



INSTITUTE OF FINANCIAL ADVISERS INC.

G3 - CODE OF PROCEDURE

EFFECTIVE 1 JANUARY 2012

Table of Contents

1.	BASIS FOR CODE	1
2.	CONFLICT.....	1
3.	INTERPRETATION	1
4.	PRIOR ACTS.....	1
5.	MEETINGS OF THE INSTITUTE.....	1
6.	BRANCHES	5
7.	<i>THE COUNCIL</i>	6
8.	PREPARATION FOR COUNCIL MEETINGS - DUTIES OF CHIEF EXECUTIVE OFFICER.....	8
9.	PRESIDENT'S ADDRESS	8
10.	BYLAWS	9
11.	REMITTS	10
12.	QUESTIONS.....	10
13.	REMOVAL OF OFFICER	11
14.	BOARD.....	12

Institute of Financial Advisers Code of Procedure

1. BASIS FOR CODE

- 1.1. This Code is established by the Council of the Institute of Financial Advisers Incorporated (“the Institute”) pursuant to clause 20.1 of the Institute’s Constitution.

2. CONFLICT

- 2.1. In the event of any conflict between the provisions of this Code and the provisions of the Constitution the provisions of the Constitution shall prevail. In the event of any conflict between the provisions of this Code and the provisions of any Bylaw of the Institute the provisions of this Code shall prevail unless such Bylaw amends this Code or is stated to override the provisions of this Code.

3. INTERPRETATION

- 3.1. In this Code unless the context otherwise requires, capitalised terms bear the same meaning as is set out in the Constitution. References in this Code to a clause number prefixed by a “G1” are references to clauses in the Constitution. References to “Financial Year” mean the Financial Year commencing 1 July and ending the following 30 June.

4. PRIOR ACTS

- 4.1. All offices and appointments, records, instruments, publications and generally all acts of authority that originated prior to adoption of this Code and are subsisting and in force immediately prior to the adoption of this Code shall continue and be deemed to be in full force except as varied by this Code and all acts matters and deeds commenced prior to the adoption of this Code and pending or in progress immediately prior to the coming in to force of this Code may be continued and completed under this Code.

5. MEETINGS OF THE INSTITUTE

5.1. Proceedings at Annual General Meetings

- a. **Chair:** The President shall preside as Chair, or in the absence of the President within 15 minutes after the time appointed for the holding of the meeting, the meeting shall elect one of their number as Chair for the meeting.

- b. **Chair's Duties:** The Chair:
 - i. Chairs the meeting;
 - ii. Ensures that a democratic approach prevails and those present receive a fair hearing;
 - iii. Signs off minutes of the previous meeting once approved by those present;
 - iv. Follows up actions that should have been taken as a result of decisions taken at previous meetings;
 - v. Liaises with Members who have asked for specific items to be added to an agenda.

- c. **Progress of Meetings:** In the absence of any agreement to the contrary meetings shall progress as follows:
 - i. Apologies;
 - ii. Minutes of last meeting to be discussed, amended if necessary, and confirmed;
 - iii. Matters arising from last meeting;
 - iv. Business, including consideration of Annual Report and Annual Financial Statements for the Institute;
 - v. General business.

- d. **Quorum:** No business shall be transacted at the Annual General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The quorum for the Annual General Meeting shall be 10 financial Members present in person. If no quorum is present within half an hour from the time appointed for the commencement of the Annual General Meeting, the meeting shall be deemed to be adjourned to a date, time and place appointed by the Chair of the meeting.

- e. **Adjournment:** The Chair of the Annual General Meeting may, with the consent of the meeting, (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.2. Means of Voting

- a. **Means of Voting:** At an Annual General Meeting, a resolution put to the vote of the meeting shall be decided on the voices, on a show of hands or by secret ballot and the Chair shall declare the result of the voting immediately after the vote has been taken.
- b. **Request for Show of Hands:** Where voting is taken on the voices, any Member may forthwith after the voting on the voices; request that a show of hands be taken in which case the Chair shall immediately call for a show of hands.
- c. **Secret Ballot:** Any Member may request that a resolution put to the vote of the meeting shall be decided by secret ballot.
- d. **Declaration of Result:** A declaration by the Chair that a resolution has on the voices, on a show of hands or by secret ballot been carried or carried unanimously, or by a particular majority, or lost, or of the result of an election, and an entry to that effect in the Minute Book of the Institute shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded.
- e. The Chair will have a casting vote.

