



New Zealand
Planning Institute[®]
Te Kokiringa Taumata

INTRODUCTION AND OVERVIEW

The New Zealand Planning Institute (NZPI) was established as an incorporated society in 1949. As an incorporated society the NZPI is governed according to a set of governance documents consisting of a Constitution and associated Regulations. These governance documents have been reviewed and updated a number of times throughout the Institute's history, most recently in 2015.

It is important that the Constitution and associated Regulations are reviewed regularly. This ensures these key governance documents provide a framework for the operation of the Institute that reflects the most effective support for the membership and profession the Institute represents. Additionally, it ensures they conform with the legislation the Institute is incorporated under.

A review of the NZPI governance documents has been a matter of strategic importance to the NZPI Board and members for some time. It was identified by the previous Board at the 2018 AGM as a priority governance matter and was subsequently confirmed by the current Board as Goal 1 in the 2018-2021 Board Work Plan.

Key Board work plan priorities, as noted in the 2018 Annual Report and highlighted at the 2019 AGM, are

- Update the Institutes governance structures and documents, including formalising the position of the current co-opted Maori representative on the Board.
- Develop and implement a financial strategy to ensure appropriate management of reserves and risks.
- Align and consolidate the membership pathways, building on the work undertaken by PAC, clarifying the Full membership process.
- Review external relationships and networks to ensure NZPI resources are being applied for maximum strategic return.
- Implement a fit for purpose 'all of career' continuous professional development programme.

A key driver for the review of the governance structures and documents having such high strategic importance is the need to formalise the progress we have made towards Maori representation on the Board, which has been recognised as a critical gap in our governance structure as the *New Zealand Planning Institute*. Additional drivers include the misalignment between the Constitution and other key documents such as the strategic plan and the membership requirements. This Guide outlines proposed changes to the NZPI constitution that have been discussed and considered by the NZPI Board.

The NZPI Board has agreed that a two-stage approach is appropriate for the review of the NZPI Constitution. Stage One addresses immediate/priority changes, while Stage Two involves longer term changes that require deeper engagement with the NZPI membership and other stakeholders. This Guide focuses on the changes that are proposed in Stage One.

We have developed the guide to provide a broad explanation of the proposed changes as it is important the membership is broadly supportive of the changes before we invest resources drafting the detail of the changes. This Guide is not a comprehensive catalogue of each specific change proposed in Stage One of the Constitution review. A catalogue of all the proposed changes will be provided to the membership once they have been drafted by the NZPI lawyer.

To ensure members have a chance to ask any questions and provide their initial feedback on the proposed changes the NZPI CEO will visit each branch and special interest group before we engage the services of the lawyer to draft the detail of the proposed changes. We encourage members to consider the proposed changes and discuss them within their branch and/or special interest group in preparation for the visit from the CEO. The CEO is aiming to visit all the branches and special interest groups in May and June to answer questions and gather feedback on the proposed changes. A request from the CEO for an opportunity to visit each branch and special interest group accompanied this guide.

This feedback will be discussed by the Board at their June Board meeting and the proposed changes will be amended accordingly. This updated list of proposed changes will be circulated to the membership for final feedback by the end of June. It will then be sent to the lawyer, who will redraft the governance documents accordingly. Once the drafting is complete the final versions will be sent out to the membership for a vote, in accordance with the provisions set out in the Constitution. Our target is to have the redrafted governance documents ready to be voted on in September of this year.

WHY THE CHANGE?

The NZPI Constitution is complex, not drafted to provide clarity of process, has outdated language and is overly restrictive. The aims of Stage One of this review include a reduction in the complexity and ambiguity currently in the Constitution and Regulations, the separation of operational processes from governance functions and preparation for the upcoming release of the new Incorporated Societies Act. As part of this review it is proposed that the Constitution can be immediately simplified by separating the 'detail' of several NZPI structures/processes out into standalone documents which would then form a more comprehensive suite of Governance documents. This approach will enable the current and future Boards to be more responsive to changes in NZPI structures/processes that result from member engagement. It is important to note that this simplification does not remove the requirement for these structures/processes to be enshrined in our governance structure and for changes to these structures/processes to be controlled accordingly.

The rationale for change is further supported by the following matters:

- **Diversity in Governance:** NZPI has a solid record of gender diversity in its governance function, but for a number of years it has been grappling with how to address ethnic diversity, particularly Maori representation given we are the *New*

Zealand Planning Institute. Over the last 18 months progress has been made with an ex-officio member of the Board being co-opted in to provide a Maori voice at the Board table. This has been a non-voting position and was always considered as an interim step to having a full member of the Board in this role. The addition of this role as a voting member of the Board is proposed as a key outcome of the first stage of the constitutional review.

