

**NEW ZEALAND INSTITUTE OF PRIMARY INDUSTRY MANAGEMENT
INCORPORATED**

BY-LAWS OF INSTITUTE

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**NEW ZEALAND INSTITUTE OF PRIMARY INDUSTRY
MANAGEMENT**

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EFFECTIVE from this 21st day of *November* **2021**

1. INTRODUCTION

These By-laws have been introduced in accordance with Rule 4.2(a).

2. INTERPRETATION

Definitions

In these By-laws unless the context otherwise requires:

Accreditation shall mean the recognition that a Member has a level of expertise that meets or exceeds the accreditation standards set from time to time by the Board.

Act shall mean the Incorporated Societies Act 1908 as may be amended from time to time, and includes any amendment to or replacement of that Act.

Associate shall mean a person who has been granted Associate Membership in accordance with the By-laws.

Board shall mean the governing body of the Institute pursuant to Rule 16.

Board Member shall mean a Member of the Board pursuant to Rule 16.

Branch shall mean each and every branch of the Institute established pursuant to Rule 5.1(i).

Branch Committee shall mean the governing body of a Branch pursuant to the By-laws.

Branch Secretary shall mean an officer of a Branch Committee in accordance with the By-laws.

By-laws shall mean these by-laws established by the Institute pursuant to Rule 4.2(a).

Chairman shall mean the person holding that respective office and elected in accordance with the relevant Rules and By-laws.

Code of Ethics shall mean the code of ethics of the Institute as referenced in the By-laws.

Complaints Committee shall mean the committee established to hear complaints pursuant to the By-laws.

Executive Committee shall mean a sub-committee of Board Members appointed in accordance with Rule 17.1(g).

Executive Officer shall mean the executive officer (being, if required by the Act, the statutory officer) of the Institute appointed pursuant to Rule 19.

Fellow shall mean a person who has been granted fellow Membership in accordance with the By-laws.

Financial Member shall mean a Member whose subscription is paid.

Financial Year shall mean the twelve (12) month period nominated by the Board in accordance with Rule 20.9.

Institute shall mean the New Zealand Institute of Primary Industry Management Incorporated.

Life Member shall mean a person who has been granted Life Membership in accordance with the By-laws.

Member shall mean a natural person who has been admitted to Membership of the Institute in accordance with the applicable Rules and By-laws.

Membership shall mean the rights and privileges of the different classes of membership of the Institute, in accordance with the applicable Rules and By-laws.

Non-Active Status shall mean a Member who is non-active in accordance with the By-laws.

Overseas Status shall mean a Member who is temporarily resident overseas in accordance with the By-laws.

President shall mean the person holding this office in the Institute and elected in accordance with Rule 16.14.

Primary Industry shall mean any industry that provides or uses raw materials of plant and/or animal products for conversion into commodities and products for consumers.

Primary Industry Profession shall mean the occupational group of Primary Industry management.

Primary Industry Professional shall mean a Professional who manages Primary Industry resources and/or provides professional services to Primary Industry, whether in management, sciences, education, financial or industry services or a combination of these, having consideration to the relevant Primary Industry business as a whole.

Professional means a person belonging to, or connected with, a vocation or occupation that requires some form of tertiary qualification and adherence to accepted standards.

Registered Member shall mean a Member who is registered in accordance with the By-laws.

Retired Status shall mean a Member who is retired in accordance with the By-laws.

Rules shall mean the rules of the Institute.

Student shall mean a person who has been granted Student Membership in accordance with the By-laws.

Working Day shall mean any day not being a Saturday or Sunday or public holiday within the meaning of section 44 of the Holidays Act 2003 in Wellington.

3. MANAGEMENT

3.1 Executive Officer

The Executive Officer appointed under Rule 19 shall:

- (a) act in good faith and in the best interests of the Institute, and use powers for a proper purpose;
- (b) comply with the Act and with the Institute's Rules, except where the Rules contravene the Act;
- (c) exercise a degree of care and diligence that a reasonable person with the same responsibilities within the Institute would exercise in the circumstances applying at the time;

- (d) ensure that activities of the Institute are not carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to the Institute's creditors;
- (e) ensure that the Institute does not incur obligations that he or she does not reasonably believe will be fulfilled;
- (f) attend all meetings of the Board, ensure that the minutes of all proceedings are properly entered in the books provided for that purpose, and issue all notices calling ordinary or special meetings of the Board;
- (g) at general meetings, provide minutes of previous meetings and such letters and as the Chairman of the meeting shall direct;
- (h) manage persons employed or contracted by the Institute, subject to the control of the Board;
- (i) have charge under the direction of the Board, of managing correspondence and of printing and publishing transactions and proceedings of the Institute;
- (j) receive and pay all funds on behalf of the Board, keep accounts at such bank as the Board shall direct;
- (k) undertake any other duties or responsibilities as may be required by the Board from time to time;
- (l) report in writing to each meeting of the Board; and
- (m) hold office under such terms and conditions as shall be determined by the Board.

4. FINANCIAL

4.1 Banking and Finance

- (a) In accordance with Rule 20, the Board will conduct the Institute's business utilising best financial practice, consistent with the standards and practices required of Chartered Accountants operating in New Zealand.
- (b) The Board is authorised to receive income and make payments to deliver the budget previously authorised by the Board. Payments not previously authorised will require prior approval by the Board.

