

The Constitution of  
**Institute of IT Professionals New Zealand Inc**

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## **The Constitution of Institute of IT Professionals New Zealand Inc**

### **Preamble**

The following is the Constitution of the Institute of Information Technology Professionals New Zealand Incorporated (“the Institute”) and of its Branches. The Institute is incorporated under Section 4 of the Incorporated Societies Act 1908. The constitution was originally approved by members, in Special General Meeting, at Dunedin on Thursday 15 August 1991.

The Institute was formed in 1960 as the *New Zealand Data Processing and Computer Society Inc* and was known as the *New Zealand Computer Society Inc* from 1967 until 2012.

This version of the Constitution was approved by Special General Meeting on 30 June 2015.

### **Definitions**

#### **Branch**

A Branch is a geographic grouping of members usually based on a single city or town and as outlined in Section 11 of this Constitution. Branches are identified in the Bylaws of the Institute.

#### **Discipline**

A discipline is regarded as a branch of knowledge, teaching or learning. The requisite knowledge may be acquired in a variety of ways, such as in formal education at a tertiary institution or it may be acquired experientially.

#### **General meeting**

The term ‘general meeting’ or ‘meeting’ refers to an Annual General Meeting or a Special General Meeting of the Institute. In context, the term may also refer to a meeting of a Branch of the Institute, or a meeting of the Board or the Executive.

#### **Information Technology**

Information Technology (IT) or Information and Communication[s] Technology (ICT) is the technology required for information processing. In particular it deals with the use of electronic computers and computer software to convert, store, protect, process, transmit, and retrieve information.

#### **Member/Membership**

The terms ‘member’ and ‘membership’ in this Constitution refer to all members of the Institute. Specific grades of membership are identified in the Bylaws of the Institute.

#### **Professional Member/Membership**

The terms ‘professional member’ and ‘professional membership’ in this Constitution refer to members of a professional grade as identified in the Bylaws of the Institute.

#### **Region**

The term ‘Region’ refers to a broad geographic grouping of members including one or more Branches. Regions are identified in the Bylaws of the Institute.

## **Interpretation**

1. Headings appear as a matter of convenience and shall not affect the construction of this Constitution.
2. Words meaning the singular or plural include the plural and singular respectively.
3. Words referring to one gender shall include any other.
4. A reference to an enactment is a reference to that enactment as amended, or to any enactment that has been substituted for that enactment.
5. If there is a conflict between the Bylaws and the other provisions of this Constitution, the other provisions of this Constitution shall prevail.

## **1 Name**

The legal name of the Incorporated Society is “Institute of Information Technology Professionals New Zealand Incorporated”.

## **2 Registered Office**

The Registered Office of the Institute shall be in Wellington, New Zealand or at any other place in New Zealand, as decided by the members at a general meeting.

## **3 Objects**

The Objects of the Institute are to:

- 3.1 Develop the discipline of Information Technology in New Zealand.
- 3.2 Foster and promote the education, training and qualification of persons practising or intending to practise within the discipline in New Zealand.
- 3.3 Promote education by granting qualifications and grades of membership to members of the public in recognition of their proficiency within the discipline of Information Technology.
- 3.4 Promote proper conduct and set ethical standards for the discipline.
- 3.5 Develop or provide educational lectures, meetings, conferences and publications and to promote research within the discipline of Information Technology.
- 3.6 Take a public position on matters of concern to the Information Technology discipline and make submissions or advise government as appropriate.
- 3.7 Advance the education of the public of New Zealand in relation to Information Technology.
- 3.8 Promote any other related activities that are, in the opinion of the Institute, in the interests of the public or discipline.

## **4 Management of the Institute**

- 4.1 A National Board (hereinafter referred to as 'the Board') will govern the Institute.
- 4.2 The Board will engage appropriate staffing resources, as and if it sees fit, to manage the Registered Office and the business of the Institute, under its direction and in accordance with its Bylaws.
- 4.3 The Board will appoint an Executive, which will consist of the President, Deputy President, and up to two further Board Members.
- 4.4 The Executive will meet as required to deal with urgent business on behalf of the Board, to prepare the business of Board and to conduct such other business of the Institute as may be directed to it by the Board.
- 4.5 The Board will appoint an individual to act as Secretary to the Institute, Board and the Executive and that person will be responsible for the Institute's compliance with all requirements of the Registrar of Incorporated Societies.

