



New Zealand
Institute of
Building

KNOWLEDGE. EXPERTISE. EXPERIENCE

REGIONS AND BRANCHES BYLAW

TABLE OF CONTENTS

1 Preamble 4

2 Membership 4

3 Regions and Branches 4

4 Regional Committees 5

5 Code of Conduct for Regional Committee Members 6

6 Election of Regional Members 7

7 Vacancies 9

8 Finance 9

9 Regional Committee meetings 10

10 Specific Committees 10

11 National Committees 10

12 Annual Meeting for Members of a Region..... 10

13 Special Meeting for Members of a Region 12

14 Voting..... 12

15 Branch committees 12

Appendix 1. Region boundaries 15

PREAMBLE

- A. This Regions and Branches Bylaw (**Bylaw**) establishes and manages the expectations of the Regions and Branches of the NZIOB, and how they are to operate and function to support the work of the Board and the NZIOB more generally.
- B. This bylaw is made in accordance with the Constitution.
- C. Terms defined in clause 1 of the Constitution, or in any other Bylaws, have the same meaning in this Bylaw as set out in the Constitution or any other Bylaw unless the context otherwise requires.

REGION AND BRANCHES BYLAW

1 Definitions

- 1.1 Unless the context requires otherwise:

“Annual Regional Meeting” means a meeting called in accordance with clause 12.1.

“Branch” means a body of Members residing in any particular area as specified in this Bylaw.

“Branch Committee Chair” means the Chair of the Branch Committee appointed in accordance with clause 15.6.

“National Committee” means a National Committee established under clause 6.2 of the Constitution

“Regional Annual Report” means the annual report of the relevant Region detailing the Region’s activities for the most recently completed Financial Year.

“Regional Committee Chair” means the Chair of the Regional Committee appointed in accordance with clause 6.1.

“Regional Committee Deputy Chair” means the Regional Committee Deputy Chair appointed in accordance with clause 7.1.

“Regional Committee Member” means a Regional Member defined in clause 4.3

“Regional Eligible Member” means Regional Members defined in the Bylaws as eligible to vote within their Region.

“Regional Member” means a Member in accordance with clause 2.1.

“Regional Ordinary Meeting” means a meeting called in accordance with clause 9.1.7.1

“Regional Special Meeting” means a meeting called in accordance with clause 9.2

2 Membership

- 2.1 Every Member must belong to a Region, but each Member shall belong to one Region only. Where there are multiple Branches in a Region, a member may only belong to one Branch within that Region.

- 2.2 A Member shall be assigned to a Region and a Branch (if relevant) based on their residential address, evidence of which must be provided to the NZIOB upon request.
- 2.3 A Member may transfer from one Region or Branch to another Region or Branch after providing the NZIOB with evidence of a change in their residential address to a location within another Region or Branch, as the case may be.
- 2.4 A Member residing outside New Zealand will continue to be assigned to the Region and Branch (if relevant) to which they last belonged.
- 2.5 Applications for appointment to NZIOB or to another grade of Membership shall be undertaken in accordance with the Constitution, and the Membership and Grading Bylaw.
- 2.6 The register of Members maintained by the CEO must record which Region, and, if applicable, Branch within a Region, each Member is attached to, as well as their grades of Membership, addresses and such other particulars required under the Act or as considered necessary by the CEO, together with a policy regarding the use of that information to meet privacy and other legal requirements.
- 2.7 Information relevant to each Region, any Branches with a Region, and any Member will be provided by National Office on request to each Regional Committee Chair or Branch Chair.

3 Regions and Branches

- 3.1 The Regions and Branches of the NZIOB are comprised of the Members of the NZIOB in each of the following regions or areas:
- 3.1.1 **Northern Region** – North of Taupo in the North Island:
- (a) Incorporating the northern half of the North Island of New Zealand including all areas to the north of approximately the southern end of Lake Taupo. This includes Taupo and Gisborne but does not include New Plymouth or Napier.
 - (b) A Northland Branch, based in Whangarei, exists within the Northern Region at the time of this Bylaw being adopted.
- 3.1.2 **Central Region** - South of Taupo in the North Island
- (a) Incorporating the southern half of the North Island of New Zealand including all areas to the south of approximately the southern end of Lake Taupo. This includes New Plymouth and Napier but does not include Taupo or Gisborne.
 - (b) There are no current Branches within the Central Region at the time of this bylaw being adopted.
- 3.1.3 **Southern Region** - South Island
- (a) Incorporating the entire South Island of New Zealand and the Chatham Islands.
 - (b) There are no current Branches within the Southern Region at the time of this Bylaw being adopted.