5.3. Proxies

- a. **Appointment of Proxy:** Any Member may by notice in writing, not less than 48 hours before the time for holding the meeting, appoint any other Member to be his or her proxy to attend and vote at the Annual General Meeting.
- b. **Form of Proxy:** An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“THE INSTITUTE OF FINANCIAL ADVISERS INCORPORATED

I _____ of _____ being a Member of the Institute hereby appoint _____ or failing him/her the Chair of the meeting as my proxy to vote for me on my behalf at the Annual General Meeting of the Institute to be held on the _____ day of _____ 20__ and at any adjournment thereof.

SIGNED this _____ day of _____ 20 ____”

- c. **Instruction as to Voting:** Where it is desired to afford a Member an opportunity for voting for or against a particular resolution, the instrument appointing a proxy shall be amended as follows or as near thereto as circumstances permit namely by adding at the foot of the proxy the following.

- This form is to be used in favour of/against the resolution to [specify resolution or resolutions].
- Unless otherwise instructed the proxy will vote as he or she thinks fit.
- Strike out whichever is not desired.

Note where the form is to be used in favour of or against the resolution the proxy may vote as he or she thinks fit if the resolution is amended at the meeting.”

- d. **Incapacity or Revocation:** A vote given in accordance with the terms of an instrument of a proxy is valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was signed, if no information in writing of such death, insanity or revocation has been received by the Institute at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

5.4. Voting Rights at an Annual General Meeting

Every Member present in person or by proxy shall have one vote. No Member shall be entitled to vote unless he or she has paid to the Institute all amounts then due to the Institute.

5.5. Simple Majority Required to Pass Resolutions

All resolutions put to the vote of an Annual General Meeting shall be carried or deemed to be carried as a resolution if more than one half of the total votes cast in person or by proxy are in favour of the resolution.

5.6. Minutes

The Chair must ensure that proper minutes are kept of all proceedings at the meeting.

5.7. Special General Meetings

- a. **Convening of Meeting:** The Council or the Board may authorise the Chief Executive Officer to convene a Special General Meeting of the Institute (G1-27.1)
- b. A Special General Meeting must be called for the Institute upon receiving a written request signed by at least 10% of the Members (G1-27.2)
- c. A General meeting may be both a Special General Meeting and an Annual General Meeting of the Institute.
- d. **Notice to State Business:** A notice convening a Special General Meeting of the Institute need not state the exact words of any resolution proposed to be moved or passed at the meeting provided the notice includes a reasonable description of the matter or matters to be determined.
- e. **Applicability of Code:** Except as otherwise provided, all of the provisions of this Code relating to an Annual General Meeting shall apply equally to Special General Meetings as if references to “Annual General Meeting” were references to “Special General Meeting”.

5.8. Postal Voting Without Meeting

- a. **Authority for Postal Voting:** The Council or the Board may from time to time permit the voting by Members on any resolution to be conducted without any meeting by postal voting as defined in the Constitution. .
- b. **Validity of Result:** The result of voting on any resolution conducted pursuant to this clause shall be as valid as if the resolution were passed at a meeting duly convened and held.
- c. **One Vote per Member:** On a postal vote every Member shall have one vote unless he or she has not paid the Institute all amounts then due to the Institute.
- d. **Notice:** A notice of postal voting shall be given to Members not less than 14 days prior to the closing postal date specified in the notice of postal voting in the same manner as notice for an Annual General Meeting and all of the provisions relating to giving notice specified in respect of an Annual General Meeting shall apply.
- e. **Omission to Give Notice:** The accidental omission to give notice of postal voting to, or the non-receipt of any such notice by any Member or Members shall not invalidate the postal voting.
- f. **Name of Authorised Person:** The notice of postal voting must state the name of the person authorised by the Council or the Board to receive and count postal votes.
- g. **Casting of Vote:** A Member may cast a postal vote on all or any of the matters to be voted on by postal vote by sending a notice of the manner in which his or her vote or votes is or are to be voted to the person authorised to receive and count postal votes or to the Institute. The notice must reach that person or the Institute prior to the end of the postal closing date specified in the notice of postal voting.
- h. **Duties of Authorised Person:** It is the duty of the person authorised to receive and count postal votes:
 - i. To collect together all personal votes received by him or her or by the Institute;
 - ii. In relation to each resolution to be voted on at the meeting to count the number of votes cast by each Member in favour of the resolution and the number of votes cast by each Member against the resolution;
 - iii. To sign a certificate that he or she has carried out the duties set out in this clause and which sets out the results of the counts required by this clause; and
 - iv. To ensure that the certificate required by this clause is presented to the President of the Institute.

