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**RULES AND BY-LAWS OF THE  
ARBITRATORS' AND MEDIATORS'  
INSTITUTE OF NEW ZEALAND  
INCORPORATED**

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## **1. NAME**

- 1.1 The name of the society shall be the “Arbitrators’ and Mediators’ Institute of New Zealand Incorporated” (hereinafter called “the Institute”).

## **2. INTERPRETATION**

- 2.1 In these Rules and any By-Laws made hereunder the words “dispute resolution” and “dispute resolution procedure” shall, where the context so permits or so requires, be deemed to include Arbitration, Mediation, Conciliation and other forms of Dispute Resolution other than the resolution of disputes through the processes of a Court or Tribunal of competent jurisdiction.

## **3. OBJECTS OF THE INSTITUTE**

- 3.1 The objects of the Institute shall be to:
- 3.1.1 Promote, encourage and facilitate the practice and theory of dispute resolution by the use of dispute resolution procedures and to extend the usefulness of dispute resolution procedures.
  - 3.1.2 Develop and maintain professional standards of practice in all of the fields of dispute resolution procedures.
  - 3.1.3 Support, safeguard and promote the status and interests of the professions and practitioners engaged in dispute resolution.
  - 3.1.4 Arrange for the reading or publication of papers, delivery of lectures, holding of demonstrations or other similar activities relating to dispute resolution and dispute resolution procedures, and the acquisition and dissemination by other means of useful information connected with dispute resolution and dispute resolution procedures.
  - 3.1.5 Provide training and education at introductory and advanced levels for those practising or wishing to practise in the field of dispute resolution, and to promote the study of the law and practice relating to dispute resolution and dispute resolution procedures, and the conduct and practice of its members.
  - 3.1.6 Provide means for testing the qualifications of candidates for admission to professional membership of the Institute by examination or otherwise including recognition of relevant New Zealand and international qualifications.
  - 3.1.7 Provide a facility for the testing, classification, accreditation, certification and grading of arbitrators, mediators and other dispute resolution practitioners and their skills and qualifications.

- 3.1.8 Provide for the establishment of lists and panels of qualified and/or accredited arbitrators and mediators and other dispute resolution practitioners, and for admission to and removal from such lists and panels.
- 3.1.9 Afford opportunities for communication among the members, including the arrangement of social functions.

#### **4. POWERS OF THE INSTITUTE**

- 4.1. In order to advance or achieve the foregoing objectives the Institute shall have all of the powers of a natural person, including to:
  - 4.1.1 Acquire by purchase, take on lease or otherwise, lands and buildings and all other property, real and personal, which the Council of the Institute may from time to time think proper or dispose of such property or any part thereof and erect on any such land any building and alter add to and maintain any building erected upon any such land.
  - 4.1.2 Raise funds by levies, subscription or fees, and by any other means, and to accept donations and gifts of any kind.
  - 4.1.3 Invest such funds of the Institute as are not required for immediate use in such investment as may from time to time seem appropriate.
  - 4.1.4 Affiliate or amalgamate with any Society, Body, Association or Corporation having similar objects or to join, cooperate with or subscribe to the funds of any Society, Body, Association or Corporation for the purpose of better attaining of the objects or interests of the Institute.
  - 4.1.5 Sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets and rights of the Institute.
  - 4.1.6 Raise or borrow money in such manner and upon such security (if any) as the Council of the Institute shall think fit, and in particular upon the security of any mortgage or mortgages, charge or charges of all or any part of the Institute's property, assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Council of the Institute shall see fit, and to purchase, redeem or pay off any such securities and re-issue same.
  - 4.1.7 Give guarantees, bonds and indemnities and make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments.
  - 4.1.8 Take or otherwise acquire and hold shares in, or cooperate and communicate with, any other Institute or Company or Corporation having objects altogether

or in part similar to those of the Institute or carrying on any business of whatever nature which is deemed by the Council of the Institute to be capable of being conducted so as to further directly or indirectly, the objects for which the Institute is established.

