

## ***NEW ZEALAND INSTITUTE of Central Heating***

### NAME

1.1 (a) The name of the Institute is:

***NEW ZEALAND INSTITUTE of Central Heating***

(b) It shall hereinafter be referred to as THE INSTITUTE.

### OBJECTS

2.1 The objects for which the Institute is established are:

(a) To promote the installation and practice of central heating and to encourage the increase and dissemination of knowledge of that industry and its applications

(b) To preserve, promote, foster, advance and protect generally the interests, integrity and status of both the Institute and its members

(c) To attain the objects above, the Institute may, inter alia, initiate or encourage learning, research, developments and applications in all matters connected with central heating by:

(1) Providing for discussions, readings, lectures, demonstrations, publications, correspondence with other bodies and individuals, meetings, conventions, exhibitions and conferences

(2) Making grants of books, awards diplomas or Institute honours in recognition of contributions to the advancement of central heating

(3) Purchasing, holding, acquiring, holding, leasing or hiring, administering, improving and disposing of real and personal property

(4) Subscribing to, joining or federating with, affiliating with or co-operating with any other association or body whose objects are wholly or partly similar to those of the Institute

(5) Promoting, approving or making submissions to legislation or other measures affecting or likely to affect electronics

(d) To certify through its grading system or otherwise the training and experience of its members.

(e) The doing of all such lawful things as may be associated or connected with or as may be incidental or conducive to or in the furtherance of the foregoing objects

### OFFICERS AND MANAGEMENT

3.1 Subject to the provisions relating to admission to membership, and any other provision for a particular issue, the business and affairs of the Institute shall be governed by a Council elected from the Corporate Members, except where the conditions of para 3.4 apply.

The members of the Council shall be:

(a) The National President

(b) The National Secretary and the National Treasurer or, where one person holds both offices, the National Secretary-Treasurer

(c) The Chairman and one other Corporate member, who shall be known as the Second Branch Councillor, from each active Branch

(d) Co-opted members as per para 4.1(e).

3.2 The National President and the two Corporate Members from each Branch shall be elected at the Annual General Meeting by the Corporate Members of the Institute. Nominations for these positions shall be in writing, signed by two Corporate Members and must be received at the office of the Institute at least 30 days before the advertised date of the Annual General Meeting. If more than the required number be nominated an election shall be held at the Annual General Meeting. If insufficient nominations are received to fill these positions, additional nominations shall be accepted from the Annual General Meeting after any member(s) nominated by the due date have been appointed. The Officers elected shall hold office until their successors are elected and take office. Where any member of Council for whatever reason is unable to complete their full term of office, Council has the power to appoint a replacement.

3.3 The Council members representing each active Branch shall be nominated and elected by the Corporate Members of that Branch and each active Branch shall maintain its representation on Council.

3.4 The National Secretary and the National Treasurer or the National Secretary-Treasurer shall be appointed by Council upon such duration, terms, conditions and remunerations as Council may from time to time determine. Where they are not Corporate Members of the Institute they shall not have voting powers in Council nor be counted in the quorum. The National Secretary, National Treasurer or National Secretary-Treasurer shall not vote on matters concerning their honorarium or remuneration.

#### POWERS AND DUTIES OF COUNCIL

4.1 (a) The Council shall meet from time to time on such occasions and in such places as the President or Council may decide, or at the written request of any three Council members, but shall hold not less than four meetings each year.

(b) Not less than seven days notice specifying the time, date and place of each Council meeting shall be given by the Secretary to every member of the Council provided however that non-receipt of such notice by a member shall not invalidate the proceedings.

(c) Four members personally present shall constitute a quorum of Council. Proxy holders may be included in this number. In the absence of the President the Council shall elect one of its own Corporate Members to be Chairman

(d) Notwithstanding the above, Council meetings and business may be carried out on such occasions as may be agreed upon by Council utilising electronic mail, provided that receipt required messages are employed to prove participation by all members of Council on these occasions.

(e) Council may co-opt from time to time Corporate member(s) to be members of Council for such reasons as Council may see fit. The term of office of such co-opted members shall cease at the next Annual General Meeting of the Institute following such co-opting. Co-opted members may be co-opted during more than one year as Council may see fit.