## **5 Membership**

- 5.1 By resolution of not less than two thirds of its members and subject to any other provision of this Constitution, the Board will determine from time to time the:
  - 5.1.1 eligibility, grades, criteria and conditions for entry and continued membership of the Institute.
  - 5.1.2 privileges and obligations applying to each grade of membership.
- 5.2 Any resolution pursuant to Clause 5.1 shall take effect as a Bylaw of the Institute, and shall be made available in accordance with Clause 18.2 of this Constitution.
- 5.3 All members agree to accept and to uphold the Institute's Constitution and Bylaws.

## **6 Entrance Fees and Annual Subscriptions**

- 6.1 The entrance fees and annual subscriptions will be as determined by the Board and shall be paid by members as directed in the Bylaws.
- 6.2 Failure to pay an annual subscription, in accordance with the Bylaws, will cause membership to lapse.
- 6.3 The Board may, on such terms and conditions as it decides, reinstate a member whose membership has lapsed.

## **7 Resignation of Members**

- 7.1 Any member wishing to resign their membership shall forward their written resignation to the Institute, which will accept their resignation.
- 7.2 A future application, by the same person or entity, to rejoin the Institute will be treated as a new membership application.

## **8 Suspension or Forfeiture of Membership or Grade of Membership**

- 8.1 The Board, after due consideration, may suspend any member or declare any membership forfeited, where admission was obtained by improper means, where there has been dishonourable conduct or conduct derogatory to the Institute.
- 8.2 Where Clause 8.1 applies, the procedure identified in the Institute's Bylaws for dealing with breaches of the Code of Professional Conduct will be implemented.
- 8.3 If, in the opinion of the Board, any member no longer satisfies the criteria or conditions of a grade of membership, the Board, as it reasonably considers appropriate, may:
- 8.3.1 give notice to that member that the Board intends to determine his or her membership of that grade, or
  - 8.3.2 transfer the member to another grade of membership for which that member would qualify, or
  - 8.3.3 determine membership of the Institute.
- 8.4 Before determining any matter under Clause 8.3, the Board will set a reasonable time and give a fair opportunity for response by the member under consideration.

## **9 Code of Ethics**

- 9.1 The Institute in Special General Meeting by resolution passed with a two thirds majority, may adopt a Code of Ethics and may suspend, alter, add to or revoke the Code so adopted by a similar majority resolution.
- 9.2 The Code of Ethics shall be binding on all members of the Institute.
- 9.3 Breaches of the Code of Ethics will be dealt with according to the procedure identified in the Institute's Bylaws.
- 9.4 Breaches of the Code of Ethics may result in the issue of a formal warning, forfeiture or suspension of membership or other status (including, but not limited to certified status), the issue of a fine of such amount as the Board decides but not exceeding five thousand New Zealand dollars, or other appropriate disciplinary action.
- 9.5 Notwithstanding any rights to appeal as provided in the Institute's Bylaws, members of the Institute grant right to the Institute to take such disciplinary actions and agree to comply with all such rulings following a disciplinary hearing.
- 9.6 The provisions of the Institute's Bylaws related to breaches of the Code of Ethics shall apply if the alleged breach occurred when the member was a member of the Institute, irrespective of whether they are still a member of the Institute.

## **10 Register of Members**

- 10.1 The Secretary shall keep a register of all members, containing such particulars as may from time to time be required by the Incorporated Societies Act 1908.
- 10.2 No name or membership designation will be entered in the membership register; no name will be removed from the register, and no membership designation will be altered, unless on the authority of the Board.
- 10.3 The record of any individual or entity ceasing to be a member for any reason shall be removed from the register.
- 10.4 The Secretary shall also keep such other member information as prescribed by the Board.
- 10.5 Every member shall furnish the Institute with all required information to enable the membership register and Institute's records to be maintained.