- **Coming legislative change:** the government is reviewing the Incorporated Societies Act 1908. Proposed changes to the Act were put out for public submission in October 2015 with submissions closing in June 2016. The Bill has been delayed but is expected to be presented for Cabinet approval in 2019. While the final format and content of the new Incorporated Societies Act is not clear, much is known. Preparing for the changes expected in the new Act is a desired outcome of the first stage of the proposed constitutional review as it is important we remain compliant with the Act we are incorporated under. This process of pro-active change to the Institute's Constitution and Regulations is currently being undertaken by a number of other incorporated societies. This recognises that the Incorporated Societies Act has not been fully reviewed since 1908 and that appropriately skilled experts who understand the proposed changes to the Act are already in short supply, a situation which will only intensify as we get nearer to the release of the new Act.
- **Membership changes:** The NZPI Board and the Policy Advisory Committee (PAC) have been working over the last 24 months on changes to the membership pathway, clarifying the competencies expected of a potential Full member. Having almost completed this work, the Board and PAC are shifting their focus to aligning the membership pathways, particularly the Alternate and Full membership pathways. At the same time they intend to review the potential for confusion that currently exists with the Associate category. This work is seen as critical to ensuring the credibility and worth of NZPI membership is maintained. Currently the membership pathways are defined in the Constitution, which limits the scope of any review and proposed changes. Delivering appropriate separation of the detail of membership to a Membership Guide held within the Regulations, instead of it all being held within the Constitution, is a desired outcome of the first stage of the proposed constitutional review.
- **Administrative redraft:** As noted above the current NZPI Constitution has some drafting inconsistencies and is somewhat cumbersome to use. Redrafting to correct these inconsistencies is a desired outcome of the first stage of the constitutional review.
- **Creating a robust and transparent Professional Standards Complaints process:** The Board and membership recognise that there is a degree of concern around the current Professional Standards Complaints process, with a desire for more clarity and transparency around the process. The separation of the Code of Ethics and associated Professional Standards Complaints process into separate documents within the Regulations is a desired outcome of the first stage of the constitutional review.

While this Guide is focused on Stage One of the Constitution review, it is worth noting here that matters that are proposed for consideration in Stage Two of the Constitution review include:

- **Role of Branches and Special Interest Group's (SIG's):** It is recognised that the NZPI branch and special interest group network provides a key interface with the membership and a key voice on local and national issues. At present there is variation in how the branches and special interest groups operate and how they are supported by the national office. Work has started on the clarifying and agreeing the role of Branches, SIG's and the national office. The outcome of this review and clarification process could require changes to the Constitution. Any subsequent changes, if required, would be a desired outcome of Stage Two of the constitutional review.
- **Completing the transformation to a Governance Board:** In 2015 the NZPI started the process of transitioning from an Executive to a Governance Board. This transition recognised the development of the NZPI into a significant professional body which needed professional operational management working under an appropriate governance structure. It was the start of the separation of operational functions from the governance function. Stage One of this review furthers this work. The continued growth in membership and influence of the Institute means further work needs to be done around the selection processes for, and qualifications of, potential Board candidates as well as the election process for the Board. It is expected this work will require changes to how the NZPI Board is selected, structured and appointed. Such changes will need to be reflected in the Constitution. Redrafting the Constitution to reflect these changes is a desired outcome of Stage Two of the constitutional review.

PROPOSED CONSTITUTIONAL AMENDMENTS

The following broadly outlines the proposed changes to be considered in Stage One of the Constitution review.

Some of the changes highlighted below are just about simplifying how we present information about the Institute to our members and the wider public.

Where it is proposed that structures/processes that are currently in the Constitution are to be separated out into one of a suite of governance documents that form the Regulations, the proposed key changes are listed under each proposed new governance document. Separating out the structures/processes into discrete documents provides a structure where change can be ratified by the Board/membership at a more granular level. This will enable elements to be reviewed and voted on by the membership as appropriate, and enable items such as the Strategic Plan to sit (more appropriately) outside the Constitution.

The following does not address the changes necessary for legislative changes or the general tidy up of the constitution as it is taken as given that those functions will be part of the work we commission our lawyer to do, and we need to cede to their expertise in how those changes are handled. However, as noted above, these changes will be highlighted to the membership before any vote on the proposed changes is taken.

