

The Designers Institute of New Zealand Incorporated

CONSTITUTION

June 2010

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1. NAME

The name of the organisation shall be **The Designers Institute of New Zealand Incorporated** ("the Institute").

2. DEFINITIONS, REFERENCES & INTERPRETATION

2.1. Use of Capital Letters:

Defined words and expressions are indicated in this Constitution by capital letters for convenience only. The absence of initial capital letters shall not imply that the word or expression is used with a different meaning from that given by its definition.

2.2. Defined Terms:

In this Constitution, unless the context otherwise requires, any references to:

'Acceptance'	means acceptance of a prospective member's application to join the Institute by the Board on such terms and into such membership class as the Board shall in its discretion decide;
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'Appellation'	means the abbreviation letters signifying the professional standing of each class of membership which the member may use after his or her name on any document;
'ballot'	means unless otherwise provided in this Constitution or any Regulation, the voting of members at a General Meeting whether in person or by delivery of a ballot paper in person or by post to the Secretary for the Secretary to put before the meeting for counting;
'Board'	means the board of the Institute, comprising the persons described in clause 5.3.1;
'Code of Ethics'	means the Code of Ethics as has been promulgated by Council and shall remain in force until Council exercises its powers to add to, amend or repeal the Code of Ethics;
'costs'	includes all legal, valuation, inspection and other costs, charges, disbursements, expenses, outgoings, fees, losses, liabilities and other similar amounts (including all legal fees on a solicitor to client basis and stamp duty) and any duties, GST, or similar tax payable on such costs.
'days'	in respect of the service of notices means the whole number of days from the sending of the notice and shall include all days of the week and statutory holidays;
'Design Sectors'	means the specialised areas within the design profession in New Zealand from time to time identified as such by the Board and by which the Board may categorise members;
'non financial'	means in the context of members a member who has not paid fees when due;
'Ordinary Resolution'	means a resolution of members passed by a simple majority of members attending or voting by proxy at a meeting of members;
'Participation'	means in the context of member rights the right of a member to participate in or serve on any committee or sub-committee of Council;

'Regulation'	shall mean, unless the context otherwise clearly requires a different meaning, any written direction of the Board regulating its relationship with members or the relationship between members or standards of conduct of members the subject of which are within the powers of the Board contained in this Constitution and shall include the Code of Ethics;
'Rights'	means in the context of members a members defined rights as set out in the Constitution and otherwise at law;
'Speaking'	means within the context of member rights the right to speak at meetings of members;
'special resolution'	means a resolution of members passed by 75% of members attending or voting by proxy at a meeting of members;
'Sponsor'	means within the context of membership the number of and class of member required to support a prospective members application for membership or application of a member for elevation from a subordinate class of membership to a higher class of membership;
'Term'	means within the context of membership the period of time that a member must remain a member of that class of membership before qualifying for elevation to a higher class of membership, unless dispensation is given by the Board;
'Voting'	means in the context of member rights the right of members to vote at any meeting of members for candidates for the Board by ballot, proxies or vote in person and shall include non-financial members where the Board has by Regulation declared that non-financial members may vote if the arrears of subscriptions are not greater than a prescribed amount in dollars or overdue for more than a prescribed number of months;

2.3. Accounting Terms:

Unless otherwise expressly defined in the Constitution, expressions or descriptions used in the Constitution concerning accounting or reporting functions shall, where not prescribed by law, bear the meanings ascribed to those expressions according to generally accepted accounting principles as applied in New Zealand and where applicable as defined in Statements of Standard Accounting Practice issued by the Institute of Chartered Accountants of New Zealand and in force at the date of the Constitution or brought into force thereafter.

2.4. General interpretation:

In the Constitution unless the context otherwise requires:

- (a) Words (including words defined in the Constitution) denoting the singular number only shall include the plural and vice versa;
- (b) Any period shall (unless the contrary is expressly stated) include the whole of the day on which the period commences and the whole of the day on which it expires. Any times or dates are references to times and dates in New Zealand;
- (c) Any reference to legislation, statute, regulation, ruling, code, rules or ordinance includes reference to any modification, substitute for, consolidation or re-enactment of it and any regulation or other instrument from time to time made or issued thereunder;
- (d) A document or agreement between the Institute and any other party includes such document or agreement as modified varied, supplemented, novated, replaced or substituted from time to time;

2.5. Headings etc:

Headings, marginal notes and the table of contents are included for convenience only and shall not affect the interpretation of the Constitution.

