



NZIS

New Zealand
Institute of Surveyors
Te Rōpū Kairūri o Aotearoa

**Rules of the New Zealand
Institute of Surveyors
Incorporated**

**Trading as Survey and
Spatial New Zealand**



15 November 2018



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Rules of the New Zealand Institute of Surveyors Incorporated

1. Name

- 1.1 The name of the organisation is the “New Zealand Institute of Surveyors Incorporated” (NZIS). NZIS will trade as Survey and Spatial New Zealand. In these rules Survey and Spatial New Zealand will be used.

2. Definitions and Interpretation

- 2.1 In these rules:

Board means the board of Survey and Spatial New Zealand;

Branch or **Chapter** means a branch or chapter of Survey and Spatial New Zealand formed under rule 15;

Casual Vacancy means a vacancy that arises when a person does not serve out their full term of office;

CEO means the chief executive officer of Survey and Spatial New Zealand;

Certification means certification in accordance with rule 7;

Council means the Council of Survey and Spatial New Zealand comprising **Stream Councillors, Division Councillors, General Councillors, Appointed Councillors and the President** as referred to in rule 11;

Database means the Membership database referred to in rule 6;

Designated Date means the date nine calendar months after the most recently held AGM unless it is a different date decided by the Council;

Division means a key group of Members with a shared identity as determined by the Council under rule 9;

Electronic Vote means a method of casting a vote, not by being present at a meeting but by such other method (for example but not limited to email or electronic means) as approved by the Council;

Fee means any fee set by Survey and Spatial New Zealand;

Financial Year means the financial year of Survey and Spatial New Zealand;

General Meeting or **GM** means a general meeting of Members of Survey and Spatial New Zealand being an **Annual General Meeting** or **AGM** and/or a **Special General Meeting** or **SGM** as the context requires;

Letter of Expectation means a letter provided by Council to the Board setting out the Council's strategic priorities;

Member means a member of Survey and Spatial New Zealand;

Objects means the objects of Survey and Spatial New Zealand in rule 4.1;

Ordinary Resolution means a resolution requiring the support of a majority of the votes cast;

President means the president of Survey and Spatial New Zealand;

Previous Rules means the Survey and Spatial New Zealand rules which were in place immediately prior to adoption of these rules;

Special Interest Group or **SIG** is defined in rule 10;

Special Resolution means a resolution requiring the support of two thirds of the votes cast;

Stream means a group of Members working in and/or interested in a defined area of expertise within Survey and Spatial New Zealand as determined by the Council;

Surveying and Spatial means such definition as may be approved and adopted by Survey and Spatial New Zealand. At the date of adoption of these rules it is: cadastral, engineering, geodetic, hydrographic, mining and topographic surveying, remote sensing and photogrammetry, land information services, cartography, geographic information systems, spatial information technology and spatial data management, spatial planning and development, land use planning, urban design, land development and resource management.

2.2 In these rules:

- a. the singular includes the plural and vice versa;
- b. any reference to any Act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. references to a person includes incorporated bodies and unincorporated groups;
- d. headings are for reference only and do not assist interpretation; and
- e. derivatives of any term defined in these rules have a corresponding meaning.

3. Status

3.1 Survey and Spatial New Zealand is the trading name of the New Zealand Institute of Surveyors an incorporated society established under the Incorporated Societies Act 1908.

4. Objects

4.1 The Objects of Survey and Spatial New Zealand are:

- a. to promote quality, expertise and integrity in Surveying and Spatial;
- b. to be the representative body for Surveying and Spatial professionals in New Zealand;
- c. to promote training, education and certification of people involved in Surveying and

Spatial;

- d. to promote the benefits of Surveying and Spatial to the public.

5. Powers

- 5.1 Survey and Spatial New Zealand has full powers, jurisdiction and authority and (except as restricted by these rules), may do all and any things to carry out its Objects, including:
- a. acquire or receive the benefit of any property and deal with property in any way (including borrow, invest, lend and give or obtain security);
 - b. raise, levy and receive Fees and money by any lawful method;
 - c. establish, acquire or have interests in incorporated entities, trusts or other entities and utilise the assets of Survey and Spatial New Zealand in, through or with them;
 - d. produce, create, licence, use and protect intellectual property;
 - e. determine who are its Members and others involved in Survey and Spatial New Zealand and their entitlements, and withdraw, suspend, terminate or restrict Membership and other benefits;
 - f. determine the methods and structures to deliver national, regional and local benefits;
 - g. make, alter, rescind and enforce rules, policies, plans, charters and procedures to effect the Objects, or for the governance and operation of Survey and Spatial New Zealand;
 - h. determine, implement and enforce disciplinary, disputes and appeal procedures including make decisions, conduct hearings and impose sanctions and penalties;
 - i. engage and dismiss employees and contractors;
 - j. delegate powers of Survey and Spatial New Zealand to any person, committee or sub-committee, advisory group, (the composition of any of which is not limited to Members) and for that purpose to establish, fund and set the terms of reference and structure;
 - k. contract, engage or make any arrangements with any person to fulfil the Objects;
 - l. be a member of or affiliate to and/or be associated in any way with any person which has objects which are similar in whole or in part to the Objects in New Zealand and/or internationally;
 - m. produce, publish and distribute any communications, newsletters or publications;
and
 - n. do any other acts or things which Survey and Spatial New Zealand determines are incidental to or conducive to the attainment of the Objects.