- 4.1.9 Establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and like bodies calculated to benefit employees or ex-employees of the Institute or the dependants or connections of such persons, grant pensions and allowances and make payments towards insurance and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public general or useful object.
- 4.1.10 Engage such officers and staff upon such terms as it shall think fit.
- 4.1.11 Do any act, matter or thing which may appear to the Council of the Institute to be incidental or conducive to the carrying into effect or attainment of the objects of the Institute.

## **5. MEMBERSHIP**

- 5.1 The Council shall have the power to make by-laws fixing the categories of membership of the Institute (which shall at all times include the categories of “Fellow” and “Associate”), the respective qualifications for admission to the various categories of membership, and the entitlement to use of designatory letters, and all other matters touching the admission, qualification, grading, accreditation, classification, discipline and removal of members.
- 5.2 Any person who satisfies the criteria for admission to a category of membership and who undertakes in writing to be bound by these Rules and all subsequent amendments of them and any By-Laws made under these Rules (and it is a condition of membership that such person shall at all times be bound by such Rules and By-Laws), shall upon payment of such entrance fee (if any) as may from time to time be fixed by the Council, and upon payment of the appropriate subscription in respect of the financial year then current (or such proportion thereof as the Council in its discretion may determine) be elected by the Council as a member of the Institute, and the particulars of the member and membership shall be entered in the Register of Members which shall be maintained by the Institute in accordance with the By-Laws of the Institute.
- 5.3 Every person who becomes a member of the Institute shall be entitled to be supplied free of charge with a printed copy of these Rules, and a copy of any By-Laws made hereunder.
- 5.4 For the purpose of these Rules and any By-Laws of the Institute, the persons entitled to vote at meetings of the Institute shall be those persons holding the classification or designation of “Fellow” or “Associate”.

## **6. SUBSCRIPTIONS**

- 6.1 Every member shall pay to the Institute by way of an annual subscription such amount as may from time to time be fixed by the Council.
- 6.2 In fixing from time to time the annual subscriptions referred to in Rule 6.1, the Council shall not be bound to prescribe a uniform subscription in respect of all members.

## **7. CESSATION OF MEMBERSHIP**

- 7.1 Every member whose subscription for the financial year then current remains unpaid may be dealt with in the manner from time to time prescribed in the By-Laws.
- 7.2 Any member may resign membership by notice in writing to the President or to the Institute at the physical, postal or electronic mail address of the Institute shown in the last Annual Report of the Institute, but such resignation shall not release the member from payment of a subscription for the financial year then current, provided however that the Council shall have power to remit such proportion thereof as it may think fit.

## **8. OFFICERS AND COUNCIL**

- 8.1 The Council shall comprise a President, a Vice-President and 5 Ordinary Members.
- 8.2 The President shall be elected and hold office for a term of 2 years from the date of his or her election. The retiring President shall not be eligible for re-election to the Council for a period of 1 year from the expiry or termination of his or her term of office.
- 8.3 The Vice President shall be elected and hold office for a term of 2 years from the date of his or her election. The retiring Vice President shall not be eligible for re-election for a period of 1 year from the expiry or termination of his or her term of office, except for election as President.
- 8.4 The 5 Ordinary Council Members shall retire by rotation. The order of retirement shall in the first instance be determined by lot at the Annual General Meeting of the Institute held in the year 2002. Two Ordinary Council Members shall retire on the first anniversary of that Annual General Meeting and shall be eligible for re-election for one further term of 2 years from that date. Three Ordinary Council Members shall retire on the second anniversary of that Annual General Meeting and shall be eligible for re-election for one further term of 2 years from that date. Thereafter these Rules shall apply in accordance with their tenor to all Ordinary Council Members and in particular the term of office of Ordinary Council Members shall be governed by Rule 8.11.
- 8.5 Voting for the election of the President, Vice-President and Ordinary Council Members shall take place annually, and shall be by ballot of all members entitled to vote.

