

# Constitution

## 1. Introductory rules

### 1.1 Name

- 1.1.1 The name of the **Society** is New Zealand Occupational Hygiene **Society** Incorporated (in this **Constitution** referred to as the '**Society**').

### 1.2 Charitable status

- 1.2.1 **The Society is not** and does not intend to be registered as a charitable entity under the Charities Act 2005.

### 1.3 Definitions

- 1.3.1 In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

- a) '**Act**' means the Incorporated Societies **Act** 2022 or any **Act** which replaces it (including amendments to it from time to time), and any regulations made under the **Act** or under any **Act** which replaces it.
- b) '**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.
- c) '**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.
- d) '**Committee**' means the **Society's** governing body elected by the **Members** of the **Society** for the purpose of directing the affairs of the **Society**, also known as '**Council**'.
- e) '**Constitution**' means the rules in this document.
- f) '**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.
- g) '**Entitled Member**' means a **Member** who is entitled to vote at meetings of the **Society**.
- h) '**Financial year**' means the year ending on 31 March.
- i) '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

- j) **‘Interested Member’** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
- k) **‘Interests Register’** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- l) **‘Matter’** means—
1. the **Society’s** performance of its activities or exercise of its powers; or
  2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- m) **‘Member’** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** and who has not ceased to be a **Member** of the **Society**.
- n) **‘Notice’** includes any **Notice** given by email, post, or courier.
- o) **‘Officer’** means a natural person who is:
- occupying a position as a **Member** of the **Committee** which allows them to exercise significant influence over the management or administration of the **Society**.
- p) **‘Register of Members’** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- q) **‘Secretary’** means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- r) **‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- s) **‘Sub-Committee’** means a group of **Society Members** appointed by the **Committee** for a particular function associated with the business of the **Society**.
- t) **‘Working Days’** means as defined in the Legislation Act 2019. Examples of days that are not working days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## 1.4 Purposes

1.4.1 The primary purposes of the **Society** are to—

- a) further the practice, professionalism and recognition of occupational hygiene in New Zealand.
- b) promote and maintain a high standard of ethics in the practice of occupational hygiene.
- c) improve the calibre of practitioners of occupational hygiene within New Zealand by promoting and co-ordinating vocational training and by encouraging the further development of, and seeking to promote the status of, occupational hygiene as a profession throughout New Zealand.
- d) improve, promote and develop the professional practice of occupational hygiene so as to improve and protect worker health and wellbeing throughout New Zealand.
- e) promote the exchange of information about occupational hygiene among organisations and individuals nationally and internationally, e.g. through the provision and/or facilitation of conferences and networking through websites.
- f) collaborate and cooperate with other societies, national and international organisations in the promotion of occupational hygiene for the protection of the workforce.

1.4.2 The **Society** must not operate for the purpose of, or with the effect of—

- a) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- b) having capital that is divided into shares or stock held by its **Members**; or
- c) holding, property in which its **Members** have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise).

1.4.3 But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—

- a) engages in trade,
- b) pays a **Member** for matters that are related to the purposes of the **Society**,
- d) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,

- e) provides benefits to **Members** of the public or of a class of the public and those persons include **Members**,
- f) provides benefits to **Members** to alleviate hardship,
- g) provides educational scholarships or grants to **Members**,
- h) pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- i) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- j) on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

## 1.5 Act and Regulations

- 1.5.1 Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## 1.6 Restrictions on Society powers

- 1.6.1 The **Society** must not be carried on for the financial gain of any of its **Members**.
- 1.6.2 The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions—
  - a) The **Society** does not have the power to borrow money.

## 1.7 Registered office

- 1.7.1 The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 1.7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- a) at least 5 **Working Days** before the change of address for the registered office is due to take effect, and
- b) in a form and as required by the **Act**.

## 1.8 Contact person

- 1.8.1 The **Society** shall have at least 1 but no more than 3 **contact person(s)** whom the Registrar can contact when needed.
- 1.8.2 The **Society's contact person** must be:
  - a) At least 18 years of age, and
  - b) Ordinarily resident in New Zealand.
- 1.8.3 A **contact person** can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- 1.8.4 Each **contact person's** name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
  - a) a physical address or an electronic address, and
  - b) a telephone number.
- 1.8.5 Any change in that **contact person** or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

## 2. Members

### 2.1 Minimum number of Members

- 2.1.1 The **Society** shall maintain the minimum number of **Members** required by the **Act** (at least 10).

