

Secretary



President

*Kara Thomas*

Member



**SOCIETY**

**CONSTITUTION**

**(see name in Schedule)**

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## Constitution

### Definitions

**Adult** means a person over the age of 18.

**Affiliate Members** means any new category of membership in the Society created by the NMC(E) from time to time.

**AGM** means annual general meeting of the Society.

**Auditor** means the person appointed to be the auditor.

**Branch** means a branch of the Society.

**Branch General Meeting** means a general meeting of a branch.

**Branch Secretary** means member elected or appointed as secretary of a branch.

**Branch Treasurer** means member elected as treasurer of a branch.

**Branch President** means member elected as president of a branch.

**Branch Rules** means the rules relating to the formation, functioning and running of a branch.

**BMC** means the branch management committee.

**BMC(E)** means the executive of the branch management committee.

**BMC(NE)** means the non executive members of the BMC.

**Constitution** means this Constitution and its Schedules.

**Corporations Act** means Companies Act 1992 and as amended.

**Delegate** means a member who has been elected or appointed as a delegate to Society meetings.

**EGM** means extraordinary general meeting.

**Financial Officer** means the person appointed by the NMC(E) into that role.

**General Meeting** means any general meeting of the Society.

**Inaugural Rules** means the initial rules which apply to the Inaugural NMC as set out in Schedule 1.

**Inaugural BMC(E)** means the first BMC which will operate under the inaugural rules.

**Inaugural NMC(E)** means the first which will have the structure outlined in Schedule 1.

**Member** means an employee worker referred to in Schedule 1 as "member".

**Membership Fee** means the total fee as set out in Schedule 1.

**National Convention** means the annual conference where the AGM is generally convened.

**NMC** means the national management committee.

**NMC(E)** means the executive of the national management committee.

**NMC(NE)** means the non-executive of the national management committee.

**Pledge Resolution** is a proposal for limited matters requiring specific notification and a special majority.

**Policies** means the policies of the Society.

**President** means the member elected as president of the Society.

**PC Chairperson** means a person who has been appointed by the NMC(E) as policy committee chairperson.

**Registered Company Auditor** means the person qualified as such, appointed by the NMC(E) as auditor of the Society.

**Secretary** means the person appointed by the NMC(E) as secretary of the Society.

**Services** means the provision of member services.

**Service Fee** means the fees paid to provide specific services.

**Service Provider** means the entities which the NMC(E) has selected to provide services to the Society.

**Society** means the Society described in Schedule 1 and referred to as “Society” which is incorporated under the relevant Act.

**Special Resolution** is a proposed change to the Constitution and requires 75% of the delegate votes at the meeting at which it was presented.

**The Act** means the *Incorporated Societies Act 1908* if the Society is registered under that Act, or the *Incorporated Societies Act 2022* if the Society is registered under that Act.

**Treasurer** means the member elected as the treasurer of the Society.

## 1. Interpretation

- (1) In this Constitution—  
**Act** means the *Incorporated Societies Act 1908* if the Society is registered under that Act, or the *Incorporated Societies Act 2022* if the Society is registered under that Act.  
**present—**
  - (a) at a NMC meeting, see clause (26)(6);
  - (b) at a BMC meeting, see clause (76)(1);
  - (c) at a General Meeting, see clause (49)(3); or
  - (d) at a Branch General Meeting, see clause (89)(2).
- (2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (3) If any provision in this Constitution is in conflict with the Act, it shall be overridden and the meaning in the Act will apply.

## 2. Name

The name of the incorporated Society is set out in Schedule 1.

## 3. Objects

The objects of the Society are—

- (1) To provide tactical and strategic advice to Members, perform administrative, management, promotional, marketing, legal and service functions including, where appropriate, guiding and supporting Members through industrial issues and beyond.
- (2) To represent Members of the Society in matters relating to their contracts and employment, their professional standing and their professional development.
- (3) To secure satisfactory remuneration and working conditions for Members of the Society.
- (4) To further the interests of the Members in general by providing support and protection either on an individual or collective basis.
- (5) To, where possible, advocate and pursue Policy that will further enhance the professional careers, status and wellbeing of its Members.
- (6) To protect the legal and human rights of Members of the Society.
- (7) To represent Members in matters of dispute with a fellow Member or fellow employee or regulatory body.



- (8) To extend relief to sick or distressed Members of the Society or to the dependants of deceased Members.
- (9) To ensure communication is maintained between the respective executives and the Members.
- (10) To provide where applicable financial assistance to all financial Members in matters resulting from the actions of the employer.
- (11) Represent the various classes of Members.
- (12) To act as the official bargaining agent on behalf of Members and other parties.
- (13) To promote and support the appointment and election of members to external industry, employer or professional boards and representative bodies, for the sole and express purpose of representing the Society and the broader interests of the members of the Society.
- (14) To ensure that all members are treated equally, irrespective of their race, religion, social or employment status and that any complaints received shall be investigated and determined in accordance with the dispute resolution procedures outlined in Schedule 2.

#### **4. Powers**

- (1) The Society has the powers of an individual.
- (2) The Society may, for example—
  - (a) enter into contracts including for the collection of fees and the provision of services;
  - (b) acquire, hold, deal with and dispose of property;
  - (c) charge for Services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Society may take over the funds and other assets and liabilities of the present unincorporated Society.
- (4) The Society may take over the funds and other assets and liabilities of an existing unincorporated or incorporated Society with similar objects.
- (5) The Society may issue secured and unsecured notes, debentures and debenture stock for the Society.
- (6) The Society may acquire land and other property for the use and benefit of the Members of the Society to sell, exchange or dispose of any such land and property.
- (7) The Society may borrow or raise money in such manner as may be determine from time to time by the NMC and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any part of the property of the Society, both present and future, or without any such charge and upon such terms and conditions as may be determined by the NMC and generally, to borrow money in any manner and on any conditions.

## **5. Classes of Members**

- (1) The membership of the Society may consist of—
  - (a)
    - (i) Ordinary Members as set out in Schedule 1.
    - (ii) Inaugural Members as set out in Schedule 1.
    - (iii) Subgroups of the ordinary members as set out in Schedule 1.
  - (b) Any other class of membership as set out in Schedule 1.
- (2) The conditions of entry is as set out in Schedule 1.
- (3) The number of Members in each class shall be set out in Schedule 1.

## **6. Automatic Membership and Professional Credits**

- (1) A person who, on the day the Society is incorporated, was a Member of the Society and who, on or before a day fixed by the NMC(E), agrees in writing to become a Member of the incorporated Society, and has paid the Membership Fee, or signed the proper authority for the payment of the Membership Fee, will be automatically admitted by the NMC(E) as a Member.
- (2) A person or that person's agent on their behalf who has served in another Society with objects similar to this Society, who agrees to become a Member of this Society and has paid the Membership Fee, or has otherwise authorised the payment of the Membership Fee may at the sole discretion of the NMC(E) be admitted as a Member. They may also at the sole discretion of the NMC(E) have whatever professional credits related to past service or qualification with the other Society applied to their membership of this Society.

## **7. New Memberships**

- (1) Any person, or the person's agent on their behalf, who is eligible under this Constitution must consent to be a member may make application to join the Society by—
  - (a) completing the appropriate form, whether on-line or not, which will state—
    - (i) whether the Society has public liability insurance or not and if so how much;
    - (ii) that all correspondence and notices from the Society will be by electronic means;  
and
    - (iii) the specific legislative province and jurisdiction under which the Society is incorporated.
  - (b) paying the subscribed membership or otherwise authorising the payment of the Membership Fee.
- (2) The applicant may propose their own membership on the membership form:

- (3) The NMC(E) shall at its sole discretion decide whether to accept or reject the membership application.
  - (a) If the membership is accepted the Secretary will—
    - (i) not separately minute this but simply enter the Member's details in the register as set out in clause (15) as evidence of the NMC(E) decision.
    - (ii) Advise the new Member in writing of their acceptance into the Society and of any special conditions that may apply.
    - (iii) Advise them that by paying and continuing to pay for Membership, they consent to remain a member.
    - (iv) Advise their financial obligations regarding membership and how and when they may terminate their membership.
  - (b) If the membership is rejected the Secretary will write to the applicant and advise them that—
    - (i) their application has been unsuccessful;
    - (ii) there is no provision for appeal under this Constitution; and
    - (iii) refund any Membership Fees that may have been paid.

## **8. Transfer, Resignation, Conclusion and Reinstatement of Membership**

- (1) Any member may join or may transfer from one Branch of the Society to another Branch by giving notice to the Secretary of the Society provided if such joining or transfer occurs after the calling for nominations of the BMC to which they are transferring, then such transferee shall be ineligible to vote in the pending election.
- (2) A Member may resign from the Society by giving written notice of resignation to the Secretary of the Society.
- (3) The resignation takes effect at—
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice, the later time.
- (4) Unless the NMC(E) in its absolute discretion temporarily waives this provision, the membership will conclude if the Member has Membership Fees in arrears for more than four weeks.
- (5) A Member whose membership with the Society has ceased due to outstanding Membership Fees will not be subject to an appeal or review of their Membership but may make new application to join the Society.
- (6) The NMC(E) may in its absolute discretion reinstate membership.

## **9. Termination of Membership by NMC(E)**

- (1) The NMC(E) may terminate membership if the Member—
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of this Constitution.
- (2) Before the NMC(E) terminates a membership, the NMC(E) must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (3) If, after considering all representations made by the Member, the NMC(E) decides to terminate the membership, the Secretary of the NMC(E) must give the Member a written notice of the decision.

## **10. Appeal against Termination of Membership**

- (1) A person whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice of the intention to appeal, provide notice of a General Meeting to decide the appeal.

## **11. General meeting to decide appeal**

- (1) The General Meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- (3) Also, the members of the committee who terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the Delegates present and eligible to vote at the meeting.

## **12. Membership Fee**

- (1) The Membership Fee for each ordinary membership and any respective subgroup of this membership and for each other class of membership (if any)—
  - (a) Is for a period of one month and is the amount as determined from time to time by the NMC(E).