3. OBJECTS

The objects of the Institute are to:

- (a) Promote and facilitate the development of an effective national and international organisation of designers, design students, design educators, design managers and specialists in design related fields;
- (b) Foster high standards of design, design education and design management;
- (c) Raise awareness and increase knowledge – through education, scholarships, media and other means – of the value of design amongst designers and their communities of interest;
- (d) Encourage and acknowledge outstanding design and service to design;

- (e) Support, protect, represent and promote the interests of members of the Institute in their design activities;
- (f) Establish and regulate codes of behaviour applicable to members;
- (g) Provide facilities for the Institute;
- (h) Acquire real and personal property to support the activities of the Institute;
- (i) Enter into business either on its own account or in partnership to provide member services, design exhibitions, conferences or similar promotional or educational events and services to the public related to promotion or ancillary to the services provided by members to the public;
- (j) Make regulations to advance the attainment of any of the above objects; and
- (k) Do any act or thing incidental or conducive to the attainment of any of the above objects.

3.1. No object is intended to be predominant, irrespective of the positioning of any of the objects or the way they are expressed.

4. MEMBERSHIP

4.1. Admission of members

Applicants for membership shall complete an application form provided by the Institute, supply such information as may be required, and complete such admission procedures as may be required by the Board.

Membership applications shall be considered by the Board, and the Board shall have a discretion whether or not to admit a membership applicant.

4.2. National register

The CEO, or such other officer as the Board may direct, shall be keep a national register of all members listing their names, addresses, classes of membership, design sector categories, regions and dates of admission.

4.3. Access to national register

Membership of the Institute as recorded in the national register shall be available by application subject to the provisions of the Privacy Act 1993 and as regulations may prescribe, to all persons involved in design including practising professional designers, specialists in design related fields, students, educators, managers and suppliers.

4.4. Grouping

Members shall be grouped according to the Design Sectors in which they are involved.

4.5. Classes of membership

- (a) There shall be the following classes of membership: Student Member

Being any student participating in a fulltime design related course who is not practicing as a designer.

Appellation: DINZ
Fees: Pays fees
Rights: Speaking, Participation, Non-voting

- (b) Graduate Member

Being any recently graduated designer who has no more than three years experience practicing design.

Appellation: DINZ
Fees: Pays fees
Rights: Speaking, Participation, Non-voting

- (c) Member

Being any practicing designer that has not met the criteria required to become a professional member or undertaken the required peer review for advancement to Professional Membership.

Appellation: DINZ
Fees: Pays fees
Rights: Speaking, Participation, Non-voting

- (d) Professional Member

Being any Member with more than five years' experience as a practising designer who, in the opinion of Board, has attained a high level of professional competence.

Sponsor: Any two Professional, Fellow or Life members
Peer Review: 2 from the sector of applicant and 1 from another sector
Acceptance: By Board
Appellation: PDINZ
Fees: Pays fees
Rights: Speaking, Participation, Voting, Office-holding

- (e) Fellow

Being any Professional Member who has given especially meritorious or distinguished service to the Institute or its predecessor societies or the design profession.

Sponsor: Any Professional, Fellow or Life member
Acceptance: Conferred by Board, confirmed by General Meeting

Appellation: FDINZ
Fees: Pays fees
Rights: Speaking, Participation, Voting, Office-holding

(f) Life Member

Being any Fellow of the Institute who has given especially meritorious service the Institute or any long-serving member of the Institute who is deemed worthy by the Board of this recognition for significant service to the Institute and/or the design profession.

Sponsor: Any Professional, Fellow or Life member
Acceptance: Conferred by Board, confirmed by General Meeting
Appellation: LifeMDINZ
Fees: No fee
Rights: Speaking, Participation, Voting, Office-holding

(g) Corporate Member

Being any company, institution or organisation offering design-related products or services, or which is a client or employer of designers, or a supplier to designers and supports the objectives of the Institute.

Appellation: DINZ Corporate Logo; individuals graded accordingly
Fees: Pays fees
Rights: Speaking, Participation, Non-voting

(h) Affiliate Member

Being someone who wants to align with DINZ but is not a practicing designer/educator (usually small businesses who want to network).

Appellation: No appellation
Fees: Pays fees
Rights: Speaking, Participation, Non-voting

(i) International Member

Being an overseas-based New Zealander who wants to stay connected, or someone from another country who wants to hold an international membership.

Appellation: No appellation
Fees: Pays fees
Rights: Speaking, Participation, Non-voting

(j) Non-practising Member

Being any former Affiliate, Associate, Professional, Fellow member who has temporarily ceased practice (e.g. maternity leave).

