

The Designers Institute of New Zealand Incorporated

CONSTITUTION
June 2003

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1. NAME

The name of the organisation shall be:

The Designers Institute of New Zealand Incorporated

(the Institute).

**2. DEFINITIONS, REFERENCES &
INTERPRETATION**

2.1. Use of Capital Letters:

Defined words and expressions are indicated in this Constitution by capital letters for convenience only. The absence of initial capital letters shall not imply that the word or expression is used with a different meaning from that given by its definition.

2.2. Defined Terms:

In this Constitution, unless the context otherwise requires, any references to:

'acceptance' means acceptance of a prospective member's application to join the Institute by Council on such terms and into such membership class as Council shall in its discretion decide;

'agreement' means any instrument, contract, deed, licence, franchise or legally enforceable arrangement, undertaking or understanding, (in each case whether or not in writing and whether express or implied);

'appellation' means the abbreviation letters signifying the professional standing of each class of membership which the member may use after his or her name on any document;

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'Appointed Officer'	means any Officer who is not elected but who holds an office which is filled at the direction and on pleasure of Council and who is charged with responsibility to the Council to manage or conduct part of the affairs of the Institute. The title and role of any Appointed Officer shall be defined in the Constitution;
'ballot'	means unless otherwise provided in this Constitution or any regulation the voting of all members at a General Meeting whether in person or by delivery of a ballot paper by in person or by post to the Secretary for the Secretary to put before the meeting for counting;
'Bylaws'	has the same meaning as Regulation;
'Code of Ethics'	means the Code of Ethics as has been promulgated by Council and shall remain in force until Council exercises its powers to add to, amend or repeal the Code of Ethics;
'Code'	has the same meaning as Regulation and shall include the Code of Ethics
'costs'	<p>includes all legal, valuation, inspection and other costs, charges, disbursements, expenses, outgoings, fees, losses, liabilities and other similar amounts (including all legal fees on a solicitor to client basis and stamp duty) and any duties, GST, or similar tax payable on such costs.</p> <p>Such costs may also arise by being incurred in, or of and incidental to, the negotiation, preparation, execution, delivery, completion, registration, stamping, administration, performance and enforcement of an agreement and all other ancillary agreements and documents and any variation, modification or amendment of it and the exercise or enforcement of rights under an agreement or document between the Institute and its members or other parties;</p>
'Council'	means the Council of the Designers Institute of New Zealand;

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"days"	in respect of the service of notices means the whole number of days from the sending of the notice and shall include all days of the week and statutory holidays;
'Design Sectors'	means the specialised areas within the design profession in New Zealand from time to time identified as such by the Council and by which the Council may categorise members ('Design Sector Groups') for the purpose of proportional representation voting on election of members to Council;
'Design'	means the activity of evolving ideas and the related aesthetic, technical and human factors in the development of products, visual communications, environments, crafts, apparel, textiles and surfacing materials;
'document'	includes any agreement in writing and any deed, certificate, notice, instrument or document of any kind;
'dollars'	or '\$' or sums of money are (except as expressly provided) references to sums of money denominated in the lawful currency of New Zealand;
'Elected Officers'	means any Officer who is elected to office or who holds an office which is filled at the direction and on pleasure of Council pending the next Annual General Meeting of Members. The title and role of any Elected Officer shall be defined in the Constitution;
'Ex Officio officer'	means any Officer who is not elected but who holds an office by virtue of having been an Elected Officer. The title and role of any Ex Officio Officer shall be defined in the Constitution;
'Fees'	has the same meaning as subscriptions
'Full Council Meeting'	means a meeting of Council which may not be called at short notice and the rights powers and duties of which shall not be delegated nor be able to be delegated;

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'guarantee'	includes any guarantee, indemnity, performance bond, letter of credit or other assurance and any other like obligation of any person to pay, purchase or provide funds (called 'the method of payment') on behalf others (called 'the principals'). The term 'the method of payment' includes the advance of money, the purchase or subscription of shares or other securities, the purchase of assets or services, or otherwise for payment of the obligation or to indemnify against the consequences of default of the principals. The term 'the principals' includes the guarantor as a joint tenant, shareholder or holder of a like interest as a principal or having an interest in the principal. The terms ' guarantor ' and ' guaranteed ' shall be construed accordingly;
'Honorary Officer'	means any Officer who is not elected but who holds an office which is filled at the direction and on pleasure of Council and who is charged with responsibility to the Council to provide professional advice or services. Nothing in this Constitution shall be construed nor may the Council require of any Honorary Officer that any Honorary Officer accept responsibility for the affairs of the Institute beyond those imposed in the discharge of that Honorary Officer's professional duty. The title and role of any Honorary Officer shall be defined in the Constitution;
'indebtedness'	includes any obligation (whether present or future, actual or contingent, secured or unsecured, as principal or surety or otherwise) for payment or repayment of money;
'non financial'	means in the context of members a member who has not paid subscriptions when the subscription fee due;
'Office holding'	means with respect to the rights of members the right of members to stand for election or accept being co-opted onto Council;

