



10062960431

www.societies.govt.nz | 0508 SOCIETIES | 0508 762 438

Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland

Application to incorporate a society

Sections 7 and 21, Incorporated Societies Act 1908

NOTES | The society's name must end with the word **Incorporated**

The name cannot be the same as any other society, company or organisation. Check existing society and company names for free by doing a Register Search online at www.societies.govt.nz and www.companies.govt.nz

The Companies Office will endeavour to process your application form on the day it is received.

Except where specifically noted, the details you provide on this form (including details and signatures of the members and witnesses provided with this application) will be made publicly available on the Societies and Trusts Online website.

1. Name of society

IESL, New Zealand Chapter Incorporated

2. Address of registered office

This address must be a physical address and NOT a PO Box, Private Bag or Document Exchange address.

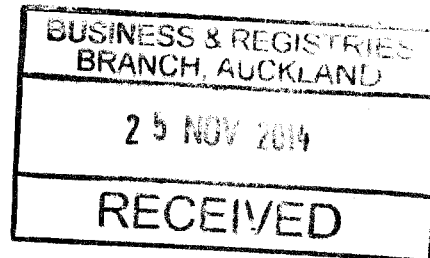
1153A, New North Rd,
Mt. Albert
AUCKLAND 1625

3. Addresses for communication

Postal address (this can be a PO Box address) to which communications from the Registrar may be sent. The Registrar may also contact the society by email. The email address you provide here will not be publicly available.

Postal address

16, ARIRANG RISE
PINEHILL
AUCKLAND 0632



Email address (optional)

4. Annual General Meeting (AGM) month

The society's annual general meeting will usually be held in the month of:

APRIL

5. Checklist before filing your application

- We have checked that the society's name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz
- The application form has been signed by 15 members of the society (Pages 2-4)
- All the signatures have been witnessed by someone who isn't one of the 15 members signing the form (Pages 2-4)
- A copy of the society's endorsed rules is attached to the application
- An officer of the society or a solicitor has completed the attached certification (Page 5)
- The fee of \$102.22 is included (Please complete the attached 'Payment details' section - Page 6)

6. Your contact details

Name and postal address

SIRI RANGAMUWA
16, ARIRANG RISE
PINEHILL, AUCKLAND 0632

Email (optional)

Telephone

Application to incorporate a society (continued)

Name of society

Date

IESL, New Zealand Chapter Incorporated

02/11/14

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the forgoing rules, in accordance with the Incorporated Societies Act 1908.

7. Witnesses

Tick here if there is only one witness to all 15 members' signatures. In this case the witness should only complete the first set of witness fields.

If there is more than one witness to the members' signatures, each witness should complete the appropriate witness fields.

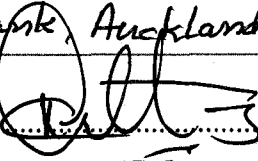
8. Members 1-4 (Note: Details of other members are continued on the next page)

1 Name S B RANGAMUWA Signature 

Address 16, ARIRANGRISE, PINELHUR, AUCKLAND

2 Name Justin De Silva Signature 

Address 186A Gowing Drive, Meadowbank, Auckland

3 Name Renuka Anthony Signature 

Address 56, Aranui Road, Mt. Wellington

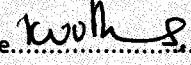
4 Name Don Karunaratne Signature 

Address 7A, Mainston Road, Remuera.


Witnessed by

1 Name Vinita Karunaratne Signature 


Address 7A, Mainston Rd, Remuera

2 Name Vinita Karunaratne Signature 

Address 7A, Mainston Rd, Remuera

3 Name Vinita Karunaratne Signature 

Address 7A, Mainston Rd, Remuera

4 Name Vinita Karunaratne Signature 

Address 7A, Mainston Rd, Remuera

Application to incorporate a society (continued)

Name of society

IESL, New Zealand Chapter Incorporated

Date

02/11/14

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the forgoing rules, in accordance with the Incorporated Societies Act 1908.

