

Design Association of New Zealand Incorporated



Design
Association
New Zealand Inc.
Established 1946

DANZ Rules

*"Promoting Professional Development
and Design Excellence"*

Date: 26th November 2025

AGM approved

Design Association of New Zealand Incorporated
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Rules of the Design Association of New Zealand Inc.

NAME

1. The name of the society is: Design Association of New Zealand Incorporated, herein called the Association.
The approved abbreviation is DANZ.

DEFINITIONS

2. Design, for the purposes of membership scope, is herein defined as:

the industrial activity evidenced by occupational, vocational and professional knowledge, and set of skills required to satisfactorily carry out all or some of the following tasks:

- research and establish project performance criteria;
- receive instructions from an employer, colleague, another discipline or client;
- organise and process preliminary information;
- analyse preliminary information to discharge legal, statutory and commercial requirements;
- synthesize solutions to stated problems;
- initiate, maintain and keep effective records;
- account for time spent and materials used;
- prepare sketch plans;
- prepare and consummate contracts;
- illustrate proposed schemes using documents, models or other means for use by technical and non-technical people;
- perform appropriate mathematical and technological procedures;
- interpret for use technical and commercial data;
- interpret for use Codes of Practice, Standards and Design Rules;
- select appropriate projections, scales, views and image layouts, produce working drawings, either manually or computer aided;
- produce bills of material;
- produce specifications;
- conduct interviews with clients, statutory authority officers and commercial suppliers;
- revise, adapt, annotate and amend images and related documents;
- raise and serve invoices, account for monies, pay accounts and taxes;

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- attend at work site, interpret documents at work site;
 - approve progress payments;
 - sign off work in accordance with contractual obligations.

A Design Practitioner, for the purposes of membership is an Associate or a Member, and additional to fulfilling the above definition is expected to:

- train, instruct, advise, counsel or encourage students and trainees;
- engage in design related continuing education to further occupational, vocational, professional and industrial interests and to do all things to promote professional design excellence in the service of an employer and in the service of the Public.

A Registered Designer, for the purposes of membership is;

- a practising Member who having been advised of and accepted the endorsement, fully complies with the criteria set by the Board of Directors from time to time and implemented by way of a Memorandum attached to the Minutes of a Board of Directors meeting. In any case, the Memoranda shall contain the minimum requirement for the Registered Designer to be covered by professional indemnity insurance,
- Additionally, the Directors may require applicants for, and including continuations of the endorsement, to successfully complete a form of examination appropriate to their discipline of practice, and the relevant commercial aspects. Upon payment of the prescribed fee, successful applicants shall be awarded an Annual Practising Certificate.

REGISTERED OFFICE

3. (a) The Registered Office of the Association, shall be at such a place in New Zealand. As decided from time to time by the Board of Directors, who shall notify the Registrar of Incorporated Societies. In a form as required by the act.
(b) The Association shall have at least two but no more than three contact persons whom the Registrar can contact when needed.
(c) The contact person or persons are appointed by the Board of Directors at the Annual General Meeting. Where applicable to be an "Office Management" person and a Director.
(d) Each contact person or persons name, must be provided to the Registrar of Incorporate Societies, along with their contact details - such as – physical or electronic address and telephone number or numbers.
(e) Any changes as per above required information, shall be advised to the Registrar of Incorporated Societies within 28 days of that change occurring.

ACT and REGULATIONS

4. (a) Nothing in these Rules has the intention of substantially disadvantaging any member of the Association in respect of their membership of the Design Association of New Zealand Inc., as per the re-registering under the Incorporated Societies 2022 Act.
(b) Nothing in this Constitution authorizes the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

OBJECTS

5. The objects of the Association are to promote the occupational, vocational and professional wellbeing and interests of people engaged in design related activities. Specifically, it may include the following:

EDUCATIONAL

- 5.01 To aid and assist in the development of the skills, knowledge and competences required to practice the occupation, vocation and profession of design.
- 5.02 To aid and assist in increasing the efficiency and effectiveness of design practice.
- 5.03 To advise persons contemplating engaging in design activities.
- 5.04 To recommend to the membership, both individually and wholly, an appropriate career development path.
- 5.05 To devise, facilitate and support delivery of continuing education for the advancement and benefit of the membership.
- 5.06 To arrange the dissemination of learned and topical papers.
- 5.07 To devise, maintain and promulgate a standard form of contract for the engagement of the membership upon client's work.
- 5.08 To devise, maintain and promulgate a model employment contract for use by the membership in negotiations with their employer
- 5.09 To advise employers on the workplace design required for optimal quality and quantity of output of design related occupation.
- 5.10 To advance the occupational, vocational and professional status of the membership's activities to the public at large and to the client base.
- 5.11 To seek to influence Government, employers and other interested parties as to the workplace needs of persons engaged in design related activities.
- 5.12 To advise educational establishments and Government officers of the prospects in design related careers.
- 5.13 To carry out research into all matters of concern and to publish appropriate findings for the benefit of the membership.
- 5.14 To establish and maintain effective liaison with national and international bodies affecting the formal qualifications and skills recognition of members
- 5.15 To promulgate appropriate technical and statutory information to the membership for their benefit.
- 5.16 Acquire artifacts of the history of design technology for the benefit of the membership and in the national interest.
- 5.17 To establish and maintain a library of relevant reference media and to appropriately disseminate this information for the benefit of the membership.

AFFILIATIONAL

- 5.18 To advance the well-being of the membership and to foster amity amongst them.
- 5.19 To provide an infrastructure to facilitate affiliation amongst the membership and related kindred bodies.

