

CONSTITUTION

OF THE

NEW ZEALAND INSTITUTE OF PROFESSIONAL PHOTOGRAPHY INCORPORATED SOCIETY

1. **DEFINITION** in these rules unless context may otherwise require the following terms shall have the following meanings:
 - 1.1 ***nz ipp BOARD** shall mean the governing body of the Institute consisting of the President, the directors of the Divisions and the Executive Director as a non-voting member. It includes the chairperson of the Honours Council for Honours related matters.
 - 1.2 **DIVISION** shall mean a group of members involved in a particular aspect of professional photography. A Division may be established on approval of the ***nz ipp Board**.
 - 1.3 **RULE** shall mean a rule of the Institute as set out herein and from time to time altered according to Rule 32.
 - 1.4 **FINANCIAL YEAR** shall mean a year ending on 31st of March in any year.
 - 1.5 **TRADE HOUSE** shall mean a company wholesaling goods and/or services to the photographic industry.

2. **THE NAME of the society shall be:**
 - 2.1 The New Zealand Institute of Professional Photography Incorporated Society.
 - 2.2 The society shall be called "**THE INSTITUTE**" or "**NZIPP**" hereinafter in these rules.

3. **THE OBJECTS of the Institute shall be:**
 - 3.1 To assist and protect the interest of the members.
 - 3.2 To obtain concessions rights privileges licences powers grants or other benefits whatsoever in the interest of the members or the profession of photography generally.
 - 3.3 To improve and maintain the standard of expertise professional conduct and ethics within the Institute.
 - 3.4 To do any act or thing ancillary to the other.

4. **MEMBERSHIP:**
 - 4.1 **MEMBERSHIP** is through qualification as outlined in the rules of the Institute or through having similar membership status in the Australian Institute of Professional Photography or of any similar professional photographic organisation that the "NZIPP" Board agrees to. Where there is more than one partner in a business any subsequent persons in the business are entitled to a 20% reduction in the professional subscription rate.
 - 4.1.1 **PROFESSIONAL MEMBERS:** Persons who earn an income in the professional photographic industry may apply to be a professional member of the Institute. Such members are entitled to advertise their membership of the Institute, having speaking and voting rights and are eligible to stand for office.
 - 4.1.2 **PROFESSIONAL EMPLOYEE MEMBER:** Persons employed in the industry who are not a shareholder or partner in the company or firm in which they are employed may apply to be a professional employee member. Professional employee members have the same rights of membership and requirements of qualification as Professional Members but pay a reduced subscription.
 - 4.1.3 **PROVISIONAL MEMBER:** Persons earning an income in the professional photographic industry may apply to be a provisional member. Provisional members have speaking but not voting rights and may not hold any office. A provisional member becomes a professional member through qualification as outlined in the By-laws of the Institute.
 - 4.1.4 **STUDENT MEMBER:** Students attending a recognised tertiary institution teaching professional photography and/or related programs may apply to be a student member for the period of their course and no more than 5 years. Student members have speaking rights but otherwise have the same limitations on membership as provisional members.
 - 4.1.5 **EMERGING MEMBER:** Persons who have completed a professional photography programme at a recognised tertiary institution may apply to be an emerging member which entitles them to a reduced subscription for a period of one financial year. Emerging members have speaking rights but otherwise have the same limitations on membership as provisional members.
 - 4.1.6 **EDUCATION PROVIDER MEMBER:** This membership is for learning institutions providing photographic education and would provide recognition of student membership in the Institution, most noticeably by supplying copies of ProReport. The fee for this membership is 150% of the Professional Member subscription and all correspondence and other communication is with the institution concerned who may nominate a contact person. This membership covers the students only and one main contact person. Tutors are encouraged to become Employee Members, but can otherwise attend meetings if an additional regional levy is paid.

