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# **NEW ZEALAND INSTITUTE OF QUANTITY SURVEYORS (Incorporated)**

## **CONSTITUTION AND RULES**

### **DESIGNATION**

1. The name of the Institute shall be the “New Zealand Institute of Quantity Surveyors (Incorporated)”.

### **REGISTERED OFFICE**

2. The Registered Office of the Institute shall be situated in the City of Wellington or such other place as the Council of the Institute may from time to time determine.

### **INSTITUTE OBJECTS**

3. The objects of the Institute are to:
  - a represent and promote the interests of all persons engaged in the profession of Quantity Surveying in New Zealand.
  - b set and promote the status and interests of the profession of Quantity Surveying;
  - c improve and elevate the knowledge of persons engaged, or about to engage, in the profession of quantity surveying and to confer on such persons appropriate titles;
  - d promote a high standard of integrity and effectiveness in the profession of quantity surveying;
  - e apply, petition for or promote, and to join any other body in promoting, any Act of Parliament, Royal Charter or other authority, with a view to the attainment of any of the Institute objects;
  - f invest the moneys of the Institute not immediately required, in the best interests of the Institute;
  - g borrow and repay moneys required for the purposes of the Institute, as determined by Council;
  - h acquire property or rights by purchase or lease, to hold, improve and dispose of, or otherwise deal with all or any part of the property and rights of the Institute as determined by Council;

- i provide members with professional information, an annual register of members, the previous year's annual general meeting minutes, and any publication that may further the interests of the Institute;
  - j establish and maintain funds for scholarships and awards for selected members to support their quantity surveying education;
  - k represent the interests of Quantity Surveyors among education providers and accredit suitable tertiary courses for member qualifications;
  - l undertake and execute any trusts that the Institute considers to be of benefit to its members and further the objects of the Institute;
  - m inform all interested parties of the objectives and benefits of the Institute by any appropriate means;
  - n establish and maintain branches of the Institute;
  - o recognise and promote in the construction and property industry, the use of Industry standards and best practices and contribute to their use and development;
  - p promote the use of Schedule (Bill) of Quantities for all building, engineering and civil works;
  - q publish and maintain a Code of Practice and Professional Conduct;
  - r produce guidelines for a Scale of Charges for the professional services of members; and
  - s do all other lawful acts, incidental or conducive to the attainment of the above objectives.
4. Notwithstanding any other provision, the Institute shall not expend money:
- a other than to further purposes recognised by law, nor
  - b for the sole personal or individual benefit of any Member other than proper remuneration for services rendered.

## **DEFINITIONS**

5. In these Rules, unless the context otherwise requires:
- a "Act" means the "Incorporated Societies Act, 1908", and amendments;
  - b "Annual Registration Certificate" means a certificate issued by Council to Registered Quantity Surveyors.

- c “Arrears” means any dues, fees, levies or subscriptions not paid within three (3) months after the due date.
- d “Branch Board” means the members elected to manage the affairs of a Branch of the Institute.
- e “By-law” means any by-law adopted by Council from time to time.
- f “Council” means the members appointed or elected to Council in accordance with the Rules;
- g “Committee” means a Committee appointed by Council or any Branch Board in accordance with the Rules.
- h “CPD” means Continuous Professional Development;
- i “CPD accreditation” means notification of compliance with the requirements of CPD as determined by Council;
- j “Executive Committee” means the President, Vice President and Immediate Past President in Council unless otherwise determined by Council;
- k “Executive Director” means the Executive Director of the Institute who shall be Secretary of Council, the Registrar for registration purposes and may also be the Treasurer of the Institute;
- l “Institute” means the New Zealand Institute of Quantity Surveyors (Incorporated), and includes all Branches and members.
- m “Institute Year” means the period from 1<sup>st</sup> day of April to 31<sup>st</sup> day of March of the following calendar year.
- n “Life Member”, “Fellow”, “Associate”, “Member”, “Honorary Member”, “Student Member” and “Retired Member” mean a member of the Institute as defined in these Rules.
- o “member” (with a small “m”) when used alone or in phrases such as “Institute member ” or “member of the Institute” or “Branch members” or “eligible member” shall mean a person who holds any membership status as defined in these Rules.
- p “Member” (with a capital “M”) means a person elected or transferred by Council to the class of Member (MNZIQS- see Rule 15e).
- q “Month” means calendar month.
- r “Office of a Branch” shall mean the principal place of business of the Branch Secretary and in the absence of a place of business, the personal residence of the Branch Secretary.

- s “Prescribed Qualification” means the qualification prescribed for applicants for admission as members of the Institute and for advancement in status as provided by these Rules.
- t “Registration Board” means the committee appointed by Council; which recommends the suitability of a member to Council for Registered Quantity Surveyor award.
- u “Registration Logo” means logo as shall be adopted by Council to signify registration.



- v “Registered Quantity Surveyor” means a member of the Institute who has been awarded, by Council, the designation of Registered Quantity Surveyor (Reg. QS).
- w “Schedule (Bill) of Quantities” means;
  - (1) a document that contains descriptions and/or measurements of all items of work required to carry out a given construction project. It shall be in a form that enables pricing by tenderers who will necessarily also refer to other tender documents such as drawings, specifications and conditions of contract in the preparation of tenders; or
  - (2) compiled from information provided in drawings, specifications, conditions of contract and like documents as prepared by the designers. It should be presented in a form to suit trade/industry pricing and tendering practice (generally without need of further measurement) and to suit the monetary administration and financial control of construction projects.

NOTE: A Schedule (Bill) of Quantities prepared in accordance with NZS4202 would comply with the foregoing.