(f) Council may appoint sub-committees for special purposes. Members of sub-committees need not necessarily be members of the Council or of the Institute. The quorum and terms of reference of any sub-committee shall be decided by Council. The President shall be an ex-officio member of every Committee and Sub-Committee.

(g) The Council may from time to time employ such person or persons as it deems advisable for the better management of the Institute or the conducting of its lawful business.

4.2 (a) At all meetings of Council the voting powers shall be as follows:

(1) Chairman: One deliberative and also, if necessary, one casting vote.

(2) Other members of Council: One vote each.

(b) Any member of Council may, in his/her absence, exercise a postal vote on any matter whether this be by standard mail or electronic mail. Such votes must be in the hands of the National Secretary prior to the meeting at which the matter is to be decided.

(c) The Council may from time to time resolve that any question be submitted to members in the form of a ballot at a Special General Meeting held for the purpose of taking such a ballot, or that such a ballot be taken at the AGM, or that it be in the form of a Postal Ballot, or in such a manner as the Council may direct. Explanatory notes shall be provided along with the ballot papers or meeting notice.

4.3 (a) The Council may, in the name of and on behalf of the Institute, do or omit any act or thing which the Institute could do or omit, unless it be provided by these Rules that such doing or omission shall be by resolution of a General Meeting of the Institute.

(b) The Council may by resolution, make, alter or rescind By-laws from time to time, so long as they are not repugnant to these Rules or the Incorporated Societies Act. Such by-laws may be restricted or general in their application, and all shall be notified of any change. Copies shall be kept at the Registered Office of the Institute for inspection by members.

4.4 (a) The Council shall prepare for adoption at the Annual General Meeting a report of the transactions and proceedings of the Council and the Institute for the past year.

(b) The Council shall from time to time appoint and empower such persons as it thinks fit to draw cheques, Promissory Notes, Bills of Exchange, Bills of Lading, Drafts and other instruments either for the purpose or otherwise and to operate upon the account of the Institute, save that all such documents shall be executed only by resolution of Council or its duly appointed sub-committee and shall be attested by the signatures of not less than two of the persons so appointed and empowered.

(c) In particular the Council shall not acquire, charge or (except by the way of a lease for a period not exceeding three years) alienate any real property or borrow any sums of money on behalf of the Institute without the authority of a General Meeting.

(d) The Council may from time to time direct any funds of the Institute to be invested in the name of the Institute as a Term Deposit in the bank specified in para 15.12 (a)

4.5 The Council shall provide and be responsible for the custody of the Common Seal of the Institute and shall direct the Seal to be affixed to any documents requiring it, provided that the Seal shall not be affixed to any document except in the presence of either two members of the Council or one member of Council and the National Secretary who shall attest the affixing thereto by signature on such document.

4.6 Upon the written request of ten corporate members the books and accounts of the Institute shall be made available within fourteen days for inspection. Any information contained within such books and accounts will be confidential to members of the Institute.

4.7 The Institute at a Special General Meeting may, by a majority of seventy-five percent of the members voting, remove any Officer or member of the Council of the Institute before the expiration of his period of office, and may by resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been removed.

#### MEMBERSHIP

5.1 The Institute shall consist of:

- (a) Life Fellows, Fellows, Senior Members and Members, who shall be termed Corporate Members
- (b) Associate Members, who shall be termed Non-corporate Members.

#### 5.2 CORPORATE MEMBERS

(a) LIFE FELLOWS:

Shall be elected by unanimous vote at the Annual General Meeting, on the nomination from Council, of a Fellow who has made an outstanding contribution to the Institute. The nomination shall be in the form of a citation suitable for publication, and if adopted, shall be incorporated into the Minutes of that meeting.

(b) FELLOWS:

Shall be elected by majority vote at the Annual General Meeting, on the nomination from Council, of a Senior Member who has made significant contribution to the Institute or the furtherance of its aims. The nomination shall be in the form of a citation suitable for publication which shall be presented to the Annual General Meeting, and if adopted, shall be recorded in the Minutes of that meeting.