(Refer map Appendix 1).

- 3.2 Additional Branches may be established in accordance with this Bylaw.
- 3.3 The name of each Region shall be in the form “The New Zealand Institute of Building (A) Region” wherein for (A) shall be substituted the name of the Region.
- 3.4 The name of each Branch shall be in the form “The New Zealand Institute of Building (B) Branch” wherein for (B) shall be substituted the name of the Branch.
- 3.5 Each Region, and Branch, shall use the address of the National office of the NZIOB for all formal communications, unless otherwise approved by the Board.
- 3.6 For the avoidance of doubt, the body of members in each Region and Branch is an unincorporated body and remain wholly part of the membership of NZIOB at all times.

4 Regional Committees

- 4.1 The purpose of the Regional Committees is to:
 - 4.1.1 represent the NZIOB to the Members in their region;
 - 4.1.2 liaise with and assist the Board on regional matters;
 - 4.1.3 facilitate coordination between any Branch Committees, including to collaborate and consider regional development within each Region.
- 4.2 Each Regional Committee shall have responsibility for the management and direction of the affairs of the Region and shall do all such acts as appear to it necessary or desirable for the purpose of carrying into effect within the Region the objects of the NZIOB, subject to the provisions of the Constitution and this Bylaw.
- 4.3 Each Regional Committee shall consist of:
 - 4.3.1 the Regional Committee Chair as elected in accordance with clause 6;
 - 4.3.2 no more than seven (7) other elected Regional Committee Members as elected in accordance with clause 6 or appointed under clause 4.3.3;
 - 4.3.3 where there is a Branch or Branches within a Region, the Chair of each Branch, if that person wishes to join the Regional Committee and is not already the Regional Committee Chair or a Regional Committee Member and who shall sit as an additional elected Regional Committee Member; and
 - 4.3.4 up to two Regional Eligible Members co-opted at the Regional Committee’s discretion to fill any need identified by the Regional Committee.
- 4.4 Any Regional Eligible Members, Graduate and/or Licentiate and/or Student Members attached to the Region shall be eligible for election, appointment or co-option to the Regional Committee provided that:
 - 4.4.1 The Regional Committee Chair shall be a Fellow, Member or Affiliate
 - 4.4.2 Not more than one half of the Regional Committee Members (including co-opted members) shall be Graduate and/or Licentiate and/or Student Members.

- 4.5 To ensure the requirement in clause 4.4.2 is met, if more than one half of the Regional Committee Members (including co-opted members) will be Graduate and/or Licentiate and/or Student Members, then:
- 4.5.1 if the Regional Committee Members were deemed elected pursuant to clause 6.1.7, then the last nominated Graduate, Licentiate or Student Members shall be removed from the Regional Committee until no more than half of the Regional Committee Members are Graduate and/or Licentiate and/or Student Members; or
 - 4.5.2 if the Regional Committee Members were elected pursuant to clause 6.1.8, then the lowest polling Graduate, Licentiate or Student Members shall be removed from the Regional Committee and replaced with the next highest polling non Graduate and/or Licentiate and/or Student Members that were not elected to the Regional Committee until no more than half of the Regional Committee Members are Graduate and/or Licentiate and/or Student Members.
- 4.6 Each Regional Committee shall take office at the first meeting of the relevant Regional Committee following confirmation of the election results at the Annual General Meeting of the NZIOB. At the first Meeting of the Regional Committee for the relevant term following confirmation of the election results at the Annual General Meeting of the NZIOB, the Regional Committee will appoint a Regional Committee Deputy Chair and a Region Membership Officer (who shall be responsible for membership assessment and grading within the Region, reporting to and supported by National Office and the Board) from among the Regional Committee Members (provided the person appointed is a Fellow, Member or Affiliate), for a term of one Year.
- 4.7 Each Regional Committee shall:
- 4.7.1 Meet as necessary to conduct the affairs of the Region, but should generally meet at least every month, with that meeting diarised good time in advance. At any Committee meeting, over one half of the Regional Committee shall constitute a quorum.
 - 4.7.2 Make and keep minutes of each meeting, recording the decisions and actions agreed and assigned to individuals. These must be maintained by the Regional Committee and a copy provided to the National Office.
 - 4.7.3 Consider Health and Safety compliance requirements for events and other activities, with the assistance of any guidance from the National Office.
- 4.8 The Regional Committee shall exercise such powers of the Board as the Board may from time to time delegate to it.