- (c) Cheques or other negotiable instruments paid to the bankers of the Institute for collection requiring endorsement may be endorsed by the Board or by such other persons the Board may appoint from time to time.

4.2 Accounts

- (a) All funds collected, levied, donated or otherwise received, or due to the Institute by Members, Branch Committees, the Board or their respective agents or any other source shall constitute, and belong to, the funds of the Institute. These funds shall be the property of the Institute.
- (b) Branch Committees shall have control over the maintenance, investment and expenditure of their respective Branches. For clarity, Branch Committees shall not be able to set and collect NZIPIM levies unless such power is delegated by the Board in accordance with Rule 17.1(r).
- (c) The statements of accounts of both the Institute and Branches shall be drawn up as at the end of the last day of the Financial Year and distributed for approval to Members at the annual general meeting.
- (d) All information relating to accounts shall be open to inspection by Members, subject to reasonable restrictions as to time and manner of such inspection as may be imposed by the Institute.

5. BRANCHES

5.1 Branches of the Institute

- (a) There may be Branches of the Institute established throughout New Zealand, as determined by the Board. The Board may from time to time subdivide, amalgamate or change the boundaries of Branches, after consultation with the Members concerned.
- (b) All Members of the Institute shall be Members of the Branch for the area in which they reside. On application, any Member may choose another Branch should that be more convenient for the Member.
- (c) Each Branch shall exercise the powers conferred, and is subject to the conditions imposed, by the Rules of the Institute.
- (d) Subject to the approval of the Executive Officer, any Branch may establish a sub-branch or sub-branches within its area's boundaries. The Branch Committee shall approve any By-laws made by any sub-branch for the conduct of its affairs.

5.2 Branch Committees

- (a) The affairs of each Branch shall be conducted by a Branch Committee elected at an annual general meeting of the Branch and consisting of the following:
 - (i) the Chairman who shall hold office for no more than two (2) consecutive years and, immediately following retirement shall become a member of the Branch Committee for a term of twelve (12) months, immediately following retirement;
 - (ii) a Branch Secretary who shall hold office under such terms and conditions as shall be determined by the Branch Committee; and
 - (iii) not less than three (3) other Branch Committee members, one (1) of whom shall be the immediate past Chairman, but only in the year immediately following retirement from the office of Chairman.
- (b) All members of the Branch Committee shall retire after twelve (12) months in office and shall be eligible for re-election subject to the provisions of By-law 5.2(a) above.
- (c) The Chairman shall chair the Branch Committee and the term of office of the Committee shall be from the closure of the annual general meeting of the Branch to the closure of the succeeding annual general meeting.
- (d) Nominations for all members of the Branch Committee shall be in writing and signed by two (2) Members, and the candidate. Nominations shall be given to the Branch Secretary prior to, or at, the annual general meeting of the Branch. If the candidates nominated exceed the number to be elected (as determined by the Branch Committee), then election shall be conducted by ballot.
- (e) If the candidates nominated are equal to the number to be elected or if an insufficient number of candidates are nominated under By-law 5.2(d) above, any candidates nominated under that By-law shall be deemed to have been elected at the annual general meeting of the Branch Committee who shall make such appointment as the case may require to fill such vacancy until the next annual general meeting of the Branch.
- (f) The Branch Committee shall normally meet at least once in every four (4) months, and the majority of members shall be a quorum.
- (g) Not less than fourteen (14) Working Days before a general meeting of the Branch Committee, the Branch Secretary shall notify the members

thereof the date, time and place of the meeting and the business to be transacted.

- (h) At any time, the Chairman or any two (2) other members of the Branch Committee may require the Branch Secretary to call an extraordinary meeting of the Branch Committee. Due notice of any such meeting shall be sent to every committee member.
- (i) Any Member aggrieved by any decision of a Branch Committee may appeal to the Board in such manner and subject to such terms and conditions as the Board may prescribe.
- (j) If a Branch Committee member ceases to be a Member of the Institute, his or her position on the Branch Committee shall thereupon be vacated.
- (k) A position on a Branch Committee may be declared vacant by that Committee if the member:
 - (i) resigns from the Branch Committee;
 - (ii) is absent from three (3) consecutive meetings of the Branch Committee without the consent of the Committee;
 - (iii) becomes bankrupt or insolvent or makes an assignment for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provisions for the liquidation of his or her affairs and fails to satisfy the Branch Committee when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in connection therewith;
 - (iv) is an individual subject to a property order made under the Protection of Personal Property Rights Act 1988;
 - (v) has an unpaid Membership in accordance with Rule 8.2; and
 - (vi) ceases to be a Member of the Branch.
- (l) The Rules governing the Board shall also be the rules of each Branch Committee, where they can be applied.

