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# RULES OF THE NEW ZEALAND ASSOCIATION FOR MIGRATION AND INVESTMENT INC.

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## RULES OF THE NEW ZEALAND ASSOCIATION FOR MIGRATION AND INVESTMENT INC.

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### 1. APPLICATION OF RULES

- 1.1 These Rules shall come into force when ratified pursuant to Rule **Error! Reference source not found.**
- 1.2 These Rules supersede all previous Rules or amendments to the Rules of NZAMI.

### 2. INTERPRETATION

- 2.1 In this Deed and any Schedules to it the following terms shall have the following meanings, unless the context otherwise admits or requires:

**"Annual General Meeting"** means the Annual General Meeting described at cl. 10.1;

**"Application Fee"** means the fee to apply for membership as set by Regulation;

**"Board"** means the Board of NZAMI constituted pursuant to cl. 11;

**"Chairman" "Vice Chairman" and "Director"** shall be those office-holders of the Board as appointed pursuant to cl. 10.1(f);

**"Code"** means the Code of Ethics of NZAMI as set out in Regulations;

**"General Meeting"** means the Annual General Meeting or any Special General Meeting of NZAMI;

**"immigration adviser"** has the meaning ascribed to it by the Immigration Advisers Licensing Act 2007;

**"Immigration Advisers Authority"** means the Immigration Advisers Authority established under the Immigration Advisers Licensing Act 2007, or any subsequent organisation exercising the authority and functions of the Immigration Advisers Authority;

**"Immigration New Zealand"** means Immigration New Zealand, a division of the Department of Labour, or any subsequent organisation exercising the authority and functions of Immigration New Zealand;

**"Investigation Committee"** means any committee established pursuant to cl. 13.1;

**"lawyer"** has the meaning ascribed to it by the Lawyers and Conveyancers Act 2006;

**"Member"** means a Member of NZAMI;

**"Membership Fee"** means the annual fee payable by Members and set by Regulation;

**"NZAMI"** means the New Zealand Association for Migration and Investment Incorporated;

**"Objects"** means the Objects of NZAMI set out at cl. 4;

**"Rules"** means the Rules of NZAMI;

**"Regulations"** means the Regulations of NZAMI;

**"Secretary" and "Treasurer"** means the Secretary and Treasurer of NZAMI appointed pursuant to cl. 11.7;

**"Special General Meeting"** means any General Meeting other than an Annual General Meeting;

**"Special Levy"** means a levy on Members pursuant to cl. 7.4.

- 2.2 **Clauses:** references to clauses are references to the clauses of these Rules.
- 2.3 **Defined Expressions:** expressions defined in the main body of these Rules have the defined meaning in the whole of these Rules.
- 2.4 **Headings:** clause and other headings are for ease of reference only and do not affect interpretation of these Rules.
- 2.5 **Plural and Singular:** singular words include the plural and vice versa.
- 2.6 **Statutes and Regulations:** references to any statutory provision include any statutory provision which amends or replaces it, and any subordinate legislation made under it.

### **3. NAME**

- 3.1 The name shall be THE NEW ZEALAND ASSOCIATION FOR MIGRATION AND INVESTMENT INCORPORATED.

### **4. OBJECTS**

- 4.1 The Objects of NZAMI are as follows:

- (a) To represent and support Members in all matters which will enhance their knowledge and ability to provide immigration advice and assistance, to achieve successful immigration outcomes and to operate a successful business enterprise;
  - (b) To promote the good reputation of Members and to encourage prospective migrants to use Members' services for their immigration matter;
  - (c) To provide Members with ongoing opportunities for continuing professional development;
  - (d) To keep members informed of relevant industry issues and trends;
  - (e) To promote and maintain standards for the conduct of Members to ensure that the services provided by Members are to the highest professional standards;
  - (f) To consult with Members, the Public and the Government on immigration matters and to act in the role as industry advocate for immigration issues including, but not limited to, the promotion of robust, sustainable and transparent immigration policies and for efficient, timely and consistent application processing and decisions;
  - (g) To enhance, and grow, the reputation and standing of the profession of immigration advisers through the free exchange of ideas and information, and co-operation, between Members and through other initiatives;
  - (h) To promote these Objects by means of conferences, seminars, communications and a current and relevant website;
  - (i) To perform and exercise the functions and powers conferred on the NZAMI by statute or other source of authority; and
  - (j) To do all such things as are incidental or conducive to the attainment of these Objects.
- 4.2 Any income, benefit, or advantage generated by NZAMI must be used to advance the purpose of NZAMI.
- 4.3 Any payments made or benefits provided to a person must be for goods or services that advance NZAMI's Objects and must be reasonable and relative to payments that would be made between unrelated parties.
- 4.4 No person may take part in or influence any decision made by NZAMI in respect of payments to, or on behalf of, that person of any income, benefit, or advantage.

