

CONSTITUTION AND RULES

1. NAME:

The name of the Institute is 'Institute of Advanced Motorists (New Zealand) Incorporated' (Hereafter IAM(NZ) or The Institute).

2. REGISTERED OFFICE

The registered office of the Institute shall be at a place as determined by the Council.

3. OBJECTIVES:

As a charity, the objectives of the Institute are:

- (a) To promote, develop and foster the highest possible standards of driving / riding among motor vehicle drivers / riders, in particular by (but not limited to) the provision of an Advanced Driving or Riding Qualification.
- (b) To promote road safety for public benefit by the encouragement of better driving or riding.

4. POWERS:

(a) The Institute has the power, subject to this Constitution to:

- (i) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- (ii) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (iii) Sell, lease, mortgage, charge or otherwise dispose of any property of the Institute and grant such rights and privileges over such property as it considers appropriate;
- (iv) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (v) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Institute;
- (vi) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of the Institute;
- (vii) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties;
- (viii) Consider and settle disputes between Members;
- (ix) Determine who are its Members and withdraw, suspend or terminate membership if required;
- (x) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (xi) Organise and control competitions, events and programmes;
- (xii) Delegate powers of the Institute to any person, Board, committee or sub-committee;

- (xiii) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Institute, or with which the Institute is authorised to amalgamate or generally for any purpose designed to benefit the Institute;
- (xiv) Do any other acts or things which are incidental or conducive to the attainment of the objects of the Institute.
- (xv) To apply the income and property of the Institute, however derived, solely toward the promotion of the objectives of the Institute as set forth in these rules. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the 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, or to any member of the Institute in return for any service actually rendered to the Institute; nor prevent the payment of interest, nor prevent gratuitous distribution among, sale at discount, to any members of the Institute of any books or publications or equipment relating to any of its aims or objectives as set out above.

(b) The powers listed in Rule (a) must only be used to further the charitable purposes of the Institute.

5. MEMBERSHIP:

- (a) There is no maximum number of members. Membership in an appropriate class shall be open to all persons who subscribe to the objectives of the Institute on submission of an application form to the National Secretary and payment of the annual subscription. The Council shall have the power to accept or refuse an application for membership and a refusal shall not require a reason to be given.
- (b) The classes and availability of membership shall be as follows:
 - (i) *Full Members*: Shall be those persons who hold a certificate issued by the Institute certifying that they have achieved the Advanced Driving / Riding Qualification and who are holders of a current driver's licence. Members holding either a Police Advanced Driving/Riding Qualification or its equivalent may apply to the Council for admission to this class.
 - (ii) *Associate Members*: Shall be those persons interested in progressing to the Advanced Test, who hold a current driver's licence, and to whom this class has been offered.
 - (iii) *Life Members*: Shall be those members nominated by the Council and approved at an Annual General Meeting; their number shall not exceed four (4). Life members will not be required to pay an annual subscription, but in all ways shall be regarded as a current financial member.
 - (iv) *Friends*: This class shall be open to any person interested in the Institute, but not intending to take the Advanced Test. Associate members who have failed to pass the Advanced Test and retain an interest in the Institute may be transferred to this class by a resolution of the Council. As for Full or Associate Members, payment of an annual subscription is required.
- (c) *Rights of Members*: All current financial members are entitled to take part in all Institute activities, to speak at any meeting, and to receive copies of all Institute notices and publications. Voting at all meetings, moving motions, and standing for any office or official

appointment (in all cases, either nationally or in a Group), shall be restricted to financial members. When distant members engage in a meeting by electronic means, their right to exercise these entitlements shall be at the discretion of the chairman.

(d) *Termination of Membership*: This shall occur when a member resigns in writing, or when a member remains in arrears of subscription in excess of three (3) months, or when a member is expelled. Any member may be expelled or suspended from membership by resolution of two-thirds of the Council (for conduct making him/her unfit for membership, such as being convicted of a major driving offence or through actions that are likely to bring the Institute into disrepute), provided that any such member shall have the right of appeal before a general meeting. Fourteen days' notice in writing shall be sent to any such person inviting him/her to be present and to be heard at any meeting considering his/her expulsion; he/she may bring representation to any such meeting.