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'Officer'	means a person having a defined role pursuant to this Constitution as a member of the Council or having a defined administrative or advisory role with the Institute and shall include Appointed, Elected, Ex Officio and Honorary Officers;
'Ordinary Resolution'	means a resolution of members passed by a simple majority of members attending or voting by proxy at a meeting of members;
'Participation'	means in the context of member rights the right of a member to participate in or serve on any committee or sub-committee of Council;
'person'	includes reference to any natural person, company, corporation, firm, partnership, joint venture, society, organisation or other group or association of persons (whether incorporated or not), trust, state or agency of state, statutory or regulatory body, local authority, government or governmental or semi-governmental body or agency (in each case whether or not having separate legal personality) and includes a party to this Agreement;
'Regulation'	shall mean, unless the context otherwise clearly requires a different meaning, any written direction of Council regulating its relationship with members or the relationship between members or standards of conduct of members the subject of which are within the powers of Council contained in this Constitution and Rules and shall include the Code of Ethics, any Code or Bylaw;
'Rights'	means in the context of members a members defined rights as set out in the Constitution and otherwise at law;
'security interest'	includes any guarantee, mortgage, pledge, lien, debenture, assignment, hypothecation, fixed or floating charge, encumbrance, deferred purchase, trust, title retention, contractual right of set off, lease, financial lease, sale-and-repurchase or sale-and-leaseback arrangement or other security interest of any nature;

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'Speaking'	means within the context of member rights the right to speak at meetings of members within standing orders;
'special resolution'	means a resolution of members passed by a 75% of members attending or voting by proxy at a meeting of members;
'Sponsor'	means within the context of membership the number of and class of member required to support a prospective members application for membership or application of a member for elevation from a subordinate class of membership to a higher class of membership;
'Subscriptions'	means membership fees payable in such amounts and on such terms as shall be from time to time determined by Council;
'Term'	means within the context of membership the period of time that a member must unless dispensation is given by Council remain a member of that class of membership before qualifying for elevation to a higher class of membership;
'transmittal service'	means in relation to any document a method of transmittal of the document or all the information appearing in the document either by delivery, post, facsimile, telex or acknowledged computer to computer transmission;
'Voting'	means in the context of member rights the right of members to vote at any meeting of members for candidates for Council by ballot, proxies or vote in person and shall include non-financial members where the Council has by regulation to be circulated with the notice of meeting declared that non-financial members may vote if the arrears of subscriptions are not greater than a prescribed amount in dollars or overdue for more than a prescribed number of months.;

2.3. Accounting Terms:

Unless otherwise expressly defined in the Constitution and Rules, expressions or descriptions used in the Constitution and Rules concerning accounting or reporting functions shall, where not prescribed by law, bear the meanings ascribed to those expressions according to generally accepted accounting principles as applied in New Zealand and where applicable as defined in Statements of Standard Accounting Practice issued by the Institute of Chartered Accountants of New Zealand and in force at the date of the Constitution and Rules or brought into force thereafter.

2.4. General interpretation:

In the Constitution and Rules unless the context otherwise requires:

- (a) Words (including words defined in the Constitution and Rules) denoting the singular number only shall include the plural and vice versa;
- (b) Words denoting any gender shall include all other genders;
- (c) Any period shall (unless the contrary is expressly stated) include the whole of the day on which the period commences and the whole of the day on which it expires. Any times or dates are references to times and dates in New Zealand;
- (d) Any reference to legislation, statute, regulation, ruling, code, rules or ordinance includes reference to any modification, substitute for, consolidation or re-enactment of it and any regulation, order in council or other instrument from time to time made or issued thereunder;
- (e) A document or agreement between the Institute and any other party includes such document or agreement as modified varied, supplemented, novated, replaced or substituted from time to time;
- (f) References to recitals, clauses, subclauses, schedules or annexures in the Constitution and Rules are references to the recitals, clauses, subclauses, schedules and annexures of the Constitution and Rules.

2.5. Headings etc:

Headings, marginal notes and the table of contents are included for convenience only and shall not affect the interpretation of the Constitution and Rules.

3. OBJECTS

3.1. National organisation

To develop an effective national organisation of designers, design students, design educators, design managers and specialists in design related fields.

3.2. Standards of design

To foster high standards of design, design education and design management.

3.3. Professional ethics

To regulate professional ethics and conduct.

3.4. Acknowledge outstanding service to design

To acknowledge outstanding design and service to design.

3.5. Encourage young designers

To encourage young designers in their career development.

3.6. Provide recognised professional assessment

To provide recognised professional assessment and accreditation of designers and an awards system to recognise achievement in design.

3.7. Increase public appreciation

To increase public appreciation of design.

3.8. Advance the state of knowledge

To advance the state of knowledge and technique in design.

3.9. Publish professional literature.

To create and publish professional literature

3.10. Publish newsletters, journals

To publish newsletters, journals and general communicative material.

3.11. Establish design literature

To establish a body of design literature and data.

3.12. Put on social and informative events

To put on social and informative events for members and the public.

3.13. Establish education programmes

To help establish education programmes in or related to design.

3.14. Initiate or assist with scholarships

To initiate or assist with scholarships, awards, grants, etc., for student and professional achievement.

3.15. Affiliate with other bodies

To subscribe to, or affiliate with other bodies with similar objects.

3.16. Acquire assets

To acquire real and personal property to support the activities of the Institute.

3.17. Professional indemnity insurance

To facilitate members' participation in professional indemnity insurance, other insurance's, investments, superannuation schemes.

