

RULES OF THE NEW ZEALAND INSTITUTE OF PATENT ATTORNEYS (INCORPORATED)

2017 RULES *(as amended 29 November 2019)*

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GENERAL

1.0 Name

The name of the Institute is “THE NEW ZEALAND INSTITUTE OF PATENT ATTORNEYS (INCORPORATED)” (hereinafter referred to as the “Institute”).

1.1 Definitions

In these Rules, unless the context otherwise requires;

1.1.1 Board means the Trans-Tasman IP Attorneys Board as referred to in section 269 of the Patents Act 2013,

1.1.2 Code of Conduct has the meaning as referred to in section 269 of the Patents Act 2013,

1.1.3 Council means an elected body of Fellows, who manage the affairs of the Institute on behalf of the members of the Institute,

1.2 Objects

The objects of the Institute are:

1.2.1 To maintain a representative group of registered patent attorneys as defined in section 269 of the Patents Act 2013 and registered Australian trade mark attorneys.

1.2.2 To promote the interests of Fellows of the Institute.

1.2.3 To assist in developing, promoting and maintaining the integrity of the laws and regulations relating to intellectual property matters.

1.2.4 To preserve and maintain the integrity and status of the patent attorney profession by inter alia setting and administering rules.

1.2.5 To provide means for the settlement of professional differences between Members of the Institute, and between members of the public and Members of the Institute.

1.2.6 To arrange and promote opportunities for the acquisition and diffusion of knowledge relating to the patent attorney profession.

1.2.7 Generally to do such things as are in the opinion of Council conducive to the attainment of any of the foregoing objects or in the best interests of the patent attorney profession.

1.3 Use of Income

The income and property of the Institute, no matter how derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in these Rules and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, by way of profit to the members of the Institute, provided however that this shall not preclude the payment or transference of the proceeds or part thereof of any conferences, seminars or the like held jointly with other parties to such parties (including Members) as the Council of the Institute sees fit.

1.4 Liability of Members

If any member of the Institute pays or receives any dividend, bonus, or other profit in contravention of Rule 1.3 of these Rules, the liability of every member of the Council of the Institute who has concurred in or authorised such profit shall be unlimited, and the liability of every member of the Institute who has received any such dividend, bonus, or other profits as aforesaid, shall likewise be unlimited

1.5 Contributions by Members

Every member of the Institute undertakes to contribute to the assets of the Institute in the event of it being wound up during the time that he or she is a member, or within one year afterwards. Such contribution shall not exceed the annual subscription for that class of membership for the year immediately preceding the year of winding up. Such contribution may also only be applied to the payment of the debts and liabilities of the Institute contracted before the time at which he or she ceases to be a member, and the costs, charges, and expenses on winding up the Institute, and for the adjustment of the rights of the contributories amongst

themselves; or in the case of his or her liability becoming unlimited, such other amount as may be required in Rule 1.4.

1.6 Distribution of Assets on Dissolution

If, upon the winding up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to, or distributed among, the members of the Institute, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Institute, to be determined by the members of the Institute before the time of the dissolution or in default thereof by any Judge of the High Court, which has jurisdiction in the matter.

1.7 Situation of Office

The Office of the Institute will be situated wherever the Council determines.

MEMBERS

2.0 Membership

Members of the Institute shall comprise all those whose names are currently entered as Member of the Institute, and all those who are from time to time thereafter entered as members.

2.1 Admission as a Member

Admission as a Member of the Institute shall only be by the authority of and pursuant to a resolution of the Council passed by a simple majority of Council members present at a meeting thereof.

2.2 Membership Rights not Transferable

The rights and privileges of every Member of the Institute shall be personal to that Member, and shall not be transferable or transmittable by his or her own act or operation of law.

2.3 Classes of Membership

Membership of the Institute shall be composed of the following classes:

- (i) Fellows
- (ii) Honorary Members
- (iii) Student Members
- (iv) Non-Resident Members
- (v) Associate Members
- (vi) Retired Fellows

2.4 FNZIPA – Use of

Only Fellows may be designated as members of the Institute in abbreviated form viz: F.N.Z.I.P.A. or FNZIPA. Other classes of members shall not use corresponding abbreviated forms.

