



Tuia Pito Ora
New Zealand Institute
of Landscape Architects

New Zealand Institute of Landscape Architects Tuia Pito Ora Incorporated

Articles of Constitution

The NZILA Constitution was amended by the members on 25 June 2024.

Signed:

A handwritten signature in black ink, appearing to be 'Debbie Tikao', written in a cursive style.

Debbie Tikao
President / Chair

A handwritten signature in blue ink, appearing to be 'John Potter', written in a cursive style.

John Potter
Vice President
Deputy Chair

A handwritten signature in black ink, appearing to be 'Alayna Ra', written in a cursive style.

Alayna Ra
Board Member



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1. Introduction

1.1 Name

The name of the Institute is the New Zealand Institute of Landscape Architects Tuia Pito Ora 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 promote the principles of partnership, participation, and protection embodied in Te Tiriti o Waitangi across the landscape architecture sector.
- (d) To support the study of landscape architecture and the related arts and sciences, including mātauranga Māori.
- (e) To oversee the professional accreditation of landscape architecture education programmes in New Zealand in accordance with IFLA guidelines.
- (f) To promote appropriate and sustainable landscape protection, planning, design intervention and management.
- (g) To recognise tikanga Māori (Māori customs and practices) as an integral part of Māori culture and way of life.
- (h) To support the principle of kaitiakitanga which considers the inherent responsibility that comes from whakapapa and the act of safeguarding and enhancing the mauri of the natural environment so that it can be handed down to future generations in a state that is as good or better than the current state.
- (i) To bring matters affecting landscape architecture to the notice of Government and other authorities and organisations in all parts of New Zealand and elsewhere.
- (j) To increase the confidence of the community in the employment of professional landscape architects.
- (k) 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.
- (l) To co-operate with other institutions or associations or other bodies that have objectives similar to those of this Institute.



- (m) To afford a means of adjusting professional differences and to decide all questions of ethics, usage, or courtesy in connection with the profession.
- (n) To promote good relationships and friendliness among the members of the profession.
- (o) 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.
- (p) To undertake other activities or actions as may be decided by the Board 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 Board”.

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 Board.

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 and policies (are prepared for and approved by the Board as Official Documents of the NZILA.

1.8 **Policy documents**

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 Board) decision-making and give effect to further operationalise the requirements of the Constitution.

These policies are the subject of continuing review by the Board as part of its responsibilities in managing the Institute's business and are updated by the Board 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 policy documents shall be regularly updated by the Board with amendments conveyed to membership as they arise through the minutes of the Board or annually at the AGM.



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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 shall possess all of the rights and privileges of Registered members except the right to be elected to the Board or on Branch Committees, or to vote, or to enter the Awards programme.

Affiliates shall possess all of the rights and privileges of Registered members except the right to be elected to the Board, to be elected as an office bearer for a Branch Committee, or to vote, or to enter the Awards programme.

Non-Registered and Graduate members shall possess all of the rights and privileges of Registered members except the right to hold the office of Chair or Deputy Chair of the Board.

Student members have limited membership rights. Student members do not have rights to be elected to the Board, or to be elected as an office bearer for a Branch Committee, or to access the membership area of the Institute's website or to vote. Student Members may enter the Awards programme.

All members receive NZILA e-communications.

A Life, Registered or Graduate member having occasion to designate themselves as belonging to the Institute shall state the category to which they belong 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 they belong 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 NZILA Design Guidelines.

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 above abbreviations.

2.2 Application for membership

The Board shall, subject to these articles, have authority to accept a person to any grade of membership of the Institute provided the Board 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 their name remains on the Register as such.

2.3 Qualification for membership

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 may be a Registered Landscape Architect by way of either:

- i. The **Registered Mentoring Programme** – Requiring them to have graduated with an accredited landscape architectural qualification and to have three but preferably four years of landscape architectural practice of a nature acceptable to the Board – at least one year of which must have been completed in New Zealand; and to have:
 - a. Undertaken the Registered Mentoring Programme; and:
 - b. Passed the Institute’s examination.
- ii. Being an **Established Member** – Requiring them to have graduated with an accredited landscape architectural qualification, and to have a minimum of ten years of landscape architectural practice of a nature acceptable to the Board – at least two years must have been completed in New Zealand; and also:



- a. To be endorsed by two NZILA Registered Landscape Architects one of whom must sponsor their application; and to have
 - b. Passed the Institute's examination.
 - iii. Being an **Affiliate Member** – Requiring them to have graduated with at least a Design, Urban Design or Planning related Bachelor's degree qualification, and to have
 - a. At least ten years (400 weeks of landscape architectural practice; and
 - b. At least four years' experience in an Aotearoa New Zealand based team and/or organisation that has included at least one Registered Landscape Architect for the duration of this experience; and
 - c. Undertaken the Registered Mentoring Programme; and to have
 - d. Passed the Institute's examination.
 - iv. **Reciprocal Membership** – Requiring them to have been admitted to an equivalent grade of membership by an IFLA-recognised association, institute or body concerned with landscape architecture, and to have worked in New Zealand for a minimum of one year; and to:
 - a. Be sponsored by two Registered NZILA members; and
 - b. Satisfy an examining panel of their professional competence and knowledge of professional practice.
 - and**
 - v. Complete CPD Requirements in accordance with Policy requirements.
- (2) Any Registered member shall be entitled to use the term "Registered Landscape Architect" in association with the NZILA Design Guidelines.
 - (3) No fees or royalties shall be charged by the Institute for any such use of the NZILA trademark.
 - (4) 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 Design Guidelines.
- (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 Board, 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 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 Board has significantly contributed to the status or advancement of the profession in New Zealand. Provided that person is a Registered member of the Institute.

(h) Life Member

A person who in the opinion of the Board has made a unique and outstanding contribution to the advancement of the profession in New Zealand, provided that person is 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)(iv) 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 signed by the candidate.

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 Institute. The suitability of a candidate for admission or for transfer shall be determined or recommended by the Board.

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 Board considers that there is any special reason for considering it earlier.

2.8 Registration upon acceptance or transfer

When a candidate has been accepted or transferred they shall be notified according to the form prescribed and their 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 their election or transfer which otherwise shall become void; but the Board may in particular cases extend the time.

2.9 Register of membership

The Institute shall keep a register of all members in which will be recorded such particulars as the Board 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 Board 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 Board with all required information to enable it to compile a record of their qualifications and place of residence and business and any alteration thereto.

2.10 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 Board.
- (b) The first annual subscription shall become due and payable on admission to membership and thereafter the annual subscription shall be issued on 1 January in each year and payable by the 20th of the month following. If a person is accepted to membership after the expiry of the first quarter of the financial year the first annual subscription shall be computed in quarterly instalments and the member shall be liable for subscription due on those quarters which remain in the year.
- (c) Where any member is accepted 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 instalments and the member shall be liable for subscription due on those quarters which remain in the year.



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- (d) Fees or subscriptions shall not be payable by any person who is an Honorary Fellow, a Life member or a Student member.
- (e) The Board 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.



2.11 Arrears

A person whose annual subscription remains unpaid by the Due Date will be notified in writing that they must pay the amount due under the invoice by close of business on 31 March or they will cease to be a member of the Institute and will be removed from the Register of Members.

2.12 Resignation and/or Suspended Membership

- (a) Members wishing to resign permanently from the Institute are required to advise the Institute in writing so that their names can be deleted from the NZILA Register.
- (b) Members who fail to advise the Institute that they wish to resign or 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 re-joining fee shall be at the discretion of the Board.

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 re-joining fee. Re-admission under this clause shall be to their 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 their class of membership without payment of an administration charge.

2.13 Misconduct

- (a) Subject to compliance with this Article, the Board shall have the power to discipline members by any one, or by any one or more in combination (where in the view of the Board the combination is compatible), of the following, by:
 - (1) 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
 - (2) delivery of recommendations concerning future conduct of, or
 - (3) censure of, or
 - (4) suspension of, or
 - (5) expulsion of,

any member who in the opinion of the Board has:



- (6) failed to observe the requirements of the Articles of Constitution of the Institute; or
 - (7) failed to observe a high and honourable standard of professional conduct; or
 - (8) conducted themselves 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
 - (9) 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:
- (1) a complaint from the public against a member of the Institute eligible to be considered a new by the Disciplinary Board pursuant to the preamble of Clause 2.2 of the Institute's Code of Conduct and Complaints Procedure; or
 - (2) a complaint from one member of the Institute against another member of the Institute.
- (c) 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 Board or by a subcommittee appointed by the Board for that purpose.
- (d) The Board 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 themselves furnish to the Secretary in writing a full explanation and answer to such allegation.
- (e) 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 Board or the Subcommittee as the case may be after giving such member an opportunity to be heard in their 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 Board which may either confirm or reject such determination.
- (f) 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 their suspension.
- (g) 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.
- (h) The Secretary or their 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 their future conduct then those recommendations shall also be set out and included in the notice in writing of such decision.