- 8.6 Nominations for the offices of President, Vice-President, and Ordinary Council Member shall be in writing, signed by one member and by the nominee, and shall be deposited at the office of the Institute by email not less than 60 days before the Annual General Meeting of the Institute. The signing of the nomination by the nominee shall be sufficient evidence of the acceptance of the nomination. The nomination form or other nominating document shall specify whether the nominee identifies himself or herself as an arbitrator or a mediator, or both.
- 8.7 Should more than one nomination be received by the due date for either of the offices of President or Vice President, or should the number of nominations for office as an Ordinary Council Member exceed the number of vacancies, then the Institute shall hold a ballot. Should a ballot be required, each member entitled to vote shall be sent a list of the nominations received, and a voting paper in a form to be prescribed in the By-Laws.
- 8.8 In the event of a ballot being required, the successful candidate shall be determined by the number of votes that each nominee receives.
- 8.9 In the event of a tie between any two or more nominees following the counting of ballots, then the result shall be decided by lot.
- 8.10 Any member of the Council who shall be absent for three consecutive meetings of the Council without leave, shall cease to be a member of the Council.
- 8.11 The Ordinary Council Members shall hold office for a term of 2 years from the date of their election and may be re-elected for not more than 2 further 2 year terms.
- 8.12 If through any cause whatsoever, the office of President or Vice-President shall become vacant, the Council shall elect from its own members a successor for the unexpired portion of the term, and the vacancy on the Council so created shall be filled as provided in Rule 8.13.
- 8.13 Other than as provided in Rule 8.12, any casual vacancy on the Council shall be filled at the next meeting of the Council by appointing such member of the Institute as the Council may consider suitable. Any such appointee shall hold office for the balance of the two year term of the member in respect of whom the vacancy occurs and the appointee shall be eligible for re-election for not more than 2 further 2 year terms in his or her own right.
- 8.14 The President, or Vice President, or an Ordinary Council Member shall be disqualified from holding office if he or she:
- 8.14.1 dies; or
- 8.14.2 resigns in writing; or

- 8.14.3 becomes disqualified from being appointed or holding office as a director of a company pursuant to any of the provisions of section 151(2) of the Companies Act 1993.

## **9. MANAGEMENT**

- 9.1 It shall be the duty of the Council generally to manage conduct and control the affairs of the Institute and for those purposes the Council shall have vested in it all such necessary powers as are not expressly by these Rules or any By-Laws made hereunder required to be exercised by the Institute in general meeting.
- 9.2 In particular, it shall be the duty of the Council to see to the proper collection and disbursement of the funds of the Institute, the keeping of all usual and proper accounting records, the compilation and verification of minutes and other records of the business of the Institute, and the preparation, audit, and submission to the Annual General Meeting of a report and financial statements for the preceding year.

## **10. POWERS OF THE COUNCIL**

- 10.1 The Council may exercise all of the powers which are necessary or conducive to the attainment of the objects of the Institute.
- 10.2 In particular, but not by way of derogation of the powers given by Rule 4.1, the Council may from time to time in its discretion exercise the following powers:
- 10.2.1 To exercise the By-Law making powers of the Institute, and to make amend and rescind By-Laws, in a manner not inconsistent with these Rules, for such purposes as may be specified in these Rules, and for such other purposes as it may consider necessary for the conduct of the affairs and day to day business of the Institute.
- 10.2.2 To delegate any of its powers and functions to an executive committee or sub-committee of its members.
- 10.2.3 To appoint such other members of the Institute as the Council shall think fit to such executive committee or sub-committees.
- 10.2.4 To borrow money with or without security in such manner and on such terms and conditions as the Council shall from time to time think fit, and for such purposes to give and execute bonds, debentures, mortgages, promissory notes and securities of every kind, and to mortgage or charge all or any part of the property, real or personal, of the Institute.
- 10.2.5 To invest and re-invest in such securities as may be permitted to trustees for the investment of trust funds by the law for the time being in force in New Zealand,



any funds of the Institute which in its opinion are not immediately required for the purposes of the Institute.

- 10.2.6 To engage, employ and terminate the engagement or employment of such staff and other servants or agents of the Institute as the Council may consider necessary, upon such terms and conditions as the Council may from time to time think fit.

## **11. MEETINGS**

### 11.1 Annual General Meeting

- 11.1.1 The financial year of the Institute shall end on each 31<sup>st</sup> day of March or such other date as the Institute in general meeting shall from time to time determine and the Annual General Meeting shall be held at such time and place as the Council shall appoint but in every case within 6 months after the end of the financial year. The business of the Annual General Meeting shall be to receive the annual report, financial statements and auditor's report; to elect officers; and to deal with any other business which may be submitted to the meeting.