3.18. Provide premises

To provide premises for the use of members and the secretariat.

3.19. Maintain a secretariat

To maintain a secretariat to assist in the furtherance of the objects of the Institute.

3.20. Voice of design

To act as the authoritative voice of design within New Zealand for New Zealand and for New Zealand overseas.

3.21. Acquire the membership of other societies

To acquire the membership of other societies involved in design and, if Council resolves it is necessary to do so, to provide to the officers, members or liquidators of such societies guarantees in relation to:

- (a) the continuing conduct of activities of those societies and/or
- (b) meeting the liabilities of those societies if such society is to be liquidated and/or
- (c) protection of member interests of the members of those societies
- (d) such other matters as may arise out of assuming the membership of those societies which Council considers at a Full Council Meeting are likely to be to the benefit of all members of the Institute.

3.22. Provide guarantees security etc

To provide guarantees or other securities for members or groups of members where such assistance will further design in New Zealand.

3.23. Enter into business

To enter into business either on its own account or in partnership to provide member services, design exhibitions conferences or similar promotional or educational events and services to the public related to promotion or ancillary to the services provided by members to the public.

4. MEMBERSHIP

4.1. National register

The Secretary, or such other officer as the Council may direct, shall be keep a national register of all members listing their names, addresses, classes of membership, sector categories, regions and dates of admission.

4.2. Access to national register

Membership of the Institute as recorded in the national register shall be available by application subject to the provisions of the Privacy Act, 1993 and as regulations may prescribe, to all persons involved in design including practising professional designers, specialists in design related fields, students, educators, managers and suppliers.

4.3. Grouping

Members shall be grouped according to the design sectors in which they are involved.

Classes of membership

There shall be seven classes of membership:

4.3.1. Associate Member

Being any student participating in a design-related course, who is not practising as a designer or any designer that has not met the criteria required to become a professional member.

Sponsor: One Professional, Fellow or Life member.
Acceptance: By Council
Appellation: No Appellation
Fees: Pays fees
Rights: Speaking, Participation, No Voting.

4.3.2. Professional Member

Any designer who has gained experience as a practising designer and who, in the opinion of Council, has attained a high level of professional competence.

Sponsor: Any two Professional, Fellow or Life members
Acceptance: By Council
Appellation: MDINZ
Fees: Pays fees
Rights: Voting, Office-holding, Speaking, Participation

4.3.3. Fellow

Any Professional member who has given especially meritorious or distinguished service to the Institute or its predecessor societies or the design profession.

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Sponsor: Any Professional, Fellow or Life member
Acceptance: Conferred by Council, confirmed by General Meeting
Appellation: FDINZ
Fees: Pays fees
Rights: Voting, Office-holding, Speaking, Participation

4.3.4. Life Member

Any Fellow of the Institute who has given especially meritorious service the Institute.

Sponsor: Any Professional, Fellow or Life member
Acceptance: Conferred by Council, confirmed by General Meeting
Appellation: FDINZ
Fees: No fee
Rights: Voting, Office-holding, Speaking, Participation

4.3.5. Non-Practising Member

At the discretion of Council, any former Affiliate, Professional, Fellow or member who has temporarily ceased practice (e.g.: maternity leave, study leave).

Sponsor: One Professional member
Acceptance: By Council
Appellation: No Appellation
Fees: Pays fees
Rights: Speaking, Participation, No Voting.

4.3.6. Corporate Member

Any company, institution or organisation offering design-related products or services, or which is a client or employer of designers, or a supplier to designers and supports the objectives of the institute.

Sponsor: One Professional member
Acceptance: Council
Appellation: No Appellation
Fees: Company pays fee
Rights: Speaking, Participation, No Voting.

4.3.7. Honorary Member

Any person distinguished in any of the aesthetic, technical, organisational or productive aspects of design who has been or may be of material assistance to the Institute or the design profession.

Sponsor: Two Professional members

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Acceptance:	By Council
Appellation:	Hon.DINZ
Fees:	No fees
Rights:	Speaking, Participation, No Voting.

4.4. Rights of members

The rights and privileges of each member shall be personal and shall not be transferable to others.

4.5. Privileges

To the extent that such matters are not set out in the Constitution the privileges, advantages, obligations, qualifications, the methods and terms of election, admission, resignation, suspension, expulsion, and disqualification, shall be decided by Council and may be prescribed in Regulations.

4.6. Council the final arbiter

While Council may delegate its power to accept membership applications, conduct admission procedures including examinations reviews of work, references and the like, Council shall not in so doing, at any point be determined to have abrogated its right to decide conclusively whether a candidate shall or shall not be admitted.

4.7. Subscriptions and fees

The membership subscriptions are charged from the date of acceptance of the member's application for membership by Council.

Membership renewal is unless otherwise provided for by Council for a full year (the renewal period) regardless of the method of fee payment.

4.8. Practising Certificates

If practising certificates are issued by Council members must not by display, use or reference to the certificate mislead anyone as to their status and, in particular, as to whether they are current member unless all subscriptions have been paid.

4.9. Cessation of membership

4.9.1. Resignation

A member of any class may resign from the Institute by notice in writing to the Secretary of the Institute.

A resignation is effective from the date of the next Council meeting after notice is given to the Secretary.

The member shall be liable to pay all subscriptions and levies due for the then current renewal period before such notice is given by the member to the Secretary.

