



# NZAGS

## Constitution 2025

Incorporated Societies Act 2022

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NEW ZEALAND ASSOCIATION  
OF GENERAL SURGEONS

Promoting Surgical Excellence

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## INTRODUCTORY RULES

### 1. NAME

The name of the society is New Zealand Association Of General Surgeons Incorporated (Manatopu), (in this **Constitution** referred to as the '**Society**').

### 2. CHARITABLE STATUS

The **Society** is already registered as a charitable entity under the Charities Act 2005 on 30 August 2008. Registration Number CC32206.

### 3. DEFINITIONS

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

'**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.

'**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.

'**Chairperson**' means the **President** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

'**Committee**' means the **Society's** governing body.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Vice-President** elected or appointed to deputise in the absence of the **Chairperson**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**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**.

**‘Member’** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

**‘Notice’** to **Members** includes any notice given by email, post, or courier.

**‘Officer’** means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

**‘Register of Members’** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

**‘Secretary’** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

**‘Working Days’** mean 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.

#### 4. AIMS OF THE ASSOCIATION

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- (a) To promote and represent the practice of General Surgery and associated specialties in New Zealand.
- (b) To promote a forum for all General Surgeons to discuss and comment on matters affecting their practice.
- (c) To promote activities that provide for continuing education, peer review and research in General Surgery.
- (d) To administer the selection and training of medical practitioners in the specialty of General Surgery in accordance with the partnering agreement with the Royal Australasian College of Surgeons and the Board in General Surgery.
- (e) To promote the Continuing Professional Development of General Surgeons
- (f) To be closely associated with the Royal Australasian College of Surgeons and its New Zealand National Board.
- (g) To undertake any work which may appear to the Association to be in accordance with the above aims and to do such things as are incidental or conducive to the attainment of the above aims.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

#### 5. TIKANGA, KAWA, CULTURE OR PRACTICE

The tikanga or culture of the **Society** is as follows—

- inclusive and equitable for all New Zealanders

and this **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice.

## 6. ACT AND REGULATIONS

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.

### RESTRICTIONS ON SOCIETY POWERS

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

The Association shall have power to:

- a) raise or borrow money in such a manner and upon such security (if any) as the Executive Committee of the Association shall think fit and in particular upon the security of any mortgage or mortgages charge or charges of all or any part of the Association's property assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Executive Committee of the Association shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- b) (b) give guarantees, bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments.
- (c) acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Executive Committee of the Association may from time to time think proper or dispose of such property or any part thereof and to erect on any such land any building and to alter, add to and maintain any building erected upon such land.
- (d) sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Association.
- (e) enter into any amalgamation, affiliation, fusion or alliance with or co-operate or make any arrangement for the amalgamation or co-operation in whole or in part with any other body having objects altogether or in part similar to any of those of the Association provided that the Association shall not enter any amalgamation or fusion with a body as aforesaid unless such body prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of dividend, bonus or otherwise howsoever by way of profit to the members thereof.



(f) provide suitable premises for meetings and carrying on the work of and for the purpose of carrying into effect the objects of the Association and to employ and dismiss servants and agents.

(g) establish bursaries or scholarships for educational purposes and to furnish and award competitive prizes for essays or papers relating to the objects of the Association.

(h) print and publish any newspapers, periodicals, books, leaflets, radio scripts or films and other descriptive or educational material that the Association may think desirable for the promotion of its objects.

## 7. REGISTERED OFFICE

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

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

## 8. CONTACT PERSON

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

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

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.

## 9. MEMBERS

### 1. MINIMUM NUMBER OF MEMBERS

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

## 2. TYPES OF MEMBERS

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- (a) Full Membership shall be open to all Surgeons who are registered as specialists in General Surgery or who are eligible for specialist registration in General Surgery. Full members shall have voting rights and are eligible for election to the executive.
- (b) Trainee Membership shall be open to Trainees in General Surgery who are in accredited training posts for the FRACS. Trainee Members shall be represented by an elected member to the Executive.
- (c) Associate Membership shall be open to surgeons who are practicing General Surgery who are not eligible for specialist registration.
- (d) Honorary Membership may be granted to those who are not eligible under 3(a), 3(b) or 3(c) who have made outstanding contributions to the practice of General Surgery.
- (e) Life Membership may be offered to General Surgeons who have been inaugural members of the Association or members for at least twenty years or who are approved by the Executive. Life members have voting rights.
- (f) Membership may also be offered to retired general surgeons and Surgeons in other specialties who contribute significantly to the aims of the Association.

