



## RULES OF THE ASSOCIATION OF CONSULTING AND ENGINEERING NEW ZEALAND INCORPORATED

### 1 CONSTITUTION

- 1.01 The Association of Consulting and Engineering New Zealand Incorporated (T/A ACE New Zealand) is an incorporated society under the Incorporated Societies Act 1908.

### 2 NAME

- 2.02 The name of the society shall be 'The Association of Consulting and Engineering New Zealand Incorporated' (hereinafter referred to as 'ACE New Zealand' or 'the Association').

### 3 DEFINITIONS

- 3.01 In these Rules, unless the context otherwise requires:

**'Board'** means the ACE New Zealand Board in which the governance, control and conduct of the affairs of the Association are vested, more particularly described in Rules 10.01 to 10.04.

**'Consulting Engineer'** means a suitably qualified person practising in one or more of the various branches of engineering or related disciplines, and 'consulting engineering' has a corresponding meaning.

**'Firm'** includes a sole practice, a partnership or a company.

**'Member'** means an Ordinary, Honorary Life or Retired Member, Associate Member unless otherwise stated or implied.

**'Associate Member'** means a Board approved non-voting member for whom consulting or engineering is not a primary business activity.

**'Institution'** means the Institution of Professional Engineers New Zealand Inc. (IPENZ, also known as Engineering New Zealand)

**'Year'** means the financial year of the Association prescribed in Rule 15.01.

## 4 OBJECTIVES

- 4.01 The objectives of the Association are to promote the interests of its Members and further the practice of consulting and engineering by any means which the Association may think fit, and which recognise the needs, aspirations and demands of society, including but not limited to:
- a) identifying and influencing the course of emerging issues, including both opportunities and threats, that will impact on Members;
  - b) achieving a significant improvement in the opportunities for Members to secure work;
  - c) planning and implementing educational and training programmes to assist Members to improve the efficiency and effectiveness of their businesses;
  - d) preparing and enforcing rules, bylaws, and disciplinary procedures for Members that recognise the demands of society, the changing and competitive nature of the business environment, and the need for a high standard of professional conduct;
  - e) encouraging eligible consulting and engineering firms to join the Association; and
  - f) joining and subscribing to any organisation which may assist in furthering the objectives of the Association.

## 5 MEMBERSHIP

- 5.01 There shall be four categories of membership within the Association, which shall be as follows:
- a) Ordinary;
  - b) Retired Ordinary Member;
  - c) Honorary Life Member
  - d) Associate Member

Each Member wishing to acknowledge membership of the Association may do so in accordance with the ACE New Zealand brand guidelines.

### 5.02 **Ordinary Member**

An Ordinary Member shall be a Firm that:

- a) Is ordinarily resident or incorporated in New Zealand;
- b) In the opinion of the Board, has appropriate personnel with knowledge and experience in the field of consulting in the natural and built environment to furnish impartial and competent advice;
- c) Can produce evidence at all times in the form of a professional indemnity insurance policy that the Firm is covered for a sum of not less than \$500,000;

- d) Is constituted so that all control and management decisions of the Firm are made by persons who:
- (i) Are Institution members in the class of Fellow or Chartered Member, or
  - (ii) Hold professional qualifications which in the opinion of the Board are equivalent to those of Institution members in 5.02(d)(i) and
  - (iii) Are members of a profession or organisation recognised by the Board as upholding a Code of Ethics compatible with that of the International Federation of Consulting Engineers (FIDIC);
- e) Has signed an undertaking agreeing to abide by the Rules and Bylaws of the Association for the time being in force or as they may thereafter be altered, amended, or enlarged, and to pay the annual subscription.
- f) Competes in the market place, in the opinion of the Board, on an equal basis with other Firms, in that income, which is derived primarily from the provision of consulting services, is open to competition from other Firms and operates without unfair advantage.