6. Members

6.1 Categories

The categories of Membership are as determined by the Council and must be defined in policy and made readily available on Survey and Spatial New Zealand's website.

6.2 Member Benefits and Obligations

The benefits and obligations of each category of Membership are as set out in the Survey and Spatial New Zealand Membership policy and:

- a. All Members must conduct themselves in an ethical and professional manner and must comply with these rules, any requirements arising from these rules and with any code of conduct or other policy or process adopted by Survey and Spatial New Zealand.
- b. All Members must pay Fees to Survey and Spatial New Zealand as required by Survey and Spatial New Zealand.
- c. Voting Members (as defined in the Survey and Spatial New Zealand Membership policy):
 - i. must belong to one Stream and may belong to other Streams;
 - ii. may belong to one or more Divisions, subject to satisfying the criteria for belonging;
 - iii. are eligible to vote at GMs and subject to these rules have one vote each;
 - iv. subject to these rules, vote for election of Councillors (through each Division to which they belong, through each Stream to which they belong and for two General Councillors).
- d. Other categories of Members (as defined in the Survey and Spatial New Zealand Membership policy):
 - i. may belong to one or more Streams; and
 - ii. may belong to one or more Divisions, subject to satisfying the criteria for belonging.
- e. No private pecuniary profit shall be made by any member of Survey and Spatial New Zealand, except that:
 - i. Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of Survey and Spatial New Zealand;
 - ii. Survey and Spatial New Zealand may pay reasonable and proper remuneration to any member in return for services actually rendered to Survey and Spatial New Zealand. Provided however that any member, or any person associated with a member, who is to receive remuneration in accordance with this clause shall not by virtue of that member's capacity in any way determine or materially influence the

amount of the remuneration to be paid.

6.3 Applications and Changes of Category

- a. Applications for Membership shall be made and determined in accordance with the Survey and Spatial New Zealand Membership policy.
- b. If a Member wishes to change their Membership category and is eligible to do so they must do so in accordance with the Survey and Spatial New Zealand Membership policy and unless otherwise specified in such policy must do so between the most recently held AGM and the Designated Date.
- c. If a Member's application for a change of category of Membership is declined they remain in their existing Membership category subject to rule 6.4.

6.4 Cessation of Membership

- a. A person ceases to be a Member if:
 - i. any Fees due from that Member remain unpaid for four months or such longer period as decided by Survey and Spatial New Zealand; or
 - ii. they no longer meet the requirements of their category of Membership; or
 - iii. if removed by Survey and Spatial New Zealand in accordance with these rules and/or any Survey and Spatial New Zealand code of conduct or policy or process; or
 - iv. if the person resigns their Membership by notice in writing to Survey and Spatial New Zealand.
- b. Any cessation of Membership or change in Membership category, shall not affect a person's liability for Fees or any other moneys then owing to Survey and Spatial New Zealand, nor shall it affect their liability in respect of any code of conduct or other disciplinary action commenced (or arising from circumstances occurring or partly occurring) before such cessation, resignation or change takes effect.
- c. If provided for in the Survey and Spatial New Zealand Membership policy a Member whose Membership has ceased may apply for reconsideration of their status.
- d. A Member may have their Membership suspended for such period of time and on such conditions as may be determined by Survey and Spatial New Zealand including for any matter contemplated in rule 18.

6.5 Membership Database

Unless otherwise provided in Survey and Spatial New Zealand policy:

- a. Survey and Spatial New Zealand must maintain a Database which:
 - i. includes the following details for each Member: full name and postal address, email address if held, professional qualifications, Membership category, Certification status, Streams to which they belong, Divisions and SIGs to which they belong, positions of responsibility held within

- Survey and Spatial New Zealand, any Fees arrears, and any disciplinary action taken or being taken; and
 - ii. includes other information as determined by Survey and Spatial New Zealand.
- b. Members must maintain the accuracy of those details in the Database which Survey and Spatial New Zealand authorises them to maintain or must advise Survey and Spatial New Zealand in writing of changes.
- c. Upon request by a Member, Survey and Spatial New Zealand shall disclose to that Member, the details of that Member held on the Database.
- d. The Database may be used for determining eligibility to benefits of Membership and for any other purposes as determined by Survey and Spatial New Zealand subject to compliance with legal obligations in relation to any personal information.
- e. Subject to rule 6.5 d and any legal obligations in relation to personal information Survey and Spatial New Zealand may disclose to any person the following details from the Database about a Member without reference to that Member:
 - i. the fact of Membership;
 - ii. the category of Membership, Streams, Divisions and SIGs for that Member;
 - iii. Certification status; and
 - iv. positions of responsibility held within Survey and Spatial New Zealand.