Appellation: No appellation
Fees: Pays fees
Rights: Speaking, Participation, Non-voting

(k) **Honorary Member**

Being any person distinguished in any of the aesthetic, technical, organisational or productive aspects of design who has been or may be of material assistance to the Institute or the design profession.

Sponsor: Two Professional members
Acceptance: By Board
Appellation: Hon.DINZ
Fees: No fees
Rights: Speaking, Participation, Non-voting

4.6. Board may amend classes of membership

Notwithstanding clause 4.5 above, the Board may remove any existing class of membership, add new classes of membership, or amend the requirements of a particular class of membership, as necessary to meet the needs of the Institute.

4.7. Rights of members

The rights and privileges of each member:

- (a) shall be personal;
- (b) shall not be transferable to others; and
- (c) shall only be exercisable after payment of all fees that are due by that member.

4.8. Privileges

To the extent that such matters are not set out in the Constitution, the privileges, advantages, obligations, qualifications, the methods and terms of election, admission, resignation, suspension, expulsion, and disqualification of members, shall be decided by the Board and may be prescribed in Regulations.

4.9. Board the final arbiter

While the Board may delegate its power to accept membership applications, conduct (or waive) admission procedures including examinations reviews of work, references and the like, the Board shall not in so doing, at any point be determined to have abrogated its right to decide conclusively whether a candidate shall or shall not be admitted as a member.

4.10. Fees

- (a) Membership fees are charged from the date of acceptance of the member's application for membership.

- (b) Membership renewal is for a full year (the renewal period) unless otherwise provided for by the Board.

4.11. Practising Certificates

If practising certificates are issued by the Board, members must not by display, use or reference to the certificate mislead anyone as to their status and, in particular, as to whether they are current member unless all fees have been paid.

4.12. Cessation of membership

4.12.1. Resignation

- (a) A member may resign from the Institute by providing notice in writing to the CEO of the Institute.
- (b) A resignation is effective from the date the CEO receives the resignation.
- (c) The member shall remain liable to pay all fees and levies due for the then current renewal period; and
- (d) Any member that has resigned must not mislead others by use of their practising certificate. A former member will satisfy this requirement by showing in any reference to their former membership that they have resigned by stating the date on which they resigned.

4.12.2. Deemed Resignation

The Board may remove any member from the register of members whose fees are in arrears for six months or more.

Any member so removed from the register of members shall be liable to pay all fees, levies or other sums that have fallen due prior to being removed.

Any member that has been removed must not mislead others by use of their practising certificate. A former member will satisfy this requirement by showing in any reference to their former membership that they have been removed and by stating the date on which they were removed.

4.12.3. Expulsion

If the Board considers that any member has been guilty of unprofessional conduct or impropriety or committed any breach of any Code of Ethics or conduct of the Institute, or of any conduct injurious to the Institute or its interests, or has gained entry to the Institute by misrepresentation or false statements, the Board shall have power, after due enquiry to expel such member if it is carried by the votes of at least two thirds of members of the Board having voting rights at a full Board meeting. Such expulsion shall be communicated to the member in writing.

Any member that is expelled must not mislead others by use of their practising certificate. A former member that has been expelled may only make reference to their tenure as a member by stating that they were expelled and giving the date on which they were expelled.

4.12.4. Effect of Resignation, Deemed Resignation and Expulsion

Members lose the right to use the Appellation on resignation, deemed resignation or expulsion.

Former members shall ensure that all references to the Appellation are removed from any signage, stationary, business cards or other promotional material (including web sites).

The Board may require, by notice in writing to any former member, that the former member takes specified action to give effect to this provision of the Constitution including requiring the former member to give access to officers of the Institute to premises controlled by the former member to ensure that the former member's obligations have been duly discharged.

Any former member who fails to comply with such direction of the Board shall be responsible for all costs incurred by the Board in relation to enforcing the same.

4.13. Appeal

A member who has been expelled may appeal the decision in writing to the next full Board meeting.

Any such appeal shall be made in writing with such supporting material as the member in question thinks fit.

The Board shall receive and consider such material and in doing so shall not be bound by any laws of evidence but may choose prior to the hearing of the matter to reject material considered to be of a defamatory of any person other than the member in question or otherwise proscribed either in whole or in part by law.

The decision of the Board shall be final. and may be made available to members at the discretion of the Board.

4.14. Reinstatement

Any member who has resigned, been struck off or been expelled may reapply for membership through the normal process.

5. STRUCTURE AND GOVERNMENT

5.1. Structure

The structure of the Institute recognises the need for a national body to represent designers, to address the interests of each design sector, and to take care of regional interests.

