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# Rules

## NAME

1. THE name of the Institute shall be “The Institute of Directors in New Zealand (Incorporated)” hereinafter referred to as “the Institute”.

## OBJECTS

2. THE objects for which the Institute is established are:

- (a) To promote excellence in corporate governance, to represent directors’ interests and facilitate their professional development in support of the economic well-being of New Zealand.
- (b) To enhance the standard and effectiveness of directors through information and education on their legal, moral, financial and general rights and responsibilities in respect of their companies, their shareholders, their employees, their management and the community as a whole.
- (c) To take a continuing and effective interest in legislation and the law generally to the end that the basic commercial freedoms are preserved and that abuses of such freedoms are prevented.
- (d) To uphold and maintain the concept of corporate entity and the principle of limited liability and its importance in a free enterprise economy.
- (e) To acknowledge the complementary contribution to commerce made by both large and small businesses.
- (f) To affiliate with institutes and other bodies with similar objects.
- (g) To promote, establish and maintain Branches of the Institute in New Zealand to carry out the objects of and conduct the local affairs of the Institute in New Zealand and also to promote, establish, maintain and/or control committees and other forms of organisations and administration for the purpose of widening the influence and operation of the Institute.
- (h) To co-operate with other bodies or organisations both within New Zealand and overseas having objects in whole or in part similar to the objects of the Institute.
- (i) To establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid associations, institutions and organisations incorporated or not incorporated and whether within New Zealand or elsewhere and with objects substantially similar to these objects.
- (j) For the purpose of furthering the objects of the Institute to raise money by all lawful means and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organisations or authorities and to conduct fund-raising campaigns.
- (k) To make known and further the objects and activities of the Institute by the publications and distribution of papers, journals and other publications and by making the same known by any means thought desirable.
- (l) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (m) To borrow and raise money for any of the purposes of the Institute and to secure the payment thereof, in such manner as may be lawful including (without prejudice to the generality of the foregoing) by any mortgage, charge or debenture upon or over all or any of the property of the Institute present or future.
- (n) To invest and deal with the money of the Institute not immediately required in such manner as may be determined from time to time.
- (o) In furtherance of the objects of the Institute:
  - (i) To purchase, take on lease, licence or in exchange, have or acquire by gift or otherwise real or personal property of any nature or description.
  - (ii) To sell or otherwise dispose of such property or exchange it for other property.
  - (iii) To let or lease such property for such terms at such rent and upon such conditions as may be deemed desirable.
  - (iv) To raise money on such property on such terms and conditions as may be deemed desirable.
  - (v) To construct, maintain and alter any buildings or premises necessary or convenient for the purposes of the Institute.
  - (vi) To sell, improve, manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to account or otherwise deal with either absolutely, conditionally or for any limited interest, all or any part of the property and assets of the Institute for such consideration as the Institute may think fit with power on any sale to allow any time or times for the payment of the whole or any part of the purchase money arising from such sale either with or without interest in the meantime and if with interest then at such rate or rates as the Institute may think fit and either with or without security.

- (vii) To grant, create and transfer or reserve such easements or right of way drainage, light, air or support or any other easement of any kind whatsoever over, upon or affecting the property of the Institute or any part or parts thereof, as to the Institute may appear necessary or expedient and to surrender or accept the surrender of any easement.
- (viii) To procure the Institute to be registered or recognised in any country or place outside New Zealand.
- (p) To promote interest in the Institute and its objects.
- (q) To undertake and execute any trusts the undertaking whereof may be necessary or desirable for the carrying out of any of the objects of the Institute, and to accept any gift, endowment or bequest made to the Institute generally or for the purpose of any specific object and to carry out any trusts attached to any gift, endowment or bequest providing that the Institute shall only deal with any property which is subject to any trusts in such manner as is allowed by law having regard to such trusts.
- (r) From time to time to make, amend and/or repeal regulations and by-laws in accordance with these Rules for the purposes herein mentioned subject to the provisos therein contained.
- (s) To provide and maintain facilities and services of all kinds including rooms, libraries, meeting places, accommodation, offices, clubrooms, dining rooms, restaurants and the like for the use of members of the Institute and their guests and invitees.
- (t) To organise and support or assist in organising and supporting conferences, discussions, lectures, meetings and the reading of papers on matters of interest or benefit to the members of the Institute or which may assist in the attainment or advancement of any of the objects of the Institute.
- (u) To employ the services of, or consult, individuals or bodies corporate or unincorporated, experts in any or all of the fields in which the Institute or its members are or may be interested, to delegate to such individuals or bodies the performance of all or any of the functions of the Institute and of its constituent organisations, and to pay for and make use of the knowledge, information or services thus obtained in any manner whatsoever.
- (v) To act as adviser or consultant in respect of any of the above matters to any of the members of the Institute or other persons whether in New Zealand or overseas.
- (w) To hire or employ any individuals or bodies corporate or unincorporated as secretaries, providers of secretarial, advisory and promotional services, clerks, managers and servants and to pay them and other persons in return for services provided for the Institute fees, salaries, wages, gratuities or pensions.
- (x) To recompense or reimburse any member of the Council of the Institute for any travelling or other expenses incurred by such member in connection with the affairs of the Institute.
- (y) Generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Institute.
- (z) If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other institute, society or body having objects similar to the objects of the Institute and which shall prohibit the distribution of its income and property among its members upon a winding up or dissolution, such institute, society or other body to be determined by the members of the Institute at or before the time of dissolution and if effect cannot be given to the aforesaid provision then for some charitable object.

