

ONZ

Osteopaths New Zealand Incorporated

Society Number 2575685

Constitution

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CONSTITUTION OF THE SOCIETY

Interpretation

In these sections, unless there is something in the subject or context inconsistent therewith, the following words shall have the meanings here assigned to them.

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.

Board means the governing body of the society constituted in accordance with Part 4. clause 83.

Board Member means a member of the Board who is elected or appointed according to this Constitution, and who is an Officer for the purposes of the Act.

Conflict Matter has the meaning given in clause 17.

Contact Person has the meaning given in section 5 of the Act.

General Meeting means an annual general meeting or special general meeting of the society and which meets the requirements set out in the Act for a general meeting.

Financial Year means a period commencing 1 April and ending 31 March the following year.

Interested Member has the meaning given in clause 17.

Member means a person or entity who becomes a member of ONZ in accordance with Part 2 and **Membership** has the corresponding meaning.

Month means a calendar month.

New Zealand means and includes all the territories embraced in the Dominion of New Zealand and all territories held by the Dominion of New Zealand under mandate.

OCNZ means the Osteopathic Council of New Zealand.

Officer has the meaning set out in section 5 of the Act.

Property means any item, equipment or building.

Register of Members means the register of Members to be kept in accordance with clause 10.3, as required by the Act.

Society means Osteopaths New Zealand Incorporated.

Signed means an indication of agreement with or authorisation of the contents of a document or other written or printed material by attaching a signature. In the case of email a non encrypted electronic signature will be deemed equivalent.

In writing and **written** shall include typing, printing and other modes of representing or reproducing words in a visible form, including transmission by facsimile and email.

Virtual communication shall mean communication using information technologies allowing group interaction including telephone and video conferencing.

Words importing the singular include the plural, and vice versa. Words importing persons include corporations, companies and firms.

Part 1 The Society

Name

1. The name of the society is Osteopaths New Zealand Incorporated (ONZ).

Society office

2. The registered office of the society shall be situated in New Zealand and otherwise as determined by the Board.

Structure

3. Resolutions passed at any general meeting shall prevail in the conduct of the society's business and affairs.
4. Special resolutions for the purposes of this constitution shall require a majority of 75% of those present in person and eligible to vote. Votes cast by proxies shall not be counted on any special resolution.
5. The members of the society shall elect the Officers of the Board at the annual general meetings of the society.
6. Subject to clause 3 hereof, the Officers of the Board shall conduct the business and affairs of the society. The Board may appoint such persons and sub-boards as it considers necessary to assist in the conduct of the business and affairs of the society.

Purpose

- a. To support the professional needs of the members of the society.
- b. To provide all reasonable support to members in their professional life, including providing assistance with access to professional, legal and mentoring support.
- c. To foster and support the integration of graduate osteopaths into the profession.
- d. To promote, protect and nurture the practice of osteopathic medicine in New Zealand.
- e. To promote and assist in the educational and professional development of the osteopathic profession in New Zealand.
- f. To promote an alliance between the society, the OCNZ, the training school/s and osteopathic students.
- g. To promote osteopathic medicine to the public, third party funders, political bodies and other health professions.
- h. To maintain and promote the development of professional relationships with other osteopathic bodies nationally and internationally.
- i. To promote the development of a research culture in osteopathic medicine including, without limitation, by encouraging and receiving and administering grants intended to assist with osteopathic research, and establishing or supporting the establishment of any funds for that purpose.
- j. To provide or arrange for the provision of services or products or offers for the provision of services or products or for the endorsement of services or products, which provisions or arrangements or endorsements are or may be of benefit to members.

Principles

- a. To act consistently with Te Tiriti o Waitangi/Treaty of Waitangi.
- b. To take into consideration the needs of New Zealand's culturally diverse society.
- c. To advance the health of the population of New Zealand.

