

Constitution and Rules

Approved April 1994, January 1997, May 1999, May 2000, May 2001, May 2002, May 2004, August 2005, May 2007, May 2011, May 2012, May 2014, May 2017, November 2017

1 TITLE

The name of the organisation shall be THE PUBLIC RELATIONS INSTITUTE OF NEW ZEALAND INCORPORATED, hereinafter referred to as the "Institute".

2 DEFINITION

Public relations practice shall be defined as the deliberate, planned and sustained effort to establish and maintain mutual understanding and excellent communications between an organisation and its publics.

3 OBJECTIVES

The objectives of the Institute shall be to bring together those engaged in the practice of public relations to their mutual benefit and

- (a) to prescribe high professional standards and to encourage and foster the observance of such standards, as set out in the PRINZ Code of Ethics annexed to these Rules;
- (b) to arrange meetings, discussions, conferences, etc. on matters of common interest, and generally to act as a clearing house for the exchange of ideas on the practice of public relations;
- (c) to provide a voice for the profession of public relations in New Zealand and to enhance its influence; and
- (d) generally to undertake all such activities as are likely to be of benefit to the practice of public relations and the interests of its members.

4 ADMINISTRATION

(a) The national affairs of the Institute shall be controlled by a National Council, inclusive of an Executive Committee (hereinafter defined, refer (9) which may act on its own initiative but shall give due consideration to directives from a general meeting of members).

(b) The National Council shall have the following specific authority;

- To receive and determine applications for membership
- To authorise expenditure from the national funds
- To receive complaints that will be resolved by a process to be negotiated by the parties involved and determined by the PRINZ Ethics Committee

- To frame bylaws legislating for matters not specifically in this Constitution and Rules. Each bylaw as it is formulated by the National Council must be advised in writing to each secretary of each division within one month of its formulation

Following their adoption, such bylaws shall be published in the next scheduled edition of the Institute's official newsletter, and published as an addendum to the Constitution at each reprint.

(c) Divisions of the Institute may be formed with the approval of the National Council. Such approved Divisions shall operate autonomously but within these Rules and policies which shall be determined by the National Council.

5 MEMBERSHIP

(a) All admissions and elections of members shall be by the National Council and every applicant for admission or election to any grade of membership shall satisfy the National Council of their having fulfilled the conditions specified by these Rules in such manner as the National Council requires and shall also produce such evidence of their fitness to be so admitted or elected as the National Council deems necessary.

(b) The following persons shall be eligible to become members of the Institute:

who are engaged in the practice of public relations, whether as principals, directors, employees or students.

who act in an honorary capacity as defined in Rule 6(e)

(c) Every applicant for membership shall indicate their acceptance on an online application form, to be prescribed by the National Council by which he/she shall undertake to be bound by these Rules and bylaws and by the PRINZ Code of Ethics adopted by the Institute and shall furnish such information concerning the application as may be required by the National Council. This also indicates an acceptance to engage in the PRINZ Code of Ethics complaints process should a complaint be brought against the member.

(d) Registration of members of the Institute is contained in a central database including:

- The name of the member
- Their postal address and contact numbers
- Their email address
- The membership grade in which he/she is registered
- The date of registration and re-gradings
- Other information as the National Council finds fit

(e) Nothing in this rule shall be construed to deprive a member as described in Rule 6(b) or a Fellow as described in Rule 6(d) of that grading.

(f) The National Council may expel any Member from membership of PRINZ by written notice if the Member:

- (a) becomes insolvent or is adjudicated bankrupt; or

- (b) is convicted of a criminal offence which is punishable by imprisonment, or which in the National Council's opinion is sufficiently serious to warrant expulsion, or
- (c) is found by the PRINZ Ethics Committee to have seriously breached the PRINZ Code of Ethics

Before exercising its power of expulsion pursuant to this clause 5(f), the National Council will give the Member at least two weeks notice of the meeting at which the Member's expulsion is to be considered. The Member may make a submission to the meeting in person or in writing.

If the Member wishes to attend in person, the Member will advise the President of this at least seven (7) days prior to the meeting. If the Member does not so advise the President, or does advise the President but fails to attend, the National Council will make its decision without hearing in person from the Member. If the Member attends the meeting, the Member may be represented.

If the Member wishes to make a submission in writing, the Member will provide the submission to the President at least five (5) days prior to the meeting. The National Council will not consider a late written submission.

If a Member is expelled as a result of a breach of the Code of Ethics, the Ethics Committee will decide on a case by case basis if and when the Member may apply to be reinstated.

