

# Constitution of the NZIC

## The rules that govern the operation of the NZIC

### Rule 1 – NAME

1.1 The name of the Institute shall be “The New Zealand Institute of Chemistry (Incorporated)”.

1.2 The term “Institute” hereinafter shall be taken to mean “The New Zealand Institute of Chemistry (Incorporated)”, and similarly the term “the Council” shall be taken to mean the Council of the said Institute.

1.3 The term “Chemistry” hereinafter shall be taken to mean chemistry in its widest sense.

### Rule 2 – REGISTERED OFFICE AND CONTACT PERSON

2.1 The registered office of the Institute shall be in such place as the Council may from time to time determine.

2.2 The Administrator shall be the Institute’s contact person and current contact information shall be published on the Institute’s website.

2.3 The Executive (see rule 13.4) shall have the authority to appoint up to three contact persons for the Institute as required.

### Rule 3 – OBJECTIVES OF THE INSTITUTE

3.1. The objectives for which the Institute is established are:

- a) To promote the science and practice of chemistry and the value of persons engaged therein.
- b) To raise the status and to advance the interests of the profession of chemistry and of those engaged therein.
- c) To provide for the delivery of lectures, and the holding of other events and activities, such as workshops, chemistry displays and conferences that advance the cause and awareness of chemistry.
- d) To promote best practice including upholding high ethical standards, to challenge malpractice, to settle disputed points of practice and to decide questions of professional usage and etiquette of chemistry within New Zealand (where relevant, these processes may be determined in consultation with and according to the guidelines of other organisations with which NZIC partners, such as the Royal Society Te Apārangi or IUPAC).
- e) To admit persons to be members (honorary or otherwise) of the Institute upon such terms and to confer on them such rights and privileges as may be determined from time to time and to suspend or revoke the membership of any persons who do not uphold the principles of the institute.

- f) To subscribe to, support or co-operate with any other association, society or institute (whether incorporated or not) the objectives of which are similar to those of the Institute.
- g) To collect and circulate information relevant to chemistry, areas of chemistry and chemists.
- h) To publish *Chemistry in New Zealand (online)* as well as books and other literary undertakings relevant to the objectives of the Institute.
- i) To accept donations, whether subject to any special trust or not, for any one or more of the objectives of the Institute.
- j) To take any other steps to promote the progress of chemistry and the welfare of those engaged in its study and practice.

3.2 No amendment may be made to this constitution that detracts from the Institute's non-profit nature or provides financial gain to any individual.

#### Rule 4 – NO FINANCIAL GAIN TO MEMBERS

4.1 The income and property of the Institute, however derived, shall be applied solely towards the promotion of the objectives of the Institute as set forth in these Rules, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the persons who at any time are or have been members of the Institute or to any of them or to any person claiming through them. This clause shall not preclude the payment of reasonable remuneration to any officer or servant of the Institute in return for services rendered to the Institute, the payment of Honoraria, or reimbursement of travel and other reasonable costs incurred by members or officers in the course of providing services to the Institute.

#### Rule 5 - MEMBERSHIP

5.1 The Institute shall consist of eight categories of membership: Honorary Fellow, Fellow, Standard Member, Graduate Member, Student Member, Retired/Unwaged Member, Overseas Member, and School Member. See also Rules 6, 7, and 10 regarding Fellowship, Honorary Fellowship, and School Membership respectively.

5.2 Membership includes Standard Member, Graduate Member, Retired/Unwaged Member, Overseas Member, Student Member.

- a) Standard Membership is for those who are in employment.
- b) Graduate Membership is for 2 years after completing a qualification.
- c) Retired/Unwaged Membership is reserved for those who are not currently employed.
- d) Overseas Membership is for those members who have a connection to New Zealand but currently reside overseas.
- e) Student Membership is open to enrolled students in secondary or tertiary chemistry-related education.

5.3 A person accepted as a Member shall:

- a) Be connected with New Zealand by birth, education or domicile, and

b) Have demonstrated a sincere interest in the application and advancement of chemistry and chemical processes or a determination to broaden the knowledge of chemistry through education.

5.3.1 The Council may, at its discretion, accept an application for membership from a person with a connection to New Zealand not described in 5.2(a).