6. BRANCHES

6.1. Functions of Branch

The functions of the Branches and Branch Committees are those normally and ordinarily associated with a branch of any association of persons whether incorporated or not provided that such functions are consistent with the objectives of the Institute (G115.3) and shall include the following functions:

- a. To constitute an administrative and operational body for Members of the Branch.
- b. Undertake Membership development activities.
- c. Organise membership education and other activities for Members.
- d. Promote the interests of and foster fellowship amongst Members in all areas.
- e. Implement policies established by the Board or the Council.
- f. Involve itself in increasing public awareness of the Institute, including the functions of the Institute and its professional standards.
- g. Consider Bylaws or amendments to Bylaws and/or remit to General Council so that Members can give guidance or instruction (refer G1-19.9c) to Branch Delegates who will attend Council on their behalf.
- h. Make recommendations to the Board from time to time.
- i. Provide the Board with minutes of Branch Committee meetings.
- j. Provide the Board with annual business plan and budget, report against these plans on a regular basis, and submit an annual report on behalf of the Branch.

6.2. Applicability of Code

All of the provisions of Part 6 of this Code relating to Annual General Meetings shall apply equally to Annual General Meetings of Branches as if references in clauses 6.1 and 6.2 to "Institute" were references to the Branch, except that the Chair of the Branch shall preside as Chair of the meeting, and the quorum shall be as stated in G115.5.

6.3. Postal Voting without Meeting

A Branch Committee may conduct a postal ballot amongst the Members of the Branch in the same manner as provided for Members of the Institute.

6.4. Voting Rights at an Annual or Special General Meeting of Branch Members

Every Member present in person or by proxy shall have one vote. No Member shall be entitled to vote unless he or she has paid to the Institute all amounts then due to the Institute.

6.5. Majority Required to Pass Resolutions

All resolutions put to the vote of an Annual or Special General Meeting shall be carried or deemed to be carried as a resolution if more than one half of the total votes cast in person or by proxy are in favour of the resolution.

6.6. Election of Officers of Branch Committee

- a. The Chair, Secretary and Treasurer or Secretary/Treasurer and all Members of the Branch Committee are to be elected by the Members of the Branch provided that the Branch Committee shall have authority to fill vacancies.

- b. The election of all Members of the Branch Committee shall take place at the Annual General Meeting of the Branch.
- c. Elected Members of a Branch Committee hold office for the forthcoming Financial Year.
- d. All Branch Officers shall be Members of the Institute.

6.7. Election of Delegates to Council

The Branch Committee must elect up to two Delegates to sit on the Council. Such person(s) may be the Branch Chair and/or other Branch Committee Members – (G1-14.5).

6.8. Quorum for Branch Committee Meetings

The quorum for Branch Committee meetings is a simple majority of branch committee members. (g1-14.4)

6.9. Voting

At meetings of the Branch Committee voting shall be by Members present on the basis of one vote per person with resolutions to be passed if more than a simple majority of those entitled to vote and voting, vote in favour of the resolution. The Chair of a Branch Committee meeting shall not have a casting vote.

6.10. Branch Operations Manual

The Board is to provide and maintain a Branch Operations Manual. The purpose of the manual is to assist Branches in the effective and efficient running of their Branches.

7. THE COUNCIL

7.1. The Council is the supreme policy making and Member Representative body of the Institute – G1-17.1.

7.2. Proceedings at Council Meetings

The Council may meet in ordinary session, special session, or by means of telephone communication pursuant to clause 8.3.

7.3. Meetings by telephone

- a. The contemporaneous linking together by telephone of a number of the Councillors (which for the purpose of clause G1-18 includes any substitute appointed by a Branch Delegate) not less than the quorum, shall be deemed to constitute a meeting of the Council if:
 - i. all the Councillors for the time being entitled to receive notice of a meeting of the Council shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given by telephone; or other reasonable means.
 - ii. each of the Councillors taking part in the meeting by telephone must be able to hear each of the other Councillors taking part at the commencement of the meeting; and
 - iii. at the commencement of the meeting and at or about the closure of the meeting each Councillor must acknowledge his presence for the purpose of a meeting of the Council to all the other Councillors taking part.

- b. A Councillor may not leave the meeting by disconnecting his or her telephone unless he or she has previously obtained the express consent of the Chair of the meeting. A Councillor shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless he or she has previously obtained the express consent of the Chair to leave the meeting.
- c. A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.
- d. For the purposes of this clause, "telephone" shall include television or any other audio and visual device which permits instantaneous communication.

