

Constitution of the New Zealand Society For Sedation and Dentistry Incorporated

**DRAFT INCORPORATING THE FURTHER CHANGES
INTRODUCED UNDER THE INCORPORATED SOCIETIES ACT
2022**

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1 Interpretation

1.1 Definitions:

Act means the Incorporated Societies Act 2022;

Annual General Meeting means the meeting of Members convened and held pursuant to Appendix D of these Rules;

Committee means the Committee appointed to manage the business and affairs of the Society;

Committee Meeting means a meeting of the Committee convened and held pursuant to Appendix C of these Rules;

Contact Person means the person appointed by the Committee pursuant to Rule 17.5 of this Constitution;

Chairperson means the Member appointed by the Members to be chairperson of the Committee from time to time;

Constitution means this constitution as may be amended from time to time;

Financial Year means the period of 12 months ending on 31 March in each year or such other period as the Society may determine by Ordinary Resolution from time to time;

General Meeting means a meeting of the Members, which may be an Annual General Meeting or a Special General Meeting;

Member means a person who has been admitted to membership of the Society pursuant to the Rules and continues to maintain that membership;

Membership Fee means the fee set by the Committee pursuant to Rule 6.1 of this Constitution;

Nonfinancial means any Member who fails to pay the annual Membership Fee (including any periodic payment) or any levy within three (3) calendar months from the date of the Annual General Meeting for that Financial Year;

NZDA refers to New Zealand Dental Association Incorporated;

Objects means the objects of this Society set out in Rule 3.1 of this Constitution;

Officer means a person who occupies a position of responsibility that allows that person to exercise significant influence over the management or administration of the Society, and includes each Committee Member, the Secretary and the Treasurer;

Ordinary Resolution means a resolution passed by a simple majority of the Members voting in person;

Register of Members means the register of current Members maintained by the Secretary on behalf of the Committee;

Relevant Law means any Act of Parliament or subsidiary legislation, which may apply to the Society from time to time;

Rules means the provisions of this Constitution;

Secretary means the elected Ordinary Member responsible for recording minutes of General Meetings and Committee Meetings and for performing other such duties as generally attached to the role of secretary;

Special General Meeting is a meeting of Members other than an Annual General Meeting;

Special Resolution means a resolution passed by a two-thirds majority of the Members voting in person;

Society refers to the New Zealand Society for Sedation and Dentistry Incorporated;

Treasurer means the elected Ordinary Member responsible for keeping and maintain all financial records, including books of account and insurance records, and for producing and reporting on such records as is required for General Meetings and Committee Meetings; and

Working Day has the meaning given in section 2 of the Companies Act 1993.

1.2 **Construction**

- (a) The headings appear as a matter of convenience and are not to affect the construction of these Rules.
- (b) A reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended or re-enacted or substituted.
- (c) In these Rules it is assumed that:
 - (i) where a masculine is used, the feminine is included and vice versa; and
 - (ii) where the singular is used, plural forms of the noun are also inferred.

1.3 **Application of Rules to Members**

All Members are bound by and are subject to the Rules.

1.4 **Disputes on Interpretation**

Any dispute or difference which arises at a General Meeting as to the construction or interpretation of these Rules shall be decided by the Chairperson whose decision shall be final.

- 1.5 This Constitution has no effect to the extent that it contravenes or is inconsistent with the Act.

2. Name of the Society

- 2.1 The name of the Society is the New Zealand Society for Sedation and Dentistry Incorporated.

3. Objects of the Society

- 3.1 The objects of the Society are to:

- (a) promote and advance the study and practice of sedation and those matters relating to sedation in dentistry;
- (b) provide a supportive environment for people to participate in the practice of sedation in dentistry;
- (c) affiliate with any body or society having objects similar to the Society as the Society may think fit;
- (d) provide equipment , materials, papers, books, information and discussion facilities for Members and those the Society may try to assist; and
- (e) deliver a full range of quality dentistry programmes that improve the study and practice of sedation in the dental industry;
- (f) do any act or thing incidental or conducive to the attainment of any of the above Objects.

4. Powers of the Society

- 4.1 In giving effect to the Objects, the Society shall have in the administration and management of the Society, all the rights, powers and privileges conferred by the Act.