Any member that has resigned must not mislead others by use of their practising certificate. A former member will satisfy this requirement by showing in any reference to their former membership that they have resigned by stating the date on which they resigned.

4.9.2. Striking off

The Council may strike off any member from the register of members whose subscription is in arrears for six months or more.

Any member so struck-off the register of members shall be liable to pay all subscriptions, fees, levies or other sums that shall have fallen due prior to being struck-off.

Any member that has been struck-off must not mislead others by use of their practising certificate. A former member will satisfy this requirement by showing in any reference to their former membership that they have been struck-off and by stating the date on which they were struck-off.

4.9.3. Expulsion

If the Council shall consider that any member has been guilty of unprofessional conduct or impropriety or committed any breach of any code of ethics or conduct of the Institute, or of any conduct injurious to the Institute or its interests, or shall have gained entry to the Institute by misrepresentation or false statements, the Council shall have power, after due enquiry to expel such member if it is carried by the votes of at least two thirds of the member of Council having voting rights at a Full Council Meeting. Such expulsion shall be communicated to the member by registered letter.

Any member that is expelled must not mislead others by use of their practising certificate. A former member that has been expelled may only make reference to their tenure as a member by stating that they were expelled and giving the date on which they were expelled.

4.9.4. Effect of Resignation, Striking off and Expulsion

Members lose the right to use the Appellation on resignation, being struck off or being expelled.

Former members shall destroy or remove from any signage, stationary, business cards or other promotional material (including web sites) which refers to the member's previous appellation.

The Council may require, by notice in writing to any former member, that the former member takes specified action to give effect to this provision of the Constitution including requiring the former member to give access to officers of the Institute to premises controlled by the former member to ensure that the former member's obligations have been duly discharged.

Any former member who fails to comply with such direction of Council shall be responsible for all costs of enforcing the same.

4.10. Caution, censure, suspension

The Council, for good cause, may at its discretion, caution, censure, or suspend a member or require that member to only practise on specified conditions including that the member shall not practise or continue to practise on the members own account.

Any member who fails to comply with any such direction or order of Council shall be responsible for the costs of proceedings including the Institute internal costs of the Institute from that point.

4.11. Appeal

A member who has been cautioned, censured, suspended or expelled where such direction or order is not made by Council at a Full Council Meeting may appeal the decision in writing to the next Full Council Meeting.

Any such appeal shall be made in writing with such supporting material as the member in question thinks fit.

Council shall receive and consider such material and in doing so shall not be bound by any laws of evidence but may choose prior to the hearing of the matter to reject material considered to be of a defamatory of any person other than the member in question or otherwise proscribed either in whole or in part by law.

The decision of Council shall be published in the Institute newsletter or similar publication and shall be final.

4.12. Reinstatement

Any member who has resigned, been struck off or been expelled may reapply for membership through the normal process.

5. STRUCTURE AND GOVERNMENT

5.1. Structure

The structure of the Institute recognises the need for a national body to represent designers, to address the interests of each design sector, and to take care of regional interests.

There shall be:

1. A national register of membership.
2. A Council of the Institute.
3. A Secretary
4. An Honorary Auditor.

There may be:

1. Regional Co-ordination Committees
2. Sector Group Committees
3. Standing Committees
4. Special Purpose Committees
5. A Secretariat
6. A Treasurer.
7. An Honorary Solicitor

5.2. National body of membership

All members, whether inducted into membership through regions, branches or Design Sector Groups, shall be on the national register of members of the Institute.

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5.3. Council

The Institute shall be governed by a Council;

5.3.1. Composition of Council

Membership of the Council shall consist of:

- (i) **The President.**
- (ii) **A Vice-President.**
- (iii) **Up to nine (9) Council Members** being representatives from all Design Sector Groups.
- (iv) **The Past Presidents of the Institute** (ex-officio and non-voting)
- (v) **Regional Committee Convenors** (if Regional Committees are established by Council and then only by invitation, ex-officio and non-voting)
- (vi) **The Appointed Officers of the Institute** (ex-officio and non-voting).

5.3.2. Candidature

Only members with office-holding rights may stand for Council.

5.3.3. Nominations

Only members with voting rights may nominate candidates for Council Procedures for nomination may be set out in Regulations.

5.3.4. Election Rules and subordinate Regulations

The election of the Council shall be carried out in accordance with this Constitution and in subordinate Regulations that Council may choose to adopt to better implement the spirit and intent of this Constitution.

The following provisions apply to election of Design Sector Representatives:

- (i.) The Council, or if there is no Council then the members in general meeting, shall meet and receive a report from the Secretary as to the membership by number of each Design Sector Group based on each members principal Design Sector Group.
- (ii.) If there is no Secretary, the Council or meeting of members shall appoint one of their number to act as temporarily as Secretary, and then shall adjourn to permit the Secretary so appointed to prepare the report required of the Secretary.