5.4 Every person desiring membership of the Institute shall apply in such form as the Council may prescribe. The application for the grade of Member of the Institute shall be submitted by the applicant and must name one sponsor who shall be a financial member of the Institute. Receipt of an application for membership signifies the applicant's consent to abide by the Code of Ethics.

5.5 Every application shall be deemed to be a member of the Institute from the date of registration.

5.6 No person shall be made a member of the Institute without submitting an application or making a written request to become a member.

5.7 The Institute shall keep a register of its members, including at least the name and last known contact details of the member, and the date on which they became a member.

## Rule 6 – FELLOW

6.1 A person elected as a Fellow must be connected with New Zealand by birth, education or domicile, and have produced evidence satisfactory to the Council of having reached the required standard of attainment.

6.2 Nominations for Fellow will be assessed by a panel of at least three existing Fellows with no known conflict of interest and which may be appointed by the Executive of the Council (see rule 13.4) on an *ad hoc* basis when nominations are received. The panel is hereinafter known as the Fellowship Committee.

6.3 A Member who is a candidate for Fellowship must, subsequent to commencement of Membership, have:

- a) at least five years' professional experience in the practice, application, management, or teaching of chemistry.
- b) shown therein a substantial measure of ability or achievement.
- c) a Bachelor's Degree or similar qualification

6.3.1 The Council may, in exceptional circumstances and on the unanimous recommendation of the Fellowship Committee, elect to Fellowship a person who, although otherwise qualified, has been a Member for less than five years.

6.4 Persons other than Members may be elected to the Fellowship in the following cases:

a) An applicant who is a Fellow of an organisation for chemists, (e.g. Royal Society of Chemistry and Royal Australian Chemical Institute), with similar aims to the New Zealand Institute of Chemistry whose entry qualifications are accepted by the Council as being fully equivalent to those determined from time to time by the Council.

b) Any other person not being a Member, but able to comply in other respects with the requirements for the Fellowship may be elected a Fellow in exceptional circumstances, but only if the Fellowship Committee have unanimously reported that, in their opinion, the applicant complies with the required standard of attainment for Fellowship and that the circumstances warrant direct election to the Fellowship.

6.5 All candidates for Fellowship shall be required to submit a full account of their chemical interests, experience and studies in such form as the Institute may prescribe. They may also submit other relevant evidence such as patents, published papers, a thesis embodying the results of research, or a dissertation or critical review of some topic within their field of work. They shall provide the names and contact details of three referees to whom the applicant is known personally and who can, if necessary, provide information regarding the applicants experience in the practice of chemistry and general fitness to be admitted as Fellow. Unless a specific exemption is granted by the Council, these referees shall be Fellows of the Institute. The evidence submitted, and the opinions of the referees shall be referred to and considered by the Fellowship Committee which shall further take into account the nature and responsibility of the position held by the candidate.

6.6 Fellows of the Institute and Branch Committees shall have the right to nominate Members for Fellowship. In so doing they shall provide the supporting evidence required by Section 6.5.

6.7 The Fellowship Committee may recommend that one or more additional assessors be appointed for any particular application. The appointment of assessors shall be made by the Council or, between meetings of the Council, by the President and the Administrator. Where assessors have been appointed, they shall examine the evidence submitted by the candidate and report thereupon to the Fellowship Committee through the Administrator.

6.8 After having considered the evidence submitted by a candidate for the Fellowship, together with the report, if any, of additional assessors appointed for the particular application, the Fellowship Committee shall report there upon to the Council. The Council will vote to accept or reject the recommendation of the Fellowship Committee.

6.9 The Council, with the unanimous agreement of the Fellowship Committee, may invite Members of high standing in the profession to become Fellows. In such instances, the Member concerned shall not be required to submit an application form.

Rule 7 – HONORARY FELLOW

7.1 Notwithstanding anything to the contrary in the foregoing Rules, the Council may elect as an Honorary Fellow any person who has given especially meritorious service to the Institute, or to the profession of chemistry, and such person shall then be entitled without subscription to all privileges of membership, provided, however, that election of Honorary Fellows may be made only by the unanimous vote of the Council.

