shall serve continuously for more than four years.

28.5.4 Decisions of any Register Management Committee are made by majority vote of those present if five or more Committee members are present, or at least two-thirds majority if four or less members are present, there being no casting vote.

28.5.5 Either the Board or a Register Management Committee may delegate some of its functions to the Chief Executive.

28.6 Competence Register Annual Report

The President of the Board, or the Chairperson of the Register Management Committee shall present an annual report on the operation of the Competence Register and this will normally be distributed to all members by inclusion in Engineering New Zealand's Annual Report.

28.7 Expenditure

28.7.1 The Competence Register may be allocated funds by the Board to enable it to undertake activities, in addition to fees paid by registrants.

28.7.2 Such funds shall be expended only in furtherance of the Object of the Competence



CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>Register and in accordance with procedures specified by the Board.</p> <p>28.8 Dissolution of a Competence Register</p> <p>The Board may dissolve a Competence Register provided either that the Board is of the view that the need for the Competence Register no longer exists, or that the Competence Register is non-viable as evidenced by lack of registrants or persons seeking registration.</p>		
<p><b>RULE 29: COLLABORATING TECHNICAL SOCIETIES</b></p> <p>29.1 The Board may recognise independent incorporated societies or not-for-profit organisations whose primary Object is the development and sharing of engineering knowledge as Collaborating Technical Societies.</p> <p>29.2 The Board shall agree with each Collaborating Technical Society a domain of activity in which the Society operates, and the Board shall not initiate activities in this domain except by first seeking to do so by co-operation with the Society.</p> <p>29.3 The Board shall develop protocols and memoranda of understanding with Collaborating Technical Societies to assist in developing mutually beneficial relationships, but no such protocol or memorandum shall render Engineering New Zealand liable for the activities of a Collaborating Technical Society unless a</p>	<p><b>RULE 29: COLLABORATING TECHNICAL SOCIETIES AND JOINT GROUPS</b></p> <p>29.1 The Board may recognise:</p> <ul style="list-style-type: none"> <li>a. independent incorporated societies</li> <li>b. not-for-profit organisations; or</li> </ul> <p>whose primary Objective is the development and sharing of engineering knowledge, as Collaborating Technical Societies.</p> <p>29.2 The Board may recognise subsidiary groups of other engineering organisations as Joint Groups.</p> <p>29.3 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</p>	<p>Members agreed that the substance of this rule should stay the same, but it should be updated. The most significant change proposed here is the addition of what used to be joint groups to this Rule. This is to reflect that a joint group operating under the Rules of another engineering organisation is not bound by the Engineering New Zealand Rules, and our relationship with them is more akin to our relationship with CTSs.</p>

CURRENT RULES

PROPOSED NEW RULES

REASON FOR CHANGE

specific contractual arrangement transferring liability is agreed.

specific contractual arrangement transferring liability is agreed.

**RULE 30: STUDENT CHAPTERS AND STUDENT ENGINEERS OF NEW ZEALAND (SENZ)**

30.1 Creation

30.1.1 The Board may recognise the single student engineer organisation that it considers is most representative of student engineers studying at any campus of a particular education provider. The student engineer organisation recognised under this Rule shall be known as the Student Chapter at that education provider and campus.

30.1.2 At the request of at least a two-third majority of the Student Chapters the Board may form a national body of Student Chapters to be known as Student Engineers of New Zealand (SENZ), this body operating as a subsidiary of Engineering New Zealand.

30.2 Object

The Object of SENZ shall be the advancement of the Object of Engineering New Zealand for the benefit of Student Members of Engineering New Zealand and other student engineers studying towards recognised engineering qualifications including by:

There is no separate rule proposed for Student Groups. Students are a membership class, rather than a group, and in practice they do not operate as a Group as anticipated in the current Rules. Our support and dedication to our student members will continue, but without structured and administratively heavy rules that are not followed and do not represent the reality of our engagement relationship.

- a. providing networking and communication amongst student engineers through organisation of engineering-related events and distribution of newsletters and other communications;
- b. assisting with mentoring of student engineers;
- c. assisting to deliver a programme supporting the career development of student engineers;
- d. actively promoting being a Student Member of Engineering New Zealand.

### 30.3 Membership

30.3.1 Every Student Member of Engineering New Zealand studying at an education provider shall be entitled to be a member of the relevant Student Chapter, subject to payment of the relevant fee.

30.3.2 Student engineer organisations may be recognised by the Board as Student Chapters if, in the opinion of the Board, that recognition will contribute to achievement of the Object of SENZ, and provided that the education provider has committed to provide on an ongoing basis a staff member to act as a liaison person between the education provider, the student engineer organisation, the local Branch of Engineering New Zealand and the Chief Executive.