- 5.20 To assist in directing work and job opportunities to the membership.
- 5.21 To facilitate gatherings of members, learned visitors and experts in their field of endeavor, to expound theories and practices, exchange opinions and ideas on all matters of interest to the membership, their colleagues and acquaintances.
- 5.22 To establish and maintain effective communications with national and international bodies.
- 5.23 To devise, maintain and administer, a Code of Professional Ethics and Practice required of the membership and persons under their business control, for the protection of the reputation of complying members and for the Public at large.
- 5.24 To publicise the membership's works of excellence and innovation.
- 5.25 To publish, or cause to be published, news, views and information to be circulated appropriately to the membership, to the economic sectors served by the Association membership, and to other interested parties.
- 5.26 To mediate in disputes between the membership. See the Internal complaint and grievance resolution flow chart. "Addendum A".
- 5.27 To mediate in disputes between the membership and their clients. See the client complaint and grievance resolution flow chart. "Addendum B".
- 5.28 To bestow awards upon the membership and to other persons in respect of meritorious service to the design industry or to the Association.
- 5.29 To solely own the intellectual property licensed to the membership and to reserve the right to withdraw such licence should the Directors see fit to do so.
- 5.30 To compose wording and affix emblems or seals upon certificates at the discretion of the Directors.
- 5.31 To issue a membership licence in the form of a Certificate of Membership or Professional Competency in respect of payment of an annual licence fee, and to grant or deny permission to display any such licence for any purpose, at the sole discretion of the Board of Directors.

FINANCIAL

- 5.32 To set the amount of annual licence fees according to the decision of the Annual General Meeting of the Association.
- 5.33 To levy members, either wholly or in part, for purposes and amounts agreed to at a General Meeting of the Association.
- 5.34 To open and operate current, deposit and investment bank accounts of the operating monies of the Association, either wholly or in part, requires the signatures, upon all instruments of monetary transfer or exchange. under conditions of delegated authority, of the appointed three persons, Being one "Office Management" person and two Directors, authorized at the Annual General Meeting by the Board of Directors, All money paid or received by the Association, must be made by an approved means of monetary transfer.
- 5.35 To cause accounts of all moneys and asset transactions to be kept, in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Association, and to be audited to the satisfaction of the Inland Revenue Department.
- 5.36 To invest the capital moneys of the Association and to receive interest from the capital and to employ these proceeds to the benefit of the Association.
- 5.37 To borrow money or raise and give security for loans, by way of bonds, promissory notes, bills of exchange.
- 5.38 To effect insurance over the real and intellectual assets of the Association at the discretion of the Board of Directors.

5.39 To sell, hire, lease, convey, transfer, assign, exchange, mortgage or otherwise dispose of the real or valuable property of the Association at the discretion of the Board of Directors.

5.40 To acquire land, buildings and other real and valuable property by way of purchase, lease, tenancy, endowment, gift or any other legal means and to hold safe for the benefit of the Association.

5.41 To engage the services of persons or enterprises for the purposes of benefit to the Association and to pay to those person or enterprises such sums of money or other valuable consideration as may be decided between those persons and the Board of Directors.

5.42 To solicit and contract with commercial sponsors for contribution of valuable consideration to the benefit of the Association and upon the discretion of the Board of Directors.

5.43 To facilitate the design, offer and promotion of a professional indemnity insurance scheme for the protection of the members, and the Association.

5.44 To generally do all such other things as are desirable or required to ensure the good reputation of the membership and continuance of the Association.

5.45 All Accounts paid or for payment, shall be submitted to the Board of Directors for approval of payment.

5.46 All money received on account of the Association, must be banked, into the Associations bank account, within seven days of receipt of such money.

MEMBERSHIP

6.01 Any person may join the Association who can provide substantial evidence as to their design industry knowledge, skills, experience and competence, and of their good character in one or more of the following categories in accordance with the criteria stated below:

6.02 All persons, whether acting on their own behalf or on behalf of another party, confirms their acceptance and consent of membership, upon forwarding their "Admission Application Form" provided by the Association for such purpose, and shall also be deemed, to have accepted the Rules and Codes of Practice of the Association as may be amended and interpreted from time to time.

6.03 The Association shall keep an up-to-date Register of all Members.
For each Member, the information contained in the Register of Members, shall be as per the information supplied, on the "Admission Application Form" presented to the Association,

6.04 All persons having been accepted into the Association undertake to abide by the Rules and Codes of Practices of the Association as a condition of being part of the membership.

6.05 The total membership shall consist of:

- Directors
- Fellow Members
- Life Members
- Members
- Retired Members
- Honorary Member
- Associates
- Affiliates
- Student Member

6.06 Any former member may apply for re-admission to the Association, in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Board of Directors.

DIRECTORS

6.07 The election of the Board of Directors shall be conducted as follows.

- (a) Written nominations for nominees, accompanied by the written consent and certification document of each nominee, shall be received by the Association not less than 24 hours before the commencement of the Annual General Meeting.
- (b) If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting. A written consent and certification document for each nominee is to be completed.
- (c) All nominees must certify in writing that they are not disqualified from being appointed or holding office as a Board member by this Constitution or under section 47 of the Act. Written consent and certification documents shall be retained by the Association's records.

6.08 Two directors, together with their nominated alternate directors, shall represent each administrative region.

6.09 There shall be no more than 10 regional directors and 10 regional director alternates at any one time.

6.10 Any persons may be nominated and elected as a regional director for a term of two years at the Annual General Meeting, provided that they are a Member, including a Life Member, Fellow Member or Retired Member of the Association.

6.11 Each regional director, upon election shall nominate an alternate regional director who, being acceptable to the Annual General Meeting, shall normally reside in the same region as the regional director represents. The alternate regional director shall act to the assistance of, or at the request or in the stead of the regional director in their absence.

6.12 Regional directors, including alternates, may be re-elected for a further term of two years, making a total of four years continuous service. After which time they shall retire as a regional director. After such time they may be re-elected, as if they have not previously held office as a regional director.

6.13 One of the regional directors elected at each Annual General Meeting shall be nominated from the membership as chair of directors and shall have a single casting vote to decide any matter at any general meeting of the Association

6.14 Upon election the chair of directors shall nominate an alternate chair of directors who, being acceptable to the Annual General Meeting, shall act in the stead of the chair of directors in their absence, at the request and in the assistance of the chair of directors.