5 Code of Conduct for Regional Committee Members

- 5.1 Regional Committee Members are expected to:
- 5.1.1 maintain payment of their membership fee in good time;
 - 5.1.2 meet or exceed their CPD requirements;
 - 5.1.3 attend all Regional Committee meetings as far as is practicable, given this is a voluntary role within the NZIOB organisation;

- 5.1.4 undertake and complete any tasks delegated by the Regional Committee in a professional manner;
- 5.1.5 self-monitor performance against NZIOB policies, procedures and protocols;
- 5.1.6 align their activities with the operation, management and direction of the affairs of the Board;
- 5.1.7 align their activities with NZIOB's objects, strategic intent and values;
- 5.1.8 observe the confidentiality of non-public information acquired in their role as a Regional Committee Member, and not disclose such information to other persons in a manner that may be injurious to the NZIOB;
- 5.1.9 declare any conflicts of interest as appropriate in a timely manner;
- 5.1.10 in making decisions as Regional Committee Members, as far as reasonably possible, put the interests of the membership above the interests of their own or those of their employer; and
- 5.1.11 refer calls for "Official Comment" on behalf of the NZIOB to the CEO.

5.2 A Regional Committee Member who has ceased to be attached to the relevant Region shall cease to hold office on that Regional Committee, and shall also vacate their office if that Regional Committee Member:

- 5.2.1 is declared bankrupt, enters into a no-asset procedure, or enters into a proposal with creditors that is akin to bankruptcy;
- 5.2.2 becomes an Employee of, Contractor to, the NZIOB or otherwise receives payment for services in breach of the Ethics and Conduct Bylaw;
- 5.2.3 is prohibited from being a director of a company pursuant to the provisions of the Companies Act 1993;
- 5.2.4 resigns from their position as a Regional Committee Member in writing to the NZIOB;
- 5.2.5 is absent from three consecutive Regional Committee meetings without prior approved leave of absence granted by the Regional Committee, or without just cause being shown for absence;
- 5.2.6 is removed from office at the discretion of the Board, following the process specified in the Ethics and Conduct Bylaw; or
- 5.2.7 ceases to be a Member.

6 Election of Regional Committee Members

6.1 The Chair, and up to seven (7) elected Regional Committee Members shall be elected every two (2) Years, by the following process:

- 6.1.1 the Board shall appoint a Regional Elections Officer (who may be the same person as the Elections Officer appointed in respect of elections for the Board), no later than four

(4) months before the NZIOB's Annual General Meeting at which the results of the elections to each Regional Committee are to be announced;

- 6.1.2 the Regional Elections Officer shall invite all Regional Eligible Members, no later than three (3) months before the NZIOB Annual General Meeting at which the elections to the Regional Committees are to be announced, to nominate, in writing or by electronic means, any Regional Member within the respective Region who wishes to stand for the position of the relevant Regional Committee Chair (provided that person meets the requirements of clause 4.4) and/or Regional Committee Member;
- 6.1.3 nominations for a Regional Committee Chair must be supported by two (2) additional Regional Eligible Members, and accompanied by the consent of the nominated Member in writing or by electronic means;
- 6.1.4 nominations for Regional Committee Member must be supported by one (1) additional Regional Eligible Member and accompanied by the consent of the nominated Member in writing or by electronic means;
- 6.1.5 nominations for Regional Committee Chair and / or Regional Committee Members must be received by the Regional Elections Officer, with the appropriate number of nominations from Regional Eligible Members in support and the consent of the nominated Member in writing or by electronic means no later than two (2) months before the relevant NZIOB Annual General Meeting;
- 6.1.6 in the event that there is, in respect of each Region, only one (1) Member nominated for the office of Regional Committee Chair, then that Member shall be deemed elected as Regional Committee Chair;
- 6.1.7 in the event that there are, in respect of each Region, seven (7) or fewer nominations for Regional Committee Members received, all nominated candidates shall be deemed elected as Regional Committee Members;
- 6.1.8 if more nominations in respect of a Region are received than positions to fill, a ballot by electronic means for those positions must be held for that Region that meets the following requirements:
 - i. nominations for those positions must be circulated by the Regional Elections Officer to all Regional Eligible Members within the relevant Region at least twenty eight (28) days prior to the relevant NZIOB Annual General Meeting;
 - ii. details must be provided by the Regional Elections Officer to all Regional Eligible Members as to how they may vote, with the closing date for any votes to be received no later than seven (7) days before the relevant NZIOB Annual General Meeting;
 - iii. the electronic means used must be reasonably accessible by all Regional Eligible Members and operate with integrity and a reasonable level of accuracy; and
 - iv. the NZIOB must retain a record of the processes followed for a period of at least two (2) years in order to verify compliance with this clause.

