



**The Chartered  
Institute of Logistics  
and Transport**

**THE CHARTERED INSTITUTE OF  
LOGISTICS AND TRANSPORT  
IN NEW ZEALAND INCORPORATED**

**CONSTITUTION AND RULES**

**Amended**

**2010**

## CONSTITUTION AND RULES OF THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN NEW ZEALAND INCORPORATED

### 1. NAME

1.1 The name of the Society shall be **THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN NEW ZEALAND INCORPORATED**.

### 2. AREA

2.1 CILTNZ shall operate in New Zealand (including its outlying islands) and Tonga, Fiji, Western Samoa, the Cook Islands, Niue and the Tokelau Islands.

### 3. DEFINITIONS

3.1 In this Constitution and Rules the following words shall have the following meanings:

"**Act**" means the Incorporated Societies Act 1908 or any statutory modification or re-enactment thereof in force from time to time.

"**Affiliate**" means any person not being an Institute Member or Member, appointed to any grade of Affiliate created by the New Zealand Council or by a Territorial Governing Body from time to time under rule 10.

"**Area**" means the area defined in rule 2.

"**Ballot**" means a postal ballot or an electronic ballot or any combination of those two methods of voting as provided for in rule 19.7.

"**Bye-Laws**" means the Bye-Laws of The Chartered Institute of Transport approved on 29 June 1994 and any subsequent amendments.

"**Charter**" means the Royal Charter of "The Institute".

"**CILTNZ**" means The Chartered Institute of Logistics and Transport in New Zealand Incorporated, a territorial organisation of The Chartered Institute of Logistics and Transport.

"**Corporate Member**" means a company or organisation duly approved by the New Zealand Council under rule 11.

"**Council**" means "The Council of the Chartered Institute of Logistics and Transport".

"**Executive Director**" means the person appointed to manage the National Office of CILTNZ, whether by job title or not.

**"Institute"** means "The Chartered Institute of Logistics and Transport" having its headquarters for the time being at 130 Shaftesbury Avenue, London, W1D 5EU, United Kingdom.

**"Institute Member"** means an Honorary Chartered Fellow, a Chartered Fellow and a Chartered Member appointed or elected as such by virtue of rule 10.

**"Member"** means a person elected as such pursuant to rule 10.

**"member"** means individually or collectively Institute Member/s, Member/s and Affiliate/s.

**"National Office"** means the national office of CILT NZ.

**"New Zealand Council"** means the governing body of CILT NZ as established in accordance with rules 3 and 44 of the Bye-Laws.

**"President"** means the duly elected President of CILT NZ who shall be an Institute Member.

**"President-elect"** means the duly elected President-elect of CILT NZ who shall be an Institute Member, and shall be referred to as Vice President.

**"Rules"** means this Constitution and Rules of CILT NZ as amended from time to time.

**"Section"** means a local section of CILT NZ as referred to in rule 20.

**"Standing Committee"** means any committee authorised by the New Zealand Council, whose terms of reference provide for ongoing support of the New Zealand Council.

**"Section Rules"** means the Constitution and Rules of a Section in the form set out in the First Schedule to these Rules, and as otherwise approved by the New Zealand Council.

#### 4. CONSTITUTION

- 4.1 CILT NZ shall consist of (i) Institute Members, (ii) Members, (iii) Affiliates and (iv) Corporate Members.
- 4.2 The New Zealand Council may, if it thinks fit, appoint an Honorary Solicitor, an Honorary Secretary and an Honorary Treasurer or any of them, each of whom shall be an Institute Member and shall hold office at the discretion of the New Zealand Council.
- 4.3 The Council shall from time to time appoint a suitable and experienced person, who shall not be a member of the New Zealand Council, to be the Executive Director and Secretary of the Institute, and who shall perform such duties as are specified in the Rules and as the New Zealand Council may otherwise require from time to time.

- 4.4 Administration of CILT NZ will be in accordance with a separate "Procedures Manual", whose contents are determined from time to time by the New Zealand Council.

## 5. OBJECTIVES

- 5.1 The Objectives of CILT NZ are:

- 5.1.1 To promote the recognition of logistics, transport and supply chain management as professional occupations. For these purposes, "logistics, transport and supply chain management" means any activity consistent with the general objects of the Institute as stated in the Charter including without prejudice to the generality thereof:
- 5.1.1.1 the administration, management, planning, conduct or operation of any of the principal forms of transport, transit, locomotion, traffic, physical distribution, logistics or any activities related thereto; and
  - 5.1.1.2 the research, development, study, education in or of the art or science of logistics and transport in all its branches.
- 5.1.2 To further the knowledge and understanding of the profession of logistics, transport and supply chain management among public, commercial, industrial and State interests and in society generally.
- 5.1.3 To organise, promote and carry out regular educational and instructive initiatives, such as seminars, site visits, lectures and addresses, and provide a forum for the interchange of knowledge, ideas and experience for the benefit of all members and for those with an interest in logistics, transport and supply chain management.
- 5.1.4 To offer comment and advice to Parliament, the Government and local governments on legislation and other matters affecting the logistics, transport and supply chain management sectors including education within the sector in the Area.
- 5.1.5 To co-operate and work with other organisations involved in, connected with or interested in logistics, transport and supply chain management.
- 5.1.6 To stimulate interest in, foster and support integrated logistics, transport and supply chain management education throughout the Area and specifically promote investment in logistics, transport and supply chain management education for industry and commerce.
- 5.1.7 To approve educational institutions in the Area whose teaching and examinations in the subjects of CILT NZ are acceptable in lieu of CILT NZ's examinations.
- 5.1.8 To establish Sections of CILT NZ throughout the Area where membership numbers are sufficient to warrant a Section being set up.