6.15 From the end of each Annual General Meeting until the end of the next. An Executive Director, a Company, Business, Firm or some other person or persons, (known as the "Office Management") may be appointed under contractual conditions, by the Board of Directors,. To fulfil the position to manage the operations, on a day to day bases, of the Association's affairs, maintenance and delivery of services to the membership and shall provide an office service for the organisation. Subject to, and as per under the Board of Directors control. On such terms as: directions, supervision, requirements, performance conditions and remuneration. As the Board of Directors may from time to time determine.

6.16 From the end of each Annual General Meeting until the end of the next. Where an Executive Director, a Company, Business, Firm or some other person or persons, (known as the "Office Management") is not appointed under contractual conditions, by the Board of Directors. The operations and day to day affairs of the Association, shall be administered, managed and controlled by the directions and supervision of the Board of Directors, Who shall be accountable to the members for the implementation of the policies of the Association as approved by any General Meeting, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

6.17 Where appointed - The "Office Management" shall deal with and answer all correspondence as required. In so doing, to "Cc" all Board of Directors, plus perform other duties as may be required from time to time, by the Board of Directors.

6.18 Where appointed - The “Office Management” shall hold the Associations Records, Documents, Books and Property etc.

6.19 Unless directed by the Board of Directors, the “Office Management” where appointed, shall record the minutes of all Meetings, (electronic and written). All such minutes, when confirmed by the next such meeting and signed by the chair of Directors of that meeting, shall be prima facie evidence that the meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

6.20 In the absence of, or the resignation of the “Office Management” etc. The Board of Directors may appoint an Executive Director, a Company, Business, Firm or some other person or persons, etc. to perform the required functions of “Office Management”.

6.21 Written minutes and the recordings of all meetings, to be forwarded to the Board of Directors as follows:

- (a) All Annual, General and Special Meetings etc., within two months.
- (b) Board Meetings within 10 working days.

FELLOW MEMBERS

6.22 The total of Fellow Members at any one time shall not be more than the below percentages of the membership of the Association obtained at the time of election.

- 5 Members = 100↔299
- 6 Members = 300↔600
- 1% members = → above

6.23 Any Member may become a Fellow Member provided they shall:

- have continuously been within the Association for at least 15 years.
- have received nomination from two regional directors and elected at an Annual General Meeting of the Association.

LIFE MEMBERS

6.24 The total of Life Members at any one time shall not be more than the below percentages of the membership of the Association obtained at the time of election.

- 5 Members = 100↔299
- 6 Members = 300↔600
- 1% members = → above

6.25 Any Member may become a Life Member provided they shall:

- have continuously been within the Association for at least 20 years.
- have received nomination from four regional directors and elected at an Annual General Meeting of the Association.

MEMBERS

6.26 Any person may become a Member of the Association provided they shall:

- a. have achieved a formal qualification in design technology accredited by the New Zealand Qualifications Authority as being equivalent to or above the requirements of the award of New Zealand Certificate in Engineering, or Draughting and, have had at least 5 years on-job design related experience.

or

b. have had at least 10 years on-job design related experience, of which at least 5 years have been in a position of responsibility and, at the discretion of the board of directors, submitted a minimum of 4000-word written statement, paper or report upon a topic prior approved by the Board of Directors.

or

c. have completed at least 15 years of on- job design related experience in a position of responsibility.

RETIRED MEMBERS

6.27 Any member may become a Retired Member of the Association provided that they have retired from full-time design work permanently due to age or ill-health.

6.28 Retired member status may also be obtained as temporary relief of membership obligations due to ill health or other unforeseen circumstances for a period of up to 6 months upon each application.

6.29 The granting of a Retired Membership shall be decided, upon application, by the Board of Directors.

HONORARY MEMBERS

6.30 The total of Honorary Members at any one time shall not be more than the below percentages of the membership of the Association obtained at the time of election.

5 Members = 100↔299

6 Members = 300↔600

1% members = → above

6.31 Any person may become an Honorary Member of the Association provided that they are:

- not already holding membership of the Association,
- nominated by four regional directors of the Association

ASSOCIATES

6.32 Any person may become an Associate of the Association provided that they are engaged in a design related occupation and provide evidence to the board of directors:

a. as to their intention to engage in relevant course of instruction

or

b. have achieved a relevant formal qualification accredited by the New Zealand Qualifications Authority as being equivalent to or above the requirements of the award of New Zealand Trade Certificate,

or

c. have achieved a formal qualification in design technology accredited by the New Zealand Qualifications Authority as being equivalent to or above the requirements of the award of an appropriate New Zealand Certificate.

AFFILIATES

6.33 Any person or enterprise may become Affiliated to the Association upon application, provided that they have a general or particular interest in the well- being of the design industry at large or are in a position to be of service to the Association.

STUDENT MEMBER

6.34 Applicants must be in their first five years of design training. On application, students will be upgraded on confirming to the associate member qualification.

If and when the student has reached their 5 years, rather than him/her applying to step up, DANZ have the right to automatically place them in the Associate member group, a lot of members have in the past, stayed as an associate or a student member paying a less fee and still receiving the full requirements as a full member.
The Student Membership fee to be free – an annual administration fee plus GST to apply.

DUTIES OF DIRECTORS

7.01 The prime duty of all directors, including their alternates, is to serve the needs of the membership by implementing the objects and rules and decisions of general meetings of the Association, and especially act in the interests of Public safety.

7.02 Not with standing that in the normal course of events, and for ease of membership access, regional directors are assigned to represent the membership of a region. In the event of a serious matter of urgency or emergency any director may act for any of the membership.

7.03 The Directors shall report fully and formally to the Membership of the Association at the Annual General Meeting.

7.04 Upon election each regional director, including their alternates shall be deemed to have accepted the past decisions of the Association and to act upon them for the benefit of the Association.

