

ONZ

Osteopaths New Zealand Incorporated

Society Number 2575685

Amended September 2023

Constitution and Rules

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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 1908 including any amendments or any statute passed in substitution.

Board means the Board of the society.

OCNZ means the Osteopathic Council of New Zealand.

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.

society means Osteopaths New Zealand Incorporated.

general meeting means an annual general meeting or special general meeting of the society or the society's inaugural meeting.

member means a member of the society.

month means a calendar month.

officer means an officer of the society

registered office means the registered office of the society.

property means any item, equipment or building.

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 incorporated society is Osteopaths New Zealand Incorporated.

Society office

2. The registered office of the society shall be situated in New Zealand.

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 these rules 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 and the Board at the annual general meetings of the society.
6. Subject to clause 3 hereof, the officers and the Board shall conduct the business and affairs of the society. The Board may appoint such persons and subBoards as it considers necessary to assist in the conduct of the business and affairs of the society.

Objects

- 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

7. Subject to clause 12 hereof and to the Act, the society shall have all the powers of a natural person to do any act which is or may be for the benefit of the society and its members and in particular to advance its objects.
8. 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.
9. 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.
10. 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.

Pecuniary gain

11. The society does not have the purpose of making a profit for a member and prohibits a distribution of property in any form to a member and its constitution prohibits a distribution of property in any form to a member.
12. No member shall receive or obtain any pecuniary gain (except as an employee or paid officer of the society) from the property or operations of the society, but members undertaking official duties on behalf of the society may be reimbursed for reasonable and proper expenses.
13. Payment to a member for a service to the society, or for expenses incurred, shall be reasonable and relative to their value in the open market.
14. Any income, benefit or advantage of the society shall be applied to the advancement of the objects of the society.
15. No member of the society or any person associated with a member, shall participate in or materially influence any decision made by the society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

Financial year

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

Audit

17. Once at least in every year the accounts of the society shall be examined and the corrections of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors appointed by the Board.
18. The remuneration of the auditor shall be approved by the Board.
19. If any casual vacancy occurs in the office of any auditor appointed by the society the Board shall appoint an auditor to carry on the duties of the auditor until the next annual general meeting.
20. The auditor shall make a report to the members at the annual general meeting.

The common seal

21. The common seal shall be of such design as the Board shall determine and shall be kept in such custody and affixed in such manner as the Board shall determine or as this constitution permits; provided that every instrument to which the common seal shall be affixed shall be signed by at least two officers.
22. The seal shall be affixed to every membership certificate and such other document as the Board sees fit.

Liquidation or dissolution of the Society

23. 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.
24. 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

Members bound by constitution

25. Every member of the society shall comply with and abide by this constitution.

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.

Full members

28. A full member must be an osteopath registered with the OCNZ to be eligible to apply for membership of the society.

Life members

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.

Student members

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.

Honorary member

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.

Non practising members

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 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.
39. Each applicant for admission to membership shall be advised by the secretary of the Board's decision on his/her application. The Board shall not be required and is not obliged to give reasons for any decision on any application for membership.

Termination of membership

40. 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 42).
41. 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.
42. 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

43. 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

44. 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 20 April. 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.
45. Certain groups within the membership may be identified for reduced fees set from time to time by a general meeting. The subscription for Student members shall be zero.
46. 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

47. 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.

48. 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

49. The rights and privileges of every member shall be personal and shall not be transferred in any circumstances.
50. Every member shall on admission to membership be furnished with a copy of this constitution.
51. Every member shall be entitled to inspect, at all reasonable times and at the registered office, the books and documents of the society.
52. The Board shall issue to each full member of the society a certificate of membership. Every such certificate shall be in such form as shall from time to time be determined by the Board, shall remain the property of the Board, and shall on demand by the Board be returned to the Board.
53. Every member of the society shall have the right 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

54. 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.
55. 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 56).
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.
56. 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 Annual General Meetings of the Society (AGM)

Annual General Meeting

57. 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. The AGM may be held in person or virtual communication or a combination of both, as determined by the Board.

