

**Original prepared by Phillips Fox**

**Previous registered version as at 13 October 2023  
Amendments approved at SGM 19 April 2024**

## **Infrastructure Asset Management Professionals Incorporated**

### **Constitution and Rules**

Incorporating amendments resolved at a SGM on 19 April 2024 to revise the 13 October 2023 registered rules:

1. Establish professional practice accreditation within the Constitution and Rules.
2. Various consequential amendments and other minor drafting adjustments.

#### **Signed by:**

**Gary Porteous  
President**



**Steve Browning  
Vice President**



**Nicola Chisnall  
Board Member**



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# INFRASTRUCTURE ASSET MANAGEMENT PROFESSIONALS INCORPORATED

## Constitution and rules

### Name, registered office, objectives and powers

#### Name

- 1           The name shall be “Infrastructure Asset Management Professionals Incorporated”.

#### Registered office

- 2           The registered office of IAMP shall be at such place as the Board shall determine from time to time. Notice of every change in the registered office of IAMP shall be given to the Registrar of Incorporated Societies.

#### Vision Statement

- 3           Sustainable communities enabled by infrastructure asset management excellence.

#### Mission Statement

- 4           We represent, develop and enhance the infrastructure asset management profession for Aotearoa New Zealand.

#### Objectives

- 5           Objectives
- 5.1       Uphold and improve the status of infrastructure asset management in Aotearoa New Zealand.
  - 5.2       Promote and encourage appropriate asset management standards for all infrastructure assets.
  - 5.3       Advocate, on behalf of Members, to strive for asset management excellence.

- 5.4 Administer professional practice accreditation for individuals and organisations.
  - 5.5 Foster the sharing of knowledge among:
    - Members
    - those working with infrastructure assets
    - local government elected members and central government officials and others with accountability for infrastructure assets
    - associations and organisations with similar objectives within Aotearoa New Zealand and overseas.
  - 5.6 Encourage, sponsor and promote research into all aspects of infrastructure asset management.
  - 5.7 Provide benefits for Members, including opportunities for continuing professional development and networking.
  - 5.8 Take any other action which in the opinion of the Board will be to the benefit of the public of Aotearoa New Zealand, Members, local or central government, or infrastructure asset management generally.
- 6 The objectives of IAMP shall be carried out in or to benefit people in Aotearoa New Zealand. IAMP may carry out activities outside Aotearoa New Zealand to further the objectives of IAMP, but only if it is considered that such activities will advance the vision and mission of IAMP or be of ultimate benefit to Members or the public of Aotearoa New Zealand.

### **Powers of IAMP**

- 7 In addition to its statutory powers, IAMP shall have all the powers of a natural person to advance the objectives of IAMP, including the power to do anything considered desirable to that end. By way of illustration only, IAMP:
- 7.1 May trade under any name and brand and secure related intellectual property rights.
  - 7.2 May use its funds to pay the costs and expenses of furthering or carrying out its objectives and for that purpose may employ such people as necessary.
  - 7.3 May, purchase, lease, hire or otherwise acquire, may exchange and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objectives as necessary.
  - 7.4 May negotiate joint venture agreements or other contracts to achieve IAMP's objectives.
  - 7.5 May invest in any investment in which a trustee may invest.
  - 7.6 Shall have the power to borrow or raise money by debenture, bonds, mortgage and other means with or without security. However, unless the borrowing is from a wholly owned subsidiary, this borrowing power shall only be exercised by a resolution at an Annual General Meeting or Special General Meeting.
  - 7.7 May acquire or subscribe for shares or other equity securities in any company or other incorporated body to further or carry out its objectives.
  - 7.8 Shall have the power to do all lawful acts and things incidental or conducive to achieving IAMP's objectives.

### **Membership**

- 8 Membership of IAMP shall be available in the following categories:
- 8.1 Full Member: Persons regularly employed in Aotearoa New Zealand, in the provision of infrastructure asset management services.
  - 8.2 Student Member: Persons undertaking study in Aotearoa New Zealand towards a tertiary qualification relevant to the provision of infrastructure asset

management services, provided they are not currently employed or contracted for more than 40 hours per month.

- 8.3 Emerging Member: Persons regularly employed in Aotearoa New Zealand who at the start of a financial year have been employed for less than five years in the provision of infrastructure asset management services.
  - 8.4 Senior Member: Persons in Aotearoa New Zealand who are 65 years of age and older at the start of a financial year and are no longer regularly employed or contracted for the provision of infrastructure asset management services.
  - 8.5 Life Member: Members elected at an Annual or Special General Meeting as provided in rule 10.
  - 8.6 Honorary Member: Persons elected at an Annual or Special General Meeting as provided in rule 12.
  - 8.7 Corporate Member: Organisations in Aotearoa New Zealand involved in the provision of infrastructure asset management services, and their suppliers and advisors, as provided in rule 14.
  - 8.8 International Member: Persons not in Aotearoa New Zealand who support the objectives of IAMP.
- 9 The Board may make changes to membership classes and eligibility criteria as determined by the Board from time to time.