- 4.1.7 **CORPORATE MEMBER:** Any trade house that wishes to show support for the Institute may apply to be a corporate member. Corporate members shall nominate a person to represent them. Such representatives have speaking but no voting rights and may not hold any office in the Institute.
- 4.1.8 **RETIRED MEMBER:** Any Professional or Professional Employee member who has been a member for not less than 10 years and is no longer actively engaged in professional photography may apply to become a retired member. A Retired member will have no voting rights.
- 4.1.9 **OVERSEAS MEMBER:** Any Professional or Professional Employee member who resides overseas or any such person who would meet such criteria if a resident in New Zealand may apply for overseas membership. The subscription payable for any overseas member shall not be less than 50% of the current rate for a Professional member.
- 4.1.10 **HONORARY MEMBER:** Any person who, in the opinion of the “NZIPP” Board, has made a distinguished contribution in any of the aesthetic, technical, organisational or productive aspects of photography and who has been a material assistance to the Institute or the profession of photography may be invited to become an Honorary member. Such a person would be elected to membership by the “NZIPP” Board on the recommendation of the Honours Council. They would be able to participate in “NZIPP” activities and have speaking rights but shall not have voting rights nor hold any office nor pay any subscription.
- 4.1.11 **LIFE MEMBERSHIP** This may be awarded by the “NZIPP” Board on the recommendation of the Honours Board to a member who within a period of at least twenty years membership has actively served and promoted the Institute.

5 **DIVISIONS**

- 5.1 There shall be established within the Institute the following Divisions to further the aims of the Institute and the specialised interests of photographers within the institute. These shall be as follows:
 (i) Wedding and Portrait
 (ii) Commercial
- 5.2 Each Division shall be represented on the *nz ipp Board by a director who shall assume overall responsibility for that division along with the normal Board responsibilities for the Institute as a whole. Each director shall be elected to that position annually by the Annual General Meeting of the Institute.
- 5.3 Directors may arrange meetings from time to time of those members who choose to be identified with their division and such meetings may endorse projects or agree to levies for specific activities of the division.
- 5.4 **REGIONS:** Each member shall by the very fact of membership be a member of the Region in which his or her place of business or employment is located. Regions shall be managed by an annually elected chairperson and may have a secretary/treasurer so appointed by members of that Region. Subject only to resolutions of the Institute/*nz ipp Board or of the Region limiting such power of management or directing any particular course of action.
- 5.5 The Regions of the Institute shall be as listed below:
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| Auckland | Consisting of Auckland and all places North of Auckland |
| Waikato Bay of Plenty | Consisting of Waikato, King Country and Bay of Plenty. |
| Central Districts | Consisting of Gisborne to Waipukurau, Southern Hawke’s Bay, Northern Wairarapa, Wanganui, Manawatu, Horowhenua and Taranaki. |
| Wellington | Consisting of Southern Wairarapa and Wellington. |
| Nelson/Marlborough | Consisting of Nelson and Marlborough |
| Canterbury/ Westland | Consisting of Canterbury and the West Coast |
| Otago / Southland | Consisting of all of Otago and Southland |
- 5.6 **“NZIPP” BOARD** shall have the power to establish new Divisions to represent any section of photographic interest and also to divide existing Regions and create new Regions as may be required from time to time.

6. **POWERS of the “NZIPP” Board.**

- 6.1 To buy, sell, lease, hire, acquire, use, dispose of in any manner any real or personal property.
- 6.2 To borrow or raise money whether with or without security in any manner whatsoever.
- 6.3 The “NZIPP” Board shall have full powers of management of the affairs of the Institute subject to resolutions from time to time of the Institute and the Policy and Planning Council directing any particular course of action.
- 6.4 The “NZIPP” Board shall consist of the President, who shall serve as the chairperson, up to two Wedding and Portrait Directors, up to two Commercial Directors who are all elected annually at the annual general meeting. The Executive Director is also a non voting member of the Board. The Honours Council Chairperson can be associated with the Board and will have voting rights for the discussion of Honours related matters only.

7. **PROPERTY.**

- 7.1 All real and personal property of the Institute shall be held in the name and title of the Institute. The “NZIPP” Board shall have the power to purchase, dispose of, lease, hire or in any other manner deal with any real or personal property.

8. BORROWING POWERS

- 8.1 The "NZIPP" Board may from time to time for the purpose of the Institute raise or borrow such sums of money as it may think fit, necessary or expedient with or without security thereof.

9. BANKING

- 9.1 THE MONEY of the Institute shall be banked in such bank or banks or other financial institutions in New Zealand as the *nz ipp Board may from time to time direct.
- 9.2 INVESTMENT The *nz ipp Board may from time to time invest such monies belonging to the Institute as are not immediately required by the Institute in any investment for the time being authorised by law as investments for trust funds.

