

# ENGINEERING NEW ZEALAND RULES

**Draft for member vote at the Engineering New Zealand AGM on 29 March 2019**



**engineering**  
new zealand  
Institute of Engineering Professionals



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# SECTION ONE – TENETS

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## RULE 1: NAME

- 1.1 Our name is “THE INSTITUTION OF PROFESSIONAL ENGINEERS NEW ZEALAND INCORPORATED”, trading as “ENGINEERING NEW ZEALAND/TE AO RANGAHAU”.

## RULE 2: INTERPRETATION

### DEFINITIONS

- 2.1 “Annual General Meeting” means a formal meeting of Engineering New Zealand members, held once a year, in which Engineering New Zealand presents and approves the annual report, Annual Financial Statement, appoints an auditor for the next financial year, and announces the results of the Board elections. The Annual General meeting is also an opportunity for the Board and Chief Executive to outline Engineering New Zealand’s strategy and report on performance.
- 2.2 “Annual Membership Fee” means the membership fee set by the Board for each Financial Year
- 2.3 “Board” means the Board of Engineering New Zealand.
- 2.4 “Branch” means a regional group of Engineering New Zealand members established according to Rule 26.
- 2.5 “Chief Executive” means the person appointed by the Board and delegated the duties of Chief Executive under Rule 15.12.
- 2.6 “Days” means calendar days, unless otherwise stated.
- 2.7 “Engineering New Zealand” means “The Institution of Professional Engineers New Zealand Incorporated”.
- 2.8 “Engineering New Zealand member” or “member” means a person who is a member of Engineering New Zealand whatever their membership class, unless otherwise stated.
- 2.9 “Financial Member” means a member who has paid their Annual Membership Fee for the current year.
- 2.10 “Financial Year” means the period starting 1 October and ending 30 September the following year.
- 2.11 “General Meeting” means an Annual General Meeting or a Special General Meeting.
- 2.12 “Membership Class” means any class of membership listed in Rule 5.1.
- 2.13 “Membership Register” means the register of all members held by Engineering New Zealand in accordance with the requirements of the Incorporated Societies Act 1908.
- 2.14 “Objectives” means the Objectives of Engineering New Zealand listed in Rule 3.
- 2.15 “Regulation” means a regulation created under Rule 22.
- 2.16 “Rule” means a Rule of Engineering New Zealand unless another interpretation is specified.

- 2.17 “Special General Meeting” means a formal meeting of Engineering New Zealand members held out of cycle of the Annual General Meeting for a specific purpose, such as to consider changes to the constitution or other significant issues affecting the organisation and membership.
- 2.18 “Voting Member” means a person who is a Financial Member in the class of Distinguished Fellow, Fellow, Chartered Member, Member, Emerging Professional, Honorary Fellow, Companion or Affiliate.
- 2.19 “Young Engineer” means an Engineering New Zealand member who is under the age of 35 years.

## ADDITIONAL PROVISIONS

- 2.20 Wherever these Rules provide rights or privileges for a Fellow, those rights and privileges also apply to any Honorary or Distinguished Fellow.
- 2.21 Where the context requires, the singular includes the plural and vice versa.
- 2.22 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.
- 2.23 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.

## RULE 3: OBJECTIVE

- 3.1 The Objective of Engineering New Zealand is to advance engineering and New Zealand’s engineering profession, including:
- a. supporting, promoting and representing the engineering profession;
  - b. contributing to the development and recognition of good engineering practice;
  - c. developing and sharing advances in engineering and technological knowledge;
  - d. recognising, regulating and supporting those demonstrating competence in the engineering profession;
  - e. supporting engineers in their career development;
  - f. promoting diversity and inclusion in the profession;
  - g. contributing to meeting the needs of the community; and
  - h. improving the well being of society.
- 3.2 In all aspects of our work we recognise Te Tiriti O Waitangi and commit to promoting the Treaty principles of partnership, protection and participation.

# RULE 4: MEMBER OBLIGATIONS

## MEMBERSHIP OBLIGATION

- 4.1 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.