### **Life Members**

- 10 IAMP at any Annual or Special General Meeting on the recommendation of the Board and on the approval by two thirds majority of those Members present and entitled to vote under rules 100 and 101, may elect to Life Membership any Member either practising or retired who by reason of their activities has rendered particularly outstanding and distinguished service to IAMP and its predecessors or to infrastructure asset management.
- 11 Life Members shall be exempt from annual subscription and shall have all the powers and privileges of Full Members.

### **Honorary Members**

- 12 IAMP at any Annual or Special General Meeting may on the recommendation of the Board elect to Honorary Membership any person who by reason of their activities has rendered outstanding service to IAMP and/or infrastructure asset management.
- 13 Honorary Members shall be exempt from annual subscriptions, shall be eligible to attend any meetings of IAMP and speak on any matters before the meeting but shall not be entitled to vote.

### **Corporate Members**

- 14 The following corporate bodies are eligible for admission as Corporate Members of IAMP:
  - 14.1 Local authorities, Council Organisations and Council Controlled Organisations as defined in the Local Government Act 2002;
  - 14.2 Government Departments, Crown Entities, Crown Companies and State Owned Enterprises;
  - 14.3 Companies and other organisations.
- 15 A Corporate Member of IAMP may nominate specific people in Aotearoa New Zealand to be members of IAMP and / or a number of membership positions that it will be responsible for. This nomination must be made in writing to the Chief Executive and state the branch that all membership positions not associated with specific people will be associated with.
- 16 Any specific person nominated by a Corporate Member to be a member of IAMP or a person utilising a membership position associated with that Corporate Member, must comply with the membership requirements set out in rule 8.1. If admitted, these members (as nominated

by a Corporate Member) will have the same rights and responsibilities as any other Member of IAMP. However, the Corporate Member shall be responsible for paying the subscriptions, levies and charges imposed under rule 28.

### **Admissions of Members**

- 17 Any applicant for membership in classes Full Member, Student Member, Emerging Member, Senior Member, International Member or Corporate Member shall apply to the Chief Executive for approval and admission. The Chief Executive must report all approved new Members to the Board. Applications shall be in such form as may from time to time be adopted by the Board and shall be supported by whatever information the Board may require by way of general policy, or as it considers desirable in any particular case.
- 18 Applicants may appeal to the Board in the event that their membership application is declined by the Chief Executive. All decisions made by the Board on the admission of new members in classes as Full Members, Student Members, Emerging Members, Senior Members, International Members or Corporate Members shall be final.

### **Changing Membership Class**

- 19 If a member is to be in the class of Senior Member it is their responsibility to ensure that their date of birth is recorded on their profile in the members' only area of the IAMP website. If a member is to be in the class of International Member it is their responsibility to ensure that their non-Aotearoa New Zealand address is recorded on their profile in the members' only area of the IAMP website.
- 20 If a member is to be in the class of Student Member or Emerging Member it is their responsibility to ensure that once achieved, the date of completing their tertiary qualification, relevant to the provision of infrastructure asset management services is recorded on their profile in the members' only area of the IAMP website.

### **Resignation**

- 21 Subject to rule 40, any Member shall be entitled to resign, and such resignation shall take effect from receipt of written advice received by the Chief Executive. Such action shall not relieve the member from any responsibility for the payment of outstanding subscriptions and levies. No refund of any subscription or levy in relation to the financial year in which a member resigns shall be granted.
- 22 If a Corporate Member resigns its membership under this rule, all members nominated by that Corporate Member will be treated as having relinquished their membership as at the end of the financial year following receipt of the written advice of resignation.

### **Suspension or expulsion from membership**

- 23 A Member may, at the discretion of the Board, have their membership and/or, in the case of an accredited Member, their accreditation, suspended if that Member is subject of a complaint or the Board has reasonable grounds to believe that the Member may have engaged in Serious Misconduct.
- 24 A Member may, at the discretion of the Board, be expelled from IAMP if a complaint is upheld against the Member, or the Member is found to have engaged in Serious Misconduct.
- 25 Any appeal against suspension or expulsion shall be heard by the Board as soon as is practicable when the Member or their representative may make submissions supporting the appeal and be questioned. Appeal decisions shall be made by a three-fourths majority of the Board present at the hearing and shall be final.
- 26 If a Corporate Member is expelled from membership under this rule all members nominated by that Corporate Member will be treated as having relinquished their membership.

### **Members bound by rules**

- 27 Every person becoming a Member or appointed to assist the work of a committee established by the Board shall receive a copy of the rules of IAMP in force at the time of admission or

appointment and shall be bound by those rules and any amendment which may be made thereafter.

