"THESE RULES RESCIND ALL PREVIOUS RULES"

THE NEW ZEALAND INSTITUTE OF DRIVER EDUCATORS (INC.) AMENDED CONSTITUTION AND RULES

1. **NAME**

The name of the Institute shall be "The New Zealand Institute of Driver Educators Incorporated".

2. **INTERPRETATION**

The Institute means The New Zealand Institute of Driver Educators Incorporated.
The Executive means The Executive Committee which has been duly elected or appointed under the provisions contained in these rules. Financial Year means the period from the 1st June to the 31st May, both days inclusive. The Secretary means the Executive Secretary of the Institute. A Member means a Full Financial Member.

3. **REGISTERED OFFICE**

There shall be a Registered Office of the Institute. The situation of the Registered Office shall be fixed from time to time by the Executive Committee having regard to the place from which the Secretary acts in relation to the Institute's business.
The Secretary shall give to financial members and to the Registrar of Incorporated Societies due notice of every change in the situation of the Registered Office.

4. **OBJECTS**

The objects of which the Institute is established are:

a. To promote and develop better driving standards among motorists, and to promote greater road safety by the encouragement of better driving through professional instruction.

b. To cooperate with the appropriate Government Authority, the local traffic departments, and any other institute or organisation concerned with road safety.

c. To aim for registration through The New Zealand Institute of Driver Educators (Inc.) for all Driver Educators throughout New Zealand and for the issuing of certificates in conjunction with the appropriate Government Authority.

d. To have a means of representation on all matters concerning road safety and driver education.

e. To draw up and prescribe courses of driving instruction, to conduct and oversee tests and examinations in respect of such courses, and to issue certificates of attainment.

f. To use the funds of the Institute as the Executive may consider necessary or proper in the payment of costs and expenses in furthering or carrying out the objects of the Institute, including the employment of counsel, agents, solicitors, officers and servants as shall appear necessary or expedient.

g. The Institute shall remain at all times Non Party Political.

h. The Institute shall be non-profit making.

5. **INCOME AND PROPERTY**

The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as explained in these rules. No portion thereof shall be paid or transferred, indirectly, or by way of dividend, profit, bonus or otherwise howsoever to members of the Institute. Provided that nothing herein shall prevent payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest to, nor prevent the gratuitous distribution among, or the sale at a discount, to any member of the Institute of any books or publications relating to any of its aims or objects as set out above.

6. REGIONS

Regions of the Institute may be formed in the main centres of New Zealand and at such other centres as the Executive may decide from time to time. Regions shall be formed to enable members of the Institute within a given locality to carry out the objects and policy of the Institute within that locality, but any Region shall, in exercising its functions, conform to any directions which may be given to it from the Executive. Regional Officers shall be elected from Financial Members. Regional meetings shall be conducted and Regional business handled in accordance with by-laws which shall be adopted (and may be varied from time to time) by the Executive. The Executive may modify the requirements of such by-laws for any Region/Sub Region having regard to the circumstances of that Region/Sub Region.

7. BADGES AND DIPLOMAS

a. The Institute may, through its Secretary, supply badges and diplomas to its members. The Executive shall have sole rights to contract for the purchase of such badges and diplomas.

b. Badges and diplomas issued to members shall be numbered and engraved with the member's name and the badge or diploma number shall be entered in the Register of Members together with the member's name.

c. Badges and diplomas of the Institute shall be and shall remain the property of the Institute, shall not be transferable, and shall be returned to the Institute on demand and/or surrendered to the Institute on cessation of membership.

8. ALTERATION OF RULES

a. These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a simple majority of those present at an Annual General Meeting, a General Meeting or a Special Meeting of which seven (7) days notice has been given and confirmed at another Annual General Meeting, General Meeting or Special Meeting as the case may be, (of which seven (7) days notice has been given), not less than fourteen (14) days nor more than three (3) calendar months thereafter, by a simple majority of those present.

b. Every such notice shall set forth the purpose of the proposed alteration, addition, rescission or other amendment.

c. Copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to each financial member of the Institute.

d. No addition or alteration to these rules which would have the effect of creating a personal benefit to a member either in the day to day operation of the Institute affairs, or on a winding up, shall be approved without prior approval of the Inland Revenue Department.

9. AUDITING

The books of the Institute and of every Region/Sub Region of the Institute shall be audited every five (5) years or earlier if required by the Executive Committee. The auditor will be appointed at the Institute's Annual General Meeting. The auditor will be a member of Chartered Accountants Australia and New Zealand and will follow all guidelines and standards as set by that organisation for the audit process. An audit report will be supplied to the Executive who will provide details to the Institute's membership at the Annual General Meeting.