- x “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the members who, being present in person or by proxy and entitled to do so, vote at a general meeting of which proper notice in accordance with these rules has been given.
- y “Quantity Surveyor” means a person educated, trained and qualified, and who is particularly and regularly engaged, for the purpose of livelihood, in the following construction industry work;

- (1) Cost management, or value management;
  - (2) estimation/valuation;
  - (3) the preparation of Schedules (Bills) of Quantities;
  - (4) project financial administration;
  - (5) dispute resolution;
  - (6) works cost control and;
  - (7) other duties that are properly those of a Quantity Surveyor.
- z “Society” means any organised non- trading body whether incorporated or not.
- aa “year” means a calendar year (see also 5.m)

## **MANAGEMENT**

6. Council shall manage the Institute on the basis that:
- a it shall be regarded as representative of all the members;
  - b powers of Council shall be as provided in the Rules of the Institute;
  - c it shall have full control of all moneys paid to the Institute, but it cannot, without obtaining the approval of a majority of two thirds of the members of the Institute, assume a liability beyond that covered by its own funds;
  - d it shall have full control of all property acquired by the Institute; and
  - e the powers of each Branch Board shall be as provided for in these Rules.

## **CONSTITUTION AND MEMBERSHIP CONDITIONS**

7. The membership of the Institute shall comprise all those persons who are members in accordance with the Rules and recorded in the Register of members from time to time.
8. Council determines the level of membership for applicants and nominees based on their formal qualifications, work experience, standing and contribution to the profession of Quantity Surveying. Applicants for membership entry and change of membership status will be considered and recommended to Council by a committee appointed by Council, except for nominations for Life Member, Fellow and Honorary Member status which will be considered directly by Council.
9. Life Members, Fellows, Associates, Members and Retired members are eligible for selection to Council, election or appointment to any office in the Institute and shall be entitled to all rights and privileges of members.

10. Student members are eligible for election to Branch office, to a maximum of two posts excluding the post of Chairperson, and have the right of voting at Branch meetings.
11. Honorary members are entitled to attend any meeting of members but have no right of voting or holding office on Council or Branch Boards.
12. Only persons approved for membership by Council and whose resignation or termination of membership has not been approved, may have any claim upon, or interest in, the property of the Institute.
13. Council may demand return of the certificate of membership and any other certificate issued by Council from any member or past member.

### **ADMISSION AND ADVANCEMENT OF MEMBERS**

14. Every application for admission as a member of the Institute (other than Honorary Member), and for advancement from one status to another, shall be made to the Executive Director, in writing in the form determined by Council. New membership applicants shall sign a declaration and undertake to be bound by the Rules of the Institute on admission.

### **MEMBERSHIP CATEGORIES**

15. The categories of members of the Institute and criteria are:

- a **LIFE MEMBER**

- (1) Life Members shall be members who have made an exceptional contribution to the profession of quantity surveying as approved by Council. Every Life Member shall be entitled to be a member for life without payment of contributions or dues unless Council cancels Life Membership status.
- (2) A comprehensive written submission supporting a candidate for Life Member shall be made to Council in the approved form and signed by three (3) members of Institute of Life Member, Fellow, Associate or Member status:
- (3) A Life Member shall be entitled to use the words and initials "Life Member N.Z.I.Q.S" (ie Life Member of the New Zealand Institute of Quantity Surveyors Inc).

- b **FELLOW**

- (1) Every Fellow shall be a Quantity Surveyor of exceptional standing and experience as approved by Council. Those recommended must have been in practice, employment or business in a senior

capacity for a period of not less than ten (10) years prior to the date of the recommendation. Every candidate for advancement to Fellow shall in addition satisfy one of the following conditions:

- (i) Shall have been of Associate or Member status of the Institute or equivalent status of some other Society or Institute approved by Council for a period of not less than ten (10) years with a minimum of two (2) years in Quantity Surveying in New Zealand prior to the date of the candidate's recommendation, or;
  - (ii) Shall be a Fellow or senior member of equivalent status to a Fellow of some other Society or Institute approved by Council, with a minimum of two (2) years in Quantity Surveying approved by Council prior to the date of the candidate's recommendation; or
  - (iii) Shall have such standing and experience as Council may in any special case determine.
- (2) A comprehensive written submission supporting a candidate for Fellow shall be made to Council in the approved form and signed by three (3) members of the Institute of Life Member, Fellow, Associate or Member status.
- (3) A Fellow shall be entitled to use the initials "F.N.Z.I.Q.S" (i.e. Fellow of the New Zealand Institute of Quantity Surveyors Inc).

**c HONORARY MEMBER**

- (1) Council may award Honorary Membership to persons who, by reason either of their position or experience, or of their eminence, may be able to render assistance in promoting the objects of the Institute, but who are not in practice as Quantity Surveyors in New Zealand.
- (2) An Honorary Member shall be entitled to use the initials "Hon. M.N.Z.I.Q.S" (Honorary Member of the New Zealand Institute of Quantity Surveyors Inc).

**d ASSOCIATE**

- (1) Those members of the Institute, who were granted Associate status prior to **1 February 2003** who are not in arrears on that date.
- (2) An Associate shall be entitled to use the initials "A.N.Z.I.Q.S" (Associate of the New Zealand Institute of Quantity Surveyors Inc).

e      **MEMBER**

- (1) Unless otherwise exempted by Council, any person shall be eligible to be a Member of the Institute (MNZIQS) who has;
  - (i) completed a minimum of one year's membership of the Institute; and
  - (ii) completed a New Zealand tertiary qualification as approved by Council; refer by-laws; and
  - (iii) completed quantity surveying work experience as approved by Council, refer by-laws; and
  - (iv) shall have passed an interview/assessment approved by Council; or
  - (v) completed such experience and standing as a quantity surveyor as Council may in any special case determine; and
  - (vi) shall have passed an interview/assessment approved by Council.
  
- (2) Unless otherwise exempted by Council, any overseas applicant shall be eligible to be a Member of the Institute (MNZIQS) who has;
  - (i) completed a minimum of one year's membership of the Institute; and
  - (ii) completed an overseas quantity surveying qualification as approved by Council; refer by-laws; and
  - (iii) completed quantity surveying work experience as approved by Council, refer by-laws; and
  - (iv) completed a minimum of one year in a quantity surveying role in New Zealand; and
  - (v) shall have passed an interview/assessment approved by Council; or
  - (vi) completed such experience and standing as a quantity surveyor as Council may in any special case determine; and
  - (vii) shall have passed an interview/assessment approved by Council.
  
- (3) Any financial member classified as an Affiliate member on 1 February 2003 shall be deemed to be of Member status from that date.
  
