

CONSTITUTION

Adopted: July 2019

PRINZ

PUBLIC RELATIONS INSTITUTE
OF NEW ZEALAND

Te Pūtahi Whakakakau Tūmatanui o Aotearoa

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NAME

1. The name of the society is The Public Relations Institute of New Zealand Incorporated ("the Institute").

DEFINITIONS

1. **Public relations practice** shall be defined as the deliberate, planned and sustained effort to establish and maintain mutual understanding and excellent communications between an organisation and its publics. Communications management shall be defined as the systematic planning, implementing, monitoring, and revision of all the channels of communication within an organisation, and between organisations.
2. **Institute** means The Public Relations Institute of New Zealand Incorporated.
3. **PRINZ** means The Public Relations Institute of New Zealand Incorporated.
4. **Code of Ethics** means the Code of Ethics as adopted by the Board.
5. **Member** means a member who has paid all subscriptions set to date.
6. **The Act** means the Incorporated Societies Act 1908 or any amendments or replacements.
7. **Meeting** means any meeting of the Institute.
8. **Office** means the registered office of the Institute.
9. **Special Resolution** means a resolution that requires not less than two-thirds (75%) of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution
10. **Day(s)** means a calendar day other than any Saturday, Sunday, or national public holiday.
11. **Secretariat** means the administrative arm of the Institute, which manages the day to day operations and undertakes other duties as delegated by the Board. Board members, Members, paid staff, consultants or any other person or body as determined by the Board may undertake secretariat activities.

PURPOSES

1. The purposes of the Institute are to bring together those engaged in the practice of public relations and communication management to their mutual benefit and:
 - a. to prescribe high professional standards and to encourage and foster the observance of such standards, as set out in the PRINZ Code of Ethics
 - b. to arrange meetings, discussions, conferences, etc. on matters of common interest, and generally to act as a clearing house for the exchange of ideas on the practice of public relations and communication management
 - c. to provide a voice for the profession of public relations communication management in New Zealand and to enhance its influence
 - d. generally, to undertake all such activities as are likely to be of benefit to the practice of public relations and/or communication management the interests of its members
 - e. to do anything necessary or helpful to the above purposes.

REGISTERED OFFICE

1. The registered office of the Institute shall be situated at such place decided by the Board and notified to members and the Registrar of Incorporated Societies.

MEMBERSHIP

1. A person who is engaged in the practice of public relations and/or communication management, whether as a principal, director, employee, educator, student or closely associated with public relations may be eligible to become a Member of the Institute.
2. Membership will comprise different classes of membership as decided by the Board and defined in the By-Laws.
3. Membership categories are Life Member, Fellow, Member, Associate, and Affiliate.
4. The Board will set the eligibility criteria for each category of membership.

How to become a member

1. Any person who satisfies the criteria for one of the membership categories as determined by the Board may become a Member if he or she:
 - a. completes the relevant application form, supplies all requisite details and information and makes any declarations, or gives any undertakings, that may be required by the Board from time to time (including, but not limited to, undertakings as to compliance with the Constitution and the Code of Ethics) and
 - b. pays the appropriate membership fee.
2. The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.
3. Members have the rights and responsibilities set out in this Constitution.

How to cease being a member

1. The membership of a person ceases on resignation, expulsion or death.
2. A Member is taken to have resigned if their annual subscription is more than three months in arrears.
3. Any Member may resign by giving written notice to the Board at least six weeks before the annual renewal date of 1 April.
4. A Member may be expelled from the Institute if –
 - a. a complaint against the Member is made, investigated and upheld under and in accordance with the Complaints Policy and Procedure or the PRINZ Ethics process.
 - b. the Member no longer fulfils the eligibility criteria for a category of membership.

REGISTER OF MEMBERS

1. The Institute shall keep an electronic register of Members, containing:
 - a. full name
 - b. address
 - c. email address
 - d. the membership grade of the Member
 - e. the date of registration and re-gradings
 - f. any other information as the Board requires and is in accordance with current data and privacy legislation.

INFORMATION HELD

1. The Board from time to time will approve the collection of information from members that is pertinent and relevant to assisting the membership.
2. Any member of staff, Board or other member who has access to this information in the course of performing their duties, will treat this information as confidential information of a sensitive nature.
3. Members shall have access to the information held by the Institute about them.
4. No information may be provided to a third party without the written approval of the Member.

