



ASSOCIATION OF SALARIED MEDICAL SPECIALISTS

TOI MATA HAUORA

T 04 499 1271 **E** asms@asms.org.nz

Registered Office
Level 9 Bayleys Building
36 Brandon Street

Mailing Address
PO BOX 10 763
WELLINGTON 6140

ASMS CONSTITUTION

These Rules (Constitution) of the Association of Salaried Medical Specialists Incorporated have been registered by the Registrar of Incorporated Societies, in accordance with the provisions of the Employment Relations Act 2000 and the Incorporated Societies' Act 2022.

Copies of these Rules may be downloaded free of charge from the ASMS website – www.asms.org.nz.

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1 NAME

- 1.1 The name of the association shall be the Association of Salaried Medical Specialists Incorporated.

2 NATIONAL OFFICE

- 2.1 The Association shall maintain a national office, which shall also be its registered office. The address of the national office may be changed from time to time by the National Executive provided the Association takes reasonable steps to promptly advise members of any such change.

3 INTERPRETATION

In this constitution, unless the context clearly indicates otherwise:
“Association” means the Association of Salaried Medical Specialists Incorporated.

“Delegate” means a branch delegate;

“Casual vacancy” means a vacancy in any office or position occurring for any reason other than the expiry of the term of that office or position;

“Financial year” means the Association’s financial year;

“Member” or “Members” mean a financial member or financial members of the Association and includes any Associate or Life Member;

“Month” means a calendar month;

“Officer” means

- (i) a member of the National Executive or
- (ii) the Executive Director;

“Year” means a calendar year.

4 OBJECTIVES

The objectives of the Association are:

- 4.1 To protect and promote the interests of members in all aspects of their employment;
- 4.2 To advise, assist or represent members to negotiate agreements relating to their terms and conditions of employment;
- 4.3 To actively promote and wherever practicable, negotiate comprehensive and fair collective employment agreements between members and their employers;
- 4.4 To monitor observance of the provisions of collective employment agreements negotiated by the Association on behalf of its members;
- 4.5 To advise and represent members in other matters related to their employment, in particular in matters relating to the interpretation and application of the terms and conditions of their employment;
- 4.6 To encourage and where appropriate offer training and support for members who wish to play a more active role in Association affairs;
- 4.7 To monitor and take appropriate steps to improve the working environment and general working conditions of members of the Association;
- 4.8 To promote professional and co-operative workplace practices of the highest standards, with particular emphasis on the collective and collegial identification and resolution of workplace problems and challenges;
- 4.9 To promote close, professional and constructive working relationships with the employers of members of the Association;
- 4.10 To promote high standards of professionalism and ethical behaviour in the management and delivery of public healthcare services;

- 4.11 To promote close, professional and constructive working relationships with relevant clinical or professional organisations, government departments and politicians and statutory bodies and other agencies, in support of members' interests and the objectives of the Association;
- 4.12 To support the right of all New Zealanders to equal access to comprehensive quality public healthcare services;
- 4.13 To promote policies and engage in public debate on issues relating to the availability and delivery of the highest possible standards of publicly funded healthcare services for all New Zealanders;
- 4.14 To demonstrate a commitment to Te Tiriti o Waitangi and Mātauranga Māori;
- 4.15 To advance and affirm a commitment to Te Tiriti o Waitangi and its principles, and the values and practices of Mātauranga Māori through the Association's activities.
- 4.16 In pursuing these objects, the Association may support, co-operate with or affiliate to any other organisation, whether of an industrial, professional or other kind that the National Executive or national conference may decide.

5 MEMBERSHIP

5.1 Eligibility

- (a) Any registered medical or dental practitioner employed in New Zealand and whose employment is conditional on their holding a current practising certificate is eligible to join the Association, subject to the exclusions in sub-clauses (b) below.
- (b) Medical and dental practitioners who are employed as *Resident Medical or Dental Officers* such as trainee interns, house surgeons, house physicians or registrars engaged in vocational training programmes are not eligible to join the Association.
- (c) If a dispute arises between the Association and another union over membership coverage, the Association shall endeavour to resolve that dispute in accordance with relevant protocols or policies of the New Zealand Council of Trade Unions.