10. THE POLICY AND PLANNING COUNCIL

- 10.1 The Policy and Planning Council consists of the President who shall serve as Chairperson, the Executive Director as a non voting member. The Commercial directors, the Wedding and Portrait directors, the Chairperson of the Honours Council, the chairperson of each Region, and the chairperson or director of any other Division or Region that may from time to time be established. The powers of the Policy and Planning Council are set out in the By-laws. The Council shall meet each year following the annual general meeting at a time and place to be determined by the Board and at any other time decided by resolution of the NZIPP Board.

11. HONOURS COUNCIL

- 11.1 There shall be established an Honours Council comprising not less than four and not more than six members of the Institute who shall be appointed to the Honours Council by the NZIPP Board. The Honours Council shall from time to time elect its own chairperson who shall have a casting, as well as a deliberative vote at all meetings of the Honours Council. The chairperson shall serve for a period of two years or more and the appointment shall be confirmed by the NZIPP Board. The NZIPP Board shall have powers to remove any members from the said Honours Council.

12. SUBSCRIPTIONS

- 12.1 The Institute may levy out subscriptions on its members payable by the 1st day of April in each year, or in quarter periods from 1 July thereafter, on its new members accepted into the Institute after the first day of 1 July, 1 October and 1 January in any year.
- The *nz ipp Board has a right to raise or lower subscriptions by an amount not exceeding 10% of the previous levy set.
- 12.2 A REBATE on subscription payments of an amount to be determined from time to time at the annual general meeting of the Institute may be allowed to members.
- 12.3 DIVISIONS or REGIONS may levy a further subscription on its members to cover annual costs and expenses of such Divisions or Regions but it is normal group practice to remit such levies for retired members and life members.
- 12.4 THE annual general meeting or a special general meeting may authorise the making of a levy or impose additional fees on all members or any additional group of members provided it is approved by a majority of those members present.
- 12.5 THE *nz ipp Board shall have the power to remit and hold any part of a subscription, levy or sum due to the Institute by any member, person or body.

13. MEETINGS

- 13.1 The Annual General meeting of the Institute shall be preceded by an *nz ipp Board meeting which shall conduct the following items of business.
- 13.2 DISCUSSION of the financial report and recommendations to the annual general meeting regarding subscription rates.
- 13.3 ANY other business that may be deemed necessary to be attended to.
- 13.4 THE Annual General Meeting of the Institute shall be called by the *nz ipp Board once in each year not being more than 15 months from the date of the last Annual General Meeting. Notice of such meeting shall be given to all members in writing not later than 60 days prior to the date thereof. The business of the Annual General Meeting shall include:
- (a) Receiving the Annual Report of the Institute:
 - (b) Receiving, approving and adopting and Institute Income and Expenditure Statement and Balance Sheet for the preceding year.