LEGAL OBLIGATIONS

1. In the event that the Institute is no longer required, under The Act, to have a common seal, contracts will be executed by the Chair and Chief Executive Officer, or by two members of the Board or one member of the Board and the Chief Executive Officer.

FINANCIAL DELEGATIONS

1. The Institute must keep true and fair accounts.
2. The Board is responsible for keeping proper accounting records of the Institute's financial transactions to allow the Institute's financial position to be readily ascertained.
3. Annual financial statements for presentation at each Annual General Meeting will be prepared in accordance with the accounting standards set by the XRB.

4. The income and property of the Institute shall be applied solely towards the promotion of the purposes of the Institute and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to any Member or those who have previously been Members.
5. Nothing shall prevent the payment in good faith of remuneration or payment for services or goods provided by any Member or employee of a Member for any service actually rendered to the Institute, provided that any contract for the engagement of that Member with the Institute has been fully disclosed to the Board. If the service is to be rendered by a Board member, that person shall not be present at any deliberations or vote on any matter in which he or she is financially interested.
6. Nothing shall prevent the reimbursement from the funds of the Institute, as may be decided by the Board, of expenses which are incurred by Board members, or officers in carrying out duties for the Institute which they are required to perform.
7. The Board may use the funds of the Institute as it considers necessary, expedient or proper in payment of the costs and expenses in furthering or carrying out the objects of the Institute including the employment of solicitors, auditors, officers, agents, consultants and employees or others authorised to perform the functions delegated to the Secretariat.
8. The Board may borrow or raise money from time to time, by the issue of debentures, bonds, mortgages or any other security based on all or any of the property and/or rights of the Institute and either with or without security. The borrowing may be upon such terms as to priority and otherwise as the Board thinks fit.
9. The Institute may invest and deal with funds of the Institute not immediately required in such a manner as decided by the Board.

ASSETS TO BE DISTRIBUTED

1. If upon winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the Members, or given or transferred to such other organisations as may be decided at or before the time of dissolution by the Members at a general meeting.

BOARD

1. The Board will consist seven Members as follows:
 - a. four Members of the Institute elected as Board members by the Members of the Institute in accordance with this Constitution
 - b. the Board will co-opt an additional three Board members with full voting rights.
2. At the first Board meeting after the Annual General Meeting, the Board will appoint a Board member as Chair for a two-year period. The appointment will be made by consensus or a simple majority vote of the Board. The Board member proposed as Chair may participate in any such vote.

Terms of officers

1. The elected Board members term of appointment will be for two years. Board members may stand for re-election with a maximum term of six years.
2. The term of office for co-opted Board members shall expire at the second Annual General Meeting following their appointment unless the Board earlier rescinds their appointment. Co-opted members may be reappointed with a maximum term of six years.

Qualifications of Board members

1. A person who is not disqualified by this section is qualified to be a Board member of the Institute.
2. An individual who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993:
 - a. an individual who, or a body corporate that, is disqualified from being an officer of a charitable entity under section 31(4);
 - b. an individual who is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;

- c. a body corporate that is being wound up, is in liquidation or receivership, or is subject to statutory management under the Corporations (Investigation and Management) Act 1989; or
 - d. in relation to any particular entity, an individual who, or a body corporate that, does not comply with any qualifications for officers contained in the rules of that entity.
3. The following persons are disqualified from being a Board member of the Institute:
- a. an individual who is an undischarged bankrupt;
 - b. an individual who is under the age of 18 years;
 - c. a person that has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years;
 - i. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961); or
 - ii. an offence under section 143B of the Tax Administration Act 1994.

Call for Board Nominations

1. Nominations for Board Members shall be called for at least 30 working days before the annual general meeting and shall be received by the membership at least 20 days before such meeting; provided that nominations shall always be called from the floor if insufficient nominations are received by due date.

Board Minutes

1. All minutes of Board meetings shall be kept at the registered office of the Institute or by electronic means.
2. The Board must ensure that minutes are taken and kept of each Board meeting.
3. The minutes must record the following —
 - a. the names of the members in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. any material personal interest disclosed by a member.