- (a) There shall be:
 - (i) A national register of membership.
 - (ii) A Board of the Institute.
 - (iii) An Auditor.
 - (iv) A Treasurer
 - (v) An honorary solicitor

- (vi) An national office
- (b) There may be Special Purpose Committees formed by the Board for a particular purpose in accordance with clause 5.6 of this Constitution.

5.2. National body of membership

All members, whether inducted into membership through regions, branches or Design Sectors, shall be on the national register of members of the Institute.

5.3. The Board

The Institute shall be governed by a Board. The Board has the ability to delegate any of its powers as it thinks fit.

Other than as prescribed by statute, by this Constitution or any Regulations, the Board may regulate its proceedings as it thinks fit.

5.3.1. Composition of the Board

Membership of the Board shall consist of:

- (a) **A President.**
- (b) **A Vice-President.**
- (c) **Nine (9) Design Sector Representatives**, which shall comprise:
 - (i) One representative from each Design Sector; and
 - (ii) In the event there are less than 9 Design Sectors, the remaining positions are to be filled according to proportional Design Sector membership in accordance with clause 5.3.4 of this Constitution.
- (d) The Board may, at its discretion, co-opt up to a maximum of 3 further persons to the Board in accordance with rule 6.3.5.

The Board shall comprise a maximum of 15 persons in total.

5.3.2. Candidature

Only members with office-holding rights may stand for the Board.

5.3.3. Nominations

Only members with voting rights may nominate candidates for the Board. Procedures for nomination may be set out in Regulations.

5.3.4. Election of Design Sector Representatives

The following provisions apply to election of Design Sector Representatives:

- (a) The Board, or if there is no Board then the members in general meeting, shall meet and receive a report from the CEO as to the membership by number of each Design Sector based on each members principal Design Sector.
- (b) The Board, or if there is no Board then the members in general meeting, shall receive the report of the CEO and determine for the next election the number of places for Representatives from all Design Sector Groups on the Board that are to be open for election based on the proportion of principal members for each Design Sector Group to the total number of members.
- (c) The Board, or if there is no Board then the members in general meeting, may then direct that a meeting of members be called or reconvened and the positions open for Design Sector Representatives shall then be polled.
- (d) Candidates for election to the Board may only offer themselves for election in their principal Design Sector Group.
- (e) If there are no candidates for the allocated places on the Board for a Design Sector Group, the Board may appoint at its next meeting after any elections such persons as it decides to represent that Design Sector Group.
- (f) If there are insufficient candidates for the allocated places on the Board for a Design Sector Group, the Board may appoint at its next meeting after any elections such persons as it decides to fill the unfilled position for that Design Sector Group.
- (g) Design Sector Representatives appointed under sub-clause (e) and (f) above by the Board, shall hold their position on conditions determined by the Board including whether or not the position is held for a defined term or until the next elections.
- (h) Resolution of any conflict as to the constituent membership of a Design Sector Group shall be in the discretion of the President whose decision shall be final.

5.3.5. Term of Office

Subject to clause 5.3.4(g), the term of office for the Board shall be for two years from the date of election or appointment.

Voting members may at any general meeting of the Institute, by ordinary resolution, remove any one or more of the elected officers.

Any resolution that proposes removal of specific officers shall name those officers proposed to be removed in the proposed resolution.

Notice of any motion to remove any officer shall be an item of business on the notice of meeting and may not be raised under general business.

In the event that an officer is removed, the General Meeting shall as its next order of business conduct elections to fill that position.

5.3.6. Responsibilities

The Board shall direct the affairs of the Institute towards the furtherance and fulfilment of its objects and shall determine its policies and control its monies and finances.

It may adopt such Regulations as it shall deem advisable within the limits set by the Constitution and Rules.

5.3.7. Treasurer

The Board shall appoint a Treasurer. The Treasurer may only be removed by the Board.

The Treasurer may be a member of the Institute and shall attend Board meetings.

5.4. Design Sector Groups

Design Sector Group with specific needs and interests shall be identified and designated by the Board and specified in the Regulations.

Regulations may be individual to a Design Sector Group and may provide for sector based award, education and other programmes as permitted by the objects that are unique to that sector and for those purposes financial provisions may be made separately for each Design Sector Group.

Members may belong to more than one Design Sector Group but must select one Design Sector Group as their principal Design Sector Group.

5.5. Regions

The Institute may be divided into regions based on geographic proximity and membership density.

Each region may be made up of branches centred on appropriate cities.

5.5.1. Designation

Regions and branches may be designated and named by the Board and specified in the Regulations.

