

**Pest Management Association of  
New Zealand (Inc.)**



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**Eastridge**

**Auckland**

# CONSTITUTION

Certified as a true and correct copy of the Constitution passed at the Special Meeting of the Society held on 17 February 2026 by:

Signature: \_\_\_\_\_

Name: Gerwyn Jones - President

Signature: \_\_\_\_\_

Name: Rowan Washer - Treasurer

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## **Constitution of Pest Management Association of New Zealand Incorporated**

### **1 Name and Commencement**

- 1.1 The name of the society is the Pest Management Association of New Zealand Incorporated (in this Constitution referred to as 'the Association').
- 1.2 This Constitution will take effect as the rules of the Association from the date it is registered by the Registrar of Incorporated Societies.

### **PURPOSES AND PRINCIPLES**

### **2 Purposes**

- 2.1 The purposes of the Association are to:
  - 2.1.1 unite in one Association and band together in one body, persons, firms, and corporations carrying on the business of industrial, commercial or domestic Pest Management within New Zealand;
  - 2.1.2 protect the interests of members generally;
  - 2.1.3 improve and elevate the status of the Pest Management industry;
  - 2.1.4 increase the confidence of the general community in the Association and to encourage the use of services provided by its Members;
  - 2.1.5 ensure and promote honourable and ethical relations between:
    - (a) Members of the Association themselves;
    - (b) Members of the Association with local authorities, statutory bodies, persons, firms, and corporations carrying on business directly or indirectly associated with the Pest Management industry who are not members of the Association; and
    - (c) Members of the Association and the general public.
  - 2.1.6 foster sound and industry best practice among its Members and ensure the retention of high standards of conduct;
  - 2.1.7 disseminate knowledge and information by circulating relevant information via electronic and social media channels including, but not limited to: email, the Association website, Conferences, Seminars or other appropriate social media channels;
  - 2.1.8 maintain high standards of moral responsibility, character and business integrity and to practice fairness, frankness and honesty in all advertising and in all transactions with the general public;
  - 2.1.9 keep the needs of the Association's Members uppermost and to encourage the charging of reasonable fees, commensurate with the nature of services performed and the responsibility assumed in the prevention and control or elimination of pests;
  - 2.1.10 keep the Association Members informed with respect to laws and regulations pertaining to its industry and to observe those laws and regulations in both letter and spirit;
  - 2.1.11 respect the reputation and practice of other Pest Management operators but to expose to the Association without hesitation illegal or unethical conduct of members;

- 2.1.12 establish, afford and provide machinery and methods for the amicable settlement and arbitration of differences which may arise between members and between any member of the Association and a member of the general public;
  - 2.1.13 insure the property of the Association against the risks and liabilities for which the Association is or may be responsible, and to insure any representatives of the Association against risk of accident where not covered by the Accident Compensation Corporation during their employment and to pay the premiums on any such insurances;
  - 2.1.14 become a member and co-operate with any other club, association or Organisation whether incorporated or not, whose objects are altogether or in part like those of this Association, provided that the Association shall not subscribe to or support with its funds any Club, Association or Organisation;
  - 2.1.15 enter into any arrangements with any Government or authority, that may seem aligned to the Association's objectives; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - 2.1.16 do anything necessary or helpful to the above purposes;
  - 2.1.17 ensure the privacy of all member information; and
  - 2.1.18 such other purposes as are ancillary or related to the purposes stated above.
- 2.2 Any income, benefit or advantage must be used to advance the charitable purposes of the Association. Financial gain is not a purpose of the Association.

### **3 Powers, Act and Regulations**

- 3.1 The Association shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.
- 3.2 Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

### **4 Registered Office**

- 4.1 The Registered Office of the Association shall be at Level 1, 103 Carlton Gore Road, Newmarket, Auckland 1023 or at such place as the Executive Council from time to time determines.
- 4.2 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form as required by the Act.

## **MEMBERSHIP**

### **5 Membership**

- 5.1 Membership comprises eight (8) classes of Membership as set out in Schedule 1, or otherwise as decided by the Association. Membership criteria, requisite qualifications, and entitlements are listed under each class of Membership in Schedule 1.
- 5.2 The Association shall maintain the minimum number of ten (10) Members required by the Act.

### **6 Applications**

- 6.1 To become a Member each person must:

- 6.1.1 complete an application form in accordance with Rule 6.2;
  - 6.1.2 supply any other information to the Executive Council required as shown in the application form; and
  - 6.1.3 include in their application a nominator and seconder, who must be current Members of the Association.
- 6.2 Each application for Membership shall be made on the appropriate form supplied by the Association, and submitted to the Executive Council. All applications and annual renewals require the following information:
- 6.2.1 agreement to abide by the Association's Code of Ethics;
  - 6.2.2 evidence of current Public Liability Insurance cover, whether individual or company (except applications for Associate, International, Honorary, or Life Membership);
  - 6.2.3 evidence of a Health and Safety Policy that is aligned to the requirements of the Health and Safety at Work Act 2015 or such legislation as may replace it from time to time (except applications for Associate, International, Honorary, or Life Membership).
  - 6.2.4 such other information to satisfy Membership criteria as the Executive Council may deem necessary.
- 6.3 Submitting an application to become a Member in accordance with Rule 6.1 shall be deemed to constitute consent to becoming a Member.
- 6.4 Membership begins when:
- 6.4.1 the applicant is advised that their application has been successful; and
  - 6.4.2 payment of Membership Fees has been made or official purchase order has been issued.
- 6.5 The Executive Council may interview the applicant when considering an application for Membership.
- 6.6 The Executive Council maintains the discretion to refuse admission to Membership of the Association. The Executive Council shall advise the applicant of its decision and that decision shall be final.
- 6.7 Existing Members may be required to provide evidence that they meet the Membership requirements for their class of Membership for renewal of their Membership on their annual anniversary.

## **7 Obligations and Rights of Members**

- 7.1 Members of the Association shall have the rights, privileges and responsibilities set out in this Constitution.
- 7.2 All Members shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.
- 7.3 Every Member shall provide the Secretary with that Member's full contact details in accordance with Rule 40 and promptly advise the Secretary of any changes to those details.
- 7.4 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Association.

- 7.5 A Member is only entitled to exercise the rights of their class of Membership, including attending General Meetings, if all Membership Fees have been paid to the Association by the due date, but no Member is liable for an obligation of the Association by reason only of being a Member of the Association.

## **8 Membership Fees**

- 8.1 Membership Fees, including the annual subscriptions and any other fees for Membership for the then current financial year, shall be determined by the Executive Council.
- 8.2 Membership Fees, including the annual subscriptions, may differ depending on the type of Membership.
- 8.3 Notwithstanding Rule 8, the Executive Council may issue a waiver, apply an extension, or otherwise alter any obligation in respect of Membership Fees due to the Association.