The proposed changes are:

1. PURPOSE OF THE INSTITUTE (CURRENTLY VISIONS, GOALS AND OBJECTIVES)

 The key change/s in this section are:

 Replace this whole section with the first three key themes from strategic plan

- Champion the Profession
- Support Planners
- Drive Technical and Professional Excellence

 This approach aligns the Constitution with the outcomes of the review of the Strategic Plan that was undertaken in 2017. A key outcome of this review of the Strategic Plan was the development of three key themes that guide the Institute. It is not expected that these themes will change in the foreseeable future and so it is appropriate they are held in the Constitution.

2. REGISTERED OFFICE (NEW SECTION)

 This is a requirement of any Constitution.

 To enable flexibility regarding location of the NZPI registered office it is proposed that we use clauses like:

- The NZPI registered office shall be situated at such place within New Zealand as the Board hereinafter constituted shall from time to time determine.
- The Secretary shall notify the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908 or any replacement of this legislation, whenever the address of the registered office is changed.

 This means we do not have to include an actual address in the Constitution

3. MEMBERSHIP (CURRENTLY ELIGIBILITY FOR MEMBERSHIP)

 The key change/s in this section are:

 Replace this section with a few simple statements broadly outlining who can be a member and specifying that the detail of membership classes, processes, fees etc. will be covered in a Membership Handbook. This Membership Handbook which would form part of the suite of governance documents that make up the Regulations. The points we propose would need to be covered in the Constitution are:

- Any person who is studying to be or is working as or has worked as a planner is eligible to be a member
- The Board can set down the different classes of membership, the rights and responsibilities of each class of membership and the requirements

of being admitted to and retaining membership, all of which will be detailed in the NZPI Membership Handbook

- All members and membership applications will abide by and follow a Board ratified membership process.
- All members agree, as part of their membership, to act in accordance with the Board ratified NZPI Code of Ethics and to be subject to the NZPI Professional Standards Complaints process.
- Dealing with breaches of the Code of Ethics or any other requirement of membership will follow the Board ratified NZPI Professional Standards Complaints process.
- Agreement that membership allows the Institute to keep members details in a membership register.
- A person accepted for membership shall not be added to the membership list until the CEO has received the relevant subscription and membership fees in full.

4. APPLICATION AND ELECTION TO MEMBERSHIP



Move this section from the Constitution to a separate Membership Handbook



Reflect agreed changes to membership process, as recommended by PAC, in the proposed Membership Handbook

5. RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP



Move this section from the Constitution to the proposed Membership Handbook



Reflect agreed changes to member rights and responsibilities in the proposed Membership Handbook

6. CODE OF ETHICS



Move this section from the Constitution to a separate Code of Ethics that would form part of the suite of Governance documents that make up the Regulations



Once separated into a discreet document a review of the Code of Ethics can be undertaken

7. RESIGNATION AND READMISSION TO MEMBERSHIP



Move this section from the Constitution to the proposed Membership Handbook

8. PROFESSIONAL STANDARDS, DISCIPLINE AND FORFEITURE OF MEMBERSHIP



Move this section from the Constitution to a separate Professional Standards Policy that would form part of the suite of Governance documents that make up the Regulations

- Once separated into a discreet document a review of the Professional Standards Policy can be undertaken

9. FEES, SUBSCRIPTIONS AND LEVIES (CURRENTLY SUBSCRIPTIONS, TRANSFERS AND ENTRY FEES)

- The key change/s in this section are:

- We need to include the power to set, review and impose fees on members. We want to keep this broad and confer to the Board the power to manage the detail of fees. The points we would need to cover are:

- That the Board may levy an entry fee upon each accepted applicant for membership and a transfer fee upon each Member transferred from one class of membership to another and an annual subscription upon each Member of the Institute.
- A full list of fees is available to view on the NZPI Website.

10. THE BOARD

- The key change/s in this section are:

- The business and affairs of the Institute shall be controlled by a Board of **Nine** members of the Institute. An increase to nine reflects the inclusion of a member representing Māori as outlined below. NOTE: Having nine members on the Board reduces the need for a casting vote.