7. Certification

- 7.1 Survey and Spatial New Zealand must have a Certification policy which unless otherwise determined by Survey and Spatial New Zealand must include:
 - a. categories of Certification as determined by Survey and Spatial New Zealand;
 - b. eligibility for and process by which Members may apply to Survey and Spatial New Zealand for Certification;
 - c. that Certification lapses in accordance with the Certification Policy unless the Certified Member has applied again and been re-Certified;
 - d. the purpose, benefits and obligations of Certification;
 - e. the manner in which Certification ceases; and
 - f. any other provisions as determined by Survey and Spatial New Zealand.
- 7.2 Survey and Spatial New Zealand must maintain a Certification register of competencies.

8. Streams

8.1 Purpose

The purpose of a Stream is to represent Members in particular areas of professional expertise.

8.2 Categories

The number and categories of Streams, the terms on which they are formed, continued or discontinued, the benefits and obligations of belonging to Streams, and the role of Streams are determined by the Council.

8.3 Role

At the date of adoption of these rules the Council has determined that the role of a Stream is to:

- a. act in an advisory role to provide input to the Council, Board and the CEO;
- b. contribute to development of policies and setting of standards as may be requested by Survey and Spatial New Zealand and subject to approval of Survey and Spatial New Zealand;
- c. contribute to assessment of candidates for Certification as may be requested by Survey and Spatial New Zealand;
- d. be the point of contact for continuing professional development and identify continuing professional development requirements and needs;
- e. coordinate SIGs which are attached to it;
- f. provide a forum for Members belonging to it;
- g. develop and retain relevant knowledge;
- h. be a source of information for Survey and Spatial New Zealand;
- i. if required to do so by Survey and Spatial New Zealand, liaise with tertiary institutions; and
- j. appoint and be represented by a Stream leader, appoint and be led by a Stream leadership team and subject to this rule 8 elect a Stream Councillor.

8.4 Leadership

A Stream is led by a leadership team comprising:

- a. two to eight appointees who are Members, who:
 - i. are nominated by Members belonging to that Stream; and
 - ii. are, subject to approval of the nominee by the Council in its discretion, appointed for terms of two years by the Council from those nominated; and
- b. a Stream Councillor (if the Stream is eligible to elect a Councillor (see rule 8.7)).

- 8.5 A Stream leader must be appointed annually within one month of the AGM and as required to fill any Casual Vacancy, by and from any of the persons in the Stream leadership team. In the absence of such appointment the Council may appoint the Stream leader and if so it may appoint a Voting Member who does not necessarily belong to that Stream.
- 8.6 The Stream leadership team commences their term at the conclusion of the AGM at which their appointment is announced, or if filling a Casual Vacancy then at a date specified by the Council.
- 8.7 Councillor**
- a. Voting Members have the right to vote in every Stream to which they belong.
 - b. A Stream is eligible to elect a Councillor if by the Designated Date there are ten or more Voting Members belonging to it.
 - c. The Stream leadership team calls for nominations by Voting Members from among Voting Members in the Stream for the position of Councillor. To be eligible to nominate, stand for or vote for the position of Councillor the Voting Members must have belonged to that Stream by the Designated Date, but for the purpose of filling a Casual Vacancy they must have belonged as at the date that nominations are called.
 - d. A Stream Councillor is elected by Electronic Vote by the eligible Voting Members in that Stream or in accordance with a process determined by Survey and Spatial New Zealand policy and provided that if only one candidate is nominated for election then that person is deemed to be elected without requirement for an election.
 - e. Except in the case of filling a Casual Vacancy the election process must be completed within two months after the Designated Date unless Survey and Spatial New Zealand allow an extension.
 - f. If an eligible Stream does not elect a Councillor in accordance with rule 8.7, or does not notify Survey and Spatial New Zealand in accordance with Survey and Spatial New Zealand requirements, the Council may appoint a Councillor who is deemed to be the Stream Councillor.
 - g. A Stream Councillor commences their role on the Council at the conclusion of the AGM at which their election is announced (or in the case of filling a Casual Vacancy upon announcement by Survey and Spatial New Zealand of their election) and holds that office until the earlier of:
 - i. the conclusion of the AGM two years after the AGM at which their election was announced; or
 - ii. they are no longer a Voting Member; or
 - iii. they cease to belong to the Stream; or
 - iv. cessation (whether by resignation, death, incapacity, moving overseas or otherwise).
 - h. If a Casual Vacancy arises in the office of Stream Councillor a replacement is

elected to fill the remainder of the term on the Council in accordance with this rule 8.7.

8.8 Meetings

Each Stream leadership team must:

- a. either convene and hold a Stream meeting or hold an Electronic Vote among the Voting Members belonging to that Stream within one month after the Designated Date (or as required to fill any Casual Vacancy) to select its nominated candidates for the Stream leadership team (for consideration by the Council under rule 8.4 a ii);
- b. no later than one month after the AGM (or as needed to fill a Casual Vacancy) appoint a Stream leader;
- c. lead and coordinate the Stream to undertake its role and convene Stream leadership team meetings as they see fit;
- d. undertake any additional role in respect of SIGs as required by Survey and Spatial New Zealand.

9. Divisions

9.1 Purpose

The purpose of a Division is to provide a forum for Members who have involvement or interest in a defined sector of Surveying and Spatial.