## **9 Ceasing to be a Member**

- 9.1 A Member ceases to be a Member:
- 9.1.1 by giving written notice of their resignation to the Secretary which, unless otherwise expressed, shall take effect immediately;
  - 9.1.2 on death (or if a body corporate on liquidation or deregistration);
  - 9.1.3 where the Member is convicted of an indictable offence or declared bankrupt;
  - 9.1.4 where the Member, in the Executive Council's reasonable opinion, no longer meets the requirements to be a Member;
  - 9.1.5 where the Member is acting in a manner inconsistent with the purposes of the Association or brings the Association into disrepute, in accordance with Rule 7.2;0-
  - 9.1.6 where the Member is found to have breached the rules of the Association as set out in this Constitution or otherwise has their Membership terminated following a dispute resolution process carried out in accordance with Rules 46 to 54; or
  - 9.1.7 if that Member fails to pay Membership Fees three (3) months after they have become due, in which case that Member shall be deemed to have resigned their Membership.

## **10 Obligations on ceasing of Membership**

- 10.1 A Member who resigns or whose Membership is terminated under this Constitution:
- 10.1.1 Shall, at the Executive Council's discretion remain liable to pay all Membership Fees and any other unpaid amounts due and owing to the Association, up to the Association's next balance date;
  - 10.1.2 shall cease to be entitled to any of the rights of a Member;
  - 10.1.3 shall cease to use the Association's name and logo in all marketing material and shall immediately return any property, including intellectual property, of the Association held by the Member at the time of termination; and
  - 10.1.4 shall be liable for all reasonable costs incurred by the Association in relation to recovery of Membership Fees, and any other sums owed to the Association by the Member, and/or any action reasonably necessary for the Association to enforce its legal rights under this Rule 10.

## **MEETINGS**

### **11 Association Meetings**

- 11.1 A meeting of the Association is either:
  - 11.1.1 an Annual General Meeting (“**AGM**”); or
  - 11.1.2 a Special General Meeting (“**SGM**”) held when required.

#### *Annual General Meetings*

### **12 Annual General Meetings**

- 12.1 An Annual General Meeting shall be held:
  - 12.1.1 no later than six (6) months after the Balance Date, on a date and at a location determined by the President or in their default, the Executive Council; and
  - 12.1.2 in accordance with any requirements in the Act and this Constitution.
- 12.2 At any Annual General Meeting no business other than that specified on the Executive Council's Notice or properly falling under general business shall be transacted.
- 12.3 The business of an Annual General Meeting shall be:
  - 12.3.1 receiving any minutes of the Association's previous General Meeting(s);
  - 12.3.2 receiving the Chair/President's report on the business of the Association;
  - 12.3.3 receiving the Treasurer's report on the finances of the Association, and the Annual Financial Statements;
  - 12.3.4 electing the Chair/President, Vice-President and up to six (6) Executive Council Members;
  - 12.3.5 appointing an Auditor and/or a solicitor (as required);
  - 12.3.6 considering and voting on any motions raised in accordance with this Constitution; and
  - 12.3.7 considering any general business.

### **13 Motions**

- 13.1 Any Member may request that a Motion be voted on (“**Member's Motion**”) at a General Meeting, by giving written notice to the Secretary at least 28 days before that General Meeting. The Member may also provide information in support of the Motion (“Member's Information”). If the Member's Motion is signed by at least 10% of Eligible Members:
  - 13.1.1 it must be voted on at the General Meeting for which it is proposed; and
  - 13.1.2 the Secretary must give the Member's Information to all Members at least 14 days before the relevant General Meeting.
- 13.2 If the Secretary fails to provide the Members Information in accordance with Rule 13.1.2, the Member's Motion will be raised at the following General Meeting.
- 13.3 The Executive Council may also decide to put forward Motions for the Association to vote on (each an “**Executive Council Motion**”) which shall be notified in accordance with Rule 15.

- 13.4 Motions from a General Meeting that are passed in accordance with this Constitution shall bind the Executive Council to an appropriate course of action.

*Special General Meetings*

**14 Special General Meetings**

- 14.1 A Special General Meeting may be called at any time by the Executive Council;
- 14.1.1 by Notice specifying the date and place of the meeting and the subject matter intended to be submitted to the meeting; or
- 14.1.2 if the Executive Council receives a written request to call a Special General Meeting (including electronic) signed on behalf of no less than ten per cent (10%) of Members, which must state the business and any proposed resolutions of the meeting. In that event, the Executive Council must call the Special General Meeting within sixty (60) days of receipt of the written request.
- 14.2 A Special General Meeting shall only consider and deal with the business specified in the Executive Council's Notice or the written request by Members for the Special General Meeting.

*Notice*

**15 Notice**

- 15.1 **Annual General Meeting:** The Executive Council shall give all Members at least 40 days' Notice for an AGM, which must include:
- 15.1.1 a call for Motions to be received by the President in accordance with Rule 13; and
- 15.1.2 a proxy form to be completed in accordance with Rule 18.
- 15.2 The Secretary shall:
- 15.2.1 fourteen (14) clear days before a Special General Meeting; or
- 15.2.2 twenty-eight (28) clear days before the Annual General Meeting,
- issue a Notice of General Meeting to every Member with the details of that meeting, any Motions to be considered, and the business to be transacted, and no business other than that of which the Notice has been so given shall be brought forward at such General Meeting.
- 15.3 Additionally, the Secretary may provide with the Notice referred to in Rule 15.2, as appropriate:
- 15.3.1 a copy of the Chair/President's Report on the Association's operations and of the Annual Financial Statements as approved by the Executive Council;
- 15.3.2 a list of nominees for election to the Executive Council (in accordance with Rule 24), and information about those nominees if it has been provided (such information must not exceed one side of an A4 sheet of paper per nominee); and
- 15.3.3 Notice of any Motions and the Executive Council's recommendations about those Motions.
- 15.4 If the Secretary has sent a Notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 15.5 **Special General Meeting:** The Executive Council shall give all Members at least fourteen (14) days' Notice of a Special General Meeting.

- 15.6 The Notice of a General Meeting must also include:
- 15.6.1 the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;
  - 15.6.2 the text of any resolution or matter of business to be submitted to the meeting; and
  - 15.6.3 the time and date and manner of the meeting.
- 15.7 A General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

#### *Meeting Procedure*

### **16 Procedure**

- 16.1 All General Meetings will be chaired by the Chair/President. If the Chair/President is absent, the Vice-President shall chair that meeting. If the Chair/President is absent, the Executive Council shall elect another Executive Council Member to chair that meeting.
- 16.2 General Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate.
- 16.3 **Quorum:** No General Meeting may be held unless at least five (5) of the Eligible Members are in attendance (either in person or electronically) or represented by proxy. This will constitute a quorum.
- 16.4 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 16.5 **Lack of quorum:** If;
- 16.5.1 a quorum as defined in Rule 16.3 is not present within half an hour after the time appointed for an Annual General Meeting in the relevant Notice, the meeting will be adjourned to a date no more than twenty one (21) days from the date of that meeting and if at the adjourned meeting a quorum is not present the meeting will be dissolved without further adjournment. The Chair/President may with the consent of the Association, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place; or
  - 16.5.2 a quorum as defined in Rule 16.3 is not present within half an hour after the time appointed for a Special General Meeting in the relevant Notice, the meeting will be cancelled and the purpose for which it was called will lapse.
- 16.6 **Invitation to attend:** The Executive Council may extend an invitation to attend a General Meeting, or other such meeting as determined by the Executive Council, to non-Members. Any such attendees may be granted an opportunity to speak at the invitation of the Chair/President or any other person presiding over the General Meeting but will not be entitled to vote on any question.