#### 5.03 **Representatives**

Each Ordinary Member shall nominate its Representatives to the Association. The following basis shall be used:

- a) A Representative shall be:
- (i) An individual who carries on sole practice; or
  - (ii) A partner in a partnership; or
  - (iii) An employee of the Ordinary Member holding a senior management position within a Firm.
- b) The number of Representatives that may be nominated shall be calculated using the same multipliers employed to determine subscription fees, as set out in Schedule I to the Rules;
- c) Representatives are to represent the Ordinary Member's New Zealand offices where possible.

#### 5.04 **Associate Members**

An Associate Member will be a firm that:

- a) In the opinion of the Board will bring benefit to the ACE New Zealand Membership by being accepted as a Member.
- b) Has signed an undertaking agreeing to abide by the Rules and Bylaws of the Association for the time being in force or as they may thereafter be altered, amended, or enlarged, and to pay the annual subscription.

- c) Subscribes to a Code of Ethics or Code of Conduct that is deemed acceptable to the Board

#### 5.05 **Retired Member**

A person who has retired from the active practice of the profession of consulting or engineering and who has reached the age of 55 years may, at the discretion of the Board, be offered Retired membership provided that:

- a) That person's Firm has been a member of the Association for a reasonable period of time;
- b) That person continues to be a member of an organisation as defined in 5.02(d)(iii);

A Retired Member may occasionally advise the public in a professional capacity.

No membership subscription shall be payable by a Retired Member

#### 5.06 **Honorary Life Member**

Individuals who have, by a decision of the ACE New Zealand Board, been appointed as Honorary Life Members, shall retain that honour. These individuals shall be entitled to all the privileges similar to an Ordinary Member. No membership subscription shall be payable by an Honorary Life Member.

## 6 MEMBERSHIP ADMISSION AND TERMINATION

### 6.01 **Application for Membership**

Every application for membership shall be made in such form as shall from time to time be prescribed by the Board and such information as may be required by the Board shall be supplied.

Applications for membership by a partnership shall be made by each and every partner of that partnership.

### 6.02 **Opportunity to comment**

The name of the applicant, with the names of the principals, should be displayed on the website of the Association for twenty-eight days preceding the next meeting of the Board.

Ordinary Members are to be invited to comment on the appropriateness of any application for membership. The Board will consider comments received from Ordinary Members and contemplate any other information which may be relevant to their decision-making process.

### 6.03 **Admission**

Subject to these rules, and to any bylaws relating to membership, the Board may in its absolute discretion accept or decline any application for membership. All such decisions of the Board shall require a minimum affirmative vote of 3; which may, when necessary, be taken by ballot.

Membership shall commence following acceptance by the Board.

The Board may offer the new Member the opportunity of business mentoring if the Board consider that business mentoring would assist the Member and/or the new Member requests mentoring.

#### **6.04 Termination of Membership**

The membership of any Member shall be terminated and the name of the Firm shall be removed from the list of members, upon the happening of any of the following events:

- a) On receipt by the Chief Executive of the Association of written notice of resignation from the Member;
- b) On non-payment of subscription as set out in Rule 9.03;
- c) On cancellation of membership in accordance with Rule 17;
- d) On the Member ceasing to fulfill the necessary criteria for membership.
- e) On the bankruptcy of the Firm or on the appointment of a receiver or liquidator to manage or wind up the Firm.
- f) The Board may, on receiving a notification under Rule 8.13, if it considers that the nature of the reconstruction of the Member or the circumstances surrounding it make it desirable, terminate the Member's membership and invite the Member to submit a reapplication for membership of the Association pursuant to Rules 6.01 and 6.02.

The termination of membership of any Member shall not relieve the Member from any obligation, claim or debt (including unpaid subscriptions) arising in respect of any period prior to termination.

#### **6.05 Readmission of Member**

A firm which has ceased to be a member, may apply for readmission to the Association and the provisions of Rules 6.01 and 6.02 shall apply to such readmission. The Board may impose such conditions as it thinks fit on any such readmission.

## **7 CONFIDENTIALITY**

Except as provided below, information acquired by the Association in the course of any application for membership shall remain confidential to the Board and the persons it specifically appoints in connection with the application.