5.2 Admission to Membership

- (a) Applications for membership shall be sent to the national office in the prescribed form, accompanied by the prescribed annual subscription or signed authority for the subscription to be paid by regular salary deductions.
- (b) Membership of the Association shall begin on the date when the completed application form and appropriate payment or payment authority is received and accepted by the national office.
- (c) A person must consent to become a Member of the Association.
- (d) A person consents by submitting an application form.
- (e) A person who has previously been suspended or expelled from the Association shall not be re-admitted to membership without the prior approval of the National Executive.

5.3 Register of Members

- (a) The Association shall maintain an up to date register of members' names and addresses, including a record of their subscription payments and brief relevant details relating to their employment and places of work.
- (b) On request, members shall be given a copy of the personal information held on the membership register relating to them.
- (c) The Association shall not sell or otherwise release a copy of its register or membership details to any third person or organisation without the prior approval of the National Executive.
- (d) The register of members will also record whether the member is Māori as recorded in the member's membership application or otherwise communicated by the member to the Association.
- (e) This register must contain the matters referred to in Section 79(2) of the Incorporated Societies Act 2022.

5.4 Lapse of Membership

Membership of the Association shall cease when a member dies, resigns from the Association, ceases to meet the Association's eligibility requirements, is expelled or fails to pay their annual subscription for three months or more following a reminder to do so.

6 LIFE MEMBERSHIP

- 6.1 The Association may admit to life membership of the Association any member or former member whom it wishes to honour in recognition of their outstanding services to the Association or the profession.

- 6.2 The National Executive, a branch or any member may nominate a member or former member for life membership. Any nomination for life membership shall be referred to the National Executive who, after conducting such inquiries and consultation as it considers appropriate, may in its absolute discretion, submit the proposal to the next annual conference of the Association for final determination.
- 6.3 A life member of the Association is entitled to all of the rights of an ordinary member but is under no obligation to pay an annual subscription.

7 ASSOCIATE MEMBERS

- 7.1 Any person (other than a former member who has been expelled from the Association) who is otherwise ineligible to be a member may apply to the National Executive to become an associate member of the Association.
- 7.2 No person has the right to become an associate member and the National Executive may in its absolute discretion accept or reject any application for associate membership. Associate members shall pay a reduced annual subscription at the rate determined from time to time by the Association.
- 7.3 Associate members may not hold elected office or positions in the Association nor will they be entitled to professional representation or advice from the Association. However they will be entitled to receive the Association's newsletter and other publications and may attend branch or other meetings of the Association where they will have speaking but no voting rights.
- 7.4 Associate membership shall cease when the associate member dies, resigns, is expelled or fails to pay their annual subscription for three months or more following a reminder to do so.

8 ANNUAL SUBSCRIPTION

- 8.1 Members and associate members shall pay the annual subscription set by an annual or special conference on the recommendation of the National Executive.
- 8.2 The National Executive, in its absolute discretion, may reduce or waive the annual subscription for particular members or associate members on compassionate or other reasonable grounds.
- 8.3 A member whose subscription is in arrears for three months or more may be denied the rights and privileges of membership, including the right to receive advice or representation in matters relating to their employment.

9 GOVERNANCE

- 9.1 The governance structures of the Association are:
- (a) Members, local branches and delegates;
 - (b) The National Executive;
 - (c) Annual or special conferences of duly authorised branch representatives.
- 9.2 However, the ultimate decision-making authority of the Association lies with its members, whose decision on any particular matter may be ascertained by a national secret ballot conducted for that purpose.

10 CONFERENCES

- 10.1 Annual Conferences
- (a) The Association shall hold an annual conference at such time and place as the National Executive may decide.
 - (b) The Association shall give members and branches at least three months' notice of the annual conference.