- (b) The NMC(E) may at their absolute discretion offer discounts on the fee to—
    - (i) Part-time Members;
    - (ii) Affiliate Members;
    - (iii) Particular subgroups of Members; or
    - (iv) Members paying in advance.
  - (c) Except as set out in the inaugural rules if the member is a member of a specific branch of the Society, after the deduction of the Service Fee, 50% of the balance of the fee must be allocated to the Branch relevant to that Member, for the use of that Branch. The remaining 50% is retained for the use of the Society.
  - (d) Is payable when, and as determined by the NMC(E).
- (2) A Member of the incorporated Society who, before becoming a Member, has paid the Membership Fee of the unincorporated Society on or before a day fixed by the NMC(E), is not liable to pay a further amount of Membership Fee for the period before the day fixed by the NMC(E) as the day on which the next Membership Fee is payable.
  - (3) Any Member terminated in accordance with clause (9) will immediately cease to be a Member of the Society and will cease to be offered any Services by the Society until such time as they may be reinstated under the appeal provisions.
  - (4) Any Membership Fees in credit at the time of the membership termination will be refunded pro rata to the Member as soon as practical.

### 13. Levies

The Society or a Branch of the Society may in addition to any Membership Fee, levy an extra fee from Members under the following conditions—

- (1) The purpose of the levy is specific;
- (2) Other than for the provision of (4)(b) the levy is for a time frame of less than 12 months;
- (3) A General Meeting of the Society, or if the levy is only to apply to the members of a particular Branch, a Branch General Meeting, is called specifically for the purpose resolves to do so; and
- (4) If it is a Branch member levy then;
  - (a) it will apply only to the members of that Branch.
  - (b) it can apply until the date of the following Branch AGM and may be renewed at that AGM until the following AGM.

#### **14. Service Fee**

The amount of the Service Fee, and its proportion as a percentage of the Membership Fee will be determined from time to time by the NMC(E) at its absolute discretion.

#### **15. Register of Members**

- (1) The NMC(E) must keep an electronic register of all Members of the Society, and if applicable, record to which Branch they have been assigned.
- (2) The NMC(E) must update the BMC on the details of the register for each member of a Branch.
- (3) The register must include the following particulars for each Member—
  - (a) the full name;
  - (b) the postal or residential address;
  - (c) the date of admission as a Member;
  - (d) the date and time of termination;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the NMC(E) or the Members at the General Meeting decide.
- (4) The register kept by the NMC(E) must be open for inspection by Members of the Society at all reasonable times.
- (5) A Member may contact the Secretary of the Society to arrange an inspection of the register.
- (6) The NMC(E) may, on the application of a Member of the Society, withhold information about a Member (other than the Member's full name) from the register available for inspection, if the NMC(E) has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm, or for any other reason at the sole discretion of the NMC(E).
- (7) The register kept by the BMC(E) of the members of that Branch, must be open for inspection by members of the Branch at all reasonable times.
- (8) A Branch member may contact the Secretary of the Branch to arrange an inspection of their branch register.
- (9) The BMC(E) may, on application of a Branch member, withhold information about a member (other than the member's full name) from the register available for inspection, if the BMC(E) has reasonable grounds for believing the disclosure of the information would put the member at risk of harm, or for any other reason at the sole discretion of the BMC(E).

#### **16. Prohibition on Use of Information on Register of Members**

- (1) A Member must not—

- (a) use information obtained from the register of Members of the Society to contact, or send material to another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Society for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1)(a) and (b) do not apply if the use or disclosure of the information is approved by the NMC(E).

### **17. Appointment of Society Secretary**

The appointment of the secretary must comply with the specific requirements in the relevant Act in each jurisdiction in which the Society is incorporated. This means that in New Zealand—

- (1) The Secretary must be an Adult, who is ordinarily resident of New Zealand and is—
  - (a) a Member of the Society; or
  - (b) another person who is appointed by the NMC(E); or
  - (c) a member of the NMC(E).
- (2) If the Society has not appointed an interim officer as Secretary for the Society before its incorporation, the members of the NMC(E) must ensure a Secretary is appointed for the Society within one month after incorporation.
- (3) If a vacancy occurs in the office of Secretary for any reason, the members of the NMC(E) must ensure a Secretary is appointed for the Society within one month after the vacancy happens.
- (4) The appointed Secretary under subrule 1 (b) does not become a member of the NMC(E) but can be counted as present for the purpose of a quorum.
- (5) The appointed Secretary will become a Delegate for Society General Meetings.

### **18. Functions of Secretary**

The Secretary's functions include, but are not limited to—

- (1) reporting to the NMC(E) and managing the business of the Society;
- (2) calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Society;
- (3) keeping minutes of each meeting;
- (4) keeping copies of all correspondence and other documents relating to the Society;

- (5) maintaining the register of Members of the Society;
  - (6) performing the duties of Financial Officer if appointed to do so by NMC(E);
  - (7) ensuring the collection of Membership Fees;
  - (8) ensuring accurate books of account of the Society and all its Branches are maintained; and
  - (9) facilitating the National Convention.
- (10) being the nominated Contact Person for the purposes of the Act.

## **19. Removal of Secretary**

The NMC of the Society may at their sole discretion, remove the person appointed as the Secretary.

## **20. Membership of NMC**

- (1) The inaugural or first NMC(E) and NMC(NE) will have the Inaugural NMC Structure as set out in Schedule 1.
- (2) Thereafter, the NMC must consist of—
  - (a) An elected executive (NMC(E)) of—
    - (i) President;
    - (ii) Vice President;
    - (iii) Treasurer; and
    - (iv) in addition, one or more other elected members if set out in Schedule 1 or if subsequently added to by a resolution at a Society General, Annual or Extraordinary Meeting.
  - (b) An elected non executive national management committee NMC(NE) if described in Schedule 1 or if subsequently added to by a resolution at a Society General, Annual or Extraordinary Meeting.
- (3) Except as set out under the Inaugural Rules, the NMC(E) members will have a two year term ceasing at the AGM in a year ending in an odd number; and NMC(NE) members will have a two year term ceasing at the AGM in a year ending in an even number.
- (4) A member of the NMC(E) must be a Member of the Society and be prepared to enter into an appropriate confidentiality agreement to give effect to the provisions of clause 24(4).
- (5) A Member of the Society may be appointed to a casual vacancy on the NMC(E) under clause (23).
- (6) Where a power is given under this Constitution to the, NMC(E) or NMC(NE), that power also applies to the Inaugural , Inaugural NMC(E), or the Inaugural NMC(NE).



- (7) Where a power given under this Constitution to the BMC, BMC(E), or the BMC(NE), that power also applies to the Inaugural BMC, Inaugural BMC(E) or the Inaugural BMC(NE).

## 21. Electing the NMC

Other than as set out in the Inaugural Rules in Schedule 1–

- (1) All NMC elected positions are only to be voted upon by eligible Delegates and may only be elected as follows—
- (a) any two Members of the Society may nominate another Member (the candidate) to serve as a member of the NMC;
  - (b) the nomination must be—
    - (i) in writing;
    - (ii) signed by the candidate and the Members who nominated him or her; and
    - (iii) given to the Secretary at least 14 days before the AGM or EGM at which the election is to be held;
  - (c) at a regional meeting called of all the eligible Delegates from that region, (proxies may be used at this meeting) they may elect a nominee to stand as a candidate to serve as a member of the NMC representing that region. Such subsequent nomination for the candidate can be taken from the floor of the AGM or EGM at which the election is to be held;
  - (d) each Delegate of the Society present and eligible to vote at the AGM or EGM may vote for their preferred candidate for each vacant position on the NMC using the exhaustive preferential system;
  - (e) if, at the start of the meeting, there are not enough candidates nominated for each of the vacant positions, nominations may be taken from the floor of the meeting; and
  - (f) an existing NMC member is eligible to vote in these elections.
- (2) A person may be a candidate only if the person—
- (a) is an Adult; and
  - (b) is not ineligible to be elected as a member under relevant statute.
- (3) Except for a nominee elected by a regional meeting as in 21(1)(c), a list of the candidates names in alphabetical order, with the names of the Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Society and be available on the website if possible, for at least seven days immediately preceding the AGM or EGM and where possible to the Delegates eligible to attend.

- (4) No representative of the NMC(E) may be elected to the same position in the NMC(E) twice, with the exclusion of the Inaugural NMC(E). However any representative of the NMC(E) who has been appointed or elected to a casual vacancy on the NMC(E) in the prior term for less than a full term, may nominate and run for the same position.
- (5) A representative of the NMC(E) can only serve for a maximum of three consecutive full terms in different positions on the NMC(E).
- (6) If required, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (7) The Secretary of the Society must ensure that, before a candidate is elected as a member of the NMC, the candidate is advised whether or not the Society has public liability insurance; and the value of the insurance cover.
- (8) Any representative elected to the NMC(E), with the exception of the Inaugural NMC(E), may only continue in their position for a two year term as set out in clause (20)(3).

## **22. Resignation, Removal or Vacation of Office of NMC or NMC(E) Member**

- (1) A member of the NMC or NMC(E) may resign from the NMC or NMC(E) by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at—
  - (a) the time and date the notice is received by the Secretary; or
  - (b) if a later time and date is stated in the notice, the later time.
- (3) A member of the NMC or NMC(E) may be only removed from office at the AGM, an EGM or General Meeting called specifically for the purpose.
- (4) Before a vote of Delegates is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) In the event a majority of Delegates eligible to vote at the meeting vote in favour, the member must be removed.
- (6) A member has no right of appeal against their removal from the NMC or NMC(E) under this clause.
- (7) A member immediately vacates the office of NMC or NMC(E) in the circumstances mentioned in section 50 of the Act.