## **5. CLASSIFICATION OF MEMBERS**

- 5.1 Classes of membership shall be determined in Regulations which may be made or amended by the Board from time to time.
- 5.2 In any case where the Board creates a new class or classes of membership which substitutes for an existing class or classes of membership, a Member

holding the existing class of membership shall be deemed to have acquired the new class of membership on the date:

- (a) nominated in the Regulations as the date on which the new class of membership comes into effect; or
- (b) of approval by the Board pursuant to cl. 6.4 of an application made on a form approved by the Board signed by the Member in which the Member signifies that Member's selection of a class of membership for which that Member is qualified.

## **6. ADMISSION OF MEMBERS**

- 6.1 Procedures for the following shall be set out in Regulations from time to time:
  - (a) Application for new membership or reinstatement of membership;
  - (b) Application by an existing Member to change that Member's class of membership; and
  - (c) Change of membership status owing to a change in the Member's eligibility for a particular class of membership
- 6.2 Every application for membership shall be made in writing to NZAMI in the form of application approved for that purpose by the Board and accompanied by such Application Fee as shall be fixed by the Board from time to time.
- 6.3 Applicants may nominate the class of membership to which they seek to be admitted. If the Board is of the view that an applicant is not qualified for admission to the class nominated but is qualified for admission to another class of membership, the Board may offer the applicant the opportunity to become a Member in that other class.
- 6.4 The Board shall determine the eligibility for membership or for a particular class of membership of any applicant. In assessing applications for membership of whatever class of membership, the Board shall apply the criteria for membership of that class as set out in Regulations.
- 6.5 The Board shall be entitled to decline any application for membership and shall not be obliged to provide reasons for its decision to the applicant or to any other person.
- 6.6 All Board members shall maintain strict confidentiality concerning the deliberations of the Board on membership applications to the maximum extent permitted by law.

## **7. FEES AND LEVIES**

- 7.1 The Board may fix the Application Fee and Membership Fee for any class of membership by way of Regulation from time to time.

- 7.2 Payment of the Application Fee or the Membership Fee for any class of membership may be waived at the discretion of the Board.
- 7.3 Notwithstanding anything in Regulations, the Board may in its discretion and on a case-by-case basis fix the Membership Fee of any Member or any group of Members taking into account factors including but not limited to whether:
- (a) the Member or group of Members is in a not-for-profit business; and/or
  - (b) the Board anticipates that NZAMI may incur additional costs in meeting its obligations under the Rules in respect of that Member or that group of Members.
- 7.4 The Board may from time to time by Regulation impose on any class or classes of Members a Special Levy per Member for specific purposes pursuant to the Objects which are identified in the Regulation imposing the levy.
- 7.5 The Board's resolution may provide for the sum payable under a Special Levy to vary between classes of Members and/or between Members of the same class, based on:
- (a) The size of the Member's immigration business; or
  - (b) the size of the immigration business in which a Member is engaged or employed; or
  - (c) the type of work carried out by the Member; and/or
  - (d) any other criteria which in the Board's view affect the benefit which the Member may derive from the purpose for which the levy is imposed.
- 7.6 The total amount of any Special Levies imposed in any financial year of NZAMI shall be specified in Regulations.
- 7.7 A Special Levy will be payable by the date nominated in a notice of that Special Levy issued by the Secretary, being not less than 14 days after the date of issue of that notice.
- 7.8 A Member who files a written resignation of membership with the Secretary prior to the date nominated for payment of a Special Levy will not be obliged to pay that Special Levy.
- 7.9 On any occasion when a Special Levy is imposed pursuant to cl. 7.4, any business organisation which has one or more Members engaged in its business shall be liable to pay a single Special Levy in respect of all of its Members.
- 7.10 Resolution of any issue arising in respect of Special Levies shall be entirely at the discretion of the Board.