## 3. BECOMING A MEMBER: CONSENT

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

## 4. BECOMING A MEMBER: PROCESS

An applicant for membership must complete and sign any application form, supply any information, 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**.

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

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

## 5. MEMBERS' OBLIGATIONS AND RIGHTS

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.

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- Any **Member** that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- 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.

## 6. SUBSCRIPTIONS AND FEES

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).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) 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** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months 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**).

## 7. CEASING TO BE A MEMBER

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee** where—
- The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 100 **Working Days** of the due date for payment.
- In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
- The member has been removed from the New Zealand Medical Council roll of practicing surgeons

with effect from (as applicable)—

- 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
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

## 8. OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

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

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

## 9. BECOMING A MEMBER AGAIN

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**.

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**.

## 10. GENERAL MEETINGS

### PROCEDURES FOR ALL GENERAL MEETINGS

The **Committee** shall give all **Members** at least 14 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

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**.

Only financial **Members** may attend, speak and vote at **General Meetings**—

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Committee**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 20 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

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.

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 or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

- **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.
- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may —
  - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - 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
  - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 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**.
- Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 20 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is

given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

### 2.1.1 MINUTES

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

## ANNUAL GENERAL MEETINGS: WHEN THEY WILL BE HELD

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.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

### 2.1.2 ANNUAL GENERAL MEETINGS: BUSINESS

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- 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).

### 2.1.3 SPECIAL GENERAL MEETINGS

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

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 25 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

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**.

## 2.2 COMMITTEE

### COMMITTEE COMPOSITION

The **Committee** will consist of at least 10 **Officers**.

A majority of the **Officers** on the **Committee** must be either:

- **Members** of the **Society**, or
- representatives of bodies corporate that are **Members** of the **Society**.

### FUNCTIONS OF THE COMMITTEE

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**.

### POWERS OF THE COMMITTEE

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**.



## SUB-COMMITTEES

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

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
- a sub-committee must not further delegate any of its powers.

### 2.2.1 GENERAL MATTERS: COMMITTEES

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.

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

## 2.3 COMMITTEE MEETINGS

### PROCEDURE

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

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

1. 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
2. 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.

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.

The chairperson of the **Committee** is the **President**. If at a meeting of the **Committee**, the chairperson is not present, the Vice-President becomes the Chairperson. If the President and Vice-President cannot be 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**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

## FREQUENCY

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**.

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.

## 2.4 OFFICERS

(a) The governing body of the Association shall be the Executive Committee.

(b) The Executive Committee shall consist of:

- (i) The President
- (ii) The Past President
- (iii) The Vice President
- (iv) The Treasurer
- (v) The Elected Trainee Representative
- (vi) The Executive members – at least 5
- (vii) *The Chair of the New Zealand Board of General Surgery*
- (viii) The Chair of the New Zealand Training Committee of NZAGS.

(ix) *Young Fellows Representative*

(x) *The Executive Director/ Honorary Secretary*

### 2.4.1 QUALIFICATIONS OF OFFICERS

Every **Officer** must be a natural person who —

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

**Officers** must not be disqualified under section 47(3) of the **Act** or section 16 of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely —

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
  1. an offence under subpart 6 of Part 4 of the **Act**
  2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  3. an offence under section 143B of the Tax Administration Act 1994
  4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
  1. a banning order under subpart 7 of Part 4 of the **Act**, or
  2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  4. 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.
7. 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**.

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

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

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

## 2.4.2 OFFICERS' DUTIES

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. 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
5. 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
6. 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.