- 4.2 Notwithstanding any other provision, the Society shall not be conducted for the financial gain of its Members, and shall not expend any money or apply its assets:

- (a) other than to further purposes recognised by law consistent with the Objects, nor
- (b) for the sole personal or individual benefit of any Member,

but these restrictions, subject to Rule 4.3, shall not prevent the reimbursement to Committee Members, Members, Officers and employees of the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Committee.

- 4.3 Any transactions between the Society and any Member, employee, Committee Member or Officer or any third party associated with a Member, employee, Committee Member or Officer shall be at arms' length for fair value and in accordance with prevailing

commercial terms and conditions on which the Society would, in the ordinary course of business, deal with third parties not associated with the Society.

5. Membership

- 5.1 The classes of membership of the Society are as set out in **Part 1 of Appendix A**.
- 5.2 The admission of Members, cessation of membership and readmission of Members shall be governed by the provisions set out in **Part 2 of Appendix A**. Every Member shall advise the Society of any change of address.
- 5.3 The Secretary, on behalf of the Committee, shall ensure that the Register of Members is kept according to the class of Membership to which they belong by recording their names and addresses (including email address and cell phone (if applicable) and the dates each Member became a Member (as the case may be).
- 5.4 The Secretary, on behalf of the Committee, shall ensure the Register of Members contains the name of each person who has ceased to be a Member within the previous seven (7) years and the date on which each person ceased to be a Member.
- 5.5 The Committee shall, at the end of each Financial Year, provide NZDA with a copy of the Register of Members for the period covering the preceding Financial Year.

6. Membership Fee

- 6.1 The annual Membership Fee shall be set by the Committee from time to time and will apply from the end of the Society's Financial Year. The Membership Fee will be payable not later than three (3) calendar months from the date of the Annual General Meeting for that year (**Payment Date**).
- 6.2 Only Ordinary Members and Honorary Members are required to pay the Membership Fee.
- 6.3 Any Member failing to pay the Membership Fee (including any periodic payment) or any levy by the Payment Date shall be considered Nonfinancial and shall (without being released from the obligation of payment) have no membership rights (as the case may be) and shall not be entitled to participate in or vote on any Society activity until all the arrears are paid.


7. Management of the Society by the Committee

- 7.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of the Committee.
- 7.2 The Committee has all the powers necessary for managing, or for directing or supervising the management of, the operation and affairs of the Society.
- 7.3 The Committee may delegate to a subcommittee, an Officer or employee of the Society, or any other person, for such purposes as it thinks fit. A subcommittee must be constituted with at least one Committee Member, but otherwise may consist of such

other persons (whether or not Members of the Society). Unless otherwise resolved by the Committee:

- (a) the quorum of every subcommittee is a majority of the members of the subcommittee;
- (b) the subcommittee shall have no power to co-opt additional members;
- (c) the subcommittee may not commit the Society to any financial expenditure without the prior express written authority of the Committee; and
- (d) the subcommittee may not delegate any of its powers.


7.4 The Committee from time to time may make and amend, bylaws and policies for the conduct and control of Society activities, including any regulations determining the colours and badge or logo of the Society, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall be provided (at cost) to any Member on request.

7.5  The Committee Members may be entitled to such remuneration for their services as may be reasonable having regard to their duties and responsibilities. The amount of such remuneration shall be set by the Members in General Meeting, having due regard to the recommendations of the Committee. The amount of such remuneration shall be shown separately in the financial statements.

7.6 **Indemnity for Committee**

- (a) No Committee Member or Officer shall be liable for the acts or defaults of any other Committee Member or Officer or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- (b) The Officers, and each Committee Member shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

8. **Composition of the Committee**

8.1 The Committee shall consist of not fewer than three (3) and no more than  five (5) Committee Members, each of whom must be a natural person, of which:

- (a) one (1) is the Chairperson;
- (b) one (1) is the Secretary;
- (c) one (1) is the Treasurer; and
- (d) up to two (2) are Members,

all of whom are to be appointed by Members at the Annual General Meeting each year.

8.2 A person must not be appointed as a Committee Member if that person is disqualified from appointment pursuant to section 47 of the Act.

8.3 A person must not be appointed as a Committee Member unless he or she has consented in writing to be a Committee Member and certified that he or she is not by reason of a provision, if any, contained in the Act or by law, disqualified from being appointed or holding office as a Committee Member of the Society.