7.05 All directors, and their alternates, upon election are to form a Board of Directors who shall meet in total as a board of management at least five times a year to formulate and authorise the implementation of the business plan affecting the affairs of the Association and to conduct such other Association business as required from time to time.

7.06 No one Director, member or whoever, on their own volition can act in a managerial situation, making solo decisions on the governance of the Association, without the authority and approval from the Board of Directors.

7.07 Regional directors, including their alternates, shall not be entitled to any payment for their time spent on carrying out the duties of a director of the Association.

7.08 Regional directors, including alternates may receive reasonable reimbursements for the actual cost of travel and accommodation whilst engaged on business of the Association that has been approved either by the Annual General Meeting or by the board of directors, or in circumstances where a delay in obtaining approval would seriously imperil the Association.

7.09 Each regional director shall cause a copy of the transcript of the Minutes of all meetings of the Board of Directors to be circulated to or otherwise made available to the membership within the region for which they act.

7.10 Directors shall keep safe the business of the Association and this obligation shall survive their retirement as a director.

7.11 Directors shall observe a quorum of not less than five of the elected number of directors at any meeting of the board of directors. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting shall be dissolved. It shall stand adjourned to a new day, time and place to be determined.

ROLES OF CHAIR of DIRECTORS

8.01 The Chair of Directors role is mainly a person that will guide the Board through the intricacies of the workings of the Association with the approval and authority of the Board of Directors.

- (i) Ensure the Constitution is followed.
- (ii) Convene Meetings.
- (iii) Chair all Meetings, deciding who may speak and when.
- (iv) Oversee the operation of the Association where applicable as approved by the Board of Directors.
- (v) To keep all Directors up to date with all happenings within the Association. (Emails, Conversations, etc.)
- (vi) Give a report on behalf of the Board of Directors on the operation of the Association at each Annual General Meeting.

8.02 The Vice Chair of Directors role is to:

- (i) Assist the Chair of Directors in their duties as required and shall chair all meetings, in the absence of the Chair of Directors.

REMOVAL OF A DIRECTOR

9.01 No attempt to remove a director shall be made by any person, except at a Special General Meeting convened for that purpose, or at the Annual General Meeting after serving formal notice upon the Association, at least 30 days prior to the meeting stating details, in writing, as to the complaint made against the director or such other matters or circumstances that have arisen.

REGISTRATION

10.01 Any person being a practising Member, may apply to the Board of Directors to have their name added to the roll of registered designers, and to use the appellation Registered Designer.

ADVERTISING

11.01 No person shall advertise membership status of the Association unless:

They are the authorised agent thereof, of the Association, appointed and approved by the Board of Directors, acting for, and on behalf of the board of directors, or, they are a financial Member and being; a Member may use the full title or the abbreviation, MDANZ. Likewise, a Fellow Member may use FDANZ and a Life Member, LMDANZ. Such members are permitted to use the approved DANZ Membership Logo on letter heads, plans, business cards and such places where advertising ones business.

11.02 No person, being of the membership of the Association, shall stand in the market and offer their services to the public unless they have prior satisfied the board of directors as to their competence so to do, and evidenced by being a Member.

11.03 In circumstances decided as appropriate by the board of directors, the qualification of Member status may be bestowed provisionally, upon Application for a period decided by the directors, for the purposes of facilitating Supervision of an Applicant presently unable to comply with Rule 6.26. Acceptance by the Applicant shall be deemed to constitute their abiding agreement until Notified that the Supervision is suspended.

TERMINATION OF MEMBERSHIP

12.01 No membership of the Association may be terminated unless one or more of the following breach of the rules is in evidence:

- the authorised annual licence fee remains unpaid for a period of more than fifteen months from the due date, and no evidence of hardship has been received by the Board of Directors.
- the person concerned gives written notice to the Board of Directors that they wish to terminate their membership.
- refusal by the person to pay any levy or fee approved at the Annual General Meeting.
- serious breach of the Code of Ethics that has the capacity to bring the Association into disrepute.
- the termination of a Members membership following a dispute resolution process, under the Associations constitution, or
- that in the opinion of the board of directors, there is no prospect of the breach being satisfactorily remedied, and that the person concerned has been given notice of the breach and of the impending termination.

12.02 In case of financial or other hardships the Board of Directors may act to remit all or part of any monies payable and may act in camera in cases where so not to do may breach the privacy of the person concerned. All such dealing shall in any event be disclosed for the purposes of legal compliance.

12.03 All memberships are deemed to lapse upon the death of the person or the cessation of an enterprise.

12.04 The obligation for any fees or levies due and payable by the person whose membership is terminated shall remain recoverable or be remitted at the discretion of the board of directors.

USE OF MEMBERSHIP INFORMATION

13.01 The Association shall keep, work with and use all personal information provided to it from the membership on a - need to know- basis.

13.02 Annually, the membership shall be given the opportunity to annotate their personal information and to re-authorise the withholding or release of items of personal information.

13.03 Notwithstanding the above clause, it shall be the duty of the membership to advise the Board of Directors, of any significant changes to the information known to be held by the Association.

13.04 Membership information shall be kept for a period of seven years from the date the membership was relinquished.

ORGANISATION

14.01 For the general convenience of the membership, the Association shall be territorially divided in four regions which shall be known as Northern, Midland, Southern and Central Regions.

14.02 Each person or enterprise comprising the membership shall only belong to one region at a time.

14.03 The region to which any person or enterprise, comprising of the membership, belong to, shall be decided on the basis of the territorial boundaries, decided by the Board of Directors from time to time. A Director may be nominated to oversee the membership residing outside the territorial extent of New Zealand.

14.04 Each region may be sub-divided into Chapters according to the local or national demands of the membership.

14.05 Any local Chapter of the Association shall be under the supervision of a regional director, who may delegate to other persons such duties as may be necessary to organise chapter activities.

14.06 Any national or international chapter shall be under the supervision of a director appointed by the Board of Directors. The appointed director may delegate to other persons such duties as may be necessary to organise chapter activities.