6 GRADING

The members of the Institute shall be graded as follows:

- (a) Associate, being a person who applies to the Chief Executive and who has been involved full time in the practice of public relations or communication management for at least one year and does not meet the criteria laid down for Membership in Clause 6(b), or, a person not practicing public relations or communication management full time but undertaking public relations or communication management activities as part of their full time employment in another profession, and seeking to up-skill and network via the Institute.
- (b) Member, being (i) a person who holds the Accredited in Public Relations (APR) qualification as detailed in clause 8, elected to that category prior to 1 January 1984 or a person who has held an equivalent grading in an overseas public relations organisation; (ii) practitioners may be considered for full member status after one year as an associate member and after eight years full time professional experience. Practitioners must apply to their local divisions with a curriculum vitae demonstrating their experience, and be nominated and seconded by current PRINZ members. Division committees will make recommendations to the National Council based on local knowledge and the CV submitted with the application. The National Council will make decisions on changes in membership status. Persons admitted as Members under this clause shall be entitled to use the initials MPRINZ.
- (c) Fellow, being a person elected to that category prior to 1 January 1984 or, a Member under Clause 6(b), or a person who has successfully met the requirements of Clause 6(c), and who is elected as such by a minimum of six members of the College of Fellows Committee and who has been a member for at least 10 years, or in the agreement of the National Council and the

College of Fellows Committee has made an outstanding contribution to the Public Relations industry and Institute.

On election by the College of Fellows Committee, the Executive Committee shall determine whether nominees meet the requirements of Fellowship. A Fellow is entitled to use the term Fellow PRINZ.

Candidates for election as Fellows shall be nominated by Committees of Divisions of the Institute, current Fellows or the Executive Committee and must meet the following criteria:

A high degree of competence in the practice of public relations;

Have contributed significantly to the enhancement and development of the public relations profession;

And/or have contributed significantly to the enhancement and development of the Institute.

(d) Life Member, being a Member or Fellow who has given significant service to the Institute over a long period and is elected on the unanimous recommendation of the members of the National Council and the College of Fellows Committee.

(e) Affiliate, being a person who applies to the Chief Executive who has a general interest in public relations and who falls into any of the following categories:

Non-waged Student, being a person undertaking a full time course of study in public relations or communications at any institution approved by the National Council.

Retired, being any member of the Institute who has retired from public relations but wishes to continue membership of the Institute. Retired members who are Accredited or Fellows retain that grading but pay the reduced Affiliate subscription.

Overseas Member, being any member of the Institute of any grading who is permanently based overseas. Overseas members will typically be New Zealand members who moved overseas or non New Zealand citizens who are interested in moving to New Zealand. Overseas members who are Accredited, Fellows or Life Members retain that grading but pay the reduced Affiliate subscription.

Voluntary, being a person who undertakes only unpaid voluntary work in public relations typically for community organisations such as sports clubs or cultural groups.

(f) Graduate, being a person who has previously been a student member of PRINZ, or who has recently completed tertiary study in a related field, and does not meet the criteria laid down for Membership in Clause 6(a) or Clause 6(e).

7 DIVISIONS

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

All members of the Institute who, owing to residence or work being in places other than those where divisions have been established, will be registered as regional members.

(b) Such Divisions shall operate autonomously, and shall keep minutes of meetings, and meet all such other requirements of the Registrar of Incorporated Societies.

Each Division shall hold an annual general meeting at which office bearers shall be elected by the members personally present, and by proxy, and office bearers so elected shall take office at the conclusion of the annual general meeting.

Each Division shall have a Chairperson, an honorary secretary and not less than 5 or more than 10 committee members.

The Divisional Secretary shall call for nominations for office bearers at least 14 days prior to each annual general meeting, and such nominations must be in writing and received by the divisional secretary by 5 pm on the day preceding the meeting.

Such nominations shall be signed by a proposer and seconder, and each nominee shall signify their agreement to such nominations.

In the event that insufficient nominations are received to fill the positions, any vacancy may be filled by nominations from the floor of the annual general meeting.

Office bearers shall be members in good standing of the Institute under Clause 6.

8 ACCREDITATION

Accreditation qualification is through the internationally recognised APR (Accredited in Public Relations). Application is open to any member who has been involved in the full-time practice of public relations for at least five years. Members who successfully complete the course and examination shall be entitled to use the initials APR.

9 NATIONAL COUNCIL

(a) The National Council shall consist of a President, the Immediate Past President or President Elect, the Chair of the Fellows Committee and one representative of each division, namely the Chair.

Only persons meeting the membership categories described in Clause 6 (b), (c) and (d) shall be eligible to hold office as a President or President Elect.

An Executive Committee, comprising the President, Immediate Past President, President Elect and two (2) others from the National Council will be convened to meet monthly to conduct essential business as described in 4(b).

(b) Each Division shall have the right to appoint a deputy representative in the event that a representative is unable to attend any meeting of the National Council, and shall also have the right to replace representatives at any time.