## ETHICAL OBLIGATION

- 4.2 The Board will prescribe a Code of Ethical Conduct ("the Code"), which will be a Regulation under these Rules.
- 4.3 All Engineering New Zealand members must comply with the Code (the "ethical obligation").
- 4.4 Engineering New Zealand members in the classes of Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must commit annually to comply with the Code.

## CONTINUING PROFESSIONAL DEVELOPMENT OBLIGATION

- 4.5 The Board will prescribe a Continuing Professional Development Policy (the "CPD Policy"), which will be a Regulation under these Rules.
- 4.6 Engineering New Zealand members in the classes Distinguished Fellow, Fellow, Chartered Member, Member and Emerging Professional must comply with the CPD Policy and make a declaration annually that they have fulfilled their CPD obligation under that policy (the "CPD obligation").

## COMPETENCE OBLIGATION

- 4.7 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").

## GOOD CHARACTER OBLIGATION

- 4.8 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").

# SECTION TWO – MEMBERSHIP

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## RULE 5: MEMBERSHIP CLASSES AND MEMBERSHIP REGISTER

5.1 Engineering New Zealand has nine Membership Classes (the “Membership Classes”):

- a. Distinguished Fellow;
- b. Fellow;
- c. Chartered Member;
- d. Member;
- e. Emerging Professional;
- f. Honorary Fellow;
- g. Companion;
- h. Affiliate;
- i. Student.

The Membership Classes are defined in Rule 6.

5.2 Engineering New Zealand maintains a public register of members (the “Membership Register”).

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.

5.4 The Board may issue Regulations specifying any post-nominal abbreviations members can use to identify and promote their membership of Engineering New Zealand and their Membership Class.

## RULE 6: MEMBERSHIP CLASS DEFINITIONS

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

6.1 Distinguished Fellow

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

6.2 Fellow

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

6.3 Chartered Member

- a. holds a recognised engineering or engineering geology qualification, or demonstrates equivalent knowledge to a standard specified by the Board; and
- b. has demonstrated general competence to a standard specified by the Board that reasonably conforms to accepted international standards.

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

#### 6.4 Member

- a. holds a recognised engineering or engineering geology qualification or demonstrates equivalent knowledge to a standard specified by the Board; and
- b. has completed an initial professional development programme acceptable to the Board.

#### 6.5 Emerging Professional

- a. has recently completed a recognised engineering or engineering geology qualification; and
- b. is working to complete an initial professional development programme acceptable to the Board.

#### 6.6 Honorary Fellow

Is recognised by the Board for their significant contribution to engineering, technology, science or whom Engineering New Zealand otherwise desires to honour.

#### 6.7 Companion

Has not been educated in engineering or technology but who is recognised by the Board as having attained a position of responsibility related to engineering or technology.

#### 6.8 Affiliate

Is affiliated with Engineering New Zealand and is not eligible for another Membership Class.

#### 6.9 Student

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

## RULE 7: BECOMING A MEMBER

#### 7.1 A person becomes an Engineering New Zealand member by:

- a. applying to Engineering New Zealand; and
- b. 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 Class are set out in Regulations made by the Board.

#### 7.4 The Board can delegate responsibility for decisions on membership applications to the Chief Executive.

#### 7.5 The Board (or its delegate appointed under Rule 7.4) can decline an application for membership or for changing a Membership Class for any reason, including if it considers the applicant:

- a. does not meet the criteria under Rule 7.3;
- b. is not a fit and proper person to be associated with Engineering New Zealand;



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

## **RULE 8: CEASING TO BE A MEMBER**

### **RESIGNATION**

- 8.1 Engineering New Zealand members may request to resign their membership by giving written notice to the Chief Executive.
- 8.2 The Chief Executive may refuse to accept a member's resignation if the Chief Executive believes, on reasonable grounds, that the 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 and the parties have been notified as such.

