



New Zealand Institute of Landscape Architects Articles of Constitution



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1 Introduction

1.1 Name

The name of the Institute is the New Zealand Institute of Landscape Architects Incorporated hereinafter called 'the Institute'.

1.2 Objectives

The objectives of the Institute are:

- (a) To promote the profession of landscape architecture.
- (b) To raise the character and status and to safeguard and advance the interests of the profession of landscape architecture.
- (c) To support the study of landscape architecture and the related arts and sciences.
- (d) To promote appropriate and sustainable landscape protection, planning, design intervention and management.
- (e) To bring matters affecting landscape architecture to the notice of Government and other authorities and organisations in all parts of New Zealand and elsewhere.
- (f) To increase the confidence of the community in the employment of professional landscape architects.
- (g) To improve the general and technical knowledge of persons engaged in the profession of landscape architecture through conferences and a Continuing Professional Development (CPD) programme.
- (h) To co-operate with other institutions or associations or other bodies that have objectives similar to those of this Institute.
- (i) To afford a means of adjusting professional differences and to decide all questions of ethics, usage, or courtesy in connection with the profession.
- (j) To promote good relationships and friendliness among the members of the profession.
- (k) To offer, provide, sponsor or contribute towards any lecture, scholarship, prize or other award for any research, study, literary contribution or other effort in connection with any objective of the Institute.
- (l) To undertake other activities or actions as may be decided by the Committee from time to time which may assist in the achievement of the above objectives.

1.3 Management

Subject to the will of the Institute expressed at a General Meeting, the affairs of the Institute shall be managed by a body known as 'the Executive Committee' hereinafter called "the Committee".



1.4 Headquarters

The Headquarters of the Institute shall be located in the office of the Institute's Executive Officer, or a place as chosen from time-to-time by the Committee.

1.5 Financial year

The financial year of the Institute shall close on the thirty-first day of December in each year.

1.6 Scope of Constitution

This Constitution includes the Code of Conduct and Complaints Procedure. Coincident with acceptance of membership of the Institute is acceptance that all members are bound by both these articles of the Constitution and by the terms and provisions of the Code of Conduct and Complaints Procedures.

1.7 Official documents

In addition to the Constitution, a number of other documents (such as the Professional Services Documents, CPD Programme, Branch Protocols and Job Descriptions and Landscape Charter) are prepared for and approved by the membership as Official Documents of the NZILA. They provide details concerning procedures, rules structures and policies not specified in detail in the Constitution.

1.8 NZILA operational procedures and protocols

In addition to the Institute's Official Documents, there are a number of existing written and customary policies and rules which have evolved as guidelines for Institute (and particularly Executive) decision-making and give effect to further operationalise the requirements of the Constitution.

These Operational Procedures and Protocols are the subject of continuing review by the Committee as part of its responsibilities in managing the Institute's business and are updated by the Committee from time-to-time. Such updating does not require membership endorsement unless the policy or rule is in conflict with the provisions of the Constitution and a change to the Constitution is required, in accordance with the provisions of the Constitution.

The Operational Procedures and Protocol Document shall be regularly updated by the Executive with amendments conveyed to membership as they arise through the minutes of the Committee or annually at the AGM.



2 Membership

2.1 *Membership categories*

The categories of membership of the Institute shall be as follows:

- (a) Honorary Fellow
- (b) Registered
- (c) Non-Registered
- (d) Graduate
- (e) Affiliate
- (f) Student

In addition, the following recognition may be granted to members who have made particular contributions to the Institute, and/or the profession of landscape architecture, provided that they are Registered members:

- (g) Fellow
- (h) Life Member

Only Registered members, or those who have been recognised as Life members, shall have the full powers and privileges of membership. Honorary Fellows, Affiliates, and Students shall possess all of the rights and privileges of Registered members except the right to hold office on Executive or Branch Committees, or to vote. Non-Registered and Graduate members shall possess all of the rights and privileges of Registered members except the right to hold the offices of President or Vice-President on the Executive Committee, or the office of Chairperson on a Branch Committee, or to vote on motions to amend the Constitution or financial matters including setting fees and subscriptions.

A Life, Registered or Graduate member having occasion to designate himself/herself as belonging to the Institute shall state the category to which he/she belongs according to the following terms or abbreviations:

Registered NZILA Landscape Architect – **NZILA (Registered)**
Non-Registered Landscape Architect - NZILA
Graduate NZILA Landscape Architect – **GradNZILA**

Registered members who have been further recognised by the Institute for their contributions to the Institute and/or the profession shall state the category to which he/she belongs according to the following terms or abbreviations:

Life and Registered Member - **NZILA (Life; Registered)**
Life and Non-Registered Member – **NZILA (Life)**
Fellow and Registered - **FNZILA (Registered)**
Fellow and Non-Registered - **FNZILA**

Alternatively, any Registered Member may use the term “Registered Landscape Architect” in association with the “Embossing Graphic” in accordance with the rules set out in the approved NZILA Corporate Graphics Style Guide.

No other category of member may use an abbreviated form or designation. Only Registered, Non-Registered and Graduate members of the Institute, or those who have been recognised as Life members, may use the title Landscape Architect.



2.2 Election to membership

The Committee shall, subject to these articles, have authority to elect a person to any grade of membership of the Institute provided the Committee is satisfied that the candidate has the qualifications for membership of that grade as set out in Article 2.3. A person so elected shall remain a member of that grade so long as his/her name remains on the Register as such.

2.3 Qualification for election

The qualifications for election to the various categories of membership shall be as follows:

(a) Honorary Fellow

A person distinguished by scientific, artistic, literary or other eminent attainment whose activities promote or have promoted the aims and objectives of the Institute.

(b) Registered Landscape Architect

(1) A person who:

- (i) has at least three but preferably four years practical experience in landscape architecture of a nature acceptable to the Committee of which at least one year must have been completed in New Zealand after graduating with an accredited qualification; and

- (ii) **has either -**

passed the examination of the Institute or a recognised examination,

or -

has been admitted to an equivalent grade of membership of an IFLA-recognised association, institute or body concerned with landscape architecture, provided that such candidate has also:

- a. worked in New Zealand for a minimum of 1 year; and
- b. is sponsored by two Registered NZILA members; and
- c. satisfies an examining panel of their professional competence and knowledge of professional practice by undergoing an interview;

and

- (iii) submits, on a two-yearly basis, an outline of their intended areas of professional development, drawn from the 'main topics of study' detailed in the Registration CPD Programme and at the time of payment of annual fees, submits their previous year's CPD record which satisfies the requirements of the Registration CPD Programme.
- (2) A member's registration is documented with the issuing of an annual registration certificate at the time of issuing the receipt for fees paid, provided they satisfy 2.3(b)(1)(iii).
- (3) Any Registered member shall be entitled to use the term "Registered Landscape Architect" in association with the "Embossing Graphic" in accordance with the rules set out in the approved NZILA Corporate Graphics Style Guide.