9. Appointment and Removal of Committee Members

9.1 The appointment, retirement and removal of Committee Members shall conform with the requirements set out in **Appendix B**.

10. Committee Meetings

10.1 The convening and methods of holding Committee Meetings, and the election of the Chairperson shall conform with the requirements set out in **Appendix C**.

11. Financial Matters

Balance Date

11.1 The Financial Year of the Society shall end on 31 March each year or any such period as the Society may determine from time to time.

Keeping of Accounting Records

11.2 The Treasurer, on behalf of the Committee, must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the Society;
- (b) will allow the Society to produce financial statements that comply with the requirements of the Act and any Relevant Law; and
- (c) would, whilst required by the Members or by the Relevant Law, enable the financial statements to be readily and properly audited.

Preparation of Financial Statements Annually

11.3 The Committee must ensure that in each year financial statements in relation to the accounting period of the Society are:

- (a) prepared and completed in compliance with the standards required by the Act and the Relevant Law; and
- (b) delivered to the Registrar at the time and in the manner required by the Act and the Relevant Law.

Requirement for Audit

11.4 The Members at the Annual General Meeting each year **may** appoint an auditor (who is a member of the Institute of Chartered Accountants Australia and New Zealand, and not a Member of the Society) to audit the annual accounts of the Society and provide a

certificate of correctness of the same, and if any such auditor is unable to act the Committee shall appoint a replacement auditor.

Bank Accounts

- 11.5 The Society may operate such bank accounts as may be required provided that the Committee first approve the set up (and closure) of all such bank accounts. These bank accounts will be operated by (and in the case of withdrawals, must be signed by) the Treasurer, as authorised by the Committee from time to time (or in such other manner directed by the Committee from time to time).
- 11.6 All moneys received by the Society are to be deposited by the Treasurer into a bank account operated by the Society.
- 11.7 All payments of approved accounts from the bank accounts are to be made by the Treasurer, as authorised by the Committee from time to time.

12. Execution of Documents

- 12.1 A contract, document, or other enforceable obligation that, if entered into by a natural person:
- (a) would, by law, be required to be by deed, may be entered into on behalf of the Society pursuant to a resolution of the Committee:
 - (i) by two or more Committee Members of the Society;
 - (ii) a Committee Member, or other person appointed by the Committee for that purpose whose signature must be witnessed; or
 - (iii) by 1 or more attorneys appointed by the Committee in accordance with section 124(1) of the Act.
 - (b) is, by law, required to be in writing but not required to be made by deed, may be entered into on behalf of the Society in writing by a person acting under the express or implied authority of the Society;
 - (c) is, not by law, required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the express or implied authority of the Society.

13. General Meetings

- 13.1 General Meetings of the Members shall be convened and conducted in accordance with the regulations set out in **Appendix D**; and
- (a) in the case of the Annual General Meeting, shall be held during the annual conference of the NZDA, or alternatively upon a date, time and place to be fixed by the Committee (**Alternate Date**) by giving fifteen (15) Working Days' written notice to Members. The Alternative Date must be not later than six (6) months after the balance date of the Society and not later than 15 months after the previous Annual General Meeting. Without exception, the Annual General

Meeting shall be convened before 1 November in each calendar year;

- (b) where the Committee has refused or neglected to call an Annual General Meeting in accordance with Rule 13.1(a) above, the Annual General Meeting may be called by written notice to the Committee signed by not less than five (5) Members; and
- (c) in the case of a Special General Meeting, may be called by the Committee by fifteen (15) Working Days' written notice to the Members, or by written notice to the Committee signed by not less than five (5) Members.

14. Interested Officers and Committee Members

- 14.1 For the purposes of this Rule 14 the terms "interested" and "matter" bear the meanings set out in section 62 of the Act and the term "interest" shall be construed accordingly.

Duty to Disclose Interest

- 14.2 The Committee must keep and maintain an Interests Register recording disclosures of interest made by an Officer.
- 14.3 An Officer who is interested in a matter relating to the Society must as soon as practicable after becoming aware of that interest, disclose details of the nature and extent of the interest (include any monetary value of the interest if it can be quantified):
- (a) to the Committee; and
 - (b) in the Interests Register kept by the Committee.