5.5.2. Allocation

If regions and/or branches are established members may be allocated to a branch and/or region according to Regulations.

5.6. Special purpose committees

- (a) The Board may, at its discretion, appoint a Special Purpose Committee consisting of such persons (whether or not members of the Institute) for such purposes as it thinks fit, on such terms and to exercise such powers as may be determined by the Board.
- (b) Unless otherwise resolved by the Board:
 - (i) No Special Purpose Committee shall have the power to co-opt additional members;
 - (ii) No Special Purpose Committee may commit the Institute to any financial expenditure with express authority from the Board; and
 - (iii) No Special Purpose Committee may delegate any of its powers.
- (c) Special Purpose Committee members shall act in accordance with the Constitution.

5.7. National office

The Board may establish and maintain a national office to carry out the operational functions of the Institute and manage its compliance legal and administrative affairs in accordance with the directions of the Board.

6. OFFICERS AND STAFF

6.1. General

The control and conduct of the Institute's formal, obligatory, and day-to-day business shall be assigned to the Elected and Appointed Officers of the Institute as set down hereunder and in the Constitution and Regulations.

6.2. Elected officers

The elected officers of the Institute shall be:

6.2.1. President

The President shall be the person elected Vice President (President-Elect).

The Vice President shall accede to the position of President on the President completing the term or resigning or being removed from office.

The President shall chair meetings of the Board and shall represent the Institute in public affairs.

If there is no Vice President available at the time of a vacancy in the office of President, for whatever reason, then the first order of business at the next full Board meeting shall be the election of a President.

The CEO and Treasurer shall report to the President between meetings of the Board. The President may direct that the CEO and Treasurer report to the Vice President between meetings of the Board.

6.2.2. Vice-President

The Vice-President shall be elected, from among the Design Sector Representatives, by the Board.

If there is no person available at the time of a vacancy in the office of Vice-President, for whatever reason, then the next order of business at the next full Board meeting, after any required election of a President, shall be the election of a Vice-President.

The Vice-President shall be the President-Elect and shall deputise for the President in the event of the President's absence from any meeting of the Board or on any temporary incapacity of the President.

The Vice-President, as President-Elect shall, on the President completing the term of office or the President resigning or being removed from office by the members in general meeting, automatically be the President.

6.2.3. Design Sector Representatives

The Design Sector Representatives shall be elected or appointed to the Board in accordance with the provisions in this Constitution and any Regulations.

6.3. Appointed officers

Appointed officers of the Institute shall be:

6.3.1. CEO

The Board shall appoint a CEO of the Institute. That person shall accept such responsibilities and perform such tasks as determined by the Board from time to time, which may include:

- (a) The creation and maintenance of accurate records of the Institute's membership, policies and proceedings;
- (b) Day to day operation of the national office;
- (c) Employment relations for the Institute's employees;
- (d) Legal and constitutional compliance;
- (e) Institute sponsorships;
- (f) Continuing Professional Development for members; and
- (g) Day to day management of the Institute.

The CEO may be a member of the Institute.

If there is no CEO, the Board shall appoint an acting CEO until a permanent candidate can be appointed.

The Board may engage or retain the CEO on any terms it thinks fit, and may suspend or terminate the CEO's engagement in its discretion.

6.3.2. Treasurer

The Board shall appoint a Treasurer of the Institute.

The Treasurer is not required to be a member of the Institute.

The Treasurer's responsibility shall be to ensure the accurate recording and management of the Institute's financial affairs.

6.3.3. Auditor

The Board shall appoint an Auditor to audit the Institute's annual accounts as required by law.

6.3.4. Honorary Solicitor

The Board shall appoint an Honorary Solicitor to advise on legal matters.

6.3.5. Co-opted Board Members

The Board may, at its discretion, co-opt up to a maximum of 3 further persons to the Board for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.

A person so co-opted may be removed at any time by resolution of the Board.

Co-opted members to the Board shall have voting rights.

6.4. Contracts with officers

Provided it is in the category of permitted interests in accordance with section 5 of the Incorporated Societies Act 1908, no officer or member of the Board shall be disqualified from office by contracting with the Institute, providing any interests are declared prior to contracting.

7. MEETINGS

7.1. Annual general meeting

The Institute shall hold an Annual General Meeting (AGM) open to all members within four months following the end of the Institute's financial year.

7.1.1. Business of the AGM

The business of the AGM shall be, in every year:

- (a) To consider reports from the President, Sector Groups, and the CEO,
- (b) To receive the financial report and annual accounts,
- (c) To consider remits from regions or groups, and
- (d) To consider Notices of Motion and general business.