- (4) No fees or royalties shall be charged by the Institute for any such use of the mark.
- (5) The entitlement of a Registered member to use the trademark shall continue only so long as that person continues to be a Registered member. The Registered members shall use the trademark in such a manner as may from time to time be specified by the Institute. These requirements are outlined in the *'NZILA Corporate Graphics Style Guide'*.
- (c) **Non-Registered**
A formerly Registered member of the Institute who chooses not to engage in the CPD process, or who no longer practices landscape architecture.
- (d) **Graduate**
A person who has completed the academic requirements for registration but who is still completing the professional practice requirements.
- (e) **Affiliate**
A person who, in the opinion of the Committee, is interested and/or involved in the principles and practice of landscape architecture to the extent that such membership would be mutually beneficial.
- (f) **Student**
A person who is studying in an NZILA-accredited (IFLA-recognised) landscape architecture programme, provided that a person shall cease to be a member of this grade if that person:
 - (1) becomes eligible for election as a Graduate member of the Institute; or
 - (2) at the expiration of seven years from the date of election as a Student; or
 - (3) is engaged in full-time employment.

Additional recognition

Additional recognition may be granted to members who have made particular contributions to the Institute, and/or the profession of landscape architecture, provided that they are Registered members, or are or have been qualified to be recognised as a Fellow of the Institute. The qualifications for such recognition shall be as follows:

- (g) **Fellow**
A person who in the opinion of the Committee has significantly contributed to the status or advancement of the profession in New Zealand. Provided that a person should not be elected to this grade of membership unless he/she is qualified to be a Registered member of the Institute.
- (h) **Life Member**
A person who in the opinion of the Committee has made a unique and outstanding contribution to the advancement of the profession in New Zealand, provided that a person should not be elected to this grade of membership unless he/she is, or has been, qualified to be recognised as a Fellow of the Institute. A Life Member shall have the full powers and privileges of membership, including the right to hold office or vote, whether Registered or not.

2.4 Maintenance of Registered Status

Members renew their Registration annually (Re-Registration) by fulfilling CPD requirements. Members whose Registration has lapsed can regain Registration after a period of not more



than 5 years by completing all CPD requirements, as outlined in 2.3 (b)(1)(iii) of these articles, within a year of recommencing practice.

Members who have not been Registered for a period of more than 5 years, must:

- (a) Have worked in New Zealand for a minimum of 1 year; and
- (b) Be sponsored by two Registered NZILA members; and
- (c) Satisfy an examining panel of their professional competence and knowledge of professional practice by undergoing an interview.

2.5 Applications for admission and transfer

An application for admission or transfer from one grade to another shall be in accordance with a prescribed form in which, over the candidate's signature, the name, qualifications and experience of the candidate, shall be distinctly stated and which shall contain an undertaking by the candidate if and when elected or transferred to abide by the Rules of the Institute. An application for admission or transfer shall be signed by a sponsor and a seconder who shall both be Registered members. Any Registered member signing such an application must certify personal knowledge of the candidate and full conviction of the candidate's suitability for admission or transfer to the category specified on the application.

2.6 Consideration of applications

An application for admission as a member of the Institute or for transfer of grade of membership shall be sent in the first instance to the Secretary. The suitability of a candidate for admission or for transfer shall be determined or recommended by the Committee.

2.7 Unsuccessful applications

Following the rejection of an application the candidate concerned shall be notified but need not be furnished with any reason for the rejection. A further application for admission by the unsuccessful candidate shall not normally be considered or dealt with within six months from the date of such notification unless the Committee considers that there is any special reason for considering it earlier.

2.8 Registration upon election or transfer

When a candidate has been elected or transferred he/she shall be notified according to the form prescribed and his/her name shall be enrolled on the Register of the Institute upon payment of the administration fee (if any) and the annual subscription for the current year (or the increase thereof in the case of transfer if applicable) within two months after the date of his/her election or transfer which otherwise shall become void; but the Committee may in particular cases extend the time.

2.9 Register of membership

The Secretary shall keep a register of all members in which will be recorded such particulars as the Committee may, subject to this Article, from time-to-time prescribe. No name or designation of membership shall be entered in the Register or changed save on the authority of a resolution of the Committee recorded in the minute books nor shall any name be removed from the Register except under the provisions of these Articles or in the event of the resignation or death of a member. Every member shall furnish the Committee with all required information to enable it to compile a record of his/her qualifications and place of residence and business and any alteration thereto.



2.10 Certificate of membership

Every Registered member shall be entitled to an appropriate certificate of membership but all certificates issued shall be the property of the Institute and must be returned by any person who has resigned or whose name has been removed from the Register upon receipt of notice requiring him/her to do so.

2.11 Fees and subscriptions

- (a) The amount of fees and annual subscriptions for the various categories of membership shall be such as are recommended by the Committee and are approved from time-to-time by those members entitled to vote, at a General Meeting.
- (b) The first annual subscription shall become due and payable on admission to membership and thereafter the annual subscription shall become due and payable on 1 January in each year. If a person is elected to membership after the expiry of the first quarter of the financial year the first annual subscription shall be computed in quarterly installments and the member shall be liable for subscription due on those quarters which remain in the year.
- (c) Where any member is elected to a higher grade of membership after the expiry of the first quarter of the financial year the additional subscription due shall be computed in quarterly installments and the member shall be liable for subscription due on those quarters which remain in the year.
- (d) Fees or subscriptions shall not be payable by any person who is an Honorary Fellow or a Life Member.
- (e) The Committee may, in special circumstances, exempt any member in whole or in part from the payment of fees or subscriptions which but for such exemption would be payable by such member.
- (f) Members of the Institute who are in the Non-Registered or Graduate categories and who have been in practice for five years or more will pay the same annual subscription as that paid by Registered members.

2.12 Arrears

- (a) Annual subscriptions commence on 1 January in the year to which the subscription relates. Members are entitled to pay the normal rate provided that the subscription is received by the Institute on or before the due date of 31 March in the year to which the subscription relates. Any person whose annual subscription remains unpaid after the due date shall pay a higher, or 'late rate'.

Members will be given a further two month period in which to pay their annual subscription at the 'late rate'. Any person whose annual subscription remains unpaid after the expiration of this two month extension shall not be entitled to receive any publication or ballot list of the Institute or be entitled to vote at any meeting of members of the Institute or to be elected or appointed to any office of the Institute.

- (b) A person whose annual subscription remains unpaid after two months from the due date shall be notified of this fact. If after one month from the sending of this notification the subscription remains unpaid the Institute may remove the member from the Membership Register.
- (c) The Committee may, if it thinks fit, reinstate on such conditions as it may determine a person whose name has been removed from the Membership Register under paragraph (b) of this Article and may, in certain circumstances, exempt him/her from the payment of an administration charge for that reinstatement, provided that all subscription arrears are paid in full.



2.13 Resignation and/or Suspended Membership

- (a) Members wishing to resign permanently from the Institute are encouraged to advise the Executive Officer so that their names can be deleted from the NZILA Register.

Members who wish to have their membership temporarily suspended shall advise the Executive Officer so that they can be recorded as fully paid up members prior to leaving and that their names can be temporarily deleted from the Register.

- (b) Members who fail to advise the Executive Officer that they wish to resign or temporarily suspend their membership under paragraph (a) of this Article shall continue to be liable for the subscription arrears due at the date of their resignation or suspension. Members will be automatically withdrawn from the Register where subscriptions remain unpaid by the due date. Members who then wish to rejoin the Institute and who have subscriptions outstanding may be required to pay a rejoining fee to the value or part value of their overdue subscription. The rejoining fee may be applied where a member wishes to rejoin within a period of five years from when their names were removed from the Register. The value of the rejoining fee shall be at the discretion of the committee.