### **SUSPENSION AND REMOVAL**

- 8.3 The Board may, at its discretion, suspend or remove a member for the following reasons:
- a. If Engineering New Zealand loses and is unable to re-establish contact with that member for a period longer than 90 days;
  - b. If the member's fees or subscriptions are in arrears (and in accordance with the procedures set out in Rule 9.9 to 9.11);
  - c. If the member has not complied with their obligations under Rules 4.4 and/or 4.6; or
  - d. Pending the outcome of court or tribunal proceedings that may reflect on the member's fitness to be an Engineering New Zealand member.
- 8.4 An Engineering New Zealand member may be suspended or removed from membership for disciplinary reasons (in accordance with the procedures outlined in Rule 11).
- 8.5 No person who has been suspended, removed or has otherwise ceased to be a member may claim or imply membership of Engineering New Zealand.
- 8.6 Any person who has ceased to be a member can apply to have their membership reinstated. The Board (or its delegate appointed under Rule 7.4) can approve the member's reinstatement with any conditions it sees fit to impose.

# RULE 9: MEMBERSHIP FEES AND SUBSCRIPTIONS

## ENTRANCE FEE

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

## ANNUAL FEES

9.2 The Board will set membership fees for each Financial Year (the "Annual Membership Fee").

9.3 Members must pay the Annual Membership Fee.

9.4 The Board may offer discounts on the Annual Membership Fee; for example, discounts in relation to:

- a. career breaks;
- b. members who have ceased active employment or are retired;
- c. members who are overseas for a period of time;
- d. members who temporarily receive low incomes or are unemployed; and/or
- e. reciprocal membership.

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

## PAYMENT OF ANNUAL MEMBERSHIP FEE

9.6 Annual Membership Fees are due on the first day of the Financial Year.

9.7 At the discretion of the Board, Annual Membership Fees may be paid by instalments. The Board may specify additional set-up and administration costs that will apply for payment by instalments.

9.8 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.

## ARREARS

9.9 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".

9.10 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.

9.11 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.

9.12 The Board may delegate to the Chief Executive the authority for removing members who are in arrears under Rule 9.11.

## RULE 10: RIGHTS OF MEMBERSHIP

- 10.1 Engineering New Zealand members may attend any General Meeting of Engineering New Zealand or a subsidiary body or group they are a member of. Except as otherwise provided in these Rules, the member can:
  - a. introduce for consideration at the General Meeting any matter consistent with the Objective; and
  - b. can speak to or vote on any motion before the General Meeting.
- 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 Objective.
- 10.3 Voting Members can vote in any elections or referenda conducted by Engineering New Zealand.
- 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 the committee of any subsidiary body or group they are a member of.

## RULE 11: CONCERNS AND COMPLAINTS

- 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”).
- 11.2 If the Chief Executive receives a concern or 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 concern or complaint in accordance with the Complaints Resolution and Disciplinary Regulations.
- 11.3 The Chief Executive can also initiate action (an inquiry) 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.
- 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.
- 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 breached their obligations under Rule 4, the Disciplinary Committee may make one or more orders that:
  - 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.
  - b. The Engineering New Zealand member’s membership is suspended for any period.
  - c. The Engineering New Zealand member’s membership is suspended until the member has fulfilled any professional development requirements specified by the Disciplinary Committee.
  - d. If the Engineering New Zealand member is a Chartered Member, that they undergo a reassessment of their competence.

- e. A fine not exceeding an amount determined from time to time by the Board and set out in the Complaints Resolution and Disciplinary Regulations is imposed on the Engineering New Zealand member.
- f. The Engineering New Zealand member must fulfil professional development requirements specified by the Disciplinary Committee.
- g. The Engineering New Zealand member is censured.
- h. 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.
- i. 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.

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

## **SECTION THREE – GOVERNANCE AND MANAGEMENT**

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### **RULE 12: COMPOSITION OF THE BOARD**

12.1 Engineering New Zealand is governed by a Board consisting of:

- a. The President, Deputy President, and Vice President, each elected for a term of one year.
- b. Six members of the Board, each elected for a term of three years (“elected members”).
- c. No more than two members of the Board appointed by the Board for a term of one or two years (“appointed members”).
- d. If willing and able, the most recent Past President, who serves for one year and is an ex-officio member of the Board.