And to, no less frequently than every second Annual General Meeting, elect officers of the Institute. Election shall however be held if resignation or removals require elections due to vacancies.

7.1.2. Notice of AGM

A preliminary notice of the proposed date and place of the AGM shall be sent by the CEO to all members, not less than 30 days prior to the proposed date, calling for nominations for the Board, for remits from regions and groups, and Notices of Motion from members.

Not less than 14 days prior to the meeting the CEO shall send to all members a Notice of Meeting for the AGM, stating date, time and place, copies of notices of motion, remits, and, if elections are to be held for any elected officers, a list of candidates for the Board, and voting papers for items to be voted on by post, ballots or proxy voting forms, and the closing deadline for receipt of replies.

7.2. Special general meetings

A special general meeting (SGM) open to all members, may be called by the Board at any time, or shall be convened upon receipt of a requisition signed by not less than 10 per cent of all members having voting rights setting forth the objects of such a meeting.

7.2.1. Business of SGM

The business of an SGM shall be confined to the purposes stated in the notice of such a meeting. No general business can be conducted at an SGM.

7.2.2. Notice of SGM

The SGM shall be called within 50 days of receiving a requisition, or at any time if called by the Board.

Not less than 14 days prior to the date of the meeting the CEO shall issue a Notice of Special General Meeting stating time, place, purpose, Notices of Motion and including proxy forms and ballot voting form, if required.

Special General Meetings may be held by ballot voting form in which case the Notice shall specify that the voting is to be by ballot voting form and that a quorum is not required.

Any resolution proposed at a Special General Meeting held by ballot voting form shall be passed by receipt of votes of members in favour of 50% of the members eligible to vote if an ordinary resolution and 75% of members eligible to vote if a special resolution.

7.3. Voting on elections

Voting for the Board may be by postal ballot or provision of proxies.

Votes at meetings shall be decided on a simple majority with postal ballots or proxy votes being considered as part of the total vote. The President shall have a casting vote provided he/she has voting rights.

7.4. Board meetings

The Board shall, where cost permits, endeavour to meet in person no less than once every three months.

7.5. Conduct, quorum and records

Meetings shall be conducted according to usual practice of meetings. Quorum for meetings of the Board shall be 50% of the elected officers.

The quorum for General Meetings shall be no less than 3 voting members.

Minutes are the duty of the CEO.

8. MONIES AND FINANCES

8.1. Financial year

The financial year of the Institute shall be from the first day of April to the last day of March in the following year unless otherwise resolved by the Board.

8.2. Monies for Activities of Institute

The Board shall be responsible for directing the affairs of the Institute in a manner to ensure that the Institute has monies for the conduct of the necessary business of the Institute.

The Board shall have the power to decide in what form and how such monies are to be brought into the Institute including, in the Board's discretion, through:

- (a) Levying any charges or fees on members through ordinary resolution of the Board;
- (b) Examination and enrolment fees provided that such fees shall only differ as between classes of members;
- (c) Accepting capital advances from members such as loans, debentures or donations;
- (d) Accepting donations, sponsorship or loans from third parties;
- (e) Renting, leasing or hiring any real or personal property of the Institute;
- (f) Sales of goods and services including lectures, seminars, conferences and like activities; and / or
- (g) Any other activity by which the objects of the Institute are furthered.

8.3. Control of Monies and expenditure

The Institute shall have the power to control and dispose of its monies in whatever manner the Board may decide including the power to:

- (a) Borrow or raise money and to secure repayment by the issue of debentures, or by mortgages or charge upon the whole or part of property or assets of the Institute and to purchase, redeem or pay off such securities.
- (b) Invest surplus moneys.
- (c) Pay the current salaries, wages, honorariums, and other disbursements of the Institute.
- (d) Pay instalments of purchase money, rent or hire charges, maintenance costs, on any real and personal property of the Institute.
- (e) Allocate money to Special Purpose Committees or Design Sectors of the Institute as the Board may determine.
- (f) Allocate and pay monies to operate the national office.
- (g) Pay any legal, auditing and other professional fees incurred by the Institute.

8.4. Monies as Institute property

All monies, being property of the Institute, shall be lodged to the credit of the Institute at a Board approved bank.

Donated monies or monies provided pursuant to an agreement to sponsor or otherwise accepted by the Institute on trust or to be invested at the direction of the Donor or pursuant to any Deed or Agreement for such special purposes shall be dealt with by the Institute in accordance with the terms and obligations imposed on the Institute on acceptance of the monies.