#### *Voting at Meetings*

### **17 Voting on Motions**

- 17.1 All Eligible Members may attend and vote at Association General Meetings.
- 17.2 Voting on each matter to be voted on before a General Meeting shall be by the voices, except that any Member present may require a show of hands, and any ten (10) percent of Members present may require a secret ballot, at which time an independent Scrutineer will be appointed.

- 17.3 Only Members present in person or represented by a proxy shall have the right to vote at a General Meeting.
- 17.4 Each Member present in person or represented by a proxy shall have the right to exercise one vote only on each Motion before a General Meeting.
- 17.5 Unless otherwise provided in this Constitution, any vote or resolution receiving a majority of votes cast at a General Meeting will be duly passed.
- 17.6 In the event of a tie on any vote at a General Meeting, the Chair/President shall exercise a casting vote in addition to a deliberative vote. The Chair/President may not exercise a casting vote in respect of any motion to amend the Constitution, amend the Association's purpose/s, and/or amend the Code of Ethics.
- 17.7 The Association may pass a written resolution in lieu of a General Meeting, and a written resolution is valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of Members entitled to vote at a General Meeting and voting on the written resolution. Any such written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members (in writing or by electronic signature). Any resolution passed in accordance with this Rule 17 will be binding on all Members.

## **18 Proxies**

- 18.1 A Member may appoint a proxy, who must also be a Member, to vote on behalf of that Member at a General Meeting. A proxy must be appointed by notice in writing signed by that Member and delivered to the Secretary no later than the proxy deadline advised in the Notice of that General Meeting, which must be no less than two (2) clear days prior to the General Meeting.
- 18.2 Proxy voting forms not received at least two (2) clear days prior to the General Meeting will not be considered valid for the purposes of voting at a General Meeting.

## **19 Minutes**

- 19.1 The Secretary must ensure that minutes are kept of all General Meetings. Minutes of General Meetings may be made available to Members on request.

## **GOVERNANCE**

### *Executive Council*

## **20 Function of the Executive Council**

- 20.1 From the end of each Annual General Meeting until the end of the next, the Association shall be governed by the Executive Council.
- 20.2 Subject to the broad direction of the Annual General Meeting, the responsibilities of the Executive Council shall include the overseeing of all matters of business of the Association within the scope of the Purposes of the Association.
- 20.3 The Executive Council shall report to the Annual General Meeting on its activities, by way of the Chair/President's Report.

## **21 Composition of the Executive Council**

- 21.1 The Executive Council shall be made up of:

- 21.1.1 the Chair/President;
  - 21.1.2 the Vice-President;
  - 21.1.3 the Immediate Past President;
  - 21.1.4 not more than six (6) Elected Executive Council Members elected in accordance with Rule 24; and
  - 21.1.5 up to three (3) additional Co-opted Executive Council Members co-opted by the Executive Council for a specific purpose, who must comply with this Constitution and any other Executive Council policies, procedures, or governance practices. A Co-opted Executive Council Member who is not a Member of the Association shall not be counted for the purpose of quorum at Executive Council meetings.
- 21.2 Executive Council Members shall be any natural person provided they:
- 21.2.1 in the case of Elected Executive Council Members, are a Registered Technical Member, a Life Member, an Associate Member, or another Member whose field of expertise is such that it will assist the Association in its purposes, as determined by the Executive Council from time to time;
  - 21.2.2 are not an employee of the Association or any related operating subsidiary of the Association; and
  - 21.2.3 are not disqualified from being an Officer of the Association by this Constitution or the Act.
- 21.3 No more than one (1) Elected Council Member may be a Qualified Technician at any one time.
- 21.4 No more than one (1) Associate Member may be on the Executive Council at any one time, and an Associate Member is not entitled to stand for election as Chair/President or Vice-President.
- 21.5 No more than two persons who are employees of the same workplace or organisation may serve the Executive Council at any one time.
- 21.6 A Co-opted Executive Council Member may:
- (a) resign at any time by giving notice in writing to the Executive Council; or
  - (b) be removed at any time by resolution of the Executive Council by giving thirty days' Notice in writing to the Co-opted Executive Council Member.
- 21.6.2 A Co-opted Executive Council Member may not exercise voting rights at a General Meeting if they are not a Member.

## **22 Powers**

- 22.1 The Executive Council shall have all the powers necessary for managing and for directing and overseeing the management of, the operation and affairs of the Association, subject only to applicable law and any amendments to them and to any directions given at any meeting of the Association provided those directions are not contrary to this Constitution or to applicable law.
- 22.2 The Executive Council shall have the authority to delegate any power it holds to a Member, Officer, or body of the Association, subject to this Constitution and the Act.
- 22.3 Without limiting the powers of the Executive Council as set out in this Constitution and the Act, the Executive Council of the Association has the power of an ordinary person and may make informed decisions to:

- 22.3.1 borrow, raise money, and mortgage, initiate a charge or lien over the property of the Association or parts of it;
- 22.3.2 rent, lease, hire, purchase, acquire, sell surrender or dispose of any interest in real or person property;
- 22.3.3 invest and deal with any of the monies or assets of the Association not immediately required, upon such securities as the Executive Council may from time to time determine or approve;
- 22.3.4 affiliate with, subscribe to, donate to, or become a member of any body or organisation whose objects and purposes are similar to those of the Association; and
- 22.3.5 make and amend bylaws and policies for the conduct and control of the Association activities, and the Codes of Ethics applicable to Members, provided that no such bylaws, policies, or Codes of Ethics applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act or any other legislation.

### **23 Term**

- 23.1 The term of office for each of the Chair/President, Vice-President, and Immediate Past President shall be two (2) years, subject to Rule 25.
- 23.2 The term of office for Elected Executive Council Members shall be two (2) years.
- 23.3 The term of office for Co-Opted Executive Council Members shall be one (1) year, with right of reappointment by the Executive Council.
- 23.4 The Executive Council may amend the term limits in this Rule 23 for any particular individual by a resolution at any General Meeting.