- (4) A Member shall be entitled to use the initials M.N.Z.I.Q.S (i.e. Member of the New Zealand Institute of Quantity Surveyors Inc).

f      **STUDENT MEMBER**

Any person who is currently enrolled in and studying for their first tertiary qualification in quantity surveying and/or who has an interest in quantity surveying, after approval by Council, shall be eligible for Student membership.

**g RETIRED MEMBER**

- (1) Any member who has retired from quantity surveying, may, subject to approval of Council, be transferred upon application to retired member status. Any member of retired status may apply for reinstatement to their former status upon re-engaging in quantity surveying.
- (2) Retired members shall be entitled to use the words and initials of their membership status at retirement followed by "(Retired)".

**REFUSAL OF MEMBERSHIP APPLICATION**

16. Non-acceptance of an application for membership forwarded in accordance with these Rules, shall be provided in writing to the applicant giving reasons for non-acceptance and the requirements that applicant must fulfil to successfully apply.

**RESIGNATION OF MEMBERS**

17. Any member wishing to resign membership shall forward a written resignation to the Executive Director for Council approval. Council may refuse to accept the resignation if;
  - a It has good cause for believing that the member may have contravened the Constitution and Rules or the Code of Practice and Professional Conduct and further inquiries are under action or proposed; or
  - b the member is indebted to the Institute.

**ENTRANCE FEES, SUBSCRIPTIONS AND MEMBERSHIP**

18. Council shall determine the amount of entrance fees, transfer fees, annual subscriptions and any special fees by special resolution.
19. Every applicant for new membership or change of status of membership shall forward their request on the approved form enclosing required details and fee. On confirmation of approval, applicants shall pay any invoiced subscriptions and/or fees, before becoming entitled to the full privileges of membership, or new status, and issue of any relevant Certificate.
20. Subscriptions shall be invoiced prorata for each full month remaining in the Institute Year from the date of authorised membership except that any applicant who is approved new membership or change of membership status less than three (3) months prior to the end of the Institute Year will not be liable for annual and/or increased subscription for the remainder of that Institute Year.

## **ARREARS**

21. The due date of the annual subscription shall be the first day of the Institute Year. Any member with a subscription overdue by three (3) months from the due date or date of invoicing, shall be informed they are in arrears. Council may, at its discretion, publish the names of members whose annual subscriptions have not been paid within four (4) months from the due date or date of invoicing.
22. Any member who neglects to pay the subscription within six (6) months from the due annual date or date of invoicing, may have their membership terminated, without prejudice to the right of Council to recover arrears.
23. Council may, whenever it considers that there is due cause, waive full or part payment of any application fee, subscription or arrears due from any member.
24. If Council accepts the resignation of a member who is in arrears with his/her subscriptions, that person shall immediately cease to be a member and shall not be liable for any further annual subscription, but shall be liable for the amount of arrears due at the time of the acceptance of the member's resignation.
25. Any member whose membership has been terminated under the authority of Rule 22 may apply for reinstatement of membership in the subsequent 12 months subject to payment of the arrears and the subscription of the year then current.

## **REGISTERED QUANTITY SURVEYOR**

26. Unless otherwise exempted by Council, every Life Member, Fellow, Associate or Member may apply to be a Registered Quantity Surveyor who has:
    - a graduated with a Bachelor of Construction (Quantity Surveying) or equivalent degree; and
    - b been of Associate or Member status in the Institute for not less than three (3) years; and
    - c a minimum of one (1) year's work experience in quantity surveying in New Zealand and
    - d current NZIQS accreditation of Continuing Professional Development;
- OR
- e completed the New Zealand Certificate, Diploma, Advanced Diploma or National Diploma of Quantity Surveying; and
  - f a minimum of ten (10) year's work experience in quantity surveying, including a minimum of three (3) year's post qualification and at least one (1) year in New Zealand; and

- g been of Associate or Member status in the Institute for not less than three (3) years; and
- h been a member of the Institute for not less than one (1) year; and
- i current NZIQS accreditation of Continuing Professional Development.

OR

- j held a status equivalent to Fellow, Associate or Member at some other Society or Institute, approved by Council for a minimum of three (3) years; and
  - k been engaged in quantity surveying in New Zealand for not less than one (1) year; and
  - l been a member of the Institute for not less than one (1) year; and
  - m current NZIQS accreditation of Continuing Professional Development.
27. Every application to be a Registered Quantity Surveyor shall be referred to the Registration Board who will make recommendations on the suitability of applicants for Registered Quantity Surveyor award to Council and may call for more documentation or interview applicants when deemed necessary for that recommendation.
28. A Registered Quantity Surveyor shall be entitled to use the term Registered Quantity Surveyor NZIQS, (may be abbreviated Reg. QS), additional to his or her membership designation, and may use the approved registration logo on personal correspondence and written material, subject to holding a valid Annual Registration Certificate.
29. Any Registered Quantity Surveyor, who becomes a Retired member, or whose CPD accreditation lapses or whose registration is suspended as a result of Disciplinary or Appeal Board action shall no longer be entitled to the designation Registered Quantity Surveyor and use of the logo.

#### **ADDITIONAL DESIGNATIONS.**

30. A Past President shall be entitled to use the words and initials "P.P.NZIQS" (i.e. Past President New Zealand Institute of Quantity Surveyors Inc).

#### **CERTIFICATES**

31. Council shall have the power to award certificates to members to recognise membership status and for any other purpose. Every certificate shall remain the property of the Institute and, on demand, shall be returned.

## **CODE OF PRACTICE AND PROFESSIONAL CONDUCT**

32. The provisions of the separately published “Code of Practice and Professional Conduct” are deemed to be Rules of the Institute.