7.4. Notice

- a. The Chief Executive Officer must give notice to all Councillors who are in New Zealand at their last known residential or business address not less than 21 days before a meeting of the Council is due to commence, unless all Councillors waive such notice G119.4.
- b. The notice must contain:
 - i. The time and date of the meeting ,
 - ii. the place of the meeting ,
 - iii. the type of the meeting ,
 - iv. the business of the meeting,
 - v. and any other information and particulars as the Board shall direct - C19.4.
- c. The accidental omission to give notice of a Council Meeting to any Councillor or the non-receipt of that notice by any Councillor or Councillors shall not invalidate the proceedings at that meeting.

7.5. Members and invited guests may attend Council Meetings

- a. Members are entitled to attend Council meetings in ordinary or special session as observers.
- b. Other people may be invited by the Chair of the meeting to attend as observers.
- c. If in the opinion of the Council, a Member's conduct is such as to disturb or interfere with its proceedings it may order that person to leave the room and to enforce its order by such means as are lawful and necessary (G1-19.6).

7.6. Voting procedure

- a. Any Councillor not present at any meeting of the Council may delegate in writing his/her vote to another Councillor provided that a Branch Delegate may only delegate to another Branch Delegate or the Chair and a Director to another Director or the Chair.
- b. Ordinary resolutions of the Council must be supported by a simple majority of the votes of those entitled to vote and voting.
- c. Where a Special resolution is required, the provisions of clause G119.10 of the Constitution apply.

7.7. Postal Voting of Council

- a. Council may conduct a postal vote of Councillors, provided notice is given to all Councillors.
- b. Subject to sub clause (c) below, a resolution in writing, signed or assented to by a majority of the Councillors then entitled to receive notice of a Council meeting is as valid and effective as if it had been passed at a meeting of the Council duly convened and held.

- c. The Chair shall certify on the resolution that all of the Councillors (including substituted persons if any) entitled to receive notice of a Council meeting were given written notice of the proposed resolution no later than 2 working days prior to the date the resolution was signed or assented by the majority of Councillors.
- d. A resolution in writing above may consist of one or more documents in like form, each signed by one or more Councillors and a copy, facsimile transmission or other electronic reproduction of any such document signed or assented to by one or more Councillors shall be conclusive evidence of the execution of the original document by those Councillors.

7.8. Minutes

The Chair of the meeting must ensure proper minutes are kept of all proceedings at the meeting.

7.9. Meeting in Committee

At any session of the Council, the Council may if it wishes move into committee.

7.10. Regulation of Council Procedures

Except as provided in this Code or the Constitution, the Council may regulate its own procedure.

8. PREPARATION FOR COUNCIL MEETINGS - DUTIES OF CHIEF EXECUTIVE OFFICER

- 8.1. Not less than 21 days before the day on which an ordinary session is to commence, the Chief Executive Officer shall send to each Councillor:
 - a. A copy of the minutes of the previous ordinary session;
 - b. President's report;
 - c. Board Chair's Report
 - d. Chief Executive Officer's Report
 - e. Branch reports;
 - f. A schedule of remits for consideration;
 - g. Texts or draft Bylaws to be introduced;
 - h. Reports from Council committees (if any);
 - i. A schedule of instructions made subsequent to the previous ordinary session;
 - j. A statement showing the income, expenditure, assets and liabilities of the Institute during the last financial year and for the period to the end of the month prior to the date upon which the Chief Executive Officer sends the above information.
- 8.2. If for any reason it is not possible for the Chief Executive Officer to provide all or part of the information contained in 9.1) of this section within the time prescribed, he or she shall inform each Councillor accordingly and shall state when the information will become available.
- 8.3. Where the session of the Council is special, the information supplied under clause 9.1 shall inform each Councillor as to the reason for the special session not less than 14 days before the day on which the Council is to convene or conduct a meeting by telephone in accordance with the Code.

9. PRESIDENT'S ADDRESS

- 9.1. The President shall present an address to the Council at the ordinary session to be held not later than 30 November in each year. The annual address to the Council by the President shall include at least the following:
- a. a review of the Institute's activities during the past financial year and for the period to the date of the meeting; and
 - b. a summary of the acts of the Board for the same periods; and
 - c. an indication of the policy the Board proposes to implement during the year of office subject to the Council's agreement.
- 9.2 If the President is not the Board Chair, the Board Chair shall also address the Council, covering items b and c of clause 10.1.