### **24 Election**

- 24.1 The Vice-President, and Elected Executive Council Members shall be elected by ballot of Members every second year at the Annual General Meeting. In the event that an election cannot be held in accordance with this Rule 24 due to extenuating circumstances and/or operational necessity, the Executive Council may defer the election provided that an election is held no later than two (2) years after the last election.
- 24.2 The Secretary shall call for nominations for election to the Vice-President and Elected Executive Council Member positions at least twenty-eight (28) days before an Annual General Meeting, in accordance with Rule 15.3.
- 24.3 Each nominated candidate shall be proposed and seconded in writing by Qualified or Master Qualified Technician Members and the completed nomination delivered to the Secretary together with confirmation of the nominee's consent to nomination.
- 24.4 A Member cannot be nominated for the role of Vice-President unless they have served at least one (1) term as an Elected Executive Council Member.
- 24.5 Nominations shall close one (1) hour before the start of the Annual General Meeting at which the election is to be held.
- 24.6 All votes shall be received by the Secretary or other person appointed by the Executive Council from time to time ("**Returning Officer**").
- 24.7 If more than one (1) person is nominated for any Elected Executive Council Member position, the holder shall be determined by Plurality Vote.

- 24.8 Where the Association receives nominations for all available Elected Executive Council Member positions with no more than one person nominated for each position, nominations shall be taken to be elections, and no election will be held by the Association.
- 24.9 The Executive Council may appoint an independent Scrutineer to oversee the election process.
- 24.10 For the avoidance of doubt, communications between the Association and Members regarding elections, ballot details, and votes may be made and communicated by post or electronic mail.

## **25 Chair/President and Vice-President**

- 25.1 At the Annual General Meeting at which the Vice-President's two (2) year term is due to expire, they shall automatically ascend to the role of Chair/President.
- 25.2 At the Annual General Meeting at which the Chair/President's two (2) year term is due to expire, they shall automatically ascend to the role of Immediate Past President.

### *Chair/President*

- 25.3 The Chair/President shall be responsible for:
  - 25.3.1 ensuring that the Constitution is followed;
  - 25.3.2 convening Meetings and establishing whether quorum (five (5) Executive Council Members) is present;
  - 25.3.3 chairing meetings, deciding who may speak and when;
  - 25.3.4 overseeing the management of the affairs of the Association;
  - 25.3.5 providing a report on the operations of the Association at each Annual General Meeting;  
and
  - 25.3.6 maintaining external stakeholder relationships.

### *Vice-President*

- 25.4 The Vice-President shall be responsible for:
  - 25.4.1 deputising for the Chair/President in their absence; and
  - 25.4.2 other activities as the President may request from time to time.

### *Immediate Past President*

- 25.5 The Immediate Past President is responsible for providing guidance for the new Chair/President and newly elected Elected Executive Council Members.
- 25.6 All appointments to Chair/President, Secretary, Treasurer, and any other governance positions within the Executive Council must be advised to Members.

## **26 Cessation of Office**

- 26.1 An Executive Council Member shall be deemed to have ceased to be an Executive Council Member if that Executive Council Member:
  - 26.1.1 dies or becomes medically unfit for the role (as determined by the Executive Council at its sole discretion);

- 26.1.2 has held office for an initial term of two (2) years in the case of an Elected Executive Council Member, or one (1) year in the case of a Co-Opted Executive Council Members, and is not re-elected / re-appointed for a consecutive term;
  - 26.1.3 resigns by delivering a written Notice of resignation to the Secretary;
  - 26.1.4 is removed by a majority vote of the Association at a Meeting of the Association;
  - 26.1.5 fails to attend two consecutive Executive Council meetings without adequate excuse (as determined by the Executive Council at its sole discretion);
  - 26.1.6 becomes disqualified from being an Officer under this Constitution or the Act; or
  - 26.1.7 if that Executive Council Member is removed pursuant to one of the grounds for removal under Rule 26.2 by a resolution of the Executive Council passed by a two-thirds (66.6%) majority.
- 26.2 For the purposes of Rule 26.1.7:
- 26.2.1 a Dispute or Complaint that cannot be resolved in the Executive Council's opinion following the carrying out of the dispute resolution process in this Constitution, or where a finding or direction is made that the Executive Council Member is not suitable to hold office in the Executive Council's opinion under Rule 60;
  - 26.2.2 an Executive Council Member's failure to comply with this Constitution, the Act or any of the Association's policies or standards; or
  - 26.2.3 where a two-thirds (66.6%) majority of the Executive Council considers the Executive Council Member is not working in the best interests of the Association,
- will be grounds of removal of an Executive Council Member under Rule 26.1.7.
- 26.3 Each Executive Council Member shall within twenty-one (21) days' of submitting a Notice of resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Association held by such former Executive Council Member.
- 26.4 In the event of there being any vacancy on the Executive Council, the Executive Council may by a majority vote appoint a Member to fill such vacancy until the next General Meeting.
- 27 Cessation of President / Vice-President / Immediate Past President Office**
- 27.1 The Chair/President, Vice-President, or Immediate Past President shall be deemed to have ceased to be the Chair/President, Vice-President, or Immediate Past President (as the case may be) if:
- 27.1.1 they resign by delivering a written Notice of resignation to the Executive Council; or
  - 27.1.2 they receive a vote of no confidence that has been:
    - (a) raised by an Executive Council Member and supported by at least one (1) other Executive Council Member; and
    - (b) passed by a 75% majority of the remaining Executive Council Members at a meeting of the Executive Council.
- 27.2 Subject to the provisions of this Constitution, a Chair/President or Vice-President who resigns from that office in accordance with Rule 27.1.1 may continue as an Elected Executive Council Member.

- 27.3 If the office of Chair/President becomes vacant for any reason, the Vice-President shall act as Chair/President until the election and confirmation of a new Chair/President by the Executive Council.
- 27.4 If the office of Vice-President becomes vacant for any reason, the Executive Council may appoint a suitable replacement from the Elected Executive Council Members.

## **28 Indemnity and Insurance**

- 28.1 The Association shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Association except insofar as they contravene the Officer's duties under the Act or this Constitution.
- 28.2 The Executive Council shall maintain such insurance as it considers appropriate from time to time.

## **29 Fees and Honoraria**

- 29.1 The Association may pay fees and/or honoraria to Executive Council Members, the Treasurer and the Executive Secretary as agreed from time to time by the Executive Council.