- (i) Where a member of the Board 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 Board may – where it considers it to be in the interests of the Institute to do so – require such member of the Board to stand down from office forthwith from the time of such resolution until determination of the complaint by the Board provided that any resolution by the Board to such effect shall be by way of simple majority of all those members of the Board - except any Board member in relation to whom the relevant complaint has been laid - present and voting at the meeting. In any case where the Board resolves that one of its members stand down from office pursuant to this provision then after determination of the relevant complaint the Board member who has stood down may resume office where:
 - (1) the complaint is not upheld, or
 - (2) the complaint is upheld but does not result in any disciplinary action being taken in association with that decision, or
- (3) 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 Board 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 Board.

- (j) If the Board 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 they desire to appeal to a General Meeting of the Institute. The Board 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. Governance

3.1 The Board

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

- (a) The Board shall consist of not less than 6 and not more than 8 members, comprised of:
 - (1) No less than 5 and no more than 6 Board members elected from the membership of the Institute (**Elected Board Members**), provided that;
 - i. no more than 2 boards members may be elected from the same company at the time of election;
 - ii. No more than 1 elected board member may be a Graduate member; and
 - (2) At the discretion of the Elected Board Members, up to 2 independent Board members (**Independent Board Members**) selected by the in accordance with Article 3.3(d) and approved by the Board.
- (b) Eligibility for election to the Board:
 - (1) Registered, Non-registered, Graduate and Life Members are eligible for election to the Board; and
 - (2) Honorary Fellow, Affiliates and Student Members are not be eligible for election to the Board.
- (c) Subject to Article 3.2(a) below, the members of the Board 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 Board 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 Annual General Meeting, using postal services, or technology as described in 3.3(i), for such a ballot.
- (e) The Board 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.

3.2 Transition for Inaugural Board 2023

- (a) At the General Meeting at which these Articles of Constitution are adopted:
 - (1) all Committee Members shall be deemed to have resigned from 31 July of that year but shall be eligible for to stand for election as a Board member;
 - (2) Nominations for Elected Board members will be opened approximately one week after the General Meeting at which this Constitution was adopted and shall remain open for two weeks;



- (3) Nominees will provide brief biographies about themselves to the Institute;
 - (4) The Institute will provide such information to members prior to the election;
 - (5) Voting in the election (**Inaugural Board Election**) will be online via the Institute's website and shall be open for a period of approximately three weeks from early July.
 - (6) Election results will be announced to members in late July.
 - (7) The inaugural elected Board members term shall begin on the 1st of August and the initial board meeting will be held in the first week of August.
- (b) The periods for which Elected Board members are elected in the Inaugural Board Election will be as follows:
- (1) Half of the Elected Board members (if there is an even number of Elected Board Members) or a minority of Elected Board members (if there is an odd number of Elected Board members) shall be deemed to have been appointed for terms expiring on the conclusion of the first Annual General Meeting to occur after their appointment.
 - (2) Half of the Elected Board members (if there is an even number of Elected Board members) or a majority of Elected Board members (if there is an odd number of Elected Board members) shall be deemed to have been appointed for terms expiring on the conclusion of the second Annual General Meeting to occur after their appointment.
 - (3) The Elected Board Members appointed for a one or two year term under 3.2(b)(1) and 3.2(b)(2) above shall be as agreed by those Elected Board Members following the Inaugural Board Election or, in the absence of agreement, shall be determined by ballot.

3.3 Board Terms

- (a) Subject to these Articles the Board 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.
- (b) The election of the Board 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.
- (c) Any member of the Board shall, upon the expiration of their term, be eligible for further election except that the Chair shall only be eligible for election to one further consecutive term of office, as Chair. The Chair must then stand down



from office and from the Board for the next term of management but will then be eligible for subsequent nominations for future terms on the same basis.

- (d) The Independent Board Members referred to in Article 3.1(a)(2) shall be selected by an appointments panel comprising two Elected Board Members and an independent party appointed by the Board.