## 11 Branches of the Institute

- 11.1 The activities of the Institute shall be conducted nationally and in such Branches as may be determined by the Board and disclosed in the Bylaws of the Institute. Branches shall generally be geographically based including one main city or town.
- 11.2 Some activities shall also be conducted in Regions, as determined by the Board and disclosed in the Bylaws of the Institute. Regions shall be geographically based broad groupings and each Region shall include one or more Branches.
- 11.3 Members shall be assigned to the appropriate Branch and Region based on their geographic location.
- 11.4 The Board shall, from time to time, determine the disbursement of funds to assist Branches and Regions to carry out their functions.
- 11.5 A Statement of Financial Performance and Statement of Financial Position for each Region for the previous financial year, and including a breakdown of Financial Performance by Branch, shall be included in the Institute's Annual Report and approved by the members at the Institute's Annual General Meeting or such other Meeting as determined by the Board.
- 11.6 Following a prior vote pursuant to the Institute's Bylaws for available positions of each Branch Committee, the membership of each Branch Committee shall be declared at the Institute's Annual General Meeting by the Chair of the Meeting. The method of the vote shall be determined by the Board and may be (but is not limited to) online or postal.
- 11.7 A Branch Committee member elected and appointed as per 11.6 above shall hold office from the end of the Annual General Meeting to which they are declared for an initial term of two years. Following the initial two year appointment the member is eligible for re-election for subsequent terms of two year's duration each, until such time as the term limit in 11.8 is exhausted.
- 11.8 A Branch Committee member shall not be eligible to stand for election immediately following six consecutive years' service.
- 11.9 Notwithstanding clause 11.8 above, any Branch Committee member who has reached their term limit shall still be eligible to fill a casual vacancy or stand for election in a by-election, and their consecutive service count shall reset following any election in which they did not participate (other than while serving on the Branch Committee).
- 11.10 A Branch Chair and other such Branch Officers that the Branch Committee deem necessary for the effective operation of the Branch shall be appointed at the first meeting of the Branch Committee following the Institute's Annual General Meeting.
- 11.11 A Special General Meeting of any Branch may be called for any stated purpose and shall be held, with at least twenty one (21) day's notice of the meeting and the purpose of such a meeting given to all members assigned to that Branch to their last recorded email or postal address, if:
- 11.11.1 The relevant Branch Committee calls such a meeting,

- 11.11.2 The lower of either 20% of the professional members assigned to that branch or 20 professional members assigned to that Branch so request in writing to the Institute Secretary, in which case it must be held within 28 days of such a request being received, or
- 11.11.3 The National Board calls such a meeting.
- 11.12 No business may be dealt with at a Special General Meeting of a Branch other than that outlined in the notice specifying the purpose of the meeting, and want of notice on the part of any member shall not invalidate the proceedings at any branch general meeting.
- 11.13 Any Branch may rescind the appointment of any or all Branch Committee Members by:
- 11.13.1 Calling a Special General Meeting of the Branch pursuant to 11.11 for the purpose of a motion of no confidence; and
- 11.13.2 passing the motion of no confidence by a two thirds majority of the votes cast at that Special General Meeting.
- 11.14 Where a branch has rescinded their appointment of a Branch Committee Member, a by-election shall be called without delay and the Board may make whatever interim arrangements are necessary to ensure the continued operations of the branch.
- 11.15 Management of funds for all Regions and Branches will be in accordance with the policy determined by the Board and published in the Institute's Bylaws from time to time.
- 11.16 Every Branch shall have the power to adopt such rules as it sees fit for the conduct of its affairs, provided that such rules do not conflict in any way with the clauses of this Constitution and the Institute's Bylaws.
- 11.17 The Chairperson of each Branch shall be responsible to ensure that any rules adopted under clause 11.16 of the Constitution and any subsequent amendments are forwarded to the Secretary for the information of the Board.
- 11.18 Any Branch Committee Member must tender their resignation from that position with immediate effect following a vote seeking their resignation from that position, passed with a two thirds majority by either the Branch Committee on which he or she sits or the Board.
- 11.19 Each Region shall form a Regional Committee, with its members being the Branch Chair (or nominee) and up to one other member from each of the Region's Branch Committees. The Regional Committee shall be concerned with the Institute's activities across the region.
- 11.20 The Branch Chair (or nominee) from the Branch within the Region with the greatest number of professional members shall chair that Regional Committee and hold an additional casting vote in the event of equality of votes in any matter.