8. Members 5-9 (Note: Details of other members are continued on the next page)

5 Name Chrisanthi de Costa Signature ... e.l. de costa
Address 1153A, New North Rd, Mt. Albert Auckland

6 Name K. A. Madunishanthi Signature ... K. A. Madunishanthi
Address 3/108, Nile Road, Milford, North Shore

7 Name Sampath Dissanayake Signature ...
Address 25A, Brunton place, Glenfield.

8 Name Gregory Shabene De Costa Signature ...
Address 1153A New North Road Mt Albert Auckland

9 Name Jayantha Rajasooriya Signature ...
Address 22, Sandy Ln, Avondale, Auckland 1026

Witnessed by (to be completed if there is more than one witness)

5 Name Viivita Karunaratne Signature ...
Address 7A, Mainston Rd Remuera

6 Name Viivita Karunaratne Signature ...
Address 7A, Mainston Rd Remuera

7 Name Viivita Karunaratne Signature ...
Address 7A, Mainston Rd, Remuera.

8 Name Viivita Karunaratne Signature ...
Address 7A, Mainston Rd, Remuera.

9 Name MAY OO Signature ...
Address 108 CARRINGTON RD, MT. ALBERT, AUCKLAND

Application to incorporate a society (continued)

Name of society

IESL, New Zealand Chapter Incorporated

Date

10/11/2014

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the forgoing rules, in accordance with the Incorporated Societies Act 1908.

8. Members 10-15

10 Name ANBIKA KULASINGHAM Signature *[Signature]*

Address 11 Jubaea Place, Henderson.

11 Name SUNIL KARIYAWASAM Signature *[Signature]*

Address 4/13 HARRISON ROAD, MT WELLINGTON AUCKLAND.

12 Name RANJITH DE SILVA Signature *[Signature]*

Address 69A ROCKFIELD ROAD, ONE TREE HILL, AUCKLAND

13 Name S.J. ARENGODA Signature *[Signature]*

Address 50, NACTON LANE, AVONDALE AUCKLAND.

14 Name Nihal Amerasinghe Signature *[Signature]*

Address 5/24 Hertford Street, Blockhouse Bay Auckland

15 Name Muditha Balalle Signature *[Signature]*

Address 125C, Parss Cross Road, Glen Eden.

Witnessed by (to be completed if there is more than one witness)

10 Name MAY OO Signature *[Signature]*

Address 108 CARRINGTON RD, MT. ALBERT, AUCKLAND

11 Name MAY OO Signature *[Signature]*

Address 108 CARRINGTON RD, MT. ALBERT, AUCKLAND

12 Name MAY OO Signature *[Signature]*

Address 108 CARRINGTON RD, MT. ALBERT, AUCKLAND

13 Name MAY OO Signature *[Signature]*

Address 108 CARRINGTON RD, MT ALBERT, AUCKLAND

14 Name MAY OO Signature *[Signature]*

Address 108 CARRINGTON RD, Mt. ALBERT, AUCKLAND

15 Name MAY OO Signature *[Signature]*

Address 108 CARRINGTON RD, MT. ALBERT, AUCKLAND

Name of society

IESL, New Zealand Chapter Incorporated

9. Certificate

The certificate must be completed by an officer of or solicitor for the society who should also sign the first page of the rules that are being submitted.

I certify that:

1. a majority of the members have consented to the application; and
2. the rules that are endorsed with the application are the rules of the society.


Name

Siri Rangamuwa

Position

SECRETARY

Signature



Date

24 / 11 / 2014

RULES CHECKLIST | What must be included in your rules?

Section 6, Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

**CONSTITUTION OF THE
IESL, NEW ZEALAND CHAPTER
INCOPORATED**

**BUSINESS & REGISTRIES
BRANCH, AUCKLAND**

25 NOV 2014

RECEIVED



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PART - 1 PRELIMINARY

1.1 NAME:

IESL, New Zealand Chapter Incorporated. In the shorten form IESL (NZ) inc.