2.4.1 With the exception of Fellows and Honorary Members, members in other classes may not refer to their membership in any written form.

2.4.2 However, Fellows may refer to the membership of their employees in written form.

2.5 Fellowship – Requirements

Fellows shall comprise those members whose names are currently entered as Fellows of the Institute in the Register of Members and every person thereafter duly admitted or transferred into the class of Fellows, and who have not since ceased to be Fellows for any reason.

2.5.1 Every candidate for admission, or transfer, into the class of Fellow shall be

- (a) registered as a patent attorney under the Patents Act 2013 or a re-enactment thereof or registered as an Australian trade mark attorney;
- (b) entitled to practice as a patent attorney or a trade mark attorney in New Zealand or Australia, and
- (c) be of good repute, and
- (d) be resident in New Zealand.

2.5.2 Any member having the necessary qualifications may, on the proposal of two Fellows, be transferred to the class of Fellow, provided such proposal be first submitted to and approved by the Council, and signed by the President.

2.5.3 No person shall remain a Fellow after he or she ceases to be registered as a patent attorney, or ceases to be registered as an Australian trade mark attorney, or ceases to be entitled to practice as a patent attorney or trade mark attorney in New Zealand or Australia, or ceases to be resident in New Zealand.

2.5.4 For the purpose of these Rules, a person shall not be resident in New Zealand unless that person has

- (a) ordinarily resided in New Zealand for a continuous period of six months, and
- (b) is at the material time residing in New Zealand.

2.6 Honorary Membership – Requirements

Honorary Members shall be distinguished individuals (including former members of the Institute) who, from their past contribution to advancing the objects of the Institute are deserving of the highest honour of the Institute.

2.6.1 The Council shall admit as Honorary Members such persons who qualify for membership in accordance with Rule 2.6 as it shall think fit.

2.7 Student Membership – Requirements

Student Members of the Institute shall comprise those members whose names are currently entered as Student Members in the Register of Members and every person duly admitted or transferred into the class of Student Member.

2.7.1 Every candidate for admission, or transfer, into the class of Student Member shall:-

- (a) be of good repute;
- (b) not be qualified to practice the profession of a patent attorney;
- (c) be studying for qualifications as a patent attorney or as an Australian trade mark attorney; and
- (d) be resident in New Zealand.

2.7.2 The Council may admit as Student Members such persons (including members transferring from other classes) as it thinks fit who qualify for membership in accordance with Rule 2.7.1.

2.7.3 No persons shall remain a Student Member who has qualified as a registered patent attorney or who has qualified as a registered Australian trade mark attorney and who is not continuing to study toward becoming a registered patent attorney, or ceased to be a resident of New Zealand, or while being a Student Member has failed to enrol in and sit at least one examination/course/paper to qualify as a registered patent attorney or as a registered Australian trade mark attorney in the preceding two year period.

2.8 Non-resident Membership – Requirements

Non-resident Members of the Institute shall comprise those members whose names are currently entered as Non-resident Members in the Register of Members and every person thereafter duly admitted or transferred into the class of Non-resident Members.

2.8.1 Non-Resident Members shall be:

- (a) Intellectual Property practitioners established in practice in territories outside New Zealand, and neither having an office, nor practising, in New Zealand, or
- (b) Persons who are not resident in New Zealand but who would otherwise qualify for admission as a Fellow including persons who have previously been admitted as Fellows.

2.8.2 The Council shall admit as Non-resident Members such persons (including members transferring from other classes) as it thinks fit who qualify for membership in accordance with Rule 2.8.1.

2.8.3 Any Fellow who at any time ceases to be resident in New Zealand, but who would otherwise qualify to remain as a Fellow, shall cease to remain as a Fellow and shall automatically be transferred to the class of Non-resident Member from the date when that person ceases to be resident in New Zealand.

2.8.4 Any person who has previously been a Fellow, and who has been transferred to the class of Non-resident Member, and who subsequently qualifies under Rule 2.5.1, may be proposed for transfer to the class of Fellow in the manner prescribed in Rule 2.5.2.

2.9 Associate Membership – Requirements

Associate Members shall comprise those members whose names are currently entered as Associate Members in the Register of Members and every person thereafter duly admitted or transferred into the class of Associate Members.