## 12 General Meetings

- 12.1 An Annual General Meeting (AGM) of the members of the Institute will be held every year on a date and at a time and place in New Zealand such as the Board determines.
- 12.2 A member wishing to bring before the AGM any motion or business, not relating to the ordinary annual business of the Institute, shall give notice in writing to the Secretary not less than twenty eight (28) days before the day of the AGM. No motion or business, other than the business brought forward by the Board, shall come before the AGM unless such notice has been given.
- 12.3 Not less than twenty one (21) days notice of every general meeting will be sent to each member, by the Secretary, to their last recorded email or postal address, but want of notice on the part of any member shall not invalidate the proceedings at any general meeting.
- 12.4 The Board may, at any time, convene a Special General Meeting (SGM) of the Institute.
- 12.5 A Special General Meeting of the Institute shall be called within twenty eight (28) days of a written request, signed by not less than fifty (50) members, which states the purpose of the intended meeting.
- 12.6 Notice for all meetings shall include the date, time and place of the meeting, and for:
- 12.6.1 the Annual General Meeting:
    - 12.6.1.1 notice of the business to be conducted, and
    - 12.6.1.2 a copy of the Annual Report and the Financial Statements, and
    - 12.6.1.3 notice of the proposed Auditor.
  - 12.6.2 a Special General Meeting:
    - 12.6.2.1 notice of the specific purpose for which the meeting has been called.

## **13 Proceedings at General Meetings of the Institute**

- 13.1 The business of the Annual General Meeting of the Institute shall be to receive and consider the statement of Financial Performance, the Statement of Financial Position, the Auditor's report thereon, the Annual Report of the Board on the Institute's activities for the preceding year, the election of an Auditor and the consideration of such other business as any member on proper notice, or the Board, may bring before it.
- 13.2 At all general meetings of the Institute each current professional member shall be entitled to one vote.
- 13.3 Members eligible to vote may vote at any general meeting of the Institute either personally or by proxy.
- 13.4 A proxy may be appointed for any formally convened general meeting of the Institute, for a specified period, or a specified meeting and any adjournments thereof.
- 13.5 Except where a proxy is provided electronically as per clause 13.8 below, the appointer, whose signature shall be verified by a witness, shall sign all instruments appointing proxies.
- 13.6 No person shall be appointed a proxy who is not a member of the Institute or who is not eligible to vote.
- 13.7 The instrument appointing a proxy shall be received at the address set out in the notice of meeting or, if no address is stated, it shall be received at the postal address of the Registered Office not less than forty eight (48) hours before the time fixed for holding the meeting at which the person named in the instrument proposes to vote.
- 13.8 The Institute may accept electronic proxies in any manner prescribed by the Institute in the Notice of Meeting.
- 13.9 The President or, in their absence, the Deputy President, shall take the chair at a general meeting of the Institute. In the absence of both, a member of the Board, to be chosen by those present, shall be entitled to take the chair at a general meeting. If, at any such meeting, no person so entitled to take the chair is present within fifteen minutes after the time appointed for holding the meeting or, if all persons so entitled decline to take the chair, then the members present shall choose one of their number to be the chairperson.
- 13.10 Twenty (20) members personally present and entitled to votes will be a quorum for any general meeting of the Institute and no business shall be transacted at any general meeting unless the requisite quorum is present.
- 13.11 If, within thirty minutes after the time appointed for holding a general meeting of the Institute a quorum is not made, that meeting, whether convened upon requisition as provided in Clause 12.5 or otherwise, shall be abandoned.
- 13.12 Voting at any general meeting of the Institute shall normally be by voice or, at the discretion of the Chairperson, by a show of hands.
- 13.13 At any general meeting of the Institute, unless a written poll is demanded by at least two members personally present and entitled to vote, a declaration by the Chairperson that a

resolution has been carried or lost and an entry to that effect, made in the minutes of the meeting, shall be conclusive evidence of the fact.

13.14 If a poll is demanded as in Clause 13.13, it shall be taken forthwith and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

13.15 The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn.

13.16 Any poll duly demanded concerning the election of a Chairperson of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

13.17 The general meeting at which a written poll is demanded shall appoint two scrutineers, who will open the voting papers and report to the Chairperson the result of the voting. The Chairperson shall communicate the report to the meeting and this report shall be conclusive evidence of the result of the poll.

13.18 In the case of an equality of votes at any meeting, the Chairperson, both on a show of hands and at a poll, has the casting vote in addition to the vote to which entitled as a member.

13.19 The Chairperson may, with the consent of those present and entitled to vote, adjourn the meeting but, at the resumption of the meeting, no business shall be transacted other than the business unfinished at the meeting from which the adjournment was made.