(c) If the office of President becomes vacant between annual general meetings, the President Elect will automatically become President. The appointee shall hold office until the next annual general meeting of the Institute.

(d) Office bearers shall be members in good standing of the Institute under Clause 6.

(e) National Council and its officers shall be elected by ballot (electronic or other medium) to coincide, whenever possible, with the annual general meeting, or at some other time as agreed by the membership under the guidance of the Chief Executive.

10 FINANCIAL YEAR AND MEETING DATES

The financial year of the Institute and each Division shall be deemed to end on 31 December in each year, the annual meeting of divisions shall be held no later than 31 March in each year, and the annual general meeting of the Institute shall be held no later than 30 June in each year.

(a) The President, and, in each alternate year, the President Elect shall be elected, by ballot if necessary, at the annual general meeting of the Institute by the votes of those present in person or by proxy and shall take office at the conclusion of the meeting at which they are elected.

(b) Nominations for National Council members, the offices of President, and, in each alternate year, the President Elect shall be called by the Chief Executive at least 30 days before the annual general meeting and shall be received at least 15 days before such meeting; provided that nominations shall always be called from the floor if insufficient nominations are received by due date.

(c) Nominations for the offices of the President, and, in each alternate year, the President Elect shall be signed by the proposer and seconder and the nominee shall signify in writing acceptance of such nomination.

(d) The National Council shall appoint a competent person to be Chief Executive.

11 PRINZ CODE OF ETHICS

(a) Members agree to accept the PRINZ Code of Ethics and to conduct their activities in accordance with it.

(b) As a condition of membership, members agree to accept the PRINZ procedure for resolving complaints and to not take legal action against PRINZ or PRINZ members involved in resolving a complaint against them, and also agree to make no comment to the media from the time a complaint is laid until a finding is issued.

(c) Complainants are required to sign an undertaking at the time of lodging a complaint that they will (i) give up any legal rights in respect of the situation complained of, and (ii) make no statement to the media until a finding is issued. (If this undertaking is broken any hearing of a complaint may be discontinued).

12 RESIGNATIONS

A member wishing to resign from the Institute shall give the Institute notice in writing to that effect at least six weeks before the annual renewal date of 1 July for individual members and at least six weeks before 1 January for members within a Corporate (group) membership.

13 NOTICE OF MEETINGS

Divisional members shall be given 14 days clear notice of a general or special division meeting and members of the Institute shall be given 14 days clear notice of an annual general or special general meeting.

14 USE OF PROXY

Members may authorise in writing other members holding the same voting qualifications and on the same administrative bodies within the Institute, to vote on their behalf by proxy, provided such authority reaches the Chief Executive or Divisional Secretary 24 hours before the commencement of the meeting at which the proxy is to be applied.

15 ALTERATION TO THE RULES

These rules shall not be altered or rescinded except by a resolution passed by a general meeting of the Institute, provided that members of the Institute have been given 14 days notice of the proposed alteration or rescission, and provided that at least two-thirds of the votes cast are for the resolution and provided that no amendment shall be permitted if it in any way affects the not for profit status of the Institute.

16 QUORUM

The quorum for any meeting, whether for a general or special or for a divisional committee or the National Council, shall be 20 or 25% whichever is the lesser number, of the voting members including any proxy votes except for the annual general meeting of the Institute where the quorum shall be 30 voting members including proxy votes.

17 CO-OPTIONS

(a) The National Council may from time to time co-opt a member of the Institute, provided that a member would have been eligible for election to the committee. Any such co-options automatically terminate on the day before the next annual general meeting. Co-opted members shall not hold the position of President or President Elect.

(b) Divisional committees may co-opt members of any category but no such co-opted member shall hold the position of Chair.

18 VOTING RIGHTS

(a) Every member shall have the right to vote at all general meetings of the Institute and of the division of which he/she is a member, each such person to have one vote.

(b) Every question to be decided at a meeting shall be decided first on the voices of those entitled to vote; if the president so directs the vote shall be by a show of hands.

(c) If any member so requests, a ballot shall be held of those present in person or by proxy, and entitled to vote.

(d) If in a show of hands or a ballot there is an equality of votes, the President shall have the right to exercise a casting vote in addition to his/her own vote as a member.

19 COMMON SEAL

The common seal of the Institute shall be affixed only by the President or Vice-President acting on the authority of the National Council and in the presence of a member of the National Council, and the Chief Executive shall have sole custody of the common seal.

20 ANNUAL FEES

(a) The Institute shall annually, prior to each AGM, review costs, and taking into account the most recent CPI data, recommend fees that will ensure the Institute's financial sustainability for the forthcoming membership year. Notwithstanding the above, any person elected as a Life Member of the Institute shall be exempt from the payment of annual fees.