### 2.2 Membership levels

- 2.2.1 The **Committee** must consider all applications for membership and acceptance shall be determined by the **Committee** using the membership bylaw.
- 2.2.2 The **Committee** may decline any application for membership.

2.2.3 Membership levels of the **Society** are:

- Associate Member
- Technician Member
- Full Member
- Fellow Member
- Retired Member

2.2.4 The membership bylaw states the entry requirements for each of the membership levels.

2.2.5 An associate is considered a member under this constitution but does not have any voting rights.

## 2.3 Becoming a member: consent

2.3.1 Every applicant for membership must consent in writing to becoming a **Member**.

## 2.4 Becoming a member: process

2.4.1 An applicant for membership must complete and sign an application form, supply any information, and/or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

2.4.2 The **Committee** may appoint a membership **sub-committee** to review membership applications and put forward a recommendation to accept or decline an application.

2.4.3 The **Committee** holds the final decision and may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

2.4.4 The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

## 2.5 Members' obligations and rights

2.5.1 Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

2.5.2 All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

2.5.3 The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise

used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

## 2.6 Subscriptions and fees

- 2.6.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- 2.6.2 Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 30 **Working Days** of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activities or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid.
- 2.6.3 If such arrears are not paid within 90 **Working Days** of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior **Notice** to that **Member**).

## 2.7 Ceasing to be a Member

- 2.7.1 A **Member** ceases to be a **Member**—
  - a) by resignation from that **Member's** class of membership by written **Notice** signed by that **Member** to the **Committee**, or
  - b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
  - c) on death, or
  - d) by resolution of the **Committee** where—
    - a) The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 90 **Working Days** of the due date for payment.
    - b) In the opinion of the **Committee** any act or omission of such **Member** has or is likely to cause disharmony among **Members** of the **Society** or to bring the **Society** or the occupational hygiene industry into disrepute but the **Committee** shall not so resolve without first;
      - (i) by not less than 15 **Working days'** notice in writing particularising to the member in question the ground on which expulsion is contemplated; and

- (ii) hearing and considering such representations and evidence as the member in question either personally or through counsel may adduce. The association shall accept no liability for the costs of the member in question.

2.7.2 with effect from (as applicable)—

- a) the date of receipt of the **Member's Notice** of resignation by the **Committee** (or any subsequent date stated in the **Notice** of resignation), or
- b) the date of termination of the **Member's** membership under this **Constitution**, or
- c) the date of death of the **Member**, or
- d) the date specified in a resolution of the **Committee**.

2.7.3 When a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

## 2.8 Obligations once Membership has ceased

2.8.1 A **Member** who has ceased to be a **Member** under this **Constitution**—

- a) remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- b) shall cease to hold himself or herself out as a **Member** of the **Society**,
- c) shall cease to have electronic access to digital materials or programmes of the **Society**;
- d) shall return to the **Society** all property of the **Society**;
- e) shall cease to be entitled to any of the rights of a **Society Member** such as being listed as HASANZ registered through the **Society**.

## 2.9 Becoming a member again

2.9.1 Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

2.9.2 But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.



### 3. General Meetings

#### 3.1 Procedures for all General Meetings

- 3.1.1 The **Committee** shall give all **Members** at least 10 **Working Days**’ written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**. The **Notice** shall specify the day, method (online / in-person), and hour of the meeting.
- 3.1.2 That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society’s** register of **Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 3.1.3 Any **Notice** of motion to be discussed by a **Member** at any **General Meeting** shall be notified in writing (e.g. email to the Secretary) at least 15 **Working Days** prior to the date of the set **General Meeting**.
- 3.1.4 Only financial **Members** may vote at **General Meetings**—
- a) in person, or
  - b) by a signed written proxy (an email not being acceptable) in favour of some individual entitled to be present at the meeting and received by email, or handed to, the **Secretary** before the commencement of the **General Meeting**,
  - c) no other proxy voting shall be permitted.
- 3.1.5 No **General Meeting** may be held unless at least 20 percent of eligible financial **Members** attend online / in-person throughout the meeting and this will constitute a quorum (this does not include proxies).
- 3.1.6 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 3.1.7 A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices, by show of hands, or electronically or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot (either hard copy or electronically).
- 3.1.8 Unless otherwise required by this **Constitution**, all decisions at a **General Meeting** or by remote ballot shall be determined by a simple majority of votes cast by members present in person, by proxy, or voting electronically.