- (c) Elect the following officers, President, the Commercial Director, the Wedding and Portrait Director and any other director of any other Division of the Institute on the recommendation of the ***nz ipp** Board may from time to time establish.
- 13.5 THE transaction of any business to which notice has been given.
- 13.6 THE appointment for any auditor/independent reviewer for the following year.
- 13.7 THE fixing of the respective rates and subscriptions due to the Institute for the following year.
- 14. ALL other meetings of the Institute are termed Extraordinary General Meetings.**
- 14.1 EXTRAORDINARY General Meetings shall be convened by the NZIPP Board on receipt of a request for the same from not less than 20 Professional or Professional Employee members lodged with the Executive Director and stating the business of the Extraordinary General Meeting so requested.
- 14.2 ON receipt of such a request the Executive Director shall within 14 days issue written notice to all members calling an Extraordinary General Meeting to be held not less than 30 days of the issue of such written notice and setting out in full the terms of the request received by the Executive Director.
- 14.3 IN the event the NZIPP Board does not issue such notice then the members who requested the Extraordinary General Meeting or a majority of them may call a meeting by giving written notice to all members as aforesaid to be held not earlier than one calendar month from the date of the issuing of such written notice and may transact only the business set out in the original request at such Extraordinary General Meeting.
- 14.4 THE Institute shall forthwith be bound by and shall adopt and ratify at the next Annual General Meeting any resolution passed at such Extraordinary General Meeting.
- 14.5 THE NZIPP Board may of its own motion call an Extraordinary Meeting by giving one calendar month's written notice to all members at any time.
- 14.6 THE Policy and Planning Council shall meet each year following the Annual General meeting at a time and place to be determined by the NZIPP Board to consider the following business:
- (a) Adoption of minutes of the previous Annual General Meeting of the Policy and Planning Council
- (b) Discuss the implementation of any recommendations from the Annual General Meeting of the Institute and examine and recommend strategies for the coming year making recommendations to the NZIPP Board or any other suitable body of members already in existence or established by the Policy and Planning Council for a specific task.
- (c) Any other business that may be deemed necessary to attend to.
- 14.7 A meeting of the Policy and Planning Council may also be called at any other time of the year by the NZIPP Board.
- 15. REGIONS or any Divisions** which conducts programmes and administers funds shall once in every year hold an annual General Meeting of the respective members, 7 days written notice of which shall be given. The business shall include:
- (a) Receiving annual report of the chairperson;
- (b) Adoption of the Secretary's minutes of the last Annual General Meeting;
- (c) In the case of funds being held adoption of annual accounts for the year ended 31 March.
- (d) Election of a chairperson and any other officers that may be required in accordance of rules 5.2 and 5.3.
- (e) Such other business as may be thought fit.
- 16. ATTENDANCE, voting and proceedings at meetings.**
- 16.1 ALL members shall be entitled to attend all Annual or Extraordinary Meetings as are necessary, or all members of the Region or Division of which they are members.
- 16.2 ALL resolution at meetings shall be carried by majority unless otherwise specified by the rules.
- 16.3 THE Chairperson of each meeting shall have a casting as well as a deliberate vote.
- 16.4 IF within half an hour from the commencement time of any meeting except an Annual General Meeting or an Extraordinary Meeting a quorum is not present the meeting shall be dissolved.
- 16.5 THE chairperson of each meeting may adjourn the meeting for not more than 48 hours.
- 17. ANNUAL and Extraordinary General Meetings.**

- 17.1 The quorum for any Annual or Extraordinary General meeting shall be 75% of those entitled to vote (i.e. voting delegates and the other elected officers specified as eligible to vote in rule 17.3) personally present.. If no quorum is present at half an hour past the time of which the meeting has been called the meeting shall stand adjourned for 24 hours and the number present at such meeting shall be deemed to be a quorum.
- 17.2 AT least 7 days prior to the date of an Annual General Meeting or an Extraordinary General Meeting, Regions shall advise the Executive Director of the Institute of the names of their voting delegates to vote on any matter. Regions shall be entitled to appoint such delegates according to the following scale based on the number of Professional and Professional Employee members in the district at the 31st day of May prior to the annual general meeting.
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| Up to 20 | = | 1 delegate |
| 21 to 40 | = | 2 delegates |
| 41 to 60 | = | 3 delegates |
| 61 to 80 | = | 4 delegates |
| 81 to 100 | = | 5 delegates |
| over 100 | = | 6 delegates |
- In the event of any delegate being unable to attend the annual General meeting the members of the Region shall be able to nominate a replacement and shall be required to advise the Executive Director of such changes prior to any voting.
- 17.3 AT any Annual General Meeting or Extraordinary General Meeting each of the following persons shall be entitled to one vote on each resolution, the President, the Directors, chairperson of the Honours Council and delegates of Regions as specified in 17.2.
- 17.4 VOTING at any Annual General Meeting or Extraordinary Meeting shall be by a show of hands unless prior to the next resolution a motion for a poll is made by 3 Professional or Professional Employee members and carried or a poll demanded by the chairperson.
- 17.5 POLLS shall be by way of a secret ballot.
- 17.6 THE Chairperson of any Annual or Extraordinary Meeting of the Institute shall be the President or the most senior officer of the Institute present. If that person is unwilling to act as Chairperson a Chairperson may be elected at the meeting.
- 17.7 ANY Annual or Extraordinary General Meeting may deal with other business after a motion for a poll has been carried as aforesaid or a poll demanded by the Chairperson. But no such meeting shall be closed until the poll has been held and the result thereof announced to the meeting and recorded in the minute book.