## **Subscriptions and levies**

- 28 Members (excluding Student Members, Life Members and Honorary Members) shall pay subscriptions, levies and charges as determined by the Board.
- 29 Any Member, whose subscription and/or levies remain unpaid after three months from the due date, shall, upon resolution of the Board, forfeit their membership and their name shall be removed from the register of Members.
- 30 The Chief Executive shall, as soon as practicable, after 1 October in each year advise Branch Chairs of those ceasing to be Members under rule 29.
- 31 Cessation of membership under rule 29 will not free any former Member from liability to pay all money due to IAMP at the date their name was removed from the register of Members, unless they can prove extenuating circumstances to the satisfaction of the Board.
- 32 Reinstatement of membership shall be complete when:
- 32.1 Written application is made to the Board, and
- 32.2 Any reinstatement fee prescribed by the Board has been paid, and
- 32.3 The Board or any committee to which is delegated the appropriate authority has by resolution approved the reinstatement.
- 33 The reinstatement fee may however, in any individual case be waived by the Board, where in its opinion, such action is warranted, taking into account the circumstances pertaining to that case.
- 34 If a Corporate Member forfeits its membership under rule 29 all Members nominated by that Corporate Member will be treated as having relinquished their membership.

## **Notice to Members**

- 35 All notices required by these rules to be given to Members shall be sent by electronic mail to such email address as recorded on their profile in the members' only area of the IAMP website. Each Member is responsible for ensuring their recorded email address is current and accessible by them to receive such notices.

## **Liability of Members**

- 36 No Member shall, by virtue of being a Member, be under any liability in respect of any contract or other obligation made or entered into on behalf IAMP.

## **Professional Practice Accreditation**

### **Accreditation applications**

- 37 Any Member, except a Corporate Member, may apply for accreditation as an:
- 37.1 Asset Management Associate and, if awarded, may use the post nominal AMA for the duration of their accreditation; or
- 37.2 Asset Management Chartered Professional and, if awarded, may use the post nominal AMCP for the duration of their accreditation.
- 38 Any Corporate Member may apply for accreditation, and, if awarded, may refer to themselves as an Āpōpō Accredited Organisation for the duration of their accreditation.

### **Board to set rules**

- 39 The Board shall set:
- 39.1 a process for receiving, assessing and appealing any application under rules 37 and 38;

- 39.2 the criteria met by any applicant awarded accreditation;
- 39.3 the criteria to be met on an ongoing basis for any accredited Member to retain their accreditation;
- 39.4 any fees, levies or penalties charged to a Member in relation to accreditation; and
- 39.5 a process for receiving, investigating, resolving, and appealing any complaint regarding an accredited Member.

## **Complaints**

- 40 Any accredited Member who is the subject of a complaint:
  - 40.1 must fully participate in any investigation into the complaint;
  - 40.2 may not resign their membership until the complaint is withdrawn, dismissed, or upheld and, if upheld, any penalty imposed is paid;
  - 40.3 may, if the complaint is upheld, be required to relinquish their accreditation or comply with the directions of the Board;
  - 40.4 will, if the complaint involves Serious Misconduct, have their accreditation suspended until the complaint is withdrawn, dismissed, or upheld;
  - 40.5 must, if the complaint involves Serious Misconduct and is upheld, immediately relinquish their accreditation and pay any penalty imposed.

## **The Board and Officer Bearers of IAMP**

### **Office Bearers**

- 41 The Office Bearers shall comprise a President and, subject to rule 82, a Secretary and Treasurer (if required).
- 42 No Member shall be eligible to stand for more than one position of Office Bearer at any election.

### **Board**

- 43 The Board shall comprise the following:
  - 43.1 The Office Bearers.
  - 43.2 The five Branch Chairpersons.
  - 43.3 Six Members elected to the Board (called 'Elected Board Members').
  - 43.4 Any person co-opted onto the Board under rule 44.
- 44 The Board shall have power to co-opt any person onto the Board, to deal with specific issues. Any person co-opted under this rule shall retire from the Board at the next Annual General Meeting but shall be eligible for co-option by the newly elected Board.

### **Eligibility and term of appointment of Office Bearers and Elected Board Members**

- 45 Honorary Members, International Members, Corporate Members and IAMP staff are not eligible to be Elected Board Members, Branch Chairpersons or Office Bearers.
- 46 The President and, subject to rule 82, the Secretary and Treasurer (if required) shall, unless they resign earlier, be elected for a two year term. The Vice President shall, unless he/she resigns earlier, be appointed by the Board for a two year term as soon as possible after the AGM in accordance with rule 66.
- 47 Elected Board Members shall, unless they resign earlier, be elected for a two year term, with the three longest serving Elected Board Members (as measured from their last date of election) standing down at each Annual General Meeting but being eligible for re-election. If more than three Elected Board Members are elected at an Annual General Meeting then



three of those elected shall serve a two year term and the remainder shall serve a one year term. From those elected, the person(s) to serve a one year term will be determined by lot.

