



**CONSTITUTION OF THE
BUILDING OFFICIALS INSTITUTE OF NEW ZEALAND (INCORPORATED).**

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CONSTITUTION OF THE BUILDING OFFICIALS INSTITUTE OF NEW ZEALAND (INCORPORATED).

SECTION 1.0 – NAME & DEFINITION

The name of the Institute is “The Building Officials Institute of New Zealand (Incorporated)”, hereinafter referred to as the “Institute”.

The registered office of the Institute shall be in such a location as determined by the Board.

The term “financial member” refers to any member having paid their annual subscription fee and including those members with Life or Honorary status.

SECTION 2.0 - OBJECTS

The Building Officials’ Institute of New Zealand Incorporated is a voluntary not for profit charitable organisation. The principal objective of the organisation is to advance the education of building officials in New Zealand and to educate New Zealand society in general about the roles such officials play in New Zealand society and the acts and regulations they administer.

Service to Members

Members are able to network, engage in open discussion, learn and advance a better understanding of the responsibilities and duties imposed by relevant Acts and Regulations.

Societal

Society benefits by having a better understanding of reviews, legislation and standards which will provide safe and healthy buildings for the community.

Technical

The fundamental and practical knowledge of the building industry, the institute’s relevant sector use, so the building industry is advanced to the betterment of all New Zealanders.

SECTION 3.0 – MEMBERSHIP

3.1 Eligibility

Membership of the Institute is open to all individuals, companies, and/or organisations that are engaged in or have an interest in any of the fields within the scope of the Institutes Objects.

3.2 Membership Classes:

(a) Member

Any person engaged or interested in any of the fields within the scope of the Institutes Objects.

- (b)** Student Member
Any person engaged in a course of study approved by the Board and associated with the Building Industry, for a maximum period of 5 years.
- (c)** Retired Member
Any person holding membership in the class of Member may on retiring from active duty apply to the Board for re-grading as Retired.
- (d)** Honorary Member
Any person of acknowledged eminence in one or more fields within the scope of the Institutes Objects may have this privilege bestowed on them by full agreement of the Board
- (e)** Life Member
Any member of the Institute who has given the Institute outstanding service may be nominated by another member through a Branch for election as having Life member status subject to full agreement of the board.
- (f)** Licensed Member
Any member that has been through the Building Officials Institute of New Zealand Licensing Scheme and been issued with a grade.
- (g)** Corporate Member
Any Organisation or Company engaged or interested in any of the fields within the scope of the Institutes Objectives.

- 3.3** Any several members of the Institute having a common interest may apply to the Board for its approval to form a special interest group within the Institute.
- 3.4** The Board may from time to time appoint a sub-committee or task force to carry out a specific task, the scope of activity and the time frame for which shall be defined at the time of establishing the group.

SECTION 4.0 - ADMISSION, EXPULSION AND RESIGNATION OF MEMBERS

- 4.1** Each application for membership shall be made on any of the appropriate forms supplied by the Institute.
- 4.2** Membership applications shall be submitted to the Board. A majority vote shall be required for acceptance to be included on the roll of the Institute.
- 4.3** Any member who is accepted onto the roll of the Institute shall be presented with a certificate of membership.
- 4.4** Any member may be expelled from the Institute for a good and sufficient reason by a two-thirds majority vote of the Board. Such a member may, within twenty eight days of receiving notice from the Institute of the intention to consider expulsion and the grounds thereof make written application to appear or make a written submission to be placed before a duly independent appointed audit committee of senior Institute members that do not include any current serving Board members.
- 4.5** Any explanation will be heard in respect of such allegations before the matter is determined by the Board following a thorough investigation and a recommendation from the audit committee.

- 4.6** The member shall be notified of the decision by the Board in writing by the Chief Executive. If agreed upon by both parties the matter may be referred to mediation with a mediator being appointed by LEADR NZ – The Association of Dispute Resolvers.
- 4.7** Any member may, by notice in writing to the Institute, resign membership after payment of all sums due to the Institute.