(b) Individual memberships will be payable annually from 1 April to 31 March. For new members approved by the National Council a pro rata annual subscription will be payable up 1 April of the year following their admission. Corporate memberships will be payable annually on 1 April. Corporates who join between May and October will pay a pro rata subscription of 11 months decreasing to seven months respectively to take them to 1 April the following year. Corporates who join between October and March will pay a pro rata subscription of 18 months decreasing to 13 months respectively to take them to 1 April two years hence.

(c) Members in any category whose subscriptions remain unpaid for three months after the date on which they became due shall receive a final reminder from the Chief Executive. If the membership remains unpaid for one month from the date of the final reminder, the member will be considered a non-member.

21 FINANCIAL AUTHORITY

The Chief Executive shall receive all monies payable to the Institute and shall be authorised to pay out of the funds of the Institute any expenditure which may be incurred in giving effect to these rules which have been approved by the National Council. The Chief Executive shall keep a proper account of the income and expenditure of the Institute and shall produce a statement of accounts made up to 31 December each year not later than the last day of the following February.

22 NOTICES OF MOTION

If a member desires to bring a motion before any general meeting of the Institute, they must give 21 days notice to the Chief Executive, but this shall not prevent additional matters being introduced at an annual meeting if a majority of those present so desire.

23 SPECIAL MEETINGS

(a) A special meeting of the Institute shall be called on requisition in writing by at least 10 members of the Institute. Such written notice to the Chief Executive shall state the reasons for the meeting which must be held within 21 days of the date on which the requisition was received.

(b) A special meeting of a Division shall also be called on requisition in writing by at least six members of the Institute who are members of that Division. Such written notice to the secretary of the Division shall state the reasons for the meeting which must be held within 14 days of the date on which the requisition was received.

24 CERTIFICATES OF MEMBERSHIP

(a) Certificates of membership, in a form approved by the National Council, shall be issued by the Chief Executive to Associates, Members, Accredited Members, Fellows and Life Members.

(b) Such certificates shall be surrendered to the Chief Executive if and when the persons holding them cease their membership under Rules 13 or 21 (c).

25 WINDING UP

(a) A motion that the affairs of the Institute shall be wound up must be recommended or approved by the National Council and carried by a majority of the members personally present and voting at a duly constituted general meeting of the Institute held for the purpose.

(b) If, on winding up or dissolution of the Institute, there remains after the satisfaction of its debts and liabilities any property whatsoever the same shall be distributed among such charitable organisation or organisations within New Zealand which are not carried out for the private pecuniary profit of any individual, and with objects similar to those of the Institute.

26 PECUNIARY GAIN

No member of the Institute shall receive or obtain any pecuniary gain (except as a salaried officer) from the property or operation of the Institute provided that this rule shall not prevent the payment of such expenses or remuneration to members and employees of the Institute as the National Council shall decide.

ETHICS COMPLAINTS PROCESS

Any complaints of breaches of the PRINZ Code of Ethics brought to the attention of PRINZ will be assessed by the PRINZ Ethics Committee;

The chair of the committee is a respected individual who is not a PRINZ member. The other two members of the committee will be experienced PRINZ members drawn from the College of Fellows who have no conflicting interest in the complaint.

INITIAL DETERMINATION

When a complaint is received, the committee first decides whether it is genuine, relevant and appropriate. If not it will be dismissed. The committee will respond to the complainant to explain the next steps or the reason the complaint has been dismissed. The committee's decision is final.

MEDIATION CONFERENCE

If the committee decides the complaint should be taken further, the committee may first suggest mediation between the parties, overseen by a competent mediator, to see if the issue can be resolved without need for the committee to be further involved.

WRITTEN SUBMISSIONS

If mediation does not resolve the issue, or there is no agreement to this, the PRINZ member and complainant to have 30 days to provide written submissions. The committee is able to seek supplementary written information from either party, and each party is able to provide written comment on the other party's material.

HEARING

A hearing will be held if either side requests it, within 30 days of both written submissions being received, or if the committee decides it is necessary. Either side can be represented at the hearing by legal counsel. The committee's finding may not be appealed.

FINDINGS

Findings will be issued as an example of whether certain activities are in accordance with PRINZ Code of Ethics or not. Emphasis will not be on finding members guilty or innocent, or on punishment. The committee will have the power to recommend a fine or expulsion, but only in extreme cases. In all cases the committee will arrive at a finding whether the allegations can be proved or not in order to build up a body of ethics knowledge. For example. "We find that if (certain actions) had been carried out, they would not have been in accordance with the PRINZ Code of Ethics. However, the PRINZ Ethics Committee was given no evidence that PRINZ members carried out these actions or recommended them. This finding is issued only to help clarify the intention of the Code of Ethics". The chair of the PRINZ Ethics Committee will issue a statement of its finding to the complainant, to the PRINZ member(s) involved, to PRINZ members generally and to the news media.