- 3.1.9 Any decisions made when a quorum is not present are not valid.
- 3.1.10 The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).
- 3.1.11 **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 3.1.12 All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.
- 3.1.13 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 3.1.14 Any person chairing a **General Meeting** may —
- a) With the consent of a simple majority of **Members** present at any **General Meeting** pause the meeting, and resume it at a later time or different place however when the **General Meeting** resumes, no new business shall be transacted other than the business left unfinished from the original meeting which was paused.
  - b) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
  - c) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 3.1.15 The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.

## 3.2 Minutes

- 3.2.1 The **Society** must keep minutes of all **General Meetings**.

### 3.3 Annual General Meetings: when they will be held

- 3.3.1 An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 3.3.2 The **Annual General Meeting** must be held no later than the earlier of the following—
- a) 6 months after the balance date of the **Society**
  - b) 15 months after the previous annual meeting.

### 3.4 Annual General Meetings: business

- 3.4.1 The business of an **Annual General Meeting** shall be to—
- a) confirm the minutes of the last **Annual General Meeting** and any Special **General Meeting(s)** held since the last **Annual General Meeting**,
  - b) adopt the annual report on the operations and affairs of the **Society**,
  - c) adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
  - d) set any subscriptions for the current financial year,
  - e) consider any motions of which prior **Notice** has been given to **Members** with **Notice** of the Meeting, and
  - f) consider any general business.
- 3.4.2 The **Committee** must, at each **Annual General Meeting**, present the following information—
- a) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
  - b) the annual financial statements for that period, and
  - c) **Notice** of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

### 3.5 Special General Meetings

- 3.5.1 **Special General Meetings** may be called at any time by the **Committee** by resolution.

- 3.5.2 The **Secretary** must call a **Special General Meeting** if it receives a written request signed by at least 20 percent of **Members** or by four **Members** of the **Committee**.
- 3.5.3 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 3.5.4 The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

## 4. Committee

### 4.1 Committee composition

- 4.1.1 The **Committee** will consist of at least 7 **Officers** but no more than 8 **Officers**.
- 4.1.2 The **Officers** on the **Committee** must all be:
- **Members** of the **Society**
- 4.1.3 The **Committee** will consist of the following **Officers**:
- President
  - President Elect
  - Secretary
  - Treasurer
  - At least three ordinary **Committee Members**.
- 4.1.4 There shall be no more than one technician **Member** on the **Committee** at any one time. This **Member** may only hold ordinary **Committee** membership.
- 4.1.5 All other **Members** of the **Committee** must be **Full or Fellow Members** of the **Society**.

### 4.2 Functions of the Committee

- 4.2.1 From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies **Act** 2022, any Regulations made under that **Act**, and this **Constitution**.

### 4.3 Powers of the Committee

- 4.3.1 The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

## 4.4 Sub-Committees

4.4.1 The **Committee** may appoint **Sub-Committees** consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit.

4.4.2 Unless otherwise resolved by the **Committee**—

- a) each **Sub-Committee** shall have a Sub-Committee Chair that keeps the **Committee** up to date and informed of their practices and activities.
- b) the quorum of every **Sub-Committee** is half the **Members** of the **Sub-Committee** but not less than 2,
- c) no **Sub-Committee** shall have power to co-opt additional **Members**,
- d) a **Sub-Committee** must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
- e) a **Sub-Committee** must not further delegate any of its powers.

## 4.5 General matters: Committees

4.5.1 The **Committee** and any **Sub-Committee** may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or **Sub-Committee** meeting.

4.5.2 Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any **Sub-Committee** may regulate its proceedings as it thinks fit.

# 5. Committee meetings

## 5.1 Procedure

5.1.1 The quorum for **Committee** meetings is at least half the number of **Members** of the **Committee** (Four **Officers**).