### INTERPRETATION

3. ANY matters not provided for in these Rules or any question arising as to the interpretation of these Rules shall be decided by the Council, as hereinafter defined. At any General Meeting any such questions shall be decided by the President whose ruling shall be final. Subject to the foregoing, in these Rules:
  - (a) "the Act" means the Incorporated Societies Act 1908;
  - (b) "Annual General Meeting" as defined in Rule 19;
  - (c) "Associate" as defined in Annex A;
  - (d) "Auditor" means the person appointed in pursuance of Rule 71;
  - (e) "Branches" as permitted in Rule 58;
  - (f) "By-laws" as permitted in Rule 2(r);
  - (fa) "Charter" means the charter approved by the Council setting out the standards of conduct with which Chartered Members and Chartered Fellows should comply (as it may be amended or replaced from time to time);
  - (g) "Centres" as permitted in Rule 58;
  - (h) "Code" as permitted in Rule 76;
  - (ha) "CPD by-laws" means continuing professional development by-laws made under Rule 6A;
  - (hb) "CPD requirements" as defined in Rule 6A;
  - (i) "the Chief Executive Officer" means the person appointed Chief Executive Officer pursuant to Rule 59 hereof;
  - (j) "the Council" means the Council of the Institute as a body or a quorum of the members thereof at a Council Meeting;
  - (k) "Council Member" means a member who is appointed or elected to the Council pursuant to these Rules;
  - (l) "Director" as defined in the Companies Act 1993;
  - (m) "Extraordinary General Meeting" as defined in Rules 20 and 21;
  - (n) "Fellow" as defined in Annex A and includes "Distinguished Fellow"

- (o) "the Institute" means The Institute of Directors in New Zealand (Incorporated);
- (p) "Member" as defined in Annex A;
- (q) "member" means any person who has been admitted to membership of the Institute pursuant to these Rules;
- (r) "New Zealand" means New Zealand and all its territories;
- (s) "Office" means the registered office for the time being of the Institute;
- (t) "Officer" as defined in Rule 37(d);
- (u) "President" means the person elected President from time to time pursuant to Rule 37;
- (v) "Regulations" as permitted and defined in Rule 2(r);
- (w) "Retired Member" as defined in Annex A;
- (x) "the Seal" means the Common Seal of the Institute;
- (y) "Secretary" means the Secretary of the Institute;
- (z) "Sub-Committee" means a subcommittee or committee constituted under Rule 53;
- (aa) "Vice President" means the person elected Vice President from time to time pursuant to Rule 37.

WORDS and expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation Act 1924 and any amendments thereof or any Act passed in substitution thereof.

- 4. THE members of the Institute shall be the subscribers to the application for the incorporation of the Institute under the Incorporated Societies Act 1908 together with such other persons as the Council shall admit to membership from time to time and such subscribers and every person admitted to membership of the Institute shall be deemed to have agreed to be bound by these Rules and by any other Rules, Regulations or By-laws of the Institute from time to time in force.
- 5. ANY persons, who in the opinion of the Council, are persons engaged in or otherwise interested in the supervision and direction of a company, corporation, trust board, body corporate, statutory body, government company, local authority or similar body at director or similar level in New Zealand shall be eligible to apply for membership.
- 6. THERE shall be the following categories of membership:
  - Associate
  - Member
  - Chartered Member
  - Chartered Fellow
  - Distinguished Fellow
  - Retired Fellow
  - Retired

The qualifications for membership in each such category are as set out in Annex A. Where Annex A so specifies, membership in such a category must be renewed annually and the qualifications for such renewal are as set out in Annex A.

A member in any such category may use the post-nominal designation (if any) shown in the Annex in respect of that category.

The Council shall have power to create categories within the membership additional to those in Annex A (and to specify post-nominal designations which may be used by members in any such categories), and to amend the requirements for qualification as (or continuing qualification as) a member in any such category, upon whatever basis it considers appropriate in the circumstances. The Council may determine different rates of annual subscription for each category of membership if it so desires.

- 6A. The Council shall make (and may from time to time review and amend) by-laws specifying continuing professional development requirements for qualification as (or renewal of qualification as) a member in one or more categories of membership ("CPD requirements") and related matters.
- 6B. CPD By-laws may contain such provisions as the Council considers appropriate, including (without limitation):
  - (i) the CPD requirements for each relevant membership category;
  - (ii) when, how and on what basis compliance with CPD requirements shall be assessed (including by specifying what may and may not be counted towards satisfaction of CPD requirements);
  - (iii) procedures relating to the making of enquiries of, and/or obtaining confirmations from, members in relation to their compliance with CPD requirements (including by way of random audit);
  - (iv) procedures for addressing and determining any differences or disputes in relation to the satisfaction or otherwise of CPD requirements;
  - (v) such other matters as the Council considers desirable or appropriate for the effective administration of members' continuing professional development.
- 6C. CPD By-laws may provide for different CPD requirements for different members in respect of the same category of membership.
- 6D. The Council may not amend CPD By-laws, or make any new CPD By-laws (other than the first such CPD by-laws made), in a manner which will materially increase the burden on members generally in a category of membership unless:
  - (i) the Council has first given members in that category at least 3 months' notice of its proposal to make that amendment or adopt those new CPD By-laws and has considered any submissions received from any of those members; and
  - (ii) the amended or new CPD By-laws do not take effect for at least 12 months following the making of that amendment or those new CPD By-laws.
- 7. ONLY Members, Chartered Members, Chartered Fellows and Distinguished Fellows shall have power to vote and be Officers of the Institute pursuant to these Rules.
- 8. Every applicant for membership shall apply on the appropriate form supplied by the Institute which will be accompanied by payment of the relevant annual subscription.

9. At the next meeting of the Council (and as soon as possible) after the receipt of any application for membership, such application shall be considered by the Council who shall either, at that meeting or at the next subsequent meeting, determine upon the admission or rejection of the applicant provided however that the Council may delegate the task of considering applications for membership to a sub-committee which shall have power to determine the applications).
10. When an applicant has been accepted for membership an Officer of the Institute shall forthwith send to the applicant written notice of acceptance. When an applicant has not been accepted for membership an Officer of the Institute shall forthwith send to the applicant written notice of non-acceptance together with a full refund of the applicant's annual subscription.