10.2 Special Conferences

- (a) A special conference may be called by the National Executive whenever it decides there is a matter of such importance that it should be dealt with by a special conference, or it needs to make a decision on a matter, and is unable to because 50% or more of the National Executive have an interest in the matter (as defined by the Incorporated Societies Act 2022).
- (b) A special conference shall be called by the National Executive within 60 days of the National President or national office receiving a requisition signed by not less than 10% of the members (other than associate members) of the Association. The requisition shall also state the business to be conducted at the conference.
- (c) The Association shall give members and branches not less than one month's written notice of any special conference.
- (d) The notice calling the special conference shall clearly state the business to be considered at the special conference and no other business shall be considered by that conference.

10.3 Conference Participation

- (a) Any member, associate member or life member may attend and speak at any conference of the Association;
- (b) Only duly authorised branch representatives have the right to vote on matters before the conference;
- (c) Members of the National Executive are entitled to attend and speak on any matter before any conference and to move or second resolutions but may vote only if they are duly appointed branch representatives;
- (d) Each branch is entitled to appoint and send to any conference one representative for every twenty five members in the branch, with a minimum of one representative. This entitlement shall be based on branch membership at 31 March each year.

- (e) A branch that is unable to fill its quota of representatives from its own members may do so from members of another branch;
- (f) The Association shall pay the reasonable travel and accommodation costs of each representative and member of the National Executive who attends the conference.

10.4 Conference Remits

- (a) Remits for consideration by an annual or special conference may be submitted by the National Executive or any branch or member of the Association. All remits must be in writing and sent to the national office.
- (b) Remits proposing a change to the Association's constitution must be received in the national office at least three months before the first day of the conference.
- (c) Any other remits must be received in the national office at least one month before the first day of the conference.
- (d) Remits proposing changes to the Association's constitution shall be sent to branches for their consideration within one month of their being received by the national office.
- (e) All other remits shall be sent to branches for their consideration at least three weeks before the first day of the conference.
- (f) Late remits may be accepted for consideration by the conference but only if two-thirds of the representatives registered to attend that conference agree.

10.5 Annual Conference Business

Subject to a secret ballot of the whole membership, the annual conference provides a forum and opportunity for the Association through its branch representatives to meet and:

- (a) Debate and decide the Association's policy;
- (b) Receive and consider financial and other reports from the National Executive;

- (c) Set the annual subscriptions for members and associate members;
 - (d) Make any other decisions required by this constitution; and
 - (e) Generally oversee the business of the Association.
- 10.6 Not later than the first day of the conference the national office shall send or give to each representative a copy of:
- (a) The conference agenda;
 - (b) The Association's annual report;
 - (c) The Association's audited financial statements for the previous financial year.
- 10.7 Voting
- (a) Voting shall ordinarily be by show of hands, but if three representatives present at the conference request it, voting shall be by secret ballot of all representatives present at the time the vote is taken.
 - (b) Only branch representatives are entitled to vote on any matter before the conference.
- 10.8 Quorum
- The conference quorum shall be 40% of the number of branch representatives registered to attend.
- 10.9 A hui-ā-motu (national hui) for Māori members of the Association shall take place at least once every three years.
- 10.10 The business of all such meetings, including consideration of remits submitted, reports received, decisions made, or votes taken, shall be minuted.

11 THE NATIONAL EXECUTIVE

- 11.1 The National Executive shall consist of up to thirteen members, as follows:
- the National President
 - the National Vice-President
 - the immediate past National President,
 - eight regional representatives, and
 - two Māori representatives.
- 11.2 The immediate past National President position shall be held by the outgoing National President for not more than one three-year term.
- 11.3 If the immediate past National President position becomes vacant for any reason, it shall remain vacant until the incumbent National President stands down at the end of their normal three-year term and is replaced by another National President, at which time he or she shall become the immediate past National President.
- 11.4 The boundaries of the regions or electorates established for the purpose of electing the members of the National Executive shall be decided and may be amended from time to time by an annual or special conference, on the recommendation of the National Executive.