14.07 A Chapter may be formed when not less than four Members request the Board of Directors, in writing, to licence a Chapter and provide facilities agreed to by the board of directors from time to time, for the furtherance of the objects of the Association.

14.08 A Chapter may continue to hold a licence for as long as it remains active in the pursuit of the objects of the Association as evidenced by providing details of its activities to the Board of Directors, at least annually for publication purposes.

14.09 Regional directors shall invite applications from the membership within their respective boundaries and shall arrange an election to elect a maximum of four regional delegates to represent the views and wishes of the membership of the respective regions at General Meetings.

14.10 Regional delegates may, upon application to the Board of Directors, and using the form provided for the purpose, receive reimbursement of all or part of reasonable travel and accommodation expenses actually incurred in attending a General Meeting. Such reimbursement shall be at the discretion of the Board of Directors, but shall not be unreasonably refused.

MEETINGS

15.01 The “Office Management” shall convene the Statutory Annual General Meeting of the Association in November each year. At a date, time and place agreed to by the Board of Directors, not less than six weeks (42 days) prior to the meeting. Members are to be notified of such meeting. Directors are to receive all business to be transacted at least 14 days before all meetings.

15.02 Each Annual General Meeting must be held within six months after the Association’s balance date, and no more than fifteen months after the previous Annual General Meeting.

15.03 The Board of Directors shall invite the membership to attend the Statutory Annual General Meeting by giving at least 14 days’ notice of the date, time and place of the meeting and the business agenda to be transacted.

15.04 It shall be considered fair notice of the Statutory Annual General Meeting, the AGM. When the media form carrying the Notice of the meeting, is sent to the address of the person concerned as shown on the Associations records at the time the Notice was placed.

15.05 Any person may attend the AGM of the Association provided that they currently have paid all fees and levies due, and therefore are a fully paid up member.

15.06 The quorum for a General Meeting of the Association shall be of at least five directors + (if any) regional delegates, who are duly authorised to represent the membership of at least three of the regions.

15.07 The “Office Management” of the Association, where applicable, shall be in attendance and may invite the Association, Accountant, Banker, Legal Advisor or other professional advisor to participate in the business at any General Meetings, on approval of the Board of Directors.

15.08 The board of directors can invite guests to the meeting and they may speak but they may not participate in the formal business of the meeting.

15.09 Any persons, either in person or by authorised proxy upon the form provided for the purpose, may exercise one vote at a general meeting of the Association provided that they are:

- a Director
- a Fellow Member
- a Life Member
- a Member
- a Retired Member

15.10 Any person eligible to vote at a General Meeting, but not present at the meeting, may lodge a proxy vote by giving instructions upon the form provided in writing to the Board of Directors or Director, at least 7 clear days prior to the meeting.

15.11 Any of the membership may request a Special General Meeting be convened by writing to the Board of Directors stating the reason for the need for a Special General Meeting.

15.12 Within 30 days from receiving such request, the Board of Directors will, in their absolute discretion, call for a Board of Directors meeting and decide whether or not to convene a Special General Meeting, and to advise the membership accordingly, or to implement any other cause of action.

15.13 Where applicable and required, the Board of Directors shall convene a Special General Meeting by giving 30 days’ notice to the membership, stating the date time and place and the business agenda to be transacted.

15.14 It shall be permissible to transact any business by referendum, by the mail or by any other technological means, such as conference calls, using audio and, or audio-visual technology, provided that the provisions of these rules are met.

15.15 All matters decided at meetings shall be by voting, and being practical, in the first instance be on the voices.

15.16 Any of the membership entitled to vote and who disputes the outcome of the voiced vote may request a show of hands to decide the matter. The Chair of Directors, shall request a Director together with a scrutineer chosen from the

meeting attendees by the person requesting a show of hands, shall agree the votes in favour and those against the matter, and shall pass this information in writing to the Chair of Directors who shall immediately announce the result to the meeting.

15.17 In the case of distance meetings or postal ballots the Chair of Directors shall arrange for a scrutineer, not being of the membership, to receive the voting papers and report the number of votes cast, the number of voided votes, the votes in favour and the votes against. The Chair of Directors shall immediately announce the result to the meeting.

15.18 The Association must keep minutes of all Meetings (Electronic and Written.)

15.19 The Board of Directors shall have the power, from time to time, to co-opt a member or members to the Board of Directors, where and when required. Such member or members shall hold office until the next Annual General Meeting, and must certify in writing that they are not disqualified from being appointed or holding office as a Board member by this Constitution or under section 47 of the Act. Written consent and certification documents shall be retained by the Association's records.

15.20 The business of the **Annual General Meetings** to be presented – shall be:

- (a) Meeting called to order, start time recorded.
- (b) Apologies, plus record attendees. (in person or electronic)
- (c) Confirm the minutes of the previous Annual General Meeting.
- (d) Any business from the previous AGM minutes.
- (e) Annual Board of Directors Report from the Chair of Directors.
- (f) The "Office Management" annual report on the operations and affairs of the Association.
- (g) Audited annual financial statements. End of the Year Accounts. Proposed Budget.
- (h) Election of Board of Directors. Verbal approval with signed and dated declarations Rule 6.07 to follow.
- (i) Election of Chair of Directors and nominated Alternate Chair of Directors.
- (j) Statute positions to be filled by nomination.
 - (1) The Registrar of Incorporated Societies Rule 3b & 3c Where applicable to be one "Office Management" person and one Director.
 - (2) For signatures upon all instruments of monetary transfers Rule 5.34. one "Office Management" person and two Directors.
 - (3) For Affixing the Common Seal of the Association Rule 20.03 in the presence of the Chair of Directors and an "Office Management" person.
- (k) Subscriptions or fees set by the Board of Directors.
- (l) Records of notice of disclosures & conflicts of interest. (summary of disclosure matters relating to)
- (m) Remits and Motions of which prior notice has been given.
- (n) General business.
- (o) Time and date of next AGM.
- (p) Meeting closed, time recorded.