5.3 Powers and Duties of Branch Committees

- (a) A Branch Committee shall have the following powers, duties and discretions, within the limits of its own Branch, without prejudice to any powers conferred on it by these By-laws and subject to any control which the Board is thereby authorised to exercise:

- (i) it may make, vary and repeal By-laws ancillary to, but not inconsistent with, the powers, duties and discretions of the Branch Committee expressed or implied by the Rules of the Institute, that it may consider necessary or expedient for the purpose of the Branch. Provided that such By-laws shall be subject to the approval of the Board and shall be recorded in the minute book of the Branch;
- (ii) it may purchase, rent, and furnish suitable premises for the use of its Branch, but any liability so incurred shall be limited to the funds of the Branch;
- (iii) it may take cognisance of anything affecting the Institute or the professional conduct of Members, and shall forthwith report to the Board;
- (iv) at its first meeting in each year it shall elect or appoint a Branch Secretary, honorary or remunerated. The Branch Secretary need not be a Member of the Institute or of the Branch Committee but shall hold office subject to such terms and conditions as shall be determined by the Branch Committee;
- (v) it may appoint sub-committees, with such powers as it may prescribe, provided such powers do not exceed those of the appointing Branch Committee and subject to By-law 5.4(d) and 5.4(e);
- (vi) the Institute must hold the financial accounts on behalf of the Branches. If the Branch undertakes its own financial affairs, the Branch shall furnish to the Board a set of reviewed financial statements each year;
- (vii) subject to the consent of the Board, and as agents of the Institute, it may receive prescribed fees from applicants for Membership, annual subscriptions and any other funds which may be levied by the Board. It may make, and give receipts, releases and other discharges for such funds, provided that funds so received on behalf of the Institute shall be forwarded to the Executive Officer as and when demanded by the Board;
- (viii) it may organise lectures, field days, demonstrations, and other business and social functions for Members and other individuals or groups as the Branch determines; and

- (ix) it shall ensure that sufficient and accurate publicity is given to functions and activities of the Branch (noting that, on occasions, the Branch may elect that its events and functions may be held under Chatham House Rules). It may appoint a publicity and press officer, subject to any control which the Board may from time to time require.
- (b) The powers of the Board as set out in Rule 17 shall also be powers of the Branch Committee in so far as they may be applied to the Branch of the Institute.

5.4 Proceedings of Branch Committees

- (a) Every Branch Committee Member shall be entitled to exercise one (1) vote at Branch Committee meetings.
- (b) Except as provided for by these By-laws, questions at any meeting of a Branch Committee shall be decided by a majority of votes of the Members present. The Chairman of the meeting shall have a deliberative vote and, in the case of equality of voting, the Chairman shall also have a casting vote.
- (c) At all meetings of a Branch Committee the Chairman shall preside, or in the Chairman's absence, a Chairman shall be elected from those Members present.
- (d) Any meeting of a Branch Committee, at which a quorum as defined by By-law 5.2(f) is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatsoever. The meetings and proceedings of every sub-committee consisting of two (2) or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the appointing Branch Committee, as far as the same are applicable thereto.
- (e) No resolution of any sub-committee appointed by the Branch Committee shall bind the Branch Committee until confirmed by the Branch Committee unless, at the time of the appointment, power to do so was expressly given to such sub-committee.
- (f) All actions taken at any meeting of a Branch Committee, or a sub-committee appointed by a Branch Committee, or any person acting as a Branch Committee Member shall, despite that it is afterwards discovered that there was some defect in the election or appointment of such body or person acting as aforesaid, or that they or any of them were

disqualified, be as valid as if the Branch Committee or sub-committee of the Branch Committee, or person, as the case may be, had been duly elected or appointed and was qualified to act.

- (g) The Branch Committee shall record minutes of the proceedings of its meetings or meetings of its sub-committees, and of general meetings of the Branch, and of the names of those present at such Branch Committee, sub-committee or general meetings, to be regularly entered into books provided for the purpose. The minutes of any meeting signed by the Chairman of the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.

5.5 General Meetings of Branches

- (a) The annual general meeting of each Branch shall be held within seven (7) months of the end of the Institute's Financial Year, at such time and place as determined by the Branch Committee.
- (b) Not less than twenty-eight (28) Working Days before the annual general meeting of the Branch or any ordinary meeting thereof, the Branch Secretary shall duly notify every Member of the day, place and hour of the meeting and of business to be transacted.
- (c) Within twenty-eight (28) Working Days of a receipt of a written requisition, stating the object and purpose of such meeting and signed by not less than twenty-five (25) Members or one half of the Members of such Branch, whichever is the less, the Branch Committee shall convene an extraordinary general meeting of the Branch. Failing action by the Branch Committee within the prescribed time, those requesting the meeting may convene a meeting, in the manner set out in By-law 5.5(d) below.
- (d) A Member wishing to bring any motion or business not relating to the ordinary annual business of the Branch before an annual general meeting shall give written notice to the Branch Committee, not less than twenty-one (21) Working Days before the day of the meeting. No motion or business other than the business brought forward by the Branch Committee, shall come before the meeting unless such notice has been given.
- (e) The Branch Committee shall give not less than fourteen (14) Working Days' notice of every general meeting of the Branch, specifying the place, day and hour of such meeting and the general nature of the business to be conducted, to Members in the manner hereinafter mentioned, or in such other manner as may be prescribed by the Branch

in general meeting. The want of notice on the part of any Member shall not invalidate the proceedings at any general meeting of the Branch.