18. MEETINGS OF REGIONS AND DIVISIONS

- 18.1 THE quorum for any Region or Division Meetings shall be 10% of the Professional and Professional Employee members. Each member present shall be entitled to one vote which is normally by voices or a show of hands.
- 18.2 THE Chairperson or Director of any Regional or Division shall be chairperson of any meetings of any such Region or Division or failing that person being present or that person being unwilling to act as Chairperson then a Chairperson shall be elected by the meeting.

19. PROCEEDINGS OF THE POLICY AND PLANNING COUNCIL.

- 19.1 THE Policy and Planning Council may regulate its proceedings as it may think fit subject to the rules.
- 19.2 THE President or the most senior officer attending shall be the Chairperson of the Policy and Planning Council.
- 19.3 THE Policy and Planning Council may continue to act notwithstanding any vacancy in its body.
- 19.4 THE quorum at a meeting of the Policy and Planning Council shall be 6 officers of the Institute or in the case of vacancies reducing the number of the Policy and Planning Council the quorum shall be reduced by the number of vacancies but in any event shall not be less than 4.
- 19.5 THE Chairperson of any Region may appoint in writing a nominee to represent that person at meetings of the Policy and Planning Council and such nominee shall count towards a quorum and have all the powers at that meeting of such chairperson.

20. PROCEEDINGS OF THE NZIPP BOARD.

- 20.1 THE NZIPP Board may regulate its proceedings as it seems fit subject to the rules. The quorum of the NZIPP Board shall be one less than the number of officers appointed to the Board and the President, or in the President's absence the Vice President shall chair the Board.
- 21.2 PROTECTION OF THE NZIPP BOARD

- 21.3 NO act, matter or thing being done or admitted by the NZIPP Board shall require ratification or confirmation by the Institute except as required by the rules.
- 21.4 THE NZIPP Board may indemnify all officers servants and agents of the Institute from and against all claims, suits, actions, demands or damages whatsoever arising out of the discharge of their duties to the Institute.

22. ELECTION OF PRESIDENT AND INSTITUTE DIRECTORS.

- 22.1 THERE shall be elected at the Annual General Meeting a President and a maximum of two Wedding and Portrait Directors and Two Commercial Directors each representing different areas of interest or location although there shall always be an equal number of Wedding and Portrait and Commercial Directors. All such officers shall take office on the 1st day of the month following the Annual General Meeting. The term of all elected officers shall be for one year and they shall be available for re-election. One of the Division Directors shall be elected by the NZIPP Board to serve as Vice President.
- 22.2 THE President as a pre-requisite must have served the Institute as a member of the Policy and Planning Council.
- 22.3 NOMINATIONS for the offices of President and Division Directors shall be submitted in writing on a form to be provided by the Executive Director. Such nomination shall be in the hands of the Executive Director not less than 40 day before the time set down for the Annual General Meeting and upon receipt of the nominations the Executive Director shall circulate the names to the Regional Chairpersons and Secretaries as soon as possible after their receipt and not less than 30 days prior to the Annual General Meeting.
- 22.4 CANDIDATES shall be nominated by 2 Professional or Professional Employee Members one of whom shall be a member of the NZIPP Policy and Planning Council and both shall sign the nomination form which shall also bear the signature of the candidate for election signifying their acceptance of the nomination.
- 22.5 THE Executive Director shall table nominations at the NZIPP Board Meeting immediately preceding the Annual General Meeting. In the event of there being more than one for any particular office a poll shall be held in accordance with the rules.

23. REMITS AND NOTICES OF MOTION.

- 23.1 ANY remits or notices of motion to be considered by the Annual General Meeting shall be lodged with the Executive Director 40 days prior to the date of the Annual General Meeting in writing.
- 23.2 COPIES of remits or notices of motion to be considered by the annual general meeting of the Institute shall be circulated by the Executive Director to Members of the NZIPP Board and Regional Chairpersons and Secretaries as soon as possible after their receipt and not less than 30 days prior to the Annual General Meeting.

24. OFFICERS

- 24.1 ANY professional member of the Institute may be an officer of the Institute except that anyone standing for the office of President must have served as a member of the Policy and Planning Council.
- 24.2 THE officers of the Institute shall be:
- President
Wedding and Portrait Directors (maximum of 2 representing different geographical areas or photographic interest.
Commercial Directors (maximum of 2 representing different geographical areas or photographic interest).
Vice President (One of the Division Directors elected to fill this role by the NZIPP Board)
Executive Director (this office normally includes secretary and treasurer but the Institute may from time to time choose to appoint these positions separately).
Chairperson of the Honours Council who is elected by the Honours Council from their membership.
- 24.3 NON-MEMBERS are eligible for the office of Executive Director, Secretary and Treasurer.