(c) SENIOR MEMBERS:

A Senior Member shall possess qualifications/experience as determined by Council from time to time AND shall have been actively engaged in central heating in a technical capacity for an appropriate period of time; OR:- may be elected by Council, on the nomination of a proposer and seconder, of a person who has held a position of responsibility in connection with central heating for an appropriate period of time, as determined by Council. The nomination shall be in the form of a citation suitable for publication and shall be recorded in the Minutes of that Council meeting.

(d) MEMBERS:

(1) A member shall possess an central heating qualifications/experience as determined by Council, AND shall have been actively engaged in central heating in a technical capacity for an appropriate period of time.

(2) A firm, or organisation which is either:

(a) engaged in the design, manufacture, sale or service of central heating equipment

(3) Notwithstanding the foregoing, Council may admit as Members persons or organisations whose admission would in the opinion of Council, be conducive to the interests of the Institute.

### 5.3 NON-CORPORATE MEMBERS

#### ASSOCIATE MEMBERS

An Associate Member shall possess a genuine interest in central heating.

#### ADMISSIONS

6.1 Admission to the Institute shall be by resolution of Council, following the receipt of the prescribed form and application fee.

6.2 Applications for membership shall be supported by persons of standing, preferably in the central heating industry.

6.3 The application form for admission to membership of the Institute shall contain an undertaking by the applicant that he/she agrees to be bound by the Rules and By-laws of the Institute in force at the time of admission, also by those Rules and By-laws which may thereafter from time to time be made and that he/she will endeavour to advance the objects of the Institute

6.4 Every application for admission to the Institute shall be received by the National Secretary who shall place it before Council. In the case of application for Corporate membership, the National Secretary will supply Council with the recommendations of the Admissions Committee.

6.5 An approved applicant shall be admitted to the appropriate grade of membership upon payment of such annual subscription as the Rules may prescribe. The rights and privileges of membership shall not apply until he/she has been admitted by Council.

6.6 An applicant for advancement in the Institute from one status to another shall apply in such form and manner and comply with such conditions as may from time to time be prescribed by Council.

6.7 An applicant, upon being refused admission, may apply again provided that re-application is not made within six months of his/her being refused admission.

6.8 In connection with any application, the Admissions Committee or the Council, as the case may be, may require information additional to that contained in the application form.

#### ADMISSIONS COMMITTEE

7.1 An Admissions Committee consisting of not less than two members and not more than four members shall be appointed annually by Council from amongst the Corporate Membership of the Institute

7.2 The Council shall fill any vacancy in the Admissions Committee caused by resignation or otherwise.

7.3 The names of the members of the Admissions Committee shall be confidential to Council.

#### APPLICATIONS

8.1 Applications for membership shall be on such forms and under such conditions as Council shall prescribe and shall be forwarded to the National Secretary together with the application fee. In the case of an application for Non-corporate membership, the National Secretary will place it before Council at the next Council meeting. In the case of an application for Corporate membership, the National Secretary shall refer the application form and associated documentation to the Admissions Committee for a report before placing it before Council for consideration and decision.

#### PRIVILEGES

9.1 A member upon payment of his annual subscription when due is considered to have submitted himself to these presents and on this condition alone is entitled to the privileges afforded by the Institute.

9.2 Except as may be specially provided herein, the rights and privileges of each member shall be personal to himself and shall not be transferable by his/her own act or by operation of law and all such rights and

privileges shall cease immediately upon acceptance of his/her resignation or upon the removal of his/her name from the Register for any cause.

9.3 Every member shall be entitled to a copy of any publication of the Institute upon such terms and conditions as the Council may from time to time determine.

9.4 Every member shall be entitled to apply to Council for advice in connection with any technical matter. A record of any advice given shall be kept but not promulgated without the permission of the member seeking advice.

9.5 Every member elected to one of the following grades may append to his name the appropriate initials:

Life Fellow: LFNZICH

Fellow: FNZICH

Senior Member: SMNZICH

Member MNZICH

Associate Member AMNZICH

9.6 A firm granted membership under the terms of para 5.2 (d)2 may exercise such rights and privileges through its duly appointed representative, though that representative shall not be eligible for election to Council. Voting rights are as per para 20.1.