## **8. RIGHTS OF MEMBERS**

- 8.1 Every Member shall be entitled to the rights and benefits attaching to the class of membership which the Member holds and which are set out in Regulations.
- 8.2 Every Member shall be provided with an annual Certificate of Membership by NZAMI specifying that Member's class of membership.
- 8.3 Every Member entitled by their class of membership to publicise that membership shall use NZAMI logo and other visual identifiers as defined in the Regulations or such other format as approved by the Board from time to time or on a case by case basis.
- 8.4 No Member shall be entitled to publicise membership or use NZAMI's logo and visual identifiers except in accordance with cl. 8.3.
- 8.5 All Members shall be entitled to be present and to speak at all General Meetings. The right to vote at General Meetings shall be available only to those Members:
  - (a) whose class of membership affords them the right to vote; and
  - (b) where required to pay a Membership Fee or Special Levies, who have paid that fee and those levies.

## **9. MEETINGS OF MEMBERS**

- 9.1 General Meetings may be either Annual General Meetings or Special General Meetings.
- 9.2 The Board may from time to time conduct voting on matters arising in a General Meeting via an online voting system. The Board may contract out the operation of an online voting system to a suitable service provider on condition that:
  - (a) the Board shall continue to exercise control over all procedures relating to the conduct of meetings as required by these Rules; and
  - (b) any system adopted shall preserve the confidentiality of the way individual Members have voted.
- 9.3 Online voting shall be made available for the election of officers and members of the Board at any Annual General Meeting.
- 9.4 All Members entitled to vote shall be given access to any online voting system adopted by the Board.
- 9.5 When online voting is used for any matters arising in a General Meeting:
  - (a) each Member shall be entitled to vote either in person or online, but not both, and if a Member votes in both ways on the same matter then both votes shall be deemed invalid;

- (b) online voting shall close 24 hours before the time appointed for the meeting. The result of online voting will be collated by an employee of NZAMI and presented to the meeting after Members present at the meeting have cast their votes; and
  - (c) the outcome of a vote shall comprise the combined results of online voting and voting by Members present at the meeting.
- 9.6 At least ten calendar days before the date of any General Meeting, the Secretary shall notify each Member either by post or otherwise:
- (a) the date, time and place of the meeting;
  - (b) if applicable, whether online voting will be used for any matters arising at that meeting, and information about those matters in order to ensure, as far as reasonably possible, that Members are able to make an informed decision if they are not present at the meeting; and
  - (c) in the case of a Special General Meeting, the purpose of that meeting.
- 9.7 The quorum necessary for any General Meeting shall be 15 Members who are physically present at the place of the meeting.
- 9.8 Members may be represented for speaking purposes only at General Meetings by a proxy, provided that a written proxy has been lodged with the Secretary at least 24 hours prior to the commencement of the General Meeting
- 9.9 At any General Meeting a resolution put to the meeting shall be decided on an open poll unless a secret poll is requested by the Chairman or by at least three Members present and entitled to vote.
- 9.10 Unless otherwise specified in these Rules any resolution at a General Meeting shall pass by simple majority. Should a vote result in a tie the Chairman shall be entitled to a casting vote.
- 9.11 As soon as practicable after any General Meeting the Secretary shall publish the minutes through any newsletter of NZAMI or in such other form as the Board may decide upon from time to time.
- 9.12 A further copy of the minutes of an Annual General Meeting shall be circulated prior to the next Annual General Meeting.

