

Civil Engineering Testing Association of New Zealand Incorporated Society Constitution

Introductory rules

Name

- 1) The name of the society is Civil Engineering Testing Association of New Zealand Incorporated (in this **Constitution** referred to as the '**Society**').

Charitable status

- 2) The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

Definitions

- 3) In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:
 - i) '**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
 - ii) '**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.
 - iii) '**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.
 - iv) '**Committee**' means the **Society's** governing body.
 - v) '**Constitution**' means the rules in this document.
 - vi) '**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.
 - vii) '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.
 - viii) '**Institution**' means the Institution of Professional Engineers New Zealand Incorporated.
 - ix) '**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

- x) **‘Interests Register’** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- xi) **‘Matter’** means—
 - a) the **Society’s** performance of its activities or exercise of its powers; or
 - b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- xii) **‘Member’** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.
- xiii) **‘Notice’** to **Members** includes any notice given by email, post, or courier.
- xiv) **‘Officer’** means a natural person who is:
 - a) a member of the **Committee**, or
 - b) occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.
- xv) **‘Register of Members’** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- xvi) **‘Secretary’** means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- xvii) **‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- xviii) **‘Treasurer’** means the **Officer** responsible for the matters specifically note in this **Constitution**.
- xix) **‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.
- xx) **‘Written’** means recorded communication documented in either physical or electronic form.

Purposes

- 4) The Society was originally formed to represent the views and opinions of the Civil Engineering Testing Industry in a collective forum. The **Society** was incorporated in 2007 after discussions between participants at the 2006 Civil Engineering Laboratories Conference (CELC).

- 5) The primary purpose of the **Society** is to promote its objectives through activities. The objectives of the **Society** are to —
- i) Continuously improve the standard of testing in New Zealand through training and other means.
 - ii) Advance the status of testing to the construction industry.
 - iii) Communicate changes in standards of technology to the testing industry.
 - iv) Provide a code of ethics by which members operate.
 - v) Represent the views of the New Zealand Testing Services to authorities, i.e. New Zealand Transport Agency, IANZ, Standards, ENZ.
 - vi) Promote the benefits of high-quality testing services to the construction industry.
 - vii) Assist members in the development of suitable proficiency and interlaboratory testing programs.
 - viii) Conduct activities such as meetings, conferences, technical and social events for the benefit of its members.
 - ix) Promotion of civil engineering testing as a career.
 - x) Support and promote the Laboratory Technician qualification.
- 6) The **Society** will be closely associated with the Australian associations and any International associations that arise in the future.
- 7) The **Society** is affiliated to the Institution as one of its Collaborating Technical Groups, providing the Institution's learned society activities in Civil Engineering Testing. The **Society** will have close links with the Institution and participate in its activities.
- 8) The **Society** must not operate for the purpose of, or with the effect of—
- i) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
 - ii) having capital that is divided into shares or stock held by its **Members**; or
 - iii) holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).
- 9) But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—
- i) engages in trade,
 - ii) pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
 - iii) distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Society**, and

- has the same, or substantially the same, purposes as those of the **Society**.
- iv) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
- v) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- vi) provides benefits to **Members** or their families to alleviate hardship,
- vii) provides educational scholarships or grants to **Members** or their families,
- viii) pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- ix) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- x) on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

Act and Regulations

- 10) Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

Restrictions on society powers

- 11) The **Society** must not be carried on for the financial gain of any of its members. The **Society**'s capacity, rights, powers, and privileges are subject to the following restrictions (if any) —
 - i) The business activities of the **Society** are restricted to within New Zealand.

Registered office

- 12) The registered office of the **Society** is Engineering New Zealand Te Ao Rangahau, 158 The Terrace, Wellington.
- 13) Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
 - i) at least 5 working days before the change of address for the registered office is due to take effect, and
 - ii) in a form and as required by the **Act**.

Contact person

- 14) The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 15) The **Society**'s contact person must be:
 - i) At least 18 years of age, and
 - ii) Ordinarily resident in New Zealand.
- 16) A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- 17) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - i) a physical address or an electronic address, and
 - ii) a telephone number.
- 18) Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Members

Minimum number of members

- 19) The **Society** shall maintain the minimum number of **Members** required by the **Act**.

Types of members

- 20) The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:
 - i) **Member**

A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.