Members wishing to rejoin the Institute after a period of more than five years since their names were removed from the Register shall be treated as new applicants for the purposes of determining the level of rejoining fee. Re-admission under this clause shall be to his/her class of membership provided that any other Institute requirements are met.

- (c) A member who has resigned from the Institute and was of good financial standing at that time may at any time in the future request readmission to his/her class of membership without payment of an administration charge.

2.14 Misconduct

- (a) Subject to compliance with this Article, the Committee shall have the power to discipline members by any one, or by any one or more in combination (where in the view of the Committee the combination is compatible), of the following, by:

- * an order that the member pay all or part of the costs paid or incurred by the Institute which have arisen directly or indirectly as a result of any of the procedures provided for by this Article being invoked and whether such costs have been paid or incurred as a result of the need to engage any professional or specialist advice or adviser or otherwise, or
- * delivery of recommendations concerning future conduct of, or
- * censure of, or
- * suspension of, or
- * expulsion of,

any member who in the opinion of the Committee has:

- (1) failed to observe the requirements of the Rules of the Institute; or
- (2) failed to observe a high and honourable standard of professional conduct; or
- (3) conducted himself/herself in a manner which is likely to bring the Institute into disrepute or to lessen the confidence of the public in the Institute or in the profession, or
- (4) failed to observe the Code of Conduct established by the Institute.

- (b) The term "complaint" shall for the purposes of these rules mean any one of:

- * a complaint from the public against a member of the Institute eligible to be considered a new by the Disciplinary Committee pursuant to the preamble of Clause 2.2 of the Institute's Code of Conduct and Complaints Procedure; or
- * a complaint from one member of the Institute against another member of the Institute;



Any complaint that a member may have been guilty of conduct making him/her liable to be disciplined under paragraph (a) of this Article may be heard and determined by the Committee or by a subcommittee appointed by the Committee for that purpose.

- (c) The Committee or the subcommittee appointed by it as aforesaid shall cause the Secretary to give to the member in respect of whom the complaint has been received particulars in writing of the improper conduct or breach of the Rules of the Institute or the Code of Conduct alleged against such member and such member shall within such time as shall be limited in such notice being not less than 14 days after service of such notice upon himself/herself furnish to the Secretary in writing a full explanation and answer to such allegation.
- (d) After such member has been given the opportunity required to furnish an explanation and answer within the time provided in the relevant notice then the Committee or the Subcommittee as the case may be after giving such member an opportunity to be heard in his/her own defence shall proceed to determine with all convenient speed whether the member is in fact liable to be disciplined under paragraph (a) of this Article and if so in what if any way or ways and if the matter is heard and determined by a Subcommittee such Subcommittee shall forthwith report its determination in writing to the Committee which may either confirm or reject such determination.
- (e) Any member suspended in accordance with this Article shall have no right to vote at any meeting or to hold any office in the Institute or to have or exercise any of the other rights or privileges of their membership during the period of his/her suspension.
- (f) Any member expelled from the Institute in accordance with this Article shall cease to be a member of the Institute from the date of that expulsion.
- (g) The Secretary or his/her nominee shall forthwith give to the member who has been found liable to be disciplined in accordance with this Article notice in writing of the decision to that effect and stipulating in what if any way or ways it has been decided such member is to be disciplined.

In any case where the decision is that the member is to receive recommendations as to his/her future conduct then those recommendations shall also be set out and included in the notice in writing of such decision.

- (h) Where a member of the Executive Committee is the subject or one of the subjects of any complaint which has been received (i.e. received in the sense and to the extent that further action is required as provided for by Clause 2.3 (c) of the Institute's Code of Conduct and Complaints Procedure) then the Committee may – where it considers it to be in the interests of the Institute to do so – require such member of the Committee to stand down from office forthwith from the time of such resolution until determination of the complaint by the Committee provided that any resolution by the Committee to such effect shall be by way of simple majority of all those members of the Committee - except any Committee member in relation to whom the relevant complaint has been laid - present and voting at the meeting. In any case where the Committee resolves that one of its members stand down from office pursuant to this provision then after determination of the relevant complaint the Committee member who has stood down may resume office where:

- * the complaint is not upheld, or
- * the complaint is upheld but does not result in any disciplinary action being taken in association with that decision, or
- * the complaint is upheld and results in disciplinary action by way of either an order that the member concerned pay all or part of the costs paid or incurred by the Institute as a result of



the procedures provided for by this Article being invoked, or delivery of recommendations concerning the future conduct of the member, or both,

but not otherwise.

In any case where a complaint is upheld against a member of the Committee and the decision upholding that complaint includes disciplinary action against the member by way of either censure, suspension or expulsion, then such member shall forthwith cease to act as a member of the Committee.

- (i) If the Committee resolves that a member be disciplined by way of expulsion or suspension for a period in excess of six months, such member may within seven days of notification to him/her of such resolution give notice that he/she desires to appeal to a General Meeting of the Institute. The Committee shall on receipt of such notice call a Special General Meeting of the Institute for the purpose of hearing such appeal to take place within three calendar months after the date of the resolution for expulsion or suspension. If the General Meeting by a simple majority of those present and voting resolves that the expulsion or suspension be quashed then the member shall be deemed never to have been expelled or suspended but otherwise the expulsion or suspension shall remain in full force and effect.



3 Management

3.1 *Executive committee*

Subject to the will of the Institute expressed at a General Meeting, the affairs of the Institute shall be managed by the Executive Committee.

- (a) The Executive Committee shall consist of the President, Vice-President and six Committee members; the President and a majority of the Committee shall be Registered members.
- (b) A person shall not be eligible for election to the position of President or to the Committee if he/she is not a financial member of the Institute.
- (c) Subject to the Rules of the Institute the President and the members of the Committee shall hold their places as from the date of the Annual General Meeting immediately following their election until the date of the second Annual General Meeting thereafter.
- (d) The election of the President and the Committee members shall be by a ballot of eligible members of the Institute conducted not more than 90 days or less than 28 days before each alternate Annual General Meeting, using postal services, or technology as described in 3.3(i), for such a ballot.
- (e) The Committee shall cause the results of elections held pursuant to the provisions of this Article to be declared and members to be notified of the names of the candidates elected not less than 21 days before the date of the next Annual General Meeting following the election.
- (f) Subject to these Articles the Committee may make regulations dealing with all matters and things which in its opinion are necessary and expedient to be dealt with in connection with the conduct of a ballot pursuant to this Article including the nomination of candidates, the declaration and notification of the results of an election, the names of the candidates elected and the method of determining which candidate or candidates shall be elected in the event of an equal number of votes being received by two or more candidates.
- (g) The election of the President or member of the Committee shall not be affected by reason of:
 - (1) the accidental omission to send a ballot paper to, or the non-receipt of a ballot paper by, any member entitled to receive a ballot paper;
 - (2) the number of candidates for election being less than the number specified in paragraph (a) of this Article.
- (h) A member of the Committee who may be unable to attend a Committee meeting shall have the power to appoint a Registered member of the Institute to act as his/her substitute for that meeting.
- (i) The President and any member of the Committee shall, upon the expiration of his/her term, be eligible for further election except that the President shall only be eligible for election to one further consecutive term of office. The President must then stand down from office and from the Committee for the next term of management but will then be eligible for subsequent nominations for future terms on the same basis.