5.1.2 A meeting of the **Committee** may be held either—

- a) by a number of the **Members** of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- b) by means of audio, or audio and visual, communication by which all **Members** of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

- 5.1.3 A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- 5.1.4 The **Members** of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the **Members** of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- 5.1.5 Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

## 5.2 Frequency

- 5.2.1 The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.
- 5.2.2 The **Secretary**, or other **Committee Member** nominated by the **Committee**, shall give to all **Committee Members** not less than 5 **Working Days' Notice** of **Committee** meetings, but in cases of urgency a shorter period of **Notice** shall suffice.

## 6. Officers

### 6.1 Qualifications of officers

- 6.1.1 Every **Officer** must be a natural person who—
- a) has consented in writing to be an officer of the **Society**, and
  - b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the **Society**.
- 6.1.2 **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—
- a) a person who is under 16 years of age
  - b) a person who is an undischarged bankrupt
  - c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation

- d) A person who is disqualified from being a **Member** of the governing body of a charitable entity under the Charities Act 2005
- e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  - an offence under subpart 6 of Part 4 of the **Act**
  - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - an offence under section 143B of the Tax Administration Act 1994
  - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (c)
  - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f) a person subject to:
  - a banning order under subpart 7 of Part 4 of the Act, or
  - an order under section 108 of the Credit contracts and Consumer Finance Act 2003, or
  - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

6.1.3 Prior to election or appointment as an **Officer** a person must—

- a) consent in writing to be an Officer, and
- b) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the **Act**.

6.1.4 Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

## 6.2 Officers' duties

6.2.1 At all times each **Officer**:

- a) shall **Act** in good faith and in what he or she believes to be the best interests of the **Society**,
- b) must exercise all powers for a proper purpose,
- c) must not **Act**, or agree to the **Society** acting, in a manner that contravenes the **Act** or this Constitution,
- d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - the nature of the **Society**,
  - the nature of the decision, and
  - the position of the Officer and the nature of the responsibilities undertaken by him or her
- e) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- f) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

## 6.3 Election or appointment of officers

6.3.1 The election of **Officers** shall be conducted as follows.

- a) Officers shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any Officer occurs between **Annual General Meetings**, a **Notice** for nominees or volunteer to fill the position until the next annual election of officers, will be sent to Members.
- b) That vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).
- c) Any such appointment of an interim Committee Member will be voted on by the Committee at a Committee Meeting.



- d) If the President position becomes vacant before the term ends, the position will be filled (until the next **Annual General Meeting**), by the President Elect. If the President Elect, Treasurer or Secretary position becomes vacant before the term ends, a replacement will be sought from the existing **Committee** to fulfil the required term (until the next **Annual General Meeting**). If no replacement is available, a separate election will be required.
- e) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 20 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- f) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- g) Two **Members** (who are not nominees) or non-members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- h) The failure for any reason of any financial **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- i) In addition to Officers elected under the foregoing provisions of this rule, the **Committee** may appoint other Officers for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an Officer of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

## 6.4 Term

- 6.4.1 The term of office for all **Officers** (except the President and President Elect) elected to the **Committee** shall be 2 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.
- 6.4.2 The President and President Elect shall hold office for a term of 1 year.
- 6.4.3 A **Member** may be returned to office any number of times.

6.4.4 The Immediate Past President is not considered a **Committee Member** but is able to provide support to the **Committee** upon request and/or invitation to **Committee Meetings**.

6.4.5 The Immediate Past President will not vote on **Committee** motions.

## 6.5 Removal of officers

6.5.1 An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- a) The Officer elected to the **Committee** has been absent from 4 **Committee** meetings without leave of absence from the **Committee**.
- b) The Officer has brought the **Society** into disrepute.
- c) The Officer has failed to disclose a conflict of interest.
- d) The **Committee** passes a vote of no confidence in the Officer.

6.5.2 By resolution of the **Committee** or the **Society**, removal of an **Officer** could also result in the officer being disqualified under this **Constitution** from being elected or appointed or otherwise holding office as an Officer of the **Society** again in future.

6.5.3 With effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

## 6.6 Ceasing to hold office

6.6.1 An **Officer** ceases to hold office when they resign (by **Notice** in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

6.6.2 Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all property of the **Society** held by such former **Officer**.

## 6.7 Conflicts of interest

6.7.1 An **Officer** or **Member** of a **Sub-Committee** who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- a) to the **Committee** and or **Sub-Committee**, and
- b) in an Interests Register kept by the **Committee**.