## **30 Secretary and Treasurer**

### *Secretary and Treasurer*

- 30.1 At the first Executive Council meeting following an election in accordance with this Constitution, the Elected Executive Council Members shall appoint a Secretary and Treasurer of the Association, who may be but need not be Members.
- 30.2 The Secretary and Treasurer offices may be combined.
- 30.3 The Secretary is responsible for:
- 30.3.1 recording the minutes of meetings;
  - 30.3.2 acting as the Associations Contact Person in accordance with Rule 39;
  - 30.3.3 keeping the Register of Members in accordance with Rule 40;
  - 30.3.4 maintaining the Interests Register kept by the Executive Council;
  - 30.3.5 holding the Association's records, documents, and books except those required for the Treasurer's function;
  - 30.3.6 receiving and replying to correspondence as required by the Executive Council;
  - 30.3.7 forwarding the annual financial statements of the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
  - 30.3.8 advising the Registrar of Incorporated Societies of any rule changes;
  - 30.3.9 preparing notices to General Meetings of the Association; and
  - 30.3.10 otherwise meeting the requirements of the Act.

### *The Treasurer*

- 30.4 The Treasurer is responsible for:

- 30.4.1 keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
- 30.4.2 preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;
- 30.4.3 providing a financial report at each Annual General Meeting; and
- 30.4.4 providing financial information to the Executive Council as the Executive Council determines.

#### *Executive Council Meetings*

### **31 Frequency of Executive Council Meetings**

- 31.1 The Executive Council shall meet at least quarterly, at such times and places and in such manner (including by using any real-time, audio and visual, or other electronic communication) that gives each Executive Council Member a reasonable opportunity to participate as it may determine and otherwise where and as convened by the President.

### **32 Procedure**

- 32.1 At any meeting of the Executive Council, five (5) Executive Council Members shall form a quorum. No business shall be transacted unless a quorum is present.
- 32.2 The Chair/President must chair each meeting of the Executive Council. If the Chair/President is absent, the Vice-President shall chair that meeting. If the Chair/President and Vice-President are both absent, the Executive Council shall elect another Elected Executive Council Member to chair that meeting.
- 32.3 When voting on a resolution at a duly convened meeting:
  - 32.3.1 all Elected Executive Council Members present have one (1) vote; and
  - 32.3.2 all resolutions of the Executive Council must be passed by a majority of the Elected Executive Council Members at the meeting.
- 32.4 Where there is an equality of votes, the Chair/President or person acting as Chair shall have a deliberative and casting vote, that is a second vote.
- 32.5 A special meeting of the Executive Council may be called at any time on the direction of either:
  - 32.5.1 the Chair/President; or
  - 32.5.2 any three (3) Executive Council Members.
- 32.6 Executive Council Members shall have at least five (5) days' notice prior to a special meeting called in accordance with Rule 32.5 unless a shorter period is otherwise agreed to by at least 75% of the Elected Executive Council Members.
- 32.7 The Executive Council may otherwise regulate its own practices subject to the Act and this Constitution.

### **33 Minutes of the Executive Council**

- 33.1 The Secretary must ensure that minutes are kept of all Executive Council meetings that record:

- 33.1.1 the names of the Executive Council Members present;
- 33.1.2 the resolutions discussed;
- 33.1.3 the proceedings of each meeting; and
- 33.1.4 that the meeting addressed the Executive Council meeting agenda.

#### **34 Irregularities of the Executive Council**

- 34.1 No act or proceeding of the Executive Council, or of any sub-committee of the Executive Council, or any person acting as an Executive Council Member shall be invalidated as a consequence of there being a vacancy in the Executive Council Membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be an Executive Council Member or that they were incapable of being or had ceased to be an Executive Council Member.

#### *Governance Generally*

#### **35 General issues**

- 35.1 Other than as prescribed by the Act or this Constitution, or any sub-committee may regulate its proceedings as it thinks fit.
- 35.2 Subject to the Act and this Constitution, the decisions of the Executive Council on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

#### **36 Sub-committees / Advisory Groups**

- 36.1 The Executive Council may, at its discretion, from time to time appoint a sub-committee, advisory group, or task force consisting of such persons (whether or not Members of the Association) and for such purposes as it thinks fit.
- 36.2 The structure, purpose, powers, duties, and policies of such group shall be determined by the Executive Council, and the Executive Council may issue guidance, binding or otherwise, related to the conduct and business of these groups.
- 36.3 The Executive Council shall determine whether sub-committee / advisory group / task force members are appointed or elected by the Executive Council, Members, or any other interest group.
- 36.4 Sub-committees, advisory groups, and task forces may not co-opt Executive Council Members.

#### **OFFICERS' DUTIES**

#### **37 Officers' Duties**

- 37.1 At all times each Officer of the Association:
  - 37.1.1 shall act in good faith and in what they believe to be the best interests of the Association;
  - 37.1.2 must exercise all powers for a proper purpose;
  - 37.1.3 must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution;

- 37.1.4 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, the nature of the Association, the nature of the decision, the position of the Executive Council Member and the nature of the responsibilities undertaken by them;
- 37.1.5 must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors; and
- 37.1.6 must not agree to the Association incurring an obligation unless they believe at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

## **CONFLICTS OF INTEREST**

### **38 Conflicts of interest**

- 38.1 An Officer who is interested in a Matter relating to the Association must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);
  - (a) to the Executive Council; and
  - (b) in an Interests Register kept by the Executive Council.
- 38.2 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.
- 38.3 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:
  - 38.3.1 must not vote or take part in the decision of the Executive Council and/or sub-committee relating to the Matter; and
  - 38.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; and
  - 38.3.3 may take part in any discussion of the Executive Council and/or sub-committee relating to the Matter and be present at the time of the decision of the Executive Council and/or sub-committee (unless the Executive Council and/or sub-committee decides otherwise).
- 38.4 If 50% or more of the Executive Council and/or sub-committee are prevented from voting on the matter under clause 38.3.1, the Executive Council must call a Special General Meeting of the Association to consider and determine the Matter.

## **REGISTERS AND RECORDS**

### **39 Contact Person**

- 39.1 The Executive Council shall appoint at least one (1) individual, usually the Secretary, and no more than three (3) individuals, as the Contact Person for the Purposes of the Act, who will be the person whom the Registrar can contact when needed.
- 39.2 The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.

#### **40 Register of Members**

- 40.1 The Association shall keep an up-to-date Register of Members, recording each Member's:
- 40.1.1 physical and mailing addresses;
  - 40.1.2 phone number (landline and/or mobile);
  - 40.1.3 email address;
  - 40.1.4 the date the Member became a Member; and
  - 40.1.5 any other information prescribed by regulations (if any).
- 40.2 Every Member shall promptly advise the Secretary of any change of their contact details.
- 40.3 The Association shall also keep a record of the former Members of the Association. For each Member who ceased to be a Member within the previous seven (7) years, the Association will record:
- 40.3.1 the former Member's name; and
  - 40.3.2 the date the former Member ceased to be a Member.

#### **41 Interests Register**

- 41.1 The Executive Council shall at all times maintain an up-to-date Interests Register of interests disclosed by Officers and by members of any sub-committee.