2.9.1 A candidate for admission into the class of Associate Member shall be of good repute, and come within one of the following definitions:

- (a) Although not following the profession of a patent attorney, he or she shall, by reason of his or her connection with law, science, business, innovation or the arts, in New Zealand be in the opinion of the Council qualified to advance the objects of the Institute; or,
- (b) Although not practising on his or her own account the profession of a patent attorney, he or she shall have been for at least two years an employee involved in intellectual property work in the business of a registered patent attorney or a patent attorney firm or a trade mark attorney firm or the Intellectual Property Office of New Zealand or an Intellectual Property Law firm and have acquired good repute therein.
- (c) Employees of law firms or companies that undertake Intellectual Property related work where they do not fall within the definitions of either previous sub clauses (a) or (b) above.

2.9.2 An Associate Member who becomes entitled to practice on his or her own account as a patent attorney shall cease to remain an Associate Member.

2.9.3 The Council may admit as Associate Members such persons (including members transferring from other classes) as it thinks fit who qualify for membership in accordance with Rule 2.9.1.

2.9.4 The Council at its absolute discretion may cancel the membership of any Associate Member, and thereafter strike off their name from the Register of Members.

2.10 Retired Fellowship– Requirements

Retired Fellows shall comprise those Members who are duly admitted or transferred into the class of Retired Fellow.

2.10.1 Every candidate for admission or transfer into the class of Retired Fellow shall:

- (a) Have been a Fellow of the Institute at the time of their retirement;
- (b) Have been a Member of the Institute for not less than 10 years; and
- (c) Be no longer practising as a patent attorney.

2.10.2 The Council may admit as Retired Fellows such persons (including Members transferring from other classes) as it thinks fit who qualify for membership in accordance with Rule 2.10.1

2.10.3 No person shall remain a Retired Fellow after he or she resumes practice as a patent attorney, whether in New Zealand or elsewhere.

2.11 Admission and Registration of Members

No person shall be admitted as a Member, unless such person has been proposed in writing by a Fellow of the Institute and recommended in writing by two other Fellows one of whom must certify to a personal knowledge of the candidate and his or her qualifications. Each proposal must be delivered to the Secretary of the Institute who shall submit it to the Council.

2.11.1 No person shall be admitted as a Fellow or Student Member unless the Council is satisfied that the person is resident in New Zealand.

2.12 Admission – Notification of

Every person duly elected a Fellow, an Honorary Member, a Student Member, a Non-resident Member, an Associate Member or a Retired Fellow, shall be informed thereof without delay.

2.13 Rules – Members Agreement to Comply

Every person so elected must engage in writing to abide by the Rules of the Institute.

2.14 Fees and Subscriptions

With the exception of Honorary Members, every person so elected shall pay an entrance fee and subject to Rule 3.3 the annual subscription for the current year within four months after the date of notification of his or her election, otherwise his or her election will become void, unless the Council in its sole discretion extends the time.

2.15 Payment of Fees and Subscriptions

Every person so elected and, except in the case of Honorary members, having paid the entrance fee and annual subscription for the current year, shall become a member of the Institute, and shall continue to be a member, subject to these Rules.

2.16 Register of Members

The Institute shall keep a Register of Members and shall enter therein the following particulars:

- (a) The names, addresses and descriptions of the Members.
- (b) The classification of each Member.
- (c) The date at which each person was entered in the Register as a Member.
- (d) If a Member is reclassified, the date of such reclassification, and
- (e) The date at which any person ceased to be a member.

2.17 Certificates

Every person duly elected a Fellow shall on compliance with these Rules receive a Certificate of his or her election.

2.17.1 All certificates issued by the Institute shall be and remain the property of the Institute and shall be returned to the Institute on the resignation or expulsion of a Fellow or on a Fellow otherwise ceasing to qualify as a Fellow.

ENTRANCE FEES AND SUBSCRIPTIONS

3.0 Fees & Subscriptions

With the exception of Honorary Members, all members of the Institute shall pay an entrance fee, an annual subscription and such other levies as may be prescribed by Council.

3.1 Notification of Fees

Council shall no later than 31 March in any year prescribe and notify members of the entrance fee and annual subscription due on or after 1 July in that or any subsequent year but in default, the entrance fee and annual subscription shall be as in the previous year.