11.5 The eight regional representatives shall be elected from their regions on the following basis:

Two members from **REGION 1** being the members employed within the boundaries of the Northland, Waitematā, Auckland and Counties-Manukau district health boards;

Two members from **REGION 2** being the members employed within the boundaries of the Waikato, Bay of Plenty, Lakes and Taranaki district health boards;

Two members from **REGION 3** being the members employed within the boundaries of the Tairāwhiti, Hawkes Bay, Whanganui, MidCentral, Wairarapa, Hutt Valley, and Capital & Coast district health boards;

Two members from **REGION 4** being the members employed within the boundaries of the Nelson-Marlborough, West Coast, Canterbury, South Canterbury and Southern district health boards.

11.6 Two Māori representatives will be elected by those members who are recorded as Māori members in the register of members.

11.7 Election of National Executive

- (a) National Executive elections shall be held in accordance with Rules 11 and 23 of this Constitution.
- (b) At its first meeting, a new National Executive shall elect one of the regional representatives to serve as the Association's National Secretary for the term of that National Executive.
- (c) A member may simultaneously seek election as a regional representative and as either the National President or the Vice President. If they are elected to both positions they shall take up the national officer's position and the region's next highest polling candidate shall be deemed elected to fill the regional representative's position.

11.8 Functions and Powers of National Executive

- (a) Between Annual or Special Conferences of the Association, the National Executive shall be responsible for the governance of the Association according to law, this constitution and the policies and decisions of the Association and shall:
 - (i) appoint the Executive Director, who shall be responsible for the appointment and management of staff and contractors and for management of the business of the Association;

The National Executive may also

- (ii) appoint subcommittees to exercise those of its powers which it may reasonably and lawfully delegate;
- (b) The National Executive shall be responsible for ensuring the Association's financial affairs, including its bank accounts and investments are conducted and managed in accordance with current accounting practices and New Zealand's statutory requirements.

12 NATIONAL EXECUTIVE MEETINGS

- 12.1 The National Executive shall meet regularly and as frequently as is reasonably required to ensure the proper supervision and management of the Associations' affairs.
- 12.2 Not later than at its last meeting for the year, the National Executive shall set its schedule of meetings for the following year.
- 12.3 The Executive Director shall formally notify each member of the National Executive of the time, place and agenda of each meeting at least seven days before the meeting.
- 12.4 The National President, after consulting the Executive Director, may call a special meeting of the National Executive whenever he or she believes the business of the Association warrants it and must do so when requested in writing by any three members of the National Executive.

- 12.5 Seven members of the National Executive shall be a quorum.
- 12.6 The National President, after consulting the Executive Director, may decide that a particular matter requires an urgent decision of the National Executive, in which case the matter may be considered and voted on electronically eg, by teleconference or email. Unless three or more members of the National Executive object to this method of considering and deciding on a particular matter, any decision made in this way shall be as valid as if it had been made at a meeting of the National Executive.
- 12.7 If a member of the National Executive is absent without reasonable cause for three or more consecutive meetings they shall automatically be removed from office and the position shall be filled in accordance with the procedures for filling a casual vacancy.

13 DUTIES AND POWERS OF NATIONAL PRESIDENT, VICE PRESIDENT AND NATIONAL SECRETARY

13.1 National President

- (a) The National President is the head of the Association;
- (b) The National President is responsible for overseeing the business of the Association and shall attend and preside over all meetings of the Association and the National Executive, where he or she shall have a deliberative and a casting vote.
- (c) The National President shall have such other duties and powers as may be reasonably required to enable him or her to properly oversee the business of the Association.

13.2 Vice President

- (a) The Vice President shall assist the National President carry out his or her duties.
- (b) In the absence of the National President, the Vice President shall have and may exercise all of the duties and powers of the National President.