9.2 Categories

- a. The number and categories of Divisions, the terms on which they are formed, continued or discontinued, the benefits and obligations of belonging to Divisions and the role of Divisions are determined by the Council.
- b. Members may belong to one or more Divisions.
- c. Each Division shall set its criteria for belonging, subject to Survey and Spatial New Zealand approval of the criteria.

9.3 Role

At the date of adoption of these rules the Council has determined that the role of a Division is to:

- a. provide a forum for the Division;
- b. provide a voice to Survey and Spatial New Zealand on the interests of the Division;
- c. represent Division interests via a Division Councillor at the Council; and
- d. if specifically authorised to do so by, and in accordance with Survey and Spatial New Zealand requirements, provide a voice externally for that Division.

9.4 Councillor

- a. Voting Members have the right to vote in every Division to which they belong.
- b. A Division that has ten or more Voting Members that belong to it as at the Designated Date is eligible to elect a Councillor.
- c. Survey and Spatial New Zealand calls for nominations by Voting Members that belong to that Division from among those Voting Members for the position of Councillor. To be eligible to nominate, stand for and vote for the position of Councillor the Voting Members must have belonged to the Division as at the Designated Date but for the purpose of filling a Casual Vacancy they must have belonged as at the date that nominations are called. A Division Councillor is elected by Electronic Vote by the eligible Voting Members in that Division, or in accordance with a process determined by Survey and Spatial New Zealand policy and provided that if only one candidate is nominated for election then that person is deemed elected without requirement for an election.
- d. Except in the case of filling a Casual Vacancy the election process must be completed within two months after the Designated Date unless Survey and Spatial New Zealand allows an extension.
- e. If an eligible Division does not elect a Councillor or does not notify Survey and Spatial New Zealand in accordance with Survey and Spatial New Zealand requirements, the Council may appoint a Councillor who is deemed to be the Division Councillor.
- f. A Division Councillor commences their role on the Council at the conclusion of the AGM at which their election is announced (or in the case of filling a Casual Vacancy upon announcement by Survey and Spatial New Zealand of their election) and holds that office until the earlier of:
 - i. the conclusion of the AGM two years after the AGM at which their election was announced; or
 - ii. they are no longer a Voting Member; or
 - iii. they cease to belong to the Division; or
 - iv. cessation (whether by resignation, death, incapacity, moving overseas or otherwise).
- g. If a Casual Vacancy arises in the office of Division Councillor a replacement shall be elected to fill the remainder of the term on the Council in accordance with this rule 9.4.

9.5 Leadership

The Division shall be operated and led in accordance with Survey and Spatial New Zealand policy.

9.6 Meetings

Survey and Spatial New Zealand must:

- a. Convene and hold a Division meeting or hold an Electronic Vote among the Voting Members in that Division within one month after the AGM (or as needed

to fill a Casual Vacancy) to appoint a Division leader from among the Voting Members that belong to that Division. In the absence of such appointment the Council may appoint the Division leader and if so it may appoint a Voting Member who does not necessarily belong to that Division.

- b. lead and coordinate the Division to undertake its role and convene Division meetings as it sees fit.

10. Special Interest Groups

- 10.1 A SIG is a group of Members who have in common:
 - a. a characteristic; and/or
 - b. status; and/or
 - c. an interest in a specific area or aspect of Surveying and Spatial; and which the Council determines is a SIG.
- 10.2 The need for and categories of SIGs and the terms on which they are formed, continued or discontinued, and the role of each SIG are determined by the Council.
- 10.3 Involvement in a SIG is voluntary. If required by Survey and Spatial New Zealand a SIG must be attached to a Stream and is subject to involvement of a Stream leadership team as may be required by Survey and Spatial New Zealand.
- 10.4 A SIG reports to the Council (directly or via a Stream if so required by Survey and Spatial New Zealand) and is regulated by Survey and Spatial New Zealand policy.

11. Council

Composition of the Council

- 11.1 The Council consists of individuals who must be Voting Members, as follows:
 - a. the Stream Councillors;
 - b. the Division Councillors;
 - c. two General Councillors elected from and by Voting Members in accordance with rule 11.2;
 - d. one Appointed Councillor may be appointed by the Council under rule 11.3 to cover missing competencies; and
 - e. the President (see rule 11.13).
- 11.2 The process for election of General Councillors is:
 - a. Survey and Spatial New Zealand calls for nominations for the positions of General Councillors. Voting Members are eligible to nominate, stand for and vote for the position of General Councillor provided they have been a Voting

Member as at the Designated Date but for the purpose of filling a Casual Vacancy they must have been a Voting Member as at the date that nominations are called;

- b. the General Councillors are elected from the nominations by Electronic Vote by the Voting Members provided that if the number of candidates nominated does not exceed the number of General Councillor vacancies then those candidates are deemed to be elected without requirement for an election; and
- c. rules 8.7 e to h apply with such adjustment to apply to General Councillors.

11.3 Appointed Councillors:

- a. are appointed by such process as the Council decides after considering any recommendations made by the Council governance committee (see rule 11.22);
- b. commence their term of office from such date as decided by the Council; and
- c. cease office at the second AGM following the date of their appointment or such earlier date that they are: no longer a Voting Member, are required to retire if filling a Casual Vacancy, have reached the maximum consecutive years in office, or cease their office as referred to in rule 8.7 g iv.