3.2 Annual Subscriptions – Due

All annual subscriptions shall become due on 1 July of the year then commencing, and must be paid before August of that year. Any member whose subscription is in arrears beyond the latter date shall not be entitled to any privilege attaching to members of the Institute; and, unless otherwise determined by the Council, no publications, etc., by the Institute shall be forwarded to such member while in arrears.

3.3 Subscription for Part Year – Due

The subscription of any member admitted in the months of April, May or June, must be paid within two months, but shall apply to the remainder of the year (ending 30 June) in which he or she is elected or admitted, and to the following financial year of the Institute; that is, through to 30 June of the year immediately following the year of the election or admission.

RESIGNATION AND NON-PAYMENT OF FEES

4.0 Resignation

Any member, having made all payments due from him or her may resign his or her membership upon giving to the Council written notice of his or her intended resignation, and, so resigning, his or her name shall be removed from the Register of Members.

4.1 Removal

If any Member ceases to remain a member of that class under any of rules 2.5.3, 2.7.3, 2.8.1 and 2.10.1, and fails to transfer to another class within three months after a written notification has been sent to him or her by the Secretary, his or her name may be struck off the Register of Members by Council at any time thereafter.

4.2 Non-payment of Fees etc.

If any member leaves his or her subscription or other payments due to the Institute in arrears, or fails to pay such arrears within three months after a written request has been sent to him or her by the Secretary, his or her name may be struck off the Register of Members by the Council at any time afterwards, and he or she shall, upon his or her name being struck off, cease to have any rights as a member of the Institute; but he or she shall, nevertheless, continue to be liable to pay the arrears of subscription or other payments due at the time of his or her name being struck off, provided always that this Rule shall not be construed to compel the Council to remove any name if they are satisfied that the same ought to be retained.

DISCIPLINE AND EXPULSION

5.0 Discipline

5.1 The Council may:

5.1.1 censure any member either privately or by way of a censure published to members generally, or

5.1.2 expel any member from the Institute;

if rule 5.2 applies.

5.2 Grounds

This rule applies to a member if:

5.2.1 the Board determines that that member has engaged in professional misconduct, or unsatisfactory professional conduct, as defined in section 269 of the Patents Act 2013;

5.2.2 any committee or tribunal established under the Lawyers and Conveyancers Act 2006 determines that that member has engaged in misconduct or unsatisfactory conduct, as defined in that Act; or

5.2.3 the Council determines that that member has acted in a manner that is likely to bring the Institute or any of its members into disrepute.

5.3 Procedure

Before taking any action under rule 5.1 on the basis recorded in rule 5.2.3, the Council must put to the member in question in writing the matters which in the view of the Council entitle the Council to act under rule 5.1, and give that member the opportunity to make representations to the Council. For clarity, this rule 5.3 does not apply if the Council proposes to act on the grounds recorded in rule 5.2.1 or 5.2.2.

5.4 Expulsion

In the event of a member being expelled the Council shall remove that member's name from the Register of Members.

5.4.1 Any person so expelled shall cease to be a member of the Institute and accordance with Rule 2.17.1 must return his or her Certificate of Membership of the Institute.

5.4.2 Any person so expelled shall not be entitled to a refund of monies paid by him or her as an entrance fee, subscription or otherwise.

5.5 Reinstatement of Members

The Council may reinstate the name of any member of the Institute which has been removed from the Register if Council is satisfied there is good cause for reinstatement and upon such terms as it may see fit.

5.6 Transitional provision

For the avoidance of doubt, the disciplinary regime under section 5 of the 1990 Rules continues to apply:

5.6.1 for any ongoing complaints for actions and behaviours of patent attorneys in New Zealand that were raised before the commencement of 2017 Rules on 17 November 2017; and

5.6.1 for any complaints for actions and behaviours of patent attorneys in New Zealand that occurred before, but are raised after, the commencement of 2017 Rules on 17 November 2017.

MEETINGS OF THE INSTITUTE

6.0 General Meetings

The Annual General Meeting and all Special General Meetings of the Institute shall take place when and where determined by the Council.

6.1 Notice of Meetings

A Notice of Meetings shall be sent to all Fellows at least fourteen days before the time appointed by the Council for any general meeting. The non-receipt by any member of a Notice of Meeting sent to him or her shall not invalidate the proceedings of such a meeting.