- 5.1.9 To ensure that members sustain a high standard of professionalism and occupational competency against an agreed code of conduct and/or qualifications and experience criteria.
- 5.1.10 To publish or sponsor the publication of a journal and/or other publications for the Area.
- 5.1.11 To promote and facilitate the interchange of information between the Sections.
- 5.1.12 To publish and distribute or retail books, publications, periodicals, occasional papers and commentaries on the logistics, transport and supply chain sector including management and education.
- 5.1.13 To carry out in the Area such other functions as the New Zealand Council may determine.
- 5.1.14 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

## 6. POWERS

- 6.1 To enable CILT NZ to fulfil and carry out the foregoing objectives or any of them CILT NZ, in addition to all other powers which shall be conferred upon it by law or by these Rules, is hereby authorised and empowered to exercise all or any of the following powers and rights:
  - 6.1.1 To produce, print, publish, record, tape, film, and distribute any newspapers, magazines, books, leaflets or any other form of literature or materials for the promotion of CILT NZ objects or any of them and without limiting the generality of the power to utilise all available communication techniques.
  - 6.1.2 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which CILT NZ may think necessary or beneficial for the purpose of its business.
  - 6.1.3 To erect, maintain and alter any buildings upon any land held by or belonging or leased to CILT NZ and to provide for and furnish the same with all property and necessary fixtures, fittings, apparatus, appliances, conveniences and accommodation;
  - 6.1.4 To sell, improve, develop, lease, mortgage, exchange, dispose of, turn to account or otherwise deal with all or any part of the property and rights for the time being of CILT NZ.
  - 6.1.5 To operate bank accounts and to borrow or raise money by way of bonds, debentures, debenture stock, bills of exchange, promissory notes, bank overdraft or other obligations or securities of CILT NZ or otherwise in such manner as may seem expedient.

- 6.1.6 To receive any gift, legacy or devise of property real or personal whether subject to any special trust or not but so that CILT NZ may nevertheless decline and refuse to accept any gift or donation.
- 6.1.7 To invest and deal with any moneys of CILT NZ not immediately required for any of the objects aforesaid in such manner as CILT NZ may think fit.
- 6.1.8 To make grants, gratuities or advances to any person or persons and to guarantee the obligations of any person or person.
- 6.1.9 To work together with or affiliate to or accept affiliation from any other body whose objects are of a similar nature and aim.
- 6.1.10 To manufacture, buy, sell, supply and deal in goods of all kinds calculated to further the objects of CILT NZ.
- 6.1.11 To institute, conduct, defend or compromise any proceedings at law or against CILT NZ or the Officers or Employees thereof.
- 6.1.12 To do all or any of the above things as principal, trustee, agent, or otherwise and either alone or in conjunction with or through or by means of any other Trust, Corporate Body or person.
- 6.1.13 To employ such persons as are required and from time to time to dismiss, suspend or re-employ such employees and to pay them in return for services rendered to CILT NZ salaries, wages, allowances or fees and to provide for them accommodation, quarters, transport, means of conveyance and other facilities for the carrying out of their work.
- 6.1.14 To appoint sub-committees to assist in the attainment of the above objects or any of them.
- 6.1.15 To use funds as directed by the New Zealand Council to make necessary or proper payment of costs or expenses of carrying out or furthering of the objects of CILT NZ. Also to make sound investment as recommended by the Executive Director and approved by the New Zealand Council on behalf of CILT NZ's members of any surplus funds acquired by the CILT NZ.
- 6.1.16 To make payment for provision of professional counsel, employment of casual, part time, full time or contract staff or agents as may be decided by the New Zealand Council as necessary or beneficial to the objects of CILT NZ.
- 6.1.17 To handle and deal with matters affecting or concerning or likely to affect or concern the Sections generally or the members or classes of members of CILT NZ.
- 6.1.18 To handle and deal with matters affecting or concerning or likely to affect or concern more than one Section.

6.1.19 To recommend to the Council the creation, suspension or dissolution of a territorial organisation(s) or Section.

6.1.20 To fix the subscription rates payable by members to CILT NZ having regard to grade, age and place of residence, including reduced rates for retired members over the age of 60 years.

6.1.21 To do all things as are incidental to or conducive to the attainment of the above objects or any of them.

6.2 The New Zealand Council shall have the power and jurisdiction in accordance with these Rules over members of CILT NZ (including the Sections) within the Area PROVIDED always that the New Zealand Council shall not:

6.2.1 take any action which is contrary to the Royal Charter and Bye-Laws of the Institute; or

6.2.2 take any action which may adversely affect the interests of the Institute.

## 7. PRIVATE PECUNIARY GAIN

7.1 No moneys shall be paid or transferred directly or indirectly to any member or individual to the extent that no pecuniary gain shall be derived by any member from the funds of CILT NZ PROVIDED that nothing in the Rules shall prevent the payment, in good faith, of reasonable and proper remuneration to any member or any individual for services actually rendered and in reimbursement of out-of-pocket expenses incurred in the course of rendering such services or as may otherwise be permitted by the Act.

## 8. AFFILIATION

8.1 CILT NZ shall take all such steps as are necessary to maintain affiliation with the Institute.

8.2 CILT NZ may also seek affiliation with other international organisations whose objectives are similar to those of its own provided that such affiliation does not offend against the Bye-Laws or the Charter.

## 9. MEMBERSHIP

9.1 Membership of CILT NZ shall comprise the New Zealand Council and such persons as are accepted by the New Zealand Council for membership and pay the annual subscription. Persons accepted for membership shall be Institute Members, Members or Affiliates as defined in rule 10 of these Rules. Corporate Membership may be granted pursuant to rule 11 of these Rules.

9.2 Application for membership of CILT NZ shall be made to the National Office in such form as may be approved by the New Zealand Council and such application shall be subject to approval of the New Zealand Council.

- 9.3 Life membership may be conferred by the New Zealand Council on Institute Members and Members who have completed at least 25 years service with the Institute or CILT NZ and have also reached the age of 75 years.
- 9.4 Any member of CILT NZ may nominate as a life member a person who has given outstanding service to CILT NZ. Such nomination is to be made to the New Zealand Council which may in its discretion approve the life membership, or decline the life membership, or recommend to a General Meeting of CILT NZ the conferment of a Life Membership in which case Life Membership may then be conferred by a majority of those entitled to vote and voting at such a meeting.