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- (iii.) Resolution of conflict as to the constituent membership of a Design Sector Group shall be in the discretion of the Secretary who shall, if there are Regulations promulgated by Council, act in accordance with those Regulations. Council may on its own motion review any decision of the Secretary and, if on so doing, it varies the decision of the Secretary, then its decision shall be final.
- (iv.) The Council then, or if there is no Council then the members in general meeting, shall receive the report of the Secretary and determine for the next election the number places for Representatives from all Design Sector Groups on the Council that are to be open for election based on the proportion of members each Design Sector Group as principal members has to the total number of members.
- (v.) Council, or if there is no Council then the members in general meeting, may then direct that a meeting of members be called or reconvened and the positions open for elected officers shall then be polled.
- (vi.) Candidates for election to Council may only offer themselves for election in their principal Design Sector Group.
- (vii.) If there are no candidates for the allocated places on Council for a Design Sector Group, Council may appoint at its next meeting after any elections such persons as it decides to represent that Design Sector Group.
- (viii.) If there are insufficient candidates for the allocated places on Council for a Design Sector Group Council may appoint at its next meeting after any elections such persons as it decides to fill the unfilled position for that Design Sector Group.
- (ix.) Members of Council appointed by Council, shall hold their position as an Elected Officer but may be appointed by Council on terms including whether or not the position is held for a defined term or until the next elections.

5.3.5. Term of Office

The term of office for the Elected Officers shall be for two years from the last General Meeting that included elections of officers.

Voting members may at any general meeting of the Institute, by ordinary resolution, remove any one or more of the officers.

Any resolution that proposes removal of specific officers shall name those officers proposed to be removed in the proposed resolution.

Notice of any motion to remove any elected officer shall be an item of business on the notice of meeting and may not be raised under general business.

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In the event that any elected officers term of office expires prior the holding of an Annual General Meeting at which elections shall be held, meeting the officers shall continue to hold office and their term shall be extend until the next Annual General meeting.

In the event that the all the Elected Officers are removed the General Meeting shall as its next order of business conduct elections for the positions of Elected Officers.

5.3.6. Responsibilities

Council shall direct the affairs of the Institute towards the furtherance and fulfilment of its objects and shall determine its policies and control its monies and finances.

It may adopt such Regulations as it shall be deemed advisable within the limits set by the Constitution and Rules.

5.3.7. Secretary and Treasurer

Council shall appoint a Secretary and may appoint a Treasurer who shall be among the Appointed Officers of the Institute. As appointees of Council, a Secretary or a Treasurer may only be removed by Council.

The Secretary and Treasurer may be a member of the Institute.

These officers shall attend Council meetings and the Secretary shall be responsible for the Secretariat and the person responsible for employment relations under the Employment Relations Act.

5.4. Design Sector Groups

Design Sector Group with specific needs and interests shall be identified and designated by Council and specified in the Regulations.

Regulations may be individual to a Design Sector Group and may provide for sector based award, education and other programmes as permitted by the objects that are unique to that sector and for those purposes financial provisions may be made separately for each Design Sector Group.

Members may belong to more than one Design Sector Group but must select one Design Sector Group as their principal Design Sector Group.

5.5. Regions

The Institute may be divided into regions based on geographic proximity and membership density.

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Each region may be made up of branches centred on appropriate cities.

5.5.1. Designation

Regions and branches may be designated and named by Council and specified in the Regulations.

5.5.2. Allocation

If Regions and/or Branches are established members may be allocated to a branch and/or region according to Regulations.

5.6. Standing committees

Council may appoint Standing Committees to look after such matters as admissions, education, discipline, public relations, professional practice, etc.

Any member with participation rights is eligible for appointment to a Standing Committee.

Standing Committees have no authority to decide policy. Their role is to develop policy, make recommendations to Council and finally to implement policy of Council.

5.7. Special purpose committees

Council may appoint Special Purpose Committees to deal with specific projects such as annual conference, an awards programme, a publication, a seminar series, an exhibition, etc.

Any member with participation rights is eligible for appointment to a Special Purpose Committee.

The authority of Special Purpose Committees shall be limited to terms of reference specified by Council.

5.8. National secretariat

The Council may establish and maintain a national Secretariat to carry out the operational functions of the Institute and manage its compliance legal and administrative affairs in accordance with the directions of Council.

6. OFFICERS AND STAFF

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6.1. General

The control and conduct of the Institute's formal, obligatory, and day-to-day business shall be assigned to the Elected and Appointed Officers working with the Secretary of the Institute as set down hereunder and in the Constitution and Regulations.

6.2. Elected Officers

The Elected Officers of the Institute shall be:

6.2.1. President

The President shall be the person elected Vice President (President-Elect).

The Vice President shall accede to the position of President on the President completing the term or resigning or being removed from office.

The President shall chair meetings of Council and shall represent the Institute in public affairs.

If there is no Vice President available at the time of a vacancy in the office of President, for whatever reason, then the first order of business at the next Full Council Meeting shall be the election of a President.

6.2.2. Vice-President

The Vice-President shall be elected, from among their number, by Council.

If there is no person available at the time of a vacancy in the office of Vice-President, for whatever reason, then the next order of business at the next Full Council Meeting, after any required election of a President, shall be the election of a Vice-President.

The Vice-President shall be the President-Elect and shall deputise for the President in the event the President's absence from any meeting of Council or any on any temporary incapacity of the President.

The Vice-President, as President-Elect shall, on the President completing the term of office or the President resigning or being removed from office by the Members in general meeting, automatically be the President.

The Vice-President shall assume responsibility for the day-to-day administration of the Institute. The Secretary and the Treasurer shall report to the Vice-President between meetings of Council.