15.21 Special General Meetings may be called at any time by the Board of Directors by resolution.

The business of a Special General Meeting shall be confined to the purposes stated in the notice of such a meeting. No general business can be conducted at a Special General Meeting. The meeting agenda to be, (a) (b) (m) and (p) from the AGM agenda.

15.22 The business of the Board of Directors Meetings – shall be:

- (a) Meeting called to order, starting time recorded.
- (b) Apologies, plus record attendees. (in person or electronic)
- (c) Confirm the minutes of the previous Meeting.
- (d) Any business from the previous meeting minutes.
- (e) Action Items Register (1) Directors (2) "Office Management".
- (f) Membership Growth.
- (g) Out Standing Membership Fees.
- (h) Finances including monthly Bank Statements.
- (i) Correspondence In / Out.
- (j) General Business.
- (k) Directors Portfolios.
- (l) Date and Time of next meeting.
- (m) Meeting closed, time recorded.

FUNDS

16.01 The Board of Directors shall cause a business plan to be prepared for the use of the funds of the Association in achieving the objectives of the Association and shall have this approved by a general meeting.

16.02 The administration and all transactions of the funds shall be under the control of the Board of Directors who may consult with the Association's appointed Accountant, Financial or Legal Advisor or Banker as the case may require.

16.03 The annual balance date of the Association shall be 30 September each year subject to the approval of the Commissioner of Inland Revenue.

16.04 All income from the membership including annual licence fees, levies, sales of goods and services etc., are to be credited to the Association's current account at a Bank nominated by the Board of Directors from time to time. Such Bank Account Numbers etc. are to be available and supplied to the Board of Directors for open, honest accountability and responsibility on behalf of the Association members.

16.05 All funds surplus to the immediate requirements of the Association are to be invested with a Bank nominated by the Board of Directors from time to time.

16.06 No person shall incur any financial liability or obligation to the Association without prior knowledge of the Board of Directors. The members of the Board of Directors shall be indemnified by the Association from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as may occur from their own respective wilful neglect or any act contrary to this Constitution.

16.07 All accounts for services rendered or goods supplied to the Association via a local Chapter administration shall be paid by the Board of Directors from the Association funds after verification by the regional director or his delegated person that the goods or services have been satisfactorily supplied.

16.08 Association funds may be administered through imprest Bank accounts set up by the Board of Directors and operated on by local Chapter administration, provided that the amount in the imprest account does not exceed \$300.

16.9 For the purposes of tax compliance and the Annual General Meeting, a Balance Sheet and Profit & Loss Statement is to be prepared by a firm of Chartered Accountants, where required to, by such law,

16.10 The Board of Directors shall provide information to the Association's Accountants for the purposes of preparation of the Association's Annual Accounts, where required to, by such law, for presentation at the Annual General Meeting.

16.11 The Association's Accountants, where required to, by such law, shall supply to the Board of Directors a set of Annual Accounts and copies of the Annual Returns made on behalf of the Association to the Inland Revenue Department and the Registrar of Incorporated Societies, to the standard of the New Zealand Society of Chartered Accountants.

16.12 Goods and Services Tax returns shall be made by the Board of Directors on a six-monthly payment basis according to the approval of the Commissioner of Inland Revenue.

16.13 No person shall cause any distribution, whether by way of money, property, or otherwise howsoever, to any proprietor, member or shareholder except reasonable remuneration for services rendered.

CONFLICT REGISTER OF INTERESTS

17.01 The Association shall at all times maintain an up-to-date "Register of Interests" disclosed by the Directors of the Board, under this Constitution and as required by the 2022 Act.

- (a) A Director of the Association, after becoming aware of the fact, or who is interested in a transaction or matter entered into, or a proposed transaction or matter to be entered into, by the Association: must disclose details of the nature and extent of the interest or interests. Including any monetary value, to the Board of Directors, and that interest or interests, must be added to the "Register of Interests," if not already done so.

(b) If the Association becomes aware of a Director's interest in a transaction or matter, that has already been completed, which was not disclosed or entered in the "Register of Interests." The Association must notify the Members as soon as becoming aware of the failure. The Act may allow the Association to avoid the transaction or matter, up to three months after the Association has notified its members. However the Association cannot avoid the transaction if the Association receives fair value under it.

(c) A Director who has an interest in a transaction or matter may be counted for the purposes of determining whether there is a quorum at any meeting, where the transaction or matter is being considered. That Director may take part in the discussion of the transaction or matter and be present during the decision on the transaction or matter. (unless the Board of Directors decides otherwise.) That Director cannot participate in: - voting, any decision making, or document signing, etc., that is part of the final decision making step of the transaction or matter.

(d) Conflict of interest is an area where all members and officers of any organization have to be wary and aware of. A conflict of interest is any situation where duties or responsibilities as an office holder in an organization, conflict or could be seen to conflict, with some other interest, that member might have. Such as the other interest or duty being a member of a club, society, organization or a relationship they have. Areas of conflict to be aware of: Duty vs Duty, Competing Interests, Use/Misuse of Information, Perceived Conflict, Conflicting Loyalties, Impact on decision making, Potential for Compromise, Compromised Judgement, Perception of Bias, Duty of Loyalty, Responsibility or Confidentiality. Good governance requires the officer to disclose the interest, abstain from deliberation and decision, making on matters related to the conflict and record the situation in the "Register of Interests".

(e) A Director of the Association may inspect the "Register of Interests" at any reasonable time.

CHANGES TO THE RULES

18.01 No new rules shall be made, nor any rule amended, rescinded or altered except at the Annual General Meeting or at a Special General Meeting, or by the Board of Directors acting upon specific instructions from a Special General Meeting or the Annual General Meeting.

18.02 Notice of any proposed changes to the rules shall be given in writing to the Board of Directors by a regional director acting at the request of not less than five of the membership entitled to vote at a Special General Meeting or the Annual General Meeting.