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

30.3.3 The Board may delegate authority to the Chief Executive to make decisions under Rule 30.3.2.

30.4 SENZ Council

30.4.1 The affairs of SENZ shall be managed by a Council composed of the representatives of each Chapter, a Chairperson, and as required, a Chairperson-elect, and members co-opted under Rule 31.4.5.

30.4.2 The representative of each Chapter shall be the chairperson of the relevant student engineer organisation, unless the governing committee of that organisation chooses to elect an alternative representative. Each such representative shall have a term of one year.

30.4.3 The Chairperson-elect shall be elected by the Council sufficiently prior to the commencement of each calendar year to enable a smooth transition of responsibilities, need not be a current representative of a Student Chapter, but if not must be a Student Member of Engineering New Zealand.

30.4.4 The term of tenure of the Chairperson shall be one calendar year, and the Chairperson may be eligible for re-election.

30.4.5 Should it consider such action necessary in order to meet the Objects of SENZ, the Council

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

may co-opt up to two further persons to the Council with full voting rights, for terms not exceeding one year, provided that any person co-opted must be either a member of a Chapter or a Student Member of Engineering New Zealand.

30.4.6 The Council may choose to designate titles for positions within the Council to associate them with particular roles.

30.4.7 Decisions of the Council are made by majority vote of those present if five or more Council members are present, or at least two-thirds majority if four or fewer members are present, there being no casting vote.

**30.5 Meetings**

30.5.1 The Annual General Meeting of SENZ shall be held as close as possible to either the conclusion or the commencement of each academic year, and at a time and place set by the Council in consultation with the Chief Executive.

30.5.2 The Council may prepare a report on SENZ activities for inclusion in Engineering New Zealand's Annual Report.

30.5.3 Meetings of the Council shall be held as required.

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

30.5.4 The Chairperson of the Council, when present, shall preside at each meeting and in his or her absence another member of the Council shall preside.

30.5.5 A quorum for the Council shall be the lesser of three or two-thirds of the total Council.

30.6 Expenditure

30.6.1 The Council may be allocated funds by the Board to enable it to undertake activities or to assist to meet the costs of the Council meeting either face to face or by teleconference.

30.6.2 Such funds shall be expended only in furtherance of the Object of the Council and in accordance with procedures specified by the Board.

30.6.3 The Council may charge fees for specific activities provided that the fees charged and the spending of them is in accordance with procedures specified by the Board, and the Council seeks to make all such activities self-funding on an ongoing basis.

30.6.4 Any surplus funds generated by SENZ activities shall be held by the Board to be applied at the initiation of the Council for future SENZ activities.

### 30.7 Activities of SENZ

30.7.1 SENZ may conduct a programme of activities only in furtherance of the Objects of SENZ.

30.7.2 Prior to commencement of any programme of activities, the Council must discuss the potential wider implications of the activities with the Chief Executive or his/her appointed representative and agree with him/her appropriate measures to manage potential or actual risks to SENZ or Engineering New Zealand that might arise.

### 30.8 Representation

At all times and in all forms of output that it creates, both SENZ as a whole and its Council must present and represent itself as a subsidiary of Engineering New Zealand.

### 30.9 Dissolution of SENZ

The Board may dissolve SENZ or withdraw recognition of a Student Chapter provided that at least one of the following criteria is satisfied:

- a. The members of the Council request the dissolution or withdrawal of recognition, as determined by a 75 per cent majority of those present at a Council Meeting; or
- b. The Board is of the view that SENZ or the Student Chapter is non-viable as evidenced by lack of activity, or, in the case of SENZ only, failure to form a Council for an extended period of time.

**RULE 31: ACADEMIES****31.1 Creation of Academies**

31.1.1 The Board may create an Academy as a subsidiary body of Engineering New Zealand, and specify the domain of activity and name for each Academy so created.

31.1.2 The Board may agree that the Academy be a joint academy with one or more other organisations, and if so, declare whether Engineering New Zealand or another organisation shall carry responsibility for the activities of the Academy.

31.1.3 In the event that the responsibility is carried by the other organisation then the Academy shall be constructed according to the rules of that organisation for the creation, operation and dissolution of such Academies, in which case the remainder of these Academy rules shall not apply.

31.1.4 In the event that any part of Rule 31 is found to be in conflict with other Rules of Engineering New Zealand then the other Rules of Engineering New Zealand shall take precedence so that all activities of the Academy and its members are in accord with the Rules of Engineering New Zealand as a whole.

Members supported removing this Rule. In future, if an academy is deemed appropriate, it can be established as an Engineering New Zealand Group.



**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE****31.2 Object**

The Object of each Academy shall be the advancement of the Object of Engineering New Zealand within the domain of activity of the Academy by enabling those members or other persons who have demonstrated advanced levels of competence or leadership in the engineering or technological professions to be recognised by election as members or fellows of the Academy.