1.2 OBJECTIVES:

To provide a forum for professional engineers and persons with interest in Engineering, especially in New Zealand, to foster the ideals of the profession while socialising in a professional and cordial environment. The ideals of the profession should encompass the characteristics and values enshrined in the vision and mission statement of the Institution of Sri Lanka (IESL) as well as the laws governing New Zealand.

This objective may be achieved by, but not limited to,

- Discussion and dissemination of ideas
- Training and coaching
- Helping the community projects through professional engineering methods
- Practising, promoting and encouraging professional ethics
- Exchange of ideas with the parent body and other IESL Chapters
- Collaboration with other professional bodies.
- Fostering and Developing links and fellowship among its members

By virtue of its position, the chapter, could be of help to,

- Engineers migrating to New Zealand from Sri Lanka
- Students coming from Sri Lanka to study Engineering in New Zealand
- IESL in expanding the member base in New Zealand
- Chapter members in acquiring of services from the parent body.

1.3 DEFINITIONS

Chapter:	Institution of Engineers Sri Lanka, New Zealand Chapter.
IESL	Institution Of Engineers Sri Lanka
Parent Body:	Is the Institution of Engineers Sri Lanka
Committee:	Is the management committee of the New Zealand Chapter elected annually by the membership of the New Zealand chapter
Rules	Contents and clauses of this constitution which constitute a condition or directive

1.4 POWERS OF THE CHAPTER

- (1) The New Zealand Chapter has the powers of an individual.
- (2) The Chapter may, for example —
 - (a) Enter into contracts; and
 - (b) Acquire, hold, deal with and dispose of property; and
 - (c) Make charges for services and facilities it supplies; and
 - (d) Do other things necessary or convenient to be done in carrying out its affairs.

PART 2 - MEMBERSHIP

2.1 ELIGIBILITY FOR MEMBERSHIP

Members of IESL

Any member of the IESL is eligible to be a member of the chapter.

By virtue of his or her residence, any current IESL member residing in New Zealand, legally, is eligible for membership of the chapter without any preconditions.

For the membership of the chapter to take effect the person should write in his / her intent to take up membership with IESL NZ with IESL membership details, and then receive a letter from the secretary of the chapter stating the person's enrolment to the Chapter or; The person's name should have been enrolled and entered in the secretary's membership register.

Non-current members but previous members of IESL

All Ex IESL members could re-register and take up membership by paying 15,000 Rs or its equivalent for Chartered members and 7500 Rs or its equivalent for associate members within a period of one year from the inauguration of IESL NZ.

Members of IPENZ

Any member of IPENZ is eligible for reciprocal membership of IESL NZ on application

Non-members of IESL and IPENZ

Non IESL and non IPENZ members, with interest in Engineering and IESL NZ are eligible for membership at the appropriate class upon successful application.

2.2 CLASSES OF MEMBERS

The classes of the membership of the chapter shall follow the exact definitions of the classes of membership of the parent body. The number of ordinary members is unlimited.

2.3 AUTOMATIC MEMBERSHIP

A person who, on the day the chapter is incorporated, was a member of the IESL and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated chapter, must be admitted by the management committee of the chapter to the equivalent class of membership of the chapter at the member class held by the member in the IESL.

2.4 NEW MEMBERSHIP

Membership of the chapter could be obtained by any of the following two methods.

1. *Person with IESL membership applying for the membership in the NZ chapter. (A sample application letter is shown in Appendices – 2.)*

Secretary of the NZ chapter, upon receipt of the request from a financial member, with a proof of identification, informs the secretary IESL who makes a note in their books about the members current status of affiliation to the NZ chapter and inform back to the secretary NZ chapter who intern send the acceptance letter to the member.

Eligibility conditions of clause 2.1 apply.

2. *Non-member of the IESL applying for the membership of the NZ chapter.*

Applicant's application shall conform to IESL membership requirements for the category of membership sought. The application is then subjected to the normal IESL membership acquiring process by the IESL parent body and the due membership category is granted through NZ chapter.