6. PATRON:

A distinguished person (who need not be a member of the Institute), whose association with the Institute may enhance its objectives, may be nominated by the Council, or from the floor of the meeting, for election to this Office at an Annual General Meeting.

7. STRUCTURE AND MANAGEMENT:

(a) The control and management of the affairs of the Institute shall be in the hands of the Council which shall be elected at the Annual General Meeting and which shall be comprised of the President, the Vice-President, National Secretary, National Treasurer (or National Secretary/Treasurer), and two to six general members. The Immediate Past President, Director of Tests, all Chief Examiners, and the Chairs of Groups shall be ex officio members. All elected members of the Council shall hold office for a term of one year and shall be eligible for re-election. Irrespective of a member holding more than one position on Council, elected or ex officio, they shall be entitled only to one vote (other than the Chairman's casting vote).

(b) The Council may appoint Sub-Committees as it sees fit to carry out such duties and perform such acts as may be delegated to them by the Council. The President shall be an ex officio member of all such sub-committees. Members of sub-committees need not be confined to members of the Council, but must be members of any class of the Institute.

(c) *Vacancies*: Any office or position vacated or unfilled for any reason may be filled by the Council from financial members and any member so appointed shall hold office for the unexpired term of office, but shall be eligible for re-election. The Council may co-opt any member of any class to fill any role as it sees fit.

(d) *Divisions*: The Institute shall operate three Divisions (or more as the Council may decide) reflecting the major classes of motor vehicle licence; that is Motor Car, Motorcycle, and Heavy Transport. Each Division shall have its own Chief Examiner, Examiners, Chief Observer and Observers. Members of all classes shall be assigned to one or more appropriate Division(s). Badges, banners, and other symbols of the Institute will represent each of these Divisions by the following colours: red for motor car, green for motorcycle, and blue for heavy transport.

(e) *Groups*: Local associations of Institute members called Local Groups may be formed with the approval of the Council to enable local activities that advance the objectives of the Institute. Local Groups may contain members of any division. Local Groups will have their own team of Observers who shall coach Associate Members towards passing the Advanced Test. A set of Local Group Rules appropriate for these bodies shall be promulgated by the Council. The

Council has the power to dissolve any Local Group. The Chair of a Local Group must be elected annually by the members of the Local Group at a meeting held for that purpose.

- (f) *Duties and Responsibilities:* These are detailed for each officer or official in clauses 8 and 11 respectively. All members, especially officers and officials, shall have a duty to avoid any conflict of interest, especially with respect to the charitable status of the Institute. Should a conflict of interest arise or become evident it must be promptly disclosed to the Council and the member concerned must exclude him/herself from any consideration or the activity involved, always being guided by any directions from the Council. No member of the Council shall incur expenditure without the prior authority of the Council.
- (g) *Election:* The officers of the Institute as specified in clause 8 and the general members of the Council (clause 7a), shall be elected annually at the Annual General Meeting (AGM) from the financial members, together with the Patron (clause 6), and all shall hold office until the end of the AGM following that at which they were elected. Nominations for each position, signed by both the nominator and the nominee, shall be submitted in writing to the Secretary not less than 30 days before the AGM and voting may be by voice or show of hands or secret ballot at the discretion of the Chair, the result being determined by simple majority.