## **10. ANNUAL AND SPECIAL GENERAL MEETINGS**

- 10.1 The Annual General Meeting shall be held not later than the month of August in each calendar year. The order of business at any Annual General Meeting shall be:
- (a) To receive apologies;
  - (b) To confirm the minutes of the previous Annual General Meeting;
  - (c) To consider matters arising from those minutes;
  - (d) To receive the Chairman's report;



- (e) To receive the Treasurer's report;
- (f) To elect the following officers and members to the Board;
  - (i) A Chairman
  - (ii) A Vice-Chairman
  - (iii) Eight Directors;
- (g) To consider and make recommendations to the Board on remits and motions brought forward from Special General Meetings;
- (h) To consider and make recommendations to the Board on any motion proposed by any Member, notice of which has been given to the Secretary not less than 21 days prior to the date of the Annual General Meeting. The full text of any such motion and explanatory notes to be included in the notice of meeting;
- (i) To vote on any notice of proposed amendment, addition or rescission of the Rules; and
- (j) To consider general business and make recommendations to the Board where appropriate.

10.2 A Special General Meeting may be called by the Board at any time or upon receipt of a written application by not less than twenty Members. The Secretary shall call such a Special General Meeting within twenty-eight days of receipt of the application.

## **11. BOARD OF DIRECTORS**

11.1 The affairs of NZAMI shall be managed by its Board of Directors.

11.2 The Board shall consist of:

- (a) Where the Chairman has not been the Chairman of NZAMI for the previous year, the immediate past Chairman, Chairman, Vice-Chairman and eight Directors; or
- (b) Where the Chairman is re-elected for a further term, the Chairman, Vice-Chairman and eight Directors.

11.3 All Directors shall be Members of NZAMI whose class of membership entitles them to be elected to and serve on the Board. Not less than four Directors shall have been Members for a period of not less than 12 months prior to nomination. No more than one employee, director or shareholder of the same organisation may be a Director at any one time.

11.4 Nominations for the offices of Chairman, Vice-Chairman and eight Directors shall be delivered to the Secretary of NZAMI at least fourteen days prior to the date of the Annual General Meeting. Nominations shall be made in writing by a Member and shall state the position for which the person is nominated, shall contain the consent of the person being nominated and shall contain a declaration of any other interest, involvement or position held by the person being nominated with any other organisation or activity which may conflict with the Objects of NZAMI.

- 11.5 In the event of insufficient nominations being received by the date for closing of nominations, the Chairman of the Annual General Meeting shall call for further nominations from the meeting for the vacant positions subject to the signed consent of the nominees being submitted to the Chairman of the meeting. Vacancies remaining at the close of the meeting or any adjournment thereof shall be treated as casual vacancies.
- 11.6 The elected Chairman, Vice-Chairman and eight Directors shall hold office for twelve months. All Board members shall be eligible for nomination and re-election to any position on the Board at the end of that period.
- 11.7 The Board shall appoint a Treasurer and Secretary who may be the same person and who need not be Board members, on such terms and conditions as the Board sees fit.
- 11.8 The quorum necessary for the transaction of business of the Board shall be four.
- 11.9 Unless otherwise specified in these Rules or the Regulations any decision of the Board shall be by a simple majority of those present. In the case of decisions made by email all Board members shall be deemed to be present.
- 11.10 The Board shall exercise all such acts and do such things as may be necessary to carry out the Objects.
- 11.11 The Board may delegate any of its powers under these Rules to committees and sub-committees as the Board sees fit, excluding the suspension and termination of membership.
- 11.12 The Board may co-opt members or their representatives on to the Board provided that such co-opted members shall have no voting rights.
- 11.13 The Board shall have custody of NZAMI's papers and documents and is responsible to ensure they are stored in an appropriate location and environment.
- 11.14 The Board shall have authority to fill any vacancy which may occur in the composition of the Board.
- 11.15 The Board shall be responsible for the investment and control of the funds of NZAMI.
- 11.16 The Board may establish its own rules for the acceptable conduct of its meetings and may decide by a two-thirds majority to eject from its meetings anyone acting in a manner which is disruptive or injurious to the deliberations of the Board.
- 11.17 The office of a Board member shall be vacated:
  - (a) if he or she dies or resigns his or her office;
  - (b) if he or she is absent from meetings of the Board for more than two consecutive meetings without the consent of the Board;