8.5. Treasurer's responsibilities for the accounts

The Treasurer shall control and be responsible for keeping records of:

- (a) All income and expenditure and any other financial transactions of the Institute and submit such records annually to the Institute's Auditor for preparation of audited accounts;
- (b) The necessary statutory records relating to the financial transactions of the Institute for such period as may be required by law;
- (c) The authorities for any officer to act as a signatory on any financial instrument of the Institute including any bank authority;
- (d) The records required by the Auditor to produce the audited balance sheet and statement of income and expenditure to be submitted to the Annual General Meeting and copies of the same for all financial years completed by the Institute from the date of incorporation.

8.6. Inspection of books

Any member of the Institute may inspect the books and accounts of the Institute at the office of the Institute at any reasonable time on making application to the CEO or Treasurer.

8.7. Membership fees

8.7.1. Fees to be determined by the Board

The fees for each class of membership shall be of such amounts as are determined by resolution of the Board.

8.7.2. Requirements of a resolution relating to fees

Any resolution proposing membership fees shall specify:

- (a) The amount of the fee;
- (b) The classes of member liable to pay such fee;
- (c) The terms of payment permitted;
- (d) Any special terms including any discounts, rebates or discretions reserved to the Board to suspend, forgive, discount, rebate or otherwise deal with any member with respect to that member's liability to pay such fee; and
- (e) Whether such fee is to continue until further resolution of the Board or is to end on a date specified in the resolution.

8.7.3. Fees not to vary within class or across sectors

Fees shall not vary between members of any class nor shall any fee discriminate against any group of members belonging to any sector group.

8.8. Additional Fees

In addition to membership fees, members may be charged additional fees as follows:

8.8.1. Enrolment Fee

The Enrolment Fee is paid when the member joins or rejoins the Institute.

8.8.2. Examination Fee

The Examination Fee is paid by members applying for Professional Membership.

8.9. Special Levies

If in the opinion of the Board the Institute is in such a position that because of liabilities it cannot carry on the business of the Institute, the Board may, at an Annual or Special General Meeting for which due notice has been given, propose by special resolution that a levy on all members be struck.

Such special resolution shall specify:

- (a) The amount of the levy;
- (b) The classes of member liable to pay such levy;

- (c) The terms of payment permitted provided that if the Institute in the opinion of the Auditor is insolvent or likely to become insolvent without such levy (who shall provide a report to members in relation to the state of solvency of the Institute) such levy shall be payable forthwith; and
- (d) Whether the levy is to continue until further resolution of the members or is to end on a date specified in the resolution.

The resolution shall not specify any special terms including any discounts, rebates or discretion's reserved to the Board to suspend, forgive, discount, rebate or otherwise deal with any member with respect to that member's liability to pay such levy.

8.10. Pecuniary gain

No member of the Institute shall derive any pecuniary gain from the monies or the financial dealings, or from transactions involving the real or personal property of the Institute except as provided for in section 5 of the Incorporated Societies Act 1908 and its amendments.

9. PROPERTY

9.1. Acquisition

The Institute shall have the powers to acquire any real or personal property in whatever manner the Board may determine.

It may:

- (a) Purchase or lease, exchange or hire such property or rights and privileges in connection therewith and to manage or develop same;
- (b) Construct, alter, improve or demolish buildings provided a clear right to do so exists;
- (c) Purchase any goods, chattels or equipment needed for the furtherance of the objects of the Institute.

9.2. Disposal

The Board shall dispose of the Institute's property in a manner that best satisfies the objects of the Institute including:

- (a) Trading, exchanging or otherwise using the property in barter;
- (b) Abandoning property where such property constitutes a burden; or
- (c) Selling by private treaty tender or auction, with or without reserve.

9.3. Records

The Institute shall keep appropriate records of such property, its acquisition and disposal and such records shall be open to the scrutiny of members unless the Board with due and adequate reason determines that scrutiny shall not be permitted.

9.4. No rights to members

No member shall have any personal right or privilege to any of the Institute's property of any nature except under terms determined by the Board.

10. MISCELLANEOUS

10.1. Constitution & rules, Regulations and codes

Every member shall on request to the CEO be provided with a copy of the Constitution and any Regulations in force at the time of request. That copy may be provided in electronic form.

Provision of the Constitution of the Institute and any Regulations may be made electronically and shall be deemed to have been made by posting the relevant documents for free, public and non-restricted download from a web site at www.dinz.org.nz.

10.1.1. Alteration or rescission of the Constitution and Rules

The Board or any member may, by notice of special resolution to the CEO before notice of the next AGM is given to members, require the CEO to place the proposed resolution on the agenda of business for the next AGM or if an SGM for the purpose of considering the notice is validly called, at that SGM.