Powers of the Board

7. The business and affairs of ONZ will be managed by, or under the direction or supervision of, the Board.
8. The Board may exercise all the powers of an incorporated society that are not required, either by the Act or this Constitution, to be exercised by the Members in order to do all things which are incidental or conducive to the attainment of the Purposes of ONZ.
9. This may include but is not limited to:
 - a. Purchase, lease or otherwise acquire any such property that is required to advance the objects of the society;
 - b. Support bursaries or scholarships for educational purposes and otherwise tending to promote the profession of osteopathic medicine and the attainment of the objects of the society;
 - c. To aid by donations or any other means approved by the society, any individual or cause connected with the promotion of osteopathic medicine or osteopathic practice.
10. The Board may, except as provided in this Constitution, delegate to a committee of Board Members, a Board Member, an employee of ONZ or to any other person, any one or more of its powers.
11. If the Board appoints or contracts with a Member, then such income paid must be reasonable and relative to what would be paid for fair market value on arm's-length terms (as defined in section 24 of the Act). For the avoidance of doubt, the Board may reimburse any persons (including Members) for services rendered or to be rendered to ONZ, or for any persons' reasonable expenses legitimately incurred on behalf of ONZ.
12. The income and property of the society shall be controlled, maintained, insured and invested in accordance with reasonable and prudent standards and shall be applied solely towards the promotion of its objects as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly or by way of dividend or bonus or otherwise however by way of profit to members.
13. The society shall not borrow money unless a special resolution approving such a transaction has been passed. Any such special resolution shall state:
 - a. the reasons for the proposed loan;
 - b. the lending institution;
 - c. the terms of the proposed loan and the security required;
 - d. the budgeting provisions for the payment of the proposed loan.
14. The Board may appoint an auditor from time to time or as required by the Act.
15. Except as set out in this Constitution, the Board may regulate its own procedures
16. For the avoidance of doubt, ONZ will not operate for the purpose of, or with the effect of:

- a. any Member deriving any financial gain from Membership of ONZ, except where ONZ has paid or reimbursed a Member according to clause 11;
- b. distributing any gain, profit, surplus or other financial benefit generated by ONZ's operations to Members (in money or in kind); or
- c. conferring any kind of right, title or interest in ONZ's property on Members.

Nothing in this Constitution authorises ONZ to do anything that contravenes or is inconsistent with the Act.

Conflicts of Interest

17. Where an Officer has an interest in a matter for any of the reasons set out in section 62 of the Act (**Conflict Matter**), that Officer (**Interested Member**), must disclose details of the nature and extent of their interest:
 - a. to the Board; and
 - b. in the Interests Register,
 - c. as soon as practicable after the Interested Member becomes aware of their interest in the Conflict Matter.
18. An Interested Member:
 - a. must not vote or take part in the decision of the Board relating to the Conflict Matter unless all members of the Board who are not interested in the Conflict Matter consent;
 - b. must not sign any documents relating to the Conflict Matter unless all members of the Board Group who are not interested in the Conflict Matter consent; and
 - c. may take part in any discussion of the Board relating to the Conflict Matter and be present at the time of the decision of the Board (unless all members of the Board decide otherwise).
19. An Interested Member who is prevented from voting on a Conflict Matter may still be counted for the purpose of determining whether there is a quorum at any applicable Board meeting at which the Conflict Matter is considered.

Financial year

20. The financial year of the society shall end on the 31st day of March in each year.

Liquidation or dissolution of the Society

21. The society may be put into liquidation if the society, at a general meeting of its members, passes a resolution that the society is to be put into liquidation and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.
22. If upon the liquidation or dissolution of the society there remains, after satisfactory payment of all debts and liabilities, any monies or property, the same shall be

transferred to one or more organisations having similar not-for-profit objects, in such manner as may be determined by the majority of members present at a general meeting.

Part 2 Membership of the Society

- 23.** ONZ will have the minimum number of Members required by the Act.
- 24.** Every member of the society shall promote the purposes of the society and abide by this constitution.
- 25.** A register of Registered Members, which shall contain the name, physical address or email address, contact phone number, membership category/ condition of membership and any other details required by the Act. Every current Member shall promptly advise the society of any change in their contact details. If it is brought to the societies attention that a Member's contact details are incorrect, the society will endeavour contact the Member to confirm the contact details and will update the Register of Members accordingly.