48 No Member shall fill more than one of the following positions concurrently:

48.1 Branch Chairperson.

48.2 Office Bearer.

48.3 Elected Board Member.

### **Election procedures for Board positions**

49 Candidates seeking election as President or as Elected Board Member must be either Full Members, Emerging Members, Senior Members or Life Members.

50 Nominations for President and Elected Board Members must be made in writing by the proposer, seconder and candidate and received by the Chief Executive by the date specified in the notice sent under rule 52.

51 Only Full Members, Emerging Members, Senior Members and Life Members are able to nominate, propose or second the nomination of President and Elected Board Members.

52 Not later than one month before an Annual General Meeting, IAMP must call for nominations by notice sent to the Full Members, Emerging Members, Senior Members and Life Members specifying:

52.1 the form which the nomination must take;

52.2 the date by which nominations must be received by the Chief Executive; and

52.3 the electronic address to which nominations must be sent.

53 By not later than 15 days before an Annual General Meeting, IAMP must send an email to each member, setting out:

53.1 the biographical details of each candidate;

53.2 on-line voting papers and details of the procedure for on-line voting in respect of the election, including the closing time for voting; and

53.3 such other information as IAMP may determine.

54 Eligible members may then vote on-line, using the on-line voting papers according to the procedure prescribed by IAMP.

55 Votes must be exercised personally and not by proxy. Each member entitled to vote is entitled to one vote only, irrespective of the method of voting chosen. If IAMP is satisfied that a member has voted more than once, or the member has not voted in accordance with the relevant prescribed procedures, or the member is not eligible to vote, the member's votes will be invalid.

56 IAMP may appoint one or more scrutineers to assist in respect of the election process.

57 The election will be on a 'first past the post' basis.

58 Where, after the closing date for nominations,

58.1 there is only one candidate for an Office Bearer position, the candidate is declared elected to that position:

58.2 the number of candidates nominated to Elected Board Member positions is equal to or less than the number of positions available, the candidates are declared elected to the relevant positions.

59 If a person is a candidate for election to more than one office, the result of the election must be declared in the order of: President; other Office Bearers (if any); Elected Board Members. If the candidate is successfully elected to one of the above offices then his or her candidatures for any remaining offices must be treated as withdrawn.

60 No election will be invalidated as a result of any member eligible to vote not receiving either a notice calling for nominations or an on-line voting paper.

- 61 No election will be invalidated by reason of non-compliance with the time requirements set out in Rules 52 and 53.
- 62 The results of an election must be declared at the Annual General Meeting in the year in which the election is held or as soon after as is reasonably practicable.
- 63 The organisation may engage a company or organisation ('Election Agent') to conduct the election. In that event, the Election Agent and/or one of its officers will, in relation to the election, carry out all or such of the functions of the Society under Rules 52 to 59, as are agreed upon with IAMP.
- 64 The Board may, if it considers it impractical or undesirable for a particular election to be conducted on an electronic vote basis, direct that the election be conducted on a postal vote basis.
- 65 All members of the Board shall take office at the conclusion of the Annual General Meeting.
- 66 The Vice President shall be elected by the Board from the Elected Board Members and Branch Chairpersons elected to the Board, at the first Board Meeting after the AGM.

### **Eligibility for voting**

- 67 All Members other than Student Members, International Members and Honorary Members are eligible to vote at an election of Office Bearers and Elected Board Members, unless the Member owes an amount to IAMP that is overdue as at 10 days prior to the closing time for voting. A Corporate Member's representative, appointed by the Corporate Member in writing, is eligible to cast the number of votes that are equivalent to the number of membership positions paid for by the Corporate Member minus any votes cast by Members who have been nominated by that Corporate Member as specific Members.

### **Election irregularities**

- 68 The Constitution and Rules or acts and decisions of the Board shall not be invalidated on the grounds that the number of members of the Board is incomplete or because of any error or irregularity in the election or appointment of any member of the Board.

### **Vacation of office**

- 69 The office of a member of the Board shall be vacated if he or she:
- 69.1 Ceases to be a Member, or
  - 69.2 Is absent from three consecutive ordinary meetings of the Board without leave of absence being granted by the Board, or
  - 69.3 Being a Branch Chairperson, moves permanently from the branch he or she represents and/or is replaced as Branch Chairperson.

### **Resignation of Board Members**

- 70 A member of the Board may resign office by sending their resignation to the Chief Executive in writing, and on receipt of that resignation by the Chief Executive it shall become effective.