## 2.4.3 ELECTION OR APPOINTMENT OF OFFICERS

**Officers** shall be elected by remote ballot in accordance with the procedures for giving **Notice**:

- a) The Executive Committee will be elected by ballot for a term of four years if more nominations than vacancies are received, and be eligible for re-election for a further three terms of four years. The Officers will be elected by the committee annually with a maximum of two years for the President and Vice President.
  - b) The Training Committee is a standing committee of the Association and as such, is directly answerable to the Executive regarding its terms of reference, expenditure and strategic activities.
  - (c) If, in the opinion of the officers and members of the Executive Committee there is need for a representative of a group not catered for by the electoral process, then the committee shall have the responsibility to co-opt a member or members to fill that deficiency to ensure that the interests of all members of the Association are represented.
  - (d) Casual vacancies on the Executive Committee will be filled by co-opted members representing the same geographical or co-opted group as that represented by the officer or member creating the vacancy, until the next ballot.
  - (e) Meetings of the Executive Committee will take place either 'face-to-face' or by VoIP at times to be determined by the Committee apart from those meetings which will be held in conjunction with the meetings of the Association as detailed below [5(a), 5(b) or 5(c)].
  - (f) The Executive will commission sub-committees and/or working parties as it sees fit to further the aims of the Association. Sub-committees will be bound by the same protocols and principles as the Executive.
1. At least 3 months prior to the proposed Election Date, the **Committee** shall:
    1. Set the Election Date for elections to the **Committee**, and
    2. Appoint a Returning Officer for those elections to the **Committee**.
  2. Within 5 **Working Days** of determining the Election Date the **Society** shall give **Notice** to all financial **Members** calling for nominations for **Committee** positions requiring to be filled, and such **Notice** shall include a nomination form and shall specify the date such nominations must be in the hands of the Returning Officer appointed under sub-paragraph (a)(ii) above, such date being not less than 35 **Working Days** prior to the Election Date.
  3. A candidate's written nomination shall be 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) and may be accompanied by a signed biography not exceeding one A4 page.

4. At least 25 **Working Days** prior to the Election Date the **Secretary** shall give **Notice** to all financial **Members** of the nominations received for **Committee** positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election. Such voting paper shall specify the latest date (not less than 3 **Working Days** prior to the Election Date) it must be in the hands of the Returning Officer appointed by the Committee to be counted as a valid vote.
5. In the event of a ballot being required under sub-paragraph (d) above the candidate/s polling the highest number of votes of financial **Members** shall be declared elected by the **Society** or the Returning Officer.
6. The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
7. 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).
8. 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).

#### 2.4.4 TERM

The term of office for all **Officers** elected to the **Committee** shall be 4 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.

- No **Officer** shall serve for more than 3 consecutive terms.
- No **Chairperson** shall serve for more than 2 consecutive years as **Chairperson**.

#### 2.4.5 REMOVAL OF OFFICERS

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** —

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- The **Officer** has brought the **Society** into disrepute.

- The **Officer** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Officer**.
- <<(Optional) Specify other grounds for removal>>

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

## 2.4.6 CEASING TO HOLD OFFICE

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**.

Each **Officer** shall within 14 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

## 2.4.7 CONFLICTS OF INTEREST

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)—

1. to the **Committee** and or sub-committee, and
2. in an **Interests Register** kept by the **Committee**.

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**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. 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
2. 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
3. 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).

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.

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.

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**.

## 2.5 RECORDS

### 2.5.1 REGISTER OF MEMBERS

The **Society** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include —

- Their name, and
- 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
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

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

- email address (if any)
- whether the **Member** is financial or unfinancial

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

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:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.



### 2.5.2 INTERESTS REGISTER

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.

### 2.5.3 ACCESS TO INFORMATION FOR MEMBERS

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

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

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

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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
4. refuse to provide the information, specifying the reasons for the refusal.

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

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. 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
3. 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
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. 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
8. the request for the information is frivolous or vexatious, or
9. 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**.