### **DISCIPLINARY MATTERS.**

33. Any Institute member shall be liable to be disciplined under these Rules if that member:
- a has contravened any of the Rules (including the Code of Practice and Professional Conduct and Bylaws);
  - b has been convicted of any criminal offence involving embezzlement, theft, fraud or dishonesty of any kind or other criminal offence carrying on first conviction a maximum sentence of not less than twelve (12) months imprisonment;
  - c has been adjudicated bankrupt, or has entered into any composition or arrangement with or for the benefit of his/her creditors;
  - d has, in the opinion of the Disciplinary Board, been guilty of misconduct, negligence or incompetence in his/her professional capacity, and that the misconduct, negligence or incompetence has been of such a degree, or so frequent as to reflect on his/her fitness to be a member of the Institute or a member of his/her current status;
  - e has used any professional designation, registration logo, description or initial to which they are not entitled under, or in a way not authorised by these Rules;
  - f in carrying on his/her business by means of, or as a shareholder or director of a limited liability company, that company engages in any activity, commits any act, or is guilty of any conduct, which if done by the member would render such member liable to be disciplined under these Rules, or that company goes into receivership, or goes into liquidation to the detriment of its creditors.
34. The disciplinary powers of the Institute under this Rule shall be exercised by the Disciplinary Board, and, in the event of an appeal, by the Appeal Board respectively, appointed in accordance with these Rules.

## **ETHICS COMPLAINT SELECTION PANEL**

35. The Ethics Complaint Selection Panel shall be appointed by Council at the first meeting of Council held after the Annual General Meeting of the Institute, and shall comprise the President and one (1) other member of Council appointed by Council for the ensuing year. In the event of the resignation or retirement of the President or the member so appointed, Council shall have power to appoint any other Council member to the Panel for the balance of the unexpired term of appointment.
36. The Ethics Complaint Selection Panel shall be responsible for appointing each Ethics Investigation Committee, Disciplinary Board and Appeal Board in accordance with the provisions of these Rules and shall report to Council in committee all appointments as soon as they have been made, and if for any reason it is unable or fails to make any appointment when required, Council shall have power to do so.
37. The Executive Director shall notify the Ethics Complaint Selection Panel when a complaint is made against a member for which he/she may be liable to be disciplined under the provisions of these Rules, and the Ethics Complaint Selection Panel shall thereupon appoint an Ethics Investigation Committee to investigate the complaint in relation to such member.
38. If either member of the Ethics Complaint Selection Panel has any material association with, or other interest in the subject matter of the complaint, or the member concerned, whether professional or personal, such member shall declare his/her association or interest before exercising the power of appointing members to such Ethics Investigation Committee, and shall be disqualified from exercising such power.
39. If the President is disqualified for any of the reasons stated above, the Vice President shall act in his/her place and if both the President and the Vice President are disqualified as stated above, the immediate Past President shall be appointed to the Panel.
40. If all the persons designated above for appointment to the Ethics Complaint Selection Panel are disqualified for the reasons stated above, then Council shall appoint other members of Council in place of any member disqualified.
41. Any person appointed a member of an Ethics Investigation Committee, Disciplinary Board or Appeal Board having any material association with or interest in the subject matter of the complaint or the member concerned, whether professional or personal, shall declare his/her association or interest and shall be disqualified from appointment to that Ethics Investigation Committee, Disciplinary Board or Appeal Board as the case may be whereupon the Ethics Complaint Selection Panel shall appoint a replacement.

## **ETHICS INVESTIGATION COMMITTEE**

42. An Ethics Investigation Committee shall consist of three (3) persons appointed by the Ethics Complaint Selection Panel, all of whom shall be members of the Institute, who are either Life Members or Fellows and are not members of Council. The Ethics Investigation Committee so appointed shall select its own Chairperson.

## **DISCIPLINARY BOARD**

43. The Disciplinary Board shall consist of three (3) persons appointed by the Ethics Complaint Selection Panel, of whom two (2) shall be members of the Institute who are either Life Members or Fellows and not members of either Council, the Ethics Complaint Selection Panel, or the Ethics Investigation Committee, and the other person shall be a barrister or solicitor of not less than ten (10) years standing. The Disciplinary Board so appointed shall select its own Chairperson.

## **APPEAL BOARD**

44. An Appeal Board shall consist of four (4) persons appointed by the Ethics Complaint Selection Panel, of whom two (2) shall be members of the Institute who are either Life Members or Fellows and not members of Council, the Ethics Complaint Selection Panel, the Ethics Investigation Committee or the Disciplinary Board, one (1) person who is a barrister or solicitor of not less than ten (10) years standing, and one (1) person, not being a Quantity Surveyor, who shall be appointed as a lay member by the three other appointed members. The Appeal Board so appointed shall select its own Chairperson.

## **COMPLAINTS AND DISCIPLINARY PROCEDURE**

45. The provisions of the separately published "Complaints and Disciplinary Procedure" are deemed to be Rules of the Institute. The procedures shall be followed for complaints made against a member whether made by a member or non-member. All complaints must be in writing addressed to the Executive Director.

## **POWERS OF DISCIPLINARY BOARD AND APPEAL BOARD**

46.
  - a If after due process in accordance with the provisions of these Rules, the Disciplinary Board, or following appeal, the Appeal Board, decides that a member against whom a complaint has been made shall be disciplined, it may make an order under this Rule to do one or more of the following things:

- (1) Order the member to give a written undertaking to refrain from continuing or repeating the conduct in respect of which the member has been charged;
  - (2) Censure or severely censure the member;
  - (3) Suspend the member from membership or from registration for such period as the Disciplinary Board or the Appeal Board may determine.
  - (4) Expel the member from the Institute;
  - (5) Impose a penalty on the member not exceeding five thousand dollars (\$5,000) to be paid to the Institute, provided that no such penalty may be imposed where the member is expelled from membership of the Institute;
  - (6) Order the member in writing to pay to the Institute such sum as the Disciplinary Board or Appeal Board thinks fit in respect of costs and expenses of and incidental to the inquiry by the Institute.
- b Every monetary penalty and all costs and expenses, payable under this Rule shall if not paid by the member concerned, be recoverable from the member as a debt due to the Institute.