SECTION 5.0 – SUBSCRIPTIONS

- 5.1** The rates of subscription for all members shall be determined by an Annual General Meeting. The annual subscription for honorary and life members may be waived, but they shall retain all the rights and privileges of individual members.
- 5.2** All subscriptions shall be payable to the Institute on demand. Any member for whom an annual subscription has not been paid within ninety days of demand will automatically be removed from the membership list of the Institute, with the loss of rights arising from affiliation with other organisations.

SECTION 6.0 – GOVERNANCE OF THE INSTITUTE

6.1 The Board

The Board shall comprise:

- (a) six (6) members elected by the Members; and**
- (b)** May include up to three additional Co-opted Members of the Board
- (c)** Members elected pursuant to clauses 6.1(a) shall elect one of their number as President and confirmed by the Annual General Meeting. The President shall hold office for up to a maximum continual term of two years,
- (d)** A vice president elected from the Board and confirmed at the Annual general meeting who will automatically take the office of the President unless otherwise decided by the Board and confirmed by the AGM.
- (e)** The Chief Executive Officer as a non-voting member.

6.2 Meetings of the Board

The Board shall meet at least quarterly, at a date and time determined by the President.

6.3 Filling of Vacancies on the Board

Pursuant to clause 6.1(a) if the office of President becomes vacant for any reason, the Vice President shall act as President until the election and confirmation of a new President. If the office of Vice President becomes vacant for any reason, the Board may appoint a suitable replacement from the Board membership.

Where any elected Board member dies, resigns or is otherwise unable or unwilling to attend to his or her responsibilities as a Board member for any reason whatsoever during his or her term the Board may declare that Board Member's position vacant. Such a vacancy shall be referred to as a "casual vacancy". Any casual vacancy may be filled by the Board appointing a member of

the Institute to the Board. Any person appointed to fill a casual vacancy shall hold office in the Board for the balance of the term of the Board member being replaced.

6.4 Suspension of Office Holders

The Board may suspend from office any office holder for misconduct by a vote of not less than two thirds of the Board's members present at a special meeting expressly called for the purpose. The process must be carried out in accordance with 4.4 and 4.5 and 4.6.

6.5 Establishment of Branches

The Board may establish Branches, and has the power to disestablish Branches of the Institute in consultation with the area branch members.

6.6 Reports to Annual General Meeting

The Board shall report to the Annual General Meeting on its activities during its term of office.

6.7 Appointment of Chief Executive Officer

The Board may appoint a Chief Executive Officer who shall be responsible to the Board. The Board shall also set the terms and conditions of appointment. The Chief Executive Officer is also the Secretary of the Institute and Treasurer.

SECTION 7.0 – ELECTION AND POWER TO CO-OPT BOARD MEMBERS

7.1 Elected Board Members are elected for a two year term. Board Members co-opted pursuant to clause 6.1(b) are co-opted for a 1 year term. Board Members, whether elected or co-opted, are eligible to be re-elected or re-co-opted for any number of consecutive terms.

7.2 Elected Members of the Board shall be elected by ballot of the membership and shall be announced at the Annual General Meeting. If more than one person is nominated for any position, the holder shall be determined by plurality vote, that is to say the candidate with the highest number of votes wins.

7.3 Nominations for the Elected Members of the Board due to retire in any year shall be called seventy days prior to the Annual General Meeting. The nominee's, proposer's and seconder's names shall appear on the current roll of financial members and the nominee's written consent to stand for the office shall be obtained. Nominations will close fifty days prior to the Annual General Meeting.

7.4 The institute shall send to each financial member a ballot paper at least twenty-eight days prior to the Annual General Meeting. Ballot papers must be received at the Institute Office on or before the nominated closure date, being not less than fourteen days before the Annual General Meeting.

7.5 For the purposes of clauses 7.3 and 7.4 communications between the Institute and members, and ballot details and votes may be made and communicated by post or electronic mail.