## 10. INDIVIDUAL MEMBERSHIP

- 10.1 An Honorary Chartered Fellow shall be a Chartered Fellow of the Institute appointed as such by the New Zealand Council, in recognition of outstanding meritorious service to the Institute or to the transport and logistics profession.
- 10.2 A Chartered Fellow shall be a person elected as such by the New Zealand Council at its discretion who shall have been nominated for election as a Chartered Fellow by such number of Institute Members and in such manner as determined by the New Zealand Council from time to time and:
- 10.2.1 at the date of nomination for election or transfer to the grade of Chartered Fellow has held for at least seven years in aggregate a high position or series of positions of responsibility in logistics and transport management, and can demonstrate the educational attainment applicable to the grade of Chartered Member; or
- 10.2.2 prior to nomination for election as a Chartered Fellow, has held such high position or positions of responsibility in logistics and transport management and has achieved such eminence in regard thereto as in the opinion of the New Zealand Council justifies his or her election as a Chartered Fellow; or
- 10.2.3 has such special knowledge of the theory or practice of logistics and transport in any of its branches that election as a Chartered Fellow would in the opinion of the Council be conducive to the achievement of the objects of the Institute; or
- 10.2.4 has rendered such special contribution to the achievement of the objects of the Institute that election as a Chartered Fellow would in the opinion of the New Zealand Council be conducive to the interests of the Institute.
- 10.3 A Chartered Member shall be a person elected as such by the New Zealand Council who shall be nominated for election as a Chartered Member by such number of Institute Members and in such manner as determined by the New Zealand Council from time to time; and
- 10.3.1 has completed education and training of a nature satisfactory to the New Zealand Council; and



- 10.3.2 is engaged in and has had relevant experience for periods amounting in the whole to at least five years in or in connection with logistics and transport management, and has passed or been exempted by the New Zealand Council from all or any part of the examination at the time applicable to the grade of Chartered Member; or
- 10.3.3 at the date of nomination for election or transfer to the grade of Chartered Member is engaged in logistics and transport management and, for at least five consecutive years immediately preceding such date has held a position or positions of responsibility in logistics and transport management satisfactory to the New Zealand Council; or
- 10.3.4 has at some time or times previous to nomination for election as a Chartered Member held a position or positions of responsibility satisfactory to the New Zealand Council in logistics and transport management and has such special knowledge in regard thereto as in the opinion of the New Zealand Council justifies his or her election as a Chartered Member.
- 10.4 A Member shall be a person elected as such by the New Zealand Council who shall be nominated for election by such number of Institute Members or Members and in such manner as determined by the New Zealand Council from time to time; and
- 10.4.1 has completed education and training of a nature satisfactory to the New Zealand Council; and
- 10.4.2 meets such criteria as to experience as the New Zealand Council may from time to time determine.
- 10.5 The New Zealand Council may create and designate from time to time a grade or number of grades of Affiliate of the Institute, establish criteria for qualification for entry to such grade and formulate such other regulations applicable thereto as it shall determine.
- 10.6 The New Zealand Council may at any time make regulations governing, cause to be held, and provide for the expense of, examinations for the purpose of testing the suitability of candidates for election or transfer to any grade of membership of the Institute and may provide or assist in providing courses of lectures and tuition in the subjects included in all or any of such examinations and may fix the fees to be paid or deposited by the candidates in respect of such courses of lectures, tuition or examinations.
- 10.7 Subscriptions and certification fees shall be payable at such rates and in such a manner as determined from time to time by the New Zealand Council.
- 10.8 Every person elected to any grade of membership or transferred from one grade to another shall without delay be notified thereof in writing and shall pay the current subscription applicable to that grade (or in the case of a transfer the pro rata balance thereof for the remainder of the financial year) and the

applicable certification fee within such period after the date of election appointment or transfer as the New Zealand Council shall determine.

- 10.9 No member of any grade whose subscription remains unpaid beyond any period of grace allowed by the New Zealand Council shall be entitled to receive any notice or publication of the Institute or CILT NZ or to vote at any meeting of CILT NZ unless the New Zealand Council otherwise decides.
- 10.10 A member of each of the following grades in the Institute may, in order to indicate his or her membership, use the appropriate post nominal letters in respect of such grade, namely:

In the case of an Honorary Chartered Fellow ..... Hon. FCILT

In the case of a Chartered Fellow ..... FCILT

In the case of a Chartered Member ..... CMILT

In the case of a Member ..... MILT

- 10.11 Each member elected shall be entitled to a Certificate evidencing membership of CILT NZ which shall be issued by the New Zealand Council in such form as the New Zealand Council may from time to time determine. Any membership certificate so issued shall remain the property of CILT NZ and shall be returned to CILT NZ upon demand.
- 10.12 Any member may resign from CILT NZ by sending a resignation in writing giving at least seven clear days' notice to the National Office and returning therewith all or any certificates or diplomas held by him or her, after payment of all subscriptions or other sums due from such member including those for the current year.
- 10.13 Institute Members, Members and Affiliates of CILT NZ shall, as a condition of membership accept and abide by the Bye-Laws, these Rules and CILT NZ's Code of Professional Conduct as set out from time to time by the New Zealand Council.

## 11. CORPORATE MEMBERSHIP

- 11.1 Corporate membership of CILT NZ in New Zealand is available to companies and any other organisation. Such Corporate membership shall be subject to the approval of the New Zealand Council which shall establish entitlements and fees for corporate members from time to time. Corporate membership shall not bring entitlement for any form of Individual membership as set out in rule 10, and Corporate Members shall not have voting rights.
- 11.2 Any Corporate Member may resign from CILT NZ by sending a resignation in writing giving at least seven clear days' notice to the National Office and after payment of all subscriptions or other sums due from such Corporate Member including those for the current year.

## 12. TERMINATION OF MEMBERSHIP

12.1 The New Zealand Council may determine (and shall so determine in the case of rules 12.1.1 and 12.1.2) that the membership of any member who is an individual person (“Individual Member”) of any particular grade be cancelled forthwith:

12.1.1 if the Individual Member gives notice in writing of his or her resignation in accordance with rule 10.12;

12.1.2 if the Individual Member dies, is adjudged bankrupt, or is incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

12.1.3 on the non-payment of any subscription or other amount due to CILT NZ payable by the Individual Member or payable in respect of the member to CILT NZ after requests for payment as determined by the New Zealand Council from time to time;

12.1.4 by resolution of the New Zealand Council if the New Zealand Council deems fit in its absolute discretion pursuant to any disciplinary action taken against that Individual Member in respect of any breach of the Bye-Laws, these Rules or CILT NZ’s Code of Professional Conduct.

PROVIDED always that any Individual Member who ceases to be a member shall remain liable for all subscriptions and contributions due from or imposed upon him or her to the date when he or she shall cease to be a member.

12.2 Where the New Zealand Council considers that there may be grounds for termination of an Individual Member’s membership pursuant to rules 10.13 and 12.1.4 it shall cause to be served on that Individual Member a notice in writing. Such notice shall:

12.2.1 give not less than 14 days’ notice of the New Zealand Council’s intention to consider such conduct; and

12.2.2 specify the date and place of the meeting of the New Zealand Council at which the matter is to be considered: and

12.2.3 specify grounds on which termination of the member’s membership is being considered; and

12.2.4 advise the member that he or she is permitted or invited to be present and be heard, either personally or through a representative, at the meeting before the consideration of such resolution.