7.2 At any one time, the number of Honorary Fellows should not exceed approximately 2% of the membership of the Institute.

7.3 Fellows of the Institute and Branch Committees shall have the right to nominate Honorary Fellows. In so doing they shall provide the necessary supporting evidence.

#### Rule 8 – SUBSCRIPTIONS

8.1 The annual subscriptions for each membership grade shall be such a sum as the Council may from time to time determine.

8.2 A candidate must pay on application such fees as are due before membership is confirmed.

8.3 The Council may at its discretion grant remission of subscription to any member.

8.4 The Council may set a differential member annual subscription for different categories of membership.

#### Rule 9 – CESSATION OF MEMBERSHIP

9.1 Persons shall cease to be members:

- a) At death.
- b) When written resignation is received by the Administrator from a financial member.
- c) On omission to pay their subscription within three months of it being due. Members shall cease to be financial, provided a reminder notice has been sent to the email address(es) held in the Institute's records for the member.
- d) If in the opinion of the Council, they have been found guilty of a dishonourable act, brought the profession of chemistry into disrepute, or have knowingly failed to observe the Code of Ethics.
  - (i) Any person charged under this clause shall have the right to present a case in person before the Council at the meeting at which the case is considered.

9.2 When a person ceases to be a member, they shall forthwith cease to possess any of the rights of membership. Details of the Member's membership record will be held by the Institute for a minimum of 7 years.

9.3 Any person whose membership or fellowship has ceased may apply to the Institute for reinstatement, and the Institute may reinstate such person accordingly

on such conditions as it may determine. The Council may refuse reinstatement without assigning its reasons.

## Rule 10 – SCHOOL MEMBERSHIP

10.1 School membership is available to any secondary school in New Zealand which pays the school membership subscription. Membership is for the calendar year for which the subscription is valid.

10.2 School members will collectively be known as the Secondary Chemistry Educators of NZ (SCENZ) and will form the SCENZ Division of the NZIC.

10.2.1 The Division shall be defined as an entity within the Institute with a particular interest in Secondary Education.

10.3 School members shall be governed by both the NZIC constitution and the SCENZ constitution the latter of which serve as bylaws of the Institute for the governance of the SCENZ Division

10.4 Every School desiring membership of the Institute shall apply in such form as the Council may prescribe. Receipt of an application for membership by a representative of a school signifies the school's consent to abide by the Code of Ethics.

## Rule 11 – DESIGNATIONS AND ABBREVIATIONS

11.1 Members in the designations set out below shall be entitled to use an approved abbreviation after their name.

Honorary Fellow	Hon. FNZIC
Fellow	FNZIC
Member	MNZIC

## Rule 12 – REGISTER

12.1 The Council may appoint an Executive Officer, and the Executive Officer or the Administrator shall keep a Register of members containing such particulars as the Council may from time to time prescribe and in accordance with the Incorporated Societies Act (2022), including, at least, their name, contact details and date on which they became a member. All members shall furnish the Council with the necessary information required to enable it to compile a record of their qualifications.

12.2 A member may make a written request for a copy of their own personal information held by the Institute. The Institute must, within 2 weeks, provide the information, agree to provide the information within a set time-frame, or decline to provide the information with a clear explanation as to why the request has been declined. (see also Privacy Policy)

## Rule 13 – THE COUNCIL

13.1 The management of the Institute and the custody and control of its funds shall be vested in a Council which shall consist of a President, a Vice-President or Past President, a delegate from each Branch or Division, a Student Representative and an Honorary Treasurer. (see also, rule 20.5).

13.2 All members of the Council shall be Members of the Institute.

13.3 All members of the Council must be eligible to be officers of a society as set out in section 47 of the Incorporated Societies Act (2022) and must

- a) consent in writing to be an officer; and
- b) certify that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the institute.

13.4 The Executive of Council shall consist of the President, the Past President or Vice President, and the Honorary Treasurer and may, make decisions on behalf of Council on urgent operational matters.

13.5 The President, Vice-President, Past President, Student Representative, and Honorary Treasurer shall be elected at the end of their term from nominations made by Branches, or by any six members, and forwarded to the Administrator 01 May. In the event that no nominations are received by this date, the NZIC Executive may extend the due date for nominations.