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6.2.3. Design Sector Group Representatives

The Design Sector Group Representatives shall be elected or appointed to Council in accordance with the provisions in this Constitution and any Regulations of Council.

6.2.4. Regional Committee Convenors

Regional Committee Convenors shall be elected by members of each Regional Coordination Committee and both the method of those elections and the elections of members to Regional Coordinating Committees shall be carried out in accordance with Regulations to be issued by Council.

6.3. Appointed officers

Appointed Officers of the Institute shall be:

6.3.1. Secretary

Council shall appoint a Secretary of the Institute.

The Secretary may be a member of the Institute.

The Secretary's responsibility shall be to create and maintain accurate records of the Institute's membership, policies and proceedings.

If there is no Secretary the Council shall be vested with the powers of the Secretary. If there is no Council the most recent former President of the Institute, being willing to act, shall be deemed to be the Secretary.

6.3.2. Treasurer

Council may appoint a Treasurer of the Institute.

The Treasurer is not required to be a member of the Institute and may be on the staff of the Secretariat.

The Treasurer's responsibility shall be the accurate recording and management of the Institute's financial affairs.

6.4. Honorary officers

Honorary Officers of the Institute shall be:

6.4.1. Honorary Auditor

Council shall appoint an Honorary Auditor to audit the Institute's annual accounts as required by law.

6.4.2. Honorary Solicitor

Council may appoint an Honorary Solicitor to advise on legal matters.

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6.5. Contracts with officers

Provided it is in the category of permitted interests in accordance with section 5 of the Incorporated Societies Act 1908, no office bearer or member of the Council shall be disqualified from office by contracting with the Institute, providing any interests are declared prior to contracting.

7. MEETINGS

7.1. Annual general meeting

The Institute shall hold an Annual General Meeting (AGM) open to all members within four months following the end of the Institute's financial year.

7.1.1. Business of the AGM

The business of the AGM shall be, in every year:

- i. To consider reports from the President, Sector Groups, Regional Committee Convenors and the Secretary,
- ii. To receive the financial report and Annual Accounts,
- iii. To consider remits from regions, groups, and
- iv. To consider Notices of Motion and general business.

And to, no less frequently than every second Annual General Meeting, elect officers of the Institute. Election shall however be held if resignation or removals require elections due to vacancies.

7.1.1. Notice of AGM

A preliminary notice of the proposed date and place of the AGM shall be posted by the Secretary to all members, not less than 30 days prior to the proposed date, calling for nominations for Council based on the determination of Council of the Design Sector Group proportional representation for that meeting, for remits from regions and groups, and Notices of Motion from members.

Not less than 14 days prior to the meeting the Secretary shall issue a Notice of Meeting for the AGM, stating date, time and place, copies of notices of motion, remits, and, if elections are to be held for any position of Elected Officer, a list of candidates for Council, and voting papers for items to be voted on by post, ballots or proxy voting forms, and the closing deadline for receipt of replies.

7.2. Special general meetings

A special general meeting, (SGM) open to all members, may be called by Council at any time, but shall be convened by the Secretary upon receipt of a requisition signed by not less than 10 per cent of all members having voting rights setting forth the objects of such a meeting.

7.2.1. Business of SGM

The business of an SGM shall be confined to the purposes stated in the notice of such a meeting. No general business can be conducted at an SGM.

7.2.2. Notice of SGM

The SGM shall be called within 50 days of receiving a requisition, or at any time if called by Council.

Not less than 14 days prior to the date of the meeting the Secretary shall issue a Notice of Special General Meeting stating time, place, purpose, Notices of Motion and including proxy forms and ballot voting form, if required.

Special General Meetings may be held by ballot voting form in which case the Notice shall specify that the voting is to be by ballot voting form and that a quorum is not required.

Any resolution proposed at a Special General Meeting held by ballot voting form shall be passed by receipt of votes of members in favour of 50% of the members eligible to vote and if an ordinary resolution and 75% of members eligible to vote if a special resolution.

7.3. Voting on elections

Voting for Council and other officers may be by postal ballot or provision of proxies.

Votes at meetings shall be decided on a simple majority with postal ballots or proxy votes being considered as part of the total vote. The chairperson shall have a casting vote provided he/she has voting rights.

7.4. Council meetings

The Council shall, where cost permits, endeavour to meet in person no less than once every three months.

7.5. Conduct, quorum and records

Meetings shall be conducted according to usual practice of meetings or if standing orders have been promulgated by Council in Regulations then in accordance with those Regulations. Quorum for meetings of the Council shall be 50% of the Elected Officers.

The quorum for General Meetings shall be no less than 3 voting members or such greater number as may be specified in Standing Orders and record keeping shall be as specified in the Regulations.

Where there is no Secretary and no Council to appoint a Secretary, meetings may be convened by the requisitioner of the meeting.

Minutes are the duty of the Secretary.

8. MONIES AND FINANCES

8.1. Financial year

The financial year of the Institute shall be from the first day of April to the last day of March in the following year unless otherwise resolved by Council.

8.2. Monies for Activities of Institute

The Council shall be responsible for directing the affairs of the Institute in a manner to ensure that the Institute has monies for the conduct of the necessary business of the Institute.