### **23. Vacancies on NMC and NMC(E)**

- (1) If a casual vacancy occurs on the NMC or NMC(E), the continuing members of the NMC / NMC(E) may appoint another Member of the Society to fill the vacancy until the next AGM.
- (2) The continuing members of the NMC/NMC(E) may act despite a casual vacancy occurring.
- (3) If the number of NMC members is less than the number fixed under clause (27)(1) as a quorum of the NMC, the continuing members may act only to—
  - (a) increase the number of NMC members to the number required for a quorum; or
  - (b) call a General Meeting of the Society.
- (4) If the number of NMC(E) members is less than the number fixed under clause (25)(2) as a quorum of the NMC(E), the continuing members may act only to call a General Meeting of the Society.

### **24. Functions of NMC and NMC(E)**

- (1) Subject to this Constitution, the NMC(E) has the general control and management of the administration of the affairs, property and funds of the Society.
- (2) The NMC(E) may, at its sole discretion, delegate, assign or contract any aspect of the administration affairs of the Society to a Service Provider.
- (3) The NMC(E) may exercise the powers of the Society to—
  - (a) borrow, raise or secure the payment of amounts in a way the NMC(E) decide; and
  - (b) secure the amounts mentioned in subrule (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Society's property, both present and future; and
  - (c) purchase, redeem or pay off any securities issued;
  - (d) mortgage or charge the whole or part of its property;
  - (e) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Society;
  - (f) provide and pay off any securities issued;
  - (g) invest in a way the NMC(E) may from time to time decide;
  - (h) ensure uniform, consistent and cost-effective provision of professional, legal, management and administrative services;
  - (i) enter into commercial contracts—

- (i) with external Service Providers with terms determined in the contract, to provide Services to the Society and/or to employ and manage appropriately qualified staff to provide Services to the Society.
  - (ii) ensuring the total cost of the Service provision in subrule (i) is no more than has been allocated to the Service Fee described in clause (14).
  - (j) promote the objects of the Society;
  - (k) promote the formation of Branches and increase the Members of the Society; and
  - (l) perform any other roles, duties, or obligations under this Constitution.
- (4) The NMC must at all times keep confidential the business of the Society, including, but not limited to—
- (a) Commercial and contractual arrangements and agreements that the Society may negotiate and/or enter into;
  - (b) Tactical or strategic plans or policy positions that the NMC(E) may be negotiating on behalf of Members; and
  - (c) Any other information, records or data, as determined by the NMC from time to time.

## **25. Meetings of the NMC(E)**

- (1) Subject to the meeting protocols set out in clause (26) the NMC(E) will meet at least every four months or at any other time and in any way they find convenient, for the purpose of the Society's business.
- (2) The quorum for any NMC(E) meeting shall be three.
- (3) Any resolution of the NMC(E) must be passed by a majority of all the members of the NMC(E), not just those present at any particular meeting. If the votes are equal the resolution is decided in the negative.
- (4) The President does not have a second casting vote.

## **26. Meetings of the NMC**

- (1) Subject to this clause, the NMC may meet and conduct its proceedings as it considers appropriate.
- (2) The NMC must meet as often as necessary to exercise its functions.
- (3) The NMC(E) must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the method decided by the NMC(E).

- (5) The NMC may hold meetings, or permit an NMC member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they occur.
- (6) Any NMC member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A resolution arising at an NMC meeting is to be decided by a majority vote of NMC members present at the meeting and, if the votes are equal, the resolution is decided in the negative.
- (8) A member of the NMC must not vote on a resolution about a contract or proposed contract with the Society if the Member has an interest in the contract or proposed contract.
- (9) The President, or with the leave of the meeting the President's nominee, is to preside as chairperson at the NMC meeting.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for the NMC meeting, the NMC members may choose one of their number to preside as chairperson at the meeting.
- (11) The first order of business at any meeting of the NCM will be to consider the decisions made by the NMC(E) on behalf of the Society since the previous meeting. All decisions of the NMC(E) must be presented for ratification by the NMC.

### **27. Quorum for, and Adjournment of, NMC Meeting**

- (1) At the NMC meeting, more than 50% of the members elected to the NMC as at the close of the last General Meeting of the Members, form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for the NMC meeting called on the request of members of the NMC, the meeting lapses.
- (3) If a special meeting of the NMC is called in accordance with clause (28) and there is no quorum within 30 minutes after the time fixed for the special meeting of —
  - (a) the meeting is to be adjourned for at least one day; and
  - (b) the members of the NMC who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **28. Special Meeting of NMC**

- (1) If the Secretary receives a written request signed by—
  - (a) at least 33% of the members of the ; or

- (b) any two members of the NMC(E)  
the Secretary must call a special meeting of the NMC by giving each member of the NMC a notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the NMC must be held within 14 days after notice of the meeting is given to the members of the NMC.

### **29. Minutes of NMC(E) and NMC Meetings**

- (1) The Secretary must ensure full and accurate minutes of all matters, resolutions and other proceedings of each NMC and NMC(E) meeting are documented.
- (2) To ensure the accuracy of all minutes, they must be signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy.
- (3) If asked by a member of the NMC or NMC(E), the Secretary must within 28 days after the request is made—
  - (a) Make the minute documentation for a particular NMC or NMC(E) meeting, available for inspection by the member of the NMC or NMC(E) at a mutually agreed time and place; and
  - (b) Give the member of the NMC or NMC(E) a copy of the minutes of the meeting.
- (4) Other than as set out in clause (7)(3)(a)(i) the NMC(E) will minute all significant decisions, as determined by the NMC(E) at the time of making the decisions and these minutes be available to the NMC at its next meeting.

### **30. Resolutions of NMC and NMC(E) without Meeting**

- (1) A written resolution signed by each member of the NMC or NMC(E) is as valid and effectual as if it had been passed at the respective NMC or NMC(E) meeting properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one or more members of the NMC or NMC(E).

- (3) For the purpose of this clause, an agreement or confirmation of a resolution by a member of the NMC or NMC(E), whether communicated in writing or by electronic means, will be considered to be a valid signature.

### **31. Appointment of Subcommittees**

- (1) A subcommittee may be appointed by the NMC(E) or —
  - (a) The NMC may determine the number of and purpose of subcommittees to be set up to help with the conduct of the Society's operations.
  - (b) The NMC may resolve to grant Society meeting Delegate status to the chairpersons of the subcommittees if they are not already Delegates.
  - (c) The NMC(E) may appoint a member as the chairperson to each subcommittee.
  - (d) All such appointments automatically lapse before the AGM and new appointments are required for the subcommittee to continue.
  - (e) Unless such appointed subcommittee chairpersons are elected members of NMC(E) or , they are not entitled to attend NMC(E) or NMC meetings unless invited. They are not entitled to vote at NMC(E) or NMC meetings. However as Delegates they may vote and speak at other General Meetings of the Society.
- (2) A subcommittee may meet and adjourn as it considers appropriate.
- (3) If the chairperson of the subcommittee is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- (4) A resolution arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the resolution is decided in the negative.

### **32. Appointment of Policy Committee (PC) Chairperson**

- (1) The NMC(E) may appoint a person to be the PC Chairperson.
- (2) Unless the PC Chairperson is already a member of NMC(E) they will become a Delegate for Society General Meetings.
- (3) The appointed PC Chairperson will coordinate Policy issues raised by the National Convention or Society subcommittees. The PC Chairperson will report directly to NMC(E) and make recommendations to them.
- (4) The NMC(E) may also initiate Policy discussions at the National Convention through the PC Chairperson.

- (5) The PC Chairperson will coordinate the development of Society Policy in conjunction with any relevant subcommittees.
- (6) The appointment of the PC Chairperson will automatically lapse at the beginning of the AGM and the PC Chairperson position must be subject for election at that meeting.

### **33. Funds and Accounts**

- (1) The Society must keep an account in New Zealand with a financial institution.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Society.
- (3) All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- (4) A payment by the Society or a Branch of \$100.00, or any such higher amount as allowed under the Act, must be made by cheque or electronic funds transfer.
- (5) Any such payment must be signed or authorised by the parties set out in 34(1)(d).
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (7) The NMC(E) will decide the amount of petty cash to be kept in the account and the petty cash account must be—
  - (a) kept on an electronic system;
  - (b) reconciled on a regular basis; and
  - (c) regularly presented to the NMC(E) for approval.
- (8) All expenditure must be approved or ratified by the NMC(E).

### **34. NMC(E) Financial Reporting**

- (1) The NMC(E) will—
  - (a) Determine who the Society's bankers will be;
  - (b) Open the Society's bank accounts as determined by the NMC(E) necessary for the efficient running and accounting of the Society;
  - (c) Ensure that all membership fees, other incomes and monies and all expenses of the Society's are fully accounted for in the books of account of the Society;
  - (d) Ensure all payments from the Society's account whether by cheque or electronic transfer must be authorised by two parties—
    - (i) The first signatory may be any one of three persons authorised by the NMC(E) as signatory to the accounts including the Financial Officer and Secretary.



- (ii) The second signatory must be one of Treasurer, President, Secretary (only if the first signatory is not the Secretary)
- (2) The NMC(E) is responsible for keeping the books of account and all the financial reporting of the Society and all of its Branches.
- (3) The NMC(E) will make the books and reports of the Society's central finances readily available to all BMC(E) and to any Member that may request the Society's books and reports, and where possible, will publish the books and reports on the Society's website.
- (4) The BMC(E) will make the books and reports of the Branch once prepared and provided by the NMC(E) available within a reasonable time to any member of that Branch that may request the Branch's books and reports. The BMC(E) may at its discretion determine whether the books and reports are published in any way, or are made available to other Branches.

### **35. Remuneration of NMC and BMC**

- (1) All elected positions of the Society whether NMC or BMC are voluntary. The office bearers may only be remunerated or compensated by the Society as follows—
  - (a) fair and reasonable compensation for legitimate travel and meeting expenses where authorised by the Society or the relevant Branch, incurred in conducting the business of the Society including attending meetings and National Conventions.
  - (b) the NMC(E) President, Vice Presidents and Treasurer may, at the discretion of the NMC, be entitled to honorariums as set out in Schedule 1 or such other sum as the NMC may recommend from time to time consistent with the principle that an honorarium is only to be adequate compensation for the income and earnings the President, Vice Presidents and Treasurer have foregone from their normal vocations whilst they work for the Society's Members for their elected terms.
  - (c) To avoid any doubt, the honorarium payments, in addition to being limited by the requirements set out in schedule rule 5 and Clause 35(1)(b) above, must have a commercial basis and only consist of remuneration for work performed as an employee or contractor of the Society.
  - (d) The NMC(E) can decide how much this honorarium payment increases from time to time, limited in amount by schedule rule 5. Such a decision must still have a commercial basis per Clause 35(1)(c) and must be ratified at the following AGM.
- (2) To be clear, other than the President, Vice Presidents and Treasurer who may receive honorariums, no current elected management committee members in any Society unit

including Branches may be employed or remunerated in any way by the Society or any of its Branches other than as set out in subrule (1)(a) and (b).