Categories of membership

- 26.** There shall be five categories of members in the society: full members, life members, student members, honorary members and non practising members.
- 27.** All members must be considered of good standing amongst their peers to the satisfaction of the Board to be accepted for, and maintain, membership of the society.
- 28.** A full member must be an osteopath registered with the OCNZ to be eligible to apply for membership of the society.
- 29.** Life members of the society shall be appointed by special resolution at a general meeting. Life membership shall be conferred in recognition of services to osteopathic medicine or to the society.
- 30.** Life members of the society shall enjoy the full rights and privileges of members but shall pay no membership fee or subscription.
- 31.** Students enrolled in osteopathic training courses in New Zealand prescribed by the OCNZ may apply for student membership of the society. This option is not available to qualified osteopaths undertaking post graduate study.
- 32.** Student members of the society shall be non-voting members of the society and any membership fee or subscription shall reflect this.
- 33.** Honorary members shall be appointed by a 75% majority vote of an annual general meeting. Honorary membership may be conferred on any person, organisation, or society.
- 34.** Honorary members shall be non-voting members and shall pay no membership fee or subscription.
- 35.** An osteopath who is no longer practicing, or is practicing as an osteopath overseas, may apply for a non practising membership.
- 36.** Non practising members of the society shall be non-voting members and any membership fee or subscription shall reflect this.

Application procedure for membership

37. Any person who wishes to become a member of the society shall send or deliver to the secretary at the registered office a written and signed application, supply additional information as required from time to time, and consent for admission to membership in such form as the Board may from time to time determine.
38. The secretary may approve any application for membership that fulfils all the criteria for membership in this constitution or may lay the application before the Board for determination.

Termination of membership

39. A member shall cease to be a member if by notice in writing to the secretary s/he resigns his/her membership, if he/she no longer fills the criteria for membership of any category, if s/he is expelled from membership, or if his/her membership is terminated by the Board because any membership fee or subscription has not been paid (subject to clause 40).
40. If any member's membership fee or subscription is in arrears by three months or more in the year that it is due the Board may resolve that his/her membership of the society shall be terminated and such a member shall cease to be a member forthwith. The Board shall give notice in writing to such a person informing him/her of its decision. Nothing herein shall entitle a defaulting member to notice of the fact that his/her membership may be or is about to be terminated or prevent such a person subsequently applying again for membership of the society.
41. The Board may expel any member who conducts his/her personal or business affairs in a manner which is likely to bring the profession or the society into disrepute.

Re-admission as a member of the society

42. A person whose membership of the society has been terminated, or who has been expelled from the society for any reason, or who has resigned from the society, or whose membership has ended for any reason whatsoever, may later apply for re-admission to membership of the society but shall not be entitled to automatic re-admission. The decision to re-admit the member or deny the application shall be made by the Board whose decision shall be final. The Board shall not be required and is not obliged to give reasons for any such decision. As a condition of re-admitting any person to membership, the Board may require the payment of any membership fee or subscription arrears.

Fees and subscriptions

43. Every member shall pay the appropriate annual membership subscription (if any) which shall fall due on the first day of April each year and shall be paid in full before the due date. The amount of the annual subscription shall be fixed by resolution passed at a general meeting. In the event of a member joining during a financial year, a part year subscription shall be applicable as determined by the Board.
44. Certain groups within the membership may be identified for reduced fees set from time to time by a general meeting.
45. With the exception of a death or tragedy, no membership fee or subscription or other

payment which has fallen due or which has been paid shall be refunded or forgiven if any member's membership ceases for any reason whatsoever. In the event of a death or tragedy, the Board shall be allowed discretion to act.

Raising Disputes

46. Any grievance by a member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
47. The complainant raising a grievance or complaint, and the Board, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Rights and privileges of members

48. The rights and privileges of every member shall be personal and shall not be transferred in any circumstances.
49. Every member of the society shall have the right and responsibility to attend general meetings and take part in the proceedings thereof, providing that all of the member's membership fees and subscriptions or other payments due to the society have been paid.

Voting rights of members

50. Full members whose membership fees and subscriptions and other payments due to the society have been paid and life members shall be entitled to vote at all general meetings of the society and are eligible to be nominated for an Officer of the Society.
51. Every such member shall have one vote on each resolution at any general meeting. Votes may be cast personally or by proxy (subject to clauses 4 and 52).
To exercise a vote by proxy, a member must complete the proxy form provided by the society not less than 48 hours before the time of the meeting. The instrument shall be in a form determined by the Board and advised to members at least 10 days in advance of the annual general meeting.
52. The number of proxies held by any member not on the Board shall be limited to three for any meeting and no person shall act as a proxy unless he/she is entitled in his/her own right to be present and vote at the meeting at which he/she acts a proxy.