3.4 Office bearers

- (a) The office bearers of the Institute shall be the Chair and Deputy Chair, , both of whom shall be Registered Members and Elected Board Members.
- (b) The Board shall at its first meeting following the election of members of the Board, elect from among its members persons to hold the office of Chair and Deputy Chair. The Chair will act as President of the Institute and the Deputy Chair shall hold the position of Vice President.
- (c) Subject to Article 3.2(b) 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 Board election.
- (d) An office bearer shall cease to hold their office if they cease to be a member of the Board or by notice in writing to the Board resigns as office bearer while remaining a member of the Board.
- (e) In the event of an office bearer ceasing to hold office by virtue of paragraph (d) of this Article the Board may elect a member of the Board to the vacancy and the person so elected shall, subject to the Rules of the Institute, hold office for the residue of their predecessor's term.

3.5 Meetings of the Board

- (a) The first meeting of the Board following an election shall be held within 14 days of the date of election and thereafter the Board shall meet at intervals not exceeding two months from the date of the previous meeting.
- (b) The Chair, or Deputy Chair upon the authority of the Chair, may convene meetings of the Board.
- (c) The Chair of the outgoing Board, or Deputy Chair of the outgoing Board upon the authority of the Chair, shall convene the first meeting of the Board following the election of members of the Board.
- (d) The Chair shall preside at all meetings of the Board at which they are present. In their absence the Deputy Chair shall preside. In the absence of both these office bearers the Board may elect one of its members to be chairperson.
- (e) The Board may resolve any matter by a majority of members voting, including by way of the methods described in Article 3.5(h). If a Graduate member is elected to the Board, 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 Board.
- (f) The quorum of the Board 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 Board for the duration of that substitution.



- (g) The chairperson at a meeting of the Board may exercise a deliberative vote and in the event of an equality of votes they may exercise a casting vote.
- (h) A meeting of the Board 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 Board members whether in or out of New Zealand in conjunction if desired with the Executive Officer 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 Board shall apply to such meetings by technology so long as the following conditions are met:
 - (1) All Board members for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of a meeting by technology and to be linked by technology.
 - (2) At the commencement of the meeting each Board member and the person taking the minutes must acknowledge their presence to all other Board members and the person taking the minutes.
 - (3) Each of the Board members taking part in the meeting by technology and the person taking the minutes must be able to communicate with each other.
 - (4) A Board member may not leave the meeting by disconnecting the relevant technology unless they have previously obtained the express consent of the Chairperson of the meeting and a Board 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 they have previously obtained express consent of the Chairperson to leave the meeting as aforesaid.
 - (5) 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 of the meeting by the Board.
- (i) Incidental motions by email or other technology that are presented to the Board from time-to-time outside of the formal meeting schedule of the Board are able to be resolved by a simple majority vote recorded by the Executive Officer and noted in the minutes of the subsequent meeting.

3.6 **Casual vacancies on the Board**

- (a) A member of the Board shall vacate their place on the Board if that person:
 - (1) dies; or
 - (2) declines to act; or
 - (3) becomes bankrupt or compounds with their creditors; or
 - (4) becomes mentally defective; or
 - (5) ceases to be a member of the Institute; or



- (6) has their membership suspended under these Articles; or
 - (7) is absent from three consecutive meetings of the Board without leave of absence from the Board and the Board so resolves; or by notice in writing to the Board, they resign their office; or
 - (8) becomes a non-financial member within the meaning of Article 2.13.
- (b) In the event of a vacancy in the place of an Elected Board member by virtue of paragraph (a) of this Article:
- (1) If the vacancy arises less than two months' prior to the end of the vacating Elected Board member's term and if the vacancy would not cause a breach of Article 3.1(a)(1), the vacancy will be filled at the expiry of the vacating Elected Board member's term in accordance with clause 3.1(d); or
 - (2) If the vacancy arises less than two months' prior to the end of the vacating Elected Board member's term and if the vacancy would cause a breach of Article 3.1(a)(1), the Board may (by unanimous approval of all Board members) appoint a member of the Institute to hold office for the residue of their predecessor's term.; or
 - (3) If the vacancy arises two months or more before the end of the vacating Elected Board member's term or if the vacancy, if not filled, would cause a breach of Article 3.1(a)(1), the vacancy shall be filled in accordance by a ballot of eligible members of the Institute, using postal services, or technology as described in 3.3(i), for such a ballot.
- (c) In the event of a vacancy in the place of an Independent Board member by virtue of paragraph (a) of this Article the Board may, at its discretion, fill the in accordance with clause 3.3(d)

3.7 Delegation

- (a) The Board 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 Board, to a Board committee consisting of members of the Board 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 Board and no delegation shall prevent the exercise of any power or function by the Board.
- (c) The Chair shall be 'ex-officio' a member of all Board committees.

3.8 Replacement of officer bearers and officers

The Board 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 Board.