This category of application for membership must be—

- a) In writing; and
- b) Signed by the applicant and the applicants proposer; and
- c) In the form decided by the management committee.

IESL membership obtained through the NZ Chapter will automatically make him/her a chapter member.

2.5 MEMBERSHIP FEES

- (1) The membership fee for each ordinary membership and for each other class of membership
 - a) Is the amount decided by the IESL parent body, time to time; and
 - b) Is payable when, and in the way, the IESL decides.
- (2) The parent body (IESL) shall allocate one third of the annual fees of the members of the IESL residing in NZ, as administration and operating costs of the chapter.

2.6 ADMISSION AND REJECTION OF NEW MEMBERS

The admission for the Chapter is as per the clause 2.4.

The committee may reject the application for a membership in the chapter if the applicant

- a) Is convicted of an indictable offence
- b) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Chapter.

2.7 WHEN MEMBERSHIP OF THE CHAPTER ENDS

- (1) A member may resign from the Chapter by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - a) The time the notice is received by the secretary; or
 - b) If a later time is stated in the notice—the later time.
- (3) The management committee may terminate a members membership if the member—
 - a) Is convicted of an indictable offence; or
 - b) Does not comply with any of the provisions of the constitution; or
 - c) Has membership fees in arrears for at least 2 years; or
 - d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Chapter.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision and the reason under which the decision is taken.
- (6) The termination of the membership shall be informed to the Secretary IESL by the Secretary IESL NZ Chapter, once the termination of the membership comes into effect.
- (7) Termination from the IESL NZ Chapter does not mean that the member is terminated from the IESL. This decision needs to be taken by the parent body.

2.8 APPEAL AGAINST MANAGEMENT COMMITTEE DECISIONS ON MEMBERSHIP MATTERS

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision within two weeks of the receipt of the management committee decision.
- (2) A notice of intention to appeal together with the reasons for appeal must be given to the secretary within one month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal and the reasons for disagreeing with the committee decision, the secretary must, within seven days after receiving the notice and reasons, shall refer the appeal to the appeals committee to proceed with the appeal.
- (4) The appeals committee, upon receipt of the appeal, must complete their inquiry into the appeal and submit their recommendations with explanations, to the Secretary of the Chapter within six weeks.
- (5) The Secretary shall convey the Appeal Committee decision to the appellant and the Management Committee within one week.
- (6) If any of the parties- the appellant or the management committee disagree with the Appeals Committee decision, the relevant party may appeal to the general membership.
- (7) The intention to appeal to the general membership has to be made to the secretary of the chapter within two weeks upon receipt of the notification of the appeal committee decision.
- (8) The secretary must call a special general meeting within 3 months from the notice of intention to discuss the appeal unless another general meeting already scheduled within that three-month period.
- (9) The decision on the matter at general meeting is final.

2.9 GENERAL MEETING TO DECIDE APPEAL

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal to the general membership.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the appeal committee must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

- (4) An appeal must be decided by a majority vote of the members present at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

2.10 REGISTER OF MEMBERS

- (1) The management committee must keep a register of members of the Chapter.
- (2) This member database shall be of electronic format and the Secretary or his/her nominee or a selected sub-committee shall be responsible for the maintenance or changes done to this database.
- (3) The register must include the following particulars for each member—
 - (a) The full name of the member;
 - (b) The postal or residential address of the member;
 - (c) The date of admission as a member of the Chapter and the member number;
 - (d) The date of death or time of resignation of the member;
 - (e) Details about the termination or reinstatement of membership;
 - (f) Any other particulars the management committee or the members at a general meeting decide.
- (4) The register must be open for inspection by members of the Chapter at all reasonable times.
- (5) A member must contact the secretary to arrange an inspection of the register.
- (6) However, the management committee may, on the application of a member of the Chapter, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

2.11 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the association must not—
 - (a) Use information obtained from the register of members of the Chapter to contact, or send material to, another member of the Chapter for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Chapter for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule (1) does not apply if the Chapter approves the use of or disclosure of, the information.