Membership of the Society shall comprise Laboratory Managers, Technicians, Engineers, Scientists and others with suitable qualifications or experience who have an interest in Civil Engineering Testing.

Membership is in no way restricted to those eligible for membership of the institution. The criterion for membership shall be an interest or involvement in the objectives of the Society.
 - ii) **Student Member**

A **Student Member** is an individual admitted to membership under this **Constitution** who is a bona-fide full-time student of any tertiary institution in New Zealand and has an interest in the practice or application of Civil Engineering Testing.

iii) **Life Member**

A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies, except where required for external costs.

Life membership may be conferred as an honour for service to the Society on any person, whether or not he or she is a current member. Nominations shall be submitted to the Management Committee for consideration and the name of any Life Member circulated to members not less than fourteen days prior to the General Meeting at which such elections take place.

Becoming a member: consent

- 21) Every applicant for membership must consent in writing to becoming a **Member**.

Becoming a member: process

- 22) An applicant for membership must complete and sign an appropriate application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.
- 23) Applications to become a **Student Member** must also be countersigned by the student's Supervisor of Studies who thereby certifies that the applicant is a bona fide full-time student of that Tertiary institution. Membership as a student will expire at the end of the financial year in which the student completes his or her studies or ceases to be a full-time student of any tertiary institution.
- 24) The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.
- 25) The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

Members' obligations and rights

- 26) Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- i) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

- ii) A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- iii) The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

Subscriptions and fees

- 27) The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- 28) Subscriptions are on a yearly basis. No reduction will be given for membership for part of a year or because of changes in the nominated affiliation during the year.
- 29) Each full member of the **Society**, excluding **Life Members**, shall pay an annual subscription, the amount of which shall be determined by the Committee. The amount will be such that the income from subscriptions will cover:
 - i) The annual contribution to the Institute for affiliation and administrative purposes.
 - ii) Other normal expenses of the **Society**, for example the production of newsletters.
 - iii) Any further affiliation fees that may be required by the **Society** and agreed upon by the **Member**.
- 30) **Student Members** will pay one half of the basic rate set for full society **Members**. **Student Members** will still be required to pay full affiliation rates for the Institute and any other nominated affiliations. These rates may be changed on a case-by-case basis on application to the **Committee**.
- 31) **Unemployed Members** can apply to the **Committee** on the same basis as **Student Members**.
- 32) Any **Member** failing to pay the annual subscription (including any periodic payment) or any other levy, or any capitation fees by 1 April shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid by the end of the financial year the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Ceasing to be a member

- 33) A **Member** ceases to be a **Member**—

- i) by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
 - ii) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
 - iii) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
 - iv) by resolution of the **Committee** where—
 - a) The **Member** has failed to pay a subscription, levy or other amount due to the **Society** by the end of the financial year to which the payment relates.
 - b) In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
- 34) with effect from (as applicable)—
- i) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
 - ii) the date of termination of the **Member's** membership under this **Constitution**, or
 - iii) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - iv) the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

Obligations once membership has ceased

- 35) A **Member** who has ceased to be a **Member** under this **Constitution**—
- i) remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
 - ii) shall cease to hold himself or herself out as a **Member** of the **Society**, and
 - iii) shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
 - iv) shall cease to be entitled to any of the rights of a **Society Member**.

Becoming a member again

- 36) Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.
- 37) But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

General meetings

Procedures for all general meetings

- 38) The **Committee** shall give all **Members** at least 10 **Working Day's** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 39) That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 40) Only financial **Members** may attend, speak and vote at **General Meetings**—
- i) in person, or
 - ii) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
 - iii) through the authorised representative of a body corporate as notified to the **Committee**, and
 - iv) no other proxy voting shall be permitted.
- 41) No **Special General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting, and this will constitute a quorum. No **Annual General Meeting** may be held unless more than ten (10) of the eligible financial **Members** attend throughout the meeting, and this will constitute a quorum.
- 42) If, where applicable, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 43) Financial **Members** only are entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, or (subject to confirmation by the Committee) given by post. Written notice of an appointed proxy shall be prepared and signed by the appointee. Proxies may be assigned only to financial **Members** who are qualified to vote. The proxy shall be exercised only for business or matters of which due notice has been given and shall be received by the **Secretary** prior to the commencement of the meeting. Postal votes shall only be valid if received by the **Secretary** by the date advised when calling the vote.
- 44) Voting at a **General Meeting** shall be by voices or by show of hands or, on demand of any ten percent or more of **Members** present, by secret ballot.
- 45) Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- 46) Where applicable, any decisions made when a quorum is not present are not valid.