The CEO, on receiving a valid notice of special resolution, shall refer the special resolution to the Honorary Solicitor who shall forthwith provide an opinion to the President on whether or not the subject matter of the proposed resolution can be lawfully passed by the general meeting. The Honorary Solicitor may propose amendments or alternative wordings to give effect the broad intentions as expressed in the notice and any explanatory notes. That report shall be circulated to all members prior to the general meeting.

A notice of special resolution proposing alteration of, amendment to, or rescission of the Constitution either in whole or in part may only be considered at a general meeting, if:

- (a) The motion clearly identifies each alteration of, or amendment to, or rescission of each provision of Constitution proposed to be changed, and
- (b) The Honorary Solicitor has provided an opinion to the President on the proposed change, and
- (c) The general meeting votes on the special resolution as may be amended during the meeting.

A special resolution altering, amending or rescinding of the Constitution either in whole or in part shall only come into effect if the amended / replacement Constitution is subsequently accepted by the Registrar of Incorporated Societies as being properly registerable at law. Any Constitution not accepted for registration shall be deemed to have been unlawfully approved and shall be null and void.

10.1.2. Alteration or rescission of the Board Regulations etc

The Board, may adopt, alter or rescind any Regulation necessary for better carrying out its duties pursuant to this Constitution or for the better conduct of the affairs of the Institute and management of the activities of the members in accordance with the Institute's objects Any member may, by notice of ordinary resolution to the CEO before notice of the next general meeting is given to members, require the CEO to place on the agenda of business for such next general meeting a notice of motion proposing alteration of, amendment to, or rescission of any Regulation and such notice of motion shall be put to the next general meeting of members.

10.2. Common seal

The common seal of the Institute shall be under the control of the Institute's CEO and shall not be affixed to any document except by order of the Board and in the presence of two members of the Board.

10.3. Registered office

The registered office of the Institute shall be at the place determined by the Board and registered with the Registrar of Incorporated Societies.

10.4. Serving of notices

Any notice required to be given by these Rules shall be in writing and given by either:

- (a) Delivered to the person required to receive it;
- (b) Posted in the case of notices by members to the Institute or its officers, to the Institute's registered office, and in the case of notices to members, by post to their last address as recorded in the register of members or as notified by the member to the CEO to be recorded in the register of members. Delivery shall be deemed to have occurred after 2 working days have elapsed from the date of posting;
- (c) By facsimile in the case of notices by members to the Institute or its officers, to any facsimile number to a facsimile machine located at the Institute's registered office, and in the case of notices to members, to their last facsimile address as recorded in the register of members or as notified by the member to the CEO to be recorded in the register of members. Delivery shall be deemed to have been made on receipt of a valid transmission report.
- (d) By email in the case of notices by members to the Institute or its officers, to designer@dinz.org.nz, and in the case of notices to members to their last known email address as recorded in the register of members or as given by the member to the CEO to be recorded in the register of members. Delivery shall be deemed to have occurred on sending provided that no non-delivery notice is subsequently received.

Accidental omission to give notice of any meeting, or the non-receipt of such notice shall not invalidate the proceedings at any meeting.

In respect of any postal ballot held (whether under rules 7.1.1, 7.3 or otherwise) voting may be made by ballots returned to the CEO by delivery, post (mail), facsimile or email, in the same method as notices described in this rule 10.4).

10.5. Contracts by the Institute

Any contracts to which the Institute is party shall be in writing and shall be executed:

- (a) By affixing the Common Seal of the Institute, signed by the President or Vice President and counter-signed by another member of the Board; or
- (b) Where the contract is not required by law to be executed under Common Seal, by the President or Vice President or (by resolution of the Board) by any member of the Board or employee of the Institute where the member is authorised to sign the contract (or class of contract).

10.6. Dissolution or winding up

Prior to the dissolution by the Registrar of Incorporated Societies or a resolution by the members to voluntarily wind up of the Institute, the property, assets and monies shall, after provision for the discharge of all liabilities of the Institute, be transferred to any body or bodies which have similar aims to the Institute.

10.7. Entrenched provisions of the Constitution

The following provisions of the Constitution and Rules may only be changed by resolution of members at a general meeting where in addition to any count of votes made by ballot, 75% of those members present and/or voting by proxy vote in favour of any resolution amending, rescinding or replacing or otherwise altering the provisions:

Section 5	Structure and Government
Section 6	Officers and Staff
Section 10.6	Dissolution or winding Up