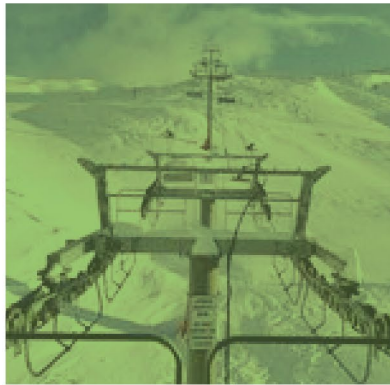


Constitution of Certification Board for Inspection Personnel New Zealand (CBIP) Incorporated



Revision 6.0



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1. INTRODUCTION

1.1. Name

The name of the society is Certification Board for Inspection Personnel New Zealand (CBIP) Incorporated (in this Constitution referred to as the 'Society').

1.2. Charitable status

The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3. Definitions

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act	means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
Annual General Meeting	means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.
Chairperson	means the Officer responsible for chairing General Meetings and Governance Board meetings, and who provides leadership for the Society.
Governance Board	means the Society's governing body. The use of the terminology 'Governance Board' and 'Board' to be interchangeable.
Constitution	means the rules in this document.
Deputy Chairperson	means the Officer elected or appointed to deputise in the absence of the Chairperson.
General Meeting	means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
Interested Member	means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
Member	means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.
Notice to Members	includes any notice given by email, post, or courier.

Officer	means a natural person who is: <ul style="list-style-type: none"> • a member of the Governance Board, or • occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive, Operations Manager.
Register of Members	means the register of Members kept under this Constitution as required by section 79 of the Act.
Special General Meeting	means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
Working Days	mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aroki a Matariki/Matariki Observance Day, Labour Day, Christmas and New Year holidays.

1.4. Purposes

The primary purposes of the Society are to:

- Provide a competency-based personnel certification service to New Zealand industry, assuring industry and regulatory authorities that the members certified are competent within their scope of certification.
- Take a public position on matters of concern to the Society and its stakeholders, including sharing information, making submissions, and providing advice to Government and Government agencies as appropriate.

1.5. Act and Regulations

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

1.6. Registered office

The registered office of the Society shall be at such place in New Zealand as the Governance Board determines from time to time.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- at least five (5) working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the Act.

1.7. Contact person

The Society shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed.

The Society's contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the Governance Board or elected by the Members at a General Meeting.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

2. SOCIETY MEMBERS

2.1. Minimum number of members

The Society shall maintain the minimum number of Members required by the Act. The minimum legal requirement is ten (10).

2.2. Classes of membership

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

2.2.1 Member

A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.

2.2.2 Associate Member

An Associate Member is a person who does not hold a current competence certificate and whose membership has been approved by the Governance Board. Associate members contribute to the viability of the Society in accordance with the constitution. They pay membership fees, can participate in Governance Boards, certification activities and have voting rights.

2.2.3 Life Member

A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member.

2.2.4 Honorary Member

An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

2.3. Becoming a member

2.3.1 Consent

Every applicant for membership must consent in writing to becoming a Member.

2.3.2 Process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Governance Board regarding an application for membership and will become a Member on acceptance of that application by the Governance Board.

The Governance Board may accept or decline an application for membership at its sole discretion. The Governance Board must advise the applicant of its decision.

The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

2.4. Members' obligations and rights

Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

2.5. Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by the Governance Board.

Any Member failing to pay the annual subscription or fees within three (3) calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid.

If such arrears are not paid within six (6) calendar months of the due date for payment of the subscription, any other fees, the Governance Board may terminate the Member's membership.

2.6. Ceasing to be a member

A Member ceases to be a Member:

- by resignation from that Member's class of membership by written notice signed by that Member to the Governance Board, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the Governance Board where, in the opinion of the Governance Board, the Member has brought the Society into disrepute.

with effect from (as applicable):

- the date of receipt of the Member's notice of resignation by the Governance Board (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member's membership under this Constitution, or
- the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the Governance Board and when a Member's membership has been terminated the Governance Board shall promptly notify the former Member in writing.

2.7. Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution:

- remains liable to pay all subscriptions and other fees to the Society's next balance date,
- shall cease to hold himself or herself out as a Member of the Society, and
- shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a Society Member.

2.8. Becoming a member again

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Governance Board.

3. GENERAL MEETINGS

3.1. Notification of meetings

The Governance Board shall give all Members at least 28 Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

3.2. Attendance at General Meetings

Only financial Members may attend, speak and vote at General Meetings:

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Governance Board before the commencement of the General Meeting, or
- Online.

3.3. General Meeting Quorum and Voting

No General Meeting may be held unless at least 10 eligible financial Members attend throughout the meeting (including by proxy or electronic means), and this will constitute a quorum.

A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of two (2) or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

Decisions made when a quorum is not present are not valid.