13.3 National Secretary

- (a) The National Secretary shall attend all meetings of the Association and the National Executive and ensure that accurate records of the decisions of those meetings are kept;
- (b) The National Secretary shall present the Association's annual report and audited financial statements for the previous financial year to each annual conference.

14 EXECUTIVE DIRECTOR & NATIONAL OFFICE

- 14.1 The National Executive shall appoint a suitably qualified person to be the Executive Director of the Association.
- 14.2 The Executive Director is responsible to the National Executive for the proper conduct of the business of the Association, including the appointment of other staff and the efficient management of the national office, and is the contact person for the Association.
- 14.3 The Executive Director shall submit regular financial reports to the National Executive with details of the Association's income and expenditure together with such other reports as the National Executive may from time to time require.

15 BRANCHES

- 15.1 For the purposes of promoting and organising local activities the membership of the Association shall be divided into local branches with at least one branch in each district health board region.
- 15.2 Each branch is entitled to appoint and send one or more representatives to annual and special conferences of the Association, in accordance with clause 10.3(d) of this constitution.

15.3 The National Executive may from time to time establish additional branches, based around one or more employer or on some other basis, to encourage or facilitate greater membership involvement in the activities of the Association.

16 BRANCH OFFICERS & COMMITTEES

16.1 Each branch shall elect a President and a Vice President who shall be the Branch Officers. The Branch Officers shall be responsible for managing the business of the branch and shall be elected for three-year terms that will begin on 1 July every third year.

16.2 The Association's national office shall conduct three-yearly elections for Branch Officers in the three months immediately preceding 1 July in an election year. The national office shall also conduct elections to fill any casual vacancies that may arise. A Branch Officer who is elected to fill a casual vacancy in a mid-term election shall hold that position for the remainder of the three-year term.

16.3 To assist them to conduct the business of the branch, the Branch Officers may establish a Branch Committee. Members of a Branch Committee may be appointed by the Branch Officers or elected at a meeting of the branch.

17 BRANCH MEETINGS & BUSINESS

17.1 In managing the business of the branch, Branch Officers may work closely with any local senior medical and dental staff group that exists and, whenever it is appropriate to do so, to refer Association or branch business to meetings of the senior medical and dental staff group to encourage wider discussion and participation in branch decisions.

- 17.2 If it is practical to do so, branches shall hold at least one formal meeting a year for the purposes of facilitating formal discussion within the branch and consideration of remits for the Annual Conference. Otherwise, branch meetings shall be held as frequently as the Branch Officers or local membership interest may require and at such other times as the National Executive may request.
- 17.3 The Branch Officers shall convene a branch meeting if four members or 10% of the branch membership (whichever is the higher number of members) requests it.
- 17.4 If five or more members of a branch are dissatisfied with any decision of their Branch Officers or of a branch meeting they may send a formal written statement of their concerns to the Association's Executive Director. The Executive Director shall promptly refer the matter to the National Executive for its consideration and a decision as to how the matter should be resolved.
- 17.5 Decisions at branch level will normally be made by a majority of branch members present and voting at a branch meeting. However, if 20% of the branch members attending the meeting request a secret ballot a secret ballot shall be conducted of all branch members.

18 REPRESENTATION OF MEMBERS

- 18.1 The Association reserves the right to refuse to advise, represent or otherwise assist a member:
- (a) Who joins the Association after the particular matter on which they have sought advice or assistance arose;
 - (b) Who has seriously compromised their position or aggravated the problem by failing to promptly seek the Association's advice;
 - (c) Who disregards or otherwise undermines the Association's advice in relation to the matters on which they have sought assistance;

(d) Where their concern is trivial, vexatious or incapable of realistic or reasonable resolution.

18.2 In all cases where the Association declines to assist or represent a member, the member shall be advised of their right to have that decision reviewed promptly by the National Executive.

18.3 The Association will not represent a member in respect of professional medico-legal matters based on patient complaints, concerns about their clinical practice or competence, reviews of their clinical practice, registration or similar matters that have or may come within the jurisdiction of any statutory professional registration or disciplinary body.