Functions and powers of the Board

1. As soon as practicable after being elected or appointed to the Board, each member must become familiar with this Constitution and the Act.
2. The Board is collectively responsible for ensuring that the Institute complies with the Act and that individual members of the Board comply with this Constitution.
3. Board members must exercise their powers and discharge their duties —
 - a. in good faith in the best interests of the Institute;
 - b. for a proper purpose;
 - c. with care and diligence; and
 - d. to avoid and declare any potential or perceived conflicts of interest
4. Board members and former Board members must not use information acquired by virtue of their position to gain an advantage for themselves or any other person; or to cause detriment to the Institute.
5. The business of the Institute must be managed by or under the direction of the Board and measured against the agreed strategic framework.
6. The quorum for Board meetings is four Board Members.
7. The Board may exercise all the powers of the Institute except those powers that this Constitution or the Act require to be exercised by general meetings of the Members.
8. The Board may —
 - a. appoint and remove the Chief Executive Officer/Secretariat;
 - b. establish sub committees consisting of Members and non-members with terms of reference it considers appropriate;
 - c. approve (and from time to time amend) the PRINZ Code of Ethics which will be binding on all Members and will be published on the Institute's website.

Delegation

1. The Board may delegate to a member of the Board, a sub committees or staff, any of its powers and functions other than —
 - a. this power of delegation; or
 - b. a duty imposed on the Board by the Act or any other law
 - c. the delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate
 - d. the Board may, in writing, revoke a delegation wholly or in part.

Vacancies

1. Should a position become vacant through death, resignation or for any other reason the Board may appoint a suitable replacement to act in that office until the next regular election of that Board member would occur.

Removal from Office

1. A Board member may resign from the Board by written notice.
2. A person ceases to be a Board member if he or she fails to attend three consecutive Board meetings without a leave of absence from the Chairperson.
3. A Board member may be removed from office by the Chairperson by reason of:
 - a. inability to perform the requirements of the position
 - b. neglect of duty
 - c. misconduct
 - d. bankruptcy.
4. The Chairperson may be removed from office by a quorum of Board Members by reason of
 - a. inability to perform the requirements of the position
 - b. neglect of duty
 - c. misconduct
 - d. bankruptcy.
5. A Board member or the Chairperson must be removed if a Code of Ethics complaint against that person is made, investigated and upheld.

Statutory officer

1. The statutory officer will be the Chief Executive, appointed by the Board.

Conflict of interest

1. A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
2. If the Chairperson determines the member has a material conflict, the member —
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.
3. If there are insufficient Board members to form a quorum after all Board members who have a material personal interest are disqualified from voting on a matter, a general meeting may be called to deal with the matter.
4. This rule does not apply to a material personal interest —
 - a. that exists only because the member belongs to a class of persons for whose benefit the Institute is established; or
 - b. that the member has in common with all, or a substantial proportion of, the Members of the Institute.

DIVISIONS

1. The Institute has three divisions, Northern, Central and Southern. The Northern Division is based in Auckland and covers the top half of the North Island down to and including Taupo; Central is based in Wellington and covers the lower half of the North Island up to but excluding Taupo; Southern is based in Christchurch and covers the South Island.

2. The board will have governance oversight of the Divisions and will meet with the Divisional Chairs bi-monthly. The PRINZ Office will provide support to these meetings.

MEETINGS

1. A meeting of the Institute is either an Annual General Meeting or a general meeting.
2. Divisional members shall be given 14 days clear notice of a general or division meeting and members of the Institute shall be given 14 days clear notice of an annual general or general meeting.

Annual General Meeting

1. The Board shall determine when and where the Annual General Meeting will be held provided it is held within the requirements for an incorporated society set out in the Act.
2. At each annual general meeting the Board shall present a report covering the previous year's work and other matters pertaining to the welfare of the Institute and the Institute's year-end financial statements.
3. Other business, including general business, may also be undertaken.

General Meeting

1. The Board may call general meetings.
2. The Board must call a general meeting if the Chairperson receives a written request signed by at least 5% of the Members.
3. A request to the Board for a general meeting must—
 - a. be made in writing; and
 - b. state the business to be considered at the meeting and any resolutions to be proposed; and
 - c. include the names and signatures of the Members requesting the meeting; and
4. The Board must convene a general meeting within one month of receiving a properly made request.
5. The Members making the request (or any of them) may convene the general meeting.
6. The Institute must reimburse all reasonable expenses incurred by the Members convening the general meeting.
7. A general meeting convened by Members
 - a. must be held within three months of the date the original request was received; and
 - b. may only consider the business stated in that request.