PART – 3 MANAGEMENT STRUCTURE

3.1 THE MANAGEMENT COMMITTEE

The management body of the chapter, shall be called the management committee of the IESL NZ Chapter and, subject to the Act, the regulations and this constitution and to any resolutions passed by the chapter in general meetings

1. May take whatever action necessary to achieve the objectives

2. Shall control and manage the affairs of the chapter
3. May exercise all such functions that are required by these rules to be exercised by a general meeting of members of the Chapter; and
4. Has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the chapter.
5. May publish journals, magazines, bulletins and souvenirs whenever the necessity arises.

3.2 STRUCTURE AND MEMBERSHIP

- (1) The committee shall consist of five office bearers and five committee members.
- (2) The office bearers of the Chapter shall be –
 - (a) The President
 - (b) The Vice President
 - (c) The Secretary
 - (d) The Treasurer
 - (e) The Editor
- (3) Each member of the committee shall subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for reselection.
 - (a) In the event of a casual vacancy occurring in the membership of the committee the committee may appoint a member of the Chapter to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the appointment.
 - (b) The current committee may adopt any suitable administration structure for the committee to execute and discharge the duties and responsibilities of individuals and/or their respective offices in a sensible, just and efficient manner.
 - (c) Under this constitution the secretary shall be responsible for the function of the Public Officer.

3.3 FUNCTIONS OF THE SECRETARY

The secretary's functions include, but are not limited to—

- (a) Calling meetings of the Chapter, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Chapter; and
- (b) Keeping minutes of each meeting; and
- (c) Keeping copies of all correspondence and other documents relating to the Chapter; and
- (d) Maintaining the register of members of the Chapter.

3.4 MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The management committee of the chapter, which consists of a President, Vice President, Secretary, Treasurer, Editor and five other Committee Members, must be elected at a general meeting.
- (2) Membership for the office bearers of the management committee shall be from any class of membership of the IESL except from student membership.

- (3) A member of the chapter may be appointed to a casual vacancy on the management committee under rule 3.2. (3). (a).
- (4) At each annual general meeting of the Chapter, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (5) For the purpose of the formation of the first committee of the unincorporated chapter,
 - Current IESL members or
 - Former members of the IESL member who lost the currency of their membership due to displacement from Sri Lanka but are eligible to be reinstated or
 - Any engineer with a four year engineering degree from a recognised University who has a genuine interest for joining IESL
 is eligible to be elected as a member of the first committee.
- (6) Any non-member of the IESL joining the first management committee shall endeavour to obtain his/her IESL membership as soon as possible.

3.5 ELECTING THE MANAGEMENT COMMITTEE

A member of the management committee may only be elected as follows—

- (1) Any 2 members of the Chapter may nominate another member (the candidate) to serve as a member of the management committee;
 - (a) The nomination must be in writing; and
 - (b) Signed by the candidate and the members who nominated him or her; and
 - (c) Given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
- (2) Each member of the Chapter present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
- (3) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (4) A person may be a candidate only if the person—
 - (a) Is an adult and a member of IESL, or subjected to conditions of clause 3.4 of these rules; and
 - (b) Is not ineligible to be elected as a member under section 2.7 of this constitution.
- (5) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted to all members of the chapter at least 7 days immediately preceding the annual general meeting.
- (6) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (7) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) Whether or not the Chapter has public liability insurance; and
 - (b) If the Chapter has public liability insurance—the amount of the insurance.

3.6 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—

- (a) The time the notice is received by the secretary; or
 - (b) If a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Chapter if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
 - (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
 - (5) A member has no right of appeal against the member's removal from office under this constitution.

3.7 VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 3.10(1) as a quorum of the management committee, the continuing members may act only to—
 - (a) Increase the number of management committee members to the number required for a quorum; or
 - (b) Call a general meeting of the Chapter.