10. **BYLAWS**

- 10.1. All Bylaws, or amendments to existing Bylaws, should be made available to Members via the Institute's website.
- 10.2. A Bylaw intended for passage at a session of the Council shall be sent to the Chief Executive Officer not less than 30 days before that session is to commence provided that the Council may waive this notice requirement.
- 10.3. Upon receipt of a draft Bylaw, the Chief Executive Officer shall cause sufficient copies, one to each Councillor, to be made and publication of the proposed Bylaw or amendment shall be carried out via the Institute's website drawing the attention of the membership to the proposal or amendment.
- 10.4. Nothing in the foregoing provisions of this section shall affect the right of the Board to introduce regulations for consideration by the Council at any time prior to or at a session of the Council provided that the Board shall, wherever possible, observe the time limits prescribed this section.
- 10.5. Bylaws shall be introduced and passed in the following manner:
- a. The presiding officer shall cause the title of the Bylaw to be read.
 - b. The presiding officer shall call upon a promoter of the Bylaw who shall be a Councillor to explain its purpose and the reasons for its introduction.
 - c. The promoter shall move, without seconder, that the Bylaw be passed whereupon the matter shall be open for debate.
 - d. At the conclusion of debate, the presiding officer shall put the question and a vote shall be taken without further discussion.
 - e. If the vote is carried, the Bylaw shall take effect according to its tenor.
 - f. If the motion is lost, the Council may further resolve that the draft Bylaw be:
 - i. referred to a committee of Council or the Board for consideration and report; or
 - ii. deferred until the next session of the Council; or
 - iii. referred to the Board for consideration; or
 - iv. incorporated as an amendment, whether in whole or in part, to an existing Bylaw.

11. REMITS

- 11.1. Remits, including any explanatory notes, shall be sent to the Chief Executive Officer so as to reach him or her not less than 30 days before the day on which the session is to commence.
- 11.2. No remit shall deal with more than one subject and the Chief Executive Officer may sever one remit into two or more depending on the number of subjects contained in the original remit provided that a remit shall not be rejected by reason only that it fails to comply with the provisions of this subsection.
- 11.3. The Chief Executive Officer shall cause sufficient copies of each remit, for one to each Councillor, to be made and publication of the remit along with any explanatory notes shall be posted on the Institute's website unless the CEO or Board determine otherwise.
- 11.4. A Councillor who has agreed to promote a remit shall, on being called by the presiding officer, move without seconder, that the matter contained in the remit be agreed to and adopted by the Council and may explain the intention of the remit. The matter shall then be open for debate.
- 11.5. At the conclusion of the debate, (including the right of reply by the promoter) the presiding officer shall put the motion and it shall be voted upon without further discussion.
- 11.6. If the motion so provided for is carried, the Council shall do whatever may be necessary, including passing a Bylaw, to put the contents of that remit into effect.
- 11.7. If the motion so provided for is lost, the Council may further resolve:
 - a. to refer it to the Board, a committee or the Executive for consideration and report; or
 - b. to defer it to the next session; or
 - c. to refer it to the promoter or signatories as the case may be, with such recommendations as it thinks fit.
- 11.8. No remit shall be introduced and promoted other than by a Councillor and in no circumstances shall the right be conferred on a Member, who is not a Councillor, to introduce or speak to a remit. The Chief Executive Officer is entitled to sever remits and to speak to remits.

12. QUESTIONS

- 12.1. Any Councillor may question a Member of the Board on matters relating to that area of the Institute's affairs for which the Board Member is responsible.
- 12.2. A Councillor may question a Branch Chair on any matter relating to the conduct of the Institute's affairs within that Chair's Branch.
- 12.3. The President or Board Chair, as appropriate, shall answer all questions which may be asked of him or her relating to the administration of the Institute and the implementation of such policy decisions as may have been made by Council.
- 12.4. No Councillor shall ask a question of any person or Member without the leave of the Chair of the meeting.

12.5. Any Member present at a Council session may ask a question of the Council or a Councillor with the leave of the presiding officer and subject to such terms as the presiding officer may impose.

12.6. It shall not be mandatory for a presiding officer to vacate the chair in order to answer a question unless he or she or the Council believe it to be necessary or desirable.

13. REMOVAL OF OFFICER

13.1. Notice of Motion

- a. No proceedings under G1-29 shall be commenced before the Council unless a Councillor has given not less than 7 days notice to Councillors via the CEO, of his or her intention to move at the forthcoming meeting of the Council that he or she will move that the Officer named in his or her notice of motion be removed from his or her office.