(together “the Board members”)

12.2 The President, Deputy President, Vice President and Past President are collectively known as the senior office holders of Engineering New Zealand.

12.3 Only Fellows can be senior office holders.

### **RULE 13: BOARD TERMS AND CASUAL VACANCIES**

13.1 Two of the six elected members complete their term of office at each Annual General Meeting.

13.2 Senior office holder terms are for one year but can be consecutive one-year terms if the office holder is elected by the process set out in these Rules.

- 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:
- a. Engineering New Zealand members are not excluded from senior office holder positions by reason of their previous service on the Board; and
  - b. 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.
- 13.4 The term of office of each Board member begins at the conclusion of the Annual General Meeting immediately following their election or appointment, and ends at the conclusion of the first, second or third Annual General Meeting, according to the length of their term.
- 13.5 A casual vacancy on the Board arises when:
- a. an elected member or an appointed member is elected as a senior office holder before the expiry of their current term;
  - b. an elected member or appointed member resigns from the Board before the expiry of their current term; or
  - c. a vacant position on the Board is not filled at an election of the Board; or
  - d. a senior office holder is elected to another senior office holder position.
- 13.6 The Board may appoint a Financial Member to fill a casual vacancy.
- 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.

## RULE 14: BOARD ELECTIONS AND APPOINTMENTS

### BOARD ELECTIONS

- 14.1 Elections for Board members are held once a year, with the results announced at the Annual General Meeting.
- 14.2 At least 10 weeks before the Annual General Meeting, Engineering New Zealand will:
- a. Advise members of the election timetable set by the Board; and
  - b. Advise members of the number and designation of vacancies on the Board open for election; and
  - c. Open the call for nominations for those vacancies.
- 14.3 A Financial Member may nominate another Financial Member for a vacant elected member position.
- 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.
- 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.

- 14.6 Nominations must be received by the Chief Executive at the date set by the Board in the election timetable, which will be no later than six weeks before the Annual General Meeting.
- 14.7 The names of all nominees will be made available to Voting Members at the date set by the Board in the election timetable, which will be no later than four weeks before the Annual General Meeting, and voting will open at that time.
- 14.8 Voting will close at the date set by the Board in the election timetable, which will be no later than two weeks before the Annual General Meeting.
- 14.9 At the Board's discretion, Board elections may be conducted using a preferential voting system.
- 14.10 The Board may resolve that the election processes are undertaken using electronic means.
- 14.11 The Board will ensure that whatever voting process is followed (postal or electronic), there is a procedure whereby the votes are verified or scrutineered.
- 14.12 The Board will report the names of members elected to the Board to the Annual General Meeting and on the Engineering New Zealand website.

## **BOARD APPOINTMENTS**

- 14.13 In accordance with Rule 12.1(c), the Board may appoint up to two Financial Members as appointed members.
- 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. If this is not practicable, the Board will select the appointed member as soon as possible after the Annual General Meeting and notify the membership of the appointment as soon as possible.

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

## **MEETINGS AND PROCEDURES**

- 15.1 The Board will meet as often as required for 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 No business shall be conducted at any Board meeting unless a quorum is present. Where a quorum is not achieved, the Board meeting will be deferred to another date.
- 15.4 Any written proposal that has been sent to each Board member and returned to the Chief Executive, either with an affirming signature in hard copy or by electronic means, will become a decision of the Board if the required number of affirmations is received in accordance with these Rules. Such decisions will be ratified and recorded in the minutes of the next Board meeting.
- 15.5 The Board may make standing orders for the conduct of General Meetings and other meetings of the Board, Board-appointed committees, and subsidiary bodies and groups of Engineering New Zealand.

15.6 The Board may deal with any other situation arising for the purpose of Board meetings, in consultation with the Rules.

## **STRATEGIC AND FINANCIAL DUTIES**

15.7 The Board will develop and implement a strategic plan for meeting the Objective taking into account the views of Engineering New Zealand members.