6.1.1 The Notice of Meeting shall specify the nature of the business to be transacted at the general meeting. No business of any special character which has not been stated in the Notice of Meeting so sent shall be transacted at any such meetings.

6.2 Annual General Meetings – business of

The business of the Annual General Meeting shall be

- (i) to receive and to deliberate upon the report of the Council on the state of the Institute and the annual statement of accounts,
- (ii) to elect the President and Vice-President,
- (iii) to fill the vacancies in the Council,
- (iv) to elect officers for the ensuing twelve months, and
- (v) to discuss any motion of which due notice may have been given.

6.3 Annual General Meetings – conduct of

The business at Annual General Meetings of the Institute shall be conducted as nearly as possible in the following order:-

- 1st The minutes of the preceding meeting to be confirmed, and then signed by the Chairperson.
- 2nd Business arising out of the minutes to be discussed.
- 3rd Communications from the Council to be brought forward.
- 4th Candidates admitted to be announced.
- 5th Any individual present for the first time since his or her admission, having paid the proper entrance fee and subscription, to be introduced by the Chairperson to the meeting.
- 6th Original communications to be discussed.
- 7th Other business, if any.

6.4 Special General Meetings

A Special General Meeting may be convened at any time at the call of the Council in accordance with Rules 6.0, 6.1 and 6.1.1.

6.4.1 By making a written request to Council, any three Fellows of the Institute may require Council to convene a Special Meeting for a specified object. If that meeting is not convened within 14 days of the request, the Special Meeting may be convened by any three Fellows whether or not they signed the original request.

6.4.2 A Special General Meeting may be called or requisitioned in accordance with Rules 6.4 and 6.4.1 only if the specified object(s) of the meeting relate to matters properly of concern to the Institute.

6.5 Referendums

Instead of a Special General Meeting a referendum polling all Fellows may be called by Council for guidance on any matter properly of concern to the Institute.

6.5.1 Such resolution shall be carried by an affirmative vote of at least two-thirds of the votes cast, provided votes are received from at least 80% of all Fellows (or proxies) entitled to vote.

6.5.2 Conduct of Referendums: If a referendum is called, all Fellows shall be given one month's notice before the day on which voting shall begin, which notice shall include the resolutions to be put to the vote.

6.5.3 Votes must be in writing and may be forwarded to the Secretary by any convenient means. The name (legibly written) and signature of the voter must accompany each vote.

6.5.4 Votes shall be received and counted from the date set by the Council until 14 days thereafter when the referendum shall close.

6.5.5 The decision of the Council or any scrutineers appointed by the Council, as to the formality of the votes in terms of Rule 6.5.3 shall be final.

PROCEEDINGS AT MEETINGS

7.0 Attendance

All members are entitled to be present at every meeting, except Special General Meetings of Fellows.

7.1 Quorum

50% of Fellows entitled to vote shall constitute a quorum for the purpose of any Annual General Meeting or any Special General Meeting of Fellows.

7.1.1 If within thirty minutes after the time fixed for holding any meeting a quorum is not present in person or by proxy, or sufficient Fellows are not represented to form a quorum, the meeting shall be adjourned by the Chairperson.

7.2 Chairperson

The President shall be Chairperson at every meeting, and in his or her absence the Vice-President, and in the absence of the Vice-President a member of Council shall take the chair; and if no member of Council is present, or if present, is unwilling to take the chair, the meeting shall elect a Chairperson.

7.3 Proxies

Fellows may be represented at every meeting by proxy, provided that the proxy appointed be a Fellow, and no one Fellow holds more than three proxies. Fellows represented by proxy shall be considered as being present.

7.3.1 Votes may be given either personally or by proxy as hereinafter mentioned.

7.3.2 The instrument appointing a proxy shall be in writing under the hand of the Fellow. No person shall be appointed a proxy who is not a Fellow of the Institute.

7.3.3 The instrument appointing a proxy or a facsimile thereof must be received by the Secretary or Chairperson prior to or at the meeting at which the Fellow named in the instrument proposes to vote. No instrument appointing a proxy shall be valid except for the meeting for which it has been granted or for an adjournment of such meeting.