5.6 Proceedings at General Meeting of Branch Committees

- (a) The business of the annual general meeting of the Branch shall be to receive and consider the statement of income and expenditure, the balance sheet and report of the Branch Committee for the preceding year, the election of Committee Members and whether to appoint auditors, if applicable, and the consideration of any other business as the Branch Committee, or any Member on due notice, as prescribed in By-law 5.5(d), may bring before it.
- (b) Ten (10) Members or one third of the Members of the Branch, whichever is the less, present and entitled to vote, shall be a quorum for a general meeting. No business shall be transacted at any general meeting of the Branch unless a quorum is present at the commencement, and throughout the whole of the discussion, of that business.
- (c) If within fifteen (15) minutes of the time appointed for a meeting, a quorum is not present, it shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time or to such other days (not being more than fourteen (14) days after such meeting), at such time and place as the Chairman of the meeting may appoint. At such adjourned meeting, if a quorum is not present, those Members who are present shall be a quorum and may transact the business for which the meeting was called.
- (d) The Chairman, or, in the Chairman's absence, a Member of the Branch Committee to be elected by the Members present, shall be entitled to take the chair at every general meeting of the Branch. At any meeting if no person entitled to take the chair shall be present within fifteen (15) minutes after the time appointed for holding such a meeting, or if all such persons present decline to take the chair, then the Members present shall elect someone from their number to be Chairman.
- (e) In the first instance each motion submitted to a meeting shall be determined on voices or by a show of hands. In the case of an equality of votes, either by a show of hands or at a poll, the Chairman, in addition to the vote to which he or she may be entitled to as a Member, shall have a casting vote.
- (f) At any meeting of a Branch Committee, unless a poll is demanded by at least five (5) of the Members present and entitled to vote, a declaration by the Chairman that a resolution has been carried, carried by a

particular majority, lost or not carried by a particular majority, shall be conclusive evidence of the fact, without proof, of the number or proportion of votes recorded in favour of, or against, such resolution. An entry to that effect shall be made in the minute book of the Branch.

- (g) If a poll is demanded as at By-law 5.6(f) above, it shall be taken in such manner as the Chairman of the meeting directs. The resolution of such a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for the poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded. The demand for a poll may be withdrawn. Any poll duly demanded on the election of a Chairman of a meeting, or on any question of adjournment, shall be taken at the meeting and without adjournment. A demand for a referendum as provided by By-law 13.1 shall supersede any demand for a poll.
- (h) With the consent of the meeting, the Chairman of a general meeting of the Branch may adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.

6. MEMBERSHIP

6.1 Provisions relating to Membership

- (a) All Members, other than Student and Non-Active, shall have the right to:
 - (i) vote; and
 - (ii) hold office in the Institute.

For clarity, all Members, other than Non-Active Members, shall be eligible to hold office on the board of Branches or sub-branches. All Members shall be otherwise eligible to attend meetings, receive notices and any publications and to all other rights and privileges attaching to Members subject to any restrictions or provisions imposed by the Rules, By-laws or by the Board of the Institute.

- (b) Only natural persons shall be admitted to Membership of the Institute.
- (c) A Member who is Non-Active may, on application to, and approval by the Board, retain Membership of the Institute and be granted Non-Active Status, only so long as the Member retains Non-Active Status.

- (d) A Member who is temporarily resident overseas may, on application to, and approval by, the Board, retain Membership of the Institute and be granted Overseas Status, as long as he or she remains resident outside New Zealand.
- (e) Any Member who is retired may, on application to and approval by the Board, retain Membership of the Institute and be granted Retired Status and shall hold the same category as that held immediately prior to being accorded Retired Status.
- (f) Each Member shall indemnify the Institute for any loss it may suffer as a result of proceedings taken against the Institute due to actions of the Member.

6.2 Membership Classifications

- (a) As stated in Rule 6.2, Membership of the Institute will be divided into the following categories:
 - (i) Life Member;
 - (ii) Fellow;
 - (iii) Registered Member;
 - (iv) Member;
 - (v) Associate; and
 - (vi) Student.
- (b) The Board shall determine, from time to time, the eligibility criteria for classes of Membership.

6.3 Life Member

- (a) A Life Member may be granted Life Membership in recognition of outstanding services to the Institute.
- (b) In order to become a Life Member:
 - (i) the Member must be nominated for Life Membership by the Branch, or by the Board;
 - (ii) the Member has been involved for a minimum of 20 years with the Institute;

- (iii) the Member is approaching the end of their career as a Primary Industry Professional; and
 - (iv) the Member has embraced and demonstrated professionalism throughout their career.
- (c) A citation shall be submitted to the Board with the nomination.
 - (d) Life Membership shall be granted solely by Special Resolution of the Board.
 - (e) The letters LMNZIPIM shall be reserved for Life Members of the Institute.
 - (f) At no time shall the number of Life Members exceed five percent (5%) of the total Membership of the Institute.
 - (g) A Life Member shall be entitled to all the privileges of a Financial Member for life without payment of any contribution or dues, provided that, for sufficient cause the Board may cancel any such privilege.

6.4 Fellow

- (a) To become a Fellow of the Institute a Member must:
 - (i) be nominated by two (2) Fellows of the Institute or by the Board or by the Branch in which he or she resides;
 - (ii) have a record of employment as a Primary Industry Professional for a minimum of ten (10) years;
 - (iii) have been a Member of the Institute for a minimum period of ten (10) years;
 - (iv) be recognised as an outstanding leader in the profession and have demonstrated excellence as a Primary Industry Professional;
 - (v) have made a significant contribution to the Primary Industry Profession over and above that expected of Members
 - (vi) be a highly respected by the Primary Industry and Members for their level of professionalism;
 - (vii) be a suitable and proper person to be advanced to Fellow; and
 - (viii) have preferably been involved in the Institute or community affairs

at managerial/executive level;

- (b) A citation shall be submitted to the Board with the nomination.
- (c) The letters FNZIPIM are reserved for the use of Fellows of the Institute.
- (d) At no time shall the number of Fellows exceed ten percent (10%) of the total Membership of the Institute.
- (e) The advancement of a Member to Fellow is to be determined solely by Special Resolution of the Board.
- (f) Despite the above the Board may, at its discretion, approve a Member for this category who does not meet the criteria as defined in By-law 6.5(a)(ii) and 6.5(a)(iii) if the Member has made an exceptional contribution to the Institute and/or the Primary Industry Profession.