8. OFFICERS:

- (a) *President:* This officer shall head the Institute by representing the Institute publically, by chairing all general and Council meetings, and by general leadership.
- (b) *Vice-President:* This officer shall deputize for the President when he/she is absent; on such occasions, he/she shall exercise the duties and powers of the President as appropriate to the occasion.
- (c) *National Secretary:* This officer shall attend all meetings of the Institute, keep proper minutes of proceedings, conduct all the Institute's correspondence in accordance with the instructions of the Council, issue notices of meetings, draw up an agenda for all meetings in consultation with the President, and keep a register of all classes of Institute members complete with their address, date of admission, and date of termination.
- (d) *National Treasurer:* This officer shall receive and account for all money and funds of the Institute, depositing income, investing any surplus, and operating the Institute's bank accounts, as directed by the Council. He/she shall be responsible for the collection of all subscriptions, keeping a register of each member's financial state, and issuing subscription notices to members annually. The Treasurer shall submit all accounts for payment to either a Council or General meeting for approval and will pay such approved disbursements promptly. He/she will keep a comprehensive record of all funds, receipts and payments so that the current balances are shown at all times; this record shall be open to inspection by the President at any time and to the Council at any of its meetings. The Treasurer shall submit a statement of the Institute's financial affairs to the Annual General Meeting showing Income and Expenditure, and the Assets and Liabilities for the year ending. At this meeting, he/she shall move the next year's subscription and fee rates for approval.

9. MEETINGS:

- (a) *Annual General Meeting:* The AGM shall be held within the period of 1st of January to the 31st of March each year at a time and place appointed by the Council. Twenty-one (21) days' notice of this meeting shall be given to all members and the notice shall include any remits or notices of motion to be transacted at the AGM. The National Secretary will call for notices of motion

in time for these to be submitted in writing to the Secretary thirty (30) days before the meeting date.

- (b) *Special General Meetings:* A SGM may be called by the Council, or following the receipt of a petition signed by not less than ten (10) full members, at any time and place appropriate to the business to be transacted. The conditions of notice shall be the same as for an AGM.
- (c) *Council:* The Council shall meet at least quarterly, but otherwise when and where it deems necessary.
- (d) *Local Group Meetings:* Except where laid down in the Local Group Rules for these bodies, they may meet when and where their management committee sees fit. The rules for the conduct of their meetings shall be consistent with those laid down in this Constitution.
- (e) *Chairman:* At all General or Council meetings of the Institute, the President will take the Chair. In his/her absence, or if he/she is unwilling to act, the Chair shall be taken by the Vice-President, or in the absence or unwillingness of both a member of the Council shall be elected by the meeting to take the Chair.
- (f) *Quora:* For the Council, the quorum shall be the sum of four (4) officers and Council members, and for a General meeting it shall be ten (10) financial members. When distant members engage in a meeting by electronic means, their attendance may be counted towards the quorum at the discretion of the chairman.
- (g) *Voting:* All financial members are entitled to a single vote at a General meeting of the Institute. A resolution put to the vote of any meeting shall be decided on a show of hands or on the voices of those present, the result being determined by simple majority. Voting may be by secret ballot at the discretion of the Chairman. Voting may also be by proxy. Financial members who are unable to be present to vote on a matter under consideration at a General or Special meeting of the Institute may appoint and give clear direction to another financial member who will be present at the meeting to act as their proxy. Written notice of such proxy must be in the hands of the Secretary before the commencement of the meeting. Members who are not able to be present to vote on nominations for elective positions at a General or Special Meeting of the Institute may be permitted a postal vote (which may be by electronic means such as email). The Chairman may exercise a deliberative vote provided he/she does so before the result is known and in the event of an equality of voting the Chairman may exercise a casting vote which should normally preserve the status quo. When distant members engage in a meeting by electronic means, they will be treated as if they are at the "host" location where the meeting is being chaired and their vote will be counted as if they are at the host location.
- (h) *Standing Orders:* The Council may lay down such standing orders for meetings as it sees fit, being guided by a standard text as detailed in clause 16.
- (i) *Notice for Meetings:* All formal notices for meetings shall be sent by either email or post. Any such notice shall be deemed to have been received on the day (whether or not it was a working day) following the day (whether or not it was a working day) on which it was sent and, in proving that it was duly sent, it shall be sufficient to prove that the notice, document or information was properly addressed, sent or put in the post.

10. STANDARDS AND PROTOCOLS:

The Council shall require the Director of Tests to establish and maintain a set of standards, protocols and instructions which shall include, but not be restricted to, the titles listed in sub-clauses (a) to (g). In every case, the Director of Tests shall place these, and any amendments, before the Council for approval.