3.2 Office bearers

- (a) The office bearers of the Institute shall be the President, Vice-President, Secretary and Treasurer, all of whom shall be Registered members. Some of the office bearer roles, excluding the President, may be combined, and any committee members may have delegated roles such as the coordination of CPD events.
- (b) The Committee shall at its first meeting following the election of President and members of the Committee elect from among its members persons to hold the office of Vice-President, Secretary and Treasurer.
- (c) Subject to the Rules of the Institute the office bearers hold their offices as from the date of their election until the date of the Annual General Meeting immediately following the next Committee election.
- (d) An office bearer shall cease to hold his/her office if he/she cease to be a member of the Committee or by notice in writing to the Committee resigns as office bearer while remaining a member of the Committee.
- (e) In the event of an office bearer ceasing to hold office by virtue of paragraph (d) of this Article the Committee may elect a member of the Committee to the vacancy and the person so elected shall, subject to the Rules of the Institute, hold office for the residue of his/her predecessor's term.

3.3 Meetings of the committee

- (a) The first meeting of the Committee following an election shall be held within 90 days of the date of election and thereafter the Committee shall meet at intervals not exceeding four months from the date of the previous meeting.
- (b) The President, or Vice-President upon the authority of the President, may convene meetings of the Committee.
- (c) The President of the outgoing Committee, or Vice-President of the outgoing Committee upon the authority of the President, shall convene the first meeting of the Committee following the election of members of the Committee.
- (d) The President may appoint a member of the Committee to act as a chairperson at any meeting of the Committee.
- (e) Subject to paragraph (d) of this Article the President shall preside at all meetings of the Committee at which he/she is present. In his/her absence the Vice-President shall preside. In the absence of both these office bearers the Committee may elect one of its members to be chairperson.
- (f) The Committee may resolve any matter by a majority of members voting. If a Graduate member is elected to the Committee, that member is permitted to also vote on issues that relate to the constitution, and to financial matters, provided that this provision is withdrawn when that member ceases to be a member of the Committee.
- (g) The quorum of the Committee shall be five members. For the purpose of this Article a substitute of not more than one member is permitted and that person shall be deemed to be a member of the Committee for the duration of that substitution.
- (h) The chairperson at a meeting of the Committee may exercise a deliberative vote and in the event of an equality of votes he/she may exercise a casting vote.



- (i) A meeting of the Committee may be held by means of audio, or combined audio and visual, or by E-mail or other electronic communications including the use of the members only area of the NZILA website (any one or more of which methods shall in this or other clauses be referred to as "technology") such that all Committee members whether in or out of New Zealand in conjunction if desired with the Secretary participating in the meeting and constituting a quorum can more or less simultaneously deliver, receive, or respond to the communications of one another and all the provisions in this Constitution that apply to physical meetings of the Committee shall apply to such meetings by technology so long as the following conditions are met:
 - (i) All Committee members for the time being entitled to receive notice of a meeting of the Committee shall be entitled to notice of a meeting by technology and to be linked by technology.
 - (ii) At the commencement of the meeting each Committee member and the person taking the minutes must acknowledge his/her presence to all other Committee members and the person taking the minutes.
 - (iii) Each of the Committee members taking part in the meeting by technology and the person taking the minutes must be able to communicate with each other.
 - (iv) A Committee member may not leave the meeting by disconnecting the relevant technology unless he/she has previously obtained the express consent of the Chairperson of the meeting and a Committee member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by technology unless he/she has previously obtained express consent of the Chairperson to leave the meeting as aforesaid.
 - (v) A minute of the proceedings at such meeting by technology shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson and the Secretary of the meeting.
- (j) Incidental motions by email or other technology that are presented to the Committee from time-to-time outside of the formal meeting schedule of the Committee are able to be resolved by a simple majority vote recorded by the Executive Officer and noted in the minutes of the subsequent meeting.

3.4 Casual vacancies on the committee

- (a) The President shall vacate his/her office and a member of the Committee shall vacate his/her place on the Committee if he/she:
 - (1) dies; or
 - (2) declines to act; or
 - (3) becomes bankrupt or compounds with his/her creditors; or
 - (4) becomes mentally defective; or
 - (5) ceases to be a member of the Institute; or
 - (6) has his/her membership suspended under these Articles; or



(7) absents himself/herself from three consecutive meetings of the Committee without leave of absence from the Committee and the Committee so resolves; or

(8) by notice in writing to the Committee he/she resigns his/her office; or

(9) becomes a non-financial member within the meaning of article 2.14.

- (b) In the event of a vacancy in the place of a member of the Committee by virtue of paragraph (a) of this Article, the Committee may appoint an eligible member to be a member of the Committee and the member so appointed shall hold his/her place, subject to paragraph (a) of this Article, for the residue of his/her predecessor's term.

3.5 Other officers

The Committee may appoint a Publicity Officer and may appoint such other officers as it may deem fit.

3.6 Delegation

(a) The Committee may in relation to any matter or class of matters or in relation to any activity or function of the Institute by resolution delegate all or any of its functions under this Constitution (except this power of delegation) to any member of the Committee, to a subcommittee consisting of members of the Committee with or without other persons, or to any officer of the Institute.

(b) Every delegation under this Article shall be revocable by resolution of the Committee and no delegation shall prevent the exercise of any power or function by the Committee.

(c) The President shall be 'ex-officio' a member of all subcommittees.

3.7 Replacement of officer bearers and officers

The Committee may at any time authorise any office bearer, officer, other person or subcommittee to perform any acts or functions which in these Articles may be prescribed to be performed by any other office bearer, officer, other person or subcommittee whenever by reason of death, absence, disability or other cause sufficient ground therefore shall be apparent to the Committee.

3.8 Unconstitutional acts by committees or office bearers

The Committee shall investigate any alleged or apparent irregularity or unconstitutional act of any subcommittee or office bearer coming within knowledge and if it thinks fit shall call upon that subcommittee or office bearer for an explanation thereof. If the explanation be deemed unsatisfactory the Committee shall enquire further into the matter and if satisfied that a breach has been committed it may:

(a) Forthwith dissolve such subcommittee or remove from office such office bearer and appoint another subcommittee or office bearer to carry out the duties for the unexpired term of office; or

(b) Notify the offending subcommittee or office bearer that it is satisfied that a breach has been committed and require compliance with the Rules or the Institute.



4 Meetings

4.1 Annual general meeting

A General Meeting to be called the Annual General Meeting of the Institute shall be held once in each calendar year at such time and place as the Committee may determine. The business of the Annual General Meeting shall include the presentation of the audited financial statements of account, the report of the Committee of the business of the past year (the annual report), and any remits that will be discussed and tabled for adoption. These documents shall be distributed to every eligible member normally 14 days before the date of the AGM. Other business for discussion will include the installation of the President elect (every other year), the election of an auditor and such other business as is placed on the agenda by the Committee in accordance with Article 4.3 or pursuant to notice in writing by at least five eligible members addressed to the Secretary and received at least 28 days before the date fixed for the meeting.

4.2 Special general meeting

All other General Meetings shall be called Special General Meetings. The Committee may convene a Special General Meeting whenever it thinks fit and shall do so:

- (a) On receipt of a notice pursuant to Article 2.14 (i) of the Constitution from a member who has been censured or who has been suspended or expelled for a period in excess of six months to the effect that member desires to appeal to a General Meeting of the Institute and so that such Special General Meeting takes place within three calendar months after the date of the relevant resolution of suspension or expulsion, and
- (b) Upon a request in writing of any seven Registered members stating the purpose for which the meeting is required, provided that notice is given prior to the date of the meeting to all eligible members as noted in clause 4.3.