### 11.2 Special General Meetings

- 11.2.1 The President or the Council may at any time call a Special General Meeting and shall forthwith do so upon delivery to the President or in his or her absence to the Council at the physical or postal address for the time being of the Institute of a requisition in writing signed by any 10 members of the Institute stating the purpose for which such meeting is required. Such general meeting shall be held within 30 days of receipt of the requisition.

### 11.3 Notice of General Meetings

- 11.3.1 Not less than 14 clear days before every Annual General Meeting a notice thereof shall be emailed to every member together with a copy of the annual report, financial statements and auditor's report to be presented thereat; and not less than 7 clear days before any Special General Meeting a notice thereof and of the business intended to be dealt with thereat shall be emailed to every member; and not less than 30 clear days before any general meeting called for the purposes of Rule 15.1 of these Rules, a notice thereof and of the business intended to be dealt with thereat shall be emailed to every member.

### 11.4 Procedure at General Meetings

- 11.4.1 At all general meetings the President, and in the President's absence, the Vice-President, and in the Vice-President's absence, any other duly elected Chairperson shall take the chair and every member present holding the membership category of Fellow or Associate shall be entitled in accordance

with Rule 5.4 on every motion to exercise one vote in person, and in the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote.

11.4.2 The mode of voting on all questions at all general meetings shall be on the voices or by show of hands, or if the Chairperson or any three other members present shall so require by secret ballot for which purpose a sufficient number of scrutineers shall be appointed at the meeting.

11.4.3 At all general meetings 15 members present shall constitute a quorum.

11.4.4 The Council may from time to time adopt Standing Orders to regulate the procedure and conduct of general meetings, meetings of the Council, or meetings of any committee or sub-committee of the Institute or the Council. Any such Standing Orders shall have the force and effect of a By-Law.

## 11.5 Meetings of Council

11.5.1 The Council shall meet at such times and places and by such means as may from time to time be determined by the President and any three members of the Council by notice or requisition in writing delivered to all members of the Council. It shall be the duty of the President or in his or her absence the Vice President on receipt of such a notice or requisition to call a meeting of the Council forthwith.

11.5.2 Notice of every such meeting shall be given by the President or an appointed officer of the Institute to every member of the Council and shall be by notice in writing to that member not less than three clear days prior to the time appointed for the meeting in question.

11.5.3 The Council shall determine its own procedure at all its meetings and 4 members present shall constitute a quorum.

11.5.4 A resolution in writing signed by all members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Council.

11.5.5 At any meeting of the Council when a vote is taken the President, if chairing the meeting, or in the absence of the President the person acting as Chairperson, shall have a casting as well as a deliberative vote.

11.5.6 The contemporaneous linking together by telephone or other means of communication of a number of the members of the Council or of any committee being not less than the quorum required in respect of the Council or that committee as the case may be, whether or not any one or more of the members

of the Council or the committee is or are out of New Zealand, shall be deemed to constitute a meeting of the Council or the committee as the case may be, and all the provisions in these Rules as to meetings shall apply to such meetings so long as the following conditions are met:

11.5.6.1 All the members of the Council or of any committee for the time being entitled to receive notice of a meeting shall be entitled to notice of a meeting by telephone or other means of communication, and to be linked by telephone or such other means for the purposes of such meeting. Notice of any such meeting may be given by telephone or other means of communication;

11.5.6.2 Each of the members of the Council or of any committee taking part in the meeting by telephone or other means of communication must, throughout the meeting, be able to hear each of the other members taking part;

11.5.6.3 At the commencement of the meeting, each member must acknowledge his or her presence for the purpose of the meeting to all of the other members taking part;

11.5.6.4 A member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid;

11.5.6.5 A minute of the proceedings at any such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

## **12. PROFESSIONAL MISCONDUCT AND DISCIPLINARY MATTERS**

12.1 All matters of professional misconduct and all disciplinary matters affecting members of the Institute shall be dealt with in accordance with this Rule 12.