13.6 When nominations are called for, the Vice-President shall automatically be nominated for the position of President, and the President shall automatically be nominated for the office of Past President.

13.7 The term of office of President shall be two years.

13.8 If there be more than one nomination for the office of President, Vice-President, Student Representative, or Honorary Treasurer, an election or elections shall be held by ballot of all members (excluding nominees for that role). With the ballot there shall be included the names of the members or Branch(es) nominating the candidate, and there should be brief biographical notes of the candidates.

13.9 A person ceases to be an officer of an Institute if the person:

- (a) resigns in writing to the Council, or
- (b) becomes disqualified from being an officer under the Incorporated Societies Act (2022), or
- (c) dies.

13.10 The Council may appoint an acting officer until such time as a call for nominations and an election can occur.

13.11 Changes to the Institute's officers or an officer's details on the Incorporated Societies Register must be notified to the Registrar within 20 working days of the change taking effect.

13.12 The President shall act as Chair of all meetings of the Council. In the absence of the President, the Past President or Vice-President shall so act, or if neither of these officers be present, then the meeting shall elect its own Chair. At meetings of the Council, each member of the Council present shall have one vote. If voting be equal the Chair shall, in addition, have a casting vote.

13.13 The President shall hold office until the first day of January two years following the date they take office. The Vice-President, Past President, and Honorary Treasurer shall hold office until the first day of January in the year following the date they take office. Branch delegates shall hold office until replaced by resolution of their Branch.

13.14 The Council shall cause minutes of the proceedings of the Council, of sub-Committees, and of General Meetings, to be regularly recorded. Copies of such minutes shall be forwarded to the members of the Council, at least seven days prior to the date of the next succeeding meeting at which such minutes may be adopted. Minutes shall be made available to other NZIC members upon request.

13.15 In the event of a Branch delegate being unable to attend a meeting of the Council, the Branch shall have the right to appoint in writing any other Fellow or Member of the Institute who is not a member of the Council to act as proxy.

13.16 The Duties of the Council shall be:

- a) To accept members and elect, Fellows and Honorary Fellows of the Institute.
- b) To manage and superintend the affairs and property of the Institute.
- c) To make such rules as may seem requisite for the furtherance of the objectives of the Institute and to alter, vary and repeal such rules when deemed necessary.
- d) To consider all recommendations submitted to it by the Branch/Division Committees.
- e) To appoint a Fellowship Committee.

13.17 For all meetings of the Council, a quorum shall consist of six.

13.18 A resolution agreed by Council by email and entered in the minutes shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.

13.19 The Council may from time to time delegate any of its functions, powers and duties under the Rules to a committee or committees, trustee or trustees, and may appoint, suspend or remove such persons, being members of the Institute, as it thinks fit, to or from such committee or committees, or to act or from acting as trustee or trustees and may prescribe the functions, powers and duties of such committee or committees, trustee or trustees.

13.20 The Council may appoint officers and servants of the Institute to carry out specific duties and may revoke or vary such appointments as it thinks fit.

13.21 Any Contract entered into which binds the NZIC must be signed by two authorised officers of the institute of which at least one must be the President or Vice/Past President after consultation with the Executive.

#### Rule 14 – CUSTODY AND INVESTMENT OF FUNDS

14.1 The funds of the Institute shall be under the control of the Council. All monies received by the Institute shall be deposited in the accounts of the Institute at a Bank (or Banks) approved by the Council. Payment of all accounts on behalf of the Council or Finance Committee shall be made by two authorised officers of the Institute.

14.2 The Council shall have the power to mortgage or charge all or any part of the property and rights of the Institute, and to borrow by way of bank overdraft, mortgage, debentures, or otherwise, whether secured or unsecured, upon such terms and at such rates of interest as the Council may decide.

14.3 Day-to-day decisions on the operation of funds shall be made by a finance sub-committee, which shall consist of the Honorary Treasurer, the President, and the Vice President or Immediate Past President. The Council may from time to time invest any of the monies of the Institute not immediately required for any of its objectives. Any such investment shall be made in pursuance of a resolution of a majority of the Council which majority shall include at least four Branch/Division delegates or their proxies.