13.2. Procedure

- a. At the appropriate time during the proceedings of the Council the presiding officer shall call upon the Councillor who has given notice in terms of clause 14.1 to read the motion. The Councillor shall thereupon give a full explanation stating his or her reasons for seeking removal of the Officer concerned.
- b. If, at the conclusion of the Councillor's address, the Council by vote is satisfied that no case has been made for removal on the grounds provided for in the Constitution or the Code the motion shall thereupon lapse.
- c. In the event that the Council, by vote, is satisfied that a case has been made for removal, it shall invite the Officer or his or her representative to answer the allegations made by the Councillor, and every opportunity shall be given the Officer to state his or her case.
- d. At the conclusion of the Officer's statement, those Councillors who wish to speak on the matter or ask questions of either party shall be permitted so to do without hindrance.
- e. If no Councillor wishes to speak on the matter or ask questions or when it appears that the Councillors have finished speaking or asking questions, the presiding officer shall invite both the Councillor and the Officer to address the Council.
- f. At the conclusion of the final addresses provided for in sub clause (e) of this section the presiding officer shall ask each councillor in turn how he or she votes on the motion and each Councillor shall answer "yes" or "no".
- g. If the presiding officer is the subject of the notice of motion he or she shall vacate the chair before the motion is read.
- h. The presiding officer shall not have a casting vote for the purposes of sub clause (f) of this clause but he or she shall have a deliberative vote only and in the event of an equality of votes for and against, the motion shall be deemed to have lapsed.
- i. No Member other than a Councillor shall be permitted to give notice of motion seeking removal of an Officer nor shall a Member be permitted to address the Council on the matter except as the representative of the Officer or as a witness.

13.3. Officer not present

If, for any reason, it is not possible for the Officer who is the subject of the motion to attend the Council session, the motion shall be read and the Council shall thereupon appoint a committee of the Council of not less than 5 Councillors to hear the matter at such time and place as may be convenient and the committee shall report its findings and recommendations to the next succeeding session or meeting of the Council or may, if it finds against the Officer, suspend him from his office until that next succeeding session or meeting.

13.4. Public Hearing not essential

Proceedings of the Council relating to the removal from office of an Officer may be held in a committee of the whole Council.

13.5. Suspension

The provisions of this section shall apply to any proceedings with the object of securing the suspension from office of an officer.

14. BOARD

14.1. Frequency of Meetings

- a. The Board is to meet at least four times in every Financial Year.
- b. The Board may meet by telephone meeting in the same manner as for the Council and the provisions of clause 8.3 shall apply amended as necessary for the purpose.

14.2. Notice

- a. The Chief Executive Officer shall give notice to each Board Member not less than 7 days before the meeting.
 - The notice must contain:
 - the date of the meeting,
 - the time of the meeting,
 - the agenda for the meeting,
 - and any other information and particulars as the Chief Executive Officer considers relevant.
- b. The accidental omission to give notice of a Board meeting to any Board Member or the non-receipt of that notice by any Board Member or Members shall not invalidate the proceedings at that meeting.
- c. For matters to be discussed at Board only time the Chair shall circulate by email the agenda and supporting documents.

14.3 Election of Chair

The President shall run the process of the election of the Chair as first item of the meeting at the first Board meeting for the year. The President may elect to use secret ballot or otherwise.

14.4 Voting Procedure

Each Board Member shall have one vote. Resolutions of the Board must be supported by more than half of the votes of Board Members entitled to vote and voting. The Chair shall not have a casting vote.

14.3. Postal Voting of Board

- a. A resolution in writing, signed or assented to by all Board Members then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- b. Subject to sub clause (c) below, a resolution in writing, signed or assented to by a majority of the Board Members then entitled to receive notice of a Board meeting is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- c. If a written resolution is signed or assented to pursuant to sub clause (b) above, the Chair shall certify on the resolution that all of the Board Members entitled to receive notice of a Board meeting were given written notice of the proposed resolution no later than 2 working days prior to the date the resolution was signed or assented by the majority of Board Members.
- d. A resolution in writing for the purposes of sub clauses (a) or (b) above may consist of one or more documents in like form, each signed by one or more Board Members and a copy, facsimile transmission or other electronic reproduction of any such document signed or assented to by one or more Board Members shall be conclusive evidence of the execution of the original document by those Board Members.