## **COUNCIL**

47. Council shall comprise;

- a President and Vice President who shall be elected annually at the Annual General Meeting of the Institute, and shall retire annually but shall be eligible for re-election; and
- b One (1) member from each Branch of the Institute who shall be appointed by the Board of such Branch for a period of two (2) years in accordance with these Rules, unless such appointment is terminated by the Branch Board which made such appointment.
- c The retiring President as an ex-officio member of the Council, until such time as the person who succeeds the retiring President ceases to hold office as President and in any event for a minimum of twelve (12) months.
  - (1) Nominations for the office of the President and Vice President shall be in writing signed by two (2) members and by the nominee, and shall be deposited with the Executive Director not less than twenty one (21) days before the Annual General Meeting of the Institute.
  - (2) Notice in writing of the appointment of a member of Council by a Branch Board or subsequent changes of appointment shall be given by the Branch Secretary to the Executive Director. Where a member

of Council appointed by a Branch Board is unable to attend a Council Meeting the Branch Board shall appoint a deputy by notice in writing by the Branch Secretary to the Executive Director of the Institute prior to a Council Meeting. A properly appointed deputy may register opinions and vote on behalf of the absent Council member.

48. The office of a member of Council shall be vacated if that member:
  - a ceases to be a member of the Institute; or
  - b resigns his/her appointment to Council; or
  - c is absent for a third consecutive meeting without leave being granted and no substitute appointed; or
  - d is in arrears; or
  - e has his or her appointment terminated by the Branch Board, which the member represents.
49. Except as to the powers vested in a Branch Board by these Rules, the management and control of the Institute shall remain vested in Council.
50. Council, in addition to the powers and authorities expressly provided by these Rules, may exercise powers and undertake lawful actions not expressly provided by these Rules or by the Act as directed by the Institute in general meeting in furtherance of the Institute objects. However, any amendments to the Rules made by the Institute in general meeting, shall not invalidate any prior act of Council which would have been valid if such amendment had not been made.

## **POWERS AND DUTIES OF COUNCIL**

51. Without prejudice to the general powers conferred by the last preceding Rule and the other powers conferred by these Rules it is hereby expressly declared that Council shall have the powers and duties to:
  - a make, vary and repeal by-laws ancillary to but not inconsistent with these Rules and the objects of the Institute;
  - b manage and prescribe all forms considered necessary or expedient for the purpose and operation of the Institute;
  - c establish prizes and the criteria for their award;
  - d employ any person, whether a member of the Institute or not, for permanent, temporary or special service, and control the employment conditions of employees;
  - e appoint Institute bankers and legal advisers;

- f purchase, rent and furnish suitable premises for Institute use;
  - g notify in writing the Executive Director any unsatisfactory professional conduct of members, and any matters which it considers material to the Institute or to the interests of the profession, and may make any relevant recommendation in relation to such matters;
  - h liaise with other bodies for the benefit of members and to promote the objects of the Institute;
  - i annually, print a copy of the accounts and report of the proceedings of the Institute for the previous year and the minutes of the Annual General Meeting;
  - j maintain and publish an up-to-date list of members, giving all members the right to inspect such list at the national office of the Institute;
  - k instigate or defend legal proceedings for and against the Institute, or its Officers and appointed committees concerning the affairs of the Institute;
  - l refer any claims or demands by or against the Institute to arbitration or mediation;
  - m give receipts, releases and other discharges for moneys payable to and for any claims and demands for or against it;
  - n invest and deal with any of the moneys of the Institute not immediately required in a responsible manner;
  - o ensure that members are disciplined in accordance with the Rules;
  - p determine all fees and subscriptions;
  - q appoint Committees and determine the terms of reference of committees;
  - r convene ordinary and extraordinary general meetings;
  - s make By-laws to clarify and further define the objects of the Institute when necessary; and
  - t undertake generally, all matters necessary or convenient to fully effect the objects of the Institute
52. Five (5) members personally present and entitled to vote shall be a quorum for a meeting of Council and no business shall be transacted at any Council meeting unless the requisite quorum shall be present. Members participating in a Council Meeting by telephone or electronic communication shall be deemed to be present for the purposes of this rule.

## **ESTABLISHMENT OF BRANCHES**

53. Council may establish Branches for the promotion and benefit of the Institute, and may define the boundaries of the district under the jurisdiction of such Branches. All members of the Institute residing in the district or territory where any Branch shall be established shall be members of such Branch.
54. Each Branch shall exercise the powers conferred and be subject to the conditions imposed by the Constitution and Rules of the Institute and principally exist to provide educational and social activities for the benefit of members.

## **BRANCH BOARD**

55. The Branch Board shall comprise a, Chairperson, Vice Chairperson, a minimum of four (4) and maximum of seven (7) other members elected by Branch members and Board appointed ex-officio members. The immediate past Chairperson shall remain an ex-officio member of the Branch Board for a period of twelve (12) months.
56. The Branch Secretary shall be an eligible member appointed by the Branch Board as an ex-officio member.
57. The Branch Board shall appoint an auditor, who may be a member of the Institute, but shall not be a member of Council or Branch Board.
58. All Officers and Committees of Branch Boards shall retire annually but shall be eligible for re-election, except that Branch Board members elected to Council for a two (2) year term shall serve a concurrent two (2) year term on the Branch Board.
59. The Branch Board shall, not less than fourteen (14) clear days before an Annual General Meeting of the Branch send to the Branch members a notice confirming the day, place and hour of meeting, and stating the business to be transacted.
  - a Nominations for the office of a member of a Branch Board shall be in writing, signed by two (2) members and by the candidates, and shall be deposited with the Branch Secretary seven (7) days before the Annual General Meeting.
  - b If insufficient nominations are received to fill the positions of all the officers of the Branch, those nominated in accordance with this clause shall be deemed elected and nominations shall be called from the floor for the remaining vacancies.
60. Retiring members of the Branch Board shall be eligible for re-election and shall be deemed to be nominated for re-election, unless they have given notice to the Branch Secretary that they do not desire to be re-elected or are in arrears with their annual subscription. If the candidates nominated are in excess of the