14.4 Trust Fund. The Council may, out of its income, pay any surplus monies after making provision for its ordinary expenditure, into a Trust Fund upon and subject to the following conditions:

14.4.1 The Trust Fund shall be in the names of, and administered by at least three Trustees, who shall be members of the Institute, and who shall be appointed triennially by the Council from amongst the persons who have been Presidents of the Institute if there are such Past Presidents able and willing, and if not, then as the Council may determine.

14.4.2 The office of Trustee shall be vacated if the Trustee:

- a) Ceases to be a member of the Institute, or,
- b) Becomes bankrupt or enters into a composition with the creditors, or,
- c) Becomes a person subject to the Protection of Personal and Property Rights Act, 1988, or,
- d) Resigns office by notice in writing to the Institute, or,
- e) Becomes incapable of personally carrying out the duties of a Trustee, or,

- f) Fails to perform or observe any of the duties of a Trustee under these Rules, or,
- g) Is suspended or removed by the Council under provisions of Rule 9.

14.4.3 All vacancies in the Trustees so arising shall be filled by the Council by appointment for the remainder of the term of the Trustee whose office so becomes vacant. Until such vacancy or vacancies shall be filled, the surviving or continuing Trustees may exercise and perform all the powers of this Rule vested in the Trustees.

14.4.4 The Trustees may meet for the transaction of business. A resolution circulated and agreed by email by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees. The Trustees shall keep a record of all business transacted at meetings of the Trustees and of all monies received by them and of their expenditure. The Trustees shall forthwith after December 31 in each year submit a report in writing to the Council of the business of the Trustees during the preceding year and of the assets of the Trust Fund and shall submit all accounts, vouchers and securities to the examination of an independent competent authority.

#### Rule 15 - Conflicts of Interest

15.1 Any officer of the Institute who has a conflict of interest in any matter described in the Incorporated Societies Act (2022) (for example, they may obtain a financial benefit from a matter or are closely related to a person who may obtain a financial benefit from the matter), must disclose this to the Council and it will be recorded on the Institute's Interests Register which is shared at the AGM.

15.2 An officer with a conflict of interest may not vote on or sign documents related to the matter but may be present during Council discussions on the matter unless the Council determines otherwise (and those present recorded in the minutes).

#### Rule 16 – FINANCIAL REPORTING

16.1 The financial year shall end on the 31st day of December.

16.2 The Council shall ensure that accurate accounting records are kept which record all of the transactions of the Institute, facilitate the production of financial statements, and are readily accessible, and shall at its annual meeting, as defined in Rule 21, present a statement of the financial position of the Institute during the preceding year, and also a balance-sheet duly reviewed by an independent, qualified accountant covering the same period, copies of which shall be available to all members of the Institute at least three days prior to such meeting.

16.3 Financial Statements for the Institute must be completed within 6 months of the balance date of the Institute, signed by two officers of the Institute, and submitted to the Registrar.

16.4 Accounting records shall be kept for a minimum of 7 completed accounting periods.

#### Rule 17 – REVIEW OF ANNUAL ACCOUNTS

17.1 The accounts of the Institute shall be subject to an audit by an Independent Auditor, or a limited review engagement by an Independent Reviewer, who shall be appointed each year by Council, or its delegated Finance sub-committee, and who shall be a member of the Chartered Accountants Australia and New Zealand (CAANZ) or a similar professionally recognized accounting body. In case of incapacity of the auditor so appointed, the Council, or its delegated Finance sub-committee, shall appoint a replacement .

17.2 At a Council meeting to be held no earlier than 3 months prior to year-end, and no later than 3 months post year-end, Council is authorized to determine whether the accounts be subject to an audit or limited review.

17.2.1 Failing such determination, the engagement shall be an audit. Council shall ensure that a copy of the minutes recording any such determination is forthwith provided to the Auditor.

#### Rule 18 – PRIVILEGED COMMUNICATIONS

18.1 All communications, correspondence, reports, minutes, and other papers and all documents relative to the admission, advancement, suspension or expulsion of members of the Institute shall be privileged and confidential and shall not pass out of the custody of the Administrator or Executive Officer, nor shall any of the contents be disclosed outside the Council.