Part 3 Meetings of the Society (AGM)

General Meeting

- 53.** General Meetings may be held in person or by audio-visual means or a combination of both, as determined by the Board.

Annual General Meeting

- 54.** An Annual general meeting shall be held each year after the end of the financial year on a date to be determined by the Board, such date to be within six (6) months after the end of each financial year.
- 55.** At least twenty one (21) days before an annual general meeting notice must be given to Members (at the contact address recorded in the Register of Members) specifying the date, place, time of the meeting and the business to be transacted at that meeting. No business other than that of which notice has been given can be brought forward at any General Meeting.
- 56.** The business of the Annual General Meeting shall be:
- (a) to receive the preceding financial years activity, including a report on the operations and affairs of the society, annual financial statements for the most recently completed accounting period;
 - (b) to set honoraria for the ensuing year;
 - (c) to agree any proposed changes to the annual membership fees for the ensuing year;
 - (d) to agree any proposed changes to the societies constitution;
 - (e) to decide on any resolution which must have been duly submitted to the secretary in writing not less than 28 days prior to the date of such a meeting;
 - (f) notice of any disclosures of conflicts of interest made by the Officers during the period from the last Annual General Meeting to the current Annual General Meeting (including a summary of the matters, or types of matters, to which the disclosures relate) and
 - (g) to appoint Officers of the Board.
- 57.** An accidental omission to give notice of a general meeting or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or any other proceedings at any general meeting.
- 58.** Whenever a general meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting except that notice need be three clear days' notice only and need specify only the nature of the business to be transacted.

Quorum of the General Meeting

- 59.** The quorum for a general meeting shall be 15 % of the members eligible to vote

personally present or represented by proxy.

60. If within half an hour of the time appointed for the general meeting a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the members present shall be deemed to constitute a quorum.

Chairing of the General Meeting

61. The Chair, or in his/her absence the -Deputy Chair, shall chair each general meeting but if neither the Chair nor the Deputy-Chair is present within fifteen minutes after the time appointed for the holding of a general meeting or if both the Chair and the Deputy-Chair refuse to chair the meeting, the members present shall elect one of the members of the Board present to chair the meeting.
62. If all members of the Board refuse to chair a general meeting or if no member of the Board is present fifteen minutes after the time appointed for holding the meeting, the members present shall elect a member to chair the general meeting.

Special General Meeting

63. All General Meetings other than the annual general meeting shall be known as special general meetings. At special general meetings only business mentioned in the notice convening the meeting shall be transacted.
64. The Chair has the power to convene a special general meeting in the following situation:
- (a) Where the Board, by majority vote, thinks it's necessary to discuss any matter of interest to the society: or
 - (b) at the written request of not less than 20% of Members eligible to vote.

Written Resolution in Lieu of a General Meeting

65. Where a matter is to be determined by vote at a General Meeting, the Board may resolve for that matter to be determined by written resolution in lieu of a meeting. Where the Board resolve to do this then the written resolution will be circulated to voting Members at the email address notified by the Member in the Register of Members. The written resolution will set out the period within which voting Members must respond with their vote. Such period must not be less than two weeks from the date the resolution is circulated to the voting Member.
66. A written resolution will be adopted if 75% of voting Members, vote in favour of the written resolution. Voting on the written resolution may be done by such means as determined by the Board (including by electronic means).
67. Where the written resolution does not receive the required support to pass, the Board may call a General Meeting to debate and vote on the matter the subject of that written resolution. The majority required to pass that resolution shall be that level ordinarily required under this Constitution for that matter, it will not be increased to a higher level solely because a higher level of majority was required to pass it as a written resolution.

Alteration of this constitution

- 68.** Any alteration, amendment or rescission of the Constitution shall be made:
- a) only by a resolution passed by a three-quarters majority of those attending and entitled to vote at a General Meeting; and
 - b) otherwise in accordance with the requirements of the Act or any statutory re-enactment thereof.
- 69.** Any notice of motion seeking any alteration, amendment or rescission of the Constitution shall be forwarded to the secretary not less than 28 days prior to the General Meeting, as the case may be.
- 70.** No alteration, amendment or rescission of the Constitution may be made that in any way detracts from the non-profit or charitable status of the Society.
- 71.** Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies.