### CESSATION OF MEMBERSHIP

11. A member's membership of the Institute shall cease:
  - (a) If the member resigns by notice in writing left at or sent by post to the Office.
  - (b) If a majority of three-quarters of those Council members present and voting at a meeting of the Council by resolution terminate the membership of any member whose conduct, in their opinion, has compromised the position of the Institute or brought the Institute into disrepute pursuant to Rule 74, breached Rule 75, or has breached any Code published by the Council pursuant to Rule 76, such person shall from the time of such resolution cease to be a member of the Institute, provided that before such resolution is proposed such member shall have at least twenty one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.
  - (c) If the membership is terminated under Rule 12.
  - (d) If:-
    - (i) the member dies;
    - (ii) the member becomes disqualified to hold the office of director of a company by virtue of the operation of any act or statutory regulation;
    - (iii) the member becomes bankrupt;
    - (iv) the member becomes prohibited from being a director by reason of any order made under Section 383 of the Companies Act 1993 or any Acts passed in substitution or any corresponding provision passed in substitution thereof;
    - (v) the member becomes of unsound mind or becomes the subject of any order made under the provisions of the Protection of Personal and Property Rights Act 1988.
    - (vi) the member is at any time convicted of an offence committed in, and as part of, the role of a director which carries with it a possible sentence of imprisonment.

AND any member resigning from the Institute or for any other reason ceasing to be a Member shall not be entitled to any refund of subscription or any part thereof.

12. (a) IF a member fails to pay any subscription or levy or other sum of money whatsoever due by the member for a period of three (3) calendar months after it becomes due then the Council may, at any time while the sum remains unpaid, terminate the membership of that member.
- (b) A member whose membership is terminated pursuant to this Rule may be reinstated upon such terms as the Council may determine.
13. A member whose membership ceases in any manner shall remain liable to the Institute for all subscriptions, levies and other moneys whatsoever due prior to the termination of membership (including the subscription payable in respect of the period current at the date of such termination).

### HONORARY MEMBERSHIP

14. NOTWITHSTANDING anything elsewhere herein contained the members may elect, at general meetings, persons to be Honorary members who have rendered outstanding service to the Institute. Honorary members shall have the same rights and duties as members but shall not be liable for any subscriptions or any other fees that may be imposed.

### MEMBERS' SUBSCRIPTIONS

15. THE amount of the annual subscription payable by members of each category shall be determined by the Council. The Council shall have the power to grant a rebate in respect of subscriptions paid by a nominated date, such date and the amount of the rebate to be determined by the Council.
16. (a) In the case of persons where applications for membership are or have been accepted pursuant to Rule 9 after 1 April 2002:
  - (i) their first annual subscription shall be payable as provided in Rule 8, and
  - (ii) their subsequent annual subscription shall be payable in advance on the first day of the month which is the anniversary of the month in which the membership was accepted
- (b) In the case of persons where applications for membership have been accepted between 31 July 2000 and 31 March 2002 (inclusive) their annual subscription shall be payable in advance on the first day of the month which is the anniversary of the month in which their membership was accepted.
17. In the case of all members to whom Rule 16 does not apply, the annual subscription shall be payable in advance by the first day of February in each year.
18. THE Council may, with the authority of a resolution passed by the Institute in general meeting by notice to the members, impose a levy on the members of such amount per member and payable at such time or times as is authorised by that resolution; provided that the amount of such levy shall not exceed the amount of the annual subscription payable by that member in respect of that year. The amount of a levy made in accordance with this Rule shall be a debt due to the Institute by each member upon whom the levy is imposed within thirty (30) days after the service upon the member of the notice referred to in the first sentence of this Rule.

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## GENERAL MEETINGS

19. A general meeting of the Institute to be called the "Annual General Meeting" shall, in addition to any other meeting, be held at least once in every subsequent calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
20. ALL general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.
21. THE President or any five (5) members of the Council may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.
22. SUBJECT to the provisions of the Act relating to special resolutions and agreements for shorter notice not less than fourteen (14) days' notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Institute.
23. ALL business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Council and Auditor, and the appointment of members of the Council in place of those retiring and the approving of the appointment and the remuneration of the auditor.
24. (a) THE business to be considered at an Annual General Meeting shall be:
  - (i) to receive the annual accounts, balance sheet and report of the Council;
  - (ii) to approve the appointment and remuneration of the Auditor;
  - (iii) to consider any notice of motion of which notice has been given in accordance with paragraph (b) of this Rule; and
  - (iv) to consider any special or general business.(b) NOTICES of motion for an Annual General Meeting shall be in writing and lodged at the Office not less than twenty-eight (28) days prior to the date fixed for that meeting and a copy of such notices of motion shall be sent to each Member not less than fourteen (14) days prior to the date fixed for that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

25. SUBJECT to Rule 26 no business shall be transacted at any general meeting unless a quorum of members is present. Save as herein otherwise provided any ten (10) members being entitled to vote and being present in person shall be a quorum.
26. IF within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; 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 and at such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present (being not less than two (2)) shall be a quorum.

27. THE President shall be entitled to take the chair at every general meeting but if there is no President, or if the President is not present within ten minutes after the time appointed for holding the meeting, or is present but is unwilling to act as chairperson of the meeting, the Vice President shall be entitled to take the chair and if there is no Vice-President or if the Vice-President is unwilling to act as chairperson, then the members eligible to vote at that meeting who are present shall choose one of their own number to be chairperson of the meeting.
28. THE chairperson of a general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business which was left unfinished at the meeting from which the adjournment took place. If any meeting is adjourned for more than thirty (30) days' notice of such adjournment shall be given to all the members entitled to receive notices of general meeting in the same manner as notice was, or ought to have been, given to the original meeting, but otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. AT any general meeting of members eligible to vote at that meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) By the chairperson; or
  - (b) By at least three (3) members present in person or by proxy.Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or that a resolution has been lost, an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
30. IF a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded. Notwithstanding the foregoing a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
31. IN the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
32. A member entitled to vote may vote in person or by proxy. On a show of hands every member present who is entitled to vote shall have one (1) vote. On a poll every member who is entitled to vote and is present in person or by proxy shall have one (1) vote.