18.2 All communications including referees' and assessors' reports relative to the admission of members, election of Fellows, or awarding of prizes may be circulated to relevant committees/panels, and such communications shall be privileged and confidential.

#### Rule 19 – THE COMMON SEAL

19.1 The Common Seal of the Institute shall be in the custody of the Council (or delegate of Council) and shall not be affixed to any document except by the authority of a resolution of the Council. The President (or Past President or Vice-President) shall sign every document to which the Seal is so affixed.

#### Rule 20 – BRANCHES AND DIVISIONS

20.1 The Institute has six geographical branches in New Zealand and the SCENZ Division.

20.1.1 The Branch regions shall be as follows:

AUCKLAND: The Northland and Auckland regions (headquartered in Auckland)

WAIKATO: The Waikato and Bay of Plenty regions (headquartered in Hamilton).

MANAWATU: The Manawatu-Wanganui, Taranaki, Hawke's Bay regions and Gisborne district (headquartered in Palmerston North).

WELLINGTON: The Wellington region and, Marlborough and Tasman districts (headquartered in Wellington).

CANTERBURY: The Canterbury and West Coast regions (headquartered in Christchurch).

OTAGO: The Otago and Southland regions (headquartered in Dunedin).

20.1.2 The SCENZ Division operates nationwide.

20.1.3 Members resident overseas may join, or remain part of, the NZIC as overseas members and may or may not be affiliated to a regional branch.

20.2 The Council shall, on the written application of ten members asking for the establishment of a new Branch/Division, obtain the opinion of the members of the Institute by means of a ballot and if the majority of the votes cast support such a proposal, the Council shall forthwith create such a Branch/Division which it shall suitably name.

20.2.1 The minimum number of members required to constitute a new Branch/Division shall be thirty-five.

20.3 The financial year of a Branch/Division shall align with the NZIC financial year.

20.4 Each Branch/Division shall in each year, at such time as the Branch/Division may determine, hold an Annual General Meeting of its members, of whom six shall constitute a quorum, and at such meeting officers of the Branch/Division shall be elected.

20.5 Each Branch/Division Committee shall consist of a Chair, Secretary, Treasurer (or Secretary-Treasurer), who shall be Members of the Institute, and at least four ordinary members. The Committee shall appoint one of its members as Delegate to the Council. A Branch/Division may elect the immediate-past Chair and the Branch Editor as additional members of the Branch/Division Committee.

20.5.1 For the SCENZ Division, the Chair or co-Chairs of the Division shall be the delegate(s) to the Council.

20.5.2 Each Branch shall elect a Branch Editor, and shall have power to set up sub-committees.

20.5.2 All members of the Branch/Division Committee shall retire annually but shall be eligible for re-election.

20.6 At all meetings of the Branch/Division Committee, four shall constitute a quorum.

20.7 In the event of any office of a Branch/Division Committee becoming vacant during the year, the Committee shall have power to co-opt a member of the Branch/Division to fill the office and the member so co-opted shall hold office until the next Annual General Meeting of the Branch/Division.

20.8 The Council may authorise Branch/Division Committees to form Sections within the Branch/Division. In such an event, the Council shall approve by-laws to govern the operation of these Sections.

20.9 Duties of Branch/Division Committees:

- a) To advise the Council in matters pertaining to the admission of any members of the Institute when so requested.
- b) To convene local meetings of the members of the Institute from time to time at its own discretion or on requisition by six members of the Branch/Division, to discuss matters affecting the interests of its members, and to transmit the resolutions of such meetings to the Council.
- c) To provide for conferences and meetings calculated to advance the cause and awareness of chemistry.
- d) To advise the Council concerning any matter which may affect the interests of the Institute or its Branches/Divisions.
- e) To forward to the Council a copy of the Annual Report of the Branch/Division.
- f) To forward to the Council a list of officers elected at the Annual General Meeting, including the name of the delegate to the Council.