The Council shall have the power to decide in what form and how such monies are to be brought into the Institute including, in the Council's discretion, through:

- (i) levying any charges or fees on members to be raised by subscription after approval of a general meeting
- (ii) examination and enrolment fees provided that such fees shall only differ as between classes of members,
- (ii) accepting capital advances from members such as loans, debentures or donations
- (iii) accepting donations, sponsorship or loans from third parties,

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- (iv) renting, leasing or hiring any real or personal property of the Institute,
- (v) sales of goods and services including lectures, seminars, conferences and like activities
- (vi) or any other activity by which the objects of the Institute are furthered.

8.3. Control of Monies and expenditure

The Institute shall have the power to control and dispose of its monies in whatever manner the Council may decide including the power to:

- (i) Borrow or raise money and to secure repayment by the issue of debentures, or by mortgages or charge upon the whole or part of property or assets of the Institute and to purchase, redeem or pay off such securities.
- (ii) Invest surplus moneys.
- (iii) Make disbursements from any property or fund of the Institute, if in the opinion of Council, it will further the objects of the Institute.
- (iv) Pay the current salaries, wages, honorariums, and other disbursements of the Institute.
- (v) Pay instalments of purchase money, rent or hire charges, maintenance costs, on any real and personal property of the Institute.
- (vi) Allocate money to regional committees or sector groups of the Institute as Council may determine.
- (vii) Allocate and pay monies to operate the Secretariat.
- (viii) Pay any legal, auditing and other professional fees incurred by the Institute.

8.4. Monies as Institute property

All monies, being property of the Institute, shall be lodged to the credit of the Institute or its duly convened Regional Design Sector Groups, Standing Committees or Special Purpose Committees at a Council approved bank.

Donated monies or monies provided pursuant to an agreement to sponsor or otherwise accepted by the Institute on trust or to be invested at the direction of the Donor or pursuant to any Deed or Agreement for such special purposes shall be dealt with by the Institute in accordance with the terms and obligations imposed on the Institute on acceptance of the monies.

8.5. Treasurer's responsibilities for the accounts

The Treasurer shall control and be responsible for keeping records of:

- (i) All income and expenditure and any other financial transactions of the Institute and submit such records annually to the Institute's Honorary Auditor for preparation of audited accounts;
- (ii) The necessary statutory records relating to the financial transactions of the Institute for such period as may be required by law;
- (iii) The authorities for any officer to act as a signatory on any financial instrument of the Institute including any bank authority;
- (iv) The records required by the Honorary Auditor to produce the audited balance sheet and statement of income and expenditure to be submitted to the Annual General Meeting and copies of the same for all financial years completed by the Institute from the date of incorporation.

8.6. Inspection of books

Any member of the Institute may inspect the books and accounts of the Institute at the office of the Institute at any reasonable time on making application to the Secretary or Treasurer.

8.7. Member subscriptions

8.7.1. Subscriptions to be determined by members

The subscriptions for the several classes of membership shall be of such amounts as are determined from time to time by Notice of Motion at an Annual or Special General Meeting.

8.7.2. Requirements of a resolution relating to subscriptions

Any resolution proposing a member subscription shall specify:

- (i) the amount of the subscription,
- (ii) the classes of member liable to pay such subscription,
- (iii) the terms of payment permitted,
- (iv) any special terms including any discounts, rebates or discretion's reserved to Council to suspend, forgive, discount, rebate or otherwise deal with any member with respect to that member's liability to pay such subscription and finally

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(v) whether such subscription is to continue until further resolution of the members or is to end on a date specified in the resolution.

8.7.3. Subscriptions not to vary within class or across sectors

Subscriptions shall not vary between members of any class nor shall any subscription discriminate against any group of members belonging to any sector group.

8.8. Fees

In addition to subscriptions members may be charged fees as follows:

8.8.1. Enrolment Fee

The Enrolment Fee is paid when the member joins or rejoins the Institute.

8.8.2. Examination Fee

The Examination Fee is paid by members applying for Professional Membership.

8.9. Special Levies

If in the opinion of Council the Institute is in such a position that because of liabilities it cannot carry on the business of the Institute, Council may, at an Annual or Special General Meeting for which due notice has been given, propose by special resolution that a levy on all members be struck.

Such special resolution shall specify:

- (i) the amount of the levy,
- (ii) the classes of member liable to pay such levy,
- (iii) the terms of payment permitted provided that if the Institute in the opinion of the Honorary Auditor is insolvent or likely to become insolvent without such levy (who shall provide a report to members in relation to the state of solvency of the Institute) such levy shall be payable forthwith and
- (iv) whether the levy is to continue until further resolution of the members or is to end on a date specified in the resolution.

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The resolution shall not specify any special terms including any discounts, rebates or discretion's reserved to Council to suspend, forgive, discount, rebate or otherwise deal with any member with respect to that member's liability to pay such levy.

8.10. Pecuniary gain

No member of the Institute shall derive any pecuniary gain from the monies or the financial dealings, or from transactions involving the real or personal property of the Institute except as provided for in Rule 5 of the Incorporated Societies Act 1908 and its amendments.

9. PROPERTY

9.1. Acquisition

The Institute shall have the powers to acquire any real or personal property in whatever manner the Council may determine.

It may:

- (i) purchase or lease, exchange or hire such property or rights and privileges in connection therewith and to manage or develop same.
- (ii) construct, alter, improve or demolish buildings provided a clear right to do so exists.
- (iii) purchase any goods, chattels or equipment needed for the furtherance of objects of the Institute.