- (c) if he or she has been convicted of any crime involving dishonesty or has been adjudicated bankrupt or has made any assignment for the benefit of creditors or has made any composition with creditors;
- (d) if membership of NZAMI is terminated;
- (e) if his or her licence as an immigration adviser, or his or her certificate to practise as a lawyer, is not renewed or is cancelled;
- (f) if during his or her office he or she becomes aware of a conflict regarding his or her involvement in an organisation or activity and he or she fails to provide a declaration to the board of any such interest which may conflict with the Objects of NZAMI;
- (g) if his or her interest, involvement or position held in any other organisation or activity may in the opinion of the Board conflict with the Objects of NZAMI;
- (h) if he or she is removed from office by resolution of a Special General Meeting called for that purpose.

11.18A Board member will be automatically suspended from the Board if his or her membership is suspended, or his or her business's membership is suspended, for the same duration as the relevant suspension of membership.

11.19 All Board members shall be indemnified by NZAMI in respect of any civil liability which they may incur in the proper performance of their duties. The Board will ensure that appropriate insurance cover is obtained to support this indemnity.

11.20 For all Board Members:

- (a) the Membership Fee shall be waived with effect from the beginning of the financial year following the Board Member's election and/or appointment to the Board;
- (b) the cost of attendance at NZAMI CPD events including Seminars, Webinars and Conference shall be waived for the period within which the Board Member is a Member of the NZAMI Board.

11.21 Board Members may be awarded an honorarium. At its first meeting after the relevant Annual General Meeting the Board shall determine:

- (a) The total amount to be budgeted for the purpose of honorariums to Board Members of the newly elected Board;
- (b) The amount of honorarium, if any, to be awarded to Board Members based on their role on the Board:
  - (i) Chair;
  - (ii) Vice Chair;
  - (iii) Immediate Past Chair (if relevant);

- (iv) The Chairs of the various Committees (if honorariums are awarded to Chairs of Committees the amounts of those honorariums may vary);
- (v) Other Board members.

When determining the amount to be paid to a Board Member the Board shall give due consideration to Rule 4.3 to ensure the payment is reasonable and relative to payments that would be made between unrelated parties

11.22 The Board may from time to time determine that an ad hoc payment be made to a Board Member in recognition of that Board Member's extraordinary work load arising from a specific NZAMI related matter. At its first meeting after the relevant Annual General Meeting the Board shall determine the total amount to be budgeted for the purpose of such ad hoc payments to Board Members during the twelve month term of the newly elected Board. When determining the amount to be paid to a Board Member the Board shall give due consideration to Rule 4.3 to ensure the payment is reasonable and relative to payments that would be made between unrelated parties.

## **12. CONDUCT OF MEMBERS**

- 12.1 The rules governing the conduct of Members of NZAMI shall be as detailed in these Rules and the Regulations including the Code of Ethics, with the saving that Members who are regulated by a professional body as set out in cl. 12.2 shall not be bound by the Code.
- 12.2 NZAMI shall have no jurisdiction to enquire into the professional conduct of any Member where that conduct is regulated by a professional organisation to which that Member belongs, or by a licensing body with whom that Member holds a license, including but not limited to:
  - (a) The Immigration Advisers Authority; and
  - (b) The New Zealand Law Society.
- 12.3 For the avoidance of doubt, where the conduct of a Member is not subject to other regulation as per cl. 12.2 NZAMI shall have jurisdiction to enquire into that conduct.
- 12.4 Every Member who is not otherwise regulated by a professional body as set out in cl. 12.2 shall display a copy of the Code in a prominent place in his/her or its place of business so as to be easily viewed by clients and staff.