9.7 (a) All members, both Corporate and non-Corporate, shall have the right to speak at Institute meetings.

(b) Only Corporate members may vote for and hold positions on Council except for the provisions of paras 3.4 and 4.1 (f).

#### MEMBERS BOUND BY RULES

10.1 Members shall be held to consent to and be bound by the Rules, By-laws and regulations of the Institute and the decisions of Council on the interpretation of the Rules, By-laws and regulations. Anything done or suffered thereunder shall be final and conclusive and members will not be entitled to apply to any Court because of anything done or purported or omitted to be done under such Rules, By-laws or regulations of the Institute.

#### REGISTER OF MEMBERSHIP

11.1 A Register of Current membership and a Register of Past Membership shall be kept.

11.2 The Register of Current Members shall list the names of all current financial members together with current address, membership grade, date(s) of admission and transfer of grade and such other particulars as Council may determine.

11.3 All information listed in the Registers of current and past membership, excepting the members name and grade, shall be confidential to Council unless the member concerned requests specific information to be released for any purpose.

11.4 When a members membership is terminated for any cause, his/her entry in the Register of Current Members shall be transferred to the Register of Past Members together with reference to the Council Minute recording the termination and its reason. Once a person's name has been entered into the Register of past Members that member shall thereupon forfeit all his/her rights and interests in the property of the Institute.

#### CESSATION OF MEMBERSHIP

12.1 Any person who for whatever reason, ceases to be a member of the Institute shall nevertheless remain liable for and pay to the Institute all subscriptions and/or monies which at the time of his/her ceasing to be a member were due from him/her to the Institute.

12.2 Any member who ceases to be a member shall return his/her membership certificate(s) to the National Secretary except where Council considers special circumstances apply or where a financial member dies then the membership certificate(s) may be retained by the member or his/her estate.

12.3 Any member may resign his/her membership by submitting notice of his/her resignation in writing to the National Secretary, but such resignation shall not be effective until accepted by Council, and the conditions of paras 12.1 and 12.2 are met.

#### SUSPENSION OR TERMINATION OF MEMBERSHIP

13.1 No member whose subscription is six months in arrears shall be entitled to the privileges of membership, including the right to vote, as long as his/her subscription remains unpaid.

13.2 Any member whose subscription is over twelve months in arrears shall have his/her name removed from the Roll of Membership, except that Council may waive such subscription arrears in special circumstances.

13.3 Council may reinstate a member after such outstanding subscriptions as Council may determine have been paid.

#### DISPUTES, APPEALS AND EXPULSIONS

14.1 All questions and disputes on matters relating to the Institute shall be dealt with by Council.

14.2 If, in the opinion of Council, any member should commit a breach of the Rules of the Institute or act in an unethical or unprofessional manner to the detriment of the professional status of the Institute or any of its members, Council may take such disciplinary action as it thinks fit either by way of loss of privileges or suspension or expulsion from the Institute.

14.3 Any member or members who shall be aggrieved by a decision of the Council shall have the right of appeal by way of a rehearing, and the right to make written submissions or appear before Council in his/her defence. After such rehearing the member or members must abide by the majority decision of Council.

#### FINANCE AND LEVIES

15.1 The financial year of the Institute is from the 1st January to the 31st December of the same year, unless amended by motion of AGM.

15.2 The annual subscriptions for all grades of membership, for the Institute financial year as per para 15.1, shall be determined by Council not later than two months preceding the beginning of the next financial year. Council may, if it sees fit, allow a rebate for prompt payment of subscriptions.

15.3 Each application for membership shall be accompanied by such application fee as shall be determined from time to time by Council.

15.4 Subscriptions may be reducible at the discretion of Council for members joining during the Institute year.

15.5 All subscriptions shall be due and payable in advance on the first day of each financial year.

15.6 Council may in cases of personal hardship or other special circumstances as may be determined from time to time reduce or waive a members subscription in any one year.

15.7 A member who has retired from gainful employment may be granted the status of Retired, but retaining the privileges of the grade held at the time. He/she may be granted a reduction in his/her subscription rate for all of the subsequent years of membership.