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** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

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

## 2.6 FINANCES

### 2.6.1 CONTROL AND MANAGEMENT

#### 1. POWER TO BORROW, ACQUIRE PROPERTY AND EMPLOY SERVANTS OR AGENTS

The Association shall have power to:

- (a) raise or borrow money in such a manner and upon such security (if any) as the Executive Committee of the Association shall think fit and in particular upon the security of any mortgage or mortgages charge or charges of all or any part of the Association's property assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Executive Committee of the Association shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- (b) give guarantees, bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments.

- (c) acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Executive Committee of the Association may from time to time think proper or dispose of such property or any part thereof and to erect on any such land any building and to alter, add to and maintain any building erected upon such land.
- (d) sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Association.
- (e) enter into any amalgamation, affiliation, fusion or alliance with or co-operate or make any arrangement for the amalgamation or co-operation in whole or in part with any other body having objects altogether or in part similar to any of those of the Association provided that the Association shall not enter any amalgamation or fusion with a body as aforesaid unless such body prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of dividend, bonus or otherwise howsoever by way of profit to the members thereof.
- (f) provide suitable premises for meetings and carrying on the work of and for the purpose of carrying into effect the objects of the Association and to employ and dismiss servants and agents.
- (g) establish bursaries or scholarships for educational purposes and to furnish and award competitive prizes for essays or papers relating to the objects of the Association.
- (h) print and publish any newspapers, periodicals, books, leaflets, radio scripts or films and other descriptive or educational material that the Association may think desirable for the promotion of its objects.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 14 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Treasurer** for approval of payment.

The **Treasurer** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

### 2.6.2 BALANCE DATE

The **Society's** financial year shall commence on 01/12 of each year and end on 30/11 (the latter date being the **Society's** balance date).

## 2.7 DISPUTE RESOLUTION

### 2.7.1 MEANINGS OF DISPUTE AND COMPLAINT

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

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

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

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

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

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

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—

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

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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

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.

## 2.7.2 HOW COMPLAINT IS MADE

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
  1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  3. sets out any other information reasonably required by the **Society**.
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—
  1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) 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.

4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

### 2.7.3 PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD

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.
2. If the **Society** makes a complaint—
  1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
  2. an **Officer** may exercise that right on behalf of the **Society**.
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—
  1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  3. an oral hearing (if any) is held before the decision maker; and
  4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

### 2.7.4 PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
  1. has engaged in misconduct; or
  2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
  3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
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—
  1. 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

2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

### 2.7.5 INVESTIGATING AND DETERMINING DISPUTE

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.
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**.

### 2.7.6 SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
  1. that a **Member** or an **Officer** has engaged in material misconduct;
  2. 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**;
  3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

### 2.7.7 SOCIETY MAY REFER COMPLAINT

1. The **Society** may refer a complaint to—
  1. a subcommittee or an external person to investigate and report; or

2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
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).

### 2.7.8 DECISION MAKERS

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 subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

## 2.8 LIQUIDATION AND REMOVAL FROM THE REGISTER

### 2.8.1 RESOLVING TO PUT SOCIETY INTO LIQUIDATION

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

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

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**.

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

### 2.8.2 RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER

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



The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

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**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

### 2.8.3 SURPLUS ASSETS

If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

## 2.9 ALTERATIONS TO THE CONSTITUTION

### 2.9.1 AMENDING THIS CONSTITUTION

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

The Constitution may be altered, added to, rescinded or otherwise amended by a resolution passed by a two thirds majority of those members, proxies and written votes present at a duly notified general or special meeting called in accordance with 5(a), (b) or (c).

(b) Every such remit shall set forth the purpose of the proposed alteration, addition, rescission or other amendment and will be sent to the Honorary Secretary four weeks before the meeting at which it is to be considered.

(c) Duplicate copies of every such alteration, addition, rescission or other amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the requirements of the Act.

(d) Providing always and notwithstanding anything contained herein there shall be no alteration to the Constitution which would enable the income or other funds of the Association to be used for, or be available for the private pecuniary profit of any Member or which would occasion the income of the Association to lose its tax exempt status.