- number to be elected, the election shall be conducted by ballot.
61. A casual vacancy in a Branch Board, arising from any cause whatever, shall be dealt with by the remaining members of such Branch Board, who shall immediately make such appointments as the case may require to fill such vacancy until the next following Annual General Meeting of the Branch.
  62.
    - a The Branch Board shall meet at least once in every three (3) months. Four (4) members of the Board shall form a quorum. The Chairperson, Vice Chairperson or any three (3) members of the Branch Board may, at any time, require the Branch Secretary to call an Extraordinary Meeting.
    - b Due notice for any meeting of a Branch Board shall be sent in writing to every member of a Branch Board giving not less than seven (7) clear days notice.
  63. A member aggrieved by any decision of a Branch Board may appeal, in writing, to the Council.
  64. An Extraordinary General Meeting of Branch members may, by a special resolution, remove from office the Auditor before expiration of that member's or Auditor's term of office, and may appoint another member or Auditor who shall hold office for the remainder of the Institute year.
  65. The office of a member of a Branch Board may be declared vacant by that Board if that member:
    - a ceases to be a member of the Institute; or
    - b resigns his/her seat on the Board; or
    - c is absent for a third consecutive meeting without leave being granted and no substitute appointed; or
    - d is in arrears; or
    - e at an Extraordinary General Meeting of Branch members, by a special resolution, is removed from office; or
    - f ceases to reside in the Branch district.
  66. The Rules governing Council shall (where they apply) also be the Rules of each Branch Board.

## POWERS AND DUTIES OF BRANCH BOARDS

67. A Branch Board, within the limits of its own district:
- a may recommend for admission or advancement, applicants and members, except as otherwise by these Rules provided;
  - b shall at the request of Council arrange for the holding of examinations and interviews of members;
  - c at its first meeting after each Annual General Meeting of its Branch shall:
    - (1) whenever the terms of its representative(s) on Council have expired elect one (1) of its members to represent the Branch on Council for a term of two (2) years; and
    - (2) elect an Interview Committee from among members of its Branch for the purpose of interviewing members and reporting as required by Council;
  - d shall review, annually the membership categories of members within its District and make recommendations to Council through the Executive Director, in writing, of any recommendations for change or advancement;
  - e shall appoint Branch bankers and legal advisers;
  - f may rent and furnish suitable premises for Branch use;
  - g shall notify in writing the Executive Director of the Institute or Council any matters which it considers material to the Institute or to the interests of the profession, and may make any relevant recommendation in relation to such matters;
  - h shall liaise with other bodies in the District for the benefit of members and to promote the objects of the Institute;
  - i may take notice of anything affecting the Institute or, and shall report thereof to Council;
  - j shall furnish each year to Council a copy of the reviewed accounts and a report of the proceedings of its Branch during the previous year and other information Council may deem of interest;
  - k may, subject to the consent of Council, receive as agent for Council fees from attendees of Branch events and any other fees payable by the members of its Branch, and may make and give receipts, releases and other discharges for these fees. Any moneys received on behalf of Council shall be forwarded to the Executive Director at the end of the month in which they are received, or when demanded by Council;

- I shall manage efficiently the funds granted by Council and received from other sources towards the general expenses of the Branch Boards.

## **LIBRARY AND WEBSITE**

68. Council may establish and maintain a library for the use of members and such website publicity accessible in part or in whole, as Council may determine from time to time, together with electronic data for the use of members, and may purchase or otherwise acquire books, electronic materials, programmes and other records it deems appropriate

## **FUNDS**

- 69 All moneys received on account of the Institute by Council or by a Branch Board of the Institute shall be paid promptly into the relevant Institute or Branch Board bank account.
- 70 All Institute cheques and payments shall be authorised by two approved signatories. For the Institute, one member of Council **or other Council-approved member**, countersigned by the Executive Director and for Branch Boards one member of the Board countersigned by the Secretary or other Board-approved member.

## **EXECUTIVE DIRECTOR**

- 71 Council shall appoint the Executive Director in writing, and the terms, remuneration and related conditions of employment of the Executive Director shall be reviewed annually by the Executive Committee and referred to Council for approval by Council on or before March 31 annually.
- 72 The Executive Director shall;
  - a attend meetings of Council, and other Institute meetings as Council may require, ensuring that the minutes of Council meetings are properly recorded and promulgated;
  - b issue notices calling ordinary or special meetings of Council;
  - c at Council meetings read the minutes of the previous meeting, and such letters and papers as Council shall direct;
  - d have charge under the direction of Council, of managing the correspondence and of printing and publishing the transactions and proceedings of the Institute;
  - e receive and pay all moneys on account of the Institute, keep a current account and other appropriate accounts on behalf of Council at the

authorised bank and furnish a properly audited account to accompany each Annual Report:

## **AUDIT OF CONSOLIDATED ACCOUNTS**

- 73 a The Annual General Meeting shall appoint each year an auditor (who is a member of the New Zealand Society of Accountants) at such remuneration as shall be approved by Council and if any such auditor is unable to act, Council shall appoint a replacement auditor for the period to the next Annual General Meeting. The auditor shall be an independent officer of the Institute.
- b The Institute Statement of Income and Expenditure and Balance Sheet shall be made up for the closing date of the Institute Year.

## **REFERENCE OF DIFFERENCES**

- 74 a **Arbitration**  
If any differences shall arise between members which they desire to have amicably settled they shall give notice in writing to the Executive Director of their desire that the differences be referred to a single arbitrator and of their agreement to be bound by the provisions of this Rule. If the parties cannot agree upon an arbitrator the arbitration shall be conducted in accordance with the Arbitration Act 1996 and its amendments.
- b **Board of Reference**  
Council may appoint a Board of Reference consisting of three (3) of its members, to whom any differences between members of the Institute and persons other than members regarding fees for services rendered, may be referred for settlement, if desired.

## **COMMON SEAL**

- 75 a The Institute shall have a Common Seal, in a form approved by Council, in the custody of the Executive Director.
- b The Seal shall be impressed on any document requiring to be executed by the Institute under Seal in the presence of the President, Executive Director and one (1) other member of Council who shall sign all documents on which the Seal is impressed. The Seal may only be affixed on the authority of Council or of a General Meeting of the members of the Institute.

## **REGISTER OF MEMBERS**

76. The Executive Director shall keep a Register of members, showing Institute membership status and awards and publish this Register as directed by Council.