13.20 Minutes of all proceedings of the Institute shall be recorded in permanent form.

13.21 The minutes of each meeting shall be signed by the Chairperson of the meeting to which they relate, or by the Chairperson of a subsequent meeting. The signed minutes shall then be sufficient record of the proceedings.

## **14 Referendum**

- 14.1 Either the Institute in general meeting, or the Board at any time, may refer any question to the members of the Institute by way of non-binding referendum.
- 14.2 In any such case, the Board or its Executive shall rephrase the matter to such form as it concludes is a fair statement of the matter in question.
- 14.3 The statement, together with a voting paper shall, within twenty one (21) days after the requiring meeting, be sent to every member of the Institute entitled to receive it. This may be via any method including, but not limited to, electronic or postal communication.
- 14.4 The voting paper or electronic selection is to be returned within such period (not exceeding twenty eight (28) days from the date on which the referendum was directed) as the Board or its Executive shall determine.
- 14.5 The requiring meeting shall also appoint two scrutineers who will oversee the vote count and confirm the result of the voting.
- 14.6 The Secretary shall communicate the results to members of the Board and to the members. Such actions shall be conclusive evidence of the result of the referendum.

## 15 National Board

- 15.1 The Board shall consist of a President, a Deputy President, one member elected by the membership of each Region, and up to three members elected by the membership at large, all appointed pursuant to clauses 15.4, 15.5, 15.6 and 15.7 of this Constitution.
- 15.2 Except for powers and functions reserved to the Institute acting in general meeting, or as elsewhere provided by this Constitution, the full and exclusive power of management and control of the Institute, its operations, property and income, is vested in the Board.
- 15.3 No act or proceeding of the Board, or of any person authorised to act as a member of the Board, shall be invalidated in consequence of there being a vacancy in the membership of the Board at the time of the act or proceeding, or of the subsequent discovery of some defect in the election or appointment of any member of the Board.
- 15.4 At what it considers to be its last meeting in any financial year in which the term of office of the President expires, the Board shall appoint a President; the appointment to take effect from the end of that Board meeting. The Board may at any time fill any casual vacancy in this office from its elected members. The President shall be appointed for a term of two years, in the first instance and shall be eligible to be reappointed for not more than two consecutive periods of one year. A subsequent meeting in the same financial year shall not nullify the earlier election.
- 15.5 At what it considers to be its last meeting in any financial year the Board shall appoint a Deputy President; the appointment to take effect from the end of that Board meeting. The Board may at any time fill any casual vacancy in this office from its elected members. The Deputy President shall be appointed for an initial term of one year and shall be eligible to be reappointed for not more than three consecutive periods of one year. A subsequent meeting in the same financial year shall not nullify the earlier election.
- 15.6 Each Region of the Institute shall appoint one member to the Board, with the election occurring prior to the Institute's Annual General Meeting and the results declared at such meeting.
- 15.7 The membership at large shall appoint up to three additional members to the Board, provided that such appointments do not increase the size of the Board to more than nine voting Board members, with the election occurring prior to the Institute's Annual General Meeting and the results declared at such meeting.
- 15.8 A member of the Board elected pursuant to 15.6 or 15.7 above shall hold office from the end of the Annual General Meeting to which they are declared for an initial term of two years. Following the initial two year appointment the member is eligible for re-election for subsequent terms of one year's duration each, until such time as the term limit in Clause 15.15 of this Constitution is exhausted.
- 15.9 Any member of Board, including the President or Deputy President, may be required to tender their resignation at any time by a two thirds majority vote of Board.
- 15.10 Members of the Board, whether Officers or Elected by the membership, shall cease to be members of the Board if they:

- 15.10.1 cease to be members of the Institute,
- 15.10.2 resign their seat on the Board,
- 15.10.3 are absent from three consecutive Board meetings without leave of absence granted by the Board, or without just cause being shown for absence, or
- 15.10.4 Their branch rescinds their appointment pursuant to Clause 11.10 of this Constitution.
- 15.11 The nominee of the Regional Committee as defined by Clause 11.6 of this Constitution shall fill any casual vacancy in Region-elected representatives except where a Regional Committee consists of less than four (4) members, in which case the combined Branch Committees contained in that Region shall fill any casual vacancy.
- 15.12 A by-election for any casual vacancies in membership-at-large appointed Board Members shall be held if the size of the Board reduces to less than six (6) persons and there are no less than three months until the next annual Board elections. Any Board Members appointed through a by-election shall hold office until the next annual Board elections.
- 15.13 To be clear, except as provided in clause 15.12 above, casual vacancies in membership-at-large appointed Board positions shall remain vacant until the next annual Board elections.
- 15.14 The Board, by majority vote, may co opt additional Institute members to the Board, provided that at no time shall there be more than three such co opted members. Co opted members to the Board will not have voting rights; the term of co option shall expire 12 months following the appointment unless recorded otherwise in the minutes.
- 15.15 Other than when serving as President, Deputy President, or as a non-voting co-opted member pursuant to Clause 15.11 above, a member of the Board shall not be eligible to stand for election immediately following six consecutive years' service.
- 15.16 Notwithstanding clause 15.15 above, any Board Member who has reached their term limit shall still be eligible to fill a casual vacancy or stand for election in a by-election, and their consecutive service count shall reset following any election in which they did not participate (other than while serving on the Board).

## **16 Proceedings of the National Board**

- 16.1 The Board shall meet, adjourn and otherwise regulate its meetings, as it considers appropriate.
- 16.2 The Board may set up Committees to deal with particular aspects of the Institute's affairs and require such Committees to report directly back to the Board or its Executive. The Board may delegate such powers as it thinks fit to any such Committee.
- 16.3 The quorum for a meeting of the Board shall be half of its members.
- 16.4 At any formally convened meeting of the Board the members shall have one vote each either personally or by proxy. Only in the case of equality of votes shall the Chairperson exercise a second or casting vote.
- 16.5 A proxy may be appointed for any formally convened meeting, for a specified period, or a specified meeting and any adjournments thereof.
- 16.6 Except where submitted electronically in accordance with 16.8, the appointer, whose signature shall be verified by a witness, shall sign all instruments appointing proxies.
- 16.7 No person shall be appointed a proxy who is not a member of the Board.
- 16.8 The instrument appointing a proxy shall be received at the address set out in the notice of meeting or, if no address is stated, it shall be received at the postal address of the Registered Office not less than twenty four (24) hours before the time fixed for holding the meeting at which the member named in the instrument proposes to vote. The Secretary may also accept electronic proxies in a manner prescribed in the Notice of Meeting.
- 16.9 Outside of formally convened meetings of the Board, the President may request that, for reasons of expediency, Board members vote on a motion electronically. During such occasions, execution of proxy votes will not be permitted. Records of this vote will be ratified at the next formally convened meeting of the Board.
- 16.10 A resolution of the Board obtained in writing or by electronic means shall be as valid and effectual as if passed at a duly called and constituted Board meeting, providing it is carried by the required majority of Board Members' votes.
- 16.11 Any casual vacancy in the office of President shall be filled by the Deputy President until the next meeting of the Board after the vacancy has occurred when a new President shall be appointed.
- 16.12 At all meetings of the Board the President or, in the absence of the President, the Deputy President shall be Chairperson. In the absence of both, a Chairperson shall be elected from among the Board Members present.
- 16.13 Minutes of all meetings of Board shall be recorded in permanent form. The minutes shall contain the names of all those present and of all resolutions and proceedings of the Board and shall be signed by the Chairperson as a true and proper record of the Board meeting.
- 16.14 The minutes of any meeting, signed by the Chairperson of the meeting or of a subsequent meeting shall be prima facie evidence of the transactions recorded in such minutes.

## **17 Bylaws of the Institute**

By resolution with a two thirds majority of votes, the Board may make Bylaws for the better administration of the Institute's affairs, provided that these do not conflict with the Constitution, and they may suspend, alter, add to or revoke the Bylaws so made by a similar majority resolution.

## **18 Access by Members to the Constitution and Bylaws**

- 18.1 On joining the Institute, each member shall be given instructions for access to a copy of the Constitution and Bylaws of the Institute.
- 18.2 Whenever changes are made to the Constitution and/or Bylaws, a revised copy shall be made available to members of the Institute within twenty eight (28) days of the change.

## **19 Seal**

- 19.1 The Seal of the Institute shall be in the custody of the Secretary.
- 19.2 The Seal shall be affixed to any document only after a resolution of the Board and two Board members shall sign every instrument to which the Seal is so affixed.
- 19.3 The Secretary shall keep a record of all documents on which the Common Seal has been affixed.