### 36. General Financial Matters

- (1) On behalf of the Society, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.
- (3) Any income or surplus assets of the Society must not be distributed to the Members. (See also clause (39)).

### 37. Documents

The NMC(E) must ensure the safe custody of books, documents, instruments of title and securities of the Society.

### 38. Financial Year

The end date of the Society's financial year is as set out in Schedule 1.

### 39. Distribution of Surplus Assets to another Entity

- (1) This clause applies if the Society—
  - (a) is wound-up under relevant statute; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the Members of the Society.
- (3) The surplus assets must be distributed according to the distribution provisions in the Act, at the sole discretion of the NMC(E), to another entity or union—
  - (a) having objects similar to the Society's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its Members.
- (4) In this clause— **surplus assets** see section 27 of the Act if the Society is registered under the *Incorporated Societies Act 1908*, or section 216 of the Act if the Society is registered under the *Incorporated Societies Act 2022*.

### 40. Misappropriation

The NMC(E) may authorise any person to institute legal proceedings on behalf of the Society against any person misapplying, withholding or receiving by imposition any part of the Society funds;

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and to act for the Society in all legal proceedings. The signature of the President or Secretary will be sufficient proof of such authority.

#### **41. Appointment of Auditor and Registered Company Auditor**

- (1) (a) In accordance with the Act, the NMC(E) shall appoint the initial Auditors to the Society if required by the Act. Thereinafter the Auditor will be ratified or appointed at the AGM.

#### **42. Appointment of Financial Officer**

- (1) The NMC(E) may casually appoint a Financial Officer who reports to NMC(E) and assists the Treasurer in their duties as treasurer.
- (2) A permanent Financial Officer may be appointed at the Society Annual General Meeting.
- (3) The Financial Officer will become a Delegate for Society General Meetings.
- (4) The Financial Officer may be authorised by the NMC(E) to be a co-signatory to the accounts of the Society.
- (5) The NMC(E) may appoint the Secretary of the NMC(E) to also perform the duties of the position of Financial Officer including as outlined in subrule (2) and (3) above.

#### **43. Removal of Financial Officer's Accounts Authority**

The NMC(E) of the Society may, at their sole discretion, remove the Financial Officer's accounts authority powers provided to them under 42(4).

#### **44. Acts not Affected by Defects or Disqualifications**

- (1) An act performed by the NMC(E), a subcommittee or a person acting as a member of the NMC(E) is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the NMC(E), subcommittee or person acting as a member of the NMC(E); or
  - (b) an NMC(E) member, subcommittee member or person acting as a member of the NMC(E) was disqualified from being a Member.

#### **45. Delegates**

Other than as under the Inaugural Rules only Delegates are eligible to speak and vote at Society General Meetings and at any annual National Convention. The Delegates will be—

- (1) All members of NMC.
- (2) Any NMC(E) officer appointed under the provisions of this Constitution, including Secretary, Financial Officer, PC Chairperson and subcommittee chairpersons;

- (3) Any Branch Delegates as elected or appointed by their respective Branches in accordance with this Constitution; or
- (4) Proxies for Delegates may only be given under the circumstances set out in clause (52).

#### **46. General Meeting**

- (1) The NMC must convene at least one General Meeting per year, which must be the AGM.
- (2) The NMC may convene additional General Meetings throughout the year as deemed necessary.

#### **47. Notice of General Meeting**

- (1) The Secretary may call a General Meeting of the Society.
- (2) The NMC may request the Secretary to call a General Meeting of the Society.
- (3) The Secretary must call a General Meeting by giving each Delegate of the Society notice of the meeting within 14 days after the decision made in subrules (1) and (2).
- (4) A notice mentioned in subrule (3) must state—
  - (a) the date, time and location;
  - (b) why the General Meeting is being called; and
  - (c) the business to be conducted at the meeting, including Special or Pledge Resolutions if applicable.
- (5) A General Meeting must be held within three months after the Secretary is directed to call the meeting by the NMC.
- (6) The Secretary must give, to the best of their ability, at least 14 days notice of the meeting to each Delegate of the Society.
- (7) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (8) Notice of a meeting called to hear and decide a proposed Special Resolution of the Society in terms of clause (58), or a Pledge Resolution in terms of clause (59) must be given in writing.

#### **48. Quorum for, and Adjournment of, General Meeting**

- (1) Except as stated under the Inaugural Rules, a quorum for the General Meeting is 50% plus one of the number of Delegates elected or appointed to the NMC at the close of the Society's last General Meeting.
- (2) No business may be conducted at the General Meeting unless there is a quorum of Delegates when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for the General Meeting called on the request of the NMC of the Society, the meeting lapses.

- (4) If there is no quorum within 30 minutes after the time fixed for the General Meeting called other than on the request of the NMC of the Society—
  - (a) the meeting is to be adjourned for at least 21 days; and
  - (b) the NMC(E), or the Secretary in the absence of a quorum of the NMC(E), is to decide the day, time and place of the adjourned meeting.
- (5) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The Secretary is required to give the Delegates notice of an adjournment and of the business to be conducted at an adjourned meeting.

#### **49. Procedure at General Meetings**

- (1) Any Member may attend General Meetings as an observer, however only Delegates may participate, speak and vote.
- (2) A Delegate may take part and vote in a General Meeting in person, by proxy where allowed or by using any technology that reasonably allows the Delegate to hear and take part in discussions as they happen.
- (3) A Delegate who participates in a General Meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (4) At each General Meeting—
  - (a) The President, or with the leave of the meeting the President's nominee, is to preside as chairperson; or
  - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting, or is unwilling to act, the Delegates present may elect a chairperson for the purposes of that particular General Meeting only; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

#### **50. Voting at General Meeting**

- (1) At the General Meeting, each question, matter or resolution, other than a Special Resolution or a Pledge Resolution, must be decided by a majority of votes of the Delegates present.
- (2) Each Delegate present and eligible to vote is entitled to one vote only, unless they hold a registered proxy.

- (3) A resolution arising at a General Meeting is to be decided by a majority vote of Delegates present at the meeting, including registered proxies and if the votes are equal, the resolution is decided in the negative.
- (4) The method of voting is to be decided by the meeting.
- (5) If at least 25% of the Delegates present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, with the leave of the meeting the chairperson must appoint two people to conduct the secret ballot in the way the meeting decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **51. Minutes of General Meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions, proxy registrations and other proceedings of each General Meeting are documented.
- (2) To ensure the accuracy of minutes—
  - (a) the minutes of each General Meeting must be signed by the chairperson of the meeting or the chairperson of the next General Meeting, verifying their accuracy
  - (b) If the meeting is an AGM or EGM then the minutes must be signed by the chairperson of that meeting or the chairperson of the next meeting of the Society whether it is a General Meeting, EGM or AGM, verifying their accuracy.
- (3) If asked by a Member of the Society, the Secretary must, within 28 days after the request is made—
  - (a) make the minute documentation for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
  - (b) give the Member a copy of the minutes of the meeting.
  - (c) The Society may require the Member to pay the reasonable costs of providing copies of the minutes.

### **52. Proxies**

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of Society]

I, ..... being a Delegate of the .....  
 NMC / Branch / Subcommittee Chairperson, appoint ..... of

..... NMC / Branch / Subcommittee as my proxy to vote for me on my behalf at the (annual / extraordinary / general) meeting of the Society, to be held on the .....day of ..... 20..... and at any adjournment of the meeting.

Signed by .....

this .....day of ..... 20.....

- (2) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
  - (a) A Branch Delegate's proxy must be held by a member of the same Branch;
  - (b) An NMC delegate's proxy must be held by a member of the NMC.
  - (c) A subcommittee chairperson's proxy must be held by another member of that subcommittee.
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in a demand for a secret ballot.
- (4) Each instrument appointing a proxy must be given to the Secretary and be registered and recorded by the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (5) The proxy may vote as the proxy considers appropriate.
- (6) Other than under the inaugural rules a written proxy may only be accepted at the meeting for which it is proposed if
  - (a) the Branch from which the proxy was given was more than 50 km from the place of the meeting; or
  - (b) for any other non-branch Delegate the person appointing the proxy lives more than 100 km from the place of the meeting.

### **53. Annual General Meeting (AGM)**

- (1) The first AGM must be held within six months after the end date of the Society's first reportable financial year.
- (2) Each subsequent AGM must be held—
  - (a) at least once each year; and
  - (b) within six months after the end date of the Society's reportable financial year.

- (3) Unless otherwise determined by the AGM is to be held at the annual National Convention.
- (4) The rules relating to the holding of a National Convention are set out in clause (56).
- (5) The following business must be conducted at each AGM of the Society—
  - (a) receiving the Society's financial statement, and if required by the Act, audit report for the last reportable financial year;
  - (b) presenting the financial statement and, if required by the Act, audit to the meeting for adoption;
  - (c) electing members of the NMC and/or NMC(E) in accordance with this Constitution; and
  - (d) appointing an Auditor for the present financial year if required; and
  - (e) electing a financial officer if required; and
  - (f) electing a policy committee chairperson if applicable; and
  - (g) electing a subcommittee chairperson (as set out in clause 31) if applicable.