19 NEGOTIATION & RATIFICATION OF EMPLOYMENT AGREEMENTS

19.1 Wherever it is reasonable and practicable to do so, the Association shall negotiate and conclude collective employment agreements for its members.

19.2 The National Executive has the responsibility for negotiating all collective employment agreements on behalf of the Association or groups of members and has the authority to ratify all settlements reached in such negotiations.

19.3 The National Executive may delegate its responsibility for conducting particular negotiations and for ratifying particular settlements to such persons or such members as it considers appropriate in the particular circumstances.

20 SECRET STRIKE BALLOTS

Where the law requires a secret ballot to be held in relation to a proposed strike, the following procedures shall be used to conduct the ballot:

- (i) The ballot will be of all members who would become a party to the strike;
- (ii) The result of the ballot will be determined by a simple majority of the members who are entitled to vote and who do vote;
- (iii) The Association must notify the result of the ballot to the members who were entitled to vote in the ballot;
- (iv) The question to be voted on in the ballot will be: *Are you in favour of the strike? Yes or No.*
- (v) The National Executive will appoint a Returning Officer for the ballot and determine such other procedures as may be practical and necessary to conduct the ballot.

21 AUTHORITY FOR ASSOCIATION TO REPRESENT MEMBERS

- 21.1 As a condition of their membership of the Association, each member is deemed to have authorised the Association to negotiate with their employer for a collective employment agreement and to undertake such further dealings as may from time to time be required, including legal proceedings for the purposes of properly interpreting, applying or enforcing that agreement.

22 RETURNING OFFICER

- 22.1 The National Executive shall appoint a Returning Officer to conduct all elections for the National Executive.
- 22.2 The National Executive may appoint a Returning Officer to conduct any other election or ballot that may be required from time, whether at a national, regional or branch level.

- 22.3 The Returning Officer shall conduct the election or ballot in a manner that is fair and encourages the fullest possible participation of members eligible to vote on a particular matter.
- 22.4 If a question arises in the course of any ballot or election being undertaken by a Returning Officer and that question is not otherwise resolved by the constitution, the Returning Officer may resolve it in any manner that is fair and practicable, having regard to the nature of the particular election or ballot.

23 NATIONAL EXECUTIVE ELECTIONS

- 23.1 Members of the National Executive shall be elected for a three-year term, beginning on 1 April in each election year.
- 23.2 Any member of the Association may be nominated and vote for the positions of National President or Vice President but only those members who are employed in a particular region may be nominated or vote for the regional representatives from that region. Only those members who are recorded as Māori members in the register of members may be nominated or vote for the Māori representatives.
- 23.3 The Returning Officer shall call for nominations from eligible members for each of the positions on the National Executive at least 28 days before nominations close. The notice calling for nominations shall be sent to all members of the Association. The notice may be sent to members by post or by electronic means.
- 23.4 Nominations for each position must be in writing and contain in a legible form the names of the nominee and at least two other members as nominators. The nomination must also be signed by the nominee and all nominators.
- 23.5 If more nominations are received than there are positions to be filled, the Returning Officer shall promptly conduct an election by secret ballot of all members eligible to vote. The ballot may be conducted by post or by secure electronic means. Only persons who are members of the Association on the day nominations close are entitled to vote in such an election.

- 23.6 The Returning Officer shall declare the result of the election not later than seven days after the date on which all votes must be returned.
- 23.7 If insufficient nominations are received to fill all positions on the National Executive, the Returning Officer shall proceed to conduct a ballot or ballots for those positions where that may be required. Following the declaration of results, the remaining unfilled positions shall become casual vacancies and filled in accordance with this constitution.
- 23.8 A member can only accept election to one National Executive member-elected position. In the event of being successful in more than one such ballot, a member shall choose which position to accept, and the highest polling unsuccessful candidate in the other ballots shall be deemed successful.