- 6.7.2 Disclosure must be made as soon as practicable after the **Officer** or **Member** of a **Sub-Committee** becomes aware that they are interested in the **Matter**.
- 6.7.3 An **Officer** or **Member** of a **Sub-Committee** who is an **Interested Member** regarding a **Matter**—
- a) must not vote or take part in the decision of the **Committee** and/or **Sub-Committee** relating to the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; and
  - b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; but
  - c) may take part in any discussion of the **Committee** and/or **Sub-Committee** relating to the **Matter** and be present at the time of the decision of the **Committee** and/or **Sub-Committee** (unless the **Committee** and/or **Sub-Committee** decides otherwise).
- 6.7.4 However, an **Officer** or **Member** of a **Sub-Committee** who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 6.7.5 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- 6.7.6 Where 50 per cent or more of the **Members** of a **Sub-Committee** are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

## 7. Records

### 7.1 Register of Members

- 7.1.1 The **Society** shall keep an up-to-date Register of **Members**.
- 7.1.2 For each current **Member**, the information contained in the Register of **Members** shall include —
- a) Their name, and
  - b) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and
  - c) Their contact details, including —

- A physical address or an electronic address, and
- A telephone number.

d) Current membership level

7.1.3 The register will also include each **Member's** —

- a) postal address
- b) email address (if any)
- c) occupation
- d) whether the **Member** is financial or unfinancial

7.1.4 Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

7.1.5 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- a) The former **Member's** name, and
- b) The date the former **Member** ceased to be a **Member**.
- c) Reason for cessation, where available.

## 7.2 Interests Register

7.2.1 The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by **Members** of any **Sub-Committee**.

## 7.3 Access to information for Members

7.3.1 A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

7.3.2 The request must specify the information sought in sufficient detail and justification to enable the information to be identified.

7.3.3 The **Society** must, within a reasonable time after receiving a request —

- a) provide the information, or
- b) agree to provide the information within a specified period, or

- c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
- d) refuse to provide the information, specifying the reasons for the refusal.

7.3.4 Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
- d) the information is not relevant to the operation or affairs of the **Society**, or
- e) withholding the information is necessary to maintain legal professional privilege, or
- f) the disclosure of the information would, or would be likely to, breach an enactment, or
- g) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- h) the request for the information is frivolous or vexatious, or
- i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the **Act**.

7.3.5 If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

- a) that the **Member** will pay the charge; or
- b) that the **Member** considers the charge to be unreasonable.

7.3.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 8. Finances

### 8.1 Control and management

- 8.1.1 The funds and property of the **Society** shall be—
- a) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
  - b) devoted solely to the promotion of the purposes of the **Society**.
- 8.1.2 The **Committee** shall maintain bank accounts in the name of the **Society**.
- 8.1.3 All money received on account of the **Society** shall be banked within 20 **Working Days** of receipt.
- 8.1.4 All accounts paid or for payment shall be submitted to the **Treasurer** for approval of payment.
- 8.1.5 The **Committee** must ensure that there are kept at all times accounting records that—
- a) correctly record the transactions of the **Society**, and
  - b) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
  - c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 8.1.6 The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 8.1.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.
- 8.1.8 The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

### 8.2 Balance date

- 8.2.1 The **Society's** financial year shall commence on 01 April of each year and end on 31 March (the latter date being the **Society's** balance date).

## 9. Dispute resolution

### 9.1 Meanings of dispute and complaint

9.1.1 A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

9.1.2 The disagreement or conflict may be between any of the following persons—

- 2 or more **Members**
- 1 or more **Members** and the **Society**
- 1 or more **Members** and 1 or more **Officers**
- 2 or more **Officers**
- 1 or more **Officers** and the **Society**
- 1 or more **Members** or **Officers** and the **Society**.

9.1.3 The disagreement or conflict relates to any of the following allegations—

- a) a **Member** or an **Officer** has engaged in misconduct
- b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- c) the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

9.1.4 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints **Sub-Committee**) a **Notice** in writing that—

- a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c) sets out any other information or allegations reasonably required by the **Society**.

9.1.5 The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice** in writing that—

- a) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- b) sets out the allegation to which the dispute relates.