25. EXECUTIVE DIRECTOR

- 25.1 THE NZIPP Board shall appoint an Executive Director to the Institute and shall fix the salary and term of office and that person shall remain in office until a successor is appointed. The Executive Director may be a member of the Institute but must not be an elected officer. The Executive Director's responsibility shall include:
- (i) The administrative organisation and management of the Institute's affairs generally as well as secretarial and treasury duties unless separate appointments are made for these tasks. The Executive Director shall in addition to the other duties to be found under these rules or that persons terms of employment;
 - (ii) conduct the correspondence of the Institute and the NZIPP Board.
 - (iii) keep proper minutes of all meetings of the NZIPP Board.
 - (iv) keep proper minutes of all meetings of the Policy and Planning Council and of the Institute which shall be confirmed at subsequent meetings.
 - (v) make provision for the safe custody of the seal of the Institute and its books records documents and personal property.

- (vi) carry out such duties as shall be required by NZIPP Board and shall hold such powers as the NZIPP Board shall from time to time decide.
- 25.2 THE NZIPP Board may appoint a Treasurer or this office may be combined with the office of Executive Director. The Treasurer or the Executive Director will receive all moneys cheques bills and negotiable instruments payable to the Institute and forthwith upon receipt lodge the same to the credit of the Institute's account with such Bank or Banks as the Institute shall from time to time appoint or otherwise dispose thereof as directed from time to time by the NZIPP Board. The Executive Director shall sign all cheques notes and other instruments drawn by the Institute and shall procure such additional counter signatures as the NZIPP Board may determine and shall subject to the provisions of these rules pay out the same according to the general or specific direction and authority of the NZIPP Board.
- 25.3 THE Treasurer shall keep in such form as the NZIPP Board prescribes a correct account of all moneys received and payments made by the Institute and/or its financial affairs (such account to be opened for inspection by the auditor and any nominee of the NZIPP Board) and shall prepare a statement of income and expenditure and the balance sheet required to be submitted to the annual general meeting and obtain the Auditors Certificate required and submit such accounts as may from time to time be required by the Inland Revenue and the Registrar of Incorporated Societies or any other Government Department.

26. APPOINTMENT OF OFFICERS

- 26.1 UPON the resignation death or any other reason for not continuing in office of the President the Vice President shall be appointed to this office by the NZIPP Board until the next succeeding annual general meeting. Any vacancy in any office occurring or being consequential upon such appointment, the NZIPP Board shall appoint a professional member to fill such vacancy subject to the rules until the next succeeding annual general meeting.

27. DUTIES OF OFFICERS

- 27.1 ALL officers of the Institute shall devote their skill and energy to the respective offices and, shall where possible, personally attend all meetings of the Institute and those other NZIPP bodies on which they serve.

28. TERMINATION OF MEMBERSHIP

- 28.1 THE NZIPP Board may terminate any membership if it deems continuation of such membership is not in the best interests of the Institute.
- 28.2 ANY member may resign from the Institute by giving 30 days notice in writing to the Executive Director. Such member shall remain liable to the Institute for unpaid subscriptions and for any obligations of the Institute as at the date of receipt by the Executive Director of such notice of resignation.
- 28.3 NOTWITHSTANDING anything to the contrary herein any member whose subscription is in arrears for more than 2 months is liable to have their membership cancelled by resolution of the NZIPP Board.
- 28.4 NOTICES shall be deemed to be issued or sent for the purposes of these rules when such notice is posted by mail, faxed, emailed or a notice printed in the Institute's monthly publication. This publication is sent to the last recorded address or fax number in the Institute's records.