15.8 Council may pay an honorarium to any Officer of the Institute or to any other person in recognition of services rendered to the Institute from time to time.

15.9 Council may reimburse expenses incurred on Institute business as it may deem fit.

15.10 A portion of every subscription received from a member of an active branch shall be allocated as capitation to the branch in which he/she is a member. Such portion to be determined annually by Council.

15.11 Each branch receiving such an allocation as per para 15.10 shall submit to Council a copy of their financial statement each financial year.

15.12 The control and investment of funds shall be determined by Council

(a) All monies received shall be deposited in a bank approved by Council in an account(s) in the name of The New Zealand Institute for Central Heating Institute. The Institutes bank or banks shall not be changed except with the prior approval of Council.

(b) All cheques drawn on account for the Council shall be signed by any two of  
(1) the President of the Institute

- (2) the National Secretary or Treasurer of the Institute
- (3) one other member of Council appointed for that purpose.

(c) Any one of the signatures authorized for the drawing of cheques shall suffice for the endorsement of cheques, money orders and the like.

#### NATIONAL SECRETARY

16.1 The National Secretary shall be appointed as per para 3.4.

16.2 The National Secretary shall attend all Council or General Meetings. In his absence a person shall be deputized by the President or acting Chairman.

16.3 The duties of the National Secretary shall be:

(a) To keep correct Minutes of proceedings of Council and General Meetings and distribute copies of those Minutes to all Council members.

(b) To keep the Registers of Current and Past Members updated and at least once per year provide a copy to Council and to the Council members in active regions other than the location of Council.

(c) To file all documents, records and communications connected with the business of the Institute.

(d) To keep a record of all Institute activities.

(e) To send to each member of the Institute at least fourteen days before the Annual General Meeting:

(1) Confirmation of the date, place and time of the Annual General Meeting

(2) A copy of the Councils Annual Report

(3) The Treasurers Balance sheet and Accounts for that year with the Auditors report

(4) A copy of any remits for consideration

(5) A list of nominations received for Council positions

(f) As soon as practicable after the Election of Officers at each Annual General Meeting, to send to all Council members a list, including addresses, both physical and electronic, of the Officers elected for the ensuing year.

(g) To perform any other duties assigned to him/her by Council.

#### NATIONAL TREASURER

17.1 The National Treasurer shall be appointed as per para 3.4.

17.2 The duties of the National Treasurer shall be:

(a) To bank all monies received as per para 15.12(a).

(b) To submit a financial statement at each Council meeting.

(c) To certify all accounts as being correct before being submitted to Council for payment.

(d) To prepare, at the end of each financial year, a Balance sheet and a Statement of Revenue and Expenditure for the previous financial year and submit it to the Institute Auditor. After auditing, the Balance Sheet and Statement of Revenue and Expenditure shall be submitted to Council and thereafter to the Annual General Meeting.

(e) To perform any other duties assigned to him/her by Council.

#### AUDITOR

18.1 There shall be appointed at each Annual General Meeting an Auditor who shall not be a member of Council but shall be a member of the New Zealand Society of Accountants

18.2 In the event of an Auditor not so being appointed or in the event of the death or absence of the Auditor or his incapacity from mental or bodily disease (of which the Council shall be the sole judge) or his refusal to act, the Council shall appoint a suitably qualified person to be Auditor.

18.3 The Auditor shall examine and report to the Institute on the accounts and securities and other assets of the Institute for the current year.

## PROCEDURE AT GENERAL MEETINGS

19.1 A notice shall be sent at least fourteen days before a General Meeting to each member, at his last known address, stating:

- (a) The date, place and time fixed for the meeting
- (b) The nature of the business to be conducted

Refer to para 16.3(e) in regard to Annual General Meetings.

19.2 In the event of there not being a quorum present within 30 minutes of the time appointed for the meeting, the National President or, in his absence, the National Secretary, may adjourn such meeting to such other time as he may seem fit or may declare such meeting to have lapsed.

19.3 In the event of any meeting lapsing for the want of a quorum, the business which should have been transacted at such meeting may be transacted at the next meeting, after the business on the agenda for that meeting has been dealt with.