**31.3 Membership**

31.3.1 Election to membership or fellowship of an Academy shall be by invitation of the Board.

31.3.2 Members and fellows shall agree to pay the annual subscription of an Academy prior to their election to an Academy.

31.3.3 Membership or fellowship of an Academy in itself does not confer the rights of Engineering New Zealand membership.

31.3.4 The Board may define post-nominal abbreviations for use by members and fellows of an Academy.

**31.4 Procedures**

The Board shall prescribe Regulations which set out procedures by which nominations for membership of the Academy are made, peer-reviewed and approved, by which subscriptions are set and collected, by which

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

members may resign or be written off, and by which the activities of the Academy are funded. It shall also prescribe procedures for ensuring that any publications or output of the Academy are of high quality and objective.

**31.5 Academy Management**

31.5.1 The operation of each Academy shall be either managed directly by the Board or by an Academy Committee appointed by the Board for this purpose.

31.5.2 The Academy Committee shall include no less than two members in addition to the Chairperson.

31.5.3 The terms of tenure of the members appointed to the roles of Chairperson and Academy Committee members shall be specified by the Board, but no member of an Academy Committee shall serve continuously for more than four years.

31.5.4 Decisions of the Academy Committee are made by majority vote of those present if five or more Academy Committee members are present, or at least two-thirds majority if four or fewer members are present, there being no casting vote.

31.5.5 The Academy Committee may delegate some of its functions to the Chief Executive.

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE****31.6 Academy Annual Report**

The President of the Board, or the Chairperson of the Academy Committee shall present an annual report on the activities of the Academy and this will normally be distributed to all Engineering New Zealand members by inclusion in Engineering New Zealand's Annual Report.

**31.7 Expenditure**

31.7.1 The Academy may be allocated funds by the Board to enable it to undertake activities, in addition to fees paid by members of the Academy.

31.7.2 Such funds shall be expended only in furtherance of the Object of the Academy and in accordance with procedures specified by the Board.

**31.8 Publications and other outputs of activity**

Academies may prepare publications and other forms of output within their domain of activity, and release these outside the membership provided that they have been prepared in accordance with procedures specified by the Board for such activities within the Academy.

**31.9 Representation**

At all times and in all forms of output that it creates, each Academy must present and represent itself as an

CURRENT RULES	PROPOSED NEW RULES	REASON FOR CHANGE
<p>Academy affiliated with Engineering New Zealand, except that in cases where the Board has agreed that the Academy be a joint academy with other organisations the Academy may also present and represent itself in relation to that other organisation.</p> <p>31.10 Dissolution of an Academy</p> <p>The Board may dissolve an Academy provided either that the Board is of the view that the need for the Academy no longer exists, or that the Academy is non-viable as evidenced by lack of registrants or persons seeking registration.</p>		
<p><b>RULE 32: EMERGING PROFESSIONALS GROUPS AND THE EMERGING PROFESSIONALS COUNCIL</b></p> <p>32.1 Creation</p> <p>32.1.1 The Board may recognise an Emerging Professionals Group either within a branch region, or within a region covering more than one branch. In order to be recognised, the Board must be satisfied that sufficient Engineering New Zealand members in the region are prepared to contribute to the activities of the Group.</p> <p>32.1.2 The Board may recognise an Emerging Professionals Council, comprising a representative from each Emerging Professionals Group plus a chair, this body</p>		<p>Provision for Young Engineers has been encompassed into Rule 26, which reflects that Young Engineers Groups are more closely aligned to Branches than groups in the way they operate and organise themselves.</p>

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

operating as a subsidiary of Engineering New Zealand.

**32.2 Object**

The objects of the Emerging Professionals Groups and the Emerging Professionals Council shall be the advancement of the Object of Engineering New Zealand for the benefit of Emerging Professionals and Members aspiring to become Chartered Members, including by:

32.2.1 Delivering regional and national programmes of activity meeting the professional needs of Emerging Professionals and Members, for example:

- a. encouraging Emerging Professionals and Members along the path to become Chartered Members and current competence based registration;
- b. providing a facility for starting or continuing structured professional development;
- c. providing networking and career development opportunities;
- d. increasing the understanding amongst Emerging Professionals and Members of the role of a professional body.

32.2.2 Identifying issues of importance to Emerging Professionals and Members aspiring to

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

become Chartered Members, and bring an informed perspective on those to the attention of the Board and Chief Executive,

32.2.3 Sharing best practice amongst volunteers playing leading roles in programmes for Emerging Professionals and Members aspiring to become Chartered Members,

32.2.4 Enlarging the pool of volunteers with suitable experience, both to ensure continuity of the activities of the Emerging Professionals Groups and Emerging Professionals Council, and to prepare their members to participate in wider Engineering New Zealand volunteer activities.