9.1.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised

of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

- 9.1.7 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 9.1.8 All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 9.1.9 The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## 9.2 How complaint is made

- 9.2.1 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints **Sub-Committee**) a **Notice** in writing that—
  - a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  - b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - c) sets out any other information reasonably required by the **Society**.
- 9.2.2 The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice** in writing that—
  - a) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  - b) sets out the allegation to which the dispute relates.
- 9.2.3 The information given under subclause (9.2.1 b.) or (9.2.2 b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 9.2.4 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

## 9.3 Person who makes complaint has right to be heard

- 9.3.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 9.3.2 If the **Society** makes a complaint—



- a) the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b) an **Officer** may exercise that right on behalf of the **Society**.
- 9.3.3 Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c) an oral hearing (if any) is held before the decision maker; and
  - d) the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

#### 9.4 Person who is subject of complaint has right to be heard

- 9.4.1 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
- a) has engaged in misconduct; or
  - b) has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
  - c) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 9.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 9.4.3 If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- 9.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d) an oral hearing (if any) is held before the decision maker; and
- e) the respondent's written statement or submissions (if any) are considered by the decision maker.

## 9.5 Investigating and determining dispute

- 9.5.1 The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 9.5.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

## 9.6 Society may decide not to proceed further with complaint

- 9.6.1 Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
  - a) the complaint is considered to be trivial; or
  - b) the complaint does not appear to disclose or involve any allegation of the following kind:
    - that a **Member** or an **Officer** has engaged in material misconduct:
    - that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:
    - that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
  - c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - d) the person who makes the complaint has an insignificant interest in the matter; or
  - e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
  - f) there has been an undue delay in making the complaint.

## 9.7 Society may refer complaint

9.7.1 The **Society** may refer a complaint to—

- a) a **Sub-Committee** or an external person to investigate and report; or
- b) a **Sub-Committee**, an arbitral tribunal, or an external person to investigate and make a decision.

9.7.2 The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## 9.8 Decision makers

9.8.1 A person may not act as a decision maker in relation to a complaint if 2 or more **Members** of the **Committee** or a complaints **Sub-Committee** consider that there are reasonable grounds to believe that the person may not be—

- a) impartial; or
- b) able to consider the matter without a predetermined view.

# 10. Liquidation and removal from the register

## 10.1 Resolving to put Society into liquidation

10.1.1 The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

10.1.2 The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

10.1.3 The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

10.1.4 Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

## 10.2 Resolving to apply for removal from the register

10.2.1 The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

10.2.2 The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

- 10.2.3 The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 10.2.4 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

### 10.3 Surplus assets

- 10.3.1 If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 10.3.2 On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in HASANZ MILLER FOUNDATION (50217403) (NZBN: 9429052344244) [Charitable Trust] Registered.
- 10.3.3 However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

## 11. Alterations to the constitution

### 11.1 Amending this constitution

- 11.1.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 11.1.2 The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.
- 11.1.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 11.1.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 20 per cent of eligible **Members** or four **Committee Members** and given in writing to the **Committee** at least 15 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 11.1.5 At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** **Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

- 11.1.6 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.
- 11.1.7 No addition to or alteration of the aims / purposes, personal benefit clause or the winding up clause shall be made which affect the tax exempt status/non-profit body status.
- 11.1.8 The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 12. Other

### 12.1 Bylaws

- 12.1.1 The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.
- 12.1.2 The creation or alteration of bylaws of the **Society** shall be proposed in a written **Notice** (e.g. email) of motion addressed to the Secretary. The **Notice** of motion shall be signed by the proposer and seconder who shall be **Members** of the **Society** which could include **Committee Members**.
- 12.1.3 Motions will be discussed at the following **Committee** meeting.
- 12.1.4 New bylaws will be agreed upon by majority vote of the quorum at a nominated **Committee** meeting.
- 12.1.5 Existing bylaws will be reviewed and, where required, amended at least once every three years by majority vote of the quorum at a nominated **Committee** meeting.
- 12.1.6 Bylaws will hold three signatures of the **Committee** however will not be registered with the incorporated **Society** of New Zealand.
- 12.1.7 Bylaws will be easily accessible to all **Society Members** and be held by the Secretary who will be able to provide the bylaw as requested by any **Member** of the **Society**.