33. A member who is entitled to attend and vote at any general meeting of the Institute may appoint another member who is similarly entitled to attend and vote for him. Notice of appointment of a proxy shall be in writing, signed by the member making the appointment, and shall be lodged with the office not less than 48 hours before the time fixed for the meeting in respect of which the appointment is made.
34. NO member whose annual subscription shall be more than one (1) month in arrears at the date of the meeting shall be entitled to vote at any general meeting.
35. NO objection may be made to the validity of any vote except at the meeting or poll at which the vote was tendered and every vote not disallowed at such meeting or poll shall be deemed valid. In case of any dispute as to the admission or rejection of a vote, the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

### COUNCIL AND OFFICERS

36. THE supervision of the management and control of the affairs of the Institute shall be vested in the Council which (in addition to any other powers and authorities expressly conferred upon the Council by these Rules) may carry into effect all or any of the objects of the Institute and may exercise all powers of the Institute and do all such acts and things as may be exercised or done by the Institute and as are not by these rules expressly directed or required to be exercised or done by the Institute in general meeting, subject nevertheless to the provisions of these Rules and to the resolutions of the Institute in general meetings; but no such resolution shall invalidate any prior act of the Council which would have been valid had that resolution not been passed.

37. (a) THE Council shall consist of:
- (i) The Officers of the Institute elected as hereinafter provided; and
  - (ii) Councillors appointed as hereinafter provided.
- (b) ONLY persons who are Members, Chartered Members, Chartered Fellows or Distinguished Fellows of the Institute shall be eligible to be elected as an Officer or appointed as a Councillor.
- (c) BRANCHES will appoint Councillors as follows
- |                                |               |
|--------------------------------|---------------|
| (i) Auckland Branch            | 2 Councillors |
| (ii) Bay of Plenty Branch      | 1 Councillor  |
| (iii) Waikato Branch           | 1 Councillor  |
| (iv) Taranaki Branch           | 1 Councillor  |
| (v) Wellington Branch          | 2 Councillors |
| (vi) Nelson Marlborough Branch | 1 Councillor  |
| (vii) Canterbury Branch        | 1 Councillor  |
| (viii) Otago Southland Branch  | 1 Councillor. |

Such appointments will be effective from the Annual General Meeting of the Institute. Councillors, so appointed, may nominate alternates, who must be a member of the Branch Committee, when they are unable to attend Council Meetings.

- (d) THE Officers of the Institute shall be:
- (i) The President, who shall be elected each year by the Council. The retiring President shall be eligible for re-election provided that the maximum continuous term of office for President shall be three years.

- (ii) One Vice President who shall be elected each year by the Council. The retiring Vice President shall be eligible for re-election provided that the maximum continuous term of office for Vice President shall be three years.

- (e) ONCE the Council has elected the President and Vice President, the Council may then invite the branches, whom these Officers represent, to appoint another councillor.

38. (a) NOTWITHSTANDING anything in these Rules, the Officers and Councillors of the Institute as at 1 March 1996 were:

John Douglas Storey	President
Basil Manderson Logan	Vice President
Brian Phillip Najib Corban	Councillor
Richard Grant Ebbett	Councillor
Alison Mae Paterson	Councillor
Jennifer Ann Morel	Councillor
Richard Thomas Burt	Councillor
John Francis Tulloch	Councillor

39. THE performance of the functions and the exercise of the powers of the Council shall not be affected by reason of there being a vacancy in respect of any of the Officers; or in the number of members of the Council provided that the number of Officers and Councillors currently holding office shall not fall below five (5).
40. IF a member of the Council;
- (i) is absent, except on leave granted by the Council, from three (3) consecutive meetings of the Council; or
  - (ii) is found to be of unsound mind or the member's person or estate is liable to be dealt with in accordance with the law relating to mental health in force in any place; or
  - (iii) wilfully fails to comply with Rule 75; or
  - (iv) ceases to be a member of the Institute; or
  - (v) dies, is convicted of an indictable offence, becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with the member's creditors or makes an assignment of property for their benefit; or
  - (vi) ceases to be a member of the Council by virtue of the Act or is prohibited from being a director of a company by reason of any order made under the Companies Act 1993 or any Act amending or in substitution for that Act;

then that member of the Council shall ipso facto cease to hold that office and, if the member holds the office of President, or Vice President, shall ipso facto cease to hold that office.

41. A member of the Council may resign office by notice in writing signed by the member and left at the Office. A resignation under this Rule shall take effect from the day on which the notice of resignation is left at the Office or such later date as is specified in that notice.
42. THE Council may at any time and from time to time appoint a member of the Institute to be a Councillor to fill a casual vacancy in the membership of the Council. Any person so appointed shall hold office until the next Annual General Meeting but shall then be eligible for re-appointment. Any such appointment shall be made in such a way as to maintain the representation of branches on the Council as provided in Rule 37(c).

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43. THE Institute may from time to time by a resolution passed pursuant to Rule 29 or 30 at a general meeting:
- (i) Increase or reduce the number of Councillors: and/or
  - (ii) Increase or reduce the number of candidates able to be appointed by each Branch under Rule 37(c); and/or
  - (iii) Determine the number of candidates able to be appointed as Councillors by any new Branch or Branches established pursuant to these Rules.

## PROCEEDINGS OF COUNCIL

44. THE Council shall hold such meetings as it considers necessary for the performance of its functions.
45. THE President may at any time and the Chief Executive Officer at the request of the President or any two (2) other members of the Council shall convene a meeting of the Council. Unless members of the Council who are entitled to notice agree to the holding of a meeting at shorter notice (which agreement shall be sufficiently evidenced by the presence thereof of all Council Members or by all Council Members signing a notice to that effect) not less than seven (7) days' oral or written notice of a meeting of the Council shall be given to each member of the Council. In the case of written notice such notice may be given either personally or by delivering it at or sending it by prepaid post or by telex or by facsimile transmission addressed to the member of the Council at member's last known place of abode or business.
46. THE President shall be entitled to take the chair at every meeting of the Council but if there is no President or if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting or is present but is unwilling to act as chairperson of the meeting, the Vice-President may take the chair and in default the Council may choose one of its number to be the chairperson of that meeting.
47. THE quorum necessary for the transaction of the business of the Council shall be four (4) or such greater number as may be fixed by the Council.
48. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretions vested in or exercisable by the Council.
49. QUESTIONS arising at any meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a casting vote.
50. ALL acts done at any meeting of the Council or of a sub-committee appointed by the Council or by any person acting as a member of the Council or as a member of such a sub-committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of such person or that that person was disqualified or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and continued to hold such office.
51. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may include several documents in like form each signed by one or more members of the Council.