### **Casual vacancies on Board**

- 71 In the event of any vacancy occurring in the membership of the Board between Annual General Meetings of IAMP, that vacancy shall either:
- 71.1 remain unfilled until the next Annual General Meeting, or
  - 71.2 after calling for nominations, be filled by appointment by the Board, except that a vacancy in the office of Branch Chairperson shall be filled by resolution of the branch so represented.

## **Proceedings and powers of the Board**

### **Board to manage IAMP**

- 72 IAMP shall be managed by the Board. The Board may exercise all the powers of IAMP except those that the rules require to be exercised by an Annual General Meeting or Special General Meeting.

### **Board meetings**

- 73 The Board shall meet as decided by the Board. Notice of every meeting of the Board shall be sent to each member of the Board at least 14 days prior to the meeting, but non-receipt of any such notice shall not invalidate or prejudice any act, resolution or proceedings of the Board.

### **Board special and emergency meetings**

- 74 The Chief Executive on request from the President or by five members of the Board, made in writing, shall give notice of a special or emergency meeting of the Board.
- 75 At least 5 days' notice shall be given of any special meeting of the Board. Where this cannot be given the meeting shall be styled an "emergency meeting" in which case not less than 24 hours' notice must be given.
- 76 The business to be conducted at any special or emergency meeting of the Board shall be restricted to that stated in the notice, unless all members are present and unanimously agree to consider any other business.
- 77 Any meeting of the Board called immediately following the Annual General Meeting, is not required to meet the requirements in rules 75 and 76 as to the giving of notice, nor is there any restriction on business to be conducted.

### **Board meeting procedure**

- 78 Procedure at ordinary, special or emergency meetings of the Board shall be as prescribed by NZS 9202: 2001 Model Standing Orders for Meetings of Territorial Authorities, Regional Councils and Community Boards with appropriate modifications, or any other standing orders adopted by the Board, unless express provision is made in these rules.
- 79 Board meetings may be conducted in person, using voice calls, voice and video calls, or any combination that ensures all Board members attending can clearly hear all other members and be heard by all other members.

### **Chief Executive**

- 80 A Chief Executive may be employed by the Board to be the principal executive officer of IAMP and if appointed shall ensure that duties are undertaken on behalf of IAMP:
- 80.1 as required by these rules for the Secretary and Treasurer; and
- 80.2 as otherwise determined by the Board from time to time.
- 81 The Chief Executive shall be responsible for all the administrative requirements of IAMP including financial records of IAMP and minutes of Board meetings, Committee meetings, and Annual General Meetings and Special General Meetings.

### **Secretary and Treasurer**

- 82 If the position of Chief Executive is not instituted or sustained a Secretary and Treasurer shall be elected to the Board as Office Bearers at the next Annual General Meeting or appointed by the Board until the next Annual General Meeting. These two offices must be held by separate persons.
- 83 The Secretary shall keep minutes of all meetings of the Board and IAMP, and generally perform all the duties pertaining to the office. Subject to the direction from time to time of the

Board, the Secretary shall have custody of all deeds, papers, documents and correspondence of IAMP.

- 84 The Treasurer shall receive all subscriptions, pay all accounts approved by the Board, authorise online bank transactions, and shall keep IAMP's books in an approved method. He or she shall submit a balance sheet and statement of receipts and payments to every Annual General Meeting and shall keep a full and complete register of Members.

### **Common seal**

- 85 The common seal of IAMP shall be held by the President who shall be responsible for its safe custody. The seal shall not be affixed to any document except by resolution of the Board, but the President may affix the seal in an urgent case, in which case such action shall be reported to the Board at its next meeting for endorsement.
- 86 Every sealing shall be witnessed by two members of the Board.

### **Committees**

- 87 Subject to the provisions of these rules, the Board may appoint Committees of the Board. It may delegate any of its powers to such committees by way of a Terms of Reference. Committees shall only have the powers and duties that are conferred upon them by the Board in their Terms of Reference. The President shall, by virtue of this office, be an ex officio member of all Committees.
- 88 The Board may appoint to any Committee any person who is not a member of IAMP if in the opinion of the Board that person has knowledge that will assist the work of the Committee.
- 89 At least two members of every Committee must be Board Members in addition to the President.

### **Indemnity for Board, Office Bearers, Committees and SIGs**

- 90 The members of the Board, Office Bearers, members of Committees and members of SIGS are indemnified by IAMP against all liabilities, losses and expenses incurred by them in good faith and without wilful neglect in the performance or intended performance of their functions and duties.

## **Meetings**

### **Annual General Meetings**

- 91 Annual General Meetings shall be held in each year within four months after 30 June at a time, date, place and method to be determined by the Board and notified to Members by the Chief Executive at least 60 days prior. Methods of conducting an Annual General Meeting include in person, via electronic means, including voice and video calling, or a combination.