7.3.4 Any instrument appointing a proxy shall be in the form of, or to the effect following:-

I, of being a Fellow of the New Zealand Institute of Patent Attorneys (Incorporated) hereby appoint and in default (alternative if person giving proxy wishes) as my proxy to vote for me and on my behalf at the Annual (or Special, as the case may be) General Meeting of the Institute, to be held on the day of 20.. and at any adjournment or adjournments thereof.

Signature:

Date:

7.4 Voting – Decision Making

Every question submitted to a General Meeting shall be determined by a majority vote of Fellows. Only Fellows who are not otherwise disqualified from voting by the Rules may vote at a General Meeting.

7.4.1 The decision of a General Meeting shall be ascertained by a show of hands by Fellows entitled to vote, unless, after the show of hands, a poll of Fellows entitled to vote is called for either by the Chairperson or any two Fellows. The manner of taking a show of hands or a poll shall be at the discretion of the Chairperson, and an entry in the minutes, signed by the Chairperson, shall be sufficient evidence of the decision of the meeting. Each Fellow entitled to vote shall have only one vote on each question. In case of equality of votes the Chairperson shall have a second or casting vote.

7.4.2 The acceptance or rejection of votes at any meeting by the Chairperson shall be conclusive for the purposes of the decision of the matter in respect of which the votes are tendered, provided that the Chairperson may review his or her decision at the same meeting, if any error is pointed out to him or her.

COUNCIL AND OFFICERS

8.0 Composition of Council

The affairs of the Institute shall be managed by a Council, assisted by officers to be appointed as prescribed by the Rules. The Council shall be chosen from Fellows only, and shall consist of the President, the Vice-President, and at least six Fellows.

8.1 Term of Council

At each Annual General Meeting the President, Vice-President and all members of the Council shall retire but, subject to the provisions of Rule 8.4, shall be eligible for re-election.

8.2 Casual Vacancies

The Council may fill any casual vacancy in the Council (including any casual vacancy in the office of President or Vice-President), which may occur between one Annual General Meeting and another, and the President, Vice-President, or Member of Council so appointed by the Council shall retire at the succeeding Annual General Meeting, but be eligible for re-election. Vacancies not filled at any such meeting shall be deemed to be casual vacancies within the meaning of this Rule.

8.3 Nomination of Council Members

Not less than seven clear days prior to the Annual General Meeting, the Council shall forward to each Fellow a list of persons nominated by the Council to fill the offices of President, Vice-President of the Institute and members of the Council for the ensuing year. The Council members, unless they agree among themselves, shall decide Council's nominations by ballot. Further candidates may be nominated for these offices by any Fellow, provided such further nominations are in the hands of the Secretary not less than four clear days prior to the Annual General Meeting. A list of all such further nominations shall be prepared by the Secretary and shall be mailed or delivered to all Fellows not less than three days before the meeting. If the number of persons nominated is greater than the number required to fill all such offices, the Council shall cause a ballot paper to be prepared and a ballot to be held at the ensuing Annual General Meeting.

8.4 Term of President

No person shall be nominated to fill the office of President for more than two consecutive 12 month periods provided however, that if by a majority vote of Council members it is decided to extend a President's term in office beyond two years (but not by more than 12 months) the President's term may be so extended.

8.4.1 At the expiry of a President's term as President, the President shall not, for a period of one year, be eligible for re-election to that office.

8.5 Election of Council Members

Prior to the commencement of balloting for the President, Vice-President, and members of the Council pursuant to Rule 8.3, the Meeting may choose two or more competent persons as scrutineers, who shall receive the votes. Fellows only shall be entitled to vote. If through any circumstance it is impossible to hold an Annual General Meeting, or having convened such a meeting a quorum is not present, the Council and officers shall continue in office until successors are appointed, at an early meeting to be convened for that purpose.

8.6 Officers

The officers shall consist of a Secretary, and a Treasurer. The Secretary and the Treasurer shall be appointed annually by the Council (although the Council may at its discretion appoint one person to fill both roles). The Secretary and/or Treasurer may be a member of Council.

