ONZ

Osteopaths New Zealand Incorporated

Society Number 2575685

Amended September 2026 AGM

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CONSTITUTION OF THE SOCIETY

Interpretation

In this Constitution, 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 of this Constitution.

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.

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 25, 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 attending the meeting 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-committees as it considers necessary to assist in the conduct of the business and affairs of the Society.

Purpose

The purposes of the Society are:

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 or reviewer from time to time, including where an audit or review is required under clause 118.

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 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 shall be kept, 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 Society's attention that a Member's contact details are incorrect, the Society will endeavour to 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 practising, or is practising 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 they resign their membership, if they no longer fill the criteria for membership of any category, if they are expelled from membership, or if their 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 their 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 them of its decision. Nothing herein shall entitle a defaulting member to notice of the fact that their 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 their 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 person or to decline the application shall be made by the Board. Before declining an application, the Board shall:

a. advise the applicant of the substance of any material adverse information that the Board proposes to rely upon; and

b. give the applicant a reasonable opportunity to respond to that information.

Where the Board declines an application, it shall give the applicant brief written reasons for its decision and shall advise the applicant of their right to seek a review under this clause.

An applicant whose application for re-admission is declined may seek a review of that decision. A review shall be conducted in accordance with a policy approved by the Board, which shall set out the grounds on which a review may be sought, the timeframes for seeking and completing a review, and the procedure to be followed. The policy must provide for the review to be conducted by one or more persons who were not involved in the original decision and who are able to consider the matter impartially and without a predetermined view.

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.

43A. Notwithstanding clauses 43 and 44, the Board may from time to time apply early-payment incentives, promotional offers, rebates, contribution-recognition reductions, or alternative payment arrangements in respect of the annual membership subscription, where the Board considers this to be in the best interests of the Society, provided that:

a. the amount payable by any Member does not exceed the annual membership subscription fixed by resolution passed at a General Meeting;

b. any incentive, offer, rebate, reduction or arrangement is made under a written policy approved by the Board;

c. the policy contains objective eligibility criteria, requires fair and consistent application to Members in comparable circumstances, and establishes appropriate financial and time limits;

d. this clause does not authorise the Board to create or alter any membership category, or the eligibility requirements for any membership category, otherwise than in accordance with this Constitution; and

e. the Board reports to Members at each Annual General Meeting on the nature and aggregate financial effect of any incentive, offer, rebate, reduction or arrangement applied under this clause during the preceding financial year.

44. Certain groups within the membership may be identified for reduced fees set from time to time by a general meeting. This clause does not limit clause 43A.

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 or complaint by any person that constitutes a Dispute for the purposes of section 38 of the Act must be dealt with in accordance with clauses 133–141.

47. Nothing in clause 46 prevents the parties from resolving a matter by informal agreement where appropriate, provided that any resolution is consistent with this Constitution and the Act and does not prejudice any right that must be afforded under clauses 133–141.

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 they are entitled in their own right to be present and vote at the meeting at which they act as a proxy.

Part 3: Meetings of the Society

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 year's activity, including a report on the operations and affairs of the Society, and 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 Society's 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 their 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 situations:

(a) where the Board, by majority vote, thinks it 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 this Constitution 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, they 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 a 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 Board position. A Member may be nominated for more than one elected position. Where a Member is nominated for more than one position, votes for that Member shall be counted in the order of Chair, Deputy Chair, Treasurer and Board member respectively. 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 75 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 shall consist of not more than eight (8) voting elected Board members, each of whom is an Officer for the purposes of the Act. The number of voting elected Board members must not at any time be less than the minimum number of officers required by the Act.

83. Each voting elected Board member must:

(a) be a natural person;

(b) be a Full Member or Life Member of the Society; and

(c) not be disqualified from being appointed or holding office as an Officer under the Act.

84. The voting elected Board members shall comprise:

(a) the Chair;

(b) the Deputy Chair;

(c) the Treasurer; and

(d) up to five (5) other elected Board members,

provided that the total number of voting elected Board members does not exceed the maximum specified in clause 82 and is not less than the minimum number of officers required by the Act.

85. The Immediate Past Chair may attend meetings of the Board for a period of up to one year following the Annual General Meeting at which their successor was elected. The Secretary or secretariat representative, and any co-opted adviser appointed under clauses 98–100, may also attend Board meetings as applicable. None of those persons shall have a vote, or count toward the maximum number of voting elected Board members or toward Board quorum, unless separately elected as a voting Board member.

Chair

86. The Chair of the Society shall provide leadership to the Society and the Board. They shall be the spokesperson for the Society, an ex-officio member of all Society sub-committees, 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 their 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 their duties, whichever is sooner.

Deputy Chair

88. The Deputy Chair shall act as Chair when the Chair is absent or unable to fulfil their 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 their 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 their duties, whichever is sooner.

Secretary

90. The Secretary shall perform the administrative and secretarial functions determined by the Board, including dealing with correspondence, supporting meetings of the Society and Board, maintaining minutes and records, and carrying out any other functions assigned to the Secretary by this Constitution or the Board.