Rotation of Councillors

11.4 The term of office of Stream, Division and General Councillors is two years. Appointed Councillors must retire at the second AGM after commencement of their term.

- a. Retiring Councillors are eligible to stand again but cannot serve more than eight years consecutively in office.
- b. A person filling a Casual Vacancy continues the term of the person they replace and for the purposes of calculating their consecutive years in office a part-year in office is rounded up to the whole year.

Role of the Council

11.5 The role of the Council is to:

- a. be the ultimate source of authority for Survey and Spatial New Zealand and unless otherwise stated in these rules may exercise all powers of Survey and Spatial New Zealand;
- b. control Membership of Survey and Spatial New Zealand and Survey and Spatial New Zealand Membership Policy;
- c. represent the interests of Members;
- d. appoint Board members in accordance with rule 12;
- e. elect the President from among the Councillors excluding the Appointed Councillor who is not eligible for that position and elect the Vice-President from among the Councillors;

- f. ensure that there is a governance manual that defines the roles of the Council, the Board and the CEO and includes the process for approval of governance policies by the Council and for approval of operational policy by the Board;
- g. appoint Stream leaders in accordance with rule 8;
- h. appoint auditors;
- i. provide the Board with an annual Letter of Expectation outlining the Council's priorities;
- j. receive the five-year plan, including the fiscal policy, developed by the Board;
- k. at the mid-point of each strategy period to evaluate progress implementing the strategic plan;
- l. set the policy for any aspect of Survey and Spatial New Zealand including:
 - i. for ensuring compliance with ethics and standards within Survey and Spatial New Zealand;
 - ii. for distinctions and awards; and
 - iii. for recruitment and admission of new Members;
- m. at its discretion, delegate authority to the Board; and
- n. evaluate the Board and set remuneration (if any) for Board members.

Meetings of the Council

11.6 The Council:

- a. must meet in person at least once each year;
- b. must meet at other times if so required by the President or by 50% of Councillors;
- c. apart from the meetings in Rule 11.6 a, may meet in person or by teleconference or by other means by which those participating may hear each other simultaneously;
- d. unless otherwise specified in these rules or in Survey and Spatial New Zealand policy, regulates its meeting rules and procedures as it sees fit.

11.7 Ten days written notice of a meeting of the Council, or 72 hours' notice in a case of emergency, shall be given to each Councillor and shall, if practicable, contain a statement of intended business.

11.8 The quorum for a Council meeting is 50% of the number of Councillors.

11.9 The chair of each Council meeting is:

- a. the President; or
- b. in the President's absence, the Vice-President; or
- c. in the absence of the President and the Vice-President, a Councillor elected by the meeting.

- 11.10 All Councillors have one vote at Council meetings. The chair does not have an additional casting vote.
- 11.11 Decisions of the Council are by Ordinary Resolution (unless otherwise required by these rules) by voice or if requested by the chair by a show of hands and if requested by the chair of the meeting or by any five Councillors then by secret ballot. A resolution in writing forwarded to all Councillors shall be valid if it is assented to in writing by the required majority for the resolution.
- 11.12 The Council must ensure that minutes are kept of all Council meetings.

Election of the President and Vice-President of the Council

- 11.13 The following provisions apply in relation to the positions of President and Vice-President:
- a. The President is elected by the Council from among the Stream, Division and General Councillors for a term of two years;
 - b. The Vice-President is elected by the Council from among the Councillors for a term of up to two years (as determined by the Council) and if their term as a Councillor ceases and they are not re-elected or re-appointed then their term of Vice Presidency ceases;
 - c. The appointments of the President and Vice-President are to be announced at the AGM or at such other time that the Council fills a Casual Vacancy in the positions;
 - d. Upon election the President gives up their role and is replaced as a Stream, Division or General Councillor in accordance with these rules;
 - e. Their term of office also ceases as referred to in rule 8.7 g iv; and
 - f. To avoid doubt rule 11.4 a and b applies to them, and in the case of the President who gives up their role as a Stream, Division or General Councillor, the eight-year restriction in rule 11.4 a includes their total consecutive time in office as Councillor and as President.
- 11.14 The President and Vice-President cannot be chair of the Board.

Role of the President and Vice-President

- 11.15 The President:
- a. represents Survey and Spatial New Zealand externally as the head of Survey and Spatial New Zealand;
 - b. is the face of Survey and Spatial New Zealand to the public;
 - c. is invited to and is expected to attend and speak at Board meetings; and
 - d. chairs GMs.
- 11.16 The role of the Vice-President is to act as president in the absence of the President, to support the President and share the workload of the President.
- 11.17 There is no automatic escalation from the role of Vice-President to President.

- 11.18 The Council fills any Casual Vacancy in the positions of President and Vice-President by election from among the Councillors. If the President or Vice-President vacates their position on the Council then such Casual Vacancy is dealt with in accordance with these rules.

Evaluation of the Council

- 11.19 The Governance Committee shall evaluate the Council's performance annually prior to the AGM in accordance with Survey and Spatial New Zealand policy.