Voting at General Meetings

- 72.** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is demanded (before or on the declaration of a result of the show of hands) by the Chair or by any member present. If a ballot is demanded it shall be taken in such a manner as the Chair directs.
- 73.** In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of that meeting shall be entitled to a second or casting vote.

Election of officers and Board

- 74.** Each officer elected shall hold office for a term of two (2) years commencing from the end of the AGM at which they were appointed or are treated as having been elected.
- 75.** Prior to the Annual General meeting, the society shall forward every member a notice calling for nominations for the election of Officers. If any nominated candidate is nominated unopposed, he/she shall be deemed to have been elected to the Board subject to ratification by the AGM. Where a vote is required, the society shall forward a list of candidates for officers to all members eligible to vote on the date not less than 21 days prior to the AGM.
- 76.** Voting may be done by direct vote of members eligible to vote by electronic means in a format authorised by the Board.
- 77.** The quorum required for any electronic voting is the same as the quorum required for the AGM. Members must place their votes by the date advised at the time the voting instructions were issued. The voting period shall be a minimum of 14 days.
- 78.** Each member entitled to vote shall have as many votes as there are vacancies for each office but shall not give more than one vote to any nominee for each office. The nominee(s) for each office receiving the most votes shall be deemed to be elected. If there is an equality of votes the chairperson of the meeting shall have a second or casting vote at the AGM.
- 79.** No member shall hold more than one elected office. A member may be nominated for

any position as an officer and/or as a Board member. Where a member is nominated for more than one position, votes for that member shall be counted in the order of the Chair, Deputy Chair, treasurer, secretary and Board member respectively. Any votes in favour of a member who is elected to one position shall not be counted towards election of that member to any other position.

- 80. If no valid nominations for officers or members of the Board are received by the secretary or if the number of nominations is insufficient to fill the vacancies on the Board, nominations for the position or positions may be made orally at the AGM, provided that the approval of the nominee has been obtained, and, notwithstanding clauses 71 to 77, an election to any such position shall take place at the meeting in a manner determined by the chairperson.
- 81. In the event of a casual vacancy occurring on the Board the remaining members of the Board may appoint another member to hold office until the AGM.

Part 4 Society Officers

The Board

- 82. The Board will consist of a minimum of four and up to eight representatives (each an "Officer").
- 83. Officers must be a natural person and must not be disqualified from being appointed or holding office as an Officer for the reasons set out in section 47 of the Act.
- 84. The Officers of the society shall be the Chair, the Deputy-Chair, the treasurer, and the secretary, the immediate past Chair (for no more than one year following the Annual General Meeting at which the successor Chair was elected) and between two and four other members plus any co-opted members. All officers shall be required to be Full Members.
- 85. The society may from time to time by special resolution create up to two additional officers on a temporary basis and shall elect the holders of such additional offices in like manner as the other officers.

Chair

- 86. The Chair of the society shall provide leadership to the society and the Board. S/he shall be the spokesperson for the society, an ex-officio member of all society sub boards, and shall chair the annual general meeting and all meetings of the Board and all special general meetings.
- 87. If the office of Chair becomes vacant between one annual general meeting and the next, or if the Chair is unable to fulfil his/her duties due to illness or travel overseas or some other indisposition, or if the Chair's membership of the society ceases for any reason, then the -Deputy Chair shall assume the role of acting Chair until the next annual general meeting or until the Chair is able to fulfil his/her duties, whichever is sooner.

Deputy Chair

- 88. The Deputy Chair shall act as Chair when the Chair is absent or unable to fulfil his/her

duties.

- 89.** If the office of Deputy Chair becomes vacant between one annual general meeting and the next or if the Deputy Chair is unable to fulfil his/her duties due to illness or travel overseas or some other indisposition, or if the Deputy Chair's membership of the society ceases for any reason, then the Board may appoint a temporary Deputy Chair until the next annual general meeting or until the Deputy Chair is able to fulfil his/her duties, whichever is sooner.