52. A meeting of the Council may be held by the contemporaneous linking together by telephone or television conference call of a sufficient number of the members of the Council to form a quorum provided that the following conditions are met:
- (i) All members of the Council shall be entitled to notice of a meeting by telephone and to be linked by telephone or television for the purposes of such a meeting. Notice for the purposes of this provision may be given by telephone provided that it shall not be necessary to give notice to a member who is absent from New Zealand.
  - (ii) At the commencement of each meeting by telephone or television each member taking part in the meeting must be able to hear and be heard by each of the other members taking part and each member shall signify his or her presence for the purpose of the meeting.
53. THE Council may delegate any of its authorities, powers, discretions and duties to a sub-committee or sub-committees consisting of a member of the Council or members of the Council and may from time to time revoke, withdraw, alter or vary such delegation or the appointment of any member of a sub-committee and may appoint other members thereof. Any sub-committee so constituted or person or persons so appointed shall in the exercise of the authorities, powers, discretions and duties so delegated conform to any Regulations or By-law that may from time to time be imposed by the Council.
54. AT a meeting of a sub-committee a quorum is constituted by a majority of the members of that sub-committee for the time being present at such meeting.
55. THE meetings and proceedings of any sub-committee which consists of more than one (1) member shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any Regulation or By-law made by the Council under Rule 53.
56. A member of the Council and any corporation, firm or other body in which the member is directly or indirectly interested may contract with the Institute and shall be entitled to remuneration, profits and benefits as if that member were not a member of the Council and shall be counted in a quorum, shall be entitled to vote on any resolution relating to any of the foregoing matters, and may witness the affixing of the Seal of the Institute to any document related to any of the foregoing matters. Every member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Institute (except where such interest is apparent on the fact of the transaction or consists only of being a member or creditor of another company which is interested in a contract or proposed contract with the Institute and the interest of that member of the Council may properly be regarded as not being a material interest) shall declare the nature of the member's interest to the Council before such contract is entered into provided that if through a mistake or inadvertence or for any reasonable other cause a member of the Council fails to declare to the Council any matter which by this Rule is required to be declared then unless in the case of a contract or proposed contract aforesaid it is proved that such contract or proposed contract was unfair to the Institute or was induced by fraudulent misrepresentation on the part of that person

or would contravene the provisions of these Rules such failure shall not invalidate that contract nor shall that person or any other person benefiting therefrom be held accountable for any remuneration, profit or other benefit arising therefrom.

57. THE Officers and every member of the Council, shall be entitled to be paid out of the funds of the Institute those expenses that are generally or specifically authorised by the Council. The Council may award special remuneration out of the funds of the Institute to any Officer or Council Member undertaking any work additional to that usually required of an Officer or Council Member.

## BRANCHES AND CENTRES

58. (a) THE Council shall have power to establish or approve Branches and Centres of the Institute representing members living or working in such places or areas as the Council may think appropriate.
- (b) THE members represented by each of such Branches will, subject to the provisions of subclause (d) of this rule, adopt rules or regulations as laid out in Annex B for the conduct of the affairs of that Branch and to control and manage its affairs. The Council has the power to amend and approve Branch rules or regulations.
- (c) THE Council shall have power to determine at any time that any Branch shall cease to exist with effect from a particular date. Notice of such determination shall be delivered to the chairperson or other appropriate representative of the Branch in question.
- (d) A Branch or Branch Committee shall cease to be recognised as such for the purposes of the Rules if it adopts rules or regulations or other constitutional provisions which have not previously been approved by the Council.
- (e) THE minimum number of members of each Branch of the Institute shall be fifty (50) although the Council in its absolute discretion may resolve to waive this requirement in particular cases if it thinks fit. Only members of the Institute shall be eligible for membership of a Branch.
- (f) IT is declared that at the date of the adoption of these Rules, Branches and their associated Centres shall be deemed to have been established pursuant to sub-clause (a) in the following places or areas:
- (i) Auckland
  - (ii) Bay of Plenty
  - (iii) Waikato
  - (iv) Taranaki
  - (v) Wellington
  - (vi) Nelson Marlborough
  - (vii) Canterbury
  - (viii) Otago Southland.
- (g) SUBJECT to the prior approval of the Council a Branch Committee may appoint a secretary for the branch (who need not be a member of the Institute) and may agree to pay an honorarium to such secretary. The amount of such approved honorarium and all other expenses properly incurred by a Branch Committee shall be reimbursed by the Institute.

## CHIEF EXECUTIVE OFFICER

59. THE Council may appoint a person to be the Chief Executive Officer of the Institute on such terms and conditions as to salary, fees and otherwise as it thinks fit.
60. THE Council may entrust to and confer upon the Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of those powers.
61. AFTER consultation with the President, the Chief Executive Officer may appoint, engage and remove such employees, staff, agents, consultants and advisers as the Chief Executive Officer deems necessary or desirable for the purposes of the Institute. All such personnel as aforesaid shall at all times carry out their duties under the supervision and control of the Chief Executive Officer.

## SEAL

62. THE Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the seal is affixed shall be signed by a Council Member and shall be countersigned by the Chief Executive Officer or by a second Council Member or by some other person appointed by the Council for the purpose.