6.1.9 in the absence of a nomination for the role of Chair being received, the new Regional Committee is to elect its Chair from within the elected Regional Committee Members. This is to be supported by a two-thirds majority of the newly elected Regional Committee.

6.1.10 Regional Committees should have a maximum size of ten (includes Chair, though excludes Student and YPA representatives). Following the nomination/election process, should there be a Regional Committee that is too small to be effective, the committee can co-opt members to achieve a maximum committee size of ten members (excluding Student and YHA representatives).

6.2 In the event a Regional Member is nominated for more than one (1) position on a Regional Committee, that person may stand for election for each position for which they are nominated but the following hierarchy of election shall apply on the completion of the elections or for the purposes of clauses 6.1.6 and 6.1.7:

6.2.1 Regional Committee Chair;

6.2.2 Regional Committee Member.

6.3 Each Regional Committee Chair is elected to office for a two (2) Year term, and, if that person continues to be a Member at the end of that term, that person is eligible for re-election to Regional Committee Chair for a consecutive second two (2) Year term, with a maximum continuous term of four (4) Years.

6.4 Regional Committee Members are elected to office for an initial two (2) Year term, and, if the relevant person continues to be a Member at the end of the term, they are eligible for re-election for the position Regional Committee Member for further consecutive two (2) Year terms, with a maximum continuous term of eight (8) Years.

For the avoidance of doubt, the maximum continuous term for any person on the same Regional Committee shall be eight (8) Years.

6.5 A Regional Member may hold office on a Regional Committee, as well as on the Board.

7 Vacancies

7.1 If the Regional Committee Chair resigns or is otherwise unable to carry out his or her duties then:

7.1.1 the Regional Committee Deputy Chair shall carry out the role of Regional Committee Chair for the time being; and

7.1.2 an election for Regional Committee Chair shall occur as soon as practicable. and the replacement Regional Committee Chair will become Regional Committee Chair immediately upon election;

7.1.3 an election process held pursuant to clause 7.1.2 shall follow the process established in clause 6.1 with all necessary modifications, including truncation of timeframes adopted by the Board to ensure the replacement of the relevant position as soon as practicable, provided that if there is less than one (1) Year left to run in the remaining term of the Regional Committee, the Regional Committee may resolve to not seek election of a replacement Regional Committee Chair; in which case the Deputy Chair

shall become the Regional Committee Chair and a new Deputy Chair shall be appointed by the Regional Committee.

- 7.2 In the absence of the Regional Committee Chair, the Regional Committee Chair's duties are to be discharged by the Regional Committee Deputy Chair. Should the Regional Committee Deputy Chair also be absent, any other Regional Member as chosen by the Board, or Regional Committee, is to discharge the duties of the Regional Committee Chair.
- 7.3 If the Regional Committee Deputy Chair resigns or is otherwise unable to carry out their duties, then the Regional Committee shall appoint a replacement Regional Committee Deputy Chair from within their number.
- 7.4 If a Regional Committee Member resigns or is otherwise unable to carry out their duties, then the Regional Committee may co-opt a replacement, at its discretion.

8 Finance

- 8.1 The financial accounts of each Regional Committee will be integrated with those of NZIOB and form part of NZIOB's accounts. The National Office of NZIOB will provide relevant cost centre reporting.
- 8.2 The expenditure of each Regional Committee shall be in accordance with the annual budget of the NZIOB set by the Board or as otherwise approved by the Board. The Board will make provision for the activities of each Region and each Regional Committee in the budget.
- 8.3 All funds relating to the Region and a Regional Committee shall be managed by the National Office under the NZIOB's Constitution and Bylaws as part of the NZIOB's funds.