18.03 Upon receipt of such notice that shall state the names of the applicants, the board of directors shall consider the matter and within a reasonable period of time to:

- request from the applicants a written synopsis of their reasons for the proposed change to the rules,
- research the matter and to advise the board of directors at their next meeting, the implications for and against the proposed change or changes.
- where applicable, arrange to have the matter dealt with at the next Annual General Meeting,

18.04 All rules, policies, code of ethics or conduct etc. including meetings and election guidelines, where change or changes are being proposed or to be proposed, shall be covered with a written synopsis of the reasons for such change or changes. As well including the implications for and against such a change or changes, in how it will affect the running of the Association.

18.05 The Board of Directors shall notify the Registrar of Incorporated Societies, all the rule change or changes to be registered, in the form and manner specified in the Act. The rule change or changes, shall take immediate effect from the closing time and date of such Annual General Meeting or Special General Meeting. The rule change or changes are ratified when registered with the Incorporated Society.

18.06 Upon receipt of the acceptance of the change of rules from the Registrar of Incorporated Societies, the Board of Directors shall advise the Association of the change of rules, and this shall be evidence, that all of the membership has been advised of the change.

18.07 Any person, provided they are a financial member, may request from any director a written copy of amended rules at no charge. This shall be in addition to the copy of the rules obtaining at the time and supplied to them as of right when they were admitted to the Association.

18.08 No new rule, change or amendment shall be legal if it in any way affects the not-for-profit status of the Association or its benefactors or successors.

18.09 Without limiting the powers of the Board of Directors as set out in this constitution, the Board of Directors have the power to make and amend the rules and policies, including meetings and election guidelines, for the conduct and control of the Association's activities, and any codes of conduct applicable to Members, provided that no such rules, policies, or code of ethics or conduct etc., applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act or any other legislation.

INTERPRETATION OF RULES

19.01 Where a doubt, dispute or difference arises from the effect of the application of the rules to the membership, the matter shall be referred, to the board of directors who may request advice.

19.02 After due consideration, the Board of Directors shall advise the membership of the matter arising and of their decision of any action required to deal with the doubt, dispute or difference.

19.03 In all cases of interpretation the decision of the board of directors shall be final and binding on the membership.

COMMON SEAL

20.01 The Common Seal of the Design Association of New Zealand Inc. shall be in the custody of the Board of Directors.

20.02 The Common Seal of the Association shall not be affixed to any document or instrument unless by prior instruction written as a Minute in the proceedings of a Special General Meeting or the Annual General Meeting.

20.03 Every affixing of the Common Seal shall be in the presence of the Chair of Directors and an "Office Management" person nominated by the Board of Directors, whose signatures shall attest to this upon every document, deed or instrument.

WINDING-UP

21.01 In the event of the cessation of the Association, its affairs are to be wound-up by the Board of Directors.

21.02 All assets remaining after the payment of all debts and liabilities, including all taxes, are to be notified to the Board of Directors, who shall advise the membership of the state of affairs and of their proposals for the dispersal of the remaining assets. Which may be given or transferred to another organisation for a similar purpose. No distribution of any remaining assets shall be made to any Member.

21.03 The Board of Directors shall convene a Special General Meeting and the matters of winding-up shall be placed before this meeting.

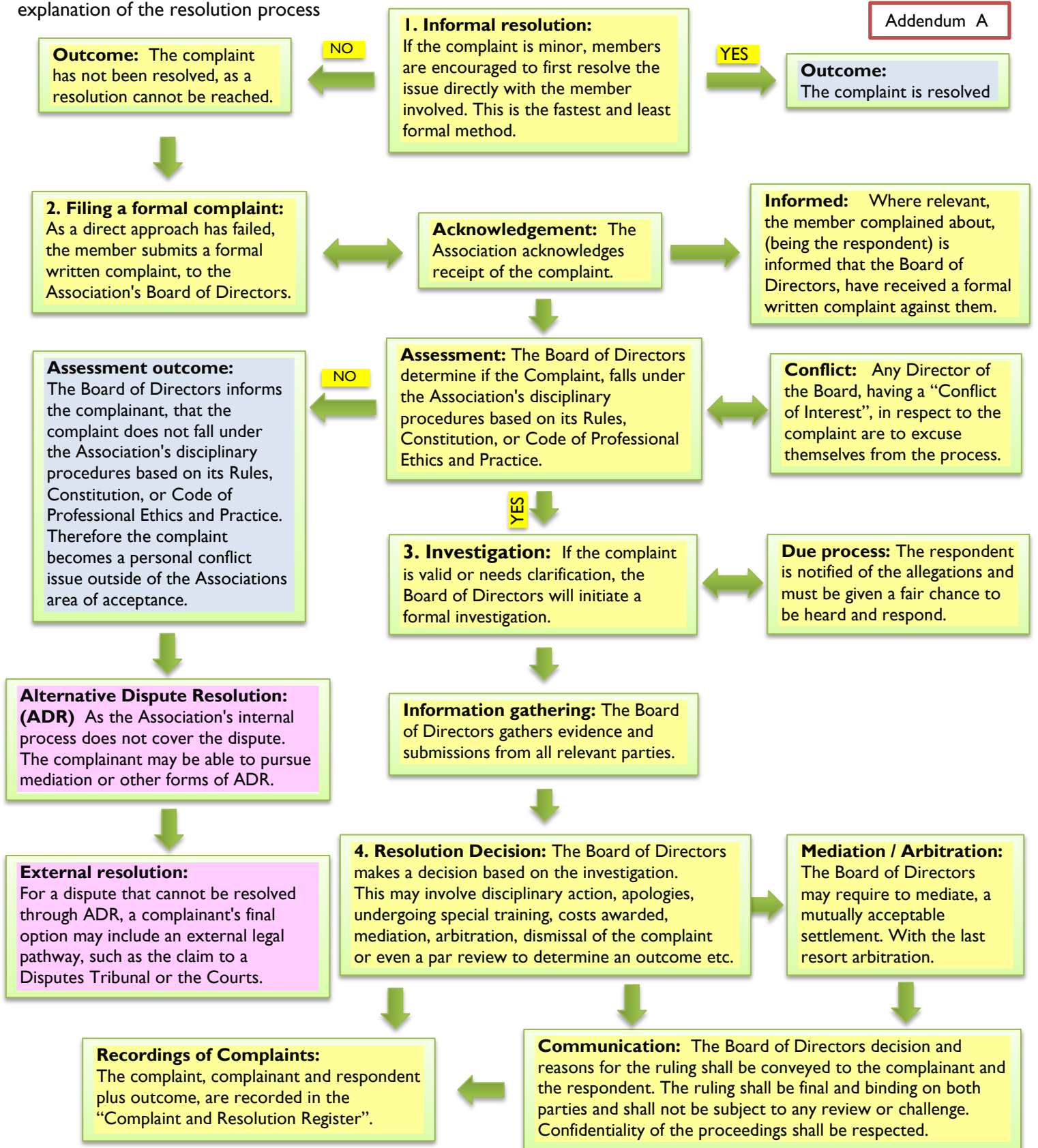
21.04 The resolutions of this meeting shall be final.