20.10 Any Branch/Division may raise funds by special subscriptions from the members constituting such a Branch/Division and such funds shall be at the absolute disposal of that Branch/Division. This clause excludes income generated from the biannual NZIC conference.

20.11 Rights of Branch/Division Members:

- a) Any member of a particular branch/division may speak at all meetings of the Branch/Division including the Annual or Extraordinary General Meetings of the Branch/Division.
- b) Any member of a particular branch/division may vote at Annual or Extraordinary General Meetings of the Branch/Division.

20.12 A proportion of membership fees may be provided to the Branches annually to run their activities and support student travel, at the discretion of the Council. The amount granted will depend on the budget Branches put forward each year based on their planned activities, the size of the Branch, and quantity of residual funds the Branch holds, and any other matters the Council regards as relevant.

20.12.1 For the SCENZ Division, the amount granted will be a substantial proportion of School membership fees. This will be used primarily to provide professional development and resources to School members of NZIC and chemistry teachers in NZ. The NZIC will retain sufficient funds from School memberships to cover expenses relating to SCENZ and its activities.

Rule 21 – GENERAL MEETINGS

21.1 A General Meeting shall mean a meeting to which all members have been summoned. Ordinary General Meetings of the Institute shall be held at such time and place as the Council may from time to time determine.

21.1.1 General Meetings may be held in person or online (audio and/or audiovisual) or by a combination of these methods.

21.2 An Annual General Meeting of the Institute shall be held within six months of the end of the financial year and no more than 15 months after the previous Annual General Meeting.

21.3 The Annual General Meeting shall receive and adopt the Annual Report on the operations and affairs of the Institute and the financial statements for the most recently completed accounting period, the Financial Balance Sheet and notice of the disclosure of interests made during the preceding year.

21.4 Financial reports and minutes from general meetings shall be made available to any member on request.

21.5 At an Ordinary or Extraordinary General Meeting, twenty-five (25) members present shall form a quorum with power to act.

21.6 Upon receipt of a requisition in writing signed by any twenty (20) or more members, the Council shall convene an Extraordinary General Meeting always provided that any such requisition by members, must clearly state the objective(s) of the meeting proposed to be called.

21.7 The Council shall, not less than thirty (30) days nor more than sixty (60) days before any General Meeting, send to each member either by post, electronic means, or by notification in the Journal, a notice giving the day, place and hour of meeting, but the non-receipt of such notice by any member shall not invalidate any resolution passed.

21.8 If at any General Meeting a quorum be not present within half an hour after the time appointed for the meeting, the meeting shall lapse.

21.9. The President of the Institute shall preside as Chair at every General Meeting of the Institute, but if the President be not present, the Vice-President or Past-President shall so act, and, if neither of these officers be present, the meeting shall elect its own Chair. If at any General Meeting the whole business appointed to be done be not completed, the Chair may, with the consent of those present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

21.10 A motion or an amendment proposed and seconded at any General Meeting shall be put by the Chair and decided by a majority of the members present on a

show of hands or by other means as agreed by the meeting. A declaration by the Chair that a resolution has been carried or not carried, and an entry to that effect in the minutes shall be conclusive evidence that the resolution has been passed or not, without requirement to record the number or proportion of the votes for or against such resolution or amendment unless a ballot be demanded.

21.10.1 If a ballot be demanded by at least ten members present at the meeting and entitled to vote, such a ballot shall be taken by sending to each member a copy of the proposed resolution and a voting means. Such voting means shall be sent within fourteen (14) days and shall be returnable to the scrutineers not later than twenty-eight (28) days after the day on which the ballot was demanded. The General Meeting at which a ballot is demanded shall appoint two scrutineers, one at least of whom shall be a member of the Council, and such scrutineers shall inspect the votes and report to the Council the result of the voting, which results shall be deemed to be the resolution of the Institute in a General Meeting and shall take effect from the last day on which votes were returnable.

21.10.2 A demand for a ballot may be withdrawn

## Rule 22 – RESOLUTION IN LIEU OF A GENERAL MEETING

22.1 In lieu of a general meeting, a written resolution may be adopted by the Institute if 75% of members eligible to vote give their approval which may be by signing the resolution or by electronic means.