15.8 The control of Engineering New Zealand's funds is vested in the Board. The Board may authorise any expenditures it considers necessary to further the Objective.

15.9 The Board can deal with Engineering New Zealand's funds by bank deposit, investment in and purchasing fixed and floating assets and securities, whether statutory trustee securities or not, as it considers necessary to further the Objective.

15.10 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.

15.11 The Board may borrow money to further the Objective including, without limitation, for the purpose of:

- a. purchasing a site for offices, library, meeting rooms and other accommodation of Engineering New Zealand, or for building, fitting and furnishing such accommodation
- b. purchasing any additional land, with or without buildings, required for the future use or occupation of Engineering New Zealand for any of the purposes mentioned in this Rule.

15.12 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.

15.13 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.

15.14 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.

15.15 The Board may approve honorariums or other payments to Engineering New Zealand members for services rendered.

15.16 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.

15.17 The Annual Financial Statement must be certified by an Auditor, and must contain:

- a. Engineering New Zealand's income and expenditure during the last Financial Year;
- b. Engineering New Zealand's assets and liabilities at the close of the last Financial Year; and
- c. all mortgages, charges and securities of any description affecting any of Engineering New Zealand's property at the close of the last Financial Year.

## **COMMITTEES AND REPRESENTATIVES**

- 15.18 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.
- 15.19 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, each appointment continues until terminated by the Board.
- 15.20 Appointed committees or representatives are responsible to the Board and must regularly report to it on their activities.
- 15.21 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.

## **AUTHORITIES**

- 15.22 The decision of the Board on the interpretation of the Rules is final and binding on all Engineering New Zealand members.

## **INDEMNITY AND INSURANCE**

- 15.23 Engineering New Zealand indemnifies present and past Board members, committee members, the Chief Executive, all staff appointed by the Chief Executive, and any other representative of Engineering New Zealand 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.

# **RULE 16: APPOINTMENTS**

## **APPOINTMENTS AND DUTIES OF STAFF**

- 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.
- 16.2 The Chief Executive will perform duties as directed by the Board.
- 16.3 The Board may delegate any of its powers under these Rules to the Chief Executive.
- 16.4 Employees of Engineering New Zealand are not eligible 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 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 put to the membership for approval at the Annual General Meeting, and may be approved by ordinary resolution.
- 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. 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 Objective; or
  - d. the motion put forward is substantially the same as a motion already voted on by the membership within the last two years; or
  - e. the motion is vexatious or not made in good faith.
- 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.
- 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 The Board may make provision 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 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
  - b. at the written request of not less than 1 percent of Financial Members and provided that the request states the motion(s) to be moved at the meeting and the reasons for the motion(s).
- 18.2 If a Special General Meeting is requested, the following may apply:
- a. The meeting will normally be held within two months of the request, unless the Board and the requesting Financial Members agree to an extension.
  - b. If the Board is of the opinion that the motion(s) to be moved at the meeting may have a significant impact on the membership, or a section of the membership, the Board may require either of the following before calling the Special General Meeting:
    - i. an additional process of notification and consultation with any affected group or groups within the membership; or
    - ii. a referendum.
- If this happens, the Board may agree on an extension with the requesting Financial Members to allow the consultation or referendum to take place.
- 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, decline to hold the requested Special General Meeting.
- 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.
- 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 deals with the subject matter of the notified motion(s).
- 18.6 The Board may make provision 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.
- 18.7 1 per cent of Voting Members will constitute a quorum for a Special General Meeting. Voting Members either physically present or attending remotely will be counted towards the number of Voting Members required to constitute a quorum.
- 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.