## **8 RIGHTS AND OBLIGATIONS OF MEMBERSHIP**

8.01 Each Honorary Life Member, Representative and each professional who is a sole practitioner, partner, director, shareholder or employee of an Ordinary Member who has the consent of a Representative may attend any general meeting of the Association, area meeting, committee or similar group meeting and, subject to the provisions of the Rules, may introduce for consideration any matter which comes within the scope of the objects of the Association and may speak to any motion considered by such meeting.

8.02 Each Ordinary Member Representative and each Honorary Life Member shall have the right to:

- a) Vote in an election, referendum or ballot conducted by the Association;

- b) Nominate or be nominated for an elective office of the Association;
- c) Be able to requisition for and vote at a Special General Meeting of the Association.

- 8.03 Each Ordinary Member Representative shall be entitled to receive a copy of the published proceedings and documents of the Association; except that where necessary for the welfare of the Association and its Members, the Board may limit distribution of a document to elected officers only.
- 8.04 Each Member may seek the advice and support of the Association through its officers on any matter coming within the Objects of the Association and any other matter.
- 8.05 Each Ordinary Member shall have the right to address, or to interview by appointment, any officer or committee of the Association. The Board has the power to curb any Member's abuse of this right.
- 8.06 No appointed or elected officer of the Association shall adjudicate upon, or investigate in an official capacity for the Association, any matter relating to a partner, director, shareholder or employee of that officer's firm. Likewise, any immediate direct competitor in practice, or former fellow representative of that person's firm shall normally withdraw from such duties and shall have the right to be excused. For like reason, any applicant for ordinary membership shall have the right to object to any person undertaking such duties on behalf of the applicant and such objection shall normally be accepted by the Board. Any Ordinary Member shall have the right to make submissions about any other Member.
- 8.07 Each Ordinary or Associate Member shall at all times ensure that, in carrying on their business activities, that Member does not do or permit to be done or become engaged in any act, activity, or conduct which is contrary to the objectives of the Association or which would bring the Association or the practice of consulting or engineering into disrepute.
- 8.08 Each Member shall at all times ensure that no direct or indirect connection or commercial affiliation with any person, firm or organisation is held where that connection or affiliation might, in the opinion of the Board, be likely to influence or affect the professional judgment or advice of the Member.
- 8.09 Subject to Rule 8.08, each Member shall at all times ensure that conflicts of business interests are fully disclosed to a client or potential client at the earliest possible opportunity.
- 8.10 Each Member has an obligation to notify the Board of any act or omission of a fellow Member which comes to that Member's notice and which appears to bring the Association or the practice of consulting or engineering into disrepute. Such notification shall be accompanied by a clear statement of the evidence supporting the allegation.
- 8.11 No Ordinary Member shall attempt, directly or indirectly, to supplant another Ordinary Member, nor to take over work of another Ordinary Member until clear notification has been received from the employing party that the connection of the other Member with the work has been discontinued.
- 8.12 A Member shall, if required by the Board, provide evidence to establish that the Rules and Bylaws of the Association are being conformed with.
- 8.13 Where a Representative leaves an Ordinary Member and joins another firm; or where the Member undergoes changes in name, ownership, or control or significant changes in the documents forming its constitution, the Board shall be notified forthwith.
- 8.14 Any decision of the Board specifically affecting the membership of any Member of the Association, shall be promptly communicated to that Member in writing..

The Board shall upon receipt of fresh information, not previously considered in its determination, and which could not reasonably have been made known to the Board earlier, be obliged to review and if necessary amend its decision concerning the Member.

## 9 ANNUAL SUBSCRIPTIONS

9.01 Each Member shall in each year pay an annual subscription at a rate to be determined by the Board. The rate set for the upcoming financial year shall be notified to Members at the Annual General Meeting.

9.02 The subscription in respect of each year shall be payable to the Association in two half yearly instalments, invoiced in April and September respectively.

9.03 Where any annual subscription or instalment thereof remains unpaid 3 months after the date on which it became payable, the rights of membership of that Member may be suspended at the discretion of the Board until the arrears have been paid.

Where any such arrears remain unpaid 6 months after the date upon which the subscription or instalment became payable, that Member's membership may be terminated at the discretion of the Board.