10. MEMBERS

a. The number of members shall be declared to be unlimited. New members shall be admitted by resolution of either the Regional Committee or Executive. An application for membership must be in writing, signed by the applicant and presented to the Regional Secretary and National Secretary.

a. Where there is no affiliated Region the application for membership must be presented to the National Secretary and approved by the National Executive.

b. A member shall be either-:

i. The owner of an established driving school, or
ii. The lessee of an established driving school, or
iii. A partner in an established driving school, or
iv. A director of an established driving school, or
v. The holder of the appropriate Government Authorities Driving Tutors certificate.

c. A member shall undertake to conform with all the rules, Code of Ethics, and Standards of Instruction laid down by the Institute either at the time of application for membership, or at any further date.

d. Life and honorary members may be elected for outstanding special service to the Institute on the unanimous vote of the Executive, to be confirmed at an Annual General Meeting. Notice of intention to propose a life or honorary member must be in the hands of the Secretary no later than 30 days before the date of the Annual General Meeting. Life members so elected shall have full voting rights.

e. Any person not being a Practising Tutor shall be able to apply for Associate Membership subject to the same conditions as set out in clause 10a. "The Associate Member shall have no voting power and shall not be considered for any office or position".

11. ANNUAL SUBSCRIPTIONS

a. The annual membership subscription to be paid for the period 1st June to 31st May shall be such sum as may be determined by the Executive from time to time and approved by a simple majority of those present at an Annual General Meeting, a General Meeting or a Special Meeting.

b. Where a member of the Institute is also a member of a Region/Sub Region of the Institute, his/her annual subscription shall be paid to the Treasurer of the Executive. Every Region of the Institute shall be paid by the Treasurer of the Executive an annual per capita levy (being an amount less than the total annual subscriptions payable to the Executive) being such sum and payable at such time as may be determined by the Executive from time to time and approved by a simple majority of those present at an Annual General Meeting, a General Meeting or a Special Meeting.

12. RESIGNATION

Any member of the Institute may retire from the Institute by sending his/her resignation in writing to the Secretary, after payment of all subscriptions due from him or her, including that of the current year.

13. TERMINATION OF MEMBERSHIP

a. Termination due to misconduct

i. The Executive shall have the right, by majority of two-thirds (2/3) of those present at any Executive meeting, of which the necessary notice has been given, on the duly circularised agenda, to expel from the Institute any member whose conduct, in the opinion of such majority of the Executive, unfits him/her for connection with the Institute provided that at least fourteen (14) days notice of the meeting shall have been sent in writing to any such person, inviting him/her to be present and to be heard, or to make written submissions.

ii. Any person expelled by Executive as aforesaid shall have the right to be exercised by letter delivered to or posted by registered mail to the Secretary, within 14 days of such person receiving notice of the Executive's decision, to appeal against the decision to an appeal board.

iii. The appeal board shall consist of three persons, one being nominated by the Executive and being himself/herself an Executive member, one being nominated by the appellant (such nominee being not necessarily a member of the Institute) a consensual dispute resolution provider (for example, mediation, facilitation, or a tikanga-based practice). The decision of the appeal board shall be final. The appeal board shall have jurisdiction to make an order as to payment of the costs of the appeal.

b. Any person who has failed to pay such annual subscription as may have been approved as in clause 11 of this Constitution shall be deemed to have terminated his/her membership.

c. The Executive may re-admit to membership any person whose membership has terminated, provided that he/she pay such amounts in respect of arrears of subscriptions as the Executive may determine.

14. OFFICERS AND EXECUTIVE COMMITTEE

a.

i. The Officers of the Institute shall consist of a President, Vice President, a Secretary and a Treasurer.

ii. At every Annual General Meeting the officers will be elected by the members for a term of one year and on completion of each such term will be eligible for nomination for a further term.

iii. Nominations for officers of the Institute must be in writing, signed by the nominee and proposer and to be in the hands of the Secretary (60) sixty days prior to the Annual General Meeting. In the event of there being no nomination for an office received by that time nominations may be accepted of the day of the Annual General Meeting.

b.

i. The Executive Committee shall consist of the Officers of the Institute and one representative from each Region and the Immediate Past President if appointed in accordance with clause 14 (b) (iv).

ii. Prior to every Annual General Meeting each Region will elect a financial member to be its representative on the Executive Committee and will notify the Secretary of such nominee who will be appointed to the Executive Committee for the following year.

iii. Not withstanding anything in para i clause 14b, Sub Region will not have an elected representative on the Executive Committee.

iv. At an Annual General Meeting at which a new President has been elected the Immediate Past President may be appointed to the Executive Committee for the ensuing year any person so appointed shall be entitled to vote

c. Notwithstanding anything in part (a) of this clause, the Secretary may be a paid officer duly appointed by the Executive.

d.

i. Any office or position vacated from any cause whatsoever may be filled by the Executive and any person so appointed shall, save as hereinafter provided, hold his/her position or office only for the unexpired portion of his/her predecessors term of office, but shall be eligible for re-election.

ii. The Executive may co-opt further members onto its committee as may be deemed necessary to assist the Executive in the execution of the duties or powers imposed upon or given to it by rules of the Institute. Any person so co-opted shall hold office only until such time as the next election of officers is held for the Executive but may present himself / herself for re-election.

iii. Each nominee, proposer or person considered for any office or position, shall be a Financial Member.

iv. When 13 (b) is applicable to any Officer of the Institute or member of the Executive, this person shall resign his/her position at once.