6.5 Registered Member

- (a) To become a Registered Member a person must fulfil the following requirements:
 - (i) be eligible to hold the category Member; and
 - (ii) be registered by the Board, as defined in the Institute's Registration Policy.
- (b) The letters LMNZIPIM (Reg.), FNZIPIM (Reg.) and MNZIPIM (Reg.) are reserved for the use of Registered Life Members, Registered Fellows and Registered Members of the Institute, respectively.
- (c) Despite the above the Board may, at its discretion, register a Member for this category without an approved academic qualification if the person has made an exceptional contribution to the Institute and/or to the management related to the Primary Industry.

6.6 Member

- (a) To become a Member a person must fulfil the following requirements:
 - (i) have a minimum academic qualification as shall be determined from time to time by the Board;
 - (ii) be employed as a Primary Industry Professional;
 - (iii) have had three (3) years continuous employment in the Primary Industry Profession, immediately prior to the date of application;

- (iv) be nominated by two Member referees, or alternatively supply three (3) referee letters including a professional referee, character referee of public standing and Member referee. These referees must not be a family relation to or, a spouse or partner of, the applicant;
 - (v) supply a statutory declaration that they:
 - (1) have had no criminal convictions or have pending criminal cases in New Zealand or overseas;
 - (2) are not bankrupt or been adjudicated bankrupt or pending; and
 - (3) are not currently subject to, or been the subject of, or pending a professional disciplinary hearing; and
 - (vi) complete an Institute ethics module, or its equivalent, within two (2) years prior to the date of application, to the satisfaction of the Board.
 - (vii) be accepted by the Board as a suitable and proper person to be a Member.
- (b) Despite the above, the Board may, at its discretion, accept a person to be a Member without an approved academic qualification if that person is respected by the Industry for their level of professionalism and is someone who the Institute would be proud to endorse.
- (c) The letters MNZIPIM shall be reserved for Members of the Institute.

6.7 Associate

- (a) To become an Associate a person must:
 - (i) have a professional interest in the management of Primary Industry resources and/or providing services to the Primary Industry;
 - (ii) not be a full time tertiary student;
 - (iii) be accepted by the Board as a suitable and proper person to be a Member of the Institute; and
 - (iv) be unable to currently fulfil the requirements for “Member”

category.

6.8 Student

- (a) The Board may from time to time admit suitable persons as Student Members of the Institute.
- (b) Every applicant for admission as a Student Member shall:
 - (i) be a full time student in an approved course of study at a New Zealand university or polytechnic; and
 - (ii) conform to such other conditions as the Board may require to be observed;
- (c) The Board may at any time terminate, at its absolute discretion, the Student Membership of any person.
- (d) A student may continue to be a Student Member of the Institute until the end of the Institute's Financial Year in which he or she ceases to be engaged in an approved course of study.
- (e) If a Student Member finds employment as a rural professional immediately after they graduate, he or she can carry over Student Membership status for up to one year after the date the Student Member completed their studies.

7. ADMISSION TO MEMBERSHIP

7.1 Application of Membership

- (a) Every application for admission to Membership of the Institute and every recommendation for advancement shall be considered by the Board. Subject to the conditions and provisions as prescribed and set out in the Rules of the Institute, Membership may be approved, granted, deferred or rejected by the Board. Such decisions shall be binding until otherwise altered, rendered or rescinded by Special Resolution of the Board.
- (b) In considering the granting of admission to Membership, the Board shall take into account the following matters:
 - (i) the acceptability of the academic qualification;
 - (ii) the standing of the university or other institution from which the qualification was obtained;
 - (iii) the extent of experience and practice in the Primary Industry

Profession, and the locality and time spent in the Primary Industry Profession;

- (iv) the character, reputation, knowledge and professional standing in the community;
 - (v) the probable or determined suitability of the nominee with regard to any commercial or business affiliations or interests, and to any other matter which may render the nominee prejudiced, biased or otherwise unsuitable; and
 - (vi) any other matters which may be considered by the Board.
- (c) Any application for admission to membership shall be made in the form and manner as may be specified from time to time by the Board.
- (d) The Board may at its sole discretion determine whether or not to admit any applicant to Membership.

8. CERTIFICATE OF MEMBERSHIP

Upon being admitted to Membership, every Member shall receive from the Executive Officer a certificate of Membership applicable to the category of Membership held. Should any Member cease to be a Member, such certificate shall, upon demand, be returned to the Executive Officer for cancellation or endorsement. If any Member neglects or refuses to deliver up his or her certificate of Membership on demand, legal or other proceedings may be taken by the Board for its recovery.