9.04 Where any Member is admitted to membership during the course of a year, the full subscription shall be payable in respect of that year, except that a Member admitted after 30 June in any year shall be required to pay only a rateable proportion of the subscription, such proportion to be determined by the Board.

Where any Member's membership is terminated in the course of any year, the full subscription in respect of that year shall be payable.

9.05 Any Ordinary Member whose application for membership is received within 12 months of that Member setting up a consulting engineering practice for the first time may, at the discretion of the Board, be offered a reduced subscription for a period not exceeding 3 years. The amount of the reduction shall be determined by the Board.

## 10 THE BOARD

10.01 The control, governance and conduct of the affairs of the Association shall be vested in the Board, which shall have and may exercise all the powers of the Association which are not, by an enactment or by these Rules, required to be exercised by the Association in general meeting.

10.02 The Board shall comprise:

- a) Six representative Board members;
- b) Up to three appointed Board members

In all instances representative Board members must be a director, partner or employee of an Ordinary Member.

10.03 At any meeting of the Board, the quorum necessary for the conduct of any business shall be two thirds of the full Board one of whom shall be either the President or the Vice-President.

## 11 CHIEF EXECUTIVE AND STAFF

- 11.01 The Board may appoint a Chief Executive and may determine the conditions of employment and remuneration of the Chief Executive. The Chief Executive shall have and may exercise such powers and discretions as are conferred upon the Chief Executive by the Board.
- 11.02 The Board shall determine the staffing establishment, that is, the number and job descriptions of staff to be employed by the Association and their conditions of engagement and remuneration.
- 11.03 The Chief Executive shall appoint staff in accordance with the staffing establishment determined by the Board under Rule 11.02 provided that the Chief Executive may only appoint senior staff with the approval of the Board. The Board shall, when determining the staffing establishment, state which positions are senior staff positions, the appointments to which require the approval of the Board.

## 12 PROCEEDINGS OF THE BOARD

- 12.01 The Board may meet together for the despatch of the business of the Association at such time or times and at such place or places, and may adjourn and otherwise regulate its meetings as it thinks fit, but meetings, shall where practicable be not less frequent than once every 2 months. The meeting shall be chaired by the President or, if the President is absent, the Vice President.
- 12.02 Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 12.03 The Board may delegate any of its powers to an executive committee consisting of Board members and such other persons as the Board may specify. The Board may also delegate any of its powers to a subcommittee, responsible to an executive committee, consisting of such persons as the Board may specify. Any executive committee or subcommittee shall, in the exercise of any powers so delegated, conform to any directions that may be imposed upon it by the Board.
- 12.04 Any committee may meet and adjourn and conduct its business as it thinks proper. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the chairperson of the committee shall have a second or casting vote.
- 12.05 Any resolution may be passed by the Board or by any committee by the unanimous assent of all members of the Board or such committee, such assent being recorded in writing or other mode of communication without the calling or holding of any meeting.
- 12.06 The Board and any other committee may convene meetings by conference call or any other appropriate means of simultaneous communication. A meeting so conducted shall in all respects be as valid and effectual as a meeting at which attendees are physically present.

## 13 REGIONAL CHAIRS

- 13.01 Twelve Regional Chairs shall be elected to represent the following areas:
- a) Northland
  - b) North Auckland (North Shore)



- c) Auckland
- d) Waikato
- e) Bay of Plenty
- f) Gisborne - Hawkes Bay
- g) Taranaki
- h) Manawatu - Wanganui
- i) Wellington
- j) Nelson - Blenheim
- k) Canterbury - West Coast
- l) Otago – Southland
- m) Sub-Regional Chairs may be appointed to cover the larger geographic areas.

13.02 The duties of Regional Chairs shall be to convene meetings within their areas for the purpose of communicating to area Members the activities of the Association, and otherwise to communicate with Members of the Association in the area and whenever appropriate, to communicate to the Association the views of Members in the area about matters of general interest. Region meetings shall be held where practicable 3 times each year and reports on region meetings shall be forwarded by Regional Chairs to the Chief Executive.