29. RECORDS

- 29.1 PROPER books of account shall be kept by the Institute. The financial statements of the Society shall be subject to audit or some other form of independent review by a Chartered Accountant, performed each year, as determined by the governing body. The auditor or Independent Chartered Accountant shall be appointed each year at the Annual General Meeting. The accounts shall show details of assets and liabilities and income and expenditure and shall be prepared for the financial year of the Institute ending immediately before the annual general meeting of the Institute and shall be presented to such meeting.
- 29.2 FOR Regions and other sections or functions for the time being of the Institute that from time to time may be established, proper books of accounts shall be kept by their respective treasurers and shall show details of income and expenditure and shall be prepared for the year ending 31st March each year and a copy shall be forwarded to the Executive Director by the following 31st May.
- 29.3 A minute book shall be kept of all proceedings of the Institute, Divisions or Regions and shall be kept up to date by the respective secretaries.
- 29.4 THE Executive Director of the Institute shall keep a register of members at the offices of the Institute showing particulars of each member, their address and any classificational details as required by the Institute or the rules or the Incorporated Societies Act 1908.
- 29.5 THE Executive Director shall maintain a copy of the National Exhibition Judging computer program and all records pertaining thereto. These records shall be updated annually immediately following the national judging.

- 29.6 ALL members or officers of the Institute shall be entitled to be paid for pre-approved out of pocket expenses in connection with and arising out of their activities in furtherance of the objects of the Institute on supplying the Executive Director with sufficient proof of such expenses and such activities. The Executive Director shall record all such details and payments. Such expenses may on proper proof be paid in advance. The NZIPP Board may from time to time make policy of a limit to such expenses and members are then required to stay within these guidelines.

30. REPORT

- 30.1 THE annual report of the NZIPP shall set out a summary of all business or matters affecting the Institute within the preceding year. The NZIPP Board shall on the signed request of 3 professional members supply a detailed report within 2 calendar month of such request of any other matters that lie within the knowledge of the NZIPP Board or other office of the Institute.

31. THE COMMON SEAL

- 31.1 THE Institute shall have a common seal which shall remain in the custody of the Executive Director. The common seal shall be affixed pursuant to the resolution of the Executive Director or by the Institute and by 3 members of the NZIPP Board. An attorney or attorneys may affix the common seal under a current power of attorney by deed and under seal as aforesaid but without prejudice to the prior requirement of a resolution of the NZIPP Board in every case. The attestation clause in each document executed under seal shall recite the fact that the NZIPP Board has passed such resolution and the date thereof.

32. ALTERATION OF THE RULES

- 32.1 THE NZIPP Board, the Policy and Planning Council, a Division, a Region, the Honours Council or any Professional Member may by notice to the Executive Director bring a notice of motion to the next annual general meeting. Such notice of motion may propose alteration of, amendment to or rescission of the Constitution and Rules either in whole or in part. If such motion is passed by the annual general meeting, such alteration of amendment to or rescission of the Constitution and Rules shall be forthwith filed by the Executive Director for approval and on approval registration by the Registrar of Incorporated Societies.
- 32.2 NOTICE of any proposed alteration addition or amendment to the rules shall be circulated by the Executive Director to the chairpersons and secretaries of Regions and all members of the NZIPP Board as soon as possible after their receipt in any event not less than 30 days before the annual general meeting.

33. BY-LAWS

- 33.1 THE NZIPP Board may from time to time make By-laws for the better management of the affairs of the Institute subject only to the rules and any contrary resolution of the Institute. A By-law which is not in contravention of the rules shall be deemed to be operative until it is repealed by the Institute. All such By-laws shall forthwith on the passing thereof be recorded and details thereof forwarded to all members of the Institute.
- 33.2 THE NZIPP Board, the Policy and Planning Council, a Division, a Region, the Honours Council or any Professional Member may by notice to the Executive Director bring a notice of motion to the next annual general meeting to propose a new By-law or propose an alteration or amendment to or rescission of any By-law and such notice of motion shall be put to the next annual general meeting. Such notification will be in accordance with rule 32.2

34.1 INCONSISTENCY IN RULES

- 34.2 IN the event of any inconsistency in the rules becoming manifest then an interpretation which is more or the most beneficial to the majority of the Professional Members of the Institute shall prevail.

35.1 WINDING UP

- 35.2 THE Institute shall be wound up in accordance with the provisions of the Incorporated Societies Act 1908 or any statutory enactment substituted for that Act. The assets of the Institute shall be applied firstly in the satisfaction of debts, liabilities and obligations of the Institute and secondly the balance shall be appropriated pursuant to a resolution of the Institute towards such purpose or purposes or to such person, persons, society or corporate body as such resolution may specify but shall not be paid to or distributed amongst members of the Institute.