9. REGISTER OF MEMBERS

- (a) The Executive Officer shall keep a register of all Members which shall be in the form prescribed under the Act and contain such other particulars as may from time to time be prescribed by the Board. At least once in every three (3) years the Board shall publish, or arrange to be published at the expense of the Institute or otherwise, a full list of all Members of the Institute, together with such other particulars as they may deem advisable.
- (b) Every Member of the Board shall furnish the Board with a record of qualifications, current address, place or places of business, or employment, or any other information or particulars as may be required from time to time by the Board.
- (c) No name or designation shall be entered in the register of Members, unless authority is given by the Board, nor shall any name be removed

from such register nor any designation already entered therein be changed, unless on like authority.

- (d) Whenever any person shall cease to be a Member, that person's name shall be removed from the register of Members. He or she shall from such date cease to have any claim upon, or interest in, the property of the Institute or any part thereof.

10. COMPLAINTS

10.1 Right to make complaint

- (a) Any person may make a complaint to the Executive Officer where they have been affected by the actions of a Member, involving:
 - (i) any violation of any part of the Institute's Rules, By-laws or Code of Ethics;
 - (ii) any Member who has been convicted of any indictable offence or an offence for which a convicted person may be imprisoned;
 - (iii) any dishonest practice or dealing knowingly committed by a Member;
 - (iv) any conduct engaged by a Member which is prejudicial to the good name of the Institute; or
 - (v) any instance of a Member having obtained admission to the Institute by improper means.
- (b) Any such complaint must:
 - (i) be in writing (in the form provided on the Institute's website, if any);
 - (ii) set out all relevant details of the complaint; and
 - (iii) be accompanied by all supporting documentary or other evidence.
- (c) On receipt of a written complaint, the Executive Officer will consider such complaint and will (except if and to the extent impeded from doing so by the occurrence of events or circumstances beyond his or her control) deal with the complaint in accordance with these By-laws.

10.2 Investigation of a Complaint

- (a) Within seven (7) Working Days of receiving a written complaint, the

Executive Officer shall acknowledge the complaint in writing and refer the complainant to the Institute's complaints procedure.

- (b) Within five (5) Working Days of having acknowledged the complaint, the Executive Officer shall inform the President of the complaint and either:
 - (i) recommend that the complaint be dismissed for reasons under Rule 10.2(c),(d), or (e); or
 - (ii) recommend that a Complaints Committee be established to review further the complaint.

- (c) The Executive Officer may recommend that the Institute decline to investigate or consider further the complaint if:
 - ~~(i)~~ the Executive Officer considers that the complainant has not been materially affected by the actions of a Member, or has insufficient interest in the subject matter of the complaint, or otherwise lacks standing to raise it; or
 - ~~(ii)~~ the Executive Officer considers that the circumstances giving rise to the complaint occurred too long ago for the complaint to be heard, having given the complainant a reasonable opportunity to explain the time taken to lay its complaint; or
 - ~~(iii)~~ (iii) the Executive Officer considers, having given the complainant a reasonable opportunity to provide further information or evidence, that there is insufficient evidence to support the complaint; or
 - ~~(iv)~~ (iv) the Executive Officer considers that the nature of the complaint indicates that its subject matter is petty, frivolous, or inconsequential; or
 - ~~(v)~~ (v) in the course of enquiries made by or on behalf of the Executive Officer, it becomes apparent to the Executive Officer that it is not appropriate to further investigate or consider the complaint.

- (d) If the nature of the complaint indicates that its subject matter should be dealt with by a court or tribunal, the Executive Officer may recommend that the Institute decline to investigate or deal with the complaint until any such body has dealt with the issues that are subject of the complaint. If the decision of any such body:
 - (i) effectively disposes of the complaint, the Executive Officer may recommend no further action, or may recommend that action be taken on the basis of the decision, including the actions set out in clause 10.9. For example, where a decision makes findings which

affect a person's eligibility to remain a Member, the Executive Officer may recommend that the person's Membership be suspended; or

- (ii) does not effectively dispose of the complaint, the Executive Officer may decide to undertake such further investigations as he or she considers fit, and then follow (or return to) the procedures set out in Rule 10.2(g).
- (e) If the investigation or consideration of the complaint is likely to require extensive enquiries, a considerable time input, or advice from professional advisers, the Executive Officer may recommend that the Institute:
 - (i) decline further to investigate or consider the complaint; or
 - (ii) require the complainant to deposit with the Institute such sum as the Executive Officer thinks fit to reimburse the Institute wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Institute's fees for professional advice before further investigating or considering the complaint.
- (f) Within five (5) Working Days of having received the Executive Officer's recommendation under Rule 10.2(b), the President shall notify the Executive Officer of his or her initial decision on the complaint. For the avoidance of doubt, the President may establish a Complaints Committee to review the complaint even if the Executive Officer's and/or the President's initial view is that the complaint ought to be dismissed.
- (g) Except where the complaint is dismissed following a decision in terms of Rule 10.2(c), (d) or (e), the timeframes for the complaint, once the Executive Officer has received the written details of the complaint, shall be as follows:
 - (i) Within seven (7) Working Days of the President's decision on the complaint under Rule 10.2(f), the Executive Officer shall write to the Member, providing a copy of the complaint made against him or her, and asking for a written reply within twenty-one (21) Working Days.
 - (ii) Within seven (7) Working Days of receipt of the written reply, or within seven (7) Working Days of the expiry of the twenty-one (21) Working Day period in circumstances where no written reply is received, the complaint shall be referred to the Complaints Committee.