Secretary

- 90.** The secretary shall regularly undertake and perform the functions of and render all the services customarily rendered by a secretary of an incorporated society, including dealing with correspondence, attending meetings of the society and the Board or sub-Boards, recording the minutes of meetings and proceedings of the society, controlling the clerical staff of the society.
- 91.** If the office of secretary becomes vacant between one annual general meeting and the next or if the secretary is unable to fulfil his/her duties due to illness or travel overseas or some other indisposition, or if (subject to clause 90) the secretary's membership of the society ceases for any reason, then the Board may appoint a temporary secretary until the next annual general meeting or until the secretary is able to fulfil his/her duties, whichever is sooner.
- 92.** The secretary shall be a member of the society unless a majority of members present at a general meeting of the society agree to appoint a non-member to the office.
- 93.** If the secretary is not a member of the society, s/he shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit. Any secretary so appointed may be removed by the Board, shall be a non-voting member of the Board, shall attend all meetings of the Board and the society, and may act as an adviser to the Board and to the society.

Treasurer

- 94.** The treasurer shall regularly undertake and perform the functions of and render all the services customarily rendered by the treasurer of an incorporated society, including keeping or supervising the proper keeping of the books and accounts of the society, the efficient collection of fees and subscriptions payable by the members and all other monies receivable by the society, ensuring the payment of all accounts on behalf of the society, ensuring that the Board has clear and full and timely information at each meeting regarding the financial status of the society, and ensuring that the accounts of the Society readily meet annual audit requirements.
- 95.** If the office of treasurer becomes vacant between one annual general meeting and the next or if the treasurer is unable to fulfil his/her duties due to illness or travel overseas or some other indisposition, or if the treasurer's membership of the society ceases for any reason, then the Board may appoint a temporary treasurer until the next annual general meeting or until the treasurer is able to fulfil his/her duties, whichever is sooner.

Contact Person

- 96.** Following the Annual General Meeting, the Board shall appoint between one to three

Contact persons and advise the Registrar accordingly.

Attendance of observers at Board meetings

97. At the discretion of the Board, observers may attend Board meetings.

Co-opted Board members

98. The Board may from time to time, by unanimous decision, co-opt additional Board members for the purpose of providing specific expertise or advice.
99. Members and non-members of the society may be co-opted Board members but shall be non-voting Board members.
100. The Board shall determine the duration of the appointment of any co-opted Board member. Notwithstanding any such determination a co-opted member shall cease to be a Board member if the Board so resolves.

Termination of Board membership

101. Any elected Board member may resign by delivering written notice to the Board.
102. If any elected Board member is absent from three consecutive Board meetings the Board shall be entitled to declare his/her office vacant.
103. Any Board member shall be deemed to have vacated his/her office if he/she becomes bankrupt or of unsound mind, and any elected Board member shall be deemed to have vacated his/her office if he/she ceases to be a member.
104. Any vacancy on the Board, however arising, may by unanimous vote of the Board be filled by the appointment of a replacement Board member as a voting Board member. The term of office of any Board member so appointed shall continue until the next annual general meeting, subject to this constitution.
105. Any Officer can be removed from the position by a unanimous resolution of all other members of the Board if lack of confidence by the remaining members of the Board in that Officer cannot be resolved by a reasonable process of external professional mediation.

Quorum

106. The quorum necessary for the transaction of business of the Board shall be four (4) of the Board members. The Chair of each meeting of the Board shall have a casting vote.
107. The Board may continue in its role notwithstanding any vacancy on the Board, provided that if the number of Board members is reduced below the number fixed by this constitution as the quorum for Board meetings, the continuing members or member of the Board shall act solely for the purpose of appointing sufficient Board members to make a quorum, but for no other purpose.

Chairperson of Board

108. The Chair shall act as chairperson of the Board or in his/her absence the Deputy Chair shall act as chairperson or in the absence of both within ten minutes after the time

appointed for holding any Board meeting, another member of the Board elected by the majority of Board members present at the meeting shall be chairperson of each Board meeting.

Proceedings of the Board

- 109.** The Board shall meet together and adjourn at such time and as often as is necessary for the proper conduct and discharge of the business and affairs of the society, or if a requisition for a meeting is delivered to the secretary by the chairperson or two other members of the Board.
- 110.** The Board shall meet at least four times in every year, face to face or by virtual communication.
- 111.** A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities and powers and discretions conferred by or under this constitution.