SECTION 8.0 – DUTIES OF THE BOARD

- 8.1** Subject to the broad direction of the Annual General Meeting, the responsibilities of the Board shall include the overseeing of all matters of business of the Institute within the scope of the Objects of the Institute.
- 8.2** The Board shall direct the general business of the Institute between Annual General Meetings, and shall be accountable for the actions of the Institute. Five members of the Board shall constitute a quorum for meetings and all resolutions shall require a majority vote.
- 8.3** The President shall supervise the affairs of the Institute and preside all General, Special, Board, and Committee meetings throughout the year.
- 8.4** The Chief Executive shall, subject to the general direction of the Board, administer the affairs of the Institute, and shall maintain the records of the Institute.
- 8.5** The Chief Executive shall administer all financial matters and keep all financial records of the Institute.

SECTION 9.0 – MEETINGS

- 9.1** The Annual General Meeting of the Institute shall be held at such a time and at such a place as the Board may determine but must take place within an 18 month period from the last AGM. Notice shall be sent to each member of the Institute at least sixty days prior to the Meeting
- 9.2** The business of the Annual General Meeting shall include
 - (a)** Receiving the President's Report, Chief Executive's Report, and Auditor's Report for the preceding year.
 - (b)** Announcement of Board Members for the ensuing year
 - (c)** Appointment of the Auditor
 - (d)** Determination of subscription rates
 - (e)** Consideration of Notices of Motion.
 - (f)** General business.
- 9.3** A Special General Meeting may be called by the Board at any time, and shall be called within sixty days on receipt of a petition from not less than twenty members.
- 9.4** At any Annual or Special General Meeting no business other than that stated on the order paper or properly falling under general business shall be transacted.
 - (a)** Any Notice of Motion shall be given in writing and shall be dated and signed by the mover and seconder who shall both be financial members of the Institute. The text of the motion shall be accompanied by an explanation of the reasons for the motion.
 - (b)** Notices of Motion shall be received by the Chief Executive at least forty eight days prior to the Meeting. The Chief Executive shall, by ordinary post and or Electronic means, send to each Member a Notice of the Meeting, a copy of the order paper and the full text of any Notice of Motion at least twenty eight days prior to the meeting.
- 9.5** A quorum at any Annual or Special General Meeting shall be a minimum of 25 financial members.

- 9.6** Any financial member unable to attend any General Meeting may appoint any other financial member to be a proxy, provided a proxy form is signed and delivered to the Chief Executive prior to the Meeting
- 9.7** Only financial members present in person or represented by proxy at any General Meeting shall have the right to vote on any motion before the meeting.
- 9.8** Each member shall have the right to exercise one vote only on each motion before such a meeting, except in the case of equality of voting, when the President may exercise a casting vote in addition to a deliberative vote. A majority of the members voting shall decide any motion unless the Constitution provides otherwise.
- 9.9** Voting on any motion before an Annual or Special General Meeting shall be by the voices, except that any financial member present may require a show of hands and any ten percent of members may require a secret ballot, at which time scrutineers will be appointed.

SECTION 10.0 – EXPRESSIONS OF INSTITUTE OPINION

No member shall state an opinion to be that of the Institute unless that member receives the prior written approval from the President or Chief Executive.

The Institute name and logo shall not be used without the prior specific approval of the Chief Executive or the Board.

SECTION 11.0 – AUDITOR

The auditor shall be appointed at the Annual General Meeting and its duties shall include auditing and certifying the financial management and accounts of the Institute.

SECTION 12.0 - MANAGEMENT

12.1 Financial Year

The financial management of the Institute will be undertaken in accordance with modern business practices.

The financial year for the Institute and all Branches shall be as determined at an Annual General Meeting.

12.2 Property

The income and property of the Institute whence so ever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute, provided that nothing herein shall prevent the payment of remuneration to any officers or servants of the Institute, or any person in return for any services actually rendered to the Institute.

12.3 Common Seal

- (a)** The Common Seal shall only be affixed to any document by the authority of the Board.