## **20 Funds and Property**

- 20.1 The income and property of the Institute shall be applied solely towards the promotion of the Objects of the Institute.
- 20.2 All monies received on account of the Institute shall be paid into the banking accounts of the Institute.
- 20.3 Management of Institute funds will be as determined by Board and published in the Institute's Bylaws from time to time.
- 20.4 All cheques or other negotiable instruments drawn on the Institute's bank accounts shall be signed by such persons as may be authorised for that purpose by the Board.
- 20.5 Cheques or other negotiable instruments received at the Registered Office of the Institute and requiring endorsement, shall be endorsed by such person or persons as may be authorised for that purpose by the Board.
- 20.6 The Board shall invest the funds of the Institute prudently in accordance with the requirements of the Trustee Act, 1956.

## **21 Power to Borrow Money**

- 21.1 No individual or Branch has the authority to borrow money on behalf of the Institute.
- 21.2 Authority for the Board to borrow money on behalf of the Institute can only be authorised by the Institute at a Special General Meeting called for that specific purpose.

## **22 Winding Up**

- 22.1 Authority for the dissolution of the Institute shall be by resolution at a Special General Meeting passed by a bare majority of such members as being entitled so to do vote in person or by proxy.
- 22.2 Such Special General Meeting shall be called by twenty one (21) days' notice in writing specifying the intention to propose the resolution to dissolve the Institute.
- 22.3 Members are expressly prohibited from receiving any of the funds or assets of the Institute at the time of winding up.
- 22.4 Upon dissolution all surplus funds of the Institute shall be paid to the Public Trustee, or such other trustee as the members shall resolve, to be held by the trustee upon trust for scholarships or otherwise for the education and further qualifications of persons involved in information and communication technology or computer work generally, programming, systems analysis or such associated activities as the trustee shall from time to time determine.

## **23 Accounts and Audit**

- 23.1 The balance date of the Institute shall be defined in the Institute's Bylaws.
- 23.2 An Auditor shall be appointed by the Institute at the Annual General Meeting each year, will hold office until the next Annual General Meeting and is eligible for re appointment.
- 23.3 The qualifications of the Auditor shall be as determined by the Institute in its Bylaws, but they will not be a member of the Institute. It is the duty of the Auditor to report to the members of the Institute whether the financial statements present a true and fair view of the state of the Institute's affairs at the end of the financial year.
- 23.4 A copy of the financial statements, together with the Auditor's report thereon shall be submitted to each Annual General Meeting of the Institute and shall be made available to members of the Institute.
- 23.5 The Board may fill any casual vacancy in the office of Auditor.

## **24 Legal Proceedings**

- 24.1 The Board shall have the sole authority to initiate and conduct legal proceedings brought by the Institute against any individual or organization and to defend legal proceedings brought against the Institute or its Officers, as agents of the Institute.
- 24.2 Notwithstanding anything to the contrary in this Constitution, a resolution of the Board to initiate legal proceedings must be passed with a two-thirds majority.

## **25 Alteration of Constitution**

- 25.1 This Constitution or any amended Constitution for the time being in force, may be altered or replaced by a new Constitution only by the Institute in Special General Meeting.
- 25.2 A resolution altering or replacing the Constitution shall be passed by a majority of two thirds of such members as, being entitled so to do, vote in person or by proxy at a Special General Meeting of which notice specifying the intention to propose the resolution has been properly given.
- 25.3 Nothing, whether contained in the Constitution for the time being in force or otherwise, shall be construed as implying or creating any privilege, priority or right in favour of any member that limits the power of the Institute to amend, rescind or add any clause to the Constitution, at any time.

## **26 Indemnity**

- 26.1 The Institute shall indemnify every member of Board and each Branch Committee member against all costs, losses, damages or expenses, including hotel and travelling expenses, in respect of any Covenant, Contract or Agreement entered into; instrument executed; act or thing done in discharge of their duties; carrying into effect any Object of the Institute; and in respect of any action, suit, proceedings or other matter whatsoever connected with the Institute or its affairs, and the Board shall make such payments as are necessary for the purpose of giving effect to such indemnity.
- 26.2 No Board Member or Officer of the Institute shall be answerable or responsible for any act, receipt, omission, neglect, or default of any other person; or for any loss or damage whatsoever suffered by the Institute, unless the loss or damage shall happen through their own dishonesty, negligence, misfeasance or malfeasance.