12.3 The New Zealand Council may determine (and shall so determine in the case of rules 12.3.1 and 12.3.3) that the membership of any Corporate Member be cancelled forthwith:

12.3.1 if the Corporate Member gives notice in writing of its resignation in accordance with rule 11.2; or

12.3.2 on the non-payment of any subscription or other amount due to CILTNZ payable by the Corporate Member or payable in respect of the Corporate Member to CILTNZ after requests for payment as determined by the New Zealand Council from time to time; or

12.3.3 if the Corporate Member is placed in liquidation; or

12.3.4 if any person representing the Corporate Member, is guilty of conduct which in the opinion of the New Zealand Council would render him or her unfit for individual membership and such person is not first removed from any involvement with the CILTNZ by the Corporate Member.

PROVIDED always that any Corporate Member who ceases to be a Corporate Member shall remain liable for all subscriptions and contributions due from or imposed upon it to the date when it shall cease to be a Corporate Member.

12.4 In any matter concerning the consideration of any nomination or application for membership, the termination of membership or any other matter pertaining to membership of CILTNZ, the New Zealand Council may act in its absolute discretion. The decision of the New Zealand Council in each case shall be final and the New Zealand Council shall not be obliged to give any reason for reaching any particular decision.

### 13. **MEMBERSHIP OF THE NEW ZEALAND COUNCIL**

13.1 The management control and responsibility for the activities, business and affairs of CILTNZ shall be vested in a New Zealand Council which shall consist of the following persons:

13.1.1 The President (who shall be an Institute Member).

13.1.2 A President-elect, who may be referred to as Vice President (who shall be an Institute Member).

13.1.3 Immediate Past President (who shall be an Institute Member).

13.1.4 The Chairman of each Section (who shall be an Institute Member).

13.1.5 Any Person appointed by the New Zealand Council to be the Convenor of a Standing Committee.

13.2 The failure of a Section properly to convene and hold a Meeting to elect its Chairman in accordance with the regulations governing the constitution of such Section shall not affect any person's existing membership of the New Zealand Council which shall continue until an election takes place or that person ceases to be a member for any other cause.

13.3 The Chairman of a Section may invite any member of the Section Committee to attend a meeting of the New Zealand Council in his or her place.

- 13.4 The New Zealand Council may, by resolution, invite any person to attend all or part of a meeting for the specific purpose of briefing members of the New Zealand Council on a particular agenda item. Such a person shall not have any voting rights at the meeting.
- 13.5 Each Section shall be permitted not more than two (2) additional representatives who shall attend as observers, and who may, by resolution of the New Zealand Council, be given speaking rights on a particular agenda item. Such persons shall not have voting rights at the meeting.
- 13.6 The New Zealand Council shall be entitled by the resolution of its members to appoint or co-opt any person, whether or not a member of CILT NZ, to the New Zealand Council or to a committee of the New Zealand Council PROVIDED that no such person shall form part of a quorum of or be entitled to vote at any meeting of the New Zealand Council or such committee.
- 13.7 The New Zealand Council may appoint a Patron for CILT NZ.
- 13.8 The name of the representatives from each Section for the ensuing year shall be given to the National Office of CILT NZ by the respective Sections not later than the first day of September in each year.
- 13.9 Biennially, at the Annual General Meeting, the Institute Members shall by resolution elect a President-elect, who shall be an Institute Member, to hold office as President-elect for the two succeeding years PROVIDED that if the existing President shall cease being President prior to expiry of his or her term of office, the existing President-elect shall succeed automatically to the office of President. Nothing herein stated shall prevent the Institute Members from resolving at any time to extend the period of office of any person holding either of the said offices.
- 13.10 Nominations in writing for the election of the President-elect shall be received by the National Office not less than twenty eight (28) days before the relevant Annual General Meeting. Nominations must be proposed and seconded by two Institute Members and be signed by the nominee accepting the nomination.
- 13.11 The terms of the President, President-elect, and any other person appointed by the New Zealand Council to act as a convenor of a standing committee of the New Zealand Council shall be for the period commencing with the conclusion of the Annual General Meeting at which they are elected until the conclusion of the Annual General Meeting two years later.
- 13.12 In accordance with rule 13.9, if the office of President shall become vacant, the President-elect for the time being shall succeed automatically to the office of President. Other casual or occasional vacancies (not being vacancies resulting from normal retirement) in the office of President-elect, or other position on the New Zealand Council, may be filled from time to time by a resolution of the New Zealand Council. Any successor so appointed shall hold office without re-election only so long as the person in whose place he or she has been appointed would have held office. Such service in the occupation of that

office shall not be deemed a term of office for the aforesaid purposes, if he or she is subsequently re-elected to that office.

- 13.13 The terms of office on the New Zealand Council of the Chairs of each Section shall be for the duration of the period commencing with the conclusion of each Section's respective Section Annual General Meeting in one year until the conclusion of the ensuing Section Annual General Meeting in the following year.
- 13.14 The New Zealand Council shall have a standing committee known as the Executive Committee comprising the President, President-elect, the Immediate Past President and the Executive Director. The Executive Committee shall have all the powers of the New Zealand Council PROVIDED that any decision of the Executive Committee shall be properly recorded in minutes and be ratified by the New Zealand Council not more than three (3) months after a meeting of the Executive Committee at which the decision was made.
- 13.15 The quorum for meetings for the New Zealand Council shall be at least 50% of those persons identified in rule 13.1.

#### 14. **PROCEEDINGS OF THE NEW ZEALAND COUNCIL**

- 14.1 The members of the New Zealand Council may meet and adjourn or otherwise regulate their meetings as they shall think fit provided that they shall meet at least once in every year.
- 14.2 A meeting shall be convened at any time upon the request of three (3) members of the New Zealand Council provided that not less than twenty one (21) days' notice thereof is given. Meetings may be conducted using teleconferencing facilities.
- 14.3 Questions arising at any meeting shall be decided upon a show of hands each member being entitled to one vote. In the event of a tied vote the chair of the meeting shall have a casting vote.
- 14.4 At all meetings the President shall preside or in the President's absence the President-elect and in their absence a chair shall be elected from amongst the members of the New Zealand Council present.
- 14.5 A meeting at which a quorum is present may exercise all or any of the authorities, powers and discretions invested in it by any means whatsoever.
- 14.6 The New Zealand Council may appoint standing or other committees of its own members and such other persons referred to under rule 13 and may delegate as it may think fit. The proceedings and procedures of such committees shall be conducted in such manner as the New Zealand Council shall decide, provided that only members of New Zealand Council shall vote on matters requiring decision by New Zealand Council.
- 14.7 The New Zealand Council shall cause Minutes to be made of all matters considered and dealt with at its meetings and those of its Committees and shall

cause copies of such minutes to be distributed to the New Zealand Council and each of the Sections within twenty-one (21) days of such meetings being held.