3.9 **Unconstitutional acts by Boards or office bearers**

The Board 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 Board 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 (in person or by way of the technology described in Article 3.5(h)) once in each calendar year at such time and place as the Board may determine. The business of the Annual General Meeting shall include the presentation of the audited financial statements of account, the report of the Board 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 election of Board members (as applicable for that year), the election of an auditor and such other business as is placed on the agenda by the Board in accordance with Article 4.3 or pursuant to notice in writing by at least five eligible members addressed to the Executive Officer 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 Board may convene a Special General Meeting (in person or by way of the technology described in Article 3.5(h)) whenever it thinks fit and shall do so:

- (a) On receipt of a notice pursuant to Article 2.13(a)(6) 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 Article 4.3.

4.3 **Notice of general meetings**

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

4.5 Chairperson

The Chair shall preside at any General Meeting at which they are present. In their absence the Deputy Chair 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, they are 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 (in person or by way of the technology described in Article 3.5(h)) on a show of hands unless a poll is demanded in the manner hereinafter provided and a declaration by the Board 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.
- (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 themselves a Registered member of the Institute and entitled to be present and vote in their 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 Board 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 Board 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 Board who shall count the votes and report in writing to the Board 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 3.5(h). 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 they think 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 Chair or a member of the Board appointed by him/her shall confirm that such instrument is valid and shall instruct the Executive Officer 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 Board and payments of all accounts that are certified as correct by the Board shall be made by electronic funds transfer from such bank or banks, approved by a minimum of two nominated officers within the Board, one of which shall be the Chairperson.

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 Board 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 of 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.

No member of the Institute or any person associate with a Member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

5.7 **Institute branding**

- (a) The seal of the Institute shall not be affixed to any document or instrument, except on or by the authority of the Committee or the President and in the presence of the President and one other office bearer who shall normally be the Secretary.
- (b) The Institute branding and use of the Institute's trademark shall be in accordance with the NZILA Design Guidelines.

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 Board 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 Board may publish the outcome of any disciplinary hearing provided that the



Board 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 their address as entered in the Register or at their 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 Board, 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 themselves 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 their honestly and reasonably held belief saw themselves 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 their own wilful neglect or default.

Without limiting the generality of the foregoing, but in particular any such Board 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 their own part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of their 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) Subject to Article 5.13(c), 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 3.5(h) which closes not less than 21 days after the date on which the Institute 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) No addition to or alteration of the objects, personal benefit clause or the winding up clause of these Articles shall be made which affect the tax-exempt status/not-for-profit status of the Institute. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document. The Institute is a non-profit organisation under the terms of section DV8 of the Income Tax Act 2007 in that the activities of the Institute are not carried on for the purpose of profit or gain to any member.
- (d) 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.

6. Branches

6.1 Establishment

- (a) The Board 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 Board.

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 CPD events 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, Treasurer and Secretary, plus normally at least three Committee members.
- (b) Eligibility for election to a Branch Committee:
 - (1) Registered, Non-registered, Graduate, Life Members, Affiliate and Student Members are eligible for election to a Branch Committee; and
 - (2) Honorary Fellows are not eligible for election to a Branch Committee.
- (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 their 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 their 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. Honorary Fellows, Affiliate and Student Members are not eligible to be elected as office bearers. 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 they shall again become eligible for re-election.
- (d) An office bearer shall cease to hold their office if they cease 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 this 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 their predecessor's term.
- (f) Notwithstanding the provisions of paragraph (d) of Article 6.3a 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 Articles 6.4(a) to 6.4(h), the Board 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 Board. 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) All monies belonging to the Branch shall be deposited in an account or accounts of the Institute to be opened at a bank or banks approved by the Board and payments of all accounts that are certified as correct by the Branch nominated officers shall be made by electronic funds transfer from such bank or banks, All transactions shall be authorised by a minimum of two nominated officers.

The Branch financial year shall close on the 31 December in each year, as noted in 1.5. The Branch Treasurer shall present 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.



- (d) The Auditor of the NZILA shall have access at all reasonable times to the accounts and securities of the Branch. They 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 Board 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.
- (d) 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 Board.

7. **Definitions and Interpretation**

7.1 **Definitions**

In these Articles, unless the context requires otherwise:

- (a) **AGM** means an annual general meeting of members;
- (b) **Accredited Course** means a course that meets the NZILA's education aims and specific standards for programmes in Landscape Architecture. The NZILA, working with the profession and programme providers regularly updates these education standards to ensure that they maintain professional expectations and currency.