- (b) The Common Seal shall be kept in the safe custody of the Chief Executive/Treasurer
 - (c) The Common Seal shall only be affixed in the presence of at least two members of the Board, one of whom shall be the President.
- 12.4 The Board shall have the power to invest and deal with monies of the Institute not immediately required in such a manner as it may determine provided that the funds of the Institute can only be used solely for charitable purposes in New Zealand.
- 12.5 The Institute may, pursuant to a resolution passed at a General Meeting or pursuant to a resolution passed by a two thirds majority of the Board, (from time to time) borrow for the purposes of the Institute from any person, firm, or corporation any sums of money, with a limit up to twenty five percent of the previous year's gross income. This borrowing shall be without security of all or any part of the property (real or personal) assets and effects whatsoever and wheresoever both present and future either local mortgages and charges with or without the power of sale or other usual powers upon such terms as the Board considers appropriate.
- 12.6 In furthering the objects of the Institute, the Board may cause the Institute to:
 - (a) Enter into partnerships or joint ventures or affiliations with any person on such terms and conditions as outlined and approved by the Board (including the basis on which the partnership or joint venture or affiliation is to be terminated and shares in or assets of the entity are to be partitioned);
 - (b) Promote, form and incorporate limited liability companies (partly or wholly owned by the Institute), or subscribe for or acquire securities (whether shares, stock, debentures, options or convertible securities of any kind) of any company, on such terms and conditions as the Board decides;
 - (c) Exercise its rights as partner, joint venture or shareholder in such manner as the Board decides;
 - (d) Sell such shares and securities it holds in joint ventures, affiliated organisations or companies at such price and on such terms and conditions as the Board decides and, where the Board considers that it is in the interests of the Institute, to join in any resolution for the appointment of a liquidator or other administrator of a company in which it holds shares.

SECTION 13.0 – INDEMNITY

The Institute shall indemnify from its assets the Board, Chief Executive, Staff, Auditor, and every member of the Institute for the time being, against any liability arising out of the execution of their duties in relation to the Institute provided that these duties have been executed reasonably, honestly, and in good faith.

SECTION 14.0 – AMENDMENTS TO THE CONSTITUTION

- 14.1 This constitution cannot be further amended in a manner inimical to its charitable status under the Income Tax Act 2004 or any Act replacing that Act and no person is to be able to personally derive a pecuniary advantage from the Institute other than in accordance with clause 16. This clause shall not be amended or removed.

- 14.2** Subject to clause 14.1 an amendment to the Constitution shall be proposed by Notice of Motion. Any such motion or amendment thereto which is passed by vote at an Annual General Meeting shall be endorsed by a two thirds majority of the votes cast.

SECTION 15.0 - DISSOLUTION

- 15.1** The Institute shall be wound up if the members at an Annual or Special General Meeting pass by a two thirds majority a resolution requiring the Institute to be wound up and the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty days and not later than sixty days after the date on which the resolution was passed.
- 15.2** If the Institute is wound up in accordance with clause 15.1 its surplus assets after the payment of costs, debts and liabilities shall be given to such other charitable organisation or organisations within New Zealand of a similar nature to the Institute as determined in accordance with clause 15.1 provided that if no such decision is made, the Institute's surplus assets shall be disposed of in accordance with the directions of the High Court pursuant to Section 27 of the Incorporated Societies Act 1908 (or any section passed in substitution for that section).

SECTION 16.0 – PAYMENTS TO MEMBERS

- 16.1** Except as stated in paragraph 16.2, every member is prohibited from deriving any benefit or advantage or income from the Institute.
- 16.2** Subject to clause 16.3, any member may:
- (a)** be reimbursed for any out of pocket expenses they incur in connection with the Institute, including reasonable travel and accommodation expenses, as the Board shall from time to time determine; and
 - (b)** charge and receive all usual professional, trade or other charges for work done by him or her or his or her firm in connection with the Institute including acts which a member could have done personally.
- 16.3** No member shall participate in or materially influence any decision made by the Institute in respect of any payment to or on behalf of that member or any person associated with them of any income of any type whatsoever. Any such income paid to a member or any person associated with them shall be reasonable and comparable to that which would have been made in any arms length transaction.
- 16.4** This clause 16 shall not be amended or removed.

End