91. If the office or service of Secretary becomes vacant or the Secretary is unable to perform their duties, the Board may appoint a temporary Secretary or arrange alternative secretariat services until a replacement arrangement is made.

92. The Board may appoint a Secretary, who may be a Member or non-member of the Society, and may engage a person or organisation to provide secretariat services to the Society.

93. The Board shall determine the term, remuneration and conditions of appointment of the Secretary or secretariat provider and may terminate the appointment in accordance with those terms. The Secretary or a representative of the secretariat may attend meetings of the Board and the Society and may provide administrative support and advice, but shall not be a voting Board member and shall not count toward the maximum number of voting elected Board members or toward Board quorum.

Treasurer

94. The Treasurer shall regularly undertake and perform the functions 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 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, full and timely information at each meeting regarding the financial status of the Society, and ensuring that the accounting records of the Society are maintained so that they are capable of being readily and properly audited or reviewed.

95. If the office of Treasurer becomes vacant between one annual general meeting and the next or if the Treasurer is unable to fulfil their 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 their duties, whichever is sooner.

Contact Person

96. Following the Annual General Meeting, the Board shall appoint between one and 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 advisers

98. The Board may from time to time, by unanimous decision, co-opt or appoint a Member or non-member of the Society to provide specific expertise, advice or assistance to the Board.

99. A person appointed under clause 98 shall be a co-opted adviser and shall not be a voting Board member. A co-opted adviser shall not count toward the maximum number of voting elected Board members or toward Board quorum.

100. The Board shall determine the duration and conditions of any appointment under clause 98 and may terminate the appointment at any time.

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 their office vacant.

103. Any Board member shall be deemed to have vacated their office if they become bankrupt or of unsound mind, and any elected Board member shall be deemed to have vacated their office if they cease 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. An Officer may be removed from office by a resolution passed by at least 75% of the other voting elected Board members, following a fair process in which the Officer has been informed of the grounds for proposed removal and given a reasonable opportunity to respond. The Board should consider mediation or another appropriate resolution process where the circumstances are suitable, but mediation is not required where the Board reasonably considers it inappropriate, impracticable or sufficiently urgent to proceed without it.

Quorum

106. The quorum necessary for the transaction of business of the Board shall be four (4) of the voting elected 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 voting elected Board members is reduced below the number fixed by this Constitution as the quorum for Board meetings, the continuing voting elected Board members 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 their 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 that 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 of the voting elected Board members present. Each voting elected Board member present shall have one vote. In the case of an equality of votes, the Chair shall have a second or casting vote. The Immediate Past Chair, Secretary or secretariat representative, co-opted advisers and observers shall not vote.

113. A resolution in writing signed by all members of the Board or of any sub-committee 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 sub-committee duly convened and constituted.

114. All acts done or resolutions passed by any meeting of the Board or of any sub-committee 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 and accountants of the Society and, where required under clause 118, an auditor or reviewer, 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 in a manner that enables the Society's financial statements to be readily and properly audited or reviewed. An audit or review shall be undertaken where required by law, where resolved by Members at a General Meeting, or where the Board considers an audit or review appropriate.

The annual financial statements shall be sent to every Member not less than twenty-one (21) days before the Annual General Meeting and shall be presented to Members at that meeting. Where an audit or review has been undertaken, the auditor's or reviewer's report shall also be provided to Members.

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 sub-committees 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 sub-committees of its members as it considers necessary and desirable, and may delegate any of its powers to such sub-committees. Any such sub-committee 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 and insurance

126. The indemnity and insurance provisions applying to Officers of the Society are set out in clause 142.

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 applicable 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 a procedure under clauses 133–141 and the person seeking the information is not a party to that procedure.

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

Dispute Resolution

133. Commencement of a dispute

If a Dispute (as that term is defined in section 38 of the Act) arises involving ONZ, a Member or an Officer, a procedure for resolving the Dispute may be commenced by:

(a) a Member or Officer giving the Board written notice of the complaint; or

(b) ONZ, acting through an Officer authorised by the Board, giving written notice of the complaint to the Member or Officer against whom the complaint is made.

For the avoidance of doubt, where the Board proposes to consider expelling a Member under clause 41, ONZ must commence and determine that matter in accordance with clauses 133–141 before any final decision to expel the Member is made.

134. Complaint Notice

A notice given under clause 133 (Complaint Notice) must:

(a) state that a procedure for resolving a Dispute under this Constitution is being commenced;

(b) identify the person or entity against whom the allegation is made;

(c) set out the allegation or allegations to which the Dispute relates;

(d) provide sufficient detail to ensure that the person against whom an allegation is made is fairly advised of the substance of the allegation and is able to prepare a response; and

(e) include any other information reasonably required for the fair and efficient determination of the Dispute.

Where ONZ is considering an outcome under clause 41, the Complaint Notice must also state that expulsion is a possible outcome.