## RULE 19: VOTING AT MEETINGS

- 19.1 Voting Members rightfully present, either physically or attending remotely, at any committee meeting or General Meeting have the right to vote on any motion put before that meeting.
- 19.2 Board members rightfully present, either physically or attending remotely, at any Board meeting have the right to vote on any motion put before that meeting.
- 19.3 Voting Members and Board members rightfully present at a meeting in accordance with Rules 19.1 and/or 19.2:
- a. will cast their votes in person or, where relevant, remotely; and
  - b. have the right to exercise one vote on each motion before a meeting. In the case of a tie, the chairperson may exercise two votes (one a casting vote and one a deliberative vote).
- 19.4 A majority of votes will decide any motion or other question unless the Rules provide otherwise.
- 19.5 The tally of votes received remotely on any motion will be presented to the meeting.

## RULE 20: REFERENDUM

- 20.1 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).
- 20.2 The Board will not be bound by the results of any referendum, but it must promptly publish the results to Engineering New Zealand members.

## RULE 21: ALTERATIONS OF RULES

- 21.1 These 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 these Rules is put before a General Meeting, the Board will consider whether consultation with the membership is appropriate and undertake consultation to the extent the Board considers reasonable. Substantive changes are changes that are more than minor or administrative, and are deemed to include any change to:
- a. members' rights and obligations
  - b. the Board's composition, powers and tenure; or
  - c. the membership class structure.

## RULE 22: REGULATIONS

- 22.1 The Board may make Regulations on matters referred to in these Rules that require further elaboration in detail.
- 22.2 Regulations will only be made, amended or rescinded by the assent of not less than two-thirds of the Board members.

- 22.3 The requirements for consultation on a proposed Regulation are the same as the requirements for a proposed substantive change to these Rules, as set out in Rule 21.2.
- 22.4 Information regarding Regulations made, amended or rescinded will be promptly communicated to Engineering New Zealand members.

## **RULE 23: PROPERTY**

- 23.1 The property and assets of Engineering New Zealand will only be used to further the Objective. 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 except when this arises in the ordinary course of business.

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

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

## **RULE 25: WINDING UP**

- 25.1 In the event of Engineering New Zealand winding up, its property and assets will be gifted to either:
- further engineering or scientific knowledge; and/or
  - promote the welfare of the engineering and technology profession; and/or
  - for any other similar purpose as decided by the Board.

# **SECTION FOUR – BRANCHES AND GROUPS**

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## **RULE 26: BRANCHES AND YOUNG ENGINEERS GROUPS**

### **CREATION OF BRANCHES AND YOUNG ENGINEERS GROUPS**

- 26.1 The Board may create regional Branches of Engineering New Zealand and decide the geographic boundaries that define each Branch.
- 26.2 The Board may create regional groups for Young Engineers to align with the closest Branch ("Young Engineers Group").

26.3 Branches and Young Engineers Groups are subsidiary bodies of Engineering New Zealand and have no independent legal or financial status.

### **OBJECTIVE OF EACH BRANCH AND YOUNG ENGINEERS GROUP**

26.4 The Objective of each Branch and Young Engineers Group is to advance the Objective of Engineering New Zealand and its strategic direction within their region, by:

- a. delivering a regional programme supporting Engineering New Zealand's strategy;
- b. providing networking opportunities among their members;
- c. assisting with mentoring of members;
- d. advancing member career development, including through encouraging chartership and events for continuing professional development;
- e. championing engineering in their region;
- f. supporting the wider community on behalf of the engineering profession; and
- g. obtaining the views of their members and representing these views to the Board.

### **MANAGEMENT OF EACH BRANCH AND YOUNG ENGINEERS GROUP**

26.5 The affairs of each Branch and Young Engineers Group are managed by a committee chaired by a Chair.

26.6 The Chair and committee members are elected positions. Each Branch and Young Engineers Group will establish an election process for their branch/group consistent with any guidance or protocols defined by the Board.

26.7 Branches and Young Engineers Groups must operate their affairs according to any guidance, protocols or budgets defined by the Board, and consistent with these Rules and good governance practices.

26.8 Chairs and committees are accountable to their membership and the Engineering New Zealand Board.

### **RIGHTS OF MEMBERS OF EACH BRANCH AND YOUNG ENGINEERS GROUP**

26.9 Every member of a Branch or Young Engineers Group is entitled to attend General Meetings of their branch or group.

26.10 Every Financial Member of a Branch or Young Engineers Group is entitled to vote at General Meetings and in elections relating to their branch or group.