## 15. FINANCE

- 15.1 All monies received shall be paid into an account of CILT NZ with bankers appointed by it. All cheques and other negotiable instruments shall be drawn or endorsed by such person or persons and in such manner as the New Zealand Council may from time to time determine.
- 15.2 Proper books of account shall be kept in respect of all monies received and expended, all matters in respect of which the receipt and expenditure has taken place and all purchases, sales and other transactions relating to the assets and liabilities of CILT NZ.
- 15.3 The books of account and all other records, data and information pertaining to the New Zealand Council shall be kept at such a place or places as the New Zealand Council shall decide.
- 15.4 The New Zealand Council shall require an Income and Expenditure Account and a Statement of Assets and Liabilities (“Statement of Accounts”) made up to 30 June to be prepared each year and to have the same audited or reviewed by such a person to be appointed in accordance with rule 16.3.
- 15.5 The conduct of a financial review shall be in accordance with the Review Engagement Standards of the Institute of Chartered Accountants of New Zealand and may only be authorised to replace an audit of accounts by the unanimous decision of members entitled to vote at a properly constituted General Meeting of the CILT NZ, such an authorisation to have effect for a period of not more than four successive years.

## 16. ANNUAL GENERAL MEETINGS

- 16.1 An Annual General Meeting of CILT NZ shall be held no later than four (4) months after the close of the financial year, at which the business to be transacted shall be:
  - 16.1.1 to receive and consider the Report of the Council for the year ended on the previous 30 June and the Accounts of CILT NZ for the financial year then ended;
  - 16.1.2 to appoint an Auditor or Reviewer for the year then current and to determine the Auditor’s remuneration;
  - 16.1.3 to elect the officers of CILT NZ as provided for in rule 13;
  - 16.1.4 to transact any other business of which notice in writing shall have been given to the Executive Director by any Institute Member or Member at least 28 days before the date of the meeting and which is specified in the notice of meeting; and

16.1.5 to conduct any general business of CILTNZ as permitted by the chair of the meeting.

16.2 At the Annual General Meeting the President shall submit an Annual Report and an audited or reviewed Statement of Accounts on behalf of the New Zealand Council.

16.3 An Honorary Auditor or Reviewer for the ensuing year shall be appointed at each Annual General Meeting. This person shall not be a member of the New Zealand Council but the New Zealand Council may appoint a successor should the office fall vacant before the end of the term.

## **17. SPECIAL GENERAL MEETINGS**

17.1 A Special General Meeting of CILTNZ may be called by the New Zealand Council at any time and shall be called by the New Zealand Council upon the requisition in writing of ten (10) members entitled to vote thereat and delivered to the Executive Director specifying the nature of the business to be brought before each meeting. The only business which may be transacted at any Special General Meeting shall be that of which notice has been given or that appertaining thereto.

## **18. NOTICE OF GENERAL MEETINGS**

18.1 At least 21 days' notice shall be given of all General Meetings, whether Annual or Special, which shall specify the place, day and hour of the meeting and the nature of the business to be transacted. Except where these Rules, the Charter or Bye-Laws provide that any particular business shall be transacted at any meeting, no business shall be transacted thereat of which the nature has not been specified in the notice of the meeting.

18.2 Notice of a General Meeting shall be served in accordance with rule 21 of these Rules.

18.3 The accidental omission to give notice of any General Meeting to any member entitled to receive notice in respect thereof shall not invalidate anything done at such meeting.

## **19. VOTING AT GENERAL MEETINGS AND BY BALLOT**

19.1 Only Institute Members shall be entitled to vote at a General Meeting, whether Annual or Special, and the quorum shall be ten per centum (10%) of the members qualified to vote or ten (10) Institute Members, whichever is the less.

19.2 The President, and in his or her absence the President -elect, and in his or her absence the Immediate – Past President shall act as chair of the General Meeting. In the absence of any of the above persons the meeting may be chaired by such person as the majority of members present and entitled to vote shall agree.



- 19.3 Unless otherwise required by these Rules or by the Act, all questions subject to a vote shall be determined by a simple majority of those present and voting at the General Meeting.
- 19.4 Each Institute Member present in person or by proxy at such General Meeting and entitled to vote shall have one vote.
- 19.5 Votes at General Meetings shall be exercised as follows:
- 19.5.1 unless a poll is demanded as hereinafter mentioned, by a vote which shall be taken at the meeting by a show of hands; or
- 19.5.2 if a poll is demanded by the Chair of the General Meeting or by 10 Institute Members present at such meeting and entitled to vote, it shall be taken in such a manner and at such a time within 28 days of the meeting and at such place as the Chair of the meeting shall direct (and may be taken at the meeting) and, if the Chair so decides, may be conducted by Ballot.
- 19.5.3 If a poll is to be undertaken at a General Meeting the Chair shall nominate two persons who, with the approval of a majority of those present, shall act as scrutineers in relation to that poll.
- 19.6 The demanding of a poll at any meeting shall not prevent the continuance of such meeting for the purpose of the transaction of any business other than that in respect of which the poll was demanded. A demand for a poll may be withdrawn at any time up to that at which the poll is to be taken. A poll may be demanded on any question of adjournment.
- 19.7 Where the New Zealand Council, or where the Chair at a General Meeting pursuant to rule 19.5.2, so resolves a Ballot may be undertaken in accordance with the following procedures and such other procedures as may be determined by the New Zealand Council from time to time:
- 19.7.1 Any Institute Member otherwise entitled to vote under these Rules on any matter which forms the subject matter of a Ballot, shall be entitled to vote in the Ballot.
- 19.7.2 A Ballot may be conducted by either or a combination of the following means:
- 19.7.2.1 By mail using hard copy voting forms; and/or
- 19.7.2.2 By electronic means utilising the password protected voting procedures incorporated into the CILTNZ website in the manner approved by the New Zealand Council
- PROVIDED that in the case of any electronic Ballot, if a member entitled to vote on any Ballot has not given consent to receive notification electronically pursuant to rule 21.1.3, such member shall be entitled to vote by post and shall be notified accordingly.