32.3 Membership

32.3.1 Every Emerging Professional and Member shall be a member of the Emerging Professionals Group applicable to that Engineering New Zealand member's Branch.

32.4 Emerging Professionals Group Committees

32.4.1 The affairs of each Emerging Professionals Group shall be managed by a Committee which shall be responsible for organising the activities of the Group in accordance with the Objects of a Group.

32.4.2 Each Group Committee shall be elected from within the Group membership, and this

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

committee shall normally include at least three members.

32.4.3 The Group Committee shall elect a chairperson from within its own membership.

32.4.4 Terms on the Committee shall normally not be for more than three consecutive years.

32.5 Emerging Professionals Council

32.5.1 The representative of each Group shall normally be the chairperson of the relevant Group Committee, unless the committee of the Group chooses to elect an alternative representative. Each such representative shall have a term of one year. Each Council member shall be eligible to serve more than one term, although not normally for more than three consecutive terms.

32.5.2 Should it consider such action necessary in order to meet its purposes, the Council may co-opt up to two further persons to the Council with full voting rights, for terms not exceeding one year, provided that any person co-opted must be eligible to be an Emerging Professional.

32.5.3 The term of tenure of the Chairperson shall be one calendar year, and the Chairperson may be eligible for re-election, although not

**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE**

normally for more than three consecutive terms.

32.5.4 The Chairperson-elect shall be elected by the Council sufficiently prior to the commencement of each calendar year to enable a smooth transition of responsibilities. The Chairperson-elect will normally have served on the Council prior to election to the role and must be an Engineering New Zealand member. Candidates for the Chairperson shall not be ruled ineligible through promotion to Member or Chartered Member, provided the candidate otherwise meets the definition of an Emerging Professional.

32.5.5 Prior to taking up the role of Chairperson at commencement of the new calendar year the Chairperson must stand down from any role as a representative of a regional Group and that Group must appoint a new representative.

32.5.6 The Council may choose to designate titles for positions within the Council to associate them with particular roles.

32.5.7 Decisions of the Council are made by majority vote of those present if five or more Council members are present, or at least two-thirds majority if four or fewer members are present, there being no casting vote.



**CURRENT RULES****PROPOSED NEW RULES****REASON FOR CHANGE****32.6 Council Meetings**

32.6.1 The Annual General Meeting of the Emerging Professionals Council shall be held as close as possible to either the conclusion or the commencement of each calendar year, and at a time and place set by the Council in consultation with the Chief Executive.

32.6.2 The Council may prepare a report on its activities and those of the Groups for inclusion in Engineering New Zealand's Annual Report.

32.6.3 Meetings of the Council shall be held as required.

32.6.4 The Chairperson of the Council, when present, shall preside at each meeting and in his or her absence another member of the Council shall preside.

32.6.5 A quorum for the Council shall be the lesser of three or two-thirds of the total Council.

**32.7 Expenditure**

32.7.1 The Council may be allocated funds by the Board to enable it to undertake activities or to assist to meet the costs of the Council meeting either face to face or by teleconference.

32.7.2 Such funds shall be expended only in furtherance of the Object of the Council and Emerging Professionals Groups and in

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

accordance with procedures specified by the Board.

32.7.3 The Council or Groups may charge fees for specific activities provided that the fees charged and the spending of them is in accordance with procedures specified by the Board, and the Council or Group concerned seek to make all such activities self-funding on an ongoing basis.

32.7.4 Any surplus funds generated by emerging professional activities shall be held by the Board to be applied at the initiation of the Council for future emerging professional activities.

32.8 Activities of the Emerging Professionals Council and Groups

32.8.1 The Council and Groups may conduct programmes of activities only in furtherance of their Objects.

32.8.2 The Council shall monitor the activities of the Groups to ensure they conform with the Objects of a Group and any relevant procedures prescribed by the Board.

32.8.3 The Council shall be responsible to the Chief Executive.

32.8.4 Prior to commencement of any programme of activities, the Council or a relevant Group

## CURRENT RULES

## PROPOSED NEW RULES

## REASON FOR CHANGE

must discuss the potential wider implications of the activities with the Chief Executive or his/her appointed representative and agree with him/her appropriate measures to manage potential or actual risks to Engineering New Zealand that might arise.

**32.9 Representation**

At all times and in all forms of output that it creates, both the Emerging Professionals Council and the Emerging Professionals Groups must present and represent themselves as subsidiaries of Engineering New Zealand.

**32.10 Dissolution of Emerging Professionals Council or Emerging Professionals Groups**

The Board may dissolve the Council or a Group provided that at least one of the following criteria is satisfied:

- a. The members of the Council request the dissolution, as determined by a 75% majority of those present at a Council Meeting; or
- b. The Board is of the view that the Council or the Group concerned is non-viable as evidenced by lack of activity.