12.2 For the purposes of this Rule 12, professional misconduct by a member shall mean:

12.2.1 Conviction of a criminal offence when that conviction may reflect upon the member's fitness to practise in the field of dispute resolution or may tend to bring the Institute or the profession of dispute resolution into disrepute; or

12.2.2 A charge or allegation proven against the member before another professional or occupational body, when the proven charge or allegation may reflect upon the member's fitness to practise in the field of dispute resolution or may tend to bring the Institute or the profession of dispute resolution into disrepute; or

12.2.3 Being adjudicated bankrupt; or

12.2.4 Any negligence or incompetence or dishonourable or corrupt practice which may reflect upon the member's fitness to practice in the field of dispute resolution or may tend to bring the Institute or the profession of dispute resolution into disrepute; or

12.2.5 Any breach of any code of ethics from time to time promulgated by the Institute in accordance with the Rules or By-Laws of the Institute.

12.3 There shall be appointed by the Council at its first meeting after each Annual General Meeting:

12.3.1 An officer to be known as the Complaints Officer;

12.3.2 A committee to be known as the Complaints Committee ("Committee"), and a member of the Committee who is to be its Chairperson;

12.3.3 A tribunal to be known as the Disciplinary Tribunal ("Tribunal"), and a member of the Tribunal who is to be its Chairperson.

#### Complaints Officer

12.3.4 The Complaints Officer shall be a Fellow of the Institute who is a member of at least one of the Institute's Panels.

#### Complaints Committee

12.5 The Committee shall consist of five members of the Institute, of whom at least two shall not be practising lawyers, and none of whom shall be members of the Council or the Tribunal. Three members of the Committee shall constitute a quorum.

12.6 The Committee shall meet at such times and at such places as the Chairperson of the Committee shall from time to time determine and direct.

#### Disciplinary Tribunal

12.7 The Tribunal shall consist of seven persons who may or may not be members of the Institute, but who shall not be members of the Council or the Committee. Three members of the Tribunal shall constitute a quorum.

12.8 The Chairperson of the Tribunal shall be a member of the Institute who shall be a retired Judge, or, if no retired Judge is available, one of Her Majesty's counsel.

#### Complaints Procedure

12.9 Any person may complain in writing to the Institute.

12.10 Upon receipt of a complaint:

12.10.1 The Complaints Officer shall review the complaint to assess whether it is a complaint about professional misconduct by a member. If not satisfied that the complaint is about professional misconduct by a member, the Complaints Officer shall reject the complaint, and that will be the end of the matter;

12.10.2 If the Complaints Officer is satisfied that the complaint is about professional misconduct by a member, then the Complaints Officer shall review the complaint and any materials that have been provided with it in order to assess whether dealing with the complaint will or is likely to give rise to any issues of confidentiality

and/or will or may require waivers of confidentiality to be obtained (and from whom), having regard to any constraints imposed by applicable legislation and/or by agreement in the particular case;

12.10.3 Where and to the extent that the Complaints Officer considers it to be necessary, the Complaints Officer shall:

12.10.3.1 Require the complainant to sign and return an authorisation and waiver of confidentiality for the purpose of allowing the complaint to proceed; and/or

12.10.3.2 Request any and all other parties to the matter to which the complaint relates to provide a waiver of confidentiality for the purpose of allowing the complaint to proceed. The Complaints Officer shall ask that any waivers of confidentiality are to be provided within a reasonable time (the time to be fixed by the Complaints Officer); and/or

12.10.3.3 Provide a copy of the complaint and any supporting materials to the member who is the subject of the complaint, and invite the member to make any submission (within a time to be fixed by the Complaints Officer) that the member may wish to make before the Complaints Officer decides whether and to what extent waiver(s) of confidentiality may be necessary in the particular matter before it can proceed.

12.10.4 Having obtained such waivers of confidentiality as may be provided, and (if the Complaints Officer has asked for them) any submissions made by the member who is the subject of the complaint, the Complaints Officer will refer the matter to the Complaints Committee.

12.10.5 Where it has not been possible to obtain full waivers of confidentiality the Complaints Officer will respect the obligations of confidentiality that remain by redacting information to ensure that such information as is provided to the Complaints Committee does not contravene any obligation of confidentiality that applies and has not been waived for the purpose of allowing the complaint to proceed.