## FINANCE AND ACCOUNTS

63. (a) THE Council shall, subject to the resolutions of the Institute in general meeting, control all funds and expenditure of the Institute.
- (b) THE Council may open and operate such bank account or accounts as it sees fit.
- (c) THE financial year of the Institute shall end on 31 December in each year.
64. THE Council shall cause proper books of account to be kept in accordance with the Act and all other regulatory requirements.
65. THE books of account shall be kept at the office of the Institute or, subject to the Act, at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council.
66. THE Council shall from time to time determine at what times and places and under what conditions or regulations the accounts or books of the Institute or any of them shall be open to the inspection of members, not being Council Members, or officers of the Institute.
67. THE Council shall from time to time cause to be prepared and to be laid before the Institute in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Act or (if the Act does not require such accounts and other papers) are thought desirable by the Council and shall cause such accounts and balance sheets to be audited.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in general meeting, together with a copy of the Auditor's report, shall not less than fourteen (14) days before the date of the meeting be sent to every member of the Institute.



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## PECUNIARY GAIN

69. NO member shall receive or obtain any pecuniary gain from the property or operations of the Institute provided that members shall not be deemed to have received or obtained any pecuniary gain in any of the circumstances set out in Section 5 of the Act.

## BORROWING POWER

70. THE Council shall have and may exercise all the powers of borrowing set out in Rule 2 hereof, unless the Institute in general meeting shall resolve otherwise.

## AUDITOR

71. THE Institute shall have an Auditor and at each Annual General Meeting shall approve the appointment and remuneration of the Auditor.

## NOTICES

72. A notice may be given by the Institute to any member either personally or by sending it by post to the member at the member's registered address or to the address supplied by the members to the Institute for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the day of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
73. (a) NOTICES of every general meeting shall be given in any manner hereinbefore authorised to:
- (i) every member who has supplied the Institute with an address for the giving of notices; and
  - (ii) the Auditor or Auditors for the time being of the Institute.
- (b) NO other person shall be entitled to receive notice of general meetings.
- (c) THE accidental omission to give notice of a general meeting to, or the non receipt of any such notice by, any member entitled to receive the same, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote, or any other defect in the convening, holding or conduct of any general meeting shall not invalidate the proceedings of such general meeting.

## OBLIGATIONS

74. MEMBERS of the Institute may not act in a manner that compromises or is likely to compromise the position of the Institute or brings or is likely to bring the Institute into disrepute.
75. OFFICERS, Councillors or Branch Committees must observe the same standards in dealing with information received from the Institute or acting for the Institute, as would be required of any director.

Existing Rule 11 (b) provides for membership to be terminated for a breach of Rule 75.

## CODES

76. THE Council may prepare and publish Codes, from time to time, related to the responsibility of and action by directors. Such Codes will be binding on members of the Institute.

## INDEMNITY

77. EVERY member of the Council, the Chief Executive Officer, Auditor, and other Officers for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability arising out of the execution of the duties of the member, the Chief Executive Officer, Auditor or other Officer in relation to the Institute provided that in executing such duties the member, Chief Executive Officer, Auditor or other Officer shall have acted honestly, reasonably and in good faith.

## AMENDMENTS TO RULES

78. THESE Rules may be amended or new rules may be added or rules may be rescinded at any Annual General Meeting of the Institute, or any Extraordinary General Meeting called for such purpose. Notice of any intended alteration of, addition to, or rescission of rules must be made in writing and received by the Chief Executive Officer not later than two (2) calendar months prior to such meeting and a copy of such notice shall be sent by the Chief Executive Officer to each member of the Institute not later than one (1) calendar month prior to such meeting. Any resolution amending, adding to or rescinding these rules or any of them shall only be effective provided it is passed by a majority of not less than three-fourths of such members as being entitled so to do, vote in person or by proxy at such a General Meeting of the Institute.

## WINDING UP

- 79 (a) THE Institute may be voluntarily wound up if:
- (i) the Institute in Annual General Meeting or Extraordinary General Meeting called for the purpose shall pass a resolution requiring the Institute to be wound up (conditional on confirmation); and
  - (ii) such resolution is confirmed by a subsequent Extraordinary General Meeting called for the purpose and held not earlier than thirty (30) days after the Annual General Meeting or Extraordinary General Meeting at which such resolution was passed.
- (b) UPON the winding up of the Institute its assets (if any) shall be realised in such manner as the Institute in general meeting may determine and the proceeds, funds and assets of the Institute, after payment of the debts of the Institute shall be distributed or disposed of in accordance with the provisions of Rule 2(z) hereof as determined by any Annual General Meeting or Extraordinary General Meeting called for the purpose, but not by way of distribution to members.

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# APPLICATION FOR INCORPORATION

WE, the several persons whose names are subscribed hereto, being members of the abovementioned society, hereby make application for the incorporation of the society under the foregoing rules, in accordance with the Incorporated Societies Act 1908.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 2010

**Signature, Occupation and Address of Applicant**

**Signature, Occupation and Address of Witness**

Signature	
Name	
Position	
Date	
Signature	
Name	
Position	
Date	
Signature	
Name	
Position	
Date	

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# Annex A – Membership Categories

## 1. Notwithstanding any provision of this Annex A to the contrary, any member who:

- (i) was a member in one of the categories below immediately prior to the definition of that category being amended (in accordance with the Rules); and
- (ii) as a result of that amendment no longer satisfied the requirements for membership in that category set out below,

shall be entitled to remain a member in that category for such period (if any) as the Council may determine (generally or in any specific case), provided he or she satisfies (and, where applicable, continues to satisfy) the applicable CPD requirements for that category.

1A The Council may admit a member to a category, or renew a member's membership in a category, even if that member has not satisfied all applicable requirements if the Council considers it is appropriate to do so (for example, because the category has been recently introduced and/or because the member has experience and/or qualifications which the Council considers equivalent to those specified).

1B The requirements in this Annex A for admission as a member in, or continuing membership in, the specified categories are in addition to those set out elsewhere in the Rules.

1C In this Annex A qualifying organisation means an organisation in respect of which, in the opinion of the Council, there is a meaningful separation of the executive function of the organisation from the oversight and governance function of the organisation (such as, in the case of a corporation, a meaningful separation between the roles of senior managers and the roles of members of the board of directors).