Quorum

1. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds.
2. A quorum shall be at least 5% of Members (present in person or by use of appropriate technology).

Use of Technology

1. A member who is not physically present at a meeting may participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
2. A member participating in a Board meeting is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Voting

1. If at any general meeting a resolution is put to the vote of the meeting by a poll, either at the meeting or by postal or electronic ballot, each member who is entitled to vote has one vote.

Postal and Electronic Ballots

1. Any resolution of Members able to be passed at a general meeting may instead be passed by postal or electronic ballot (a ballot) conducted in accordance with this Constitution.

2. The Board may determine that any resolution be put to Members by way of ballot and, if so, the Board is to be responsible for conducting the ballot, for supervising the conduct of each ballot and for determining whether the votes have been properly cast.
3. The ballot paper for, and other papers relating to, any ballot is to be in the form determined by the Board, but in each case must:
 - a. specify the resolution proposed to be put for the consideration of Members;
 - b. include an explanatory memorandum, setting out the general effect of the resolution; and
 - c. state the time and date on which the ballot is to close.
4. On any ballot, voting shall be deemed a poll. The Board shall ensure that Members are advised of the result of the ballot within five working days of the counting of the votes in any ballot. The result of any ballot shall be as effective and binding on Members as a resolution at a meeting.

Proxies

1. A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at any general meeting.
2. The appointment of a proxy must be in writing and signed by the Member making the appointment.
3. The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
4. If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and the Member has signed that.
5. A form appointing a proxy sent in writing is of no effect unless the Institute receives it no later than 24 hours before the commencement of the meeting.

Equality of Votes

1. In the case of an equality of votes, the chairperson of the meeting has a second or casting vote.

Minutes

1. All minutes of general meetings shall be kept at the registered office of the Institute or by electronic means.
2. The Board must ensure that minutes are taken and kept of each general and annual general meeting.
3. The minutes must record the following —
 - a. the names of the members in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. any material personal interest disclosed by a member.
4. Members shall be given at least 21 days' notice of any general meeting.
5. The Institute may give the notice of meeting to its Members
 - a. by sending it by post to the address of the Member in the register of Members;
 - b. by sending it to the electronic mail address nominated by the Member;
 - c. by sending it to the member via their preferred means of communication.
6. The notice of meeting must:
 - a. set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - b. state the business of the meeting; and
 - c. state that Members have the right to appoint a proxy; and
 - d. state that the business of the meeting will be restricted to those items of which due notice has been given.

CODE OF ETHICS COMPLAINTS

1. The Bylaws establish the processes by which complaints under the Code of Ethics will be dealt with. The Code of Ethics complaints process must meet the following objectives:
 - a. provide a Complainant and the Member against who the complaint is laid access to a responsive complaints process;
 - b. manage complaints in a consistent, systematic and responsive manner;

- c. provide a basis for the ongoing review and analysis of the complaint management system, resolution of complaints, and process improvements made.

CONSTITUTIONAL CHANGES

1. The Institute may alter or replace the Constitution at an Institute Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
2. At least 14 days before the General Meeting at which any constitutional change is to be considered Members shall be given written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
3. When a constitutional change is approved by a General Meeting no constitutional change shall take effect until it has filed the changes with the Registrar of Incorporated Societies.

TRANSITION PROVISIONS

1. Following the adoption of this Constitution, one elected Board member will be appointed as Chair for a two-year period.
2. By consensus two other elected Board members will remain in their positions until the following Annual General Meeting, the Chair and the other Board member will remain in place until the second Annual General Meeting.
3. At the first Board meeting after the appointment of the elected Board members, co-opted members will be appointed for one-year or two-year periods to ensure that their terms are not all completed at the same time.

COMMON SEAL

1. The Institute shall have a common seal, which shall be kept at the registered office, and shall only be affixed to documents in the presence of the Chair and Chief Executive Officer, or in the presence of two members of the Board or one member of the Board and the Chief Executive Officer.

BYLAWS

1. The Board may from time-to-time make, alter or rescind Bylaws for the general management of the Institute, so long as these do not contravene this Constitution or to the provisions of law. All such Bylaws shall be binding on members of the Institute. A copy of the Bylaws shall be available for inspection by any member on request to the Chief Executive Officer.