3.8 FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the members of the Chapter carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the Chapter on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

NOTE — The Act prevails if the chapter rules are inconsistent with the Act—

- (3) The management committee may exercise the powers of the Chapter—
 - (a) To borrow, raise or secure the payment of amounts in a way the members of the Chapter decide; and
 - (b) To secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chapter in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Chapter's property, both present and future; and
 - (c) To purchase, redeem or pay off any securities issued; and
 - (d) To borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) To mortgage or charge the whole or part of its property; and
 - (f) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Chapter; and
 - (g) To provide and pay off any securities issued; and

- (h) To invest in a way the members of the Chapter may from time to time decide.
- (4) For sub-rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) The financial institution for the Chapter; or
 - (b) If there is more than 1 financial institution for the Chapter—the financial institution nominated by the management committee.

3.9 MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to this constitution, the management committee may meet and conduct its proceedings, as it considers appropriate.
- (2) The management committee must meet at least once every 3 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the chapter if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The President is to preside as Chairperson at a Management Committee meeting.
- (10) If there is no president or if the President is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

3.10 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 1. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - (a) The meeting is to be adjourned for at least 1 day; and
 - (b) The members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 4. If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

3.11 SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) Why the special meeting is called; and
 - (b) The business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) The day, time and place of the meeting; and
 - (b) The business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

3.12 MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (1) The secretary must ensure full and accurate minutes of all questions; matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

3.13 APPOINTMENT OF SUBCOMMITTEES

- (1) The management committee may appoint a subcommittee consisting of members of the Chapter considered appropriate by the committee to help with the conduct of the Chapter operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn, as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

3.14 Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

3.15 THE APPEAL COMMITTEE

- (1) The committee to review management committee and subcommittee decisions relevant to membership matters is called the appeal committee which would review and report back their recommendation on member related management decisions.
- (2) The appeal committee consists of three financial members of fellow or member grade who are/were not members of the management committee during the current operating year or the year immediately before current operating year.
- (3) The appeal committee is elected for an operating year at the annual general meeting by majority vote of the members and proxies present
- (4) If any vacancy arises during current operating year, the Management Committee shall appoint another suitable financial member of the chapter who fulfil requirements given in section 3.15. (2), in consultation with the existing Appeal Committee.
- (5) The appeal committee, upon receiving an appeal from a financial member, through the Secretary, must review the disputed management decisions within 6 weeks and report back their decision to the Secretary who in turn will inform the appellant and the Management Committee about the decision.

3.16 THE AUDITOR

- (1) The auditor is responsible for auditing the annual financial statements of the Chapter, to ensure their compliance with the National Auditing standards of Australia and the relevant laws of the state of Western Australia and/or the Commonwealth of Australia, governing registered associations.
- (2) The auditor is selected at the annual general meeting for an operating year from any of suitable persons who fulfil the requirement given in 3.16 (3) and have given his or her consent to act as the auditor,
- (3) The auditor must be a full member of one of the following recognised New Zealand Accounting bodies
 - a) The Institute of Chartered Accountants, New Zealand
 - b) CPA New Zealand
 - c) The institute of Public Accountants New Zealand.
- (4) The annual financial statements of the chapter together with any financial documents as required by the auditors must be submitted by the treasurer at least four weeks before annual general meeting
- (5) The annual financial statements must accompany the auditor's statement when it is presented at the annual general meeting

PART-4 GENERAL MEETINGS

4.1 FIRST ANNUAL GENERAL MEETING

The first annual general meeting for the election of the first management committee of the IESL NZ Chapter must be held as soon as possible, when the interim committee for the establishment of the WA Chapter declares that they are ready for the first annual general meeting.

The active period of the first management committee is exempt from the section 4.2 (b).

4.2 SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent annual general meeting must be held—

- (a) At least once each year; and
- (b) Within 4 months after the end date of the association's reportable financial year.