1D Any reference in Annex A to renewal of membership in any category is to such renewal at the same time as the relevant membership annual subscription is paid.

## 2. Criteria for membership

### 21 Associate

211 To be eligible for membership as an Associate, a person must be:

- a) interested in the affairs of the Institute but not meet the criteria for Member; or
- b) a full time student at a tertiary institution.

212 There shall be no mandatory CPD requirement for Associates.

### 22 Member MInstD

221 To be eligible for admission to membership as a Member, a person must be a:

- (i) director as defined in the Companies Act 1993; or
- (ii) member of a board of a Government or quasi Government body, whether incorporated or created by statute; or
- (iii) member of a board of a not-for-profit organisation; or
- (iv) senior executive that reports to a board, Minister of the Crown (or equivalent) in either the public or private sector; or
- (v) partner or sole proprietor of a professional practice or unincorporated business; or
- (vi) academic at a tertiary institution at the level of Head of Department or above (or equivalent); or
- (vii) person who, in the opinion of the Council, has a role which is comparable to any of those above and otherwise has the experience and/or qualifications and/or professional background which makes him or her suitable for membership as a Member.

222 Membership as a Member must be renewed annually. To be eligible to renew membership as a Member, a Member must satisfy any applicable Member CPD requirements.

### 23 Chartered Member CMInstD

231 To be eligible for admission to membership as a Chartered Member a person must:

- a) be a member of the governing body of a qualifying organisation (as defined in 1C); and
- b) have completed the IoD Company Directors' Course and passed the Chartered Member assessment determined or approved by the Council from time to time (or a course or assessment determined by the Council to be equivalent);
- c) have provided to the Council, in the form determined by the Council, a confirmation that he or she will uphold the principles of the Charter; that he or she is of good character; and that he or she is a fit and proper person to be admitted as a Chartered Member (on the basis of such criteria as the Council may from time to time determine, subject to such exceptions (if any) as the Council may approve, generally or in any specific case).

- 232 Membership as a Chartered Member must be renewed annually. To be eligible to renew membership as a Chartered Member, a Chartered Member must provide to the Council, in the form determined by the Council, a confirmation that he or she:
- a) satisfies any applicable Chartered Member CPD requirements; and
  - b) will uphold the principles of the Charter; and
  - c) is of good character, and is a fit and proper person to remain a Chartered Member (on the basis of such criteria as the Council may from time to time determine, subject to such exceptions (if any) as the Council may approve, generally or in any specific case).

233 A confirmation provided under 2.3.1(c) or 2.3.2 above shall in no event be legally binding on any person or give rise in any way to legal obligations or liabilities, whether to the Institute or any other person. However, if a person fails materially to comply with any confirmation given under 2.3.1(c) or 2.3.2 or provides a confirmation under 2.3.1(c) or 2.3.2 which is false or misleading in any material respect, the Council may give notice to that person that he or she is not eligible to be a Chartered Member and, notwithstanding anything in these Rules to the contrary, that person shall thereupon not be eligible to be a Chartered Member unless and until the Council subsequently determines otherwise.

## 24 Chartered Fellow CFInstD

- 241 Entry to the category of Chartered Fellow of the Institute is by application or invitation. To be eligible for admission to membership as a Chartered Fellow, a person must:
- a) have been a member for at least three continuous years immediately prior to application;
  - b) have satisfied the Council that he or she has the experience and background appropriate for a Chartered Fellow;
  - c) have provided to the Council, in the form determined by the Council, a confirmation that he or she will uphold the principles of the Charter; that he or she is of good character; and that he or she is a fit and proper person to be admitted as a Chartered Fellow (on the basis of such criteria as the Council may from time to time determine, subject to such exceptions (if any) as the Council may approve, generally or in any specific case); and
  - d) satisfy one or more of the following criteria:
    - (i) have completed the IoD Company Directors' Course and passed the Chartered Member assessment determined or approved by the Council from time to time (or a course or assessment determined by the Council to be equivalent); and have at least five (5) years' experience (elapsed time) as a director or equivalent in two or more organisations of substance (as defined by the Council in By-laws from time to time);

- (ii) have at least ten (10) years' experience (elapsed time) as a director or equivalent in two or more organisations of substance (as defined by the Council in By-laws from time to time);
- (iii) in exceptional circumstances, have experience and background which, in the opinion of the Council, means the person is suitable for admission as a Chartered Fellow – for example, exemplary long service in a single organisation which the individual has built into a significant business.

- 242 Membership as a Chartered Fellow must be renewed annually. To be eligible to renew membership as a Chartered Fellow, a Chartered Fellow must provide to the Council, in the form determined by the Council, a confirmation that he or she:
- a) satisfies any applicable Chartered Fellow CPD requirements; and
  - b) will uphold the principles of the Charter; and
  - c) is of good character, and is a fit and proper person to remain a Chartered Fellow (on the basis of such criteria as the Council may from time to time determine, subject to such exceptions (if any) as the Council may approve, generally or in any specific case).

243 A confirmation provided under 2.4.1(d) or 2.4.2 above shall in no event be legally binding on any person or give rise in any way to legal obligations or liabilities, whether to the Institute or any other person. However, if a person fails materially to comply with any confirmation given under 2.4.1(d) or 2.4.2 or provides a confirmation under 2.4.1(d) or 2.4.2 which is false or misleading in any material respect, the Council may give notice to that person that he or she is not eligible to be a Chartered Fellow and, notwithstanding anything in these Rules to the contrary, that person shall thereupon not be eligible to be a Chartered Fellow or a Chartered Member unless and until the Council subsequently determines otherwise.

## 25 Distinguished Fellow DistFInstD

- 251 To be eligible for membership as a Distinguished Fellow, a person must:
- a) have been recommended for such admission by a Branch for members who are in the later stages of their career;
  - b) been determined by the Council to be a person who has:
    - (i) sustained a prominent and distinguished career as a director (or equivalent member of governing bodies of organisations); or
    - (ii) made a significant contribution to the Institute; or
    - (iii) made an eminent or significant governance contribution to the community and/or business; and
  - c) been invited by the Council to accept such admission and accepted that invitation.