#### **42 Access to Information for Members**

- 42.1 A Member may at any time make a written request to the Association for specific information held by the Association.
- 42.2 The Association must, within a reasonable time after receiving a request:
- 42.2.1 provide the information; or
  - 42.2.2 agree to provide the information within a specified period if the Member makes a reasonable charge (previously specified) to meet the cost of providing the information; or
  - 42.2.3 refuse to provide the information in accordance with the Act, specifying the grounds for refusal.
- 42.3 If the Association 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 Association:
- 42.3.1 that the Member will pay the charge; or
  - 42.3.2 that the Member considers the charge to be unreasonable.

## **FINANCES**

### **43 Control and Management**

- 43.1 The funds and property of the Association shall be:
- 43.1.1 controlled, invested and disposed of by the Executive Council, subject to this Constitution; and
  - 43.1.2 devoted solely to the promotion of the Purposes of the Association.
- 43.2 All monies received by or on behalf of the Association are to be paid to the credit of the Association's account at one of the registered banks in New Zealand, notwithstanding that the Association may accept and hold funds through PayPal from time to time.
- 43.3 All payments made by the Association shall be authorised in accordance with delegated authorities that have been endorsed by the Executive Council.
- 43.4 If required by the Act or if otherwise the Executive Council determines it desirable, the Executive Council shall as soon as practicable after the end of the financial year of the Association cause the accounts of the Association to be audited by a chartered accountant appointed by the Executive Council for that purpose (**Auditor**).
- 43.5 The Association will keep accounting records in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last seven (7) completed accounting periods of the Association ("Accounting Period" is defined in the Act).

### **44 Balance Date**

- 44.1 The Association's financial year shall commence on 1 May of each year and end on 30 April (the latter date being the Association's balance date). The Association must file financial returns statements with the Registrar within six months of the Balance Date.
- 44.2 The financial year of the Association and all Branches may be amended from time to time as determined at an Annual General Meeting.

### **45 Execution of documents**

- 45.1 Documents requiring execution will be executed by the Chair/President and where the Chair/President considers necessary, or where required pursuant to a delegation of authority, such execution will be reported to the Executive Council.

## **DISPUTE RESOLUTION**

### **46 How a Complaint is Made**

- 46.1 A Member or an Officer may make a Complaint by giving to the Executive Council written notice that:
- 46.1.1 states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 48;
  - 46.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
  - 46.1.3 sets out any other information reasonably required by the Association.
- 46.2 The Association may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:

- 46.2.1 states that the Association is starting a procedure for resolving a Dispute in accordance with this Rule 48; and
- 46.2.2 sets out the allegation to which the Dispute relates.
- 46.3 The information given under Rule 46.1.3 and 46.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 47 Costs of Complaint**
- 47.1 Without limiting Rule 54.1.1, a complainant must meet their own costs of making a Complaint.
- 48 Person Who Makes Complaint Has Right to be Heard**
- 48.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 48.2 If the Association makes a Complaint:
  - 48.2.1 the Association has a right to be heard before the Complaint is resolved or any outcome is determined; and
  - 48.2.2 an Officer may exercise that right on behalf of the Association.
- 48.3 Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if:
  - 48.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - 48.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - 48.3.3 an oral hearing (if any) is held before the decision maker; and
  - 48.3.4 the Member's, Officer's, or Association's written statement or submissions (if any) are considered by the decision maker.
- 49 Person Who is Subject of Complaint Has Right to be Heard**
- 49.1 This Rule applies if a Complaint involves an allegation that a Member, an Officer or the Association (the **Respondent**):
  - 49.1.1 has engaged in misconduct;
  - 49.1.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - 49.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 49.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.
- 49.3 If the Respondent is the Association, an Officer may exercise the right on behalf of the Association.
- 49.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

- 49.4.1 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;
- 49.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- 49.4.3 an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- 49.4.4 an oral hearing (if any) is held before the decision-maker; and
- 49.4.5 the Respondent's written statement or submissions (if any) are considered by the decision-maker.

## **50 Investigating and Determining Dispute**

- 50.1 The Association must, 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.
- 50.2 The Association will deal with Disputes under this Constitution in a fair, efficient, and effective manner. This will be achieved by:
  - 50.2.1 Fair: The Association following the procedures in this Schedule and ensuring that overall Disputes are dealt with in a way that is fair to the parties to the Dispute. Where this Schedule specifies a particular procedure that is to be followed or may be followed (e.g. Rules 5.3 and 6.4 of this Schedule), that procedure will meet the requirement to act in a fair manner.
  - 50.2.2 Efficient: The Association dealing with Disputes as efficiently as possible in terms of time and costs, taking into account the other obligations under this Schedule.
  - 50.2.3 Effective: The Association dealing with Disputes, and ensuring that the Decision-Maker can reach decisions, in a way that best promotes the purposes of the Association and that also takes into account the other obligations under this Schedule.

## **51 Association May Refer Complaint**

- 51.1 Despite Rule 50.1 the Association may refer a Complaint to:
  - 51.1.1 a complaints sub-committee or an external person to investigate and report; or
  - 51.1.2 a complaints sub-committee, arbitral tribunal or an external person to investigate and make a decision.
- 51.2 The Association may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution.

## **52 Association May Decide Not to Proceed Further with Complaint**

- 52.1 Despite Rule 50.1, the Association may decide not to proceed further with a Complaint if:
  - 52.1.1 the Complaint is trivial;
  - 52.1.2 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 or an Officer, or the Association has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
- (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.

52.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;

52.1.4 the person who made the Complaint has an insignificant interest in the matter;

52.1.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or

52.1.6 there has been an undue delay in making the Complaint.

### **53 Decision-makers**

53.1 The Executive Council or any such complaints sub-committee or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a Complaint if two (2) or more Executive Council Members or any complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

53.1.1 impartial; or

53.1.2 able to consider the matter without a pre-determined view.

### **54 Resolving Disputes**

54.1 The decision-maker may:

54.1.1 order the complainant (if a Member) or the Member complained against, to meet any of the Association's reasonable costs in dealing with a Complaint; and

54.1.2 make such directions as the decision-maker thinks appropriate (with which the Association and Members shall comply), including upholding a Complaint; and

(a) reprimanding or admonishing the Member; and/or

(b) suspending the Member from Membership for a specified period; or

(c) terminating the Member's Membership.

## **FINANCIAL GAIN**

### **55 No Financial Gain**

55.1 The Association shall not be carried on for the financial gain of any of its Members, provided that:

55.1.1 a Member may receive fees in accordance with Rule 29.1; and

55.1.2 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Association while purposing the Association's Purposes;

55.1.3 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Association; and

55.1.4 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Association, including acts which a Member could have done personally.

55.2 The Association will otherwise comply with the provisions of section 24 of the Act.

## **AMALGAMATION**

### **56 Process**

56.1 The Association may be amalgamated in accordance with the provisions of the Act.

56.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution passed by at least two-thirds (66.6%) of the Members entitled to vote and voting on the question (whether present in person or represented by proxy). This Rule 56.2 modifies section 194(2)(a) of the Act.