Consequences of Being Interested in Matter

- 14.4 A Committee Member who is interested in a matter relating to the Society:
- (a) must not vote or take part in a decision of the Committee relating to the matter; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (c) in the case of a Committee Member who is prevented from voting on a matter he/she may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered; and
 - (d) despite paragraph (a) and (b), if 50% or more of the Committee Members are prevented from voting on the matter under paragraph (a), a Special General Meeting must be called to consider and determine the matter.

15. Alteration of Rules

- 15.1 These Rules may be amended or replaced by resolution of any General Meeting convened passed by an Ordinary Resolution of the Members.

- 15.2 Any amendment must not change, and any replacement must preserve:
- (a) Rule 4.2 (precluding the conduct of the Society for the financial gain of Members); and
 - (b) Rule 18.1 (requiring the surplus assets of the Society to be disposed of to a not-for-profit entity on a winding up or dissolution).
- 15.3 Any proposed motion to amend or replace these Rules must be set out in the notice of meeting and accompanied by a written explanation of the reasons for the proposal.
- 15.4 Notwithstanding Rule 15.1 above, these Rules may be amended or replaced by Members without an Ordinary Resolution if the amendment has a minor effect or corrects technical errors and otherwise complies with the Act.
- 15.5 The Society must provide a copy of any amendment and the amended Rules to the Registrar in accordance with section 33 of the Act.

16. Complaints and Grievance Procedures

- 16.1. Any complaint or grievance about any Member, whether from another Member or any other person, shall be lodged in writing with the Committee, and the procedures set out in **Appendix E** shall be observed.

17. Miscellaneous

Promotion of Society by Members

- 17.1 All Members shall promote the interests and the Objects of the Society and shall do nothing to bring the Society into disrepute.

Copies of Constitution

- 17.2 Copies of the Constitution shall be provided to any Member on request by email or such other method as considered appropriate by the Society.

Notices

- 17.3 A written notice given by a Member to the Society or by the Society to a Member by email shall be deemed to have been properly given and received on the day and time of despatch if sent to the email address provided, as the case may be, by the Member or by the Society for the purposes of written notices from time to time.

Registered Office

- 17.4 The registered office of the Society shall be at such place as the Committee from time to time determines.

Contact Officer for Regulators

- 17.5 The Committee must, in accordance with sections 113 to 116 of the Act, appoint a person to be the point of contact with whom the Registrar can make contact when needed.

NZDA Requirements and Obligations

- 17.6 The Society shall provide annually to the NZDA such information and documentation as is reasonably necessary to comply with the Society's requirements and obligations as an affiliate society of the NZDA.

18. Winding up

- 18.1 On the dissolution of the Society by the Registrar or its liquidation pursuant to a resolution of the Members, or by the High Court, or otherwise, the surplus assets after payment of all debts, costs and liabilities shall be disposed of to NZDA, a not-for-profit entity which has objectives which are aligned or conducive to the objectives and purposes of the Society.
- 18.2 A resolution of Members to liquidate the Society must be approved at a General Meeting and that resolution must be confirmed at a subsequent General Meeting called for that purpose and held not earlier than 20 Working Days after the date on which the resolution to be confirmed was passed. The resolution of Members to the liquidation of the Society and the subsequent confirmation of Members must be approved by a Special Resolution in each case.

Appendix A

Part 1 - Classes of Membership

1.1 The classes of membership of the Society are:

(a) **Ordinary Member**

- (i) An Ordinary Member is a person who is a current member of NZDA, who has completed the application form specified by the Committee, and whose name has been entered in the Register of Members as an Ordinary Member.
- (ii) An Ordinary Member has a right to exercise a vote at a General Meeting.

(b) **Honorary Member**

- (i) An Honorary Member is a person appointed to be an Honorary Member by the Committee at its sole discretion, who has consented to such appointment, and whose name is entered in the Register of Members as an Honorary Member.
- (ii) An Honorary Member has no right to vote at a General Meeting, to hold office, or to nominate Members for office.

(c) **Corresponding Member**

- (i) A Corresponding Member is a person appointed to be a Corresponding Member by the Committee or by Ordinary Resolution of the Members at the Annual General Meeting. To be eligible an appointee must be in active dental practise in a country outside of New Zealand.
- (ii) A Corresponding Member has no right to vote at a General Meeting. No Membership Fee is payable by a Corresponding Member.

Part 2 - Admission, Cessation, Readmission and Suspension of Members

Admission

- 2.1 A person must consent to becoming a member and must provide, and at the request of the Committee update, contact details for the Register of Members with such additional information as may be required by the Society.
- 2.2 The Society shall have a discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision.