24 HUI-Ā-MOTU (NATIONAL HUI)

- 24.1 A hui-ā-motu must be held in the six months preceding 1 April of a National Executive election year for the purposes of electing two Māori representatives on National Executive for a three year term.
- 24.2 Māori representatives shall be nominated and elected according to the above rules with the following exceptions:
- (a) The Returning Officer shall call for nominations three months before the date of hui-a-motu. The notice calling for nominations shall be sent to all Māori members of the Association as recorded on the register of members.
 - (b) Nominations will close at least 21 days before hui-ā-motu and are circulated to all Māori members.
 - (c) If any election is required, this shall take place at hui-ā-motu. Those eligible to vote shall be any Māori members in attendance at that hui-ā-motu.

25 REMOVAL FROM OFFICE

- 25.1 Members of the National Executive may be removed from office only by a special secret ballot of members who are eligible to vote for those positions.
- 25.2 In the case of the National President or Vice President, such a ballot must be conducted as soon as practicable after receipt by the national office of a petition requesting such a ballot, signed by 10% of the members (other than associate members).
- 25.3 In the case of a regional representative, such a ballot must be conducted as soon as practicable after receipt by the national office of a petition signed by 10% of the members (other than Associate members) from the relevant region.
- 25.4 In the case of a Māori representative, such a ballot must be conducted as soon as practicable after receipt by the national office of a petition signed by 10% of the Association's Māori members as recorded in the register of members.
- 25.5 Those members of the National Executive who are not the subject of such the petition shall appoint an independent Returning Officer (who shall not be a member or employee of the Association) to conduct the special ballot.

26 CASUAL VACANCIES

- 26.1 Casual vacancies in any of the National Executive positions shall be filled by a national, regional, or Māori representative election, as determined by the nature of the position that has become vacant. Pending the results of that election, the National Executive may appoint another member, qualified to stand in that election, to fill the vacancy on a temporary basis, provided that there may not be more than one appointed member on the National Executive at any one time.

- 26.2 An election to fill the vacancy shall be held as soon as reasonably practicable after the vacancy occurs but nominations must be sought within three months. If an election is subsequently required, it shall be conducted by the Returning Officer and the successful candidate shall hold office for the remainder of the three-year term.
- 26.3 It shall not be necessary to fill any casual vacancy if the vacancy arises within nine months of the end of the National Executive's three-year term.
- 26.4 Casual vacancies in a branch position may be filled by any fair and reasonable process that responsible branch officers and the Executive Director may consider appropriate.

27 CONSTITUTION OF THE ASSOCIATION

- 27.1 A copy of the constitution shall be given to each new member when they have joined the Association. A copy shall also be given free of charge to any member who requests one.

28 CONSTITUTIONAL AMENDMENTS

- 28.1 Amendments to the constitution may be considered at an Annual Conference or at a Special Conference called for that purpose, in strict accordance with the notice and other requirements of Clause 10 and elsewhere in this Constitution. To be binding, constitutional amendments must be approved by 70% of registered representatives present and voting.
- 28.2 As soon as practicable after an amendment to the constitution has been approved by a conference, the Association shall notify members of that amendment and take the necessary steps to formally register the amendment with the appropriate statutory authority.

29 NOTICES

29.1 Notices or other communications that the Association may be required to send to members may be posted or couriered to their last known postal or work address. Alternatively, they may be sent to members by fax or email or some other reliable and secure electronic means.

30 MEMBERS' ACCESS TO ASSOCIATION RECORDS

30.1 On request, members of the Association may inspect or be given copies of any records or other material held by the Association and which it is lawful or reasonable for a particular member to have access to.

30.2 The Executive Director shall ensure that a member's request to inspect or receive copies of such material shall be complied with as soon as reasonably possible after it is received.

30.3 Inspection of records or other material held by the Association shall be undertaken during normal working hours at the Association's registered office and should not unreasonably interfere with the other business of the national office and staff.