Remuneration

- 11.20 Councillors are not remunerated.

Committees

- 11.21 The Council shall establish committees including but not limited to: an ethics and standards committee; an enquiry panel to deal with disciplinary issues within Survey and Spatial New Zealand; and a governance committee. Every Council committee shall have terms of reference prescribed for it by the Council.
- 11.22 The Council governance committee shall have a composition approved by Council. The Committee shall:
- a. make recommendations to Council on individuals for Appointed Councillors (other than the President);
 - b. make recommendations to Council on individuals for appointment as Board members.
 - c. undertake Board and Council performance reviews as required in these rules.

12. Board

- 12.1 The Board consists of six individuals:
- a. four Voting Members of Survey and Spatial New Zealand; and
 - b. two independents who are not Members of Survey and Spatial New Zealand and who are not subject to any business or other relationship or circumstance that could materially interfere with the exercise of their independent judgment.
- 12.2 All appointments (and filling of Board Casual Vacancies) are made by the Council after considering:
- a. the ability and willingness of a candidate to make a substantial commitment and contribution to the governance of Survey and Spatial New Zealand;
 - b. commercial and governance experience (especially of the independents);
 - c. ensuring that people with an appropriate mix of skills are on the Board to assist it to fulfil its role and add value to Survey and Spatial New Zealand;
 - d. the recommendations from the Council governance committee; and

- e. any other requirements, criteria and process as set out in the Survey and Spatial New Zealand Board appointments policy.
- 12.3 The chair of the Board is elected annually from among Board members, by the Board. A person can be re-elected as chair of the Board.
- 12.4 All Board members have one vote at Board meetings. The chair does not have an additional casting vote.
- 12.5 The role of the chair of the Board is to manage and facilitate Board meetings and to manage the CEO.
- 12.6 The President is invited to and is expected to attend all Board meetings and has speaking rights but no voting rights. The CEO is to attend all Board meetings unless otherwise required by the Board.
- 12.7 The role of the Board includes:
- a. using the collective skills of Board members to provide good governance of Survey and Spatial New Zealand;
 - b. acting in the best interests of Survey and Spatial New Zealand and its Members;
 - c. acting on behalf of Survey and Spatial New Zealand and Members using delegated authorities from the Council;
 - d. ensuring that in general Survey and Spatial New Zealand acts with the public interest in mind;
 - e. maintaining stewardship of Survey and Spatial New Zealand;
 - f. developing a five-year plan and a fiscal policy for Survey and Spatial New Zealand, both for receipt by the Council;
 - g. having due regard for the Council's priorities as set out in its Letter of Expectation when developing the five-year strategy and any subsequent action plan.
 - h. Report annually to the Council on progress implementing its priorities set out in the Letter of Expectation and the five-year strategic plan.
 - i. developing an annual plan, financial plan, budget and key performance indicators;
 - j. developing a marketing plan;
 - k. developing a recruitment, retention and human resources plan;
 - l. appointing a CEO, setting the terms of that appointment including remuneration (which remuneration may be determined by way of Board committee) and key performance indicators and implementing a mechanism for assessing the performance of the CEO;
 - m. delegating authority to the CEO as required (and including authority to form and operate advisory groups to inform the CEO on specific areas);
 - n. approving any contracts, capital expenditure, operating expenditure, hiring and dismissal of staff if any of these are not delegated to the CEO;
 - o. implementing the Council policies as and when directed by the Council;

- p. developing, reviewing and monitoring risk and compliance and risk management policies;
- q. developing, reviewing and monitoring operational policies as required;
- r. providing timely reports to the Council and Members;
- s. preparing the annual report and accounts;
- t. arranging any audit required by these rules;
- u. ensuring policy and compliance frameworks are in place;
- v. protecting the image and reputation of Survey and Spatial New Zealand;
- w. having oversight of the Member admissions process;
- x. setting Fee levels;
- y. establishing Board committees; and
- z. appointing the chair of the Board.

Meetings

12.8 The Board:

- a. must meet at least six times each year;
- b. must meet at other times as required by the chair of the Board or as required by four Board members;
- c. may meet in person or by teleconference or by other means by which those participating may hear each other simultaneously;
- d. unless otherwise specified in these rules or in Survey and Spatial New Zealand policy, regulates its meeting rules and procedures as it sees fit;
- e. quorum for a meeting is four Board members.

Term of appointment

12.9 A Board member commences their term of office upon their appointment by the Council and holds office until the earlier of:

- a. the end of the third AGM after their appointment. A Board member can be reappointed for a maximum of three terms of three years or nine years total whichever is the longer;
- b. if a Voting Member appointed under rule 12.1 a, ceasing to be a Voting Member;
- c. an independent Board member ceasing to be independent (as set out in rule 12.1 b) or becoming a Voting Member;
- d. cessation (whether by resignation, death, incapacity, moving overseas, removal by Special Resolution at a Board meeting, or otherwise).

Evaluation

- 12.10 The Council governance committee shall evaluate Board performance annually prior to the AGM in accordance with Survey and Spatial New Zealand policy.