## **WINDING UP**

### **57 Process**

57.1 The Association may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

57.2 The President shall give Notice to all Members of the proposed Motion to wind up the Association, or remove it from the Register of Incorporated Societies and such Notice shall include:

57.2.1 details of the General Meeting at which any such proposal is to be considered;

57.2.2 the reasons for the proposal; and

57.2.3 any recommendations from the Executive Council in respect to such notice of Motion.

57.3 Any resolution to wind up the Association or remove it from the Register of Incorporated Societies must be passed by at least two-thirds (66.6%) of the Members entitled to vote and voting on the question (whether present in person or represented by proxy).

### **58 Surplus assets**

58.1 If the Association is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Association's debts and liabilities, that property must be given or transferred to another Not-For-Profit Entity with similar purposes to the Association as determined at a General Meeting.

## **ALTERATIONS TO THE CONSTITUTION**

### **59 Amending this Constitution**

59.1 The Association may amend or replace this Constitution at a General Meeting by a resolution passed by at least three-quarters (75%) of the Members entitled to vote and voting on the question (whether present in person or represented by proxy).

59.2 This Constitution cannot be amended in a manner inimical to its charitable status under the Income Tax Act 2007, or any Act or Acts replacing those Acts, and no person is to be able to personally derive a pecuniary advantage from the Association other than in accordance with Rule 55.

59.3 Any proposed Motion to amend or replace this Constitution shall be:

- 59.3.1 given by the Executive Council; or
  - 59.3.2 in the case of an Annual General Meeting, put forward as Notice of Motion; or
  - 59.3.3 in the case of a Special General Meeting, put forward in accordance with Rule 14.1.2.
- 59.4 When an amendment to the Constitution 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.

## DEFINITIONS

### 60 Definitions

60.1 In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

**Act** means the Incorporated Societies Act 1908 while the Association continues to be registered under that Act, and the Incorporated Societies Act 2022 from the date the Association reregisters under that Act, or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**Annual General Meeting** or '**AGM**' means the annual meeting of the Association that must be called in accordance with this Constitution.

**Associate Member** means a Member who meets the criteria in Rule 5 (in Schedule 1) and is admitted as an Associate Member in accordance with this Constitution.

**Auditor's Report** means the report of the Auditor delivered at the Annual General Meeting.

**Balance Date** means the Association's balance date as set out in Rule 44.

**Chair/President** means the chairperson and President of the Executive Council as set out in Rule 25.

**Code of Ethics** means the Association's Code of Ethics by which Members are required to abide.

**Company Member** means a Member who meets the criteria in Rule 4 (in Schedule 1) and is admitted as a Company Member in accordance with this Constitution.

**Complaint** has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

**Constitution** means this document as amended or replaced from time to time.

**Co-Opted Executive Council Member** means a member of the Executive Council co-opted in accordance with Rule 21.

**Dispute** has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

**Executive Council** means the Association's governing body elected and appointed in

accordance with Rule 24.1, being a committee for the purposes of the Act.

**Executive Council Member** means a member of the Executive Council elected in accordance with Rule 24 or co-opted to the Executive Council in accordance with Rule 21.

**Elected Executive Council Member** means a member of the Executive Council elected in accordance with Rule 24.

**Eligible Member** means any Member who is a Qualified Technician, a Master Qualified Technician, an Associated Member, or a Life Member, and who has, among other things, voting rights.

**General Meeting** means either an Annual General Meeting or a Special General Meeting.

**Honorary Member** means a Member who meets the criteria in Rule 8 (in Schedule 1) and is admitted as an Honorary Member in accordance with this Constitution.

**Interested Officer** means an Officer who is interested in a Matter for any of the reasons set out in section 62 of the Act, being where that Member:

- (or the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of that Member) may obtain a financial benefit from the Matter;
- may have a financial interest in a person to whom the Matter relates; or
- is a partner, director, Officer, Executive Council Member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- is interested in the Matter for any other reason specified in this Constitution,

provided that an Officer will not be deemed to be interested in a Matter where:

- the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Club due to the Membership of those Officers; or
- if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member in carrying out their responsibilities under the Act or this constitution.

**Interests Register** means the register of interests of Officers, kept under this Constitution as required by s 73 of the Act.

**International Member** means a Member who meets the criteria in Rule 7 (in Schedule 1) and is admitted as an International Member in accordance with this Constitution.

**Life Member** means a Member who meets the criteria in Rule 6 (in Schedule 1) and is admitted as a Life Member in accordance with this Constitution.

**Master Qualified Technician** means a Member who meets the criteria in Rule 2 (in Schedule 1) and is admitted as a Master Qualified Technician in accordance with this Constitution.

**Matter** means the Association's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Association.

**Member** means an individual, company, or organisation admitted as a member of this Association in accordance with Rule 6, and **Membership** shall have a corresponding meaning.

**Membership Fees** means any subscription, levies, or other fees payable by Members in respect of their Membership of the Association.

**Motion** means a motion put forward for consideration at a General Meeting, being either a Member's Motion or an Executive Council Motion, as set out in Rule 13.

**Not-For-Profit Entity** has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.

**Notice** means any notice given by post, courier or email or any additional transmission method approved by the Executive Council and for clarity includes transmission of a link to a Notice.

**Officer** means an Executive Council Member and any natural person occupying a position in the Association that allows the person to exercise significant influence over the management or administration of the Association and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.

**Purposes** means the purposes of the Association as set out in Rule 2.

**Register of Members** means the register of Members kept under this Constitution.

**Registered Office** means the registered office of the Association described in the New Zealand register of incorporated societies, as updated from time to time.

**Registrar** means the Registrar of Incorporated Societies appointed in accordance with the Act.

**Registered Technical Member** means a Member who is either a Qualified or Master Qualified Technician.

**Scrutineer** means a person approved to oversee ballot processes to ensure the outcome declared is accurate.

**Secretary** means the secretary of the Association appointed in accordance with Rule 30.

**Special General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

**Trainee Technician** means a Member who meets the criteria in Rule 3 (in Schedule 1) and is admitted as a Trainee Technician in accordance with this Constitution.

**Qualified Technician** means a Member who meets the criteria in Rule 1 (in Schedule 1) and is admitted as a Qualified Technician in accordance with this Constitution.

**Vice-President** means the Vice-President of the Association appointed by the Executive Council in accordance with Rule 24.

## Schedule 1 – Membership Classes

### 1 Qualified Technician

1.1 A Qualified Technician is a person carrying out business as an independent contractor or employee to a company engaged in the control of urban pests admitted to Membership of the Association.