12.12 Upon receipt of a complaint referred to it by the Complaints Officer:

12.12.1 Having regard to (i) the complaint received, (ii) any materials that have been provided in support of the complaint, (iii) any submission received by the Complaints Officer from the member who is the subject of the complaint, and (iv) the availability (or non-availability) of any waivers of confidentiality in the particular case, the Committee shall determine whether and to what extent the complaint can be proceeded with fairly and in accordance with the rules of natural justice.

12.12.2 Where and to the extent that the Committee decides that the complaint cannot be proceeded with fairly and in accordance with the rules of natural justice, it will reject the complaint and that will be the end of the matter;

12.12.3 Where and to the extent that the Committee decides that the complaint can be proceeded with fairly and in accordance with the rules of natural justice, the Committee shall advise the member in writing of the complaint, supplying the member with a copy of the complaint and inviting the member to provide the Committee, within 20 working days, with any comment or submission he or she wishes to make in relation to the complaint.

12.13 Having taken into account the complaint and any comment or submission provided by the member, the Committee may:

12.13.1 Determine that no further action be taken; or

12.13.2 Determine that the complaint may be dealt with informally, advise the member concerned accordingly, and, after inviting the member to comment or make submissions, admonish the member, any such admonishment constituting a previous finding of professional misconduct for the purposes of Rule 12;

12.13.3 Determine to lay a charge or charges of professional misconduct before the Tribunal; promptly lay a charge or charges against the member concerned; and prosecute that charge or those charges in the Tribunal.

12.14 Within 10 working days of making any determination pursuant to Rule 12.13, the Committee shall advise the complainant and the member concerned in writing of its determination, and if the Committee's decision is to result in the member being charged before the Tribunal, at the same time, shall furnish to the member copies of all material in its possession relating to the Complaint.

12.15 Every charge laid by the Committee must include a statement to the effect that the Committee has reason to believe that a ground exists entitling the Tribunal to exercise its powers under Rule 12.19.

### **Tribunal Hearings**

12.16 For the purposes of any proceeding, the Tribunal shall consist of either three or five Tribunal members including the Chairperson or a presiding member, the number and identity of the sitting members to be determined by the Chairperson or presiding member.

12.17 The Chairperson or presiding member in each case must:

12.17.1 Within 10 working days of the laying of any charge ("Proceeding"), ensure they be served on the member concerned a copy of the charge or charges;

12.17.2 As soon as reasonably practicable after service in accordance with Rule 12.17.1, convene a preliminary hearing of the Tribunal to:

12.17.2.1 Set a time and venue for the hearing of the charge or charges;

12.17.2.2 Give such directions as the Tribunal thinks fit for the purpose of ensuring the just, efficient and expeditious conduct of the hearing.

12.18 Hearings of the Tribunal:

12.18.1 Shall be held at the times and places appointed by the Chairperson or the presiding member, and may be adjourned and resumed by the Chairperson or presiding member;

12.18.2 Shall not take place unless all members of the Tribunal for that hearing are present, but a decision of a majority of those members is, for the purposes of the hearing, the decision of the Tribunal;

12.18.3 Shall be conducted in a manner to be determined by the Tribunal in each case.

12.19 Upon a finding by the Tribunal that a charge of professional misconduct is proven against a member, and after hearing representations or submissions by or on behalf of the member, the Tribunal may impose upon the member any one or more of the following penalties:

12.19.1 Admonish, reprimand or censure the member and/or impose conditions for training and/or supervision for future practice as may seem appropriate;

12.19.2 A fine not exceeding \$10,000;

12.19.3 Suspend the member from all or any of the rights or privileges of membership of the Institute (including the use of the Institute's designatory letters) for a period of not more than 3 years;

12.19.4 Expel the member from the institute, and set a minimum period before which a member who has been expelled may apply to rejoin the Institute;

12.19.5 Order that the member be transferred from one category of membership to another;

12.19.6 Having taken all circumstances into account, including (but not limited to) the nature of the charge, the nature of the conduct found by the Tribunal to be professional misconduct, the nature of any other penalties imposed on the member pursuant to Rules [12.19.1 – 12.19.5], any evidence of previous findings of professional misconduct against the member, and the conduct of the member during the investigation of the Complaint and during the proceedings, order the member to pay to the Institute such sum as it may consider proper to contribute to the costs and expenses of investigation by the Committee and hearing by the Tribunal.