252 There shall be no mandatory CPD requirement for Distinguished Fellows.

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## **26 Retired Fellow FInstD (Retd)**

261 To be eligible for membership as a Retired Fellow, a person must:

- a) be or have been a Chartered Fellow;
- b) not occupy a paid executive or paid director (or equivalent) position; and
- c) be a person who the Council has no reason to consider is not of good character or a fit and proper person (having regard to the criteria determined by the Council to be relevant to the assessment of whether a person is a fit and proper person to be a Chartered Fellow).

262 There shall be no mandatory CPD requirement for Retired Fellows.

## **27 Retired**

271 To be eligible for membership as Retired, a person must:

- a) be aged sixty five (65) or over; and
- b) be or have been a Member or Chartered Member;
- c) not occupy a paid executive or paid director (or equivalent) position; and
- d) be a person who the Council has no reason to consider is not of good character.

272 There shall be no mandatory CPD requirement for members who are Retired.

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# Annex B – Branch Rules

## 1. Name and Constitution

The organisation shall be called “The \_\_\_\_\_ Branch of the Institute of Directors” and shall be constituted in accordance with the Constitution of the Institute of Directors in New Zealand Incorporated. Where these rules do not cover matters that are being addressed, the Branch will use the Institute’s Constitution.

## 2. Objectives of the Branch

The objectives are to provide a local organisation for members of the Institute of Directors which shall be:

- a) To provide a local focus for members and an opportunity for them to participate in Institute activities.
- b) To provide a forum for members to discuss matters that affect their duties.
- d) To provide a network for mutual support.
- e) To provide a channel for the exchange of information and ideas between the National Office and the membership.
- f) To provide local press and media coverage in line with policy statements made by the Institute.
- g) To recruit new members and retain existing members.
- h) To provide a base from which to launch local initiatives.

## 3. Management of the Branch

The management of the Branch shall be vested in ‘the Branch Committee’ which shall consist of not less than seven (7), nor more than ten (10) Members, of whom four (4) shall constitute a quorum. The Branch Committee shall set the number of Committee Members for the ensuing year at each Annual General Meeting.

## 4. Officers

The Branch Committee shall, from among their numbers, elect annually the Chairperson and shall have power to fill casual vacancies which may arise, from time to time.

The Branch Committee may also elect a Deputy Chairperson and will appoint a secretary who need not necessarily be a member of the Institute.

## 5. Branch Committee – Elections

The Members and Fellows of the Branch will elect the Branch Committee annually. Only Members and Fellows will be eligible for election.

Nominations for elections to the Branch Committee, signed by two Members or Fellows, must be lodged with the Branch Secretary seven (7) days prior to the Annual Meeting. If nominations exceed the number of Committee required, then those Members or Fellows attending the Annual Meeting will elect by, simple ballot, the required number.

If an election is required, scrutineers will be appointed by the Members and Fellows present. When they have completed counting the votes cast, they will make the results known to the Chairperson of the Annual Meeting who will announce the members of the Committee to those attending the meeting. Normal procedures will apply for destroying the ballot papers.

The Branch Committee shall have power to co-opt members of the Branch to the Branch Committee provided that the maximum imposed by Rule 3 is not thereby exceeded.

## 6. Branch Committee – Attendance at Meetings

A record of the attendance of the members of the Branch Committee shall be kept by the Secretary.

## 7. Membership

The membership of the Branch shall be limited to members of the Institute of Directors whose place of residence and/or business shall be within the area of the Branch, or who shall request attachment to the Branch.

Any person ceasing to be a member of the Institute of Directors shall ipso facto cease to be a member of the Branch.

## 8. Ordinary Meetings

Ordinary meetings of the Branch shall be held at such times and places as the Branch Committee may appoint. The Chair shall be taken by the Chairperson, or in his/her absence the Deputy Chairperson, or if both are absent, the Members and Fellows may elect a Chairperson for that occasion.

For lectures or debates the Branch Committee may invite one of its number to act as Chairperson.

## 9. Annual Meeting

The Annual Meeting of the Branch shall normally be held in the months of November or December, or such other month as the Branch Committee may determine in each year. The meeting shall receive the report of the Chairperson on the affairs of the Branch and transact any other business.

## 10. Special Meetings

By resolution of the Branch Committee, or at the request of the Chairperson, or upon a request from ten (10) or more Members or Fellows of the Branch, the Secretary shall convene a Special Meeting of the members stating fully the object for which it is called. Every such meeting shall be held within twenty one (21) days of the passing of such resolution or the receipt of such requisition.

## 11. Notices

At least fourteen (14) days’ notice of all general meetings of members shall be given to each member.

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**12. Minutes**

The proceedings of all Branch Committee or business meetings shall be recorded by the Secretary in books kept for the purpose. Such books shall be open to the inspection of members at such times as the Branch Committee may permit.

One copy of the Branch minutes will be sent to the Chairman of the other IoD Branches and to National Office.

**13. Branch Finance**

The funds allocated to the Branch, as decided by the Council, shall be under the responsibility and control of the Branch Committee. The Secretary will report on expenditure to the Committee on a quarterly basis. The Committee will authorise all expenditure and ensure that this does not exceed the projected income.

**14. Guideline – Alteration of, or Dispensation from Compliance**

Any proposal for the alteration of these Rules, or for dispensation from compliance with any of them, must be submitted to the members of the Branch in General Meeting and, thereafter, to the Council of the Institute for approval.

**15. Affiliated Centres**

The Institute's Council may establish IoD Centres within a Branch's area. A Centre will usually be established in cities and towns where there are between ten (10) and fifty (50) Institute members.

All such Centres will be attached to a relevant Branch as deemed by the Institute's Council. That Branch will advise members of the Centre of its activities which they may attend. Members and Fellows of the Centre are eligible to vote and participate in Branch matters as if they were Members or Fellows of the Branch.

Centres will have Annual Meetings and their procedures for conducting same, will be as laid down in this Annex for Branches.