3.4. Written resolutions

The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 30 percent of the eligible financial Members voting on the resolution.

A written resolution may consist of one (1) or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one (1) or more Members.

A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

3.5. Location of General Meetings

General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

3.6. Chairperson

All General Meetings shall be chaired by the Governance Board Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair that meeting. If the Deputy Chairperson is also absent, the attendants of the meeting shall elect another member of the Governance Board who is present at the meeting to act as Chairperson.

Any person chairing an Annual General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

3.7. Motions

The Governance Board may propose motions for the Society to vote on ('Governance Board Motions'), which shall be notified to Members with the notice of the Annual General Meeting.

Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Governance Board at least 15 Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the Governance Board before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

3.8. Annual General Meetings

An Annual General Meeting (AGM) shall be held once a year on a date and at a location and/or using any electronic communication determined by the Governance Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

The AGM must be held no later than six (6) months after the balance date of the Society.

The business of an AGM shall be to:

- confirm the minutes of the last AGM and any Special General Meeting(s) held since the last AGM,
- adopt the annual report on the operations and affairs of the Society,
- adopt the Governance Board's report on the finances of the Society, and the annual financial statements,
- consider any motions of which prior notice has been given to Members with notice of the Meeting, and
- consider any general business.

The Governance Board must, at each AGM, present the following information:

- an annual report on the operation and affairs of the Society during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.9. Special General Meetings

Special General Meetings (SGM) may be called at any time by:

- the Governance Board, by resolution; or
- a minimum of eight (8) Society members.

The Governance Board must call a SGM if it receives a written request signed by at least 15 percent of Members.

Any resolution or written request must state the business that the SGM is to deal with.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to an SGM, and an SGM shall only consider and deal with the business specified in the Governance Board's resolution or the written request by Members for the Meeting.

3.10. Minutes

The Society must keep minutes of all General Meetings, AGMs and SGMs in permanent format.

The minutes of all meetings must be signed by the Chairperson of the meeting to which they relate, or by the Chairperson of a subsequent meeting.

4. GOVERNANCE BOARD

4.1. Governance Board composition

The Governance Board will consist of:

- (a) The Chairperson;
- (b) Deputy Chair; and
- (c) at least three, but not more than five elected Officers, who are members of the Society.

4.2. Co-opted Governance Board members

Additional members may be co-opted by the Governance Board where additional expertise is required. The terms of appointment of co-opted members may be specified and/or extended or terminate by the Governance Board but may not exceed three (3) years.

4.3. Functions of the Governance Board

From the end of each AGM until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Governance Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

4.4. Powers of the Governance Board

The Governance Board has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

4.5. General matters

The Governance Board may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Governance Board or sub-Governance Board meeting.

Other than as prescribed by the Act or this Constitution, the Governance Board or any sub-Governance Board may regulate its proceedings as it thinks fit.

4.6. Meeting procedure

Except as otherwise provided in this Constitution, the Governance Board may regulate its own procedure.

The quorum for Governance Board meetings is at least three (3) members of the Governance Board.

4.7. Frequency of meetings

The Governance Board shall meet as required at such times and places and in such manner as it may determine to carry out the Society's business.

Governance Board members shall be given at least five (5) Working Days' notice of Governance Board meetings, but in cases of urgency a shorter period of notice shall suffice.



5. OFFICERS

5.1. Qualifications of officers

Every Officer must be a natural person who:

- has consented in writing to be an officer of the Society, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society.

Prior to election or appointment as an Officer a person must:

- consent in writing to be an Officer, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer, and each certificate shall be retained in the Society's records.

5.2. Officers' duties

At all times each Officer:

1. shall act in good faith and in what he or she believes to be the best interests of the Society,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (a) the nature of the Society,
 - (b) the nature of the decision, and
 - (c) the position of the Officer and the nature of the responsibilities undertaken by him or her,
5. must not agree to, cause or allow, the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and

6. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

5.3. Election or appointment of officers

Officers shall be elected by remote ballot in accordance with the procedures for giving Notice:

1. At least three (3) months prior to the proposed election date, the Governance Board shall:
 - (a) Set the election date for election of officers to the Governance Board, and
 - (b) Appoint a Returning Officer for the election.
2. Within five (5) working days of determining the election date, the Society shall give notice to all financial Members calling for nominations for the Governance Board position(s) to be filled. Notice shall include a nomination form and shall specify the date nominations must be in the hands of the Returning Officer. The return date shall not be less than 35 working days prior to the election date.
3. A candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) and may be accompanied by a signed biography not exceeding one A4 page.
4. At least 25 working days prior to the election date, notice shall be given to all financial Members of the nominations received for the Governance Board position(s). If there are a greater number than required for specific positions, a voting paper accompanied by the biographies of the candidates for election will be forwarded to members. Such voting paper shall specify the latest date - not less than three (3) working days prior to the election date - it must be in the hands of the Returning Officer appointed by the Governance Board to be counted as a valid vote.
5. In the event of a ballot being required, the candidate(s) polling the highest number of votes of financial Members shall be declared elected by the Society or the Returning Officer.
6. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
7. In the event of any vote being tied, the tie shall be resolved by the incoming Governance Board (excluding those in respect of whom the votes are tied).