4.3 Notice of general meetings

The Committee shall, not less than 21 days and not more than 42 days before any General Meeting, send to members a notice setting out the date, place and hour of meeting and the business to be considered there, but the non-receipt of such notice by any member or the accidental omission to give notice to any member shall not invalidate the proceedings of the meeting.

4.4 Notice of business

The Committee shall determine and include in the notice convening any General Meeting the business to be considered at that meeting.

4.5 Chairperson

The President shall preside at any General Meeting at which he/she is present. In his/her absence the Vice-President shall preside. In the absence of both these office bearers the Registered members shall elect one of their number to be chairperson.

4.6 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Six Registered members shall constitute a quorum at a General Meeting of the Institute. For the purposes of the Article 'Registered member' includes a person attending as a proxy provided he/she is himself/herself a Registered member.



- (b) In the absence of a quorum the meeting shall be adjourned to such time and place as the Registered members present shall determine.

4.7 Voting at general meeting

- (a) Any motion of amendment proposed and seconded at a General Meeting not being a motion involving any additional alteration or amendment to these Articles shall be put by the chairperson and decided by a majority of the eligible members present on a show of hands unless a poll is demanded in the manner hereinafter provided and a declaration by the Committee that a motion has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such motion.

No amendment to these Articles will be permitted if it in any way affects the non-profit status of the Institute. The Institute is a non-profit organisation under the terms of section 61 of the Income Tax Act 1976 in that the activities of the Institute are not carried on for the purpose of profit or gain to any member.

- (b) A motion if carried shall be a resolution of the Institute in General Meeting unless a vote using postal services, or technology as described in 3.3(i), be demanded.
- (c) At any General Meeting a poll or count may be demanded, before or upon the declaration of the result of a show of hands, by three Registered members present at the meeting in person or by proxy and such poll shall be taken in such a manner and at such time as the chairperson shall direct and the result of such poll shall be deemed to be the resolution of the Institute in such meeting.
- (d) On a show of hands every Registered member present in person shall have one vote. On a poll or count every Registered member present in person or by proxy shall have one vote. No person shall be appointed a proxy who is not himself/herself a Registered member of the Institute and entitled to be present and vote in his/her own right at the meeting.

4.8 Chairperson's second or casting vote

In the case of a vote by show of hands or on a poll or count the chairperson of the meeting shall, in the event of an equality of votes, have a second or casting vote.

4.9 Demand for a vote

- (a) At any time before the conclusion or adjournment of a General Meeting any five Registered members present may demand a vote on any motion not being a motion for the appointment of a chairperson or scrutineers or for the adjournment of the meeting which has been put to the meeting. The Committee may decide to use postal services, or technology as described in 3.3(i), for such a vote.

- (b) The demand for such a vote shall not prevent the continuance of the meeting.

- (c) A demand for such a vote may be withdrawn.

4.10 Vote on Institute matters

The Committee may at any time take a vote using postal services, or technology as described in 3.3(i), on matters relating to the affairs of the Institute.



4.11 Result of a vote

The General Meeting at which a vote as provided for in 4.10 is demanded (and not withdrawn) shall appoint two scrutineers one at least of whom shall be a member of the Committee who shall count the votes and report in writing to the Committee the result of the voting which shall be deemed to be a resolution of the Institute in General Meeting.

4.12 Procedure for a vote

A vote shall be taken by sending a copy of the proposed resolution or resolutions and instructions on how to vote to each eligible member by postal services, or technology as described in 3.3(i). In the case of a vote demanded at a General Meeting the proposed resolution or resolutions and instructions on how to vote shall be sent to all eligible members within 14 days after such meeting and be returnable not later than 30 days after the meeting. The non-receipt of the proposed resolution or resolutions and instructions on how to vote by any eligible member or the accidental omission to send one to any eligible member shall not invalidate any resolution by the Institute.

In the case of a vote required to amend constitutional or financial matters, only eligible Registered members shall be sent the voting papers.

4.13 Instrument appointing a proxy

(a) The instrument appointing a proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointer and shall be as nearly as circumstances will admit in the following form or to the following effect:

"I (*name*) of (*address*) being a Registered member of the New Zealand Institute of Landscape Architects Incorporated hereby appoint (*name*) of (*address*) or failing him/her (*name*) of (*address*) as my proxy to vote in my name at the General Meeting to be held on the (*date*) day of (*month*) (*year*) and at any adjournment thereof.

This form is to be used *in favour of/against the resolution.

*Strike out whichever is not desired. Unless otherwise instructed the proxy may vote as he/she thinks fit.

AS WITNESS my hand this (*date*) day of (*month*)(*year*)

SIGNED BY the said: _____
In the presence of: _____ "

(b) The instrument appointing a proxy shall be deposited with the Executive Officer in the manner indicated in the notice of the meeting and the President or a member of the Committee appointed by him/her shall confirm that such instrument is valid and shall instruct the Secretary to verify and prepare a list of proxies so deposited.

(c) The notice convening the meeting at which the instrument of proxy is to be used shall prescribe the latest date prior to such meeting for depositing the instrument of proxy and the date so prescribed shall allow sufficient time for the list of proxies to be prepared and forwarded to the place of meeting.



5 Conduct

5.1 Accounts

True accounts shall be kept of the sums of money received and expended by the Institute and the manner in respect of which such receipt and expenditure takes place and the property credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being in force shall be open to the inspection of the members.

5.2 Operation of the funds

All monies belonging to the Institute shall be deposited in an account or accounts of the Institute to be opened at a bank or banks approved by the Committee and payments of all accounts that are certified as correct by the Committee shall be made by cheque drawn on such bank or banks, signed by the Treasurer and one other office bearer, or the Treasurer and one other Registered member appointed to that role by the Committee.

5.3 Annual audit of the accounts

Once at least in every year the accounts of the Institute shall be audited by a qualified auditor or auditors elected or appointed by the Institute.

5.4 Inspection of accounts, documents and books

The Committee shall from time-to-time determine at what times and places and under what conditions and regulations the accounts, documents and books of the Institute or any of them shall be open to the inspection of the Secretary or members of the Institute.

5.5 Powers

The Institute shall have the power to do all things that may be incidental or conducive to the attainment of the Objectives of the Institute and in particular to:

- (a) purchase, take on lease, acquire and receive any real and personal property and sell, transfer, demise and otherwise deal with any real or personal property of the Institute;
- (b) raise and borrow money and secure the repayment of money raised or borrowed, or the payment of any debt or liability of the Institute by any lawful means, including mortgage charge or debenture upon or over all or any of the real or personal property of the Institute;
- (c) lend or invest any monies of the Institute upon such terms and in such manner as it thinks fit;
- (d) undertake and execute any trusts within the Objectives of the Institute and accept any gift, endowment, or for the purpose of any specific charitable Objectives of the Institute and to carry out any such trust attached to the gift;
- (e) draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments;
- (f) appoint, employ, remove or suspend employees and persons whose service may or may not be deemed necessary or desirable for the purpose of the operations of the Institute;
- (g) generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the Objectives of the Institute;
- (h) appoint a patron of the Institute.

5.6 Property

The income and property of the Institute shall be applied solely to promoting and carrying out the Objectives of the Institute. The Institute shall not carry on any trade or business or engage



in any transaction with a view to the pecuniary gain or profit of the members thereof. No part of the income or property of the Institute shall be paid or transferred by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the Institute.