## **13. DISCIPLINE AND INVESTIGATIONS**

- 13.1 One or more Investigation Committees, each consisting of three persons and including at least one Director, shall from time to time be appointed by the Board and each Investigation Committee shall appoint its own chairperson.
- 13.2 Any Member, person or organisation dealing with a Member ("the complainant") may initiate the exercise of these disciplinary powers and

procedures by a complaint in writing lodged with the Secretary alleging that a Member ("the subject Member") has contravened any of the provisions of these Rules, the Regulations or of the Code. NZAMI shall refuse to investigate such a complaint if cl. 12.2 applies.

- 13.3 The Secretary shall as soon as practicable after receipt of a complaint initiate the complaints process as detailed in the Regulations.
- 13.4 The Board, acting on a recommendation of the Investigation Committee, may suspend membership of the subject Member in accordance with the Regulations pending the outcome of an inquiry into a complaint.
- 13.5 The Board may authorise an Investigation Committee to engage a barrister or solicitor or other appropriately qualified person or organization to conduct all or part of the inquiry into a complaint and to assist the Investigation Committee in preparation of its report and recommendation.
- 13.6 The Board, upon receipt of such report shall, after such further investigations as it may think fit, either directly or indirectly through the Investigation Committee, determine by resolution whether or not the subject Member has breached these Rules or the Regulations including the Code.
- 13.7 Should the Board resolve pursuant to cl. 13.6 that the subject Member has incurred a breach then the Board shall further resolve to take further action which may include, but is not limited to, one or more of the following steps:
  - (a) To counsel the subject Member concerning issues arising from the complaint;
  - (b) To censure the subject Member;
  - (c) To suspend membership in accordance with the Regulations;
  - (d) To fine the subject Member an amount of either \$500.00, \$1000.00 or \$2000.00 (plus GST if applicable), depending on the severity of the breach, such fine to be paid to NZAMI and used for its general purposes;
  - (e) To require the subject Member to make a full or partial refund to any client of the subject Member; and/or
  - (f) To terminate the subject Member's membership.
- 13.8 The Board may require the subject Member to reimburse all or part of the expenses of and incidental to the inquiry into the complaint.
- 13.9 Should the Board determine that the subject Member has not breached these Rules, the Regulations or the Code, the Board may nonetheless counsel the subject Member concerning issues arising from the complaint.
- 13.10 The Secretary shall enter the outcome in a register of complaints, advise the complainant in writing of the outcome of the complaint and (in the event of termination of membership), advice of the complaint and the termination shall be circulated to Members at the next convenient opportunity.

- 13.11 No Member will use any complaint, statement or communication made in the course of disciplinary procedures under these Rules and Regulations for the purpose of or in the course of any civil claim or action.

#### **14. LAPSE OF MEMBERSHIP**

- 14.1 The membership of any Member who has failed to pay a Membership Fee or Special Levy shall lapse in the event of failure of that Member to pay that fee or levy within one calendar month after the date of issue of a letter or email from the Secretary or Treasurer warning that failure to pay the overdue fee or levy would result in lapse of membership.
- 14.2 When membership lapses, the Board may identify the Member's status as lapsed on any published lists of Members.
- 14.3 An ex-Member whose membership has lapsed under cl. 14 may reapply for membership under the provisions of cl. 6.

#### **15. SUSPENSION OF MEMBERSHIP**

- 15.1 The purpose of suspension is to provide temporary protection to the interests of NZAMI in the circumstances listed in cl. 15.2. Unless lifted by the Board pursuant to cl. 15.6 suspension shall continue until either the circumstances described in cl. 15.2 applicable to the Member have been resolved in the Member's favour or until the Board has reached a resolution on proceedings for termination of membership pursuant to cl. 16.
- 15.2 The Board may suspend membership in the following situations:
- (a) Where court action has been taken against a Member by NZAMI or other party or parties, and where that action relates to a breach of the Rules or the Code;
  - (b) Where court action has been taken against a Member by NZAMI or other party or parties, and where, if that action were successful, it would disqualify the Member from holding a licence under the Immigration Advisers Licensing Act 2007 or from holding a practising certificate as a lawyer;
  - (c) Where action is taken against a Member which on the information provided to the Board is considered likely to lead to bankruptcy or to legal action which, if that action were successful, would disqualify the Member from holding a licence as an immigration adviser or from holding a practising certificate as a lawyer;
  - (d) Where action has been taken against a Member by the Immigration Advisers Authority, the New Zealand Law Society or other regulatory body;
  - (e) Where a complaint has been made against a Member and/or where the actions of a Member are of sufficient severity to risk bringing NZAMI into disrepute; and/or