9.2. Disposal

The Council shall dispose of the Institute's property in such manner as to ensure that it does so to best satisfy the objects of the Institute including:

- (i) trading, exchanging or otherwise using the property in barter
- (ii) abandoning property where such property constitutes a burden
- (iii) selling by private treaty tender or auction, with or without reserve.

9.3. Records

The Institute shall keep appropriate records of such property, its acquisition and disposal and such records shall be open to the scrutiny of members unless Council with due and adequate reason determines that scrutiny shall not be permitted.

9.4. No rights to members

No member shall have any personal right or privilege to any of the Institute's property of any nature except under terms determined by Council.

10. MISCELLANEOUS

10.1. Constitution & rules, Regulations and codes

Every member shall on request to the Secretary be provided by the Secretary with a copy of the Constitution and Rules of the Institute and any Regulations or Codes in force at the time of request. That copy may be provided in electronic form.

Provision of the Constitution and Rules of the Institute and any Regulations or Codes may be made electronically and shall be deemed to have been made by posting the relevant documents for free, public and non-restricted download from a web site at www.dinz.org.nz.

10.1.1. Alteration or rescission of the Constitution and Rules

The Council or any member may, by notice of special resolution to the Secretary before notice of the next AGM is given to members, require the Secretary to place the proposed resolution on the agenda of business for the next AGM or may give notice between AGM's at an SGM, if an SGM for the purpose of considering the notice is validly called.

The Secretary, on receiving a valid notice of special resolution, shall refer the special resolution to the Honorary Solicitor who shall forthwith provide an opinion to the President on whether or not the subject matter of the proposed resolution can be lawfully passed by the general meeting. The Honorary Solicitor may propose amendments or alternative wordings to give effect to the broad intentions as expressed in the Notice and Explanatory Notes. That report shall be circulated to all members prior to the general meeting.

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A notice of motion proposing alteration of, amendment to, or rescission of the Constitution and Rules either in whole or in part may only be considered at a general meeting, if:

1. the motion clearly identifies each alteration of, or amendment to, or rescission of each provision of Constitution and Rules proposed to be changed, and
2. the Honorary Solicitor has provided an opinion to the President on the proposed change, and
3. the general meeting votes on the special resolution as may be amended during the meeting.

A special resolution altering, amending or rescinding of the Constitution and Rules either in whole or in part shall only come into effect if after being filed by the Secretary registration by the Registrar of Incorporated Societies, is then accepted by the Registrar of Incorporated Societies as being properly registerable at law. Any special resolution not accepted for registration shall be deemed to have been unlawfully approved and shall be null and void.

10.1.2. Alteration or rescission of Council Regulations etc

The Council, may adopt, alter or rescind any Regulation necessary for better carrying out its duties pursuant to this Constitution and Rules or for the better conduct of the affairs of the Institute and management of the activities of the members in accordance with the objects at any meeting of the full Council.

Any member may, by notice of ordinary resolution to the Secretary before notice of the next general meeting is given to members, require the Secretary to place on the agenda of business for such next general meeting a notice of motion proposing alteration of, amendment to, or rescission of any Bylaw, Code or Regulation of Council and such notice of motion shall be put to the next general meeting of members.

10.2. Common seal

The common seal of the Institute shall be under the control of the Institute's Secretary and shall not be affixed to any document except by order of Council and in the presence of two members of Council.

10.3. Registered office

The registered office of the Institute shall be at the place determined by Council and registered with the Registrar of Incorporated Societies.

10.4. Serving of notices

Any notice required to be given by these Rules shall be in writing and given by either:

1. delivered to the person required to receive it;
2. posted in the case of notices by members to the Institute or its officers, to the registered office and in the case of notices to members by post to their last address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have occurred after 2 working days have elapsed from the date of posting.
3. by facsimile in the case of notices by members to the Institute or its officers, to any facsimile number to a facsimile machine located at the registered office and in the case of notices to members to their last facsimile address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have been made on receipt of a valid transmission report.
4. by email in the case of notices by members to the Institute or its officers, to their last known email address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have occurred on sending provided that no non-delivery notice is subsequently received.

Accidental omission to give notice of any meeting, or the non-receipt of such notice shall not invalidate the proceedings at any meeting.

10.5. Contracts by the Institute

Any contracts shall be in writing under the common seal of the Institute unless by resolution of a full Council meeting the President or any member of Council is authorised to sign any contract or any class of contract on behalf of the Institute.

10.6. Dissolution or winding up

Prior to the dissolution by the Registrar of Incorporated Societies or a resolution by the members to voluntarily wind up of the Institute, the property, assets and monies shall, after provision for the discharge of all liabilities of the Institute, be transferred to any body or bodies which have similar aims to those of the New Zealand Institute of Professional Designers Inc., as a General Meeting shall decide.

10.7. Entrenched provisions of the Constitution

The following provisions of the Constitution and Rules may only be changed by resolution of members at a general meeting where in addition to any count of votes made by ballot that 75% of those members present and/or voting by proxy, vote in favour of any resolution amending, rescinding or replacing or otherwise altering the provisions:

Section 5	Structure and Government
Section 6	Officers and Staff
Section 10.6	Dissolution or winding Up