Remuneration

- 12.11 Board members are not remunerated unless within the parameters of Survey and Spatial New Zealand policy and in accordance with the following process:
- a. the Board recommends to the Council that:
 - i. Board members should be remunerated at a specified level or within a specified range; and
 - ii. Board members pass an Ordinary Resolution that it is an appropriate use of Survey and Spatial New Zealand funds to do so; and
 - b. the Council in its discretion approves remuneration as it sees fit.

Committees

- 12.12 The Board shall establish committees including but not limited to committees for: finance, risk and audit; and a remuneration and CEO committee.
- 12.13 Every Board committee shall have a policy prescribed for it by the Board.

13. Survey and Spatial New Zealand Meetings

Annual General Meeting

- 13.1 Survey and Spatial New Zealand shall hold an Annual General Meeting on a date fixed by the Council. Survey and Spatial New Zealand must give Voting Members, Fellows and Board Members not less than 60 days' notice of the date, time and venue of the AGM and not less than 28 days' notice of the agenda for the AGM and such information as to enable a Voting Member to form a view on the agenda items.
- 13.2 The purpose of the AGM is to:
- a. receive the annual report and audited financial statements of Survey and Spatial New Zealand;
 - b. receive a presentation on the five-year plan and/or progress of the plan;
 - c. announce the Councillors and the Board Members for the ensuing year;
 - d. announce the President and Vice-President for the ensuing year;
 - e. consider any nominations for Fellowship of Survey and Spatial New Zealand that Council puts forward to be voted upon at the AGM rather than by Electronic Vote;
 - f. appoint an auditor;
 - g. record the awards of Fellowship and Honorary Status made during the year (if

any); and

- h. consider any other business on the agenda.

Special General Meeting

- 13.3 The Council:
 - a. may itself decide to call a Special General Meeting; and
 - b. must call a SGM within 60 days of receiving a request for a SGM be called which:
 - i. states the purpose of the proposed meeting; and
 - ii. is signed by not less than 20 Voting Members.
 - c. must give Voting Members, Fellows and Board Members not less than 28 days' notice of the date, time, venue and purpose of the SGM.

Meeting Procedures

- 13.4 Members, Fellows, Board Members, the CEO, staff, individuals with Honorary status and any others invited by Survey and Spatial New Zealand may attend a General Meeting.
- 13.5 The quorum for a GM is 30 Voting Members present.
- 13.6 Voting Members are eligible to vote at GMs and in Electronic Voting unless restricted from doing so by these rules or Survey and Spatial New Zealand policy.
- 13.7 At a GM if the attendees do not form a quorum then the GM is delayed until such time as a quorum is filled provided that if still not filled then such number in attendance half an hour after the scheduled start of the AGM is deemed to be a quorum. If there is no quorum half an hour after the scheduled start of a SGM the SGM is cancelled.
- 13.8 The procedures for GMs shall be as set out in Survey and Spatial New Zealand policy and if not covered then as determined by the chair of the meeting.

Notices

- 13.9 Any notices in relation to a GM or as otherwise required in these rules may, unless otherwise specified, be given by such method (for example post, e-mail, notification on a website or other method) as determined by Survey and Spatial New Zealand.
- 13.10 Any irregularity, error or omission in notices, agendas and relevant papers for a GM or the omission to give notices within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organisation of a GM shall not invalidate a GM nor prevent a GM from proceeding provided that:
 - a. The chair in his or her discretion determines that it is still appropriate for the GM to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the GM and such motion is passed by Special Resolution.

14. Awards, Honorary and Fellow Status

14.1 Honorary Status

- a. The award of Honorary status is conferred by the Council upon individuals who:
 - i. are nominated in writing by at least two Councillors for consideration at a Council meeting; and
 - ii. are approved by Ordinary Resolution of the Council as meriting Honorary status for having rendered significant service to Survey and Spatial New Zealand or for being prominent in a field of science or in pursuits aligned to Survey and Spatial New Zealand.
- b. Individuals who have Honorary status receive such benefits as may be determined by Survey and Spatial New Zealand policy;
- c. Honorary status may be removed at any time by the Council.

14.2 Fellowship

- a. The pinnacle award of Survey and Spatial New Zealand is of Fellowship of Survey and Spatial New Zealand which is conferred by Survey and Spatial New Zealand upon individuals who:
 - i. have rendered eminent service to Survey and Spatial New Zealand; and
 - ii. have been nominated in writing to Survey and Spatial New Zealand by at least two Members; and
 - iii. have been approved by an Ordinary Resolution of the Council; and
 - iv. at the time of conferment are a Member; and
 - v. have received approval by Ordinary Resolution of Voting Members at a GM or by Electronic Vote as may be required by the Council.
- b. Fellows receive such benefits as may be determined by Survey and Spatial New Zealand policy.
- c. Fellowship status may be removed at any time by the Council.

- 14.3 Other awards may be made by Survey and Spatial New Zealand in accordance with the Survey and Spatial New Zealand awards and distinctions policy.