#### **54. Extraordinary General Meeting (EGM)**

- (1) Except as stated under the Inaugural Rules, or under clause (58), the Secretary must call the EGM by giving each Delegate of the Society notice of the meeting within 14 days after—
  - (a) being directed to call a meeting by the ; or
  - (b) being given a written request signed by—
    - (i) at least 33% of the number of members of the NMC when the request is signed; or
    - (ii) at least the number of Delegates of the Society equal to triple the number of Members of the Society on the NMC when the request is signed.
- (2) An EGM must be held within three months after the Secretary—
  - (a) is directed to call the meeting by the NMC(E); or
  - (b) is given the written request mentioned in subrule (1)(b); or
- (3) If the Secretary is unable or unwilling to call the EGM, the President must call the meeting.

#### **55. AGM and EGM Procedure**

The notices for an AGM or an EGM, the quorum provisions, the procedures of, the voting, the minutes and proxy provisions shall be the same as for a General Meeting.

#### **56. National Convention**

- (1) Except as stated under the inaugural rules each year the NMC(E) will convene a National Convention.



- (a) Each Branch will send Delegates entitled to speak and vote on the business of the convention.
    - (i) The Delegate entitlement of Branches is set out in Schedule 1.
    - (ii) In the event that any Branch is located more than 50 km from the place of the National Convention then the Branches may hold and exercise written proxies for the absent Delegates from those Branches.
    - (iii) Other Branches which have Delegates who are unable to attend may appoint other members from their Branch to attend in their place.
    - (iv) Subcommittee chairpersons who have been appointed Delegates will be able to appoint another member of their subcommittee to attend in their place as a Delegate.
  - (b) members unable to attend will be able to grant their written proxy to another member of the same Branch.
- (2) The National Convention will—
- (a) Provide a forum for the views and Policies of the Society Members to be known.
  - (b) Provide a forum for the view and policies of external stakeholders.
  - (c) Determine the general Policies of the Society.
  - (d) Consider such—
    - (i) motions which a Branch may submit;
    - (ii) motions that an Society subcommittee may submit;
    - (iii) motions that may have emanated from region forum;
    - (iv) business the NMC(E) may submit;
    - (v) further business the President or in his absence the Vice President may decide; and
    - (vi) further business as the National Convention may decide.

### **57. By-laws**

- (1) The NMC may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Society.
- (2) A by-law may be set aside by a majority vote of Delegates at the General Meeting of the Society.

### **58. Alteration of this Constitution**

- (1) Subject to the Act, this Constitution may be amended, repealed or added to by a Special Resolution carried at a meeting called specifically for the purpose.

- (2) If the Society Members intend to amend this Constitution, then any such amendments must be by Special Resolution and must be approved by 75% of the Delegates in attendance (including registered proxies) at the AGM or EGM called specifically for the purpose.
- (3) Except as set out in the Inaugural Rules, a Special Resolution requires written notification to all Members three months prior to the AGM or EGM called specifically for the purpose.
- (4) An amendment, repeal or addition is valid only if it is registered by the Chief Executive, Registrar of the Incorporated Societies or the Registrar of Unions, whatever the case may be, in accordance with the relevant Act.

### **59. Pledge Resolutions and Prohibited Matters**

- (1) The following matters are prohibited--
  - (a) Any loan or grant to any other organisation or Society, other than an organisation set up with a similar constitution to which the Society has approved that certain members or affiliates of this Society are being transferred;
  - (b) Any donation to a political party;
  - (c) Any allocation of monies or Society or Branch services for any party political purposes; or
  - (d) Any funds set aside for the re-election expenses of Society or Branch office holders or the receipt of monies from other organisations for that purpose.

To be clear, actions taken or monies expended consistent with the objects of this Society proposed or taken by the Society, the Society or a Branch of the Society in opposition to or in support of government actions are not subject to the afore said prohibitions.

- (2) Should any Society or Branch Executive or any officer or officers make or authorise any such service provision or payment then
  - (a) at the Society level—
    - (i) any member may move a special resolution known as a Pledge Resolution to have the prohibited actions set out in subrule (1) above reversed and if applicable instituting recovery actions for any monies against the beneficiaries of the payments or services supplied and the officers responsible for making or authorising the prohibited payments.
    - (ii) before a Pledge Resolution can be put to the members the mover or proposer of the Pledge Resolution will need the written support of at least 50 members.

- (iii) the Pledge Resolution must be put to all members by the NMC(E) and determined by a postal or equivalent digital or electronic mechanism where every member has the capacity to vote on the Pledge Resolution.
  - (iv) the Pledge Resolution will be passed by a simple majority of those who vote.(v) in the event that the Pledge Resolution passes, and in accordance with clause 40 NMC(E) must within 30 days of the Pledge Resolution passing take such action as it necessary to reverse the prohibited actions and to recover any monies expended in breach of subrule (1).
- (b) At the Branch level—
- (i) any member of the Branch may move a Pledge Resolution to have the prohibited actions as set out in subrule (1) above reversed and if applicable instituting recovery actions for any monies against the beneficiaries of the payment and the officers responsible for making or authorising the prohibited payments;
  - (ii) before a Pledge resolution can be put forward the mover will need the written support of at least 10 Branch members; or
  - (iii) the NMC(E) may move and supervise a Pledge Resolution as set out in subrule (2)(a)(iii) above on behalf of the Branch member instituting the resolution.
  - (iv) the Pledge Resolution must be put to all members of the Branch and determined by a postal or equivalent digital or electronic mechanism where every Branch member has the capacity to vote on the Pledge Resolution.
  - (v) the Pledge Resolution will be passed by a simple majority of those who vote.
  - (vi) in the event that the Pledge Resolution passes and in accordance with clause 40, the NMC(E) must within 30 days of the Pledge Resolution passing take such action as is necessary to reverse the prohibited actions and to recover any monies expended in breach of the subrule (1).

## 60. Common Seal

- (1) If required under the Act, the NMC(E) must ensure the Society has a common seal.
- (2) The common seal must be—

- (a) kept securely by the NMC(E); and
  - (b) used only under the authority of the NMC(E).
- (3) Each instrument to which the seal is attached must be signed by at least one elected member of the NMC(E) and countersigned by—
  - (a) the Secretary; or
  - (b) another member of the NMC(E); or
  - (c) someone authorised by the NMC(E).

#### **61. Notice**

- (1) The Secretary of the NMC or any the Secretary of any Branch will be deemed to have notified Members or Delegates as appropriate, if a notice has been sent by email to the last known address, or electronically by SMS or any other such electronic method as the Member has advised they wish to received notification, to the last known contact address or number.
- (2) There is no requirement under this Constitution for any notices to be sent by paid mail.

#### **62. Branches**

- (1) A branch may either be formed at the discretion of the NMC(E) at any time; or
- (2) After the inaugural period as a result of a ballot of the members in a proposed new branch 'catchment'. Any 10 members in any proposed new branch 'catchment' be it a specific or group of facilities, a geographic area or any other community of common interest, can petition the NMC(E) to hold a ballot of all the members in the proposed new branch 'catchment'. The NMC(E) must within 30 days conduct a ballot and if affirmative, the NMC(E) will within 30 days after the ballot, facilitate the formation of the new branch. The new branch will operate under the provisions set out herein including clauses 12(d), 13, 63-103.

#### **63. Branch Name**

The Branch name will be determined by the Branch and approved by the NMC(E) in accordance with the Act and the Society protocol for the naming of Branches.

#### **64. Branch Objects**

The objects of the Society are—

- (1) To provide tactical and strategic advice to Members, perform administrative, management, promotional, marketing, legal and service functions including, where appropriate, guiding and supporting Members through industrial issues and beyond.

- (2) To represent Members of the Society in matters relating to their contracts and employment, their professional standing and their professional development.
- (3) To secure satisfactory remuneration and working conditions for Members of the Society.
- (4) To further the interests of the Members in general by providing support and protection either on an individual or collective basis.
- (5) To, where possible, advocate and pursue Policy that will further enhance the professional careers, status and wellbeing of its Members.
- (6) To protect the legal rights of Members of the Society.
- (7) To represent Members in matters of dispute with a fellow Member or fellow employee.
- (8) To extend relief to sick or distressed Members of the Society or to the dependents of deceased Members.
- (9) To ensure communication is maintained between the respective executives and the Members.
- (10) To provide where applicable financial assistance to all financial Members in matters resulting from the actions of the employer.
- (11) Represent the various classes of Members.
- (12) To act as the official bargaining agent on behalf of Members and other parties.
- (13) To promote and support the appointment and election of members to external industry, employer or professional boards and representative bodies, for the sole and express purpose of representing the Society and the broader interests of the members of the Society.
- (14) To ensure that all members are treated equally, irrespective of their race, religion, social or employment status and that any complaints received shall be investigated and determined in accordance with the dispute resolution procedures outlined in Schedule 2.

## **65. Powers**

The Branch powers are to be exercised by the NMC(E) of the Society in accordance with clause (4).

## **66. Branch Membership**

All matters regarding memberships, the classes of memberships, fees, eligibility, resignation, termination, conclusions, levies and registration of Branch members is as set out in clauses (5) to (13) of this Constitution.

## **67. Branch Secretary**

- (1) The BMC(E) may appoint a Branch Secretary who will not be a member of the BMC(E).

- (2) Alternatively the Branch in accordance with clause (70) must elect a Branch Secretary who must be a member of that particular Branch, an Adult. The Branch Secretary in this case will be a member of the BMC(E).

### **68. Branch Secretary Functions**

The Branch Secretary's functions include, but are not limited to—

- (1) managing the business of the Branch;
- (2) calling meetings of the Branch, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Branch;
- (3) keeping minutes of each Branch meeting;
- (4) keeping copies of all correspondence and other documents relating to the Branch and providing same to NMC(E);
- (5) assisting the Society to maintain the register of members;
- (6) ensuring that Branch members have access to the register of members of the Branch;
- (7) assisting with the collection of Membership Fees when requested by NMC(E); and
- (8) ensuring that the Branch member have access to the Branch books maintained by NMC(E).

### **69. Removal of Branch Secretary**

- (1) The BMC may at their sole discretion, remove an appointed Branch Secretary.
- (2) The removal of an elected Branch Secretary will be the same as the removal of any other BMC member as set out in clause (72).