Cessation of Membership

- 2.5 Any Member may resign from membership with the Society by written notice to the Chairperson, and each such resignation shall take effect from the end of the Society's then current Financial Year, but the Member resigning shall remain liable to pay all

Membership Fees, levies, any other fees to the end of that year, and shall cease to hold himself or herself out as a Member of the Society.

- 2.6 The Committee may declare, or delegate authority to declare, that a Member is no longer a Member and remove that Member's name from the Register of Members from the date of that declaration or such date as may be specified if that Member:

- (a) ceases to be qualified to be a Member or whose membership has expired; or
- (b) has not paid, by the commencement of the following Financial Year, the Membership Fee (or any instalment thereof) applicable for the preceding Financial Year;
- (c) is convicted of any indictable offence or offence for which a convicted person may be imprisoned; or
- (d) becomes deceased;
- (e) is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.

- 2.7 A Member may be expelled as the outcome of the grievance/complaint procedure conducted pursuant to Appendix E.

- 2.8 A Member whose membership is terminated under these Rules shall remain liable to pay all fees (including the Membership Fee) and levies to the end of the Society's Financial Year in which the membership was terminated, shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals).

Re-admission of Former Members

- 2.9 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted by Ordinary Resolution by the Members at any General Meeting following the former Member's receipt of notice of the committee's decision to terminate their membership.

- 2.10 However, if a former Member's membership was terminated pursuant to the grievance/complaint procedure conducted pursuant to Appendix E, the applicant shall not be readmitted by the Committee without the prior approval of a General Meeting.

Suspension of Membership

- 2.11 Any Member failing to pay the Membership Fee (including any periodic payment) or any levy within the period reasonably set by the Chairperson shall be considered as Nonfinancial 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 until all the arrears are paid.

Appendix B

Appointment and Removal of Committee Members

1. By Members

- 1.1 A Committee Member may be appointed by Ordinary Resolution. All Committee Members shall be subject to removal from office as a Committee Member by Ordinary Resolution.

2. By the Committee Members to Fill Casual Vacancies

- 2.1 The Committee Members may at any time appoint additional Committee Members to fill any vacancy in the number of Committee Members. A Committee Member so appointed by the Committee Members shall hold office only until the next Annual General Meeting but shall be eligible for election at that meeting.

3. Current Committee Members to Continue in Office

- 3.1 The Committee Members in office at the date of the adoption of this Constitution shall continue in office subject to the provisions of this Constitution.

4. Retirement of Committee Members

- 4.1 At the Annual General Meeting each year:
- (a) all of the Committee Members appointed pursuant to section 1.1 of this Appendix B, shall retire from office; and
 - (b) the retiring Committee Members shall be eligible for re-election at that meeting.

5. Duration of Appointments

- 5.1 Each Committee Member shall serve in office for a one (1) year period from their respective elections at an Annual General Meeting. These Committee Members shall be eligible to stand for re-election.

6. Nominations

- 6.1 No person (other than a Committee Member retiring at the Annual General Meeting) shall be elected as a Committee Member at the Annual General Meeting unless that person has been first nominated by a Member and seconded by another Member, both entitled to attend and vote at the Annual General Meeting.
- 6.2 There shall be no restriction on the persons who may be nominated as Committee Members other than as expressly provided in this Constitution, nor shall there be any precondition to the nomination of a Committee Member other than compliance with time limits in accordance with this Appendix B. A nomination must include an adequate profile of the nominee.

- 6.3 The closing date for nominations to be considered by Members at the Annual General Meeting shall not be more than 50 Working Days before the date of the Annual General Meeting at which the election is to take place.
- 6.4 Notice of every nomination received by the Society before the closing date for nominations shall be given by the Society to all persons entitled to attend the Annual General Meeting together with or as part of the notice of meeting and the notice shall, if the Committee considers it appropriate to do so having regard to its view on the skills and experience required on the Committee, include a Committee recommendation on the appointment of any nominee.
- 6.5 Details of all persons nominated to be a Committee Member, must be provided to Members prior to the Annual General Meeting, together with such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Society by or on behalf of each nominee in support of the nomination.