- 19.7.3 A resolution to hold a Ballot shall set a closing date and time for votes to be received by the Executive Director (or if no Executive Director has been appointed, by a person nominated by the New Zealand Council for that purpose), but the closing date shall not be later than 14 days after the voting papers are sent out to members (excluding the date of postage) in the case of postal votes, or no later than 14 days after the electronic notification is sent out to members who have indicated that they are prepared to accept electronic notifications in accordance with rule 21.1.3.
- 19.7.4 The Executive Director (or such person as is nominated in accordance with rule 19.7.3) shall declare the result of the Ballot.
- 19.7.5 The results of any Ballot shall be as binding and effective on members as a resolution passed at a General Meeting.
- 19.8 Votes at General Meetings (but for the avoidance of doubt not in relation to a Ballot) may be given either personally, by proxy. An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in the form determined by the New Zealand Council from time to time.
- 19.9 To be valid any proxy form must be completed and received at the National Office of CILT NZ not less than 48 hours before the time appointed for the meeting and shall be available only for the meeting named therein or for any adjournment of such meeting.
- 19.10 No Institute Member shall be entitled to be present or vote at any meeting on any question, either personally or by proxy, or as proxy for another Institute Member at any meeting, or upon a poll, or to be reckoned in a quorum, or in a Ballot whilst under any liability to CILT NZ.
- 19.11 At all meetings, unless a poll is demanded or a Ballot is to be conducted in the manner set forth in these Rules, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without any further proof being necessary.
- 19.12 The Chair of every General Meeting shall in the case of an equality of votes, whether by a vote by a show of hands or on a poll, have a casting vote in addition to the vote to which the Chair may otherwise be entitled.

## 20. SECTIONS

- 20.1 At the time of formation of CILT NZ the following Sections existed:

Northern Section	the Regions of Northland and Auckland
Waikato Bay of Plenty Section	the Regions of Waikato, Bay of Plenty and King Country
Hawkes Bay Section	The Regions of Hawkes Bay and

	Gisborne
Central Section	The Regions of Taranaki, Wanganui, Manawatu, Wairarapa and Wellington
Southern Section	The whole of the South Island
Fiji Section	The Islands of Fiji

- 20.2 The New Zealand Council may establish further Sections where the New Zealand Council believes that the formation of a Section is warranted.
- 20.3 Any member of CILT NZ not being resident in the areas encompassed by the Sections above may become a member of any Section at the discretion of the New Zealand Council.
- 20.4 A Section Committee elected by each Section and acting in accordance with the Section Rules shall manage the local affairs of the Sections. Any amendments to Section Rules must be submitted to and approved by the New Zealand Council.
- 20.5 The New Zealand Council may at any meeting of the New Zealand Council amend the boundaries of any Section, form new Sections and define their boundaries, amalgamate one Section with another or in any way change the number and boundaries of Sections.

## 21. NOTICES

- 21.1 Any notice may be served by CILT NZ upon any member either:
- 21.1.1 personally; or
- 21.1.2 by sending it through the post (by airmail if outside New Zealand) addressed to such member at his or her last known address registered in the records of CILT NZ, in which case such notice shall be deemed to have been served on the seventh day following that on which such notice was sent; or
- 21.1.3 by email or other electronic means where the member on whom the notice is to be served has given a prior written (including by email or other electronic means) communication that that member will accept service by such means, in which case such notice shall be deemed to have been served 24 hours after the date of sending provided that no notification of failed delivery shall have been notified to the sender during that period.

## 22. COMMON SEAL

- 22.1 CILT NZ shall have a Common Seal with power from time to time to destroy the same and substitute a new seal in lieu thereof and the Common Seal for the time being shall be kept under such control as the New Zealand Council shall

from time to time prescribe and in the absence of any prescription in that behalf shall be kept in the custody of the Executive Director.

- 22.2 The Common Seal of CILTNZ shall not be used except in pursuance of a resolution by the New Zealand Council. Any deed, document, debenture, security or other contract which is required to be under the Common Seal of CILTNZ by section 15 of the Act or which the New Zealand Council may by resolution determine shall be under the Common Seal of CILTNZ shall have the Common Seal affixed thereto in the presence of the President or the Executive Director if appointed and any one other member of the New Zealand Council as may be authorised in that behalf by resolution by the New Zealand Council.

## 23. **AMENDMENTS TO CONSTITUTION AND RULES**

- 23.1 The Rules of CILTNZ shall not be altered or added to or rescinded except at a General Meeting of CILTNZ.
- 23.2 Notice of motion to alter, add or rescind these Rules shall be given in writing to the President not less than twenty eight (28) days before the General Meeting to which such motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 23.3 Upon receipt of a notice of motion to alter, add to or rescind these Rules the President shall cause it to be promulgated to members in accordance with rule 18 together with the advice of the meeting.
- 23.4 No addition to or alteration of the aims/objects, payments to members clause or the winding up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 24. **WINDING UP**

- 24.1 CILTNZ may be wound up in accordance with the provisions of the Act.
- 24.2 Should CILTNZ be wound up or dissolved any moneys remaining after the due settlement of CILTNZ's affairs and the payment of all just debts and claims shall be given to a charitable institution or society, having objects similar to the objects of CILTNZ, to be determined upon at a general meeting or as otherwise set out in the Instrument of Dissolution.

## FIRST SCHEDULE

### **THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN NEW ZEALAND INC.**

The **CONSTITUTION** and **RULES** of the Sections of CILT NZ (“Section Rules”).

#### **1. NAME**

- 1.1 The name shall be, "The Chartered Institute of Logistics and Transport in New Zealand Incorporated \_\_\_\_\_ Section", (“Section”).

#### **2. OBJECTS**

- 2.1 The general objects of the Section shall be those stated in the Constitution and Rules (“CILT NZ Rules”) of The Chartered Institute of Logistics & Transport in New Zealand Incorporated- (“CILT NZ”).