The Institute shall not approve the addition or alteration or recession of the rules if it affects the non-profit aims, personal benefit clause or winding up clause without the approval of the Department of Inland Revenue.

5.7 *Institute branding: graphics*

- (a) The Institute branding shall consist of both "Corporate Graphics" (including a corporate logo, colours and document templates) and an "Embossing Graphic".
- (b) The Corporate Graphics are permitted to be used for display on any Institute or Branch document or instrument. The Corporate Graphics must be used in accordance with the rules set out in the approved NZILA Corporate Graphics Style Guide and in accordance with paragraph 2.3 (b)(3).
- (c) The "Embossing Graphic" together with the words "Registered Landscape Architect" may be used by Registered Landscape Architects (while they remain registered) to promote their membership status, but only in accordance with the rules set out in the approved NZILA Corporate Graphics Style Guide and in accordance with paragraph 2.3(b)(3).
- (d) With the exception of (c) above, the Embossing Graphic shall only be affixed or displayed on official Institute documents or instruments, and only by the authority of the Committee or the President. No other person may use the Embossing Graphic.

5.8 *Privileged communications*

All communications, correspondence, reports, minutes and other papers and documents relative to the admission or advancement of members including the reports of an examining Committee or to disciplinary or possible or pending disciplinary proceedings by the Institute against any member of the Institute whether the same arises as a result of a complaint from the public against a member of the Institute or from a complaint from one member against another member of the Institute, or to other proceedings under Article 2.12 (which is to do with "Arrears") shall be privileged and confidential except that the Executive Committee may publish the outcome of any disciplinary hearing provided that the Committee may limit disclosure of the identity of the parties and such other details as and when it considers it appropriate to do so.

5.9 *Serving of notices*

A notice to be given under these Articles may be served personally or by dispatch through the post in a prepaid letter addressed to the person concerned at his/her address as entered in the Register or at his/her last known business address or place of abode, or by technology as described in 3.3(i).

5.10 *Notices by post or technology*

A notice if served by post shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the normal manner. A notice served by technology as described in 3.3(i) shall be deemed to have been served at the time that the notice was sent through or into the technology system chosen to transfer such notice.

5.11 *Indemnity of office bearers and others including lay persons performing a constitutional role for the Institute*

No member of the Committee, Auditor, Secretary or other office bearer (whether that office be formal or informal) of the Institute and no lay person performing a constitutional role (which includes a role pursuant to the Code of Conduct and Complaints Procedure) for the Institute shall be liable for any acts, receipts, neglects or defaults of him/herself or of any other such



person or member when the activity of such person or member has been performed, omitted, neglected or carried out by that member or person in circumstances where such person or member was discharging or in his/her honestly and reasonably held belief saw him/herself as discharging a role, office or function, for the Institute unless and to the extent that any such activity was performed, omitted, neglected or carried out with malice or through his/her own willful neglect or default.

Without limiting the generality of the foregoing, but in particular any such Committee member, Auditor, Secretary or other office bearer (whether that office be formal or informal) or lay person shall have the benefit of the indemnity provided by this clause in relation to:

- (a) joining in any receipt or other note for conformity or for any loss or happening to the Institute through the insufficiency or deficiency of title to any property acquired by or on behalf of any security in or upon which any of the monies of the Institute shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tort of any persons with whom any monies, securities or effects shall be deposited or for any loss or error of judgment, omission, default or oversight on his/her own part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his/her office or in relation thereto;
- (b) any activity performed, omitted, neglected or carried out and any comment, recommendation, judgment, decision or act of arbitration or direction in or in relation to preparation for management or conduct of any complaint or related procedure – such as initiation of any complaint as a result of information received in or for complaint proceedings or any appeal or initiation of any appeal proceedings.

5.12 Winding up

If upon the winding up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property whatsoever, the same 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 objectives similar to the Objectives of the Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute.

5.13 Alterations and additions

- (a) These Articles may be altered, added to, rescinded or otherwise amended by a resolution passed by a three/fifths majority of those Registered members present personally or by proxy at a General Meeting of which notice has been given pursuant to Article 4.3 or by a resolution passed by three/fifths of those Registered members casting a valid vote in a ballot using postal services, or technology as described in 3.3(i), which closes not less than 21 days after the date on which the Secretary issues the voting papers.
- (b) Every such notice shall set forth the intent and wording of the proposed alteration, addition, rescission or other amendment.
- (c) Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Incorporated Societies Act 1908.

5.14 Interpretation

Any question relating to the interpretation of these Articles hereunder shall be settled by the Committee whose decision shall be final.



6 Branches

6.1 Establishment

- (a) The Committee is empowered to establish Branches and may, subject to these Articles, make special by-laws for the regulation of such Branches.
- (b) Branch boundaries shall be determined from time-to-time by the Committee.

6.2 Objectives

The Objectives of the Branches are similar to those expressed in Article 1.2. Branches are established to provide a common purpose for members residing within a region who may meet from time-to-time to discuss matters of relevance or significance to the profession, to hold Branch or National CPD events including conferences, to provide a point of contact between the committee and branch members, or for social activities to promote good relationships and friendliness among the members of the profession.

6.3 Branch committee

Subject to the will of the Institute expressed at a General Meeting, the affairs of each Branch shall be managed by the Branch Committee.

- (a) Each Branch Committee shall consist of the Chairperson and Treasurer, plus normally at least three Committee members; the Chair shall be a Registered member and a majority of the Committee shall normally be Registered members. If a Graduate member is elected to the Committee, that member is permitted to also vote on issues that relate to financial matters, provided that this provision is withdrawn when that member ceases to be a member of the Branch Committee.
- (b) A person shall not be eligible for election to a Branch Committee if he/she is not a financial member of the Institute.
- (c) Subject to the Rules of the Institute, the members of the Branch Committee shall be elected at and shall hold their own places as from the date of the Annual Meeting of the Branch until the date of the next Annual Meeting held thereafter.
- (d) A member of a Branch Committee who is unable to attend a Branch Committee meeting shall have the power to appoint a Registered or Graduate member of the Institute to act as his/her substitute for that meeting provided that the provisions of (a) in this article are maintained.
- (e) A member of the Branch Committee shall, upon the expiration of his/her term, be eligible for further election.

6.4 Office bearers

- (a) Office bearers of the Branch Committee shall normally be a Chairperson, a Vice-Chairperson, a Branch Secretary and a Treasurer each of whom shall be elected at the Annual Meeting of the Branch. Some of the office bearer roles, excluding the Chairperson, may be combined, and any committee members may have delegated roles such as the coordination of CPD events.
- (b) The election of the Branch Chairperson shall be reported to the Secretary of the Institute not later than seven days after such election.