4.3 NOTICE OF GENERAL MEETING

- (1) The secretary may call a general meeting of the Chapter.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the Chapter.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The medium of communication is electronic via emails. It is the responsibility of the members to make available their contact emails and telephone numbers to the Secretary.
- (5) However, notice of the following meetings must be given in writing—
 - (a) A meeting called to hear and decide the appeal of a person against the appeal committee's recommendation on a disputed management committee decision as given below—
 - (i) To reject the person's application for membership of the Chapter; or
 - (ii) To terminate the person's membership of the Chapter;
 - (b) A meeting called to hear and decide a proposed special resolution of the Chapter.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

4.4 ANNUAL GENERAL MEETINGS –CALLING OF AND BUSINESS

- (1) The annual general meeting of the Chapter shall, subject to the Act and to rules, be convened on such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be
 - (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since last meeting
 - (b) To receive from the committee, the reports of the activities of the Chapter during the last preceding financial year; including Presidents report and Treasurers audited financial report, as per Section 26 of the Act

- (c) To elect office-bearers of the Management Committee and ordinary members of the committee, three members for the Appeals Committee and an Auditor.
 - (d) Any other matter or resolution for which a proper advanced notice is given as per section 4.6
- (3) An annual general meeting shall be specified as such in the notice convening it.

4.5 SPECIAL GENERAL MEETING – CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Chapter.
- (2) The committee shall, on the requisition in writing of not less than 10 percent of the total number of members, convene a special general meeting of the Chapter.
- (3) A requisition of members for special general meeting –
 - (a) Shall state the purpose or purposes of the meeting
 - (b) Shall be signed by the members making the requisition;
 - (c) Shall be lodged with the secretary and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting, to be held not later than 3 months after that date
- (5) A special general meeting convened by a member or members as referred to in item (4) shall be convened as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expenses is entitled to be reimbursed by the Chapter for any expense incurred

4.6 NOTICE

- (1) Except where the nature of business of the business proposed to be dealt with at a general meeting requires a special resolution of the Chapter, the secretary shall at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chapter, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.4 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.7 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Chapter's last general meeting plus 10.
- (2) However, if all members of the Chapter are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the Chapter, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Chapter—
 - (a) The meeting is to be adjourned for at least 7 days; and
 - (b) The management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

4.8 PROCEDURE AT GENERAL MEETING

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) The President is to preside as Chairperson; and
 - (b) If there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their members to be chairperson of the meeting; and
 - (c) The chairperson must conduct the meeting in a proper and orderly way.

4.9 VOTING AT GENERAL MEETING

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

4.10 SPECIAL GENERAL MEETING

- (1) The secretary must call a special general meeting by giving each member of the Chapter notice of the meeting within 14 days after—
 - (a) Being directed to call the meeting by the management committee; or
 - (b) Being given a written request signed by—
 - (i) At least 33% of the number of members of the management committee when the request is signed; or
 - (ii) At least the 10% of the ordinary members of the Chapter; or
 - (c) Being given a written notice of an intention to appeal against the decision of the appeals committee—
 - (i) To reject an application for membership; or
 - (ii) To terminate a person's membership.
- (2) A request mentioned in sub-rule (1)(b) must state—
 - (a) Why the special general meeting is being called; and
 - (b) The business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) Is directed to call the meeting by the management committee; or
 - (b) Is given the written request mentioned in sub-rule (1)(b); or
 - (c) Is given the written notice of an intention to appeal mentioned in sub-rule (1) (c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

4.11 PROXIES

- (1) An instrument appointing a proxy must be in writing and be in the form shown in Appendix - 1, Form - 1.
- (2) A proxy must be a financial member of the association.
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (4) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (5) Unless otherwise instructed by the appointer, the proxy may vote, as the proxy considers appropriate.

If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form shown in Appendix - 1, Form – 2.

4.12 MINUTES OF GENERAL MEETINGS

- (1) The secretary must ensure full and accurate minutes of all questions; matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
 - (a) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) The minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Chapter that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Chapter, the secretary must, within 28 days after the request is made—
 - (a) Make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) Give the member copies of the minutes of the meeting.
- (4) The Chapter may require the member to pay the reasonable costs of providing copies of the minutes.