7. Timing of Retirement and Appointment

- 7.1 If:
- (a) a Committee Member retires at a meeting of Members and is not re-elected, the Committee Member shall remain in office until, and his or her retirement shall take effect at, the conclusion of the meeting;
 - (b) a Committee Member is removed from office at a meeting of Members by Ordinary Resolution, the Committee Member shall remain in office until, and his or her removal shall take effect at, the conclusion of the meeting; and
 - (c) a person who is not already a Committee Member is appointed as a Committee Member at a meeting of Members, that person shall take office as a Committee Member immediately after the conclusion of the meeting.

8. Vacation of Office

- 8.1 In addition to the vacation of office of a Committee Member pursuant to a Relevant Law:
- (a) A Committee Member shall be deemed to have retired from and vacated the office of a Committee Member unless within 20 Working Days of the date of cessation the Committee Member has become a Member in his or her own right; or
 - (b) A Committee Member absent from three (3) successive Committee Meetings without leave of absence shall, at the discretion of the Committee, cease to be a Committee Member.

Appendix C

Committee Meetings

1. Chairperson

- 1.1 The Chairperson will be elected at the Annual General Meeting to hold office until he or she dies or resigns or until the next Annual General Meeting.
- 1.2 If at a Committee Meeting, the Chairperson is not present within 10 minutes after the time appointed for the meeting, the Committee Members present may choose one of their numbers to chair the meeting.
- 1.3 Notwithstanding sections 1.1 and 1.2 above, the Chairperson may, at his or her discretion, choose a Committee Member to chair a Committee Meeting in place of the Chairperson.

2. Notice of Meeting

- 2.1 A Committee Member or, if requested by a Committee Member to do so, a Member of the Society, may convene a meeting of the Committee by giving not less than five (5) Working Days' written notice in accordance with section 2.2 below.
- 2.2 The notice of meeting must be a written notice delivered by hand to the Committee Member, or sent to the address or email address, which the Committee Member provides to the Society for that purpose, or if an address or email address is not provided, then a written notice to the Committee Member's last place of employment or residence, or email address known to the Society.
- 2.3 An irregularity in the notice of a meeting or a failure to give notice is waived if all Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Committee Members agree to the waiver.

3. Methods of Holding Meetings

- 3.1 A meeting of the Committee may be held either:
 - (a) By a number of the Committee Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) By the contemporaneous linking together by telephone or other means of communication of the Committee Members constituting a quorum, whether or not any one or more of the Committee Members are absent from New Zealand and such meeting shall be deemed to be properly held provided the following conditions are met:
 - (i) all the Committee Members entitled to receive notice of a meeting of the Committee Members shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;

- (ii) each of the Committee Members taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other Committee Members taking part;
- (iii) at the commencement of the meeting each Committee Member must acknowledge his or her presence for the purpose of a meeting of the Committee to all the other Committee Members taking part;
- (iv) a Committee Member may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting, and a Committee Member shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting.

4. Quorum

- 4.1 Until otherwise determined by the Committee, a quorum for a Committee Meeting, other than an adjourned meeting, shall be not less than three (3) Committee Members.
- 4.2 No business may be transacted at a Committee Meeting if a quorum is not present.
- 4.3 If a quorum is not present within 30 minutes of the time appointed for the commencement of a Committee Meeting, the Committee Meeting shall be adjourned to a day, time and place determined by the Chairperson.

5. Voting

- 5.1 Every Committee Member has one vote. A Committee Member must not vote where that Committee Member is not permitted to vote under this Constitution or a Relevant Law.
- 5.2 In the case of an equality of votes the Chairperson shall have a second and casting vote.
- 5.3 A resolution of the Committee is passed if a majority of the votes cast on it are in favour of it.
- 5.4 A Committee Member present at a meeting of the Committee is presumed to have agreed to, and to have voted in favour of, a resolution of the Committee unless he or she expressly abstains from voting or dissents from or votes against the resolution at the meeting.

6. Minutes

- 6.1 The Secretary, on behalf of the Committee, must ensure that minutes are kept of all

proceedings at Committee Meetings. Minutes signed correct are prima facie evidence of the proceeding at the meeting.

- 6.2 The Committee shall, at the end of each Financial Year, provide NZDA with a copy of minutes of proceedings at all Committee Meetings for the period covering the preceding Financial Year.