- 47) Written resolutions may not be passed in lieu of a **General Meeting**.
- 48) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.

Minutes

- 49) The **Society** must keep minutes of all **General Meetings**.

Annual General Meetings: when they will be held

- 50) An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 51) The **Annual General Meeting** must be held no later than the earlier of the following—
 - i) 6 months after the balance date of the **Society**
 - ii) 15 months after the previous annual meeting.

Annual General Meetings: business

- 52) The business of an **Annual General Meeting** shall be to—
 - i) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - ii) adopt the annual report on the operations and affairs of the **Society**,
 - iii) adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
 - iv) set any subscriptions for the current financial year,
 - v) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
 - vi) consider any general business.
- 53) The **Committee** must, at each **Annual General Meeting**, present the following information—
 - i) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
 - ii) the annual financial statements for that period, and
 - iii) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

- 54) **Special General Meetings** may be called at any time by the **Committee** by resolution.
- 55) The **Committee** must call a **Special General Meeting** if written request is received by not less than ten eligible financial **Members**.
- 56) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 57) The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

Committee

Committee composition

- 58) The **Committee** will consist of not less than 3 and not more than 12 **Officers**.
- 59) Not less than half of the **Officers** shall be employees of corporate members of the **Society**.
- 60) The **Committee** shall include the positions of:
 - i) Chairperson
 - ii) Vice-Chairperson
 - iii) Management secretary
 - iv) Treasurer
 - v) Immediate past Chairperson (for the year following his/her Chairpersonship).
- 61) The **Committee** may include other nominated positions that are required to carry out tasks in specific areas of interest. At the time of calling for nominations it shall be brought to the attention of the **Society** membership that the representation on the **Committee** should maintain as broad as possible.

Functions of the committee

- 62) From the end of each **Annual General Meeting** until the end of the second **Annual General Meeting** thereafter therefore on a biannual term, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

Powers of the committee

- 63) The **Committee** shall be responsible to the members of the **Society** for the policy, code of ethics and administration of the **Society**.
- 64) The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, which shall include:
- i) Arranging conferences, seminars or symposia.
 - ii) Establishing and maintaining a technical library, publishing newsletters and providing a technical forum for members and non-members.
 - iii) Forming branches or special interest groups.
 - iv) Establishing and maintaining liaisons with other organisations with similar objectives.
 - v) Appointing a Secretary and any other necessary staff and deciding upon their conditions and remuneration.
 - vi) borrowing or otherwise raising money in such a manner as the Committee sees fit and securing repayment by issue of debentures, mortgages or charges upon the whole or part of the assets of the **Society**.
 - vii) Managing the financial affairs of the Society, including fixing annual subscriptions, controlling and investing Society funds and opening and operating and closing such bank accounts as deemed necessary for the purposes of the **Society**.
 - viii) Receiving, deliberating on and processing any reports of members working outside of the Code of Ethics.
- 65) The responsibilities and powers of the **Secretary** shall be specified by the **Committee**.
- 66) The **Committee's** powers are subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

Sub-committees

- 67) The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—
- i) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
 - ii) no sub-committee shall have power to co-opt additional members,
 - iii) a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
 - iv) a sub-committee must not further delegate any of its powers.

General matters: committees

- 68) The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
- 69) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Committee meetings

Procedure

- 70) The quorum for **Committee** meetings is at least one half, for example at least six (6) of the twelve (12) members of the **Committee**.
- 71) A meeting of the **Committee** may be held either—
 - i) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - ii) by means of audio, or audio and visual communication, by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 72) A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Member** on the **Committee** shall have one vote.
- 73) If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting.
- 74) The chairperson has a casting vote in the event of a tied vote on any resolution of the **Committee**.
- 75) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

Frequency

- 76) The **Committee** shall meet at least three times annually and at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.
- 77) The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