PART 5 - MISCELLANEOUS

5.1 BY-LAWS

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Chapter.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Chapter.
- (3) Any by-laws made shall be kept as addendums to the constitution or in the form of formal documents of the Chapter such as "Operating guidelines", "Code of Conduct" of the Chapter.

5.2 ALTERATION OF RULES

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered with the Commissioner as per the Associations Incorporation Act 1987.

5.3 COMMON SEAL

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be—
 - (a) Kept securely by the management committee, usually with the Secretary; and
 - (b) Used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) The secretary; or
 - (b) Another member of the management committee; or
 - (c) Someone authorised by the management committee.

5.4 FUNDS AND ACCOUNTS

- (1) The funds of the Chapter must be kept in an account in the name of the Chapter in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Chapter.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Chapter of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by the treasurer and any one of the following—
 - (a) The president;
 - (b) The secretary;
 - (c) Any 1 of 3 other members of the Chapter who have been authorised by the management committee to sign cheques issued by the Chapter.

- (6) Signatory to any Net banking facilities shall be the Treasurer only.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.

5.5 GENERAL FINANCIAL MATTERS

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared and audited by the qualified auditor.
- (2) The income and property of the Chapter must be used solely in promoting the Chapter's objects and exercising the Chapter's powers.

5.6 DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Chapter.

5.7 FINANCIAL YEAR

The end date of the Chapter's financial year is 31st March in each year.

However the operating year for a management committee may vary according to the clause 4.2 of this constitution.

5.8 ASSETS, INCOME AND PROFITS OF THE ORGANISATION

- (1) The assets, income and profits of the Chapter shall be applied solely in furtherance of its objects as stated in Section 1.2 and no portion shall be distributed directly or indirectly to the members of the Chapter except as bona fide compensation for services rendered or expenses incurred on behalf of the Chapter.
- (2) If the Chapter is wound-up under part VI of the act; and the Chapter have surplus assets;
 - (a) The surplus assets must not be distributed among the members of the Chapter.
 - (b) The surplus assets and the funds that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
- (3) In carrying out Clause 2 of this Section preference may be given to a IESL parent body or any overseas chapter of the IESL—
- (4) For the purpose of this Clause 'surplus assets' shall have the meaning given in section 33 of the Act.

Note

A non-profit organisation can still make a profit, but this profit must be used to carry out its purposes and must not be distributed to owners, members or other private people.

PART 6 APPENDICES

6.1 APPENDIX-1, PROXY FORMS

Form-1

Institution of Engineers Sri Lanka, New Zealand Chapter, (IESL NZ)

I, _____ of _____, being a member of the IESL NZ, appoint _____ of _____, as my proxy to vote on my behalf at the (annual) general meeting of the Chapter to be held on _____ and at any adjournment of the meeting.

Signed on (_____)

Signature & ID number

Form-2

Institution of Engineers Sri Lanka, New Zealand Chapter, (IESL NZ)

I, _____ of _____, being a member of the IESL NZ, appoint _____ of _____, as my proxy to vote on my behalf at the (annual) general meeting of the Chapter to be held on _____ and at any adjournment of the meeting.

Signed on (_____)

Signature & ID number

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions—

_____ [List relevant resolutions]

6.2 APPENDIX-2, LETTER OF APPLICATION FOR MEMBERSHIP

Letter of application for membership in IESL, NZ

*The Secretary
IESL, NZ*

Dear sir/Madam

I am a current financial member of the Institution of Engineers Sri Lanka with following details.

Full Name: -----

Membership class & No.: -----

*Current Address: -----
-----*

Please enrol me as a ----- of the IESL, NZ, New Zealand.

Thanking you

Yours sincerely

Optional

I certify the above member is eligible for membership in IESL, NZ Chapter as per the IESL, NZ Chapter constitution.

Name: -----

Membership No. -----

Signature: -----

END