## Rule 23 – VOTE

23.1 Every member shall be entitled to one vote, provided, however, that a member is financial (see rule 8).

23.2 School members are entitled to vote on matters of NZIC governance but may only cast one vote per school.

## Rule 24 – DISPUTE RESOLUTION

24.1 A dispute arises between parties if there is an allegation that an officer or member has engaged in material misconduct, breached a duty under the Institute's constitution or relevant legislation, or that the rights or interests of the Institute or a member (or members generally) have been materially damaged.

24.2 A complaint may be made by a member or officer of the Institute, or by the Institute involving an allegation against a member or officer.

a) A complaint made by a member or officer must be addressed to the Executive. A complaint made by the Institute must be addressed to the member or officer who is the subject of the complaint.

b) The complaint must be made in writing stating that a dispute resolution procedure is being commenced, the allegation to which the dispute relates,

whom the allegation is against, and any other information reasonably required by the party who is the subject of the complaint.

24.3 Both the party making the complaint and the party who is subject of the complaint have a right to be heard before the complaint is resolved or an outcome is determined. This may take place by written submissions to the decisionmaker or a meeting (virtual or “in person”) in which the decisionmaker is present.

24.4 An officer appointed by the Executive may act on behalf of the Institute.

24.5 The Institute will ensure that the complaint is investigated as soon as is reasonably practicable after receiving written notification and will deal with the dispute in a fair and effective manner.

24.6 A decisionmaker shall be appointed by the Executive and agreed on by both parties. A person may not act as a decisionmaker if there are reasonable grounds to believe that they will not be able to be impartial or able to consider the matter without a pre-determined view.

24.7 The Institute may choose not to proceed with a complaint if

- a) it is deemed to be trivial
- b) it does not disclose an allegation that an officer or member has engaged in material misconduct, breached a duty under the Institute’s constitution or relevant legislation, or that the rights or interests of a member (or members generally) have been materially damaged.
- c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the complaint has an insignificant interest in the matter; or
- e) there has been an undue delay in making the complaint.

24.8 Either party to a complaint may refer the matter to an independent arbitrator agreed to by both parties.

## Rule 25 – WINDING UP

25.1 The Institute shall be wound up voluntarily whenever a 75% majority of the members in a ballot express their desire that the Institute shall be so wound up.

25.1.1 Such a ballot shall be held only after a resolution in favour of winding up the Institute has been duly carried at an Extraordinary General Meeting specially called to consider the advisability of winding up, and such resolution being confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the resolution so to be confirmed.

25.2 Disposal of Property in the Event of Winding Up. If upon winding up or dissolution of the Institute there remain, 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 any one or

more registered charities whose charitable purposes are similar to the purposes of the Institute, as may be determined by a General meeting of the Institute at or before the time of winding up dissolution.

25.3 No motion to wind up can be progressed if the Institute has obligations under a contract until the contract has been completed or terminated.

## Rule 26 – INDEMNITY OF OFFICERS

26.1 No member of the Council and no member of a Branch/Division Committee shall be personally liable for the acts, receipts, neglects or defaults of any other member, officer, or Committee.

26.2 The Society may [with the authority of the Council] indemnify and/or obtain insurance for an officer for:

- liability (other than criminal liability) for a failure to comply with:
  - a duty under section 54 to 61 of the Act (officers' duties); or
  - any other duty imposed on an officer in their capacity as an officer of the Society; and/or
  - costs incurred by the officer for any claim or proceeding related to a liability set out in clause 26.

## RULE 27 – CHANGES TO THE CONSTITUTION

27.1 The Institute may change its constitution provided that the changes are made in writing and are approved at a general or extraordinary meeting by a simple majority of the votes of those members entitled to vote and voting on the matter, or by a resolution passed in lieu of a meeting.

27.2 The Institute may make minor or technical changes to the constitution by providing written notice to every member which states the proposed amendment and the right of the member to object.

27.2.1 If no objection is received within 20 working days of the date on which the notification has been sent, the Institute will make the amendment. If an objection is received, the Institute will not make the amendment.

27.3 A copy of the amendment and a copy of the constitution as amended shall be submitted to the Registrar within 25 working days after the amendment has been made.