13.03 Regional Chairs shall also be responsible for liaison with the Chief Executive, for general area administration and for publicity and promotion of Association activities within their areas. The Regional Chair shall submit a report to the Board before each meeting of the Board.

13.04 Regional Chairs shall send to the Chief Executive copies of all letters, reports and other communications sent or received on behalf of the Association.

13.05 Regional Chairs shall also be responsible for reporting any complaints against Members within their areas relating to services provided by Members and for assisting the Board, if required by the Board, in investigating complaints.

13.06 There shall be a meeting between the Regional Chairs and the Board at times to be nominated by the Board, normally twice yearly. Any four Regional Chairs shall have the right at any time to convene a meeting of the Regional Chairs and the Board.

## 14 ELECTION OF OFFICERS

14.01 Representative Board members are elected by member vote and are elected for a three-year term.

14.02 Two of the six representative Board members shall complete their three-year terms of office at alternate Annual General Meetings. This means two representative Board member terms will end at each Annual General Meeting.

14.03 Any representative Board member on completion of their term of office is eligible for re-election up to a maximum of two consecutive terms.

- 14.04 The Board shall elect a President and a Vice President from their number at their first meeting following the Annual General Meeting. The President or Vice President must be a representative Board member rather than an appointed Board member.
- 14.05 The Regional Chairs shall be elected for a term of one year, but shall be eligible for re-election, in that office, for a maximum of three consecutive terms.
- 14.06 If a casual vacancy occurs in the office of either the President or Vice-President, that vacancy shall be filled by appointment by the remaining members of the Board from their number.
- 14.07 If a casual vacancy occurs in the office of a Board member, or Regional Chair such vacancy may be filled by an appointment made by the Board.
- 14.08 The Board may determine to appoint up to three appointed members to the Board that are additional to the representative board members. The appointed members will be appointed for a term of one year, which may be renewed to a maximum of three consecutive terms at the discretion of the elected Board.
- 14.09 In this Rule 14, the expression 'year' shall mean the period of approximately 1 year commencing on the date of one Annual General Meeting and ending on the date of the next succeeding Annual General Meeting.
- 14.10 The election of officers may be conducted by electronic ballot in advance of the Annual General Meeting, or if performed at the Annual General Meeting by participating in a show of hands or by secret ballot.
- 14.11 All Ordinary Members and Honorary Life Members are entitled to vote.
- a) Each Honorary Life Member has one vote.
  - b) The maximum number of votes held by an Ordinary Member is determined by their organisation size, as established by ACE New Zealand's annual personnel survey. This is outlined in Schedule 1 to the rules.
  - c) No Member in arrears of subscription can vote.

## 15 FINANCE AND ACCOUNTS

- 15.01 The financial year of the Association shall be the year ending on 31 March in each year.
- 15.02 The Association shall cause proper accounts to be kept with respect to all money received and expended by the Association and the assets and liabilities of the Association.
- 15.03 The accounts shall be audited annually by an auditor who shall have access at all reasonable times to the accounts, books, vouchers and other relevant records of the Association and may in relation to such accounts require from any officer of the Association any explanation or information which he may deem necessary.
- 15.04 A budget shall be prepared by the Board for each financial year and shall be presented to the Ordinary Members of the Association at the Annual General Meeting for adoption by the Association.
- 15.05 Any funds of the Association may be expended in accordance with these Rules for any purpose permitted by law which in the opinion of the Board may further the objects of

the Association, including but not limited to the purchase, lease, hiring or other acquisition or any real or personal property and any right, privilege or advantage.