9 Regional Committee meetings

- 9.1 Ordinary Meetings of the Regional Committee shall usually be held monthly.
- 9.2 Special Meetings of the Regional Committee may be convened at the request of the Regional Committee Chair and shall be convened upon the requisition in writing of three (3) Regional Committee Members, or on the request of the Board or at the request of a majority of any Branch Committee.
- 9.3 The Regional Committee Chair shall preside at any meetings of the Regional Committee at which they are present, failing that the Regional Committee Deputy Chair, and in their absence the Regional Committee Members present shall choose one of their number to chair the meeting.
- 9.4 In respect of Regional Committee meetings:
- 9.4.1 Notice of Meeting: At least ten (10) days' notice in writing shall be given of each Ordinary and Special Meeting and the nature of the business to be carried out at the meeting, unless there is a compelling reason for a Special Meeting to be held urgently.
 - 9.4.2 Quorum: At meetings of the Regional Committee a minimum of over one half or five (whichever is the greater) of the Regional Committee personally present shall form a quorum.

- 9.4.3 Business at a Special Meeting: At a Special Meeting, no business other than that for which it has been convened shall be transacted.

10 Specific Committees

- 10.1 A Regional Committee may appoint any sub-committees it or the Board considers necessary or desirable, all of which shall perform their duties under the supervision of the Regional Committee and Board (as appropriate) and keep adequate records of their proceedings.
- 10.2 All sub-committees shall report to their relevant Regional Committee, or if requested by the Board, to the Board.

11 National Committees

- 11.1 The Regional Committee will appoint as directed by the Board any representative required for National Committees.

12 Annual Regional Meeting

- 12.1 Each year, the Regional Committee must give notice of an Annual Regional Meeting for Regional Members, to all Regional Members.
- 12.2 The Annual Regional Meeting of each Region shall be held in each year, at such time and place as the relevant Regional Committee shall determine, provided that the meeting be held within one (1) month of the NZIOB Annual General Meeting being held.
- 12.3 The business of the Regional Annual Meeting shall be:
- 12.3.1 Confirmation of the minutes of the previous Regional Annual Meeting.
 - 12.3.2 Presentation and adoption of a Regional Annual Report, summarising the key activities and issues as relevant to the Region.
 - 12.3.3 Confirmation of the persons holding office in the Regional Committee for that year.
 - 12.3.4 Business of which notice to Regional Members has been given.
 - 12.3.5 General business.
- 12.4 Such business shall include any matter of which notice has been given to the Regional Committee not less than thirty (30) days before the meeting, by any six (6) or more Regional Eligible Members.
- 12.5 Notice of any Regional Annual Meeting shall:
- 12.5.1 be given by the forwarding of a notice paper to Regional Members, including by electronic means, not less than fourteen days before the Regional Annual Meeting is to occur; and
 - 12.5.2 state the date, place and hour of the meeting, and the business to be considered, but the non-receipt of such notice by any Regional Member or the accidental omission to give notice to any Regional Member shall not invalidate the proceedings of the Regional Annual Meeting.

12.6 The following procedures apply at any Regional Annual Meeting:

- 12.6.1 The Regional Committee Chair shall preside at any Regional Annual Meeting at which he or she is present. In the absence of the Regional Committee Chair, the Regional Committee Deputy Chair shall preside. In the absence of the Regional Committee Chair and Regional Committee Deputy Chair, the Regional Members present shall choose one of their number to chair the Regional Annual Meeting.
- 12.6.2 If the membership of a Region is fifty (50) or more Eligible Members, then ten (10) of those Members shall constitute a quorum at a Regional Annual Meeting duly convened. If the membership of a Region is less than fifty (50) Eligible Members, then eight (8) of such Eligible Members present personally at a Regional Annual Meeting duly convened, shall constitute a quorum.
- 12.6.3 If within half an hour from the time appointed for a Regional Annual Meeting, a quorum is not present, the meeting shall lapse and be adjourned to such time and place as the Regional Members present shall determine. At such a postponed meeting, the business shall be transacted by the Regional Members present, who shall be deemed a quorum whatever their number.
- 12.6.4 The Regional Committee Chair of a meeting may, with the consent of a majority of those present and entitled to vote, adjourn that meeting and re-convene it at a different time, day and/or place. At any such reconvened meeting, no business other than the business left unfinished at the meeting from which the adjournment was made shall be transacted.
- 12.6.5 Subject to the approval of the Regional Committee Chair, any Regional Member shall have the privilege of introducing visitors at any Regional Annual Meeting . The Regional Committee may also invite visitors.