Voting at Board Meetings

- 112.** Issues arising at any Board meeting shall be decided by a majority of votes. Each Board member present shall have one vote and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 113.** A resolution in writing signed by all members of the Board or of any subBoard appointed by the Board shall be as valid and effectual as if it had been duly passed at a meeting of the Board or of such subBoard duly convened and constituted.
- 114.** All acts done or resolutions passed by any meeting of the Board or of any subBoard appointed by the Board shall be valid, notwithstanding any defect in the appointment of any Board member.

Powers of the Board

- 115.** The Board shall have all the powers necessary to conduct the business and affairs of the society in accordance with and subject to this constitution and the Act.
- 116.** Any resolution of any general meeting shall prevail over any act or decision of the Board but no such resolution shall invalidate any prior act of the Board which would have been valid if no such resolution had been passed.
- 117.** The Board shall appoint the bankers, solicitor, accountants and auditors of the society and shall determine safe processes for making payments from the society's accounts.
- 118.** The Board shall cause accounting records to be kept in accordance with the Act and shall ensure that the society's accounts are audited annually and that the balance sheet and any other necessary information and the auditor's report are sent to every member not less than twenty-one (21) days before the date of any annual general meeting and are presented to the members at the annual general meeting.
- 119.** If at any time as the result of the operations of the society there shall be an excess of subscriptions or other receipts over management expenses, the Board may in its discretion (after providing for such reserve fund as it may consider necessary) invest the excess or part thereof or apply the excess or part thereof to advance the objects of the society, or lend or grant the excess or part thereof to one or more charities as may be determined by resolution of a general meeting.
- 120.** The Board shall cause proper minutes to be made of the proceedings of all meetings of

the society and of the Board and of any subBoards of the Board. Minutes shall be presented to the next meeting and if passed as correct shall be signed by the chairperson thereof.

- 121. The Board shall have power to appoint such subBoards of its members as it considers necessary and desirable, and may delegate any of its powers to such subBoards. Any such subBoard shall, in the exercise of the power so delegated, comply with any requirements that may be imposed upon it by the Board.
- 122. The Board may delegate to any officers or Board members the day-to-day management of any part of the business and affairs of the society.
- 123. The Board may in its discretion determine and implement codes of conduct or standards for members or for the convenient conduct of the business and affairs of the society.

Levying

- 124. If the revenue of the society for any year shall not be sufficient to meet the expenditure for the year, the Board may resolve to make a call or calls upon the members of the society to meet such deficiency provided that no member shall be called upon in any one year to pay, pursuant to this provision, an amount equivalent to no more than fifty per cent of that member's subscription for that year. Written notice of the making of such call or calls shall be given to every member of the society by the secretary. Such calls shall be deemed to be due and payable as from the date of the resolution passed by the Board.

Honorariums

- 125. Members of the Board may be paid an honorarium. The budget for this shall be fixed at the annual general meeting.

Indemnity of Board

- 126. The Board and other officers and servants (whether voluntary or paid) of the society shall be indemnified by the society against all losses and expenses incurred in relation to the discharge of those duties unless such loss or expense incurred as a result of their own dishonesty, wilful act or omission or negligence

Matters not provided for

- 127. If any matter shall arise which in the opinion of the Board is not provided for in this constitution then the same may be determined by the Board in such manner as it deems fit, and every such determination shall be binding upon members unless and until set aside by a resolution of a general meeting.

Access To Information

- 128. A Member may at any time make a written request to ONZ for information held by ONZ (**Information Request**).
- 129. The Information Request must sufficiently detail the information that is sought to enable the information to be identified by ONZ.

130. ONZ must, within a reasonable timeframe, after receiving a request:

- a) provide the information;
- b) agree to provide the information within a specified period;
- c) agree to provide the information within a specified period if the Member pays a reasonable charge to ONZ (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 such refusal.

131. Without limiting the reasons for which ONZ may refuse to provide the information, ONZ can refuse to provide the information if:

- a) withholding the information is necessary to protect a person's privacy;
- b) the disclosure of the information would, or would likely, prejudice the position of ONZ or of any of its Members;
- c) the information is not relevant to the operation or affairs of ONZ;
- d) withholding the information is necessary to comply with applications laws;
- e) the burden to ONZ 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;
- f) ONZ reasonably considers the Information Request is frivolous or vexatious; or
- g) the Information Request seeks information about a dispute or complaint which is or has been the subject of ONZ disciplinary procedures and the person seeking the information is not party to the disciplinary procedure.