Notice of AGM

58. At least twenty one (21) days notice must be given in writing of an annual general meeting (exclusive of both the day on which it is served or deemed to be served and of the day of the meeting) specifying the location, the day, and the hour of the meeting.
59. The agenda for an annual general meeting, the audited financial accounts of the society and notice of any proposed alteration to the rules, must be sent to all members at least 21 days before the date of the annual general meeting.
60. An accidental omission to give notice of an annual 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 annual general meeting.
61. Whenever an annual 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 AGM

62. The quorum for an annual general meeting shall be 15 % of the members eligible to vote personally present or represented by proxy.
63. If within half an hour of the time appointed for the 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 AGM

64. The Chair, or in his/her absence the -Deputy Chair, shall chair each annual general meeting but if neither the Chair nor the Deputy-Chair is present within fifteen minutes after the time appointed for the holding of an annual 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.
65. If all members of the Board refuse to chair an annual 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 annual general meeting.

Business of the AGM

66. At all annual general meetings the business shall, unless otherwise directed by the Board, proceed in the following order:
 - a. Opening;
 - b. Apologies from members;
 - c. Proxy votes and disclosure of the name of each member holding the proxy and the corresponding appointor;
 - d. Minutes of the previous annual general meeting for approval;
 - e. Matters arising from the minutes;
 - f.

- g. Chairs report;
- h. Treasurer's report including the presentation of the audited accounts for the prior year and the budget for the current year;
- i. Other Board reports and matters arising;
- j. Setting of fees;
- k. Election of officers and Board;
- l. Motions concerning changes to the constitution of which due notice has been given and circulated through the agenda of the general meeting;
- m. Motions and questions of which due notice has been given, in the order in which they appear in the agenda;
- n. Notified general business;
- o. General business not notified.
- p.

Alteration of this constitution

- 67. Subject to clause 68, this constitution may be altered, added to, rescinded, or otherwise amended by special resolution.
- 68. No alteration, deletion or addition shall be approved if it affects the rules of the society relating to the non-profit objects, personal benefit prohibition, or dissolution or liquidation of the society. Such rules shall be included in any alteration, addition to or revision of these rules. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Voting at AGM

- 69. At any annual 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 chairperson or by any member present. If a ballot is demanded it shall be taken in such a manner as the chairperson directs.
- 70. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of that meeting shall be entitled to a second or casting vote.

Election of officers and Board

- 71. Subject to clause 72, each officer elected at the AGM held in 2024 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.
- 72. Officers appointed at the AGM held in 2023 are appointed for one (1) year and if those officers remain on the Board shall be entitled to be nominated for election held in 2024. If the officer is appointed to the same position on the Board, the officer shall hold office for a term of one (1) year commencing from the end of the AGM at which they were reappointed or are treated as having been elected.
- 73. Nominations for election as officers or to the Board shall be in writing signed by a member entitled to vote, on the form advised by the society..
- 74. Nomination forms for the election of officers and the Board are to be sent to members appointed at least 45 days prior to the AGM.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, along with the means of voting electronically.

75. Voting may be done by direct vote of members eligible to vote by electronic means in a format authorised by the Board.
76. Annual General Meeting papers are to be sent to the members electronically 21 days prior to the AGM.
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.

Adjournment of Annual General Meeting

82. The chairperson may, with the consent of a majority of members present at any meeting at which a quorum is formed (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted other than the business left unfinished at the adjourned meeting.

Closure of AGM

83. The chairperson of the annual general meeting shall close the meeting. Unless there is a matter of order, this shall occur when all of the business is completed.

Part 4 Society Officers and Board

Officers of the society

84. The officers of the society shall be the Chair, the -Deputy-Chair, the treasurer, and the

- secretary. Subject to clause 90 hereof, all officers shall be required to be full members.
- 85.** The society may from time to time by special resolution create additional offices either on a permanent or 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 subBoards, 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 subBoards, recording the minutes of meetings and proceedings of the society, controlling the clerical staff of the society, and maintaining an up-to-date register of members.
- 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 up to three Contact persons and advise the Registrar accordingly.