135. Right of complainant to be heard

A Member or Officer who makes a complaint has the right to be heard before the complaint is resolved or any outcome is determined.

Where ONZ makes the complaint:

(a) ONZ has the right to be heard before the complaint is resolved or any outcome is determined; and

(b) an Officer authorised by the Board may exercise that right on behalf of ONZ.

136. Right of respondent to be heard

A Member, Officer or ONZ that is the subject of a Complaint Notice (Respondent) has the right to be heard before the complaint is resolved or any outcome is determined. The Respondent must:

(a) be fairly advised of all material allegations concerning them;

(b) be provided with sufficient information about the material relied upon, subject to any lawful restriction on disclosure;

(c) be given reasonable time to prepare a response; and

(d) be given a reasonable opportunity to provide information, evidence and submissions relevant to the complaint.

137. Manner in which parties may be heard

Without limiting the manner in which a party may be given the right to be heard, that right will be satisfied where:

(a) the party has a reasonable opportunity to be heard in writing or at an oral hearing;

(b) an oral hearing is held where the decision maker considers that an oral hearing is necessary to ensure an adequate and fair hearing;

(c) any oral hearing is held before the person or persons responsible for determining the matter;

(d) the party's written or oral statements and submissions are genuinely considered before a decision is made; and

(e) the party is given a reasonable opportunity to respond to any material adverse information that is to be relied upon in determining the complaint.

A party attending an oral hearing may be accompanied by a support person, advocate or legal adviser.

138. Investigation and determination of disputes

ONZ must, as soon as reasonably practicable after receiving or becoming aware of a Complaint Notice, ensure that the Dispute is appropriately investigated and determined. Every Dispute must be dealt with:

(a) fairly;

(b) efficiently;

(c) effectively;

(d) impartially;

(e) in accordance with the principles of natural justice;

(f) in accordance with this Constitution and the Act; and

(g) without unreasonable delay.

The investigation and determination must be proportionate to the nature and seriousness of the matter and the potential consequences for the parties.

139. Decision not to proceed with a complaint

ONZ may decide not to proceed further with a complaint where:

(a) the complaint is trivial;

(b) the complaint does not appear to disclose or involve:

(i) material misconduct by a Member or Officer;

(ii) a material breach, or likely material breach, by ONZ, a Member or an Officer of a duty under this Constitution, any by-law, policy or code of ONZ, or the Act; or

(iii) material damage to the rights or interests of a Member or Members;

(c) the complaint appears to be without foundation or there is no apparent evidence capable of supporting it;

(d) the person making the complaint has an insignificant interest in the matter;

(e) the conduct, incident, event or issue giving rise to the complaint has already been investigated and appropriately dealt with under this Constitution; or

(f) there has been an undue delay in making the complaint that would make it unfair or impracticable to proceed.

Where ONZ decides not to proceed further, it must notify the complainant and provide brief reasons for that decision.

140. Referral and alternative dispute resolution

The Board may refer a complaint:

(a) to a subcommittee or suitably qualified external person to investigate and report to the Board; or

(b) where permitted by this Constitution, to a subcommittee, arbitral tribunal or suitably qualified external person to investigate and determine.

With the agreement of the parties, ONZ may refer a complaint to an appropriate form of consensual dispute resolution, including mediation, facilitation, arbitration or a tikanga-based process.

Nothing in this clause permits the Board to delegate a decision that this Constitution expressly requires the Board itself to make. Accordingly, where expulsion under clause 41 is proposed, another person or body may investigate the matter and make findings or recommendations, but the final decision whether to expel the Member must be made by the Board in accordance with clause 41.

141. Decision makers and decisions

A person must not participate in determining a complaint where there are reasonable grounds to believe that the person:

(a) is not impartial;

(b) has a material conflict of interest in the matter; or

(c) is unable to consider the matter without a predetermined view.

Any conflict of interest must also be dealt with in accordance with the conflict-of-interest provisions of this Constitution and the Act. Where the Board is the decision maker, a Board Member who is unable to act impartially must not participate in the determination of the complaint.

Following determination of a complaint, the parties must be advised in writing of:

(a) the decision;

(b) the principal findings on which the decision is based;

(c) the reasons for any materially adverse outcome;

(d) when the decision takes effect; and

(e) any further rights available under this Constitution or the Act.

Where the Board is considering expulsion under clause 41, it may resolve to expel the Member only after completing the process required by clauses 133–141 and being satisfied that the requirements of clause 41 have been met.

Indemnification of Officers

142. Indemnity and insurance of Officers

To the fullest extent permitted by the Act, ONZ may indemnify, and may effect insurance for, any current or former Officer in respect of liability or costs arising from the performance of their duties as an Officer.

For the purposes of section 98 of the Act, this Constitution expressly authorises ONZ to indemnify and effect insurance for an Officer in respect of liability or costs arising from a failure to comply with any duty under sections 54 to 61 of the Act, to the extent permitted by the Act.

Any indemnity or insurance provided under this clause must comply with sections 94 to 98 of the Act.