15. Branches (also known as Chapters)

15.1 Composition

- a. Branches are unincorporated groups made up of Members in such geographical areas where there is a community of interest as may be approved by the Council. The Council may allow on terms set by it, the operation of more than one Branch in a geographical region and if so may identify and/or differentiate between them by naming one as the “Chapter”, another as the “Branch”, and/or any other names as it decides.
- b. Each Branch shall comprise not less than six Voting Members unless otherwise approved by the Council.

15.2 Branch Officers

The Members (except Student Members) in the geographical region covered by a Branch shall elect from among themselves a chair and a manager each of whom shall hold office for one year or such other period decided by the Branch. The names of such persons shall be forwarded to the Council for confirmation and approval. Each Branch shall also elect a delegate to the AGM and may extend this to any SGM. The name of such delegate shall be forwarded to the Council for confirmation and approval. The Council may withhold approval as it sees fit in relation to any of the persons in this rule but must not act unreasonably.

15.3 Role

At the date of adoption of these rules the role of Branches includes:

- a. providing a forum for Members to discuss professional and technical matters of interest particularly in the area where the Branch is located;
- b. enquiring into and report to the Council on any matter which the Council considers it appropriate for a Branch to do so;
- c. promoting the profession of Surveying and Spatial;
- d. protecting the interests of Survey and Spatial New Zealand;
- e. where consistent with c and d protecting the interests of the public in relation to Surveying and Spatial; and
- f. implementing any matter that the Council directs.

15.4 Branch rules

Each Branch is self-managing but must submit to the Council annually a report of its activities against its plan and budget for that year.

15.5 Finance

Expenses incurred by a Branch in the fulfilment of Branch functions, may be reimbursed to the Branch if provided in, and in accordance with, Survey and Spatial New Zealand policy.

16. Finance and Audit

- 16.1 The Financial Year is 1 July to 30 June unless otherwise determined by the Board.
- 16.2 The Board must ensure that proper financial records are kept, the annual statements of account are audited, and that it has appropriate policies for management of Survey and Spatial New Zealand finances.
- 16.3 Survey and Spatial New Zealand funds may be invested in such manner as determined by the Board.

17. Limitation of Liability and Indemnity

- 17.1 No current or former member of the Council or the Board has any liability to Survey and Spatial New Zealand or the Members for any act or omission in their capacity as a member of the Council or of the Board except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.
- 17.2 Each current or former member of the Council or of the Board is indemnified by and out of the assets of Survey and Spatial New Zealand against:
 - a. any liability arising out of any act or omission in their capacity as a member of the Council or of the Board excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
 - b. costs incurred by them in any proceeding relating to such liability.
- 17.3 This rule is intended to be enforceable by each current or former member of the Council or of the Board.

18. Disputes, breaches of Rules and Penalties

- 18.1 The Council shall adopt a code of conduct and/or other policies and processes which it requires to cover the ethical, professional and other obligations of Members and matters arising from them including but not limited to receipt of complaints, identification of and investigation of issues, consideration, hearing and determination of issues, and disciplinary consequences and punishment for breaches.
- 18.2 The Council may also adopt policies requiring Members to adhere to processes that it considers will assist with fair, efficient and timely resolution of or decisions on disputes that arise between any Members.
- 18.3 The Council may request the President or any other person to act as a mediator in disputes involving Members.

19. Seal

- 19.1 Survey and Spatial New Zealand must have a common seal which is to be used in accordance with Survey and Spatial New Zealand policy and in the absence of such policy then as determined by the Board.

20. Alteration to Rules

- 20.1 These rules can only be changed by Special Resolution at a General Meeting and may only be proposed by:
- a. written notice received by Survey and Spatial New Zealand at least 45 days prior to the AGM or as a separate request for a SGM under rule 13 and in each case setting out the change and signed by not less than 20 Voting Members; or
 - b. the Council;
 - c. no addition to or alteration of the aims/objects, payments to members clause or the winding-up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

21. Liquidation and Disposition of Assets

- 21.1 Survey and Spatial New Zealand may be voluntarily liquidated if, at a General Meeting a Special Resolution is passed requiring Survey and Spatial New Zealand to be liquidated and the resolution is confirmed by a further Special Resolution passed at a subsequent General Meeting called for that purpose and held not earlier than 30 days and not later than 60 days after the date on which the original resolution was passed.
- 21.2 If, upon the liquidation of Survey and Spatial New Zealand, there remains after the satisfaction of all Survey and Spatial New Zealand debts and liabilities any property whatsoever, the property shall be given to some other entity or entities having objects similar to the Objects as decided by the Voting Members and in the absence of any decision then as determined by the High Court of New Zealand.
- 21.3 Any property whatsoever shall not be paid to or distributed among the Members.

22. Savings

- 22.1 If any matter arises in relation to Survey and Spatial New Zealand that is not provided for in these rules, the matter shall be dealt with as required by the Council, or if it arises in relation to conducting a meeting then as required by the chair of the meeting.

23. Transition

- 23.1 A Member who immediately prior to adoption of these rules is a member under the Previous Rules is deemed to be a Member in such category under these rules as determined by Survey and Spatial New Zealand.
- 23.2 A person who immediately prior to adoption of these rules is a fellow or an honorary member under the Previous Rules is deemed to have Fellow or Honorary status (as appropriate) under these rules.