Qualifications of officers

- 78) Every **Officer** must be a natural person who—
- i) has consented in writing to be an officer of the **Society**, and
 - ii) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- 79) **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—
- i) a person who is under 16 years of age
 - ii) a person who is an undischarged bankrupt
 - iii) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
 - iv) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - a) an offence under subpart 6 of Part 4 of the **Act**
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c) an offence under section 143B of the Tax Administration Act 1994
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - vi) a person subject to:
 - a) a banning order under subpart 7 of Part 4 of the **Act**, or
 - b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - vii) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
- 80) Prior to election or appointment as an **Officer** a person must—

- i) consent in writing to be an **Officer**, and
 - ii) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.
- 81) Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

Officers' duties

- 82) At all times each **Officer**:
- i) shall act in good faith and in what he or she believes to be the best interests of the **Society**,
 - ii) must exercise all powers for a proper purpose,
 - iii) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
 - iv) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - a) the nature of the **Society**,
 - b) the nature of the decision, and
 - c) the position of the **Officer** and the nature of the responsibilities undertaken by him or her
 - v) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
 - vi) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Election or appointment of officers

- 83) The election of **Officers** shall be conducted as follows.
- i) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, or a vacancy is not filled at an election, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** - as described in the 'Qualification of Officers' rule above). Any **Officer** appointed under such circumstances shall hold office for the remainder of the term of the **Officer** who was replaced or of the term of the vacancy.
 - ii) A candidate's written nomination shall be on a form supplied by the **Society** and must be signed by the nominee and two other financial members. The written nomination must be received before the date of the **Annual General Meeting**. An email/postal ballot will be held

where the number of nominations exceeds the number of vacancies (except conference where attendance exceeds 25% of members). The ballot shall be held prior to the **Annual General Meeting**.

- iii) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- iv) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- v) The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- vi) In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

Term

- 84) The term of office for all **Officers** elected to the **Committee** shall be two year(s) and for all co-opted **Officers** appointed to the **Committee** shall be one year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.
 - i) No **Officer** shall serve for more than twelve (12) consecutive terms but are eligible for re-election or re-co-option after a stand down period of at least one year.
 - ii) A **Chairperson** may serve for more than eight (8) consecutive terms as **Chairperson** by majority agreement committee vote.
 - iii) No **Vice-Chairperson** shall serve for more than eight (8) consecutive terms as **Vice-Chairperson**.
 - iv) The **Secretary** may be re-appointed for any number of consecutive years. The **Secretary** may be remunerated for services subject to an employment contract or agreement for services.

Removal of officers

- 85) An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —
 - i) The **Officer** has brought the **Society** into disrepute.
 - ii) The **Officer** has failed to disclose a conflict of interest.
 - iii) The **Committee** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

Ceasing to hold office

- 86) An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- 87) Each **Officer** shall within 14 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

Conflicts of interest

- 88) An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - i) to the **Committee** and or sub-committee, and
 - ii) in an **Interests Register** kept by the **Committee**.
- 89) Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 90) An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
 - i) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 - ii) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
 - iii) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- 91) However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 92) Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- 93) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

Records

Register of Members

- 94) The **Society** shall keep an up-to-date Register of Members.
- 95) For each current **Member**, the information contained in the Register of Members shall include —
- i) Their name, and
 - ii) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and
 - iii) Their contact details, including —
 - a) A physical address or an electronic address, and
 - b) A telephone number.
- 96) The register will also include each **Member's** —
- i) postal address
 - ii) email address (if any)
 - iii) occupation
 - iv) whether the **Member** is financial or unfinancial
- 97) Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- 98) The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
- i) The former **Member's** name, and
 - ii) The date the former **Member** ceased to be a **Member**.

Interests Register

- 99) The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

Access to information for members

- 100) A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- 101) The request must specify the information sought in sufficient detail to enable the information to be identified.
- 102) The **Society** must, within a reasonable time after receiving a request —
- i) provide the information, or

- ii) agree to provide the information within a specified period, or
 - iii) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
 - iv) refuse to provide the information, specifying the reasons for the refusal.
- 103) Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
- i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
 - iv) the information is not relevant to the operation or affairs of the society, or
 - v) withholding the information is necessary to maintain legal professional privilege, or
 - vi) the disclosure of the information would, or would be likely to, breach an enactment, or
 - vii) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - viii) the request for the information is frivolous or vexatious, or
 - ix) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 104) If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —
- i) that the **Member** will pay the charge; or
 - ii) that the **Member** considers the charge to be unreasonable.
- 105) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

Control and management

- 106) The funds and property of the **Society** shall be—
- i) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - ii) devoted solely to the promotion of the purposes of the **Society**.