### **70. Membership of the BMC**

The Inaugural BMC(E) and BMC(NE) will have the Inaugural BMC structure as set out Schedule 1. Thereafter the BMC must consist of—

- (1) An elected executive BMC(E) of
  - (a) Branch President;
  - (b) Branch Vice President;
  - (c) Branch Secretary;
    - (i) only if the Branch has determined to not appoint the Branch Secretary
    - (ii) to be clear an elected Branch Secretary may also act as the Branch Treasurer
  - (d) Branch Treasurer (elected only if the Branch has determined to appoint the Branch Secretary); and

- (e) One or more elected Branch executive members if it is set out in Schedule 1 or if subsequently added to by a resolution at a Branch General Meeting.
- (2) An elected non executive management committee BMC(NE) as described in Schedule 1 or if subsequently added to by a resolution at a Branch General Meeting.
- (3) Other than an appointed Branch Secretary, all members of the BMC must be a member of that Branch and be prepared to enter into an appropriate confidentiality agreement to give effect to the provisions of 24(4) and 74(3).
- (4) Except as allowed under the Inaugural Rules the BMC(E) members will have a two year term ceasing at the end of the Branch AGM in a year ending in an odd number and BMC(NE) will have a two year terms ceasing at the end of the Branch AGM in a year ending in an even number.
- (5) There are no limits to the number of successive terms that BMC members may have.

## **71. Electing the BMC**

- (1) Other than as set out in the Inaugural Rules in Schedule 1, all BMC elected positions are only to be voted upon by eligible Branch members and may only be elected as follows—
  - (a) any two members of the Branch may nominate another member (the candidate) to serve as a member of the BMC;
  - (b) the nomination must be—
    - (i) in writing;
    - (ii) signed by the candidate and the Branch members who nominated him or her; and
    - (iii) given to the Branch Secretary at least 14 days before the Branch AGM or EGM at which the election is to be held;
  - (c) each member of the Branch present and eligible to vote at the Branch AGM or EGM may vote for their preferred candidate for each vacant position on the BMC using the exhaustive preferential system;
  - (d) if, at the start of the meeting, there are not enough candidates nominated for each of the vacant positions, nominations may be taken from the floor of the meeting; and
  - (e) any existing BMC member is eligible to vote in these elections.
- (2) A person may be a candidate only if the person—
  - (a) is an Adult; and
  - (b) is not ineligible to be elected as a member under the relevant Statute.

- (c) A list of the candidates names in alphabetical order, with the names of the Branch members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Branch and be available on the website if possible, for at least seven days immediately preceding the Branch AGM or EGM and where possible to the members eligible to attend.
- (3) If required, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (4) The Secretary of the Branch must ensure that, before a candidate is elected as a member of the BMC, the candidate is advised whether or not the Society and/or Branch has public liability insurance; and the value of the insurance cover.

## **72. Resignation, Removal or Vacation of Office of BMC Member**

- (1) A member of the BMC may resign from the BMC by giving written notice of resignation to the Branch Secretary.
- (2) The resignation takes effect at—
  - (a) the time and date the notice is received by the Branch Secretary; or
  - (b) if a later time and date is stated in the notice, the later time.
- (3) A member of the BMC may only be removed from office at the Branch AGM, EGM or General Meeting called specifically for the purpose.
- (4) Before a vote of Branch members is taken about removing the member from office, the BMC member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) In the event a majority of Branch members eligible to vote at the meeting vote in favour, the member must be removed.
- (6) A Branch member has no right of appeal against their removal from the BMC under this clause.
- (7) A Branch member immediately vacates the office of BMC in the circumstances mentioned in the relevant clause of the Act.

## **73. Vacancies on BMC**

- (1) If a casual vacancy occurs on the BMC, the continuing members of the BMC may appoint another member of the Branch to fill the vacancy until the next Branch AGM.
- (2) The continuing members of the BMC may act despite a casual vacancy on the BMC.



- (3) If the number of BMC members is less than the number fixed under clause (77)(1) as a quorum of the BMC, the continuing members may act only to—
  - (a) increase the number of BMC members to the number required for a quorum; or
  - (b) call a General Meeting of the Branch.

#### **74. Functions of BMC(E) and BMC**

- (1) Subject to this Constitution, the BMC(E) has the general control and management of the administration of the affairs, property and funds of the Branch.
- (2) The BMC(E) may exercise the powers of the Branch to—
  - (a) raise funds for the Branch in a way the BMC(E) decides and is approved by NMC(E);
  - (b) assist NMC(E) to secure uniform, consistent and cost-effective provision of professional, legal, management and administrative services for their Branch members;
  - (c) promote the objects of the Society;
  - (d) assist to increase Members of the Branch and encourage the formation of additional Branches;
  - (e) with the permission of and in conjunction with NMC(E) provide assistance in negotiating employment arrangements and other matters for Branch members, consistent with the objects of the Society;
  - (f) work cooperatively with the Society service officers or any Service Providers to the Society to assist members; and
  - (g) perform any other roles, duties, or obligations under this Constitution.
- (3) The BMC must at all times keep confidential the business of the Society and the Branch, including, but not limited to—
  - (a) Commercial and contractual arrangements and agreements that the Society and/or the Branch may negotiate and/or enter into;
  - (b) Tactical or strategic plans or policy positions that the NMC(E) and/or BMC(E) may be negotiating on behalf of members; and
  - (c) Any other information, records or data, as determined by the NMC and/or BMC from time to time.

#### **75. Meetings of the BMC(E)**

- (1) Subject to the meeting protocols set out in clause (76) the BMC(E) will meet as frequently as needed and in any way they find convenient, for the purpose of the Branch business.

- (2) Any resolution of the BMC(E) must be passed by a majority of all the members of the BMC(E), not just those present at any particular meeting. If the votes are equal the resolution is decided in the negative.

## **76. Meetings of BMC**

- (1) The BMC may decide how a meeting is to be called and may hold meetings, or permit a BMC member to take part in its meetings, by using any technology that reasonably allows the BMC member to hear and take part in discussions as they occur.
- (2) Notice of a meeting is to be given in the method decided by the BMC(E).
- (3) The BMC may hold meetings, or permit a BMC member to take part in its meetings, by using any technology that reasonably allows the BMC member to hear and take part in discussions as they occur.
- (4) Any BMC member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (5) A resolution arising at a BMC meeting is to be decided by a majority vote of BMC members present at the meeting and, if the votes are equal, the resolution is decided in the negative.
- (6) A member of the BMC must not vote on a resolution about a contract or proposed contract with the Society or Branch if the BMC member has an interest in the contract or proposed contract.
- (7) The Branch President, or with the leave of the meeting the Branch President's nominee, is to preside as chairperson at the BMC meeting.
- (8) If there is no Branch President or if the Branch President is not present within 10 minutes after the time fixed for the BMC meeting, the BMC members may choose one of their number to preside as chairperson at the meeting.
- (9) The first order of business at any meeting of the BMC will be to consider the decisions made by the BMC(E) on behalf of the Branch since the previous meeting.

## **77. Quorum for, and Adjournment of, BMC Meeting**

- (1) At the BMC meeting, more than 50% of the members elected to the BMC as at the close of the last Branch General Meeting of the members, form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for the BMC meeting called on the request of members of the BMC, the meeting lapses.
- (3) If a meeting of the BMC is called in accordance with clause (76) and there is no quorum within 30 minutes after the time fixed for the BMC meeting—

- (a) the meeting is to be adjourned for at least one day; and
  - (b) the members of the BMC who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **78. Special Meeting of BMC**

- (1) If the Branch Secretary receives a written request signed by—
- (a) at least 33% of the members of the BMC; or
  - (b) any two members of the BMC(E)
- the Branch Secretary must call a special meeting of the BMC by giving each BMC member a notice of the meeting within 14 days after the Branch Secretary receives the request.
- (2) If the Branch Secretary is unable or unwilling to call the special meeting, the Branch President must call the meeting.
- (3) A request for a special meeting must state—
- (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the BMC must be held within 14 days after notice of the meeting is given to the members of the BMC.

### **79. Minutes of BMC(E) and BMC Meetings**

- (1) The Branch Secretary must ensure full and accurate minutes of all matters, resolutions and other proceedings of each BMC meeting are documented.
- (2) To ensure the accuracy of minutes they must be signed by the Branch chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy.
- (3) If asked by a member of the BMC, the Secretary must within 28 days after the request is made—
- (a) Make the minute documentation for a particular BMC meeting, available for inspection by the member of the BMC at a mutually agreed time and place; and
  - (b) Give the member of the BMC a copy of the minutes of the meeting.

- (4) The BMC(E) will minute all significant decisions, as determined by the BMC(E) at the time of making the decisions and these minutes be available to the BMC at its next meeting.

#### **80. Resolutions of BMC without Meeting**

- (1) A written resolution signed by each member of the BMC is as valid and effectual as if it had been passed at the BMC meeting properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one or more members of the BMC.

#### **81. Appointment of Branch Subcommittees**

- (1) The BMC(E) may appoint a Branch subcommittee consisting of members of the Branch and/or members of other Branches.
- (2) A Branch subcommittee may meet and adjourn as it considers appropriate.
- (3) Membership or chairpersonship of a Branch subcommittee does not change the members voting or attendance status with the Branch or Society.

#### **82. Branch Financial Matters and Reporting**

- (1) The BMC(E) will conduct all financial transactions through the Branch Subaccount of the Society Account.
- (2) The Branch is not to open its own bank account.
- (3) Any monies received by the Branch are to be banked into the Society Account.
- (4) Until such time as the BMC(E) advises the NMC(E) where the money is from and its purpose, the money will not be allocated to the Branch Subaccount.
- (5) All payments from the Branch Subaccount will be made by NMC(E) on behalf of the BMC(E), provided NMC(E)—
  - (a) has received authorisation from the BMC(E) in a manner satisfactory to NMC(E);
  - (b) advised to whom and what the payments are for; and
  - (c) has provided evidence the BMC(E) is authorised to make the payment.
- (6) The BMC will make the financial records of the Branch as supplied by the NMC(E), available to any Branch member who requested them, within a reasonable time.
- (7) The Branch Treasurer will present the financial accounts as prepared by NMC(E) to the Branch AGM.