#### **3. MEMBERSHIP**

- 3.1 Every member of CILT NZ whose day to day activities are within the boundaries of the Section as defined in rule 20 of the CILT NZ Rules shall be deemed to be a member of the Section unless otherwise approved by the New Zealand Council of CILT NZ (“New Zealand Council”).
- 3.2 Members of the Section shall remit to the National Office such annual subscriptions as may be fixed from time to time by the New Zealand Council to cover both the member's annual levy to The Chartered Institute's Headquarters and the member's annual subscription to the maintenance of CILT NZ.
- 3.3 All matters pertaining to membership shall be in accordance with the CILT NZ Rules.

#### **4. YEAR**

- 4.1 The financial year shall be from July 1st one year to June 30th in the following year.

#### **5. MANAGEMENT**

- 5.1 Subject always to the provisions of the Royal Charter and Bye-Laws and the CILT NZ Rules and the concurrence of the New Zealand Council, the local affairs of the Section shall be arranged and managed by a Section Committee.
- 5.2 The Section Committee shall comprise not less than five and not more than ten members as follows:

- 5.2.1 (A Chairman or Chairwoman (“Chair”) (who shall be an Institute Member);
  - 5.2.2 A Vice Chairman or Chairwoman (“Vice Chair”) (who shall be an Institute Member);
  - 5.2.3 The Immediate Past-Chairman or Chairwoman (“Immediate Past Chair”) (who shall be an Institute Member);
  - 5.2.4 An Honorary Section Secretary (who shall be an Institute Member or a Member);
  - 5.2.5 An Honorary Section Treasurer (who shall be an Institute Member or a Member), which office may be held by the Honorary Section Secretary as a combined appointment; and
  - 5.2.6 Ordinary members.
- 5.3 The members of the Section Committee may elect a Section Student Advisor.
- 5.4 The Section Committee may also co-opt other members onto the Section Committee to assist in its work.
- 5.5 The Section Committee shall be elected each year at the Section Annual General Meeting for the duration of the period commencing with the conclusion of one Section Annual General Meeting until the conclusion of the ensuing Section Annual General Meeting. The Section Secretary (or in the absence of a Section Secretary the Section Chair) shall cause to be circulated a list of nominees and their pertinent details, including employment and membership status, to Section members no later than fourteen (14) working days before the Annual General Meeting. Any contested election shall be decided on a poll by those members of the Section present and entitled to vote. The outgoing Chair shall be responsible for managing the election process in a fair and open manner. If sufficient valid nominations to complete the Section Committee requirements are not received prior to the 14-day’s notice period then nominations can be accepted from the floor at the Annual General Meeting.
- 5.6 The Section Committee shall be responsible for the appointment of all officers listed in rule 5.2 of these Section Rules with the exception of:
- 5.6.1 the Chair who shall be elected by the Section membership at the Annual General Meeting; and
  - 5.6.2 The Immediate Past Chair who holds office by virtue of his or her immediate past tenure as Chair.
- 5.7 Only members (excluding Corporate Members) of CILTNZ on the official Section Roll at the date of an Annual General Meeting shall be permitted to stand for election and / or vote on any matters concerning the election of the Section Committee, or for proposals for any changes in the Section Rules.

- 5.8 The quorum at Section Committee Meetings shall be not less than five members and all questions shall be decided by vote. In the event of equality of votes the Chair shall have a casting vote.
- 5.9 A meeting of the Section Committee shall be convened upon the request of the Chair or three ordinary members of the Section Committee. A minimum of seven days' notice shall be given for all Section Committee Meetings and the matters to be considered thereat shall be notified at the time of issuing the notice.
- 5.10 Any member of the Section Committee who fails to attend three consecutive meetings without apology or leave of absence shall cease to be a member of the Section Committee.
- 5.11 A vacancy among the Officers or on the Section Committee occurring during a financial year may be filled by the Section Committee and the name of the member elected shall be reported at the next meeting of the Section. Any member so elected shall hold office until the election of Officers at the next Annual General Meeting.
- 5.12 The Chair shall not hold office for more than two consecutive terms.

## **6. ANNUAL GENERAL MEETING**

- 6.1 An Annual General Meeting of the Section shall be held not earlier than 1st July, or later than 31st August in each year, and notice of an Annual General Meeting shall be sent to each member of the Section not less than 14 days prior to such meeting. Notices shall be given to Section members in accordance with rule 21 of the CILT NZ Rules.
- 6.2 At the Annual General Meeting the Annual Report for the Section and audited or reviewed Statement of Accounts for the Section shall be submitted for approval, Officers and members of the Section Committee shall be elected, of whom the Section Chair shall represent the Section on the New Zealand Council for the term as set down in rule 13 of the CILT NZ Rules.
- 6.3 The name of the Section's representative on the New Zealand Council shall be advised to the National Office in writing no later than 1st September each year.
- 6.4 An Honorary Auditor or Reviewer shall also be elected for the ensuing year and any other business relating to the management of the Section shall be transacted.
- 6.5 As soon as possible following the Section Annual General Meeting, copies of the Minutes thereof, the Annual Report and the audited or reviewed Statement of Accounts shall be sent to the National Office.

## **7. SPECIAL GENERAL MEETING**

- 7.1 A Special General Meeting of the Section may be called by the Section Committee at any time and a meeting shall be called by the Section Committee upon receipt in writing of such a request, signed by ten per cent of the Sections

members (but not less than five) excluding any Corporate Members. Any such request shall be delivered to the Section Honorary Secretary at least 21 days before the time of the proposed meeting and shall distinctly express the object of the proposed meeting.

- 7.2 At a Special General Meeting no business may be taken other than that stated in the notice calling the meeting and such notice shall be posted to each member not less than 14 days before the meeting.
- 7.3 Notice of a Special General Meeting shall be given to Section members in accordance with rule 21 of the CILT NZ Rules.