- (a) *The Advanced Driving/Riding Qualification.*

- (b) *The Senior Observer Qualification.*
- (c) *The Observer Qualification.*
- (d) *The Examiner Qualification.*
- (e) *Protocols and Standards for Testing.*
- (f) *Instructions for Examiners and Observers.*
- (g) *Instructions for Associate Members.*

11. OFFICIALS:

- (a) *Director of Tests:* This official shall be appointed by the Council to this national role (after consideration of input from the Chief Examiners and Chief Observers) and he/she shall be responsible for establishing and maintaining the protocols and standards of the tests for the qualifications offered by the Institute. These shall be subject to the approval of the Council. He/she will appoint all Chief Examiners and Chief Observers who will report to him/her. He/she will have general oversight over all the examiners and observers so as to maintain consistency in all their activities.
- (b) *Chief Examiner of each Division:* These officials hold a national role and will administer all testing within their respective division and will ensure that the protocols and standards are properly applied. Each Chief Examiner will be subject to the supervision of the Director of Tests and will appoint the examiners in his/her division. Candidates for this role will meet a standard acceptable to the Director of Tests. Chief Examiners may remove designations that have previously been awarded (such as Examiner), in specific circumstances, such as unsatisfactory performance, being inactive for extended periods or actions likely to bring the organisation into disrepute.
- (c) *Chief Observer of each Division:* These officials hold a national role and will be appointed to this role in each division by the Director of Tests to whom he/she will report. These officials will co-ordinate and administer the training of Observers and the observing of Associates in their division employing the Senior Observers and Observers in their division as appropriate. Chief Observers may remove designations that have previously been awarded (such as Senior Observer or Observer), in specific circumstances, such as unsatisfactory performance, being inactive for extended periods or actions likely to bring the organisation into disrepute.
- (d) *Examiners:* These officials will conduct all tests in their respective division and will be subject to the supervision of their Chief Examiner. Candidates for this role will meet a standard acceptable to the Chief Examiner.
- (e) *Local Observer Team Leader:* Suitably experienced observers (Observer or, preferably, Senior Observer) shall be appointed to this role in each division in each region by the Chief Observer to whom he/she will report, in consultation with the Local Group Chair. These officials will co-ordinate and administer the training of Observers and the observing of Associates in their area employing the Senior Observers and Observers as appropriate. They will co-ordinate and conduct check drives/rides for Associates judged to be ready for the Advanced Test.
- (f) *Senior Observer:* Observers who have significant experience and exemplary skills in the role may be invited to train for and pass the Senior Observers' qualification. Senior Observers may determine that a Trainee Observer has met the requirements of the Observer qualification and recommend to the Chief Observer that they be appointed as an Observer. Senior Observers may be assigned special responsibilities (for example, may be allocated the task of assignment of Observers to associates, or may conduct check drives / rides of Associates judged to be ready for the Advanced Test).

(g) *Observers*: These officials shall be full members who are judged to be suitable as coaches and mentors, and who take training for and pass the Observer Qualification. The observing and examining roles differ, the observer role is more about coaching skills in order to bring about the development of a foundation of skills based on roadcraft. The corps of Observers within each division shall undertake the coaching and mentoring of Associates towards the Advanced Test, normally within Groups.

(For the purposes of clarity, a single person may hold more than one Official position where this is deemed to be necessary or advantageous, especially – but not limited to – where the needs of a particular Local Group are best met by this occurring)

12. BADGES:

All Badges of the Institute shall be supplied through the Council which shall have the sole rights to contract for their manufacture. Any Badge of the Institute which indicates or implies membership of the Institute shall always remain the property of the Institute (whether or not purchased by a member originally), shall not be transferable and must be returned to the Institute on demand, or be surrendered to the Institute on cessation of membership.

13. FINANCES:

(a) *Payments*: These shall be made either by cheque, or secure electronic banking, following a resolution of the Council or a General meeting. The signatories for cheques or secure electronic banking shall be any two of the President, Secretary and Treasurer.