- 15.06 The Association may sell, lease, exchange, bail, grant licences in respect of, or otherwise deal with, turn to account or dispose of all or any part of the property or assets of the Association.
- 15.07 The Association may borrow money for any purpose in the furtherance of the objects of the Association, and may grant such security (if any) over any assets of the Association as the Association may think fit, and may give guarantees and security in support of those guarantees.
- 15.08 Any funds of the Association may be invested in such forms of investment as the Board in its absolute discretion may think fit.
- 15.09 The Board may open and may operate any bank accounts and make arrangements for the operation upon any account, provided that all cheques or other instruments drawn on any accounts shall be signed by any two of the Chief Executive, President, Vice-President, Member of the Board or by any two of the Chief Executive and other senior employees of the Association authorised by the Board up to the limit fixed from time to time by the Board;

## 16 MEETINGS OF THE ASSOCIATION

- 16.01 The Annual General Meeting of the Association shall be held in each year at such date as the Board may decide, at such time and in such place as the Board may fix.

The period of notice of the Annual General Meeting shall be 28 days.

The quorum for the Annual General Meeting shall be 20 eligible voters (see 8.02).

- 16.02 The Board may at any time and shall on the requisition of not fewer than 10 eligible voters, convene a Special General Meeting. The quorum for a Special General Meeting shall be 20 eligible voters. The period of notice for a Special General Meeting shall be 14 days.
- 16.03 Any general meeting of the Association shall be called by the giving of not less than the period of notice required by Rule 16.01 or 16.02. Any notice shall be deemed to be given on the date of posting, and, in calculating the period of notice, the date of posting and the date of the meeting shall be excluded. Notice shall be in writing given by the Chief Executive to every Ordinary Member Representative and Honorary Life Member in accordance with Rule 18. The accidental omission to give notice of a meeting to a Representative and Honorary Life Member or the non-receipt of a notice of meeting by a Representative or Honorary Life Member shall not invalidate the proceedings of that meeting. The notice calling any general meeting shall specify the place, day and hour of the meeting and also the nature of the business to be conducted.
- 16.04 The President shall preside as chairperson at every general meeting or, if the President is absent, a representative appointed by the Board shall preside.
- 16.05 No business shall be transacted at any general meeting unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the Board may adjourn the meeting to such other time or place as the Board may decide. If, at the adjourned meeting a quorum is not present, within half an hour of the time appointed for the meeting the Ordinary Member Representatives and Honorary Life Members present shall be a quorum.

- 16.06 The President or acting chairperson may adjourn any general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice of an adjourned meeting.
- 16.07 At any general meeting a resolution put to the vote of the meeting shall be decided by show of hands or electronic vote. In the case of an equality of votes the President or acting chairperson shall have a second or casting vote. In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure and voting the decision of the President or acting chairperson shall be final and binding.
- 16.08 The ordinary business of an Annual General Meeting shall be the consideration of
- (i) The Association's accounts, balance sheet & auditors report;
  - (ii) Reports of the Board and the Association's officers;
  - (iii) Budgets as planned;
  - (iv) Announcement of Board members and Regional Chairs;
  - (v) Appointment of the Auditors.

All other business at an Annual General Meeting and all business transacted at any special general meeting shall be deemed to be special business. No special business other than that given in the notice of meeting shall, except with the consent of the President or acting chairperson, be transacted at any general meeting.

## 17 DISCIPLINE

- 17.01 The Board may take such disciplinary action, in accordance with this Rule, as it from time to time considers necessary or desirable to protect the interests of the Association.
- 17.02 Where any complaint is received in respect of any Member, or where the Board has cause to believe that any disciplinary action may be appropriate in respect of any Member, the Board shall refer the matter to a Disciplinary Committee constituted in accordance with Rule 17.03.
- 17.03 The Board may from time to time appoint a Disciplinary Committee, either as a standing committee or in respect of any particular complaint, which shall consist of the following:
- a) A chairperson, who shall be a member of the Board;
  - b) A person, who shall hold Institution membership in the class of Fellow or Chartered Member of at least 10 years standing or who, in the opinion of the Board, is a person of comparable standing in an organisation as defined in 5.02(d)(iii).
  - c) A lay person, who shall not be a professional engineer.
- 17.04 The procedures to be adopted by any Disciplinary Committee shall be in accordance with bylaws, made under Rule 21 which among other things shall allow for notice to be given, right of response to any complaint, and entitlement to be heard, and, so far as any such bylaws do not extend, the Disciplinary Committee may regulate its proceedings as it thinks fit.
- 17.05 The Disciplinary Committee shall have the power to do all or any of the following in respect of any complaint against any Member:
- a) To impose any fines or penalties;
  - b) To order the payment of any costs incurred in respect of any complaint;

- c) To censure any Member;
- d) To suspend membership for any period;
- e) To cancel membership;
- f) To exonerate a Member;
- g) To impose such other sanctions as the Disciplinary Committee may consider appropriate in any particular case.