- (f) In such other circumstances as the Board may decide by a two-thirds majority that suspension is appropriate in the circumstances. If membership is suspended under this cl. 15.2(f) then the Board shall immediately initiate termination proceedings pursuant to cl. 16.

15.3 When membership is suspended, the following procedure shall apply:

- (a) the Secretary is to write to the Member at the earliest possible opportunity advising that membership has been suspended, stating the grounds for the suspension and inviting the Member to respond within 21 calendar days of the date of the letter;
- (b) Any response from the Member is to be circulated to the Board, and the Board is to give consideration to the response of the Member and either confirm or withdraw the suspension; or
- (c) If the Member does not respond the suspension shall remain in effect.

15.4 In the event of any Member being suspended the Board may remove the Member's details from any lists of Members.

15.5 The Board may at its discretion advise the Immigration Advisers Authority and/or Immigration New Zealand of a Member's suspension.

15.6 The Board may lift suspension of any Member in accordance with the relevant Regulation or when it decides by a two-thirds majority that lifting the suspension is appropriate in the circumstances.

## **16. TERMINATION OF MEMBERSHIP**

- 16.1 A Member may resign from membership at any time by filing a written resignation with the Secretary, but without prejudice to NZAMI's right to recover arrears of Membership Fees or any other amounts owed by the Member to NZAMI as at the date of receipt of resignation by the Secretary.
- 16.2 The Board shall have full power to terminate the membership of any Member by resolution in any of the following circumstances:
- (a) Pursuant to the provisions of cl. 14 of these Rules;
  - (b) On account of bankruptcy or liquidation of a Member;
  - (c) On account of a Member being denied a licence or having a licence cancelled under the Immigration Advisers Licensing Act 2007;
  - (d) On account of a Member being denied a practising certificate or having a practising certificate cancelled under the Lawyers and Conveyancers Act 2006;
  - (e) For failing to meet (or failing to continue to meet) the standards of expertise, qualifications or other criteria which are prerequisites for that Member's class of membership as set out in Regulations; and
  - (f) On any other ground which the Board in its discretion decides by a two-thirds majority is proper.
- 16.3 Before the Board takes the decision to terminate membership pursuant to clause 16.2 the Board shall provide the Member with a reasonable opportunity (being not less than 3 months from the date of notification of failure to meet the relevant membership requirement) to meet that membership requirement.
- 16.4 Before the Board decides to terminate the membership of a Member on any grounds pursuant to cl. 16.2(a), the following procedure shall apply:
- (a) Notice of the proposal for termination of membership shall be given to all Board members and to the Member concerned at least 21 calendar days before the date of the Board meeting at which termination is to be considered;
  - (b) The Member shall be entitled to be present at that meeting and to be heard;
  - (c) A resolution to terminate membership shall require a two-thirds majority of the Board;
  - (d) The termination of a Member's membership shall take effect immediately following the passing of the resolution to terminate membership.
- 16.5 There shall be no right of appeal from a decision by the Board to terminate membership.



- 16.6 In the event of any Member resigning or having membership terminated, the Board may publish notice of termination in such publications as it thinks proper including the NZAMI website and the public notices of a newspaper circulating in the area in which the former Member has their place of business, advising that the former Member is no longer a Member of NZAMI.
- 16.7 The Board must advise the Immigration Advisers Authority and Immigration New Zealand of the termination of membership of any Member.
- 16.8 Following termination of membership, the former Member shall:
- (a) immediately cease to use NZAMI's logo and promotional materials; and
  - (b) refrain from holding out membership of NZAMI in any of the literature, stationery or promotional material used by the Member in the Member's business.