13 Special Meeting for Members of a Region

- 13.1 A Special Meeting may be convened by the Regional Committee at its discretion, and must be convened within one (1) month of the receipt of a requisition signed by at least six (6) Regional Eligible Members, and specifying the business to be brought forward.
- 13.2 At such meeting, no business other than that for which it has been convened shall be transacted.
- 13.3 The same procedures shall apply at any Special Meeting as those apply for an Annual Meeting, with all necessary modifications.

14 Voting

- 14.1 All Regional Eligible Members shall be entitled to receive notice of and be present at and to vote on any matters raised at a Regional Annual Meeting or Special Meeting, or in postal ballots conducted by or for the Region.

15 Branch committees

15.1 The purpose of the Branch Committees is to:

- 15.1.1 represent NZIOB to local industry and others within the area of the Branch;
- 15.1.2 liaise with, and assist the Regional Committee on local and regional issues;
- 15.1.3 be the local liaison to the NZIOB;
- 15.1.4 coordinate and assist with local NZIOB events;
- 15.1.5 promote and advance NZIOB activities and initiatives;
- 15.1.6 raise awareness of NZIOB as an organisation;
- 15.1.7 feed the needs of local industry and profession back to the Regional Committee and the Board; and
- 15.1.8 support the growth of the NZIOB Membership.

15.2 Each Branch Committee shall:

- 15.2.1 Meet as necessary to conduct the affairs of the Branch, but should generally meet at least every two (2) months, with that meeting diarised good time in advance. At any Branch Committee meeting, two thirds of the Branch Committee shall constitute a quorum.
- 15.2.2 Make and keep minutes of each meeting, recording the decisions and actions agreed and assigned to individuals. These must be maintained by the Branch Committee but provided in copy to the relevant Regional Committee and National Office.
- 15.2.3 Consider Health and Safety compliance requirements for events and other activities as per guidance from the Board.

15.3 In addition to any Branch identified in clause 3.1, a Branch, and Branch Committee, may be established on application by prospective Branch Members to the Board for recognition as a Branch within a Region, provided that the prospective Branch and its proposed Branch Committee can demonstrate, to the satisfaction of the Board that:

- 15.3.1 the proposed Branch comprises Members from an appropriately distinct geographical area, usually around a city within a Region, and number at least ten (10);
- 15.3.2 the proposed Branch can identify at least four (4) Members within that geographic area who will constitute the proposed Branch Committee for that Branch; and
- 15.3.3 the proposed Branch has consulted with:
 - (a) the Branch, if any, to which the Members of the proposed Branch currently belong;
 - (b) any neighbouring Branches; and

(c) the Regional Committee to which the proposed Branch will belong.

15.3.4 the proposed Branch and its Branch Committee undertake to be bound by the Constitution, Bylaws and to promote the interests and objects of the NZIOB.

15.4 Branches may, through their Branch Committees, regulate their own procedures and adopt additional rules as they see fit, provided they are not in conflict with the NZIOB Constitution and Bylaws, including this Bylaw.

15.5 The structure of the Branch Committees must be as follows:

15.5.1 a Branch Committee Chair, decided upon by the Branch Committee members (the Branch Committee Chair can at his or her election also join the Regional Committee); and

15.5.2 up to six (6) other Members belonging to the Branch .

15.6 The appointment of Branch Committee Members:

15.6.1 may be by:

(a) informal nomination and confirmation by a majority of the Members of the Branch ; or

(b) a more formal process at the election of the relevant Branch Committee, or direction of the relevant Regional Committee or the Board; and

15.6.2 shall be timed to broadly coincide with the election cycle of the Regional Committees and Board; but

15.6.3 provided that any and all appointments to a Branch Committee must be ratified by the relevant Regional Committee.

Appendix 1. Region boundaries