31 COMMON SEAL

31.1 The National Executive shall approve a common seal for the Association and may from time to time replace it with a new one. The seal shall be kept in the custody of the Executive Director and shall be used only on the authority of the National Executive. Every document to which the common seal is affixed shall be signed by the Executive Director and the National President or another member of the National Executive authorised by the National Executive.

32 FINANCIAL YEAR

32.1 The Association's financial year shall begin on 1 April and end on 31 March the following year.

33 APPOINTMENT OF AUDITOR

33.1 The Association at its annual conference shall appoint a qualified auditor, who shall be a member of the Chartered Accountants Australia & New Zealand or similar professional body.

34 DISPUTES AND COMPLAINTS

34.1 These procedures apply where a complaint involves an allegation that a member, an officer, or the Association has:

- (a) engaged in misconduct; or
- (b) breached or is likely to breach a duty under the Constitution of the Association; or
- (c) damaged the rights or interests of a member or members generally.

34.2 Complaints will be dealt with by the Association in a fair, efficient, and effective manner.

34.3 The rules of natural justice will be applied to all complaints.

34.4 The Association will, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the complaint is investigated and determined in accordance with this Constitution.

34.5 A member, an officer, or the Association may make a complaint against another member, officer, or the Association, by giving the Executive Director of the Association and the member or officer concerned, notice in writing that:

- (a) states that the member, officer, or the Association is starting a procedure for resolving a complaint in accordance with the Association's rules; and
- (b) sets out the allegation to which the dispute or complaint or relates and whom the allegation is against, in sufficient detail to ensure that the party against whom an allegation has been made is fairly advised of all the allegations; and

- (c) sets out other information that the Association would require to consider the complaint.
- 34.6 Without limiting the manner in which a member, an officer, or the Association is given the right to be heard, they will be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing; and
 - (b) an oral hearing is held by the decision maker who considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) the member's, officer's, or Association's written statement or submissions (if any) are considered by the decision maker.
 - (d) they have had sufficient time given to prepare a response
- 34.7 Despite the above, the Association may decide not to proceed with a complaint further if:
- (a) the complaint is trivial; or
 - (b) the complaint does not appear to disclose or involve any material misconduct and/or any material damage to a member's rights or interests; or
 - (c) the complaint does not appear to disclose or involve any allegation of a material breach or likely material breach of a duty under the Association's Constitution or the Incorporated Societies Act 2022; or
 - (d) the complaint appears to be without foundation; or
 - (e) the person bringing the complaint has an insignificant interest in it; or
 - (f) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with in accordance with the rules of the Association; or
 - (g) there has been an undue delay in making the complaint.

- 34.8 The Association may refer a complaint to:
- (a) a subcommittee of National Executive to investigate and resolve the complaint; or
 - (b) an external person for investigation and resolution; or
 - (c) with the consent of all parties, to mediation for resolution.
- 34.9 A person may not act as a decision maker in relation to a complaint if two or more members of the National Executive (or a subcommittee of the National Executive investigating the complaint) consider there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.
- 34.10 If a complaint against a member is upheld, the National Executive may impose such penalty, including suspension or expulsion, as it considers reasonable and appropriate in the all the circumstances.

35 DISSOLUTION

- 35.1 An annual or special conference of the Association may recommend to members that the Association should be wound up and its assets disposed of. Such a recommendation shall be voted on at a second conference of the Association or by a national ballot of the membership.
- 35.2 If the recommendation to wind up the Association is approved by members, an application to wind up the Association and cancel its registration shall immediately be sent to the Registrar of Incorporated Societies.
- 35.3 If it is practicable to do so, before the application to wind up the Association is sent to the Registrar of Incorporated Societies, the National Executive shall supervise the realisation of the Association's assets and the discharge of any outstanding financial liabilities of the Association and arrange for a final audit of its accounts to be undertaken.

- 35.4 On liquidation the National Executive shall give any surplus funds of the Association to any other organisation(s) with similar objectives to those of the Association.
- 35.5 The Association shall be dissolved after the Registrar of Incorporated Societies has formally cancelled its registration.