132. Nothing in this clause limits an individual's right under the Privacy Act 2020 to access personal information.

Dispute Resolution

133. If a Dispute (as that term is defined in section 38 of the Act) between ONZ and/or the Members arises, (other than issues covered by the Disciplinary Procedures set out in clause 11) then ONZ (acting through an Officer), or a Member, may make a written complaint (**Complaint Notice**) to the Board that:

- (a) states that ONZ, Member or an Officer is starting a procedure for resolving the Dispute in accordance with this Constitution; and
- (b) sets out the allegation to which the Dispute refers.

134. Where a matter subject to the Disciplinary Procedures set out in clause 11 results in any of the disciplinary penalties (as set out in clause 11.3) then the Member that is subject to the penalty may raise a dispute under this clause 12.2. (Where a Member is suspended or expelled that Member will continue to have the rights of a Member under this dispute process (but not the other rights of a Member) notwithstanding the suspension or expulsion).

- 135.** The Complaint Notice must be sufficiently detailed to enable ONZ, or the Member that is the subject of the Complaint Notice to prepare a response.
- 136.** Both the Member who makes a Complaint Notice and the Member who is the subject of the Complaint Notice has a right to be heard before the complaint is resolved.
- 137.** If ONZ makes a Complaint Notice:
- a) ONZ 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 ONZ.
- 138.** Without limiting the manner in which ONZ, Member, or Officer may be given the right to be heard, they will 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 in relation to the Complaint Notice (if one is held);
 - b) an oral hearing is held if the complaint decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - c) an oral hearing (if any) is held before the complaint decision maker; and
 - d) ONZ's, Member's, or Officer's written or verbal statement or submissions (if any) are considered by the complaint decision maker.
- 139.** ONZ must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint Notice ensure that the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner and in accordance with the Act.
- 140.** Unless the Complaint Notice relates to a Member requesting a review of the decision of the Board not to admit (or re-admit, depending on the circumstances) an applicant as a Member, ONZ may decide not to proceed with a Complaint Notice if:
- a) the Complaint Notice is considered to be trivial; or
 - b) the Complaint Notice does not appear to disclose or involve any allegation of the following kind:
 - (i) that ONZ, a Member or an Officer has engaged in material misconduct;
 - (ii) that ONZ, a Member, or an Officer has materially breached, or is likely to materially breach, a duty under this Constitution, any by-laws, policies or codes, or the Act;
 - (iii) that a Member or an Officer's rights or interests have been materially damaged;
 - c) the Complaint Notice appears to be without foundation or there is no apparent evidence to support it;
 - d) the person who makes the Complaint Notice has an insignificant interest in the matter;
 - e) the conduct, incident, event, or issue giving rise to the Complaint Notice has already been investigated and dealt with under the Constitution or by the Board; or
 - f) there has been an undue delay in making the Complaint Notice.

141. The Member or Officer making the Complaint and the Board (or sub-committee as applicable) must consider and discuss whether the Dispute can be resolved through information discussions, mediation or arbitration. If mediation or arbitration is agreed, then the parties will sign a suitable mediation or arbitration agreement.

- a) A person may not act as a decision maker in relation to a Complaint Notice if two or more members of the Board (or a complaints sub-committee as applicable) consider that there are reasonable grounds to believe that the person may not be:
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.

Indemnification Of Officers

142. Every Officer shall be entitled to a full and complete indemnity from ONZ:

- a) for liability to any person other than ONZ for any act or omission in their capacity as an Officer or member of a sub-committee, including liability for a failure to comply with the Officer's duties under sections 54 to 61 of the Act and other duties imposed on the Officer in their capacity as an officer; or
- b) in relation to any cost incurred by them in defending any proceedings or claim relating to the liability in clause 12.3142(a)(i).

143. For the avoidance of doubt, ONZ will not indemnify an Officer or member of a sub-committee for criminal liability.

144. ONZ may, with the prior approval of ONZ, purchase and maintain insurance for the Officers and members of sub-committees against any liability or costs incurred by the Officer or member of the sub-committee of the kind set out in clause 14212.3(a) and by virtue of any rule of law would otherwise attach to them in respect of any act or omission on behalf of ONZ.