19.4 At every meeting of the Institute the President shall be Chairman, but if the President is unable to attend or if not present within 15 minutes after the time appointed for holding the meeting, a Corporate member to be determined by the meeting shall be Chairman.

19.5 At any meeting of the Institute any resolution passed, the effect of which would annul or amend a previous resolution of the meeting, shall have no force unless approved by seventy-five percent of the members present.

19.6 The Chairman of any meeting may, with the consent of the meeting, adjourn that meeting, but no business shall be transacted on the resumption of any meeting other than the business left unfinished at the meeting at which such adjournment took place.

19.7 At all meetings of the Institute the Rules of Procedure shall be the normal rules of committee procedure.

## VOTING

20.1 All Corporate Members shall be entitled to vote either in person or by proxy which may embody a direction to the holder thereof. Non-corporate members shall not be entitled to vote at General Meetings. Refer also to para 9.7.

20.2 Except as otherwise provided herein, all questions before a General Meeting shall be decided by a majority of the votes, and in the event of equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote except for an election vote.

20.3 At any meeting where any resolution or ballot was lost or passed by the participation of a person not entitled to vote, the outcome of that resolution or ballot shall be determined after that vote(s) and Chairmans casting vote (if applicable) has been discounted.

20.4 At every General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands except where ten Corporate Members present may require that any question submitted to the meeting shall be decided by ordinary ballot, postal ballot, or a combination of standard post and electronic mail

20.5 Where the resolution is to be decided by ordinary ballot, the ballot shall be taken in such manner as directed by the Chairman.

20.6 Where the resolution is to be decided by postal ballot, all members entitled to vote shall be given at least fourteen days' notice of the meeting at which the votes are to be opened. Voting papers, along with explanatory notes, shall be posted with the notice of the meeting. The voting paper must be returned postage paid in a sealed envelope clearly marked voting paper. Votes received by the National Secretary after 5 pm on the day prior to the meeting shall be invalid. Postal votes shall be opened at the meeting at which they are to be considered.

20.7 Where the resolution is to be decided by a combination of standard and electronic mail, those members with electronic mail facilities will be provided with all documentation through electronic mail and their votes may be received by the same means. Those members without such facilities will vote by the means as per para 20.6. The National Secretary will print a hard copy of the electronic mail responses, which will be tabled along with the standard post responses.



20.8 After the announcement of the result of a ballot, all ballot papers shall, by resolution of the meeting, be destroyed.

#### QUORUM

21.1 At any General Meeting, a quorum shall consist of eight voting members.

21.2 At any Council meeting, a quorum shall consist of four Council members.

#### ANNUAL GENERAL MEETING

22.1 An Annual General Meeting of the Institute shall be held once in each calendar year on such a place, date and time as Council may determine, but within six months of the end of the financial year.

22.2 Council shall notify every member sixty days before the Annual General Meeting, except where the conditions of 19.2 or 19.3 apply, of its proposed place, date and time. The notice shall include the closing dates for remits and nominations.

22.3 (a) Remits for consideration at the Annual General Meeting shall be in writing, signed by two Corporate members and must be received at the Office of the Institute at least thirty days before the advertised date of the Annual General Meeting.

(b) Closing dates for nominations shall be as per para 3.2.

22.4 The following business shall be transacted at the Annual General Meeting:

(a) The confirmation of the Minutes of the previous Annual General Meeting, and of any Special General Meetings held in the interim.

(b) The consideration and adoption of the Annual Report.

(c) The passing of the Statement of Accounts and Balance Sheet for the preceding year.

(d) Consideration of any remits received.

(e) The appointment of an Auditor for the ensuing year.

(f) The election of the National President and two Council members for each active Branch as per para 3.2.

(g) The election of any member to the grade of Life Fellow or Fellow as per paras 5.2 (a) & (b).

(h) To transact such other business and/or hear and discuss papers as may properly be brought before the meeting.

#### SPECIAL GENERAL MEETING

23.1 A Special General Meeting shall be held upon:

(a) Written direction of the President to the National Secretary.

(b) The resolution of Council.

(c) Written request of not less than twelve financial Corporate Members, stating the reasons for which the Special General Meeting is requested. Any request shall be in accordance with the Constitution and Rules of the Institute.