8. In addition to Officers elected under the foregoing provisions of this rule, the Governance Board may appoint other Officers for a specific purpose, or for a limited period, or generally until the next AGM. Unless otherwise specified by the Governance Board any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).
9. The Chairperson and Deputy Chairperson will be appointed by the Governance Board at the first meeting following the AGM.

5.4. Term of office

The term of office for all Officers shall be three (3) years, after which the Officer must retire but may be available for re-election.

The term of office expires at the end of the AGM in the year corresponding with the last year of each Officer's term of office.

Any vacancy during term of office may be filled by appointment by the Governance Board. The appointment terminates at the same time as the term of the vacancy.

5.5. Removal of officers

An Officer shall be removed as an Officer by resolution of the Governance Board or the Society where in the opinion of the Governance Board or the Society:

- the Officer elected to the Governance Board has been absent from two (2) Governance Board meetings without leave of absence from the Governance Board.
- the Officer has brought the Society into disrepute.
- the Officer has failed to disclose a conflict of interest.
- the Governance Board passes a vote of no confidence in the Officer.
- they cease to be a member of CBIP.
- they commit an offence under section 22(2) of the Incorporated Societies Act 2022

with effect from (as applicable) the date specified in a resolution of the Governance Board or Society.

5.6. Ceasing to hold office

An Officer ceases to hold office when they resign (by notice in writing to the Governance Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 15 Working Days of submitting a resignation or ceasing to hold office, deliver to the Governance Board all books, papers, electronic data and other property of the Society held by such former Officer.

5.7. Conflicts of interest

An Officer or member of a Governance Board-established Working Group (Working Group) who is an interested member in respect of any matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

1. to the Governance Board, and
2. in an Interests Register kept by the Governance Board.

Disclosure must be made as soon as practicable after the Officer or member of a Working Group becomes aware that they are interested in the matter.

6. RECORDS

6.1. Register of Members

The Society shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include:

- their name, and
- the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- their contact details, including —
- a physical address or an electronic address, and
- a telephone number.

The Register will also include each Member's:

- email address (if any)
- whether the Member is financial or unfinancial
- every current Member shall promptly advise the Society of any change of the Member's contact details.

The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven (7) years, the Society will record:

- the former Member's name, and
- the date the former Member ceased to be a Member.

7. FINANCES

7.1. Control and management

The funds and property of the Society shall be:

- controlled, invested and disposed of by the Governance Board, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Society.

The Governance Board shall maintain bank accounts in the name of the Society.

All money received on account of the Society shall be banked within 5 Working Days of receipt.

All accounts paid or for payment shall be submitted to the Governance Board for approval of payment.

The Governance Board must always ensure that accounting records are kept that:

1. correctly record the transactions of the Society, and
2. allow the Society to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

The Governance Board must establish and maintain a satisfactory system of control of the Society's accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.

Accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society.

7.2. Balance date

The Society's financial year shall commence on 1st January of each year and end on 31st December (the latter date being the Society's balance date).

8. DISPUTE RESOLUTION

8.1. Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations of disagreement, conflict or breaches of the Act.

8.2. Making a complaint

A Member or an Officer may make a complaint by giving to the Governance Board (or a complaints Working Group) a notice in writing that:

1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Society.

All Members (including the Governance Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

8.3. Complaint procedure

The Society shall have a procedure outlining the dispute resolution process that meets the requirements of the Act.

9. LIQUIDATION AND REMOVAL FROM THE REGISTER

9.1. Resolving to put Society into liquidation

The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

The Governance Board shall give 25 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

The Governance Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to put the Society into liquidation must be passed by a simple majority of all Members present and voting.

9.2. Resolving to apply for removal from the register

The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Governance Board shall give 20 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

The Governance Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

9.3. Surplus assets

If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a not-for-profit entity that provides membership services to, or certification of, inspection personnel.

However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

10. ALTERATIONS TO THE CONSTITUTION

10.1. Amending this constitution

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 15 per cent of eligible Members and given in writing to the Governance Board at least 30 Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 Days before the General Meeting at which any amendment is to be considered the Governance Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Governance Board has.

10.2. Notification to Registrar

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

11. OTHER

11.1. Common seal

The common seal of the Society (if any) will be kept in the custody of the Governance Board.

11.2. Bylaws

The Governance Board from time to time may make and amend bylaws, and policies for the conduct and control of the Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