26.11 Every Financial Member of a Branch or Young Engineers Group can nominate or be nominated for election to the position of Chair or committee member of the Branch or Young Engineers Group.

### **RESPONSIBILITIES OF EACH BRANCH AND YOUNG ENGINEERS GROUP**

26.12 No Branch or Young Engineers Group may make a decision that will have significant impact outside of that Branch or Young Engineers Group, except with the permission of the Board.

26.13 At all times each Branch must represent itself as an Engineering New Zealand Branch, and each Young Engineers Group must represent itself as an Engineering New Zealand Young Engineers Group.

## REMOVAL OF MEMBERS AND DISSOLUTION

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

# RULE 27: ENGINEERING NEW ZEALAND GROUPS

## CREATION OF GROUPS

- 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").
- 27.2 Groups are subsidiary bodies of Engineering New Zealand and have no independent legal or financial status.

## OBJECTIVE OF EACH GROUP

- 27.3 The Objective of each Group will be the advancement of the Objective of Engineering New Zealand and its strategic direction within the area of activity or interest of the Group, including by:
- a. delivering a programme for its members in support of Engineering New Zealand's strategy;
  - b. informing members of the Group on important national and international developments and issues that lie within the area of activity or interest of the Group;
  - c. contributing to knowledge development and continuing professional development of members in the area of activity or interest of the Group;
  - d. supporting good engineering practice within the area of activity or interest of the Group;
  - e. in conjunction with Engineering New Zealand, preparing informed comment on public policy issues within the area of activity or interest of the Group;
  - f. creating a network among members with similar interests by regular communication and events; and
  - g. supporting the wider community on behalf of the engineering profession, including in response to disaster.

## **MANAGEMENT OF EACH GROUP**

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

## **GROUP MEMBERSHIP**

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

## **GROUP MEMBER RIGHTS**

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

## **GROUP AND GROUP MEMBER RESPONSIBILITIES**

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

## FEES, INCOME AND EXPENDITURE

- 27.19 The committee of each Group will recommend for the Board's approval a membership fee or subscription as part of Engineering New Zealand's annual budgeting process. The recommended fee or subscription must be sufficient to cover the normal operating expenses of the Group.
- 27.20 Members of a Group who have not paid the fee or subscription within three months will be in arrears, and the procedures set out in Rules 9.9 to 9.11 will be applied to their membership of the Group.
- 27.21 Groups may charge fees or raise sponsorship for specific activities where the costs of those activities cannot be met from fees or subscription income, provided that the fees or sponsorship is in accordance with any guidance or protocols specified by the Board.
- 27.22 All Group funds, income and expenditure are accounted for as part of Engineering New Zealand's accounts.
- 27.23 Fee or subscription income must be expended only in furtherance of the Group's Objective and in accordance with any guidance or protocols specified by the Board.

## REMOVAL OF MEMBERS AND GROUP DISSOLUTION

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

## RULE 28: COMPETENCE REGISTERS

- 28.1 The Board may establish Competence Registers.
- 28.2 The Objective of each Competence Register is the advancement of the Objective of Engineering New Zealand by enabling engineers who demonstrate they meet prescribed competence standards within one or more areas of engineering practice to be recognised by registration on the Competence Register.
- 28.3 The Board will prescribe Regulations which may include:
- a. the procedures and processes for admission to and removal from the Competence Register;



- b. registration fees; and
- c. management and oversight of the Competence Register.

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 nonviable as evidenced by lack of registrants or persons seeking registration.

## RULE 29: COLLABORATING TECHNICAL SOCIETIES AND JOINT GROUPS

- 29.1 The Board may recognise independent incorporated societies or not-for-profit organisations whose primary objective is the development and sharing of engineering knowledge as Collaborating Technical Societies.
- 29.2 The Board may recognise subsidiary groups of other engineering organisations as Joint Groups.
- 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 specific contractual arrangement transferring liability is agreed.