- (iii) Within seven (7) Working Days of receipt of the written reply outlined above, the Executive Officer shall forward a copy of the response to the complainant.
- (iv) Both the complainant and the Member shall be given the opportunity to set out their case and discuss with the Complaints Committee.
- (v) Within thirty (30) Working Days of referral of the complaint, the Complaints Committee shall report, in writing, to the Board, documenting the evidence it has collected and shall submit its recommendations.
- (h) Where a complaint is dismissed following a decision in terms of Rule 10.2(c), (d) or (e), the Executive Officer shall notify the complainant of the decision and the reasons for it within seven (7) Working Days.

10.3 Complaints Committee

- (a) The Complaints Committee shall be responsible for further investigating the complaint and may contact any person it considers to be appropriate, and shall gather whatever information it deems necessary.
- (b) No member of the Complaints Committee, who in relation to a complaint has a conflict of interest in any way whatsoever, will participate in any meeting or discussion concerning the complaint.
- (c) The Complaints Committee shall be constituted, from time to time, by the President, and shall comprise three (3) members:
 - (i) a Board Member from a Branch other than that to which the Member belongs, who shall chair the Complaints Committee;
 - (ii) a person of public standing, who shall be independent of the Board and of the Institute; and
 - (iii) a Member of the Institute with public standing.
- (d) The Complaints Committee shall treat all information on a confidential basis (except, with the consent of the complainant, such disclosures as are required in order to address the complaint).
- (e) The Complaints Committee shall be entitled at any time to form a view in terms of Rule 10.210.2(c), 10.2(d) or 10.2(e), as if all references in Rule 10.2 to the Executive Officer also included references to the Complaints Committee, and to suspend or dismiss a complaint for any of the reasons listed (for example, if the Complaints Committee considers that the

complaint would be appropriately dealt with by a court or tribunal).

- (f) The Complaints Committee shall notify the complainant and all affected parties of all decisions and directions which it makes as soon as reasonably practicable.

10.4 Complaints Committee Meeting

- (a) On receipt of the documentation of a complaint, the Complaints Committee Chairman will convene a meeting to consider the complaint. The Complaints Committee will consider the information provided in order to ascertain whether or not, in its opinion, a prima facie case exists.
- (b) If during the course of its consideration, the Complaints Committee decides that it needs further information or clarification of any matter, it will refer the matter back to the Executive Officer or an independent investigator for investigation. If during the course of its consideration, the Complaints Committee determines that there are other issues that need to be considered, these matters will be referred back for further investigation. This will then be considered by the Complaints Committee to ascertain whether, in its opinion, a prima facie case exists.
- (c) If the Complaints Committee determines that the complaint is unsubstantiated, has no validity, or should be dismissed for any other reason, the Member concerned and the complainant will be informed of the decision in writing by the Chairman of the Complaints Committee and of the reasons why the Institute will not be proceeding with the complaint.
- (d) The Complaints Committee may, in appropriate cases, propose mediation to both parties but such a proposal does not imply that a Member has a prima facie case to answer.
- (e) If the Complaints Committee determines that a prima facie case exists and that the case is inappropriate for either mediation, then the Complaints Committee will hear the complaint.
- (f) The Board shall pay any costs incurred by the Complaints Committee which have been approved in advance.
- (g) The Complaints Committee shall report only to the Board, and shall treat all information as confidential.
- (h) The Complaints Committee shall observe the principles of natural justice.

10.5 Mediation

- (a) If mediation is proposed, and the complainant and the Member concerned agree, the Complaints Committee will appoint one person (the committee's appointee), to mediate the complaint. The Complaints Committee's appointee must not be a member of the Complaints Committee. If either or both parties do not accept the appointee, then they can request the President to appoint another person to mediate the complaint and the appointment will be binding on both parties.
- (b) The complainant and the Member concerned will, before any mediation commences:
 - (i) sign a mediation agreement prepared by the Complaints Committee setting out the terms of reference and procedure;
 - (ii) agree that the mediation, and anything said in the mediation, is confidential and privileged; and
 - (iii) agree to bear the costs of the mediation, including the cost of the mediator's time, either equally or as the mediator, if his/her discretion determines.
- (c) The Member and the complainant personally, or where the complainant is a company, a duly authorised officer of that company, must attend the mediation if they have agreed to mediation.
- (d) At the conclusion of mediation, the mediator will report the outcome of the mediation to the Complaints Committee Chairman. If the mediation has been successful, the chairperson will confirm (in writing), resolution of the complaint with the complainant and the Member concerned. If the mediation is unsuccessful the Complaints Committee will consider whether or not a disciplinary charge should be laid.

10.6 Hearing Procedure

- (a) The Complaints Committee will determine its own procedures. These may include:
 - (i) the introduction by the Chairman of the members of the Complaints Committee and other parties present;
 - (ii) an explanation that the Complaints Committee will hear the evidence and will make its decision on the basis of that evidence.
- (b) The Member concerned or his/her representative may present their case in answer to the charge and may call witnesses as required who may be

cross examined under oath/affirmation.

- (c) The parties before the Complaints Committee will be treated equally and each party will be given a full opportunity to present that party's case.
- (d) A record of the proceedings at the hearing is to be kept.

10.7 Complaints Committee's Decision

Following the hearing, the Chairman of the Complaints Committee will provide their written decision to the Board, the reasons for the decision, any penalty outlined in the By-laws, costs and expenses that they recommend are to be imposed, and whether the Member is to be suspended or removed.