7. Unanimous Resolution

- 7.1 A resolution in writing, signed or assented to by letter, or other written form by all Committee Members, then entitled to receive notice of a Committee Meeting, is as valid and effective as if it had been passed at a Committee Meeting duly convened and held.
- 7.2 A resolution pursuant to section 7.1 may consist of several documents (including email or other similar means of communication) in like form each signed or assented to by one or more Committee Members.
- 7.3 A copy of any such resolution must be entered in the minute book of Committee proceedings.

8. Presence by Telephone/Audio Visual

- 8.1 A Committee Member may attend any Committee Meeting convened pursuant to section 3.1 by telephone or other instantaneous audio (or audio and visual) communication provided such Committee Member has given notice in writing of his or her intention so to do to the Society at least two (2) Working Days prior to the scheduled commencement time of such meeting. The requirements as to such notice may be waived by the Committee. Any such Committee Member:
- (a) must throughout the meeting be able to hear each of the other Committee Members taking part;
 - (b) must at the commencement of the meeting, acknowledge his or her presence for the purpose of the meeting, to all the other Committee Members taking part;
 - (c) may not leave such meeting by disconnecting his or her telephone or other means of communications unless he or she has first obtained the express consent of the Chairperson; and
 - (d) shall (for the purposes of this Constitution) be conclusively presumed to have been physically present and to have formed part of the quorum at all times during the meeting unless he or she first obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid. Neither the meeting, nor any business conducted thereat, shall be invalidated if a Committee Member does leave a meeting conducted as aforesaid, without the express consent of the Chairperson.

9. Proceedings in Case of Vacancy

- 9.1 The continuing Committee Members may act notwithstanding any vacancy in their

body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the minimum number of Committee Members, the continuing Committee Members or Committee Members may act only for the purposes of increasing the number of Committee Members to the said minimum number or to summon a General Meeting but for no other purpose.

- 9.2 Except as provided in this Constitution, the Committee may regulate its own procedure.

Appendix D

Convening and Conduct of General Meetings

1. Convening and Conduct of General Meetings

1.1 Fifteen (15) Working Days prior notice of a General Meeting must be sent by email or post to all Members, with the business to be conducted at the General Meeting including in the case of Annual General Meetings:

- (a) copies of the annual report for the most recently completed accounting period;
- (b) audited financial accounts for that period;
- (c) notice of any disclosures of interest made during that period;
- (d) election of a solicitor;
- (e) election of an auditor (if any);
- (f) a list of and information about nominees to the Committee; and
- (g) notice of any motions and the Committee's recommendations, if any, in respect thereof.

1.2 An accidental omission to give notice of a meeting to, or the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

1.3 Any Member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Committee not less than twenty (20) Working Days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to Members in respect thereof.

1.4 A General Meeting must be held by a quorum of persons:

- (a) being assembled together at the time and place appointed for the meeting; or
- (b) participating in the meeting by means of audio link, audio visual link, or other electronic communication; or
- (c) by combination of both of the methods described in paragraphs (a) and (b).

1.5 Resolution in Lieu of General Meeting

- (a) Subject to the rules set out in sections 89-92 of the Act, a written resolution of Members may be passed in lieu of a meeting if the Committee considers that it is expedient and the interests of the Society to do so.
- (b) A written resolution under this section 1.5 may consist of one (1) or more

documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one (1) or more of the persons specified in paragraph (d) of this section 1.5.

- (c) For the purposes of this section, a Member may give their approval by:
 - (i) signing the resolution; or
 - (ii) giving their approval to the resolution in any other manner permitted by this Constitution (for example, by electronic means).
- (d) The resolution to be effective must be approved by no less than a 75% majority of the Members who are entitled to vote.

2. Voting

- 2.1 Only financial Members are entitled to vote at General Meetings. In the case of equality of votes, the Chairperson shall have a casting vote.
- 2.2 The Committee may, at its discretion, permit Members to cast a vote by electronic means.
- 2.3 Votes to determine any issue shall be exercised as follows:
 - (a) At General Meetings voting shall be by voices, by show of hands or, on demand of the Chair or of any Member present, by secret vote, the procedure for which shall be determined by the Chair.
 - (b) Unless otherwise required by these Rules, all questions shall be determined by an Ordinary Resolution by the Members.
 - (c) A resolution passed by the required majority at any General Meeting binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