- (c) No Branch Chairperson shall hold office for more than four consecutive years after which one year shall lapse before he/she shall again become eligible for re-election.
- (d) An office bearer shall cease to hold his/her office if he/she ceases to be a member of the Branch Committee, ceases to be a financial member of the Institute as defined in 2.12, or by notice in writing to the Branch Committee resigns as an office bearer while remaining a member of the Branch Committee.
- (e) In the event of an office bearer ceasing to hold office by virtue of paragraph (d) of his Article, the Branch Committee may elect a member of the Branch Committee to the vacancy and the person so elected shall, subject to the Rules of the Institute, hold office for the residue of his/her predecessor's term.
- (f) Notwithstanding the provisions of paragraph (d) of Article 6.3 a Branch Committee may determine in its discretion that the election of the members of the Branch Committee (other than the Chairperson, Vice-Chairperson, Branch Secretary and Treasurer) shall be conducted by a vote using postal services, or technology as described in 3.3(i).
- (g) Every Branch Committee that determines under paragraph (f) of this Article to conduct an election by ballot using postal services, or technology as described in 3.3(i), shall give written notice of that determination to each member of the Branch who is entitled to vote and make regulations dealing with all matters and things which in its opinion are necessary and expedient to be dealt with in connection with the conduct of such a ballot pursuant to this Article including nominations of candidates, the declaration and notification of results of an election, the names of the candidates elected and the method of determining which candidate or candidates shall be elected in the event of an equal number of votes being received by two or more candidates.
- (h) The election of a member of the Branch Committee shall not be affected by reason of:
 - (1) The non-receipt of information on the proposed candidate or candidates and instructions on how to vote by any eligible member or the accidental omission to send such information or instructions to any eligible member entitled to receive such information or instructions.
 - (2) the number of candidates for election being less than the number specified in paragraph (b) of Article 6.3.
- (i) Notwithstanding the provisions of Article 6.3 (b) and 6.4 (a) to (h), the Executive Committee of the Institute may approve variations to the composition of Branch Committees, provided that a Branch Committee shall comprise at least three members, a majority of whom (including the Chairperson) shall normally be Registered members.

6.5 Roles of office bearers, and auditing

- (a) The Branch Chairperson shall establish and maintain effective communications between the Branch and the Executive Committee. The Chairperson (or Registered nominee) shall also act as spokesperson for the Branch where necessary, encourage the development of a programme of CPD and other activities, and prepare an end-of-year report for the AGM of the Branch and the Institute.
- (b) The Branch Secretary shall convene all meetings of the Branch Committees and meetings of the members and shall keep minutes of all proceedings, shall conduct the correspondence and shall keep an up-to-date record of member's details. The Secretary shall notify all Branch members about the Branch AGM, as noted in 4.3 except that the period of notice shall be at least 14 days. The Branch Secretary shall also distribute the annual reports of the



Branch Chairperson and of the Treasurer to every member of the Branch normally 7 days before the Annual General Meeting of such a Branch.

- (c) The Branch Treasurer shall receive all monies, keep an account at such banks as the Branch Committee may direct, pay all accounts ordered by the Branch Committee by cheque, signed by himself/herself and countersigned by the Chairperson or the Vice-Chairperson or the Branch Secretary and shall pay no monies otherwise. The Branch financial year shall close on the 31 December in each year, as noted in 1.5. The Branch Treasurer shall prepare an end-of-year report for the Branch AGM that includes at least a summary of income and expenditure for the year, account balances and a balance sheet. A copy of these documents shall be forwarded to the Secretary of the Institute.
- (d) The Auditor of the NZILA shall have access at all reasonable times to the accounts and securities of the Branch. He/she shall examine the securities and the general accounts, before the latter are submitted to the AGM of the NZILA and shall report thereon to the Branch and the Committee of the Institute.

6.6 Branch annual general meeting and meetings

- (a) The AGM of each Branch shall be held at least two months prior to the AGM of the NZILA to receive reports and balance sheets, elect officers for the ensuing year and for the general transaction of business.
- (b) The Rules of the Institute shall apply, with respective differences taken into consideration, so far as the same are applicable to the convening of the meetings of Branches and their committees and the conduct of business there, provided always that the notices of ordinary meetings of a Branch under the hand of its Secretary may be sent in any suitable form by the Committee of such Branch.
- (c) A quorum for any Branch meeting shall normally be five members, of whom a majority are Registered.
- (c) At Branch Meetings, non-members shall be entitled to be present and to take part in the discussions on any subject brought before the meeting, but shall not be entitled to vote.

6.7 Special meetings

The Chairperson shall, on request in writing of three Registered members, call a Special meeting of the Branch for which at least seven days' notice must be given. The Chairperson shall send to members a notice in any suitable form setting out the date, place and hour of the meeting and the business to be considered there, but the non-receipt of such notice by any member or the accidental omission to give notice to any member shall not invalidate the proceedings of the meeting.

6.8 Postal address notification

Members must notify the Executive Officer of any change in their postal or email address or place of employment, or if they wish to change to a new Branch.

6.9 Funding

Funding of local Branches shall be determined by the membership of the Institute at the AGM of the NZILA, and/or as authorised by the Committee.



Code of Conduct and Complaints Procedure

1 Code of Conduct

1.1 Introduction

Ethical, responsible, professional behaviour toward the public, other members of the Institute, the profession, clients, contractors, and other involved consultants results not from rules but from a positive attitude to these relationships. The most effective code of conduct is to be found in a positive, consistent and personal commitment to ethical actions in the practice of their profession by members of the Institute.

1.2 Members' commitment

Accordingly membership of the Institute entails commitment to the following conduct:

- (a) The Landscape Architect shall have a primary responsibility to seek to reconcile human needs in harmony with the natural environment and its systems, and with reference to environmental, social, cultural and economic sustainability.
- (b) The Landscape Architect shall seek to provide the highest standard of professional service.
- (c) The Landscape Architect shall conduct his or her professional affairs with creativity, integrity and competence.
- (d) The Landscape Architect shall immediately declare any personal interests that may be in conflict with a fully professional service.
- (e) The Landscape Architect shall be honest and fair in all dealings and communications.
- (f) The Landscape Architect shall act always in a manner which brings credit to the profession.

In the event of a possible breach of this Code, a complaints procedure has been developed by the Institute to ensure that any questions may be resolved in a fair and expeditious manner. The procedure is outlined in the following sections of this document.



2 Complaints Procedure

2.1 Introduction

There are two types of complaint that may be made to the Institute:

- (a) Those from the public against a member of the Institute;
- (b) Those from one member against another member.

2.2 *Complaints from the public against a member of the Institute, or from one member against another member*

These complaints are considered by the Institute's Disciplinary Committee. The procedure should give emphasis to informality, and to resolving the complaint between the parties satisfactorily and promptly. Evidence from both the member(s) and complainant(s) should be heard.

The procedure preparatory to Disciplinary Hearings for complaints from the public against a member of the Institute or from one member against another member is as follows:

- (a) The Complainant writes to the Secretary, NZILA outlining the general nature of the matter of concern, including who is involved and the circumstances which have given rise to the complaint.
- (b) The Secretary refers the matter to the Chairperson of the Disciplinary Committee who conducts a preliminary investigation to establish whether or not the Institute will take any further action.
- (c) If further action is required the Complainant is asked to submit full details in writing.
- (d) The Chairperson of the Disciplinary Committee notifies or arranges for the Institute Secretary to notify the Respondent (the member whose conduct is being complained about) that a formal complaint has been made. The Respondent is sent a copy of the complaint and asked to respond within a specified time but not less than 14 days as provided in Article 2.14 (c) of the Constitution. When the complaint is forwarded to the Respondent it is accompanied by a Notice setting out the nature of the alleged misconduct as identified by the Chairperson of the Disciplinary Committee including reference to the particular provision(s) of the Code of Conduct or of the Constitution which may have been breached. After the Respondent has been given the required opportunity to respond to the complaint within the time provided in the relevant Notice then the Chairperson shall convene or cause the Secretary to convene a Disciplinary Committee for the purpose of hearing and determining the complaint.