### **Special General Meetings**

- 92 The Board may, by giving not less than 14 days prior written notice to all Members, call a Special General Meeting, and shall do so within 21 days from the receipt by it of a requisition in writing signed by not less than 30 Members, other than Student Members and Honorary Members, and stating the object of the proposed meeting. A Corporate Member's representative may sign on behalf of the number of Full Members that Corporate Member is responsible for. The signature of any Member who owes an amount to IAMP that is overdue as at the date of the requisition, shall not be counted.
- 93 The notice calling the meeting shall state the business to be transacted. Special General Meetings may be conducted in person, via electronic means, including voice and video calling, or a combination.

## **Notice of motion**

- 94 A Member wishing to bring before the Annual General Meeting any motion, not relating to the ordinary annual business of IAMP, shall give notice in writing to the Chief Executive at least 42 days before the Annual General Meeting. No motion unrelated to the ordinary annual business of IAMP shall come before the meeting unless notice has been given in accordance with this rule.

## **Notice of meetings**

- 95 The Chief Executive shall, not less than 14 days before an Annual General Meeting or Special General Meeting, send to each Member, a notice confirming the day, hour, method and place of meeting, and the business to be transacted at the meeting. In the case of the Annual General Meeting any motion of which notice has been given shall be forwarded by the Chief Executive to each Member, together with a copy of the annual report and annual accounts. The non-receipt of such notice by any Member shall not invalidate the proceedings of any meeting.

## **Chairperson**

- 96 The President, or in the President's absence the Vice President, shall chair each Annual General Meeting and Special General Meeting. In the absence of both the President and Vice President, the Board shall choose one of its number to chair the meeting.

## **Quorum**

- 97 Thirty or two thirds, whichever is the less, of the Members entitled to vote, other than Student Members, International Members, Honorary Members or Corporate Members, shall constitute a quorum at an Annual General Meeting or Special General Meeting. In determining whether a quorum exists, any Member that owes an amount to IAMP that is overdue as at 10 days prior to the meeting shall not be counted. Providing a Corporate Member's representative, appointed by the Corporate Member in writing, is present, the number of member positions paid for by the Corporate Member minus any Members who have been nominated by that Corporate Member as specific Members and who are in attendance, shall be counted in the quorum.
- 98 No business shall be transacted at any meeting of IAMP unless a quorum of Members entitled to vote is present throughout. If after business of a meeting of IAMP has commenced, a want of quorum shall occur, the business shall be suspended and if no quorum is present within ten minutes thereafter the chairperson shall vacate the chair and the meeting shall lapse. The business remaining to be disposed of will stand adjourned to a time fixed by the President or the Chief Executive.
- 99 The quorum requirement applies to electronic meetings where members do not need to be physically present, but are able to attend electronically.

## **Voting rights**

- 100 All Members except Student Members, International Members, Honorary Members and Corporate Members present at general or branch meetings of IAMP shall be eligible to one vote, except that a Corporate Member's representative, appointed by the Corporate Member in writing, may cast the number of votes that are equivalent to the number of membership positions paid for by the Corporate Member minus any votes cast by Members who have been nominated by that Corporate Member as specific Members, unless that member owes an amount to IAMP that is overdue as at 10 days prior to the vote.
- 101 Voting on all questions, other than as provided for in rule 54, shall be by voices or show of hands, or electronic means, but a ballot may be demanded provided that such a demand is supported by at least one third of the Members present and entitled to vote.
- 102 The Chairperson of any meeting shall have a deliberative as well as a casting vote.

## **Branches**

### **Division into branches**

- 103 IAMP membership shall be divided into branches as set out in Appendix 1 of these rules. Any general meeting of IAMP may approve the formation of new branches, the dissolution of existing branches, or the alteration of boundaries between branches. International Members will not be a member of a branch.

### **Branch membership and activities**

- 104 All Members shall be members of the branch in which their employer or work place is situated, if not employed where they reside, except for International Members and where a Corporate Member has nominated the Member's branch in accordance with rule 15.
- 105 A branch shall not make any direct representation or request on policy matters to any local government body, kindred association, government department, or to Parliament, except through or with the consent of the Board.
- 106 Branches shall furnish to the Board, and all other Branch Chairpersons, minutes of each of their meetings, and may submit such matters as they deem fit for consideration by the Board or Annual General Meeting. Branches may invite to their meetings such other people associated with infrastructure asset management as decided upon by the Branch.

### **Branch officers**

- 107 Branch officers shall consist of a Branch Chairperson, and such other branch officers as each branch may determine. Student Members, International Members, Honorary Members and Corporate Members are not eligible to fulfil the role of Branch Chairperson or to act as an officer of any branch.