10.8 Right of Appeal of Disciplinary Tribunal's Decision

There is a right of appeal under these By-laws against a decision of Complaints Committee. For an appeal to proceed, the Member concerned must provide full written reasons to the Board within 30 days of receiving the decision. The President will appoint an independent person of standing to review the decision and determine the outcome of the appeal. No further hearing will be held, and the independent person is empowered to communicate with both parties and make an award for costs.

10.9 Penalties

- (a) If a complaint is upheld, the Board may (upon the recommendation of the Complaints Committee) impose one or more of the following penalties:
 - (i) censure the Member;
 - (ii) order the Member to pay a penalty as shall be determined by the Board from time to time up to a maximum of ten thousand dollars (\$10,000);
 - (iii) suspend Membership for a period not exceeding twelve (12) months;
 - (iv) cancel Membership and order the name of the Member to be removed from the roll;
 - (v) require the Member to pay such costs and expenses incurred by the Institute in connection with the processing and hearing of the complaint/charge, as they see fit; and/or
 - (vi) the publication of any admonishment as deemed appropriate by the Complaints Committee.
- (b) If a suspended Member breaches his/her suspension, the suspended

Member will be expelled from Membership of the Institute by the Board unless, on application by the Member, the Board resolves otherwise.

- (c) For clarity, the Complaints Committee can seek to recover costs associated with the complaint under the By-laws on any former Member, as long as the complaint giving rise to the imposition of the penalty arose during the period that the former Member was a Member.

10.11 Rights of Board

The Board cannot vary the decision or penalty imposed by the Complaints Committee unless it has, in its view, good reason to do so (in which case it must ensure that its reason(s) for any such variation are recorded).

10.12 Notification of Decision

The Member concerned and the party who initiated the complaint will be informed in writing by the Executive Officer of the Complaints Committee's decision, the reasons for the decision and their right of appeal.

10.13 Remuneration and Fees

Members of the Complaints Committee will, at the discretion of the Board, be entitled to receive such fees, remuneration and disbursements as the Board in its absolute discretion determines either generally or in any specific case.

11. CODE OF ETHICS

- (a) Rules governing the professional conduct of Members of the Institute shall be those contained in any Code of Ethics formulated by the Institute, provided that the Board may from time to time amend the said Code of Ethics, in such manner as it thinks fit. No such amendment shall bind any Member of the Institute until notice has been given to that Member personally or by post.
- (b) The Code of Ethics is available to Members and the public from the Institute's website or other communication platforms as deemed appropriate by the Board.

12. ACCREDITATION

- (a) The Institute may make such arrangements for the Accreditation of Members without limitation.
- (b) The Board may from time to time:

- (i) delegate such Accreditation to any third person or body with relative expertise; and
 - (ii) make arrangements for such Accreditation solely on its own behalf, or unite with any other person or body for the joint discharge of Accreditation functions.
- (c) In making arrangements pursuant to the By-laws the Board shall ensure that such arrangements with any third person or body shall be terminable without requiring any period of notice.
- (d) The Board may enter into any associated or ancillary arrangements with regard to the matters set out above as it considers necessary including (without limitation) engaging such employees, contractors, or agents, making such payments, and granting such indemnities as it shall see appropriate.
- (e) Members being accredited pursuant to these By-laws shall abide by the relevant Accreditation rules and procedures, and shall be subject to the complaint process outlined in these By-laws and any other disciplinary powers concerning the Accreditation scheme.
- (f) Members shall pay all relevant levies and charges for the Accreditation scheme as set by the Board.

13. GENERAL MATTERS

13.1 Referendum

The Board may, by Special Resolution, refer any questions to Members of the Institution by way of referendum. A Branch Committee or Branch in general meeting may refer any question to the Members of the Branch, to be determined in like manner. In any such case the Chairman of the meeting directing the reference shall record the matter in question, or the resolution, or amend, in writing, in such form as in the Chairman's opinion will convey the substance intended by the Members present. Within seven (7) Working Days of the meeting directing the referendum, voting papers embodying the same shall be sent to all Members entitled to vote. Voting papers shall be returned within twenty-eight (28) Working Days of the date on which the referendum was directed, or a lesser period, as the meeting shall determine. Such meeting shall appoint two (2) scrutineers, who, with the Chairman, shall open the voting papers and report the result of the voting to Members of the Institute, or Branch, as the case may be. Such report shall be conclusive as to the result.

13.2 Privilege

All proceedings of the Institute, the Board, the Executive Committee, Branches,

sub-branches, Branch Committees and sub-committees shall be treated as confidential. All communications, addressed to any Member, in respect of any complaint against him or her shall be absolutely privileged. All proceedings (other than outcomes) conducted by the Institute, the Board, the Executive Committee, Branches, sub-branches, Branch Committees and sub-committees in respect of any such complaint, or otherwise affecting any Member shall be absolutely privileged.

14. SYMBOLS

The crest, coat of arms, emblazonment or any other insignia of the Institute which may be adopted by the Institute for the formal use thereof shall not be used by any person other than a Member of the Institute and subject to the conditions laid down in the Code of Ethics and at the discretion of the Board.

15. ACT TO TAKE PRECEDENCE

Despite anything else contained or implied in these By-laws, as long as the Act (or any statute amending or replacing the same), remains in full force and effect, the Institute will be subject to, and governed by, the provisions of that Act, and any regulations made under that Act, to the intent that in the event of a conflict, the provisions of that Act, and any regulations made under that Act will prevail over these By-laws.