e. Any officer of the Institute, or member of the Executive may be removed from office or position by a majority of two-thirds (2/3) of those present at a Special Meeting of the Institute called for that purpose.

f. The President, when present, shall preside at all meetings, sign minutes, and shall generally conduct the meetings. The President shall have the deliberative vote only. In cases of equality of voting the President shall not have a casting vote. In the absence of the President the Vice - President shall possess and may exercise in all respects the powers of, and shall perform all the duties of the President.

g. In the absence of the President and Vice - President, a presiding officer shall be chosen from those present and he/she shall, while so acting, have and may exercise all the powers of, and shall perform all the duties of the President.

h. The Secretary shall attend all meetings of the Institute and shall take minutes of all proceedings, shall conduct all correspondence, shall issue notices of all meetings, shall keep a register of the names and addresses of the members of the Institute, with the date of their joining the Institute and the date of their withdrawal or death as the case may be.

i. The Treasurer shall receive all levies and any other monies and pay same into bank nominated by the Executive. The Treasurer shall pay all accounts by cheque when duly vouched and approved by the Executive; provided that the Treasurer may elect to pay any account not exceeding ten dollars ($10.00) or such other sum as may be determined from time to time by the Executive, from a petty cash fund kept for that purpose. All cheques shall be signed by the Treasurer and/or such other signatories as shall be determined by the Executive. The Treasurer shall keep a book in which accounts of receipts and disbursements shall be regularly stated, so as to show the amount of balance. This book shall be open to the inspection of the President at any time, and to any member of the Executive at any meeting. At each Annual General Meeting of the Institute the Treasurer shall submit a statement, showing expenditure and income for the year, and the assets and liabilities of the Institute.

j. Notwithstanding anything in part i. of this clause, the Treasurer may, after consultation with the President and one other Executive Officer, pay any account deemed necessary by them.

k. Any account so paid must be presented in detail at the next Executive Meeting.

15. MEETINGS - ANNUAL, GENERAL, SPECIAL

a. The Annual General Meeting of the Institute shall be held in the month of August on a day and at a time and in a place to be appointed by the Executive.

b. General Meetings of the Institute may be held in such place and at such times as the President, Secretary, or Executive may decide.

c. Special Meetings of the Institute shall be held whenever the President, Secretary, or Executive think fit, or shall be called by the Secretary upon receipt by him/her of a notice in writing to that effect signed by ten (10) members of the Institute. Such notice shall specify the nature of the business to be transacted.

d. Meetings of the Executive may be convened by the President, Vice-President, or Secretary.

e. All the financial members of the Institute shall be notified of such meetings by the Secretary by notice given to such members by circular at least seven (7) days before the meeting. Such notice shall specify the date, time and place of the meeting and the business to be transacted thereat and in the case of Special Meetings, no business other than that specified in the circular shall be taken.

f. At any Annual General Meeting, General Meeting or Special Meeting of the Institute a quorum shall be fifteen (15) and at all meetings of the Executive, five (5).

g. Remits for proposals for the Annual General Meeting shall be given in writing with the name of the proposer and seconder, at least sixty (60) days before the Annual General Meeting, to the Secretary.

16. **VOTING**

a. A resolution put to the vote of a meeting shall, at the discretion of the President, be decided on a show of hands or on the voices of those present.

b. On any such resolution, a poll may be demanded by any member present before or on the declaration of the result of the voting by the President, provided that the President shall have discretionary power to refuse such poll where, in his/her opinion, the voting on the voices or show of hands is such as to indicate a majority opinion of those present and entitled to vote.

c. When any such poll is taken proxy votes shall be permitted, provided that any member authorising such proxy vote shall deliver to the Secretary in writing, not less than twenty - four (24) hours before the commencement of that meeting, the full name and address of that person so authorised. The person so authorised shall be a financial member of the Institute.

d. Postal voting shall be permitted at the discretion of the Executive and on matters to be determined by the Executive.

e. Only financial members shall vote at any meeting.

17. **POWER TO FINANCE**

The Institute shall, in addition to the other powers vested in it, have the power to borrow or raise money from time to time, by the issue of debentures, bonds, mortgages, or any other security, founded or based on all or any of the property and/or rights of the Institute, or without such security and upon such terms as to priority and otherwise as the Institute shall think fit, but the powers of such borrowing or raising money shall not be exercised except pursuant to a resolution of the Institute, passed at a General Meeting.

18. **INDEMNITY**

The members of the Executive or Regional/Sub Regional Committees, and any officer appointed by the Executive shall be indemnified out of all funds and property of the Institute from and against all costs, charges and expenses whatsoever, which they or any of them shall sustain by reason of their accepting office or acting in execution of their duties or powers imposed upon or given by the rules of the Institute.

19. **COMMON SEAL**

The Executive shall provide a common seal of the Institute and make rules for the safe custody thereof. The common seal shall never be used except by the authority of the Executive, previously given, and only used in the presence of the President and/or Vice President, one of whom shall sign every instrument to which the seal is affixed, and every such instrument shall be counter-signed by the Secretary or some other person appointed by the Executive.

20. **DISSOLUTION**

If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.