12.20 Decisions of the Tribunal determining a complaint shall be given in writing, with reasons, to the Council, and the Council shall, within 10 working days of receiving such a decision, serve a copy of the decision on the complainant and the member concerned.

12.21 Any fine, order for costs and expenses, or other monetary penalty imposed on the member shall constitute a debt due from the member to the Institute and shall be recoverable in a court of competent jurisdiction.

12.22 Particulars of the Tribunal's decisions determining complaints shall be published in the Newsletter of the Institute or shall be otherwise available to every member of the Institute unless the Tribunal in its absolute discretion determines otherwise.

12.23 Where this Rule 12 provides a time limit, the Council, the Committee, or the Tribunal (as the case may be) may in its absolute discretion extend the time for such period as it considers appropriate.

### **13. COMMON SEAL**

13.1 The Institute shall have a Common Seal which shall not be affixed to any document or instrument save in pursuance of a resolution of the Council and in the presence of 2 members of the Council or of 1 member of the Council and an officer of the Institute authorised by resolution of the Council to affix the seal of the Institute to documents or instruments, who shall each sign the document or instrument to which the seal is so affixed.

### **14. BANKERS**

14.1 The Institute's bankers shall be such Bank as the Council shall from time to time appoint and all moneys received by the Institute shall forthwith be lodged to the credit of the Institute's account with its bankers.

14.2 The account of the Institute with its bankers shall be operated in accordance with such arrangements, resolutions or mandates as may from time to time be determined by the Council.

## **15. ALTERATION OF RULES**

15.1 These Rules may be altered, added to, rescinded or otherwise varied or amended by resolution passed by a two-thirds majority of members present at a general meeting of which not less than 30 days notice shall have been given to every member which notice shall set forth the purport of the proposed alteration, addition, rescission, variation or amendment.

## **16. INTERPRETATION OF RULES**

16.1 Any matter not provided for or covered by these Rules, together with the interpretation or application of the rules, shall be subject in all respects to the decision of the Council, subject to the provisions of the Incorporated Societies Act 1908 and subsequent amendments.

## **17. LIQUIDATION**

17.1 The Institute may be put into liquidation if a resolution appointing a liquidator is passed at a general meeting of members of the Institute and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed. In the event of liquidation, the surplus assets and funds of the Institute, after payment of its liabilities and of winding up expenses, shall be divided among those persons who are financial members at the time of winding up or otherwise applied or distributed to such other purposes within New Zealand as the members in general meeting shall direct.

## **18. TRANSITIONAL PROVISIONS**

18.1 These Rules shall come into force and effect immediately upon their adoption by the Institute by resolution at a general meeting of the Institute.

18.2 Until the first election of the Council held after the general meeting of the Institute at which these Rules are adopted by the Institute, the Council shall comprise a President, 2 Vice Presidents, 4 Ordinary Council Members, and the Immediate Past President. One Vice President shall be designated Vice President (Arbitration) and one Vice President shall be designated Vice President (Mediation).



- 18.3 Rule 8 of these Rules shall apply to the election and the composition of the Council from the first election of the Council held after the general meeting of the Institute at which these Rules are adopted by the Institute.
- 18.4 Any vacancy in the office of President or Vice President, or any casual vacancy on the Council, occurring between the date on which these Rules are adopted by the Institute and the first election of the Council held after that date shall be filled by the procedures provided by Rules 8.12 and 8.13 of these Rules respectively.
- 18.5 Any Complaint made prior to the date of adoption of these Rules by the Institute shall be referred by the Complaints Officer appointed under Rule 12.3 to the Committee appointed under Rule 12.4 within 7 days of the adoption of these Rules. Thereafter, the Complaint shall be dealt with in all respects in accordance with Rule 12."

**Adopted 27 July 2001**  
**At the Annual General Meeting**  
**Amended 2 August 2012**  
**At the Annual General Meeting**