## 18 NOTICE

Any notice required to be given to any Member or Representative shall be deemed to be sufficiently given if the same is posted by ordinary post to the last address of the Member or Representative recorded in the list of Members and Representatives.

## 19 ALTERATION OF RULES

These Rules may be altered by a resolution passed by a majority of not less than 75 per cent of the eligible voters present or by proxy and voting at a general meeting of the Association for which notice of the intention to propose the alteration has been given.

## 20 VOTING BY PROXY

Any eligible voter may appoint in writing signed by that person another eligible voter as proxy to vote on behalf of that person at a general meeting, but if two or more proxies shall be offered signed by the same person, all proxies signed by that person shall be null and void. All proxies must be forwarded to the Chief Executive before the commencement of a meeting in respect of which such proxies are given.

## 21 BYLAWS

The Board may draw up, administer and from time to time review and alter such bylaws (being not inconsistent with the provisions of these Rules) as the Board may think necessary for governing the control, management and conduct of the business and affairs of the Association.

## 22 DISTRIBUTIONS

22.01 The property and effects of the Association of every kind shall be used solely in furtherance of the objects of the Association and except as provided in the Rules no portion of such property or effects or profit or surplus shall be surrendered or paid to any Member either by way of bonus, gratuity or dividend or in any other manner whatever except that an honorarium may be paid to a Member for services rendered and any awards sponsored or promoted by the Association in the furtherance of the objects of the Association may be made to Members.

22.02 If upon the winding up or dissolution of the Association there remains after the satisfaction of its debts and liabilities any property of any nature whatsoever ('the property') there shall not be any payment or distribution of the property among the Members of the Association but the property shall be vested in the Institution unless, at the time when the Association resolves to wind up or dissolve, a resolution is passed

directing that the property shall be given or transferred to some other institution or institutions within New Zealand for the purposes of furthering scientific knowledge or promoting the welfare of the engineering profession or such other similar purpose as the Association shall determine. In every case the gift or transfer shall be in accordance with section 61(34) of the Income Tax Act 1976 or such provision to the same effect or standing in the place thereof from time to time.

## 23 SEAL

- 23.01 The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or a subcommittee of the Board authorised by the Board in that behalf and every instrument to which the Seal shall be affixed shall be signed by any 2 of the Chief Executive, President, Vice President or some other person appointed by the Board for that purpose.

## ACE NEW ZEALAND ORDINARY MEMBER REPRESENTATION

The size of a firm shall be determined by the number of people employed by the New Zealand firm and its subsidiaries. This includes permanent staff (including New Zealand staff based temporarily overseas), contract and part-time staff (full time equivalent), as measured by the Personnel Survey conducted by ACE New Zealand each year.

As alluded to in Rule 5.03(b) the number of Representatives shall be calculated using the same multipliers employed to determine subscription levels. These have been simplified as follows:

### Schedule 1 Membership Representation

Firm Size	No. of Representative	Firm Size	No. of Representatives
1-2	1	215-234	21
3-6	2	235-254	22
7-11	3	255-274	23
12-18	4	275-294	24
19-26	5	295-314	25
27-35	6	315-334	26
36-43	7	335-354	27
44-51	8	355-374	28
52-59	9	375-394	29
60-69	10	395-414	30
70-79	11	415-494	31-34
80-89	12	495-609	35-37
90-99	13	610-689	38-39
100-109	14	690-807	40-42
110-126	15	808-929	43-45
127-139	16	930-1015	46-47
140-154	17	1016-1216	48-50
155-174	18	1217-1483	51-55
175-194	19	1484-1874	56-58
195-214	20	1875-2474	59-64