The Board

- 97.** The day-to-day business and affairs of the society shall be conducted by the Board.
- 98.** The chairperson shall require a declaration of any conflicts of interests regarding any matter before the Board before any meeting.
- 99.** Board members shall comprise the officers of the society (the Chair, the Deputy Chair, the treasurer, the secretary (if the secretary is a member of the society), 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.
- 100.** Any Board member 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 member cannot be resolved by a reasonable process of external professional mediation.

Attendance of observers at Board meetings

101. At the discretion of the Board, observers may attend Board meetings, apart from matters discussed “in Board”.

Co-opted Board members

102. The Board may from time to time, by unanimous decision, co-opt additional Board members for the purpose of providing specific expertise or advice.
103. Members and non-members of the society may be co-opted Board members but shall be non-voting Board members.
104. 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

105. Any elected Board member may resign by delivering written notice to the Board.
106. If any elected Board member is absent from three consecutive Board meetings the Board shall be entitled to declare his/her office vacant.
107. 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.
108. 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.

Quorum

109. The quorum necessary for the transaction of business of the Board shall be four (4) of the Board members. The chairperson of each meeting of the Board shall have a casting vote.
110. 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

111. 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

112. 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.
113. The Board shall meet at least four times in every year, face to face or by virtual communication.
114. 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

115. 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.
116. 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.
117. 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

118. 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.
119. 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.
120. 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.
121. 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.
122. 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.
123. 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.
124. 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.

- 125.** 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.
- 126.** 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

- 127.** 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

- 128.** Members of the Board may be paid an honorarium. The budget for this shall be fixed at the annual general meeting. The Board shall distribute this budget to the Board members as it sees fit.

Indemnity of Board

- 129.** 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

- 130.** 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.

Part 5 Special General Meetings (SGM)

Special General Meetings

- 131.** All general meetings of the society other than annual general meetings and the inaugural general meeting shall be called special general meetings.
- 132.**
- (a) The Board may whenever it thinks fit convene a special general meeting. Such meetings may be held in person or virtual communication or a combination of both, as determined by the Board.

- (b) A special general meeting shall be convened by the Board upon the delivery to the registered office of a requisition signed by 20 per cent of the members eligible to vote. The date and venue of such meeting shall be declared by the Board within fourteen (14) days after delivery of any requisition and any special general meeting shall be held within six (6) weeks after the delivery of any requisition.

Notice of SGM

- 133. At least twenty one (21) days notice must be given to members in writing of a special general meeting (exclusive of both the day on which it is served or deemed to be served and the day of the meeting) specifying the place, the day, and the hour of the meeting.
- 134. The agenda for a special general meeting must be sent to all members at least 21 days before the date of the meeting.
- 135. An accidental omission to give notice of a special general meeting to 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 special general meeting.
- 136. Whenever a special 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 SGM

- 137. The quorum for a special general meeting shall be 15% of the members eligible to vote personally present or represented by proxy.
- 138. At a SGM convened by the Board according to clause 129(a), if within half an hour of the time appointed for the meeting a quorum is not present, the SGM shall stand adjourned to such other day and at such other time and place as the Board may determine. 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 a quorum.
- 139. At a SGM convened by a requisition of members according to clause 129(b), if within half an hour of the time appointed for the meeting a quorum is not present, the SGM shall be dissolved.

Chairing of the SGM

- 140. The Chair, or in his/her absence the Deputy Chair, shall chair any special general meeting but if neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for the holding of an special 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.
- 141. If all members of the Board refuse to chair a special 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 special general meeting.

Business of the SGM

At a Special General Meeting only the business mentioned in the notice convening the Special General Meeting may be transacted. Voting at SGM

142. At any special 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 chairperson or by any member present. If a ballot is demanded it shall be taken in such a manner as the chairperson directs.
143. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of that meeting shall be entitled to a second or casting vote.

Adjournment of SGM

144. The chairperson may, with the consent of a majority of members present at any meeting at which a quorum is formed (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted other than the business left unfinished at the adjourned meeting.

Closure of SGM

145. The chairperson of the special general meeting shall close the meeting. Unless there is a matter of order, the meeting shall be closed when all of the business is completed.

Updated 2023 Annual General Meeting