- 107) The **Committee** shall maintain bank accounts in the name of the **Society**.
- 108) The **Treasurer** shall handle all financial dealings of the **Society**, including the collections of subscriptions and shall keep a separate record of the accounts of the **Society**. At the discretion of the **Committee**, the **Treasurer** may utilize the services of the **Institution** or other suitable bodies to assist in handling the financial affairs of the **Society** and the **Society** shall pay any charges so arising.
- 109) The **Committee** must ensure that there are kept at all times accounting records that—
- i) correctly record the transactions of the **Society**, and
 - ii) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 110) The **Committee** shall prepare an Annual Statement of Accounts at the end of each financial year which shall be circulated to each member of the **Society** not less than 14 days before the **Annual General Meeting** and shall be laid before such meeting.
- 111) The **Committee** shall prepare an Annual Report for the financial years at the end of each financial years which shall be circulated to each member of the **Society** not less than 14 days before the **Annual General Meeting** and shall be laid before such meeting.
- 112) The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 113) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

Balance date

- 114) The **Society's** financial year shall commence on 1 July of each year and end on 30 June (the latter date being the **Society's** balance date).

Rules and codes of the Society

Compliance with the rules of the Society

- 115) Members of the **Society** shall be bound by the Rules of the **Society** and the form of application for membership shall contain a declaration in the following terms to be signed by each applicant:

"I believe myself to be a proper person to be a member of the Civil Engineering Testing Association of New Zealand Incorporated (CETANZ) and do hereby promise that, in the event of my admission, I will be governed by the Rules of the **Society** for the time being in force or as they

may hereafter be amended and that I will promote the Objectives of the Society as far as may be in my power".

Code of ethics of the Society

- 116) The integrity and serviceability of much of the civil infrastructure throughout our community is greatly influenced by the work practices of **Members** of the Association.
- 117) In order to maintain respect, recognition and trust from the various customers, authorities and the greater community, members are required to promote honourable, professional practice in application of their duties.
- 118) This requires loyalty to the community, employer, customers and relevant authority's honesty and impartiality in professional practice constant endeavour to broaden knowledge and improve skill and expertise.
- 119) To these ends all **Members** of the Association are required to give active support to the proper regulation of practice in the industry. They are also required to observe, apply, support, promote and advocate the rules of behaviour set out in the Code of Ethics and support other **Members** in its observance. **Members** acting in accordance with this Code will have the support of the Association in a manner and to an extent determined by procedures and the **Committee** in each case.
- i) **Members** shall faithfully and diligently carry out their duties in the knowledge that their prime allegiance and duty is to the maintenance and promotion of the highest standards of practice in the geotechnical; and
 - ii) construction materials testing industry and with the protection of the consumer being paramount. Members shall continuously improve their knowledge of the industry by keeping informed about changes to relevant procedures, guidelines and associated regulations and shall actively assist and encourage those under their direction to do likewise.
 - iii) **Members** shall without exception adhere to an agreed nominated job specification and associated referenced test procedures and guidelines and accept any agreed authorised interpretation of these specifications, test procedures and guidelines.
 - iv) **Members** shall conduct themselves so as to uphold the dignity and reputation of the industry and shall at all times avoid any action or situation which could impair their integrity or bring the Civil Engineering Testing Association of New Zealand Inc. into disrepute. e. **Members** shall, without fear or favour, perform all duties for which they are accountable with impartiality, honesty and practicality.
 - v) **Members** shall maintain confidentiality with clients in the course of their business dealings and conduct all transactions in a professional and open manner.
 - vi) **Members** shall not act in any way which would injure the professional reputation of the Association or any member of the Association.
 - vii) **Members** shall at all times have proper regard for the objects of the Rules of Civil Engineering Testing Association of New Zealand Inc. and shall not take any action which does not comply with the policy of the Association or which conflicts with the Aims of the Association.