23.2 The place, time and date of a Special General Meeting shall be determined by Council, but will be within sixty days of receipt by the National Secretary of the written request as per paras 23.1 (a) & (c).

23.3 Business carried out at a Special General Meeting shall be limited to that set out in the convening notice unless it may be deemed fairly to arise out of any business for which the meeting was called.

#### BRANCHES

24.1 Members of the Institute may form Branches in such locations as Council may from time to time approve. It shall be within the power of Council, if found desirable in consultation with the Branch concerned, to add to or alter any boundaries so established.

24.2 The purpose of the Branch is to further the objects of the Institute as listed in para 2.

24.3 (a) No Branch shall consist of less than five members. The Branch shall elect two Corporate Members from among them to be their representative Councillors.

(b) One Councillor shall act as the meetings co-ordinator for the Branch. He will be responsible for the arranging of a meetings programme, if necessary in conjunction with other bodies of similar aims in the same locality.

(c) One Councillor shall carry out the duties of a Secretary/Treasurer. He will be responsible for maintaining a record of the Branch activities and keeping a record of all financial transactions involving the capitation supplied by Council. A statement of these transactions will be supplied to Council at the end of each financial year.

(d) A Branch shall not make any compulsory levy upon its members without the consent of Council. In the event of a Branch requiring financial assistance, application will be made to Council.

(e) Each Branch may make Rules for its own good government but shall require the consent of Council where any such proposed Rule may counter anything herein, before coming into force.

24.4 A branch or any member(s) is encouraged to submit in writing for the consideration of Council any matter which may be considered to be for the benefit of the Institute. Any submission is to indicate whether it is:

(a) a personal submission or

(b) a Branch submission of a decision by a majority vote at a Branch meeting.

#### REGISTERED OFFICE

25.1 The Registered Office of the Institute shall be at such place as the Council may from time to time determine.

25.2 No member shall use or allow to be used the name of the Institute in any advertisement, prospectus or business announcement, other than as the holder of the Institutes Certificates or Awards.

25.3 The name or address of the Institute shall not be given by a member as his address or otherwise for the purpose of identification in connection with legal proceedings

#### LIABILITY

26.1 The personal liability of members of the Institute is limited to any Annual Subscriptions owing at the time.

26.2 Every Officer, member of the Council, or servant shall be indemnified by the Institute from all losses or expenses incurred by them when acting under instruction in or about the discharge of their respective duties, except such as happens through their own wilful act or default.

#### ALTERATIONS OF CONSTITUTION

27.1 Notwithstanding anything to the contrary, changes to the Constitution shall be made only by voting members exercising their votes by postal ballot as laid down in para 20.6. An explanatory note shall be furnished with each proposed change.

27.2 An existing clause of the Constitution shall be replaced or altered or a new clause shall be introduced if seventy-five percent of the valid votes cast are in favour of such constitutional amendment and the new clause meets the requirements of para 27.4

27.3 No motion affecting the Rules which has been duly considered and rejected shall be brought forward again during the same financial year unless with the consent in writing of a majority of the members of the Institute.

27.4 No addition, alteration, amendment or rescission of these Rules shall be valid until accepted by the Registrar of Incorporated Societies.

#### DISSOLUTION

28.1 The dissolution of the Institute under the terms and conditions of sections 24 to 26 and 28 of the Incorporated Societies Act 1908 requires that a General Meeting be called to effect this. Provided that a quorum (eight Corporate Members voting in person) pass the Resolution by a simple majority, a second General Meeting shall be called not earlier than thirty days from the first.

28.2 If the Resolution is again passed by a simple majority voting in person, the members must appoint one or more liquidators to wind up the affairs of the Institute subject to the Companies Act 1955.

28.3 The whole of the assets of the Institute shall be given or transferred to a charitable organization having objects similar to those of the Institute; the transfer to be determined by the appointed liquidators before the time of the dissolution, or in default by the Registrar of Incorporated Societies.

CASES NOT PROVIDED FOR

29.1 Any case occurring and not provided for by this Constitution shall be referred to Council, whose decision shall be final.