3. Quorum

- 3.1 The quorum for General Meetings is five (5) Members. If a quorum is not present within one hour of the starting time of the General Meeting, the General Meeting will be adjourned to a day, time and place determined by the Chairperson. If at such adjourned General Meeting a quorum is not present within one hour after the time appointed for the adjourned General Meeting, the General Meeting will be dissolved without further adjournments except to comply with Annual General Meetings requirements pursuant to Rule 13.1 of this Constitution.
- 3.2 All General Meetings shall be chaired by the Chairperson or in the Chairperson's absence, by some other person elected by the Members for the purpose, and any such Chairperson shall, in the case of equality of votes, a casting vote.
- 3.3 Notwithstanding sections 3.2, the Chairperson may, at his or her discretion, choose a Committee Member to chair a Committee Meeting in place of the Chairperson.

4. Minutes

- 4.1 The Secretary, on behalf of the Committee, shall cause minutes to be recorded of all General Meetings and all such minutes when confirmed by the next such meeting and signed by the Chairperson of that meeting shall be prima facie evidence that that meeting was duly called, and shall prima facie be a true and correct record of what occurred at that meeting.
- 4.2 The Committee shall, at the end of each Financial Year, provide NZDA with a copy of minutes of proceedings at all General Meetings for the period covering the preceding Financial Year.

Appendix E

Complaints and Grievance Procedures

1.1 For the purposes of section 1.2 of this Appendix E, a complaint or grievance may relate to conduct of a Member which:

- (a) constitutes a breach of these Rules or any by-laws or regulations of the Society;
or
- (b) has brought the Society into disrepute; or
- (c) is inconsistent with the Objects of the Society.

and which has been lodged in writing with the Committee by a Member or any other person or which has come to the attention of the Committee which then considers that the matter should be dealt with under these procedures.

1.2 The following procedures shall be observed in relation to any complaint or grievance about any Member:

- (a) The Committee shall have the following discretions:
 - (i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Committee may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
 - (A) Effectively disposes of the complaint, the Committee may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or Member to provide further information or to make submissions; or
 - (B) Does not effectively dispose of the complaint, the Committee may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in section (b)(i) to (vii) of this Appendix E.
 - (ii) The Committee may decline to investigate or consider the complaint if:
 - (A) The matter is trivial;
 - (B) The matter does not appear to disclose:
 - (i) In the case of a complaint, any material misconduct; or
 - (ii) In the case of grievance, any material damage to the

Member's rights or interests; or

- (C) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
 - (D) the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
 - (E) the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Society.
- (iii) The Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Committee, it becomes apparent to the Committee that it is not appropriate further to investigate or consider the complaint.
- (iv) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Committee from professional advisers, the Committee may at any time:
- (A) Decline further to investigate or consider the complaint, or
 - (B) Require the complainant to deposit with the Society such sum as the Committee thinks fit to reimburse the Society wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Society's professional adviser's fees before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered:
- (i) The Member shall be given a copy of the complaint and be fairly advised of all allegations concerning the Member, with sufficient details to enable the Member to prepare a response;
 - (ii) The Member shall have the opportunity to provide a detailed written response to the complaint within not less than ten (10) Working Days after receiving a copy of the complaint or such further time as may be allowed by the Committee, or any sub-committee established by it for the purpose of hearing and deciding upon the complaint;
 - (iii) Further enquiries may be made by or on behalf of the Committee or any such sub-committee, and the results of those enquiries shall be made known to the complainant and the Member;
 - (iv) The Committee, or any such sub-committee shall allow the complainant and the Member the opportunity to be heard by the Committee or any such sub-committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint);

- (v) The Committee, or any such sub-committee may:
 - (A) Dismiss the complaint; or
 - (B) Uphold the complaint and do one or more of the following:
 1. Reprimand or admonish the Member;
 2. Suspend the Member from membership for a specified period;
 3. Alter the membership classification of the Member;
 4. Impose a fine on the Member; or
 5. Expel the Member.
- (vi) The Committee, or any such sub-committee shall respect the confidentiality of the proceedings; and
- (vii) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the Member in writing, and may at the discretion of the Committee, or any such special committee be conveyed to Members.
- (c) The decisions of the Committee, or any sub-committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the Member complained against and shall not be subject to any review or challenge.
- (d) The Committee must ensure that as soon as is reasonably practical after receiving a complaint or grievance or determining that the matter should be dealt with under these procedures, it investigates and determines the complaint or grievance.