2.3 *Disciplinary Committee and the Procedure at Disciplinary Committee Hearings*

The Disciplinary Committee comprises the President, or his/her nominee or in the event of the President being the subject of a complaint a person nominated for the purpose by a majority of the members of the Executive Committee – except any Executive Committee member in relation to whom the relevant complaint has been laid (provided however that in any case where



because of application of these provisions or otherwise a quorum of the Executive Committee cannot be had then by a majority of all those Branch Chairpersons for the time being available and in office together with all those members of the Executive Committee available in response to usual notice of Executive Committee meetings regardless of whether any of the Officers referred to in this proviso is/are the subject of a relevant complaint) as Chairperson and two Registered members of the Institute with the Institute's Executive Officer in attendance. This is an ad hoc Committee formed as required except that where the circumstances require it a decision may be made in advance of any formal convening of the Disciplinary Committee as to who should act as Chairperson to undertake any of the steps required of the Chairperson by these rules preparatory to Disciplinary Committee hearings.

Hearings before the Disciplinary Committee should be informal. The following procedures will be followed:

- (a) Recognising that disciplinary matters are between the Institute and the Respondent member and not a matter of dispute between the Complainant and the Respondent, the Complainant should have no right to be present at the hearing nor to add anything to the initial complaint. The Disciplinary Committee is, however, empowered to seek further information from any Complainant and where appropriate, to invite a Complainant to attend at the hearing for the purpose of providing clarification or further information. There is no rule of natural justice entitling a Complainant to be represented by a lawyer.
- (b) Legal representation for the Respondent should not be permitted as of right, although the Disciplinary Committee should consider in complex or very serious cases whether legal representation might be permitted as an exception. As a general rule, however, it is suggested that permitting legal representation would be likely to prolong and unduly formalise any hearing. There is no rule of natural justice entitling a Respondent member to be represented by a lawyer. Because of the possibility of expensive delay in dealing with new material, Respondents should be encouraged to provide all of their supporting material in advance of the hearing wherever possible.
- (c) There should be no right to examine or cross-examine witnesses at the hearing. In general, supporting material from other persons should be provided by the Complainant or the Respondent in writing, but the Disciplinary Committee has the power to invite any person who has provided any supporting material to attend the hearing for the purpose of providing clarification or further information.
- (d) Any questions of the Respondent, or any other witnesses attending the hearing, will be conducted through the Chair.
- (e) Should the Complainant be invited to attend the hearing, they may be permitted to produce new material at the hearing subject to the power of the Disciplinary Committee to adjourn the hearing for such time as may be necessary to investigate or deal with any such new material.
- (f) In view of the fact that it is the Executive Committee and not the Disciplinary Committee which makes the decision in any disciplinary matter, and in view of the limited right of appeal, the proceedings of any disciplinary hearing should be recorded by the Institute's Executive Officer. It is not suggested that a verbatim account is necessary but a reasonably accurate note of the proceedings should be taken and referred to the Executive Committee along with all other papers when the Disciplinary Committee makes its recommendation.
- (g) As more particularly defined in Article 2.14 of the Constitution, the Executive Committee's disciplinary power includes the right to suspend members for up to three years, the right to



censure an offending member and the right to give such recommendations or directions as may be appropriate concerning future conduct.

- (h) The Executive Committee has the authority to order the offending member to pay such reasonable amount as it may think appropriate towards the costs of the inquiry. It must be remembered however, that the Disciplinary Hearing is between the Institute and the Respondent, not the Complainant and the Respondent. While the Complainant makes the complaint it is the Institute which decides whether this should be pursued. Accordingly there should be no provision for costs to be ordered against a Complainant.

2.4 *Onus and standard of proof*

In all disciplinary proceedings there should be a presumption that the Respondent is innocent until found otherwise; the Respondent should not be under the burden of proving that the complaint is not justified. As a matter of strict law the standard of proof required in disciplinary proceedings of this type is a balance of probabilities. The Courts have indicated that the degree of certainty required to weigh the balance in favour of a finding of misconduct should be substantial and in practice disciplinary bodies tend to the view that they must be satisfied beyond reasonable doubt before making a finding of misconduct. This is the safer and fairer course to adopt and it is recommended that in practice the Disciplinary Committee should be sure that a breach has occurred before making any such finding.

2.5 *Unjustified complaints*

A member who has been the subject of a complaint which is not upheld does not have recourse against the Complainant, whether the Complainant is another member, or a member of the public. In an extreme case a willful false complaint by another member of the Institute may itself amount to misconduct and the Institute would be empowered to employ the disciplinary procedures to deal with any such case.

It should be noted that Article 5.8 of the Constitution provides that “all communications, correspondence, reports, minutes and other papers and documents relative to ... the suspension or forfeiture of membership of any member or to other proceedings under Article 2.12 shall be privileged ...” This provision would appear to preclude any Respondent member from taking defamation proceedings against a Complainant which might otherwise arise from a formal complaint. Such a provision is common so as not to discourage complaints solely through fear of some form of Court proceedings. Since the Chairperson and/or Disciplinary Committee are empowered to screen complaints before the formal hearing stage, Respondent members should feel reasonably satisfied that any complaints which did proceed to a hearing were, at least *prima facie*, of sufficient merit to justify some form of disciplinary proceeding. The Executive Committee has the power to make directions or recommendations as to future conduct, which adequately deals with this aspect (e.g. the Complainant may be required to make an apology to the Respondent).

2.6 *Respective roles of the Executive Committee and Disciplinary Committee*

It is important to note that in terms of Article 2.14(d) of the Constitution a subcommittee (i.e. Disciplinary Committee) appointed to investigate a disciplinary matter has only the power of recommendation: it is the Institute’s Executive Committee which makes the final decision. As a matter of law, the Executive Committee must make up its own mind on disciplinary matters and not slavishly follow the recommendations of the Disciplinary Committee in every case.

Matters of inference or interpretation are essentially matters of opinion, and the Executive Committee should feel free to disagree with the Disciplinary Committee on whether or not particular conduct should be described as misconduct, and indeed must be free to disagree if it



is to exercise its duty properly. However, one would expect the Executive Committee's view to differ only rarely from that of the Disciplinary Committee, especially on matters of fact.

Accordingly, it is important that if the Executive Committee declines to follow the recommendation of the Disciplinary Committee it should do so only on proper grounds.

2.7 Expulsion or suspension

The NZILA Constitution makes provision for an appeal against a decision of the Executive Committee, where this decision means expulsion or suspension of the member. A General Meeting of the Institute may support or overrule the Executive Committee's decision; see Article 2.14(i) of the Constitution for details.

2.8 Publicity

The Constitution provides for all disciplinary proceedings to be confidential. However, if the use of the disciplinary procedures is to have the desired effect of deterring others from this conduct, then it seems to be necessary that some publicity should be given to the outcome of any disciplinary proceeding. Furthermore, it is likely that where disciplinary action is taken, members will become aware of the proceedings by word of mouth, and where a complaint was held to be unjustified it would be unfair to the Respondent that his or her name should not be cleared.

The Executive Committee may therefore publish the outcome of any disciplinary hearing provided that the Committee may limit disclosure of the identity of the parties and such other details as and when it considers it appropriate to do so; see also Article 5.8 of the Constitution.