## **GENERAL MEETINGS**

77. A general meeting of the Institute shall mean a meeting to which all members are duly summoned, and a general meeting of the Branch shall mean a meeting to which all members of that Branch are likewise summoned. The Annual General Meeting of the Institute shall be held no later than three (3) months after the closing date of the Institute Year and at such place as Council shall determine.
78. The Annual General Meeting of every Branch shall be held in the month following the closing date of the Institute Year, every year at such time and place as the Branch Board for that Branch shall determine.
79. Council may at any time, and shall within twenty one (21) days of the receipt of a requisition in writing stating the object and purpose of such meeting and signed by not less than twenty five (25) members, convene an Extraordinary General Meeting of the Institute.
80. A Branch Board may at any time, and shall within twenty one (21) days of the receipt of a requisition in writing stating the object and purpose of such meeting and signed by not less than twenty percent (20%) of voting members of such Branch, convene an Extraordinary General Meeting of the members of that Branch.
81. Failing action by either Council or Branch Board within the time stated in the preceding Rules the requisitionists may convene a meeting in the registered office of the Institute, and in the case of a meeting of a Branch, in the office of the relevant Branch if any, and otherwise as shall be convenient for members.
82. A member wishing to propose any motion at any general meeting of the Institute or Branch, shall give notice thereof in writing to Council or Branch Board, as applicable, not less than twenty eight (28) clear days before the day of the meeting unless otherwise authorised by Council or Branch Board and no motion shall be put to the meeting unless the required notice has been so given.
83. Except as expressly provided in these Rules not less than fourteen (14) clear days notice shall be given for Institute general meetings, and not less than seven (7) clear days notice of every Branch general meeting. The notice shall specify the place, day and hour of the meeting and the general nature of the business to be dealt with and shall be promulgated to members in accordance with these Rules or in such manner (if any) as may be prescribed by the Institute in General Meeting. The lack of receipt of notice by of any member, if it was forwarded to the most recent address recorded on the Institute membership records shall not invalidate proceedings at any general meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

84. The business of an Annual General Meeting of the Institute, and of a Branch, shall be as follows:

- a to receive and consider the statement of income and expenditure and the balance sheet and report of Council, and of the Branch Board of such Branch respectively for the preceding year;
  - b the election of auditors;
  - c the election of officers; and
  - d consideration of such other business as the Council, or Branch Board in the case of branch meetings, or any member, may bring before the meeting, provided that no motion shall be put to the meeting unless due notice has have been given in accordance with these Rules.
85. Fifteen (15) members personally present and entitled to vote shall be a quorum for a general meeting of the Institute and five (5) members personally present and entitled to vote shall be a quorum for a general meeting of a Branch, and no business shall be transacted at any general meeting unless the requisite quorum shall be present.
86. The President or, in the President's absence, the Vice President, or, in the Vice President's absence a member of Council to be chosen by the members present, or, in the absence of every member of Council, a member of a Branch Board to be chosen as aforesaid, shall be entitled to take the chair at every general meeting of the Institute, and if at any meeting no person entitled to take the chair shall be present within fifteen (15) minutes after the time appointed for holding such meeting, or if all such persons present decline to take the chair, then the members present shall choose one (1) of their number to be Chairperson.
87. The Branch Chairperson or in that person's absence, the Branch Vice Chairperson of a Branch, or in that person's absence a member of the Branch Board of that Branch to be chosen by the members present, shall be entitled to take the chair at every general meeting of that Branch, and if at any meeting no person entitled to take the chair shall be present within fifteen (15) minutes after the time appointed for holding such meeting, or if all persons present decline to take the chair, then the members present shall choose one (1) of their number to be Chairperson.
88. If within fifteen (15) minutes of the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day (not being more than fourteen (14) days after such meeting) to such time and place as the Chairperson of the meeting may appoint, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.
89. Each motion submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairperson shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which the Chairperson may be entitled as a member.

## VOTING AND POLLS

90. At any general meeting, unless any eligible member attending the meeting demands a poll, a declaration by the Chairperson that a resolution or motion has been carried or not carried and an entry recorded to that effect in the minutes of the meeting shall be sufficient evidence of the resolution of the meeting without further proof.
91. If a poll has been demanded, it shall be taken as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting. The Chairperson may complete the poll immediately or continue with other business while the poll is being counted. The results of votes for and against are to be recorded in the minutes of the meeting when a poll has been taken. Any poll called on the election of the Chairperson is to be conducted immediately and before conducting any other business.
92. The Chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to any other time and place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.
93. To be an eligible to vote at any general meeting members must be of Life Member, Fellow, Associate, Member or Retired member status who are not in arrears. Student members may only vote at Branch meetings.
94. On a show of hands every eligible attending member shall have one vote.
95. When a poll is demanded for any Motion notified in accordance with Rules 83 and 84, votes from all eligible members present and eligible proxy votes are to be counted.
96. Any eligible member may appoint as proxy any other eligible member who is attending the general meeting for which the proxy form is specified or for any adjournment of that meeting.
97.
  - a The approved proxy form shall be deposited at the registered office of the Institute, not less than 48 hours before the time fixed for holding the meeting at which the person named in such form proposes to vote. In the case of Branch general meeting the proxy form shall be deposited at the office of the Branch, not less than 48 hours before the time fixed for holding the meeting at which the person named proposes to vote.
  - b A proxy form may be sent by facsimile.
  - c The approved proxy form is as follows;

THE NEW ZEALAND INSTITUTE OF QUANTITY SURVEYORS (INCORPORATED)  
 PROXY

I, \_\_\_\_\_ of \_\_\_\_\_  
 being a member of the New Zealand Institute of Quantity Surveyors (Incorporated)  
 HEREBY APPOINT \_\_\_\_\_ or failing that person  
 The Chairperson of the meeting as my proxy to vote for me at the meeting of the  
 Institute/Council/Branch Board to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any  
 adjournment thereof as hereinafter directed:

Brief title of Motion	Tick if Vote For the Motion	Tick if Vote Against the Motion	Tick if at discretion of proxy Holder
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature of person giving proxy \_\_\_\_\_

IN THE PRESENCE OF  
 Signature of Witness \_\_\_\_\_  
 Address \_\_\_\_\_  
 Occupation \_\_\_\_\_

98. A proxy vote signed by an eligible member remains valid for the specified meeting notwithstanding the death of the proxy-giver or revocation of the proxy document provided that notice in writing of the death of the proxy giver or revocation has not been received before the meeting has been opened.
99. Members in arrears are not entitled to attend a meeting or be reckoned in a quorum.