(b) *Payments to Members*: Nothing shall prevent the Institute from making reimbursements, or paying remuneration, or other benefits or advantages of whatever nature to a member as long as it is reasonable and does not exceed what would be normal in the circumstances and always provided that the member is not able to influence in any way the amount of that remuneration, or the nature or the amount of any benefit or advantage.

(c) *Financial Year*: This shall be from the 1st of January to the 31st of December.

(d) *Annual Subscriptions/Fees*: The rate of subscription and any fees for each class of member will be fixed by the AGM on the recommendation of the Treasurer after discussion with the Council. Any new rate shall take effect when subscriptions next become due and the date on which subscriptions and fees shall be due and payable is the 1st of January of each year. The Patron and Life Members shall not be liable to pay any subscription. The Council may, in any special case where it is considered desirable, reduce or remit the annual subscription of any member.

(i) As a result of the change in balance date, there will be a one-off interim six month membership subscription at 50% of the rate charged for the year previously commencing 1 July 2016.

(e) *Accounts*: A full set of accounts of income, expenditure, bank accounts, investments, liabilities, and assets shall be kept by the National Treasurer as detailed in clause 8(d).

(f) *Reports*: The funds, assets, and all financial transactions shall form part of the Annual Financial Statement submitted to the AGM by the National Treasurer as detailed in clause 8(d).

14. BY-LAWS:

The Council shall have the power of making By-Laws for the Institute as it sees fit; these will include the setting-up and model rules of groups, operating procedures, testing and training

standards, financial protocols, and publication policies. However, all By-Laws, and their interpretation, shall always be subject to a resolution of a General meeting whose decision shall be final and conclusive.

15. COMMON SEAL AND CERTIFICATES:

- (a) The Common Seal of the Institute shall be held in the custody of the National Secretary who shall affix it to such documents as the Council may direct by resolution. Every document to which this seal has been affixed shall be signed by the President and the National Secretary.
- (b) Certificates of Attainment, such as the Advanced Driving/Riding Qualification, shall be established, sealed and issued by the Council.

16. SITUATIONS NOT COVERED:

Any matters not specifically covered in this Constitution, or covered by any Standing Orders promulgated by the Council, such as the standard procedures for the conduct of meetings, shall be governed by the principles laid down in a standard text of meeting and organisation procedures such as: N.E.Renton; *Guide for Meetings and Organisations*; 8th Edition, Law Book Co of Australasia, Sydney NSW, 2005. (2 volumes, ISBN 0455220751 & 0455220840)

17. AMENDMENTS:

No addition, alteration, amendment, or remission of these rules shall be made except at an Annual General Meeting, or at a Special General Meeting called for that purpose, and by a majority of two-thirds of the members thereat. Any proposed amendment to these rules shall be submitted in writing to the National Secretary not less than sixty (60) days prior to an AGM or SGM called for that purpose. Notice of all proposed alterations shall be given in the notice convening the meeting which shall be sent to all members twenty one (21) days before the date of the meeting. Any proposed amendment affecting the charitable status of the Institute will be ruled out-of-order.

18. DISSOLUTION:

The Institute may be wound up by resolution of a majority of two-thirds of members at a General meeting duly convened for that purpose. The disposal of the property of the Institute shall be decided by that meeting provided that any surplus assets after all debts and liabilities are paid shall be given or transferred to another organisation for charitable purpose(s) as defined in section 5(1) of the Charities Act 2005 and that no member of the Institute shall in any way benefit from any surplus assets. This resolution must be confirmed at a subsequent General meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. Notice of the resolution is then to be sent to the Registrar of Incorporated Societies for his/her approval of dissolution.

A Group may be wound up with the approval of the Council in the same manner except for the need to seek the approval of the Registrar. On dissolution, any surplus assets of the Group, after all debts and liabilities are paid, shall be disposed to the Institute.

19. REPEAL:

- (a) All previous Constitutions are repealed.
- (b) Any appointment made, or resolution of the Council or a General Meeting made under the Constitutions hereby repealed, if in force at the time of the commencement of this Constitution, shall continue in force as far as practicable as if made or passed under this Constitution.