Criteria	Entitlements
<p>Qualified refers to a Technician meeting one of the following criteria:</p> <ul style="list-style-type: none"> <li>• New Zealand Certificate in Pest Operations (Level 3) (Urban Pest Control).</li> <li>• National Certificate in Urban Pest Management (Level 2).</li> <li>• The following three core units from the Australian Pest Management Qualification “CPP30911 Certificate III in Pest Management”: <ul style="list-style-type: none"> <li>• CPPPMT3005 Manage pests without applying pesticides; and</li> <li>• CPPPMT3006 Manage pests by applying pesticides;</li> <li>• CPPPMT3018 Maintain equipment and pesticide storage area in pest management vehicles; and</li> </ul> </li> <li>• Any other qualifications as deemed acceptable by the Executive Council.</li> </ul>	<p>Membership in this class entitles the Technician to:</p> <ul style="list-style-type: none"> <li>• A single vote at Association meetings, either in person or by proxy vote.</li> <li>• Use the name and logo of the Association in all forms of advertising and marketing materials whilst members of the Association.</li> <li>• Stand for the Executive Council but are not entitled to stand for President or Vice President. There shall be no more than one Qualified Technician on the Executive Council at any one time.</li> <li>• Attend training seminars.</li> <li>• Apply for upgrade of Membership to Master Qualified status in accordance with Clause 11.2 below.</li> </ul>

1.2 Qualified Technician Membership requires the Member to:

- (a) abide by the Purpose and Code of Ethics always;
- (b) provide evidence of a Health and Safety policy (this may be a company policy); and
- (c) provide evidence of a current Public Liability insurance (this may be a company policy).

## 2 Master Qualified Technician

2.1 A Master Qualified Technician is a person carrying out business as an independent contractor or employee to a company engaged in the control of urban pests admitted to Membership of the Association.

Criteria	Entitlements
<p>Master Qualified refers to a Technician who:</p> <ul style="list-style-type: none"><li>• Has been admitted as a Qualified Technician in accordance with Clause 11.1</li><li>• Has completed a minimum of 12 months of pest control since being admitted as a Qualified Technician</li><li>• Maintains their Master Qualified status by undertaking Continuing Professional Development as determined from time to time by PMANZ Council, and:</li><li>• If qualified by way of Australian Pest Management units, has also completed training covering those items that PMANZ determines is necessary, regarding NZ legislation.</li></ul>	<p>Membership in this class entitles the Master Qualified Technician to:</p> <ul style="list-style-type: none"><li>• A single vote at Association meetings, either in person or by proxy vote.</li><li>• Use the name and logo of the Association in all forms of advertising and marketing materials whilst members of the association</li><li>• Stand for the Executive Council.</li><li>• Attend training seminars.</li></ul>

2.2 Master Qualified Technician Membership requires the member to:

- (a) abide by the Purpose and Code of Ethics always;
- (b) provide evidence of a Health and Safety policy (this may be a company policy);
- (c) provide evidence of a current public liability insurance policy (this may be a company policy); and
- (d) Franchise Operators: Where a Qualified or Master Qualified Technician grants a franchise or other similar license to another party, they shall be responsible for ensuring that that party does not claim to be Member of the Association, unless that party is a Qualified or Master Qualified Technician in their own right.

### 3 Trainee Technician

- 3.1 A Trainee Technician is a person undertaking the New Zealand Certificate in Pest Operations (Level 3 Urban Pest Control) on the New Zealand qualifications framework admitted to Membership of the Association.
- 3.2 It is a condition of Membership that the qualification/course must be successfully completed within twelve months of commencement.

Criteria	Entitlements
<p>Trainee Technician refers to a person who:</p> <ul style="list-style-type: none"><li>• Is undertaking the New Zealand Certificate in Pest Operations (Level 3) Urban Pest Control and will complete the course within two years of commencement.</li></ul> <p>Once training is completed, and the requirements to become a Qualified Technician are satisfied, proof of training completion shall be supplied to the Association Secretary, who will upgrade the Membership type as per their internal processes.</p>	<p>Membership in this class entitles the Trainee Technician to:</p> <ul style="list-style-type: none"><li>• Attend training seminars.</li></ul> <p>Membership in this class does not entitle the Trainee Technician to:</p> <ul style="list-style-type: none"><li>• Vote at Association meetings,</li><li>• Stand for Executive Council.</li></ul> <p>A Trainee Technician is not entitled to vote.</p>

### 4 Company Member

- 4.1 A Company member is any limited liability company carrying out business who is engaged in the control of urban pests admitted to Membership of the Association..
- 4.2 Company Membership requires the member to:
- (a) provide evidence that the Company employs at least one Master Qualified Technician;
  - (b) abide by the Purpose and Code of Ethics always;
  - (c) provide evidence of a Health and Safety policy; and
  - (d) provide evidence of a current public liability insurance policy.

4.3 Membership in this class entitles the company to use the name and logo of the Association in all forms of advertising and marketing materials.

4.4 A Company Member is not entitled to vote.

### 5 Associate Member

- 5.1 An Associate Member is a person or company supplying materials used in the business of controlling urban pests and admitted by the Executive Council to Membership as an Associate member. Such other businesses whose work is complimentary to the aims of the Association e.g. Government, Local Government Officers, Training Providers and people of a similar status and admitted by the Executive Council as an Associate member

5.2 Membership in this class entitles the company to:

- (e) a single vote at Association meetings, either in person or by proxy vote; and
- (f) Associate Members are entitled to use the name and logo of the Association in all forms of advertising and marketing materials whilst paid-up members of the association.

5.3 Associate Membership - General:

- (g) Associate members are not entitled to stand for President or Vice President but can stand for the Executive Council.
- (h) There shall be no more than one Associate member on the Executive Council at any one time.
- (i) Fees shall be decided by the Executive Council.

## **6 Life Member**

6.1 Any member who has been a member of the Association for not less than 10 years and on the recommendation of a member may be appointed, subject to a unanimous decision by the Executive Council, to the position of Life member.

6.2 Such Membership shall entitle them to vote.

6.3 There are no fees nor Continuing Professional Development requirements for Life Members.

6.4 The rights and obligations of a Life member shall be the same as those of a Master Qualified Technician member, except that a Life member shall be exempt from annual subscription/registration fees and any other charges as may be levied from time to time.

6.5 There shall be no more than ten (10) Life members at any one time.

## **7 International Member**

7.1 An International Member is a person or company engaged in the practice of Pest Management outside New Zealand and who are full members, in good standing, of Societies equivalent to the Association, may at the discretion of the Executive Council be admitted to Membership as International members.

7.2 Such Membership shall not entitle them to a vote or the other privileges of full Membership.

7.3 Fees shall be in the discretion of the Executive Council.

## **8 Honorary Member**

8.1 The Executive Council may award Honorary Membership to any member or person who in its unanimous opinion has made such an outstanding contribution to the Association or Pest Management Industry, as to merit such recognition:

- (a) There shall be no more than three (3) Honorary members at any one time.
- (b) Such Membership shall not entitle them to vote or hold any other privileges of registered Membership.
- (c) An Honorary member cannot sit on Executive Council.