### **83. Acts not Affected by Defects or Disqualifications**

- (1) An act performed by the BMC(E), a subcommittee or a person acting as a member of the BMC(E) is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the BMC(E), subcommittee or person acting as a member of the BMC(E); or
  - (b) a BMC(E) member, subcommittee member or person acting as a member of the BMC(E) was disqualified from being a member.

### **84. Branch Delegates to Society Meeting**

- (1) The Branch will be entitled to the number of attending Delegates at a Society meeting in the ratio of members as set out in Schedule 1.
- (2) Depending on the number of Branch Delegates allocated, the Delegates will be selected in this order—
  - (a) Branch President;
  - (b) Branch Secretary (only if an elected secretary);
  - (c) Branch Treasurer (if not the secretary);
  - (d) Branch Vice President;
  - (e) any other executive Branch Management Committee members by ballot;
  - (f) any non executive Branch Management Committee members by ballot; and
  - (g) any other Members by ballot.

### **85. Alternative or proxy Branch Delegates**

- (1) The Branch—
  - (a) must elect a number of proxy or alternate Delegates who will be eligible to attend in the place of any elected Delegates unable to attend a particular Society meeting.
  - (b) may appoint at the discretion of the BMC(E) other alternate Delegates from the Branch if any of the selected Delegates or alternative Delegates are unable to attend the particular Society meeting.
- (2) A proxy or alternative Delegate at a meeting of the Society is a Branch Delegate.
- (3) Written proxies are able to be given to attending Delegates only if the BMC(E) has exhausted the selected and alternate Branch Delegates.

## **86. Branch General Meeting**

- (1) The BMC must convene at least one Branch General Meeting per year which may be the Branch AGM.
- (2) The BMC may convene additional Branch General Meetings throughout the year as deemed necessary.

## **87. Notice of Branch General Meeting**

- (1) The BMC may request the Branch Secretary to call a General Meeting of the Branch.
- (2) The Branch Secretary must call a Branch General Meeting by giving each member of the Branch notice of the meeting within 14 days after the decision made in subrule (1).
- (3) A notice mentioned in subrule (2) must state—
  - (a) the date, time and location;
  - (b) why the Branch General Meeting is being called; and
  - (c) the business to be conducted at the Branch meeting.
- (4) A Branch General Meeting must be held within three months after the Branch Secretary is directed to call the meeting by the BMC.
- (5) The Branch Secretary must give, to the best of their ability, at least 14 days notice of the meeting to each member of the Branch.
- (6) If the Branch Secretary is unable or unwilling to call the meeting, the Branch President must call the meeting.
- (7) A Branch General Meeting is not entitled to hear and decide any proposed Special Resolution of the Branch.

## **88. Quorum for, and Adjournment of, Branch General Meeting**

- (1) Except as stated under the Inaugural Rules, a quorum for the Branch General Meeting is 50% of the number of members elected or appointed to the BMC at the close of the last Branch General Meeting.
- (2) No business may be conducted at the Branch General Meeting unless there is a quorum of Branch members when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for the Branch General Meeting called on the request of the BMC of the Branch, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for the Branch General Meeting called other than on the request of the BMC of the Branch—
  - (a) the Branch General Meeting is to be adjourned for at least 30 days; and

- (b) the BMC(E) is to decide the day, time and place of the adjourned meeting.
- (5) The Branch chairperson may, with the consent of any Branch meeting at which there is a quorum, must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a Branch meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The Branch Secretary is required to give the Branch members notice of an adjournment and of the business to be conducted at an adjourned meeting.

### **89. Procedure at Branch General Meetings**

- (1) A Branch member may take part and vote at a Branch General Meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A Branch member who participates in a Branch General Meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each Branch General Meeting—
  - (a) the Branch President, or with the leave of the meeting the Branch President's nominee, is to preside as chairperson; or
  - (b) if there is no Branch President or if the Branch President is not present within 15 minutes after the time fixed for the Branch meeting, or is unwilling to act, the members present may elect a chairperson for the purposes of that particular Branch General Meeting only; and
  - (c) the Branch chairperson must conduct the meeting in a proper and orderly way.

### **90. Voting at Branch General Meeting**

- (1) At the Branch General Meeting, each question, matter or resolution, other than a Pledge Resolution, must be decided by a majority of votes of the Branch members present.
- (2) Each Branch member present and eligible to vote is entitled to one vote only, unless they hold a registered proxy.
- (3) A resolution arising at a Branch General Meeting is to be decided by a majority vote of Branch members present at the meeting, including registered proxies and if the votes are equal, the resolution is decided in the negative.
- (4) The method of voting is to be decided by the Branch meeting.

- (5) If at least 25% of the Branch members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, with the leave of the meeting the Branch chairperson must appoint two people to conduct the secret ballot in the way the meeting decides.
- (7) The result of a secret ballot as declared by the Branch chairperson is taken to be a resolution of the Branch meeting at which the ballot was held.

**91. Minutes of Branch General Meetings**

- (1) The Branch Secretary must ensure full and accurate minutes of all questions, matters, resolutions, proxy registrations and other proceedings of each Branch General Meeting are documented.
- (2) To ensure the accuracy of minutes—
  - (a) the minutes of each Branch General Meeting must be signed by the chairperson of the meeting or the chairperson of the next Branch General Meeting, verifying their accuracy;
  - (b) If the meeting is a Branch AGM or EGM then the minutes must be signed by the chairperson of that meeting or the chairperson of the next meeting of the Branch whether it is a General Meeting, EGM or AGM, verifying their accuracy.
- (3) If asked by a member of the Branch, the Branch Secretary must, within 28 days after the request is made—
  - (a) make the minute documentation for a particular Branch General Meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the Branch member a copy of the minutes of the meeting.
  - (c) The Branch may require the member to pay the reasonable costs of providing copies of the minutes.

**92. Branch Proxies**

- (1) An instrument appointing a Branch proxy must be in writing and be in the following or similar form—

[Name of Branch]

I, ..... being a member of the above Branch, appoint  
 ..... also of the above Branch, as my proxy to vote for me on my  
 behalf at the (Annual / Extraordinary / General) meeting of the Branch, to be held on the



.....day of ..... 20..... and at any adjournment of the meeting.

Signed by .....

this .....day of ..... 20.....

- (2) The instrument appointing a Branch proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- (3) A Branch member's proxy must be held by a member of the same Branch.
- (4) The instrument appointing a Branch proxy is taken to confer authority to demand or join in a demand for a secret ballot.
- (5) Each instrument appointing a Branch proxy must be given to the Branch Secretary and be registered and recorded by the Branch Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) The Branch proxy may vote as the proxy considers appropriate.
- (7) A written Branch proxy may only be accepted at the meeting for which it is proposed.

### **93. Branch Annual General Meeting (Branch AGM)**

- (1) At least 12 months after the branch is formed the first Branch AGM must be held within six months after the end date of the Society's next reportable financial year.
- (2) Each subsequent Branch AGM must be held —
  - (a) at least once each year; and
  - (b) within six months after the end date of the Society's reportable financial year.
- (3) The following business must be conducted at each Branch AGM—
  - (a) receiving the Branch financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the Branch financial statement and audit report to the meeting for adoption;
  - (c) electing members of the BMC in accordance with this Constitution; and
  - (d) electing Delegates for the AGM and National Convention.

### **94. Branch Extraordinary General Meeting (Branch EGM)**

- (1) Except as stated under the Branch Inaugural Rules, the Branch Secretary must call the Branch EGM by giving each member of the Branch notice of the meeting within 14 days after—
  - (a) being directed to call a meeting by the BMC; or

- (b) being given a written request signed by—
  - (i) at least 33% of the number of members of the BMC when the request is signed;
  - (ii) at least the number of ordinary members of the Branch equal to double the number of members of the Branch on the BMC when the request is signed; or
  - (iii) the Secretary of the Society on behalf of the NMC(E).
- (2) A Branch EGM must be held within three months after the Branch Secretary—
  - (a) is directed to call the meeting by the BMC(E); or
  - (b) is given the written request mentioned in subrule (1)(b).
- (3) If the Branch Secretary is unable or unwilling to call the Branch EGM, the Branch President may call the meeting. If neither are unable or unwilling then the Secretary of the Society must call the meeting.

#### **95. Branch AGM and Branch EGM Procedure**

The notices for a Branch AGM or a Branch EGM, the quorum provisions, the procedures of, the voting, the minutes and proxy provisions shall be the same as for a Branch General Meeting.

#### **96. Branch By-laws**

- (1) The BMC may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Branch.
- (2) A Branch by-law may be set aside by a majority vote of Branch members at the Branch General Meeting of the Society.

#### **97. Size of Branch**

- (1) A Branch must consist of at least enough members to equal Branch Delegate entitlement as set out in Schedule 1. The exceptions are—
  - (a) The NMC(E) may in its absolute discretion allow a Branch to form with fewer members.
  - (b) The NMC may in its absolute discretion allow an existing Branch to continue with less than the minimum number.
  - (c) A Branch with less than minimum Delegate entitlement will still be allowed one Delegate to attend Society General Meetings and the National Convention.
  - (d) As set out in the inaugural rules for the inaugural period.
- (2) There is no upper limit to the number of members in a Branch.

## **98. Closure of Branch**

- (1) If the NMC(E) determines in their absolute discretion that a Branch is not operating to this Constitution, then it may close the Branch and allocate the members to other nearby Branches.
- (2) Any funds in the Branch Subaccount will be allocated pro rata to the nearby Branch or Branches in accordance to where the members are reallocated.

## **99. Branch Inactive**

If a Branch has become inactive and may be revived at a later date, the NMC(E) in its discretion may declare the Branch inactive and not reallocate members and Branch funds but instead maintain the status quo until a Branch is reformed or reallocated. The necessary Branch financials will continue to be prepared by the NMC(E) but the Branch may not conduct any financial transactions nor send any Delegates to Society General Meetings during this period.