FINAL RULE

22.01 This is the final rule.

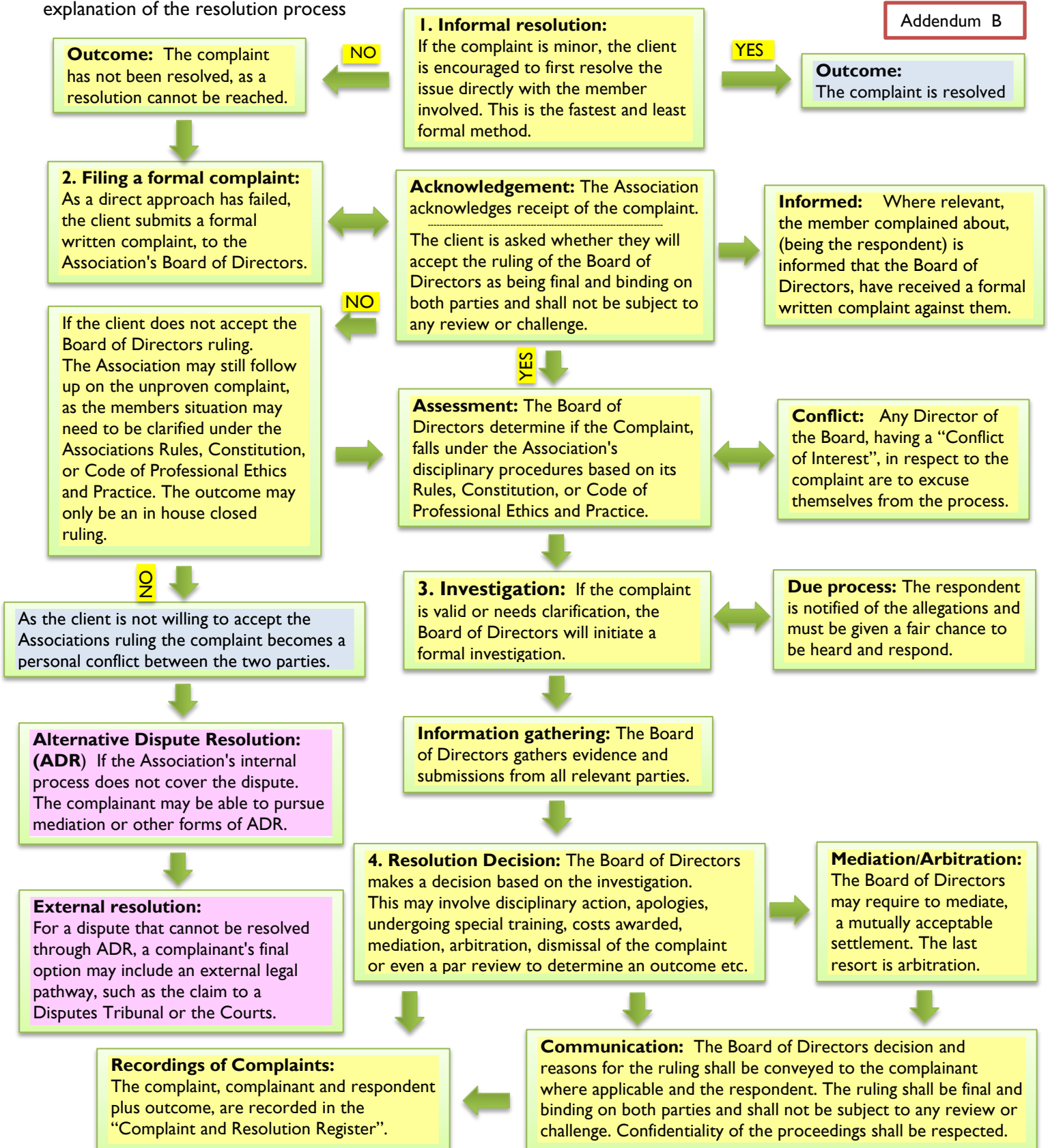
DESIGN ASSOCIATION of NEW ZEALAND - Internal complaint, grievance resolution flow chart
 explanation of the resolution process

Addendum A



DESIGN ASSOCIATION of NEW ZEALAND – CLIENT complaint, grievance resolution flow chart
 explanation of the resolution process

Addendum B



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The below signatories approve the attached rules, that have been tabled and accepted at the 26th November 2025 Design Association of New Zealand's Annual General Meeting for compliance with the Incorporated Societies 2022 Act requirements for re-registration.

Name and Signature:	LES. PARLALIE	
Name and Signature:	Paul Huse White	
Name and Signature:	SHAMIR KHAN	
Name and Signature:	TREVOR HISHON	