### **Branch elections**

- 108 Branch Chairpersons and any other branch officer shall be elected either at the annual meeting of each branch, or by electronic voting of branch members who are eligible to vote under rule 100. Such an election is to be held every year no later than one month prior to the IAMP AGM. The Branch Chairperson shall forthwith advise the Chief Executive of the branch officers elected.
- 109 Branch Chairpersons take up office at the conclusion of the IAMP AGM that follows their election.

## **Special Interest Groups (SIGs)**

### **Establishment of Special Interest Groups**

- 110 Subject to these rules, the Board may establish any number of Special Interest Groups (SIGs) of IAMP by approving for each a SIG Terms of Reference.
- 111 The Board shall review each SIG Terms of Reference annually. Such review may confirm, revise or withdraw the SIG Terms of Reference.
- 112 A SIG shall cease activity upon the withdrawal by the Board of its SIG Terms of Reference.

### **SIG activities**

- 113 Each SIG shall only undertake activities that advance the objectives of IAMP and any objectives set out in its Terms of Reference, which may include any strategic priorities determined by the Board.
- 114 SIGs shall only have the powers and duties that are conferred upon them by the Board in their Terms of Reference, which may include delegation of any of the Board's powers, except that a SIG shall not make any direct representation or request on policy matters to the media,

any local government body, kindred association, government department, or to Parliament, except through or with the prior consent of the Board.

- 115 SIGs shall furnish to the Board minutes of each of their meetings, and may submit such matters as they deem fit for consideration by the Board.

### **SIG committee**

- 116 A SIG will be organised by a committee that consists of Members, others with relevant interests in the activity of the SIG and a Board Member appointed by the Board at its first meeting following the AGM.
- 117 At its first meeting following the AGM, the SIG Committee shall confirm its membership and elect a Chairperson from its members.
- 118 The President shall, by virtue of this office, be an ex officio member of all SIG Committees.
- 119 If a SIG committee member ceases to be a Member or is absent from three consecutive SIG committee meetings without leave, he or she shall vacate their position on the committee.
- 120 A SIG committee member may resign from the committee by sending their resignation to the Chief Executive in writing, and on receipt of that resignation by the Chief Executive it shall become effective.

## **Funds and audit**

### **Control of funds**

- 121 All funds of IAMP shall be paid into such bank as may from time to time be determined by the Board in the name of IAMP.
- 122 The Chief Executive shall oversee the operation of the bank accounts of IAMP in accordance with sound financial management practices and any policy adopted by the Board.
- 123 All bank transactions shall be reported for confirmation to the next Board meeting.

### **Financial year**

- 124 The financial year of IAMP shall commence on 1 July or such other date as may be decided on by the Annual General Meeting.

### **Payment of expenses**

- 125 The Board, through the Chief Executive, may pay out of the funds of IAMP:
- 125.1 reasonable remuneration for any employee or contractor; and
  - 125.2 reasonable expenses of any Board member Board Committee member or SIG Committee member on each occasion of such person being authoritatively engaged in the business of IAMP or for any purpose approved of by the Board.
- 126 IAMP may take out an indemnity insurance policy or policies in relation to the Board members, Board Committee members, SIG Committee members and any person employed by IAMP, and pay the premiums in respect of that policy or policies out of the funds of IAMP.

### **Auditor**

- 127 IAMP shall at the Annual General Meeting appoint an Auditor at such remuneration as may then be fixed.

### **Accounts to Auditor**

- 128 As soon as practicable in each financial year the Chief Executive shall deliver to the Auditor the accounts of the then last financial year, and the Auditor shall examine such accounts and the books of IAMP, and report thereon. The auditor's report shall be presented to the next Board meeting after receipt. Following this Board meeting all members shall be advised that

the auditor's report is available either by download from the IAMP website, or by email on request.

## **Honoraria**

- 129 The President, and if elected the Secretary and the Treasurer shall receive such remuneration by way of honorarium as the Board may decide from time to time.

## **Miscellaneous**

### **Alterations to rules**

- 130 The rules of IAMP shall not be added to or altered or rescinded except on the approval by two thirds majority of those present and entitled to vote under Rule 100 at an Annual General Meeting or a Special General Meeting called for the purpose. Where any Member proposes any amendment, such amendment shall be forwarded to the Chief Executive at least 42 days before an Annual General Meeting, or any Special General Meeting called for the consideration of such amendment.
- 131 Notice of any proposed alteration or addition to the rules must be forwarded by the Chief Executive to each Member entitled to vote at least 14 days before the date of the meeting at which such proposed alteration or additions is to be considered.
- 132 No alteration to the rules of IAMP is to be permitted which would in any way detract from IAMP's not for profit status.

