



**New Zealand Association of
Medical Herbalists
(1983) Inc**

Constitution

Ratified 21st June 2022

Signed on the 23rd of September 2022 by:

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***Ko ngā Tamariki o Tane
(for the children of Tane)***

Wikitoria Makiha, Motukiore

Constitution of New Zealand Association of Medical Herbalists (1983) Incorporated

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CONSTITUTION OF NEW ZEALAND ASSOCIATION OF MEDICAL HERBALISTS (1983) INCORPORATED

NOTE: Words or phrases in *italics* are defined in Rule 1.9

1. THE ASSOCIATION

The Association

1. The name of the *Association* is The New Zealand Association of Medical Herbalists (1983) Incorporated (“the *Association*”).
2. The *Association* was incorporated on 31 October 1983 under the Incorporated Societies Act 1908.

Association Purposes and Powers

3. The purposes of the *Association* are to:
 - (a) Maintain a Register of *Medical Herbalists* in New Zealand,
 - (b) Ensure that every person registered with the *Association* as a *Professional Member* complies with the following requirements:
 - (i) Practise according to the *Ethical Standards* of the *Association*,
 - (ii) Have an understanding of the philosophy and practice of *Herbal Medicine*,
 - (iii) Have a thorough understanding and knowledge of Herbal Materia Medica and plant pharmacology,
 - (iv) Have been adequately trained in the essential medical sciences (NZQA Level 5, or equivalent), and
 - (v) Have had suitable clinical training and experience in *Herbal Medicine* (NZQA Level 7 or equivalent), or are current professional members that have met previous or historic criteria for professional membership prior to 2021, and
 - (c) Monitor the standard and quality of the teaching of *Herbal Medicine* to *Medical Herbalists*,
 - (d) Promote *Herbal Medicine* to the public and other health professionals,
 - (e) Represent members of the *Association* (and the cause of *Herbal Medicine*) in respect of any legislation concerning *Herbal Medicine*, and make submissions to the appropriate authorities on their behalf,
 - (f) Encourage and provide ongoing professional education for members of the *Association*, and
 - (g) Publish and circulate a newsletter and any other material of interest to *Members*.
4. That this Constitution be interpreted in light of the principles of the following Value Intention Statement of the *Association*, as developed in consultation with the membership:

‘Members of the NZAMH value all cultures of Aotearoa and honour our respective traditions. We promote the wellbeing of people in our communities.

We hold the intention of care, love, and respect in our relationships with people and our environment, the land, waterways and sea from which our plants come.

We hold a safe space to welcome all who come to us, supporting their self-expression and healing choices.

We aim to uphold the education standards, ethics and competency of our members practicing herbal medicine in Aotearoa, in the context of modern healthcare.'

5. The *Association* must not operate for the purpose of, or with the effect of:
 - (a) Any *Member* of the *Association* deriving any personal financial gain from membership of the *Association*, other than as may be permitted by law, or
 - (b) Returning all or part of the surplus generated by the *Association's* operations to *Members*, in money or in kind, or
 - (c) Conferring any kind of ownership in the *Association's* assets on *Members*.
6. Notwithstanding section 1.5 the *Association* would not operate for the financial gain of *Members* in breach of the Statute simply if the *Association*:
 - (a) Engages in trade,
 - (b) Pays a not-for-profit *Member* (namely, a member that is a body corporate that is not, carried on for the private pecuniary profit of any individual) for matters that are incidental to the purposes of the *Association*,
 - (c) Reimburses a *Member* for reasonable expenses legitimately incurred on behalf of the *Association* or while pursuing the *Association's* purposes,
 - (d) Provides benefits to members of the public or of a class of the public and those persons include *Members* or their families,
 - (e) Pays a *Member* a salary or wages or other payments for services to the *Association* such that any income paid must be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value), or
 - (f) Provides a *Member* with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the *Association*.
7. Despite Rules 1.3-1.6:
 - (a) The *Association* shall not be required to advance all of its primary purposes all of the time, and
 - (b) Otherwise this Constitution shall be read and interpreted subject to the provisions of Rules 1.3 and 1.4.
8. Subject to Rules 1.3-1.6, the *Association* shall have power:
 - (a) To represent and promote the interests of *Members* of the *Association*,
 - (b) To make bylaws and policies under Rule 5.12 to advance or achieve any of the above purposes,
 - (c) To establish a code of ethics applicable to *Members* under Rule 5.12, and
 - (d)** To do any act or thing related or contributing to advancing or attaining any of the above purposes.

Interpretation of this Constitution

9. In this Constitution, unless the context otherwise requires, the following words and phrases have the following meanings:
 - (a) "*Associate Member*" means a member admitted to membership under Rule 2.2(c).

- (b) “*Associated Person*” means a person who is a spouse, partner, parent, child, close personal friend, business associate (partner, director, officer, board member, or trustee of a person), employer or employee of a *Member*,
- (c) “*Association*” is the society referred to in Rule 1.1,
- (d) “*Clear days*” means complete days excluding the first and last named days (for instance, excluding the date a notice of meeting is posted or transmitted and the date of the meeting),
- (e) “*Committee*” means the *Association’s* governing body referred to in Rule 4.1,
- (f) “*Committee member*” includes the *Association’s* President, Vice President, Secretary, Treasurer, Membership Secretary and other *Committee members* elected under Rule 4.3, appointed under Rule 4.5, or co-opted under Rule 5.5,
- (g) “*Complaint*” means an allegation that the conduct or discipline of any *Member(s)* has/ have fallen short of expected standards of conduct for *Association Members*, and the *complaint* may allege:
 - (i) A breach or failure to observe a specific *Association* Rule, by-law or policy, and/ or
 - (ii) Other misconduct likely to cause distress, embarrassment or concern to other *Members* or members of the public or tend to damage the reputation of the *Association*.

Note that the *Association* is not concerned with *Members’* conduct outside of or away from *Association* activities, unless there is some identifiable connection with the *Association*, or the reputation of the *Association* may be affected, or both.
- (h) “*Entitled Member*” means either a *Professional Member* or a *Fellow Member*, entitled to exercise membership rights under Rule 2.7(b),
- (i) “*Ethical Standards of the Association*” means the ethical standards set out in bylaws or policies made under Rule 5.12,
- (j) “*Fellow Member*” is a *Member* recognised as such pursuant to Rule 2.2(d),
- (k) “*Grievance*” means a formal concern raised by a *Member* relating to the *Member’s* rights and interests as a member which the *Member* considers is affecting the *Member* in a significant (not trivial or incidental) way, and the effect on the *Member* or other affected *Members* may not necessarily include financial losses or costs to the *Members*. A *Member* raising a grievance should be able to point to a significant negative effect on that *Member*, or on other *Members* in similar circumstances, or on all *Members*,
- (