## **REFERENDUM**

100. The Institute in general meeting, and Council by special resolution, may refer any question to its members by way of referendum, and a Branch in general meeting may refer any question to its members to be determined in like manner. In any such case the Chairperson of the meeting directing the referendum shall reduce the matter in question or the resolution or amendment to writing in such form as in the Chairperson's opinion will be adequate to convey the sense of the matter to members. Referendum voting papers shall within fourteen (14) days after the meeting directing the referendum be forwarded to the members eligible to vote, and the response shall be returned within a period not exceeding twenty eight (28) days from the date on which the referendum was directed unless otherwise determined by the meeting directing the referendum. Two (2) scrutineers shall be appointed at the relevant general meeting, who, with the Chairperson shall open the voting papers and report to the members of the Institute, or of the Branch, as the case may be, the result of the voting; such report shall be conclusive as to the result.

## **PROCEEDINGS OF COUNCIL AND BRANCH BOARDS**

101. Council may meet, adjourn, and regulate its meetings as required, provided that it shall meet at least once every year.
102. A meeting of Council shall be convened at any time upon the request of the President or of not less than three of the members of Council.
103. Questions at any meeting of Council and of a Branch Board shall, unless otherwise provided for by these Rules, be decided by a majority of votes of the members then present, and in case of an equality of votes the Chairperson shall have a second or casting vote.
104. At all meetings of Council the President shall preside, or in that person's absence the Vice President, or in that person's absence a Chairperson shall be elected from amongst the members of Council.
105. A meeting of Council or of a Branch Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatsoever.

106. Council or a Branch Board may appoint Committees from Institute members with prescribed powers, provided such powers can not be in excess of those of the appointing Council or Branch Board.
107. The meetings and proceedings of every appointed Committee shall be governed by the relevant Institute Rules.
108. No resolution of any Committee shall bind the Institute or a Branch until confirmed by Council and/or Branch Board by which the Committee was appointed.
109. All acts done in good faith at any meeting of Council or of a Branch Board or of a Committee appointed by either or by any person acting as a member of any such Council, Branch Board, or Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council, Branch Board, Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such Council, Branch Board, Committee or person had been duly appointed and was qualified to act.
110. Council and each Branch Board shall record minutes provided for the purpose of the proceedings of their respective meetings or meetings of their Committees, and of general meetings of the Institute and of its Branch Boards respectively, and of the names of those present at such Council, Branch Board and Committee meetings. The minutes of any meetings, signed by the Chairperson of the succeeding meeting, shall be conclusive evidence of the transactions recorded in the minutes.
111. A resolution in writing, a copy of which has been forwarded to every member of Council and signed by at least two-thirds, shall be as valid and effectual as if it had been passed at a meeting of Council duly called and constituted.

## **PRIVILEGE**

112. Unless otherwise expressly provided in these Rules all proceedings of the Institute, Council, Branch, and properly appointed Boards, Committees, and Panels, except those appointed by the Ethics Complaint Selection Panel, shall be accessible to members on request. All communications, information and Institute proceedings in respect of any complaint against a member shall be privileged, and dealt with in accordance with the information privacy principles of the Privacy Act 1993.

## **ALTERATION OF RULES**

113. a These Rules may be altered, rescinded, or repealed and new Rules may be made by a Special Resolution at a general meeting of the Institute, of which proper notice in accordance with these rules has been given, which include particulars of the notice of motion to alter, rescind or repeal any of these Rules, or to make new Rules.

- b No alteration or amendment to these rules shall be made which has the effect of permitting any income or other funds of the Institute to be used for the private pecuniary profit of a member whether on a winding up or dissolution of this Institute pursuant to Rule 120 or otherwise.
114. Any alteration or amendment of these Rules and any new Rules made at a General Meeting of the Institute shall be delivered to the Registrar of Incorporated Societies within three (3) months.

## **NOTICES OF MEETINGS**

115. All Notices shall be forwarded to each member, by electronic means or by post in a prepaid letter to the most recent address recorded in the Institute membership records, or at the last known place of abode of such member. Additionally, Notice may be published by advertisement in at least one (1) daily newspaper published in the principal city in which each Branch of the Institute is established. Newspaper publication of notice of a Branch meeting, if used, need only be promulgated in one (1) daily newspaper published in the principal city in the district in which the Branch is established. The non-receipt of such notice shall not invalidate the proceedings of a meeting held in pursuance of such notice.

## **MEANING OF RULES**

116. If any doubt shall arise as to the proper meaning of any of these Rules, the decision of Council shall be final and binding on all members, provided that decision is recorded in the Minute Book of the proceedings of Council.

## **INDEMNITY**

117. The Institute shall indemnify every Council member, member of properly appointed Boards, Committees and Panels, Executive Director, and any other Officer, against all reasonable costs, losses, damages or expenses, including hotel and travelling expenses in respect of any covenant, contract or agreement entered into, or act or thing done in discharge of their duties or in and about carrying into effect any object or purpose of the Institute and in respect of any action, suit, proceeding or other matter whatsoever connected with the Institute or the affairs thereof, and Council shall make such payments as are necessary for the purpose of giving effect to such indemnity.

PROVIDED that the Institute shall be under no obligation to indemnify any member who is found to have contravened any provision of the Constitution and Rules or the Code of Practice and Professional Conduct or is otherwise disciplined pursuant to Rule 33.

118. No Council member, member of a Disciplinary Board, Appeals Board or Branch Board, member of a Committee, Executive Director nor any other Officer of the

Institute or Branch shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person, notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by the Institute unless the same shall happen through that person's own dishonesty.

## **WINDING UP**

119. In the event of the Institute being wound up or on its dissolution by the Registrar of Incorporated Societies, the disposition of the assets of the Institute, if any, shall be determined by the members of the Institute, at a General Meeting called for that purpose, failing such determination by the said meeting the assets shall be disposed of for the benefit of such institution or institutions as directed by the High Court of New Zealand.

PROVIDED that no distribution of the assets of the Institute shall be made to or which in anyway is of pecuniary benefit to the members of the Institute.