- Only current financial Full Members may be nominated to stand for election to serve on the Board and hold office as Chair, Deputy Chair, Hon Secretary /Treasurer or Board Member, and to vote in any elections. The Board shall be elected according to the following criteria:

- Eight Board Members will continue to be drawn from the existing geographical regions currently used by NZPI, i.e. three representatives from Auckland and Northland, two from the Central North Island, one from Wellington, and two from the South Island.
- One member will represent Maori members of the Institute; all Full Members can vote on this additional Board member if there is more than one nomination. Nomination/s for this Board position can only be made by the Papa Pounamu Committee or any successor NZPI SIG.
- Board members will be elected for a three-year term.
- All Board members and the CEO will be listed as Officers of the NZPI. NOTE: Officers have certain duties which will be set out in the Board Manual.

- Other points currently in the Constitution would carry over as appropriate.

11. ELECTIONS

 Move this section from the Constitution to a separate Board Elections Manual, as ratified by the Board.

 The Board election process will be unchanged, except for the addition of nominating and voting for the Maori representative in Stage One. A full review of the election process will be completed in Stage Two.

12. BOARD ACTIVITIES AND POWERS (CURRENTLY PROCEDURES, POWERS AND DUTIES OF THE BOARD)

 No significant changes to this section of the current Constitution

13. REGULATIONS AND POLICIES

 No significant changes to this section of the current Constitution

14. INSTITUTE MEETINGS

14.1 Annual General Meeting

 No significant changes to this section of the current Constitution

14.2 Special General Meeting

 No significant changes to this section of the current Constitution

14.3 Voting

 No other significant changes to this section of the current Constitution

14.4 Referendums

 No significant changes to this section of the current Constitution

15. CONSTITUTION (CURRENTLY ALTERATIONS OF THE CONSTITUTION)

 No significant changes to this section of the current Constitution

16. COMMON SEAL (CURRENTLY CONTROL AND USE OF SEAL)

 No significant changes to this section of the current Constitution

17. PROPERTY OF THE INSTITUTE

 No significant changes to this section of the current Constitution

18. WINDING UP

 No significant changes to this section of the current Constitution

19. INDEMNITY (NEW SECTION)

 This is a new section and would need to include a clause such as:

 Every member of the Board, the Secretary, Treasurer, President, or other officer

or servant of the Institute shall be indemnified by the Institute against all costs, losses and expenses which any such officer or servant may incur or become liable for any reason of any contract entered into or act or thing done by them as an officer or servant or in any way in the discharge of their duties provided that such actions are done in pursuant of the objects or interests of the Institute and come within the express or implied authority of the person so acting.

20. BRANCHES OF THE INSTITUTE



The key change/s in this section are:



A simple change to the wording to reflect the scope of the current relationship between NZPI and the branch network

21. SPECIAL INTEREST GROUPS



The key change/s in this section are:



A simple change to the wording to reflect the scope of the current relationship between NZPI and the SIG's

22. PLANNING ADVISORY COMMITTEE [PAC]



No significant changes to this section of the current Constitution

REMAINING SECTIONS OF THE CONSTITUTION



Changes to other sections of the Constitution would be determined by the Institute's lawyer when considering the proposed legislative changes and any administrative redrafting.



All the proposed changes listed in this Guide will also be subject to review by the Institute's lawyer to ensure we remain compliant with the requirements of an Incorporated Society

NEW GOVERNANCE DOCUMENTS

MEMBERSHIP HANDBOOK



We would need to develop a Membership Handbook which would define:

- The classes of membership
- The rights and responsibilities of each class of membership
- The requirements of gaining and retaining each class of membership
- How membership can be revoked
- The process for re-admission to membership for anyone whose membership lapses or is revoked.

 A Membership Fees schedule which sets out

- How fees are set
- What fees include
- How often fees will be reviewed.

 Needs to exclude all other people from membership – the professional body is solely for members of the profession. Anyone working in a related field who wishes to access NZPI resources/material can do so but they will not be a member.

CODE OF ETHICS

 While the content of the current Code of Ethics has been workable for the last few years it is proposed that it, along with the related Professional Standards Policy, would be reviewed after Stage One of the Constitutional review is completed

PROFESSIONAL STANDARDS POLICY

 Questions have been raised about the current Professional Standards Complaints process regarding transparency of process and outcome. It is proposed that it, along with the related Code of Ethics, would be reviewed after Stage One of the Constitutional review is completed.

BOARD MANUAL

 It is proposed that the Board Manual would be reviewed, and that this review would consider the above [proposed changes](#).

 It needs to include the establishment, composition and function of any Board subcommittees such as a Financial Audit and Risk Management (FARM) Committee.