## **100. NMC(E) to Intervene in Branch**

- (1) If a BMC in the opinion of the NMC(E)—
  - (a) is acting in breach of this Constitution;
  - (b) has received indication from the Auditor that the Branch actions may cause the Society audit to be qualified;
  - (c) is acting or threatening to act in significant breach of Society Policy such that the reputation of the Society is likely to be damaged; or
  - (d) is acting or threatening to act in such a way as to restrict, curtail or interrupt the contractual provision of services by the Society to the members.

then the NMC(E) under the provisions of clause (95) may call for a Branch EGM.

- (2) Furthermore the NMC(E) may call for a complete spill of all BMC positions at the Branch and call nominations for all BMC positions to be elected at the Branch EGM.
- (3) The President or his or her nominee from NMC(E) may at their absolute discretion decide to chair this Branch EGM to conduct the elections.

## **101. Working with other Branches**

- (1) Nearby Branches may elect to hold regional meeting or forums—
  - (a) to discuss issues of importance; and
  - (b) these meetings or forums may be convened in any form that the members in attendance may agree upon from time to time.

- (2) Any matters of Policy democratically determined at such meetings may be submitted to the National Convention via a nominated Branch participating in the meeting or forum as being from the regional meeting or forum; and
- (3) Regional Branches may establish regional standing committees to further Policy strategic and technical development, in areas of member interest or concern.

#### **102. Branches to Accept Appointments**

- (1) Consistent with the Branch Objects as set out in the Constitution, with the approval of the NMC(E) and in conjunction with the Service Provider the BMC(E) may accept appointments in any negotiations—
  - (a) To act on behalf of Branch members; or
  - (b) To act on behalf of certain non members.
- (2) Where it is a provision of relevant Statute that a person may appoint a bargaining agent to represent them in their negotiations with their employer, the Membership of this Society, specifically appoints the Society as the bargaining agent for the member.
  - (a) Such appointment is authorisation from the member that all such notices to the member with respect to any such negotiations are to be sent to or copied to the Society.
  - (b) All representations by the Society on behalf of the member will be deemed to be as the member's bargaining agent unless otherwise stated.

#### **103. Branches may determine Affiliate Status**

With the approval of the NMC(E) a Branch may determine eligibility criteria to allow affiliate membership to only that Branch of the Society.

#### **104. Secret Ballots**

Secret ballots will be subject to the relevant provisions of the Employment Relations Act 2000 and subsequent amendments.

## Schedule 1

### 1. Name of Society

NZ Nurses United Incorporated

### 2. Description of Society

The Society is a not for profit professional body representing interests of New Zealand Nurses in both the private and public sectors.

### 3. Classes of Membership and Conditions of Entry

The classes of Members of the Society shall be—

- (1) Ordinary Members who are-
  - a. Registered Nurses in New Zealand; and
  - b. Enrolled Nurses in New Zealand; and
  - c. Nurse Practitioners in New Zealand; and
  - d. Registered Midwives in New Zealand

The number of Members of this class is unlimited.
- (2) Affiliated Members are paying members other than the core group set out in subrule (1) and are not eligible to vote in BMC elections nor are they eligible to be Delegates to Society meetings. Affiliated members are still entitled to the services of the society – the number of Members of this class is unlimited.
- (3) Inaugural Members who may be other people. The number of Members of this class is limited to 30 and membership can only be accepted up until the date of the second AGM after the first ordinary member joins.
- (4) Self-Employed members who are otherwise not eligible to be Ordinary Members are not eligible to vote in BMC elections, nor are they eligible to be delegates to society meetings. The number of members in this class is unlimited.
- (5) Honorary life members and associate fellows.
- (6) Non-bargaining member.
- (7) Non-working ordinary members are paying members who are not entitled to vote in BMC elections, nor be a delegate to the society unless they have been a Non-Working Ordinary Member for at least 12 months. The number of members in this class is unlimited.

- (8) Student members are paying members on a reduced fee structure who can only vote in BMC elections and be a delegate only to the society from dedicated Student Branches, providing the NMC(E) have chosen to establish one. The number of members in this class is unlimited.

**4. NMC**

- (1) Voting of the positions on the NMC is by Delegates only and all Delegates are eligible to vote for all positions.
- (2) The voted positions of the NMC(E) are—
- (a) As set out in clause (20)(2)(a)(i)(ii) and (iii); and
  - (b) In addition a second Vice President.
- (3) The structure of the NMC(NE) is—
- (a) The country shall be split into a number of geographic regions as determined from time to time by the NMC(E). There must be at least one branch in each region.
  - (b) A representative who either lives in or works in each region is to be elected, however if there are no eligible nominees for a specified region then a Member from another area may be elected to represent the specified region...

**5. Honorariums for President, Vice Presidents and Treasurer**

Up to \$100,000 at the start of the inaugural period, with adjustments no greater than wage price inflation (WPI) multiplied by 2 each year. The exact amount will be determined according to the provisions set in Clause 35 of the Constitution.

**6. Financial Year of Society**

Year ends 31<sup>st</sup> March.

**7. Branch Delegate Entitlement**

Number of Ordinary Members	Ratio
1 – 10,000	1 : 10

The ratio of Delegates allowed to the number of members of a particular Branch will be determined by the Society, based on a ratio of the total number of ordinary Members of the Society according to this or a similar formula—

**8. BMC**

- (1) All members of the Branch are eligible to vote for all positions.
- (2) The voted positions of the BMC(E) are—
- (a) Branch President;

- (b) Up to 2 Branch Vice Presidents;
- (c) Branch Secretary; and
- (d) Branch Treasurer.

The Branch may decide to combine the secretary and treasurer role.

- (3) Each Branch may determine at a Branch AGM or EGM how many non-executive BMC members are required.

## **9. Inaugural Society, new Branch Society Structure**

The following will apply to the Society or new Branch Society during the inaugural period.

- (1) All inaugural Members shall be declared Delegates for the purpose of General Meetings within the inaugural period.
- (2) Any full Members at the initial meetings of the Society, including the meeting when the Constitution is formally adopted by the incorporated Society, shall be declared Delegates for the purpose of General Meetings within the inaugural period.
- (3)
  - (a) The Inaugural NMC(E) may at their discretion appoint at least one person from each Branch even if at the time the Branch may not have met formally to form a Branch, to be a Delegate for the purpose of General Meeting of the Society.
  - (b) Until or unless otherwise determined by the NMC(E) up until the end of the inaugural period, all of the membership fee income (after the deduction of the Service Fee) is to be retained for the use of the Society and not distributed to the Branches.
- (4) A Delegate may appoint another Delegate as their proxy for a General Meeting.
- (5) A quorum for a General Meeting will be the number of members of the NMC(E) plus one.
- (6) The NMC(E) may call a General Meeting or an EGM to consider a Special Resolution with two weeks notice.
- (7) At the first AGM of the Society the NMC(NE) will be elected for a two year term.
- (8) At the following AGM the existing NMC(E) members may nominate and run for the same positions however all the NMC(E) positions as set out in clause 4(2) of this Schedule now may be filled.
- (9) The inaugural rules will end at an AGM as determined by the NMC(E) and no later than 10 years from the date of the first ordinary member joining the Society.
- (10) The NMC(E) may at its absolute discretion vary the Service Fee for the duration of the inaugural period.

- (11) The NMC(E) may determine at its absolute discretion the interim structure of any new Branch including at their discretion to appoint and or replace the respective branch officers to their roles.
- (12) The NMC(E) at its absolute discretion shall determine whether and when to hold the National Convention or some such other convention or meeting and the conditions that will apply.
- (13) The NMC(E) may determine at its absolute discretion to form a National Society, determine its interim structure and appoint its officers and executive.

#### **10. Inaugural NMC Structure**

- (1) The initial NMC(E) will consist of —
  - (a) President;
  - (b) Vice President; and
  - (c) Treasurer
- (2) The Inaugural NMC(E) may appoint—
  - (a) One or more extra members to the NMC(E);
  - (b) One or more members of the NMC(NE); and
  - (c) A Member to fill a casual vacancy on the NMC(E).
- (3) The Inaugural NMC(E) will also hold the national executive equivalent positions.



## **Schedule 2 – Dispute Resolution Procedure**

### **1. General**

This schedule will operate in its entirety for all disputes, other than a dispute relating to a membership acceptance issue as defined in clause 7(b) of the Constitution.

### **2. How a Complaint is Made**

- (1) A member or an officer may make a complaint by giving to the NMC(E), or a complaints subcommittee if established under Constitution clause 31, a notice in writing that—
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society’s constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the society.
- (2) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
  - a. states that the Society is starting a procedure for resolving a dispute in accordance with the society’s constitution; and
  - b. sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (4) A complaint may be made in any other reasonable manner permitted by the society’s constitution.

### **3. Person who makes complaint has right to be heard**

- (1) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (2) If the Society makes a complaint,—
  - a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the Society.
- (3) Without limiting the manner in which the member, officer, or the Society may be given the right to be heard, they must be taken to have been given the right if—
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the member’s, officer’s, or the Society’s written statement or submissions (if any) are considered by the decision maker.

#### **4. Person who is subject of complaint has right to be heard**

- (1) This clause applies if a complaint involves an allegation that a member, an officer, or the Society (the respondent)—
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
  - c. has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the Society, an officer may exercise the right on behalf of the Society.
- (4) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d. an oral hearing (if any) is held before the decision maker; and
  - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **5. Investigating and determining dispute**

- (1) The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- (2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

#### **6. Society may decide not to proceed further with complaint**

Despite clause 5, the Society may decide not to proceed further with a complaint if—

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a member or an officer has engaged in material misconduct
  - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the Society's constitution, bylaws or the Act

- iii. that a member's rights or interests or members' rights or interests generally have been materially damaged
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

## **7. Society may refer complaint**

(1) The Society may refer a complaint to—

- a. a subcommittee or an external person to investigate and report; or
- b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(2) The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation or facilitation).

## **8. Decision makers**

(1) A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- a. impartial; or
- b. able to consider the matter without a predetermined view.