- (c) **Awards programme** means the biannual adjudicated national awards for eligible members. The awards celebrate the creativity, technical capability and diversity of skills that Landscape Architects provide as integrators of landscape, people and place in Aotearoa.
- (d) **Board** has the meaning described in Article 3.1
- (e) **Chair** means the chair of the Board of the Institute appointed in accordance with Article 3.4(b), who acts as the President of the Institute for the duration of the Chair's term;
- (f) **CPD** Means continuing professional development required to maintain professional registration and CPD Requirements has a corresponding meaning;
- (g) **Deputy Chair** means the deputy chair of the Board of the Institute appointed in accordance with Article 3.4(b), who acts as the Vice-President of the Institute for the duration of the Deputy Chair's term;
- (h) **Due Date** has the meaning described in Article 0;
- (i) **Elected Board Members** has the meaning described in Article 3.1(a)(1)
- (j) **Executive Officer** means an individual appointed or engaged to oversee the day to day management of the Institute who may be known as a Chief Executive Officer, Chief Operations Officer or such other title as the Board decides;
- (k) **General Meeting** means an annual or special general meeting of the members of the Institute;
- (l) **Inaugural Board Election** has the meaning described in Article 3.2(a);
- (m) **IFLA** means the International Federation of Landscape Architects;
- (n) **Independent Board Members** has the meaning described in Article 3.1(a)(2);
- (o) **Institute** means the New Zealand Institute of Landscape Architects Tuia Pito Ora Incorporated;
- (p) **NZILA Design Guidelines** means the policy for use of the Institute's trade mark and other branding;
- (q) **Objectives** means the objectives of the Institute set out in Article 1.2;
- (r) **Official Document** has the meaning described in Article 1.7;
- (s) **Registration CPD Programme** means the programme described in the 2023 NZILA CPD Policy;
- (t) **Technology** has the meaning described in Article 3.5(h);

7.2 Interpretation:

In these Articles of Constitution, unless the context otherwise requires:

- (a) **Clauses and schedules:** A reference to a clause or to a schedule is a reference to clauses in, and schedules to, these Articles. Each schedule forms part of these Articles of Constitution.



- (b) **Documents:** References to any document (however described) are references to that document as modified, novated, supplemented, varied or replaced from time to time and in any form, whether on paper or in an electronic form.
- (c) **Headings:** The headings in this Constitution are inserted for convenience and reference only and do not affect the meaning or interpretation of this Constitution.
- (d) **Inclusive expressions:** The term “includes” or “including” (or any similar expression) is deemed to be followed by the words “without limitation”.
- (e) **In writing:** References to “writing” will be construed as including references to words printed, typed, or any words sent by email or other electronic form, or otherwise reproduced.
- (f) **Persons:** References to a “person” include an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, governmental or other regulatory body, authority or entity, in each case whether or not having a separate legal identity.
- (g) **Plural and singular:** References to the singular include the plural and vice versa.
- (h) **Statutory Provisions:** References to any statutory provision are to statutory provisions in force in New Zealand and include any statutory provision which amends, replaces or re-enacts it, and any bylaw, regulation, order, statutory instrument, determination or subordinate legislation made under it.
- (i) **Negative obligations:** Any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done.
- (j) Any question relating to the interpretation of these Articles hereunder shall be settled by the Board whose decision shall be final.



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 their 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 2.13(d) of the Articles of 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 Board 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 Board 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 Chair, or their nominee or in the event of the Chair being the subject of a complaint a person nominated for the purpose by a majority of the members of the Board – except any Board 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 Board 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 Board available in response to usual notice of Board meetings regardless of whether any of the Officer(s) 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 Board 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 Board along with all other papers when the Disciplinary Committee makes its recommendation.
- (g) As more particularly defined in Article 2.13 of the Constitution, the Board'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 Board 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 wilful 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 2.11 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 Board 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 Board and Disciplinary Committee

It is important to note that in terms of Article 2.13(e) 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 Board which makes the final decision. As a matter of law, the Board 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 Board 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 Board's view to differ only rarely from that of the Disciplinary Committee, especially on matters of fact.

Accordingly, it is important that if the Board 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 Board, where this decision means expulsion or suspension of the member. A General Meeting of the Institute may support or overrule the Board's decision; see Article 2.13(j) of the Articles of 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 their name should not be cleared.

The Board may therefore publish the outcome of any disciplinary hearing provided that the Board 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 Articles of Constitution.