### **Personal pecuniary profit**

- 133 No person who has control within IAMP shall be able to direct or divert, to their own benefit or advantage, an amount derived from IAMP. For the purpose of this rule, a person is treated as having control and as being able to divert and direct amounts to their own benefit or advantage, if they are a Member, a member of the Board, a member of a Board Committee or SIG Committee (or an associate of a Member, a Board member, a member of a Board Committee or SIG Committee) and they are able to (directly or indirectly) materially influence:
- 133.1 the nature or extent of a relevant benefit or advantage; or
- 133.2 the circumstances in which a relevant benefit or advantage is or may be given or received.
- 134 A person will not be regarded as having control merely because they provide services in the course of and as part of carrying on, as a business, a professional practice.
- 135 For the purpose of this provision, a benefit or advantage includes something that may not be convertible to money and all amounts that would be gross income for tax purposes. However, a benefit or advantage would not include a loan made at commercial rates.

### **Winding up**

- 136 IAMP may be wound up voluntarily if, at an Annual General Meeting, a resolution is passed requiring IAMP so to be wound up, and the resolution is confirmed at a subsequent Special General Meeting of all members entitled to vote and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed. Proxy voting is to be allowed at the subsequent Special General Meeting.

### **Distribution on winding up**

- 137 In the event of the voluntary winding up of IAMP or its dissolution by the Registrar of Incorporated Societies, the property of IAMP shall be realised and, after payment of all debts and liabilities of IAMP, the surplus, if any, shall be disposed of by donation to a charitable organisation within Aotearoa New Zealand for the purpose of furthering scientific knowledge, provision of bursaries, or any other similar purpose.



## Interpretation

138 In the interpretation of this document (unless the context requires a different construction):

**Annual General Meeting** means the annual meeting of IAMP held in accordance with rule 91.

**Auditor** means a person appointed in accordance with rule 127.

**Board** means the Office Bearers, Branch Chairpersons, Elected Board Members and Co-opted Board Members whose role is to manage IAMP.

**Branch Chairperson** means the person elected in accordance with Rule 108.

**Chief Executive** means any person employed by the Board to undertake the role of Chief Executive in accordance with rule 80.

**Committee** means any committee set up by the Board in accordance with rules 87 to 89.

**Co-opted Board Member** means a person co-opted by the Board under rule 44.

**Corporate Member** means a Member under rule 14 and includes people nominated under rule 15, to whom rule 16 applies.

**Elected Board Member** means the six Members elected to the Board under rules 49 to 67.

**Full Member** means a Member under rule 8.1.

**Honorary Member** means a Member under rule 12.

**IAMP** means Infrastructure Asset Management Professionals Incorporated.

**Life Member** means a Member in accordance with rule 10.

**Member** means a person admitted to the membership of IAMP, whether as a Full Member, Student Member, Emerging Member, International Member, Senior Member, Life Member, Honorary Member or Corporate Member, as the context requires.

**Objectives** means the not for profit purposes of IAMP as set out in rule 5.

**Office Bearer** means the President of IAMP, the Secretary and the Treasurer if so elected.

**President** means the person elected to that role in accordance with rules 49 to 67.

**Secretary** means the person (if any) appointed to that role under rule 82, with the responsibilities set out in rule 83.

**Serious Misconduct** means

- Material breach of these rules
- Theft, dishonesty or fraud
- Engaging in inappropriate contact, behaviours, communication, sexual or psychological abuse

- Gross negligence in asset management practise
- Any act or omission that could be the subject of a prosecution for an offence with a maximum penalty of three or more months imprisonment
- Any act, omission, and/or pattern of behaviour that is likely to bring discredit to the asset management profession or to the reputation of IAMP

**Special General Meeting** means a meeting of IAMP called under rule 92 and conducted in accordance with rules 92 and 93.

**Treasurer** means the person (if any) appointed to that role under rule 82, with the responsibilities set out in rule 84.

**Vice President** means the person elected to that role under rules 46 and 66.

139 Words importing the singular number shall include the plural number and vice versa.

140 Reference to a rule is to the relevant provisions of this document as amended from to time to time.

## **Appendix 1 BRANCHES**

### **Northern Branch**

The area covered by the following regional councils: Northland, Auckland, and Waikato; plus the area covered by the Ruapehu District Council. Includes the area covered by the Taupo District Council.

### **Bay of Plenty / East Coast Branch**

The area covered by the Hawkes Bay and Bay of Plenty Regional Councils and the Gisborne District Council. Excludes the area covered by the Taupo District Council.

### **Wellington/Taranaki Branch**

The area covered by the following regional councils: Wellington, Manawatu-Wanganui, and Taranaki, but excluding the area covered by the Ruapehu District Council.

### **Upper South Island Branch**

The area covered by the Canterbury Regional Council, West Coast Regional Council, Tasman District Council, Nelson City Council and Marlborough District Council. Excludes the area covered by the Waitaki District Council.

### **Otago Southland Branch**

The area covered by the following regional councils: Otago, and Southland. Includes the area covered by the Waitaki District Council.