## **17. ACCOUNTS**

- 17.1 The financial year of NZAMI shall run from the 1st day of April until the 31st day of March in each year.
- 17.2 An auditor or chartered accountant who is not a member of NZAMI and who shall be a member of the New Zealand Society of Accountants may be appointed at each Annual General Meeting at the discretion of those present. An auditor so appointed shall audit the accounts of NZAMI, or a chartered accountant so appointed shall carry out a financial review of the accounts of NZAMI, and shall attach an audit letter or financial review respectively to the Treasurer's annual financial statements for presentation to the Annual General Meeting. If the auditor or chartered accountant is unable to act the Committee may appoint a replacement auditor or chartered accountant.
- 17.3 NZAMI shall conduct a financial review every three years and a financial audit every six years.

## **18. REGISTERED OFFICE**

- 18.1 The Board shall by resolution decide the place of the registered office of NZAMI.
- 18.2 The NZAMI shall have a Common Seal to be kept in the custody of the Secretary.
- 18.3 The Common Seal shall be affixed to documents executed on behalf of the NZAMI by the Secretary only following a resolution of the Board, communicated to the Secretary in writing.

## **19. RULES**

- 19.1 All Members and non-Member officers of NZAMI are presumed to be familiar with the contents of these Rules. No action by a Member which contravenes the Rules may be excused by lack of knowledge of that fact, and may for that reason be held invalid.
- 19.2 Any Member may ask for and be provided with a copy of the Rules by the Secretary. The Committee may determine that Members shall be charged for the cost of supplying copies of the Rules.
- 19.3 The Rules may be amended, added to, or rescinded by a two-thirds majority vote of Members that do vote and who are entitled to vote pursuant to cl. 8.5, provided that:
- (a) notice of the proposed amendment, addition, or rescission has been given to Members with the notice of that meeting; and
  - (b) online voting is made available to Members about the proposed change of the Rules
- 19.4 No addition or amendment shall in any way alter the charitable or non-profit status of NZAMI. If any such addition or amendment creates the potential for altering that status it shall be interpreted wherever possible to have a meaning which does not alter that status.

## **20. REGULATIONS**

- 20.1 The Board may by a majority vote make, amend, add to or rescind the Regulations for the conduct of the affairs of NZAMI and its Members, provided that those Regulations so made, added or amended are consistent with the provisions of these Rules and the Objects.

## **21. WINDING UP**

- 21.1 In the event of NZAMI being wound up, the surplus assets, after payment of NZAMI's liabilities and expenses of winding up, shall be disbursed in such manner as shall be resolved at a Special General Meeting to be called for that purpose.

## **22. NOTICES**

- 22.1 All notices or other communications to be given under these Rules may be given at the recipient's last known place of address (or such other address within New Zealand as that party may have specified in writing) and shall be deemed to have been duly given or made:
- (a) in case of a communication by letter on the third day after being posted by mail, correctly addressed and stamped;
  - (b) if given by hand, on personal delivery to the recipient or to such address;

- (c) in the case of a communication by facsimile when transmitted with no indication of incomplete transmission to the recipient's last known facsimile number; and
- (d) in the case of a communication by email when transmitted with no notice of delivery failure to the recipient's last known email address.

22.2 Any such notice which has been served on a Saturday, Sunday or public holiday is deemed to be served on the first business day after such day at the place of receipt.

### 23. GOVERNING LAW AND CURRENCY

23.1 These Rules are governed by and construed in accordance with the laws of New Zealand for the time being in force.

23.2 Any reference to currency is deemed to be in New Zealand Dollars.

Certified as a true copy of the Rules of the New Zealand Association for Migration and Investment including amendments adopted at the Annual General Meeting held on 06 November 2020.

Name	Signature	Date
<u>JUNE RANSON</u>	<u>J. Ranson</u>	<u>10 / 12 / 20 20</u>
<u>Katy Marston-Key</u>	<u>K. Marston-Key</u>	<u>10 / 12 / 20 20</u>
<u>Dion Smart</u>	<u>D. Smart</u>	<u>10 / 12 / 20 20</u>