8.6.1 The Secretary

It shall be the duty of the Secretary, under the direction of the Council, to keep the Register of Members, to conduct the correspondence of the Institute; to attend all meetings of the Institute, of the Council, and of the Committees; to take minutes of the proceedings at such meetings; to superintend the publication or such papers, journals or other publications, as the Council may direct; to take charge of documents of the property of the Institute; and to generally conduct the ordinary business of the Institute.

8.6.3 The Treasurer

It shall be the duty of the Treasurer, under the direction of the Council, to direct the collection of the subscriptions and the preparation of the account of the expenditure of the funds; and to present all accounts to the Council for inspection and approval, together with current bank statements (or other investment statements if any).

8.7 Appointment of Officers

Except as prescribed by these Rules, all the officers and employees of the Institute shall be appointed by the Council.

8.8 Duties of Officers

The powers and duties of the officers of the Institute shall (subject to these Rules) be determined by the Council.

8.9 Remuneration of Officers

Council may remunerate officers and employees of the Institute at a rate determined by Council.

THE FUNDS OF THE INSTITUTE

9.0 Investment of Funds

Council may from time to time invest any of the monies belonging to the Institute not immediately required for any of its objects, in any modes or securities permitted by the laws of New Zealand as to trustees.

9.1 Accounts Payable

No sum of money payable on account of the Institute shall be paid unless paid by electronic transfer approved, or by draft or cheque signed, by any two members of Council or by one member of Council and countersigned and approved by the Secretary or Treasurer.

9.1.1 All payments on account of the Institute shall be reported to the Council meeting immediately following the payment.

9.2 Review of Accounts

At each Council meeting, Council shall inspect current bank statements (and investment statements if any) before approving the treasurer's report.

POWER AND PROCEDURE OF COUNCIL

10.0 Procedure of Council

The Council shall meet as often as the business of the Institute requires, and may regulate its own mode of procedure. Four members of Council shall form a quorum. Members of Council may be represented by a proxy, who is a member of the Council, and vote in the name of such person so represented. The Council may appoint committees for special purposes to report to the Council.

10.1 Decision Making Procedure

All questions, unless otherwise specially provided, shall be decided in the Council by vote; but at the desire, expressed in writing, of any two members present, the determination of any subject shall be postponed to a succeeding meeting.

10.2 Statement of Accounts

A statement of the accounts of the Institute, and of the receipts and payments during the past year terminating on 30 June shall be made under direction of the Council; and, shall be laid before the Annual General Meeting.

10.3 Yearly Report

The Council shall draw up a yearly report on the state of the Institute, which shall be presented at the Annual General Meeting.

10.4 Publication and Dissemination of Information

It shall be within the discretion of the Council to accept papers presented for reading at the meetings of the Institute, and to arrange for their publication; and also to arrange for the publication and sale of any journal, periodical, judicial decisions, or other publication, as it may deem fit, and to carry on the business connected with the publication of such journal or periodical.

10.4.1 It shall be the duty of the Council to adopt all necessary means for advancing the objects, and for properly conducting the business of the Institute and to keep members adequately informed of non-confidential matters considered by the Council.

10.5 Validation of Acts of Council

No act done by the Council, whether ultra vires or not, which receives the sanction of the Members of the Institute in General Meeting, shall be afterwards impeached by any meeting of the Institute on any ground whatsoever but shall be deemed to be a valid act of the Institute.

10.6 Calling Council Meetings

A meeting of the Council may be called at any time by the President or by the Vice-President, or by two members of the Council, or by the Secretary.

10.7 Chair

The President shall take the Chair at all Meetings of the Institute, the Council, and the committees at which he or she may be present, and shall regulate and keep order in the proceedings. In the absence of the President, the Vice-President shall preside.

10.9 Common Seal

The Common Seal of the Institute shall not be applied to any deed or document except by resolution of the Council, and in the presence of one member of the Council or Secretary, who shall sign the deed or document to which the seal is applied.

THE RULES

11.0 Enforcement

The Council is charged with the responsibility for ensuring compliance by the members and officers of the Institute with the Rules.

11.1 Alterations and Additions

These Rules may be altered, added to or rescinded

- (a) by a two-thirds majority of Fellows present or represented at a Special General Meeting of Fellows convened in accordance with the Rules, or
- (b) by a two-thirds majority of Fellows (as qualified by Rule 6.5.1), who vote in a referendum held in accordance with the Rules.