- viii) **Members** uphold the right to a fair return for services rendered in relation to their clients, for labour and testing services provided as part of the construction materials testing industry

Compliance with the code of ethics of the Society

- 120) Members of the Society shall be bound by the Rules of the Society and the form of application for membership shall contain a declaration in the following terms to be signed by each applicant:

"I believe myself to be a proper person to be a member of the Civil Engineering Testing Association of New Zealand Incorporated (CETANZ) and do hereby promise that, in the event of my admission, I will be governed by the Code of Ethics of the Society for the time being in force or as they may hereafter be amended".

Compliance with the rules of the Institution

- 121) The Society and its members shall comply with the Rules and Code of Ethics of the Institution as they exist at any time, except that where there is conflict the Society's Rules shall take precedence.

Alteration of rules and code of ethics

- 122) Alteration to the Rules and Code of Ethics of the Society may be recommended by a majority vote of an Annual General Meeting, or a Special General Meeting. The notice of motion for alteration of the Rules or Code of Ethics shall be given to the Management Secretary not less than one month prior to the meeting.
- 123) No alteration, addition, decision or substitution which would alter the charitable nature of the Society shall be permitted.
- 124) No alteration, addition, decision or substitution which would conflict with the Act shall be permitted.

Dispute resolution

Meanings of dispute and complaint

- 125) A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- 126) The disagreement or conflict may be between any of the following persons—
- i) 2 or more **Members**
 - ii) 1 or more **Members** and the **Society**
 - iii) 1 or more **Members** and 1 or more **Officers**
 - iv) 2 or more **Officers**
 - v) 1 or more **Officers** and the **Society**
 - vi) 1 or more **Members** or **Officers** and the **Society**.

- 127) The disagreement or conflict relates to any of the following allegations—
- i) a **Member** or an **Officer** has engaged in misconduct
 - ii) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - iii) the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - iv) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 128) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
- i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - ii) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - iii) sets out any other information or allegations reasonably required by the **Society**.
- 129) 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—
- i) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - ii) sets out the allegation to which the dispute relates.
- 130) The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 131) A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 132) All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 133) The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

- 134) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
- i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and

- ii) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- iii) sets out any other information reasonably required by the **Society**.

135) The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

- i) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- ii) sets out the allegation to which the dispute relates.

136) The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

137) A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes complaint has right to be heard

138) 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.

139) 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**.

140) Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—

- i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iii) an oral hearing (if any) is held before the decision maker; and
- iv) the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

141) 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.

142) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

143) If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.

144) 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—

- i) 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
- ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iv) an oral hearing (if any) is held before the decision maker; and
- v) the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

145) 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.

146) Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to proceed further with complaint

147) Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

- i) the complaint is considered to be trivial; or
- ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - a) that a **Member** or an **Officer** has engaged in material misconduct:
 - b) that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:
 - c) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:

- iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- iv) the person who makes the complaint has an insignificant interest in the matter; or
- v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- vi) there has been an undue delay in making the complaint.

Society may refer complaint

148)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.

149)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, facilitation, or a tikanga-based practice).

Decision makers

150)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—

- i) impartial; or
- ii) able to consider the matter without a predetermined view.

Liquidation and removal from the register

Resolving to put society into liquidation

151)The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

152)The **Committee** shall give 10 **Working Day's** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

153)The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

154)Any resolution to put the **Society** into liquidation must be passed by simple majority of all **Members** present and voting.

Resolving to apply for removal from the register

155)The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

- 156)The **Committee** shall give 10 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- 157)The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 158)Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by simple majority of all **Members** present and voting.

Surplus assets

- 159)If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 160)On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in charitable purposes within New Zealand.
- 161)However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

Alterations to the constitution

Amending this constitution

- 162)All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 163)The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by simple majority of those **Members** present and voting.
- 164)That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 165)Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 25 per cent of eligible **Members** and given in writing to the **Committee** at least 10 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 166)At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

167) When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

Other

Common seal

168) The **Society** may have a common seal that must be kept in the custody of—
a. the Management Secretary

169) The common seal may be affixed to any document:

- i) by resolution of the **Committee**, and must be countersigned by 2 **Officers** or
- ii) by such other means as the **Committee** may resolve from time to time.

Bylaws

170) The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.



17/10/25

Danny Wyatt Chairperson



17/10/25 Vicky Henderson Treasurer



31/10/25 Sarah Amoore Secretary