## 8. VOTING AT GENERAL MEETINGS

- 8.1 All Section members other than Corporate Members shall be entitled to vote at a general meeting and the quorum shall be ten per centum (10%) of the members qualified to vote or ten (10) members, whichever is the less.
- 8.2 Unless otherwise required by these Rules or by the Act, all questions subject to a vote shall be determined by a simple majority of those present, entitled to vote and voting at the General Meeting.
- 8.3 The Chair, and in his or her absence the Vice – Chair, and in his or her absence the Immediate –past Chair shall act as chair of the General Meeting. In the absence of any of the above persons the meeting may be chaired by such person as the majority of members present and entitled to vote shall agree.
- 8.4 Each member present in person or by proxy at such General Meeting and entitled to vote shall have one vote.
- 8.5 Votes at General Meetings shall be exercised as follows:
- 8.5.1 unless a poll is demanded as hereinafter mentioned, by a vote which shall be taken at the meeting by a show of hands; or
- 8.5.2 if a poll is demanded by the chair of the General Meeting or by 10 members present at such meeting and entitled to vote, it shall be taken in such a manner and at such a time within 28 days of the meeting and at such place as the chair of the meeting shall direct (and may be taken at the meeting) and, if the chair so decides, may be conducted by Ballot which for the purposes of these Section Rules shall mean a postal or electronic vote as described in rule 8.7.
- 8.5.3 if a poll is to be undertaken at a General Meeting the chair shall nominate two persons who, with the approval of a majority of those present and entitled to vote, shall act as scrutineers in relation to that poll.
- 8.6 The demanding of a poll at any meeting shall not prevent the continuance of such meeting for the purpose of the transaction of any business other than that in respect of which the poll was demanded. A demand for a poll may be



withdrawn at any time up to that at which the poll is to be taken. A poll may be demanded on any question of adjournment.

- 8.7 Where the Section Committee, or where the chair at a General Meeting pursuant to rule 8.5, so resolves a Ballot may be undertaken in accordance with the following procedures and such other procedures as may be determined by the Section Committee from time to time:
- 8.7.1 All members, other than Corporate Members, shall be entitled to vote. All votes shall be personal and no proxy vote shall be permitted on any Ballot.
- 8.7.2 A Ballot may be conducted by either or a combination of the following means:
- 8.7.2.1 By mail using hard copy voting forms; and/or
- 8.7.2.2 By electronic means utilising the password protected voting procedures incorporated into the CILT NZ website in the manner approved by the New Zealand Council
- 8.7.3 PROVIDED that if a member entitled to vote on any Ballot has not given consent to receive notification electronically pursuant to rule 21.1.3 of the CILT NZ Rules, such member shall be entitled to vote by post and shall be notified accordingly.
- 8.7.4 A resolution to hold a Ballot shall set a closing date and time for votes to be received by the Section Secretary (or if no Section Secretary has been appointed, by a person nominated by the Section Committee for that purpose), but the closing date shall not be later than 14 days after the ballot papers are sent out to members (excluding the date of postage) in the case of postal votes, or no later than 14 days after the electronic notification is sent out to members who have indicated that they are prepared to accept electronic notifications in accordance with rule 21.1.3 of the CILT NZ Rules.
- 8.7.5 The Section Secretary (or such person as is nominated in accordance with rule 8.7.4) shall declare the result of the Ballot; and
- 8.7.6 The results of any Ballot shall be as binding and effective on members as a resolution passed at a General Meeting.
- 8.8 Votes may be given either personally or, except in the case of any Ballot, by proxy. An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in the form determined by the New Zealand Council from time to time.
- 8.9 To be valid any proxy form must be completed and received at the address of the Section Secretary (or if no Section Secretary has been appointed, by a person nominated by the Section Committee for that purpose), not less than 48 hours before the time appointed for the meeting and shall be available only for the meeting named therein or for any adjournment of such meeting.

- 8.10 No member shall be entitled to be present or vote at any meeting on any question, either personally or by proxy, or as proxy for another member at any meeting, or upon a poll or Ballot, or to be reckoned in a quorum, whilst under any liability to CILT NZ.
- 8.11 At all meetings, unless a poll is demanded or a Ballot is to be conducted in the manner set forth in these Section Rules, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without any further proof of the fact thereof being necessary.
- 8.12 The chair of every meeting shall in the case of an equality of votes, whether by a vote by a show of hands or on a poll, have a casting vote in addition to the vote to which the chair may otherwise be entitled.
- 8.13 Subject to rule 11.6 the Section Rules shall not be altered or added to or rescinded except at a General Meeting of the Section. Any such amendment to these Section Rules by the Section shall also require the approval of the New Zealand Council in accordance with rule 11.5.
- 8.14 Notice of motion to alter, add or rescind these Rules shall be given in writing to the Section Chair not less than twenty eight (28) days before the General Meeting to which such motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 8.15 Upon receipt of a notice of motion alter, add or rescind these Rules the Section Chair shall cause such motion and the accompanying explanation to be promulgated to members in accordance with rule 21 of the CILT NZ Rules together with the advice of the meeting.

## **9. STUDENT SOCIETIES**

- 9.1 The Section may foster the establishment of and supervise the general progress of Student Societies in accordance with the policy of the New Zealand Council on these matters.

## **10. SUBSCRIPTIONS**

- 10.1 Other than by the express permission of the New Zealand Council, no subscriptions shall be payable by Section members other than those due and payable to the New Zealand Council on the 1st July each year.

## **11. PROPERTY AND FUNDS AND COMPLIANCE**

- 11.1 The New Zealand Council shall have full powers of control over the property and funds of the Section but shall not exercise those powers so long as the Section is operating and being managed in accordance with these rules. In the event that the Section ceases to operate for a period of six months, or by resolution of the members of the Section goes into recess, the property and funds shall be forthwith passed to the New Zealand Council.

- 11.2 In the event that the Section is no longer operating in accordance with these Section Rules the New Zealand Council may dissolve the Section, in which event the property and funds of the Section shall be forwarded to the New Zealand Council.
- 11.3 Any grant made by the New Zealand Council to the Section to defray the expenses of the Section shall be subject to such conditions as the New Zealand Council may prescribe.
- 11.4 All requirements of CILTNZ Procedures Manual, as amended from time to time, shall be complied with at all times. No action shall be taken by the Section that is contrary to the Royal Charter and Bye-Laws of the Institute or the interests of the Institute or which involves questions of Institute policy that should be dealt with by the New Zealand Council. No action shall be taken by the Section that is contrary to the Constitution and Rules of CILTNZ or to these Section Rules.
- 11.5 The Section may at any time submit to the New Zealand Council for approval any addition, amendment or revocation of the Section Rules. Any such changes, if approved, shall be adopted and thereafter amended, added to or repealed only at an Annual or Special General Meeting of the Section.
- 11.6 The New Zealand Council shall have the right to add to, repeal or amend these Rules, or any of them, and to interpret or suspend them either generally or in particular cases as it may deem expedient.

## 12. **INTERPRETATION**

- 12.1 Terms defined in the Constitution and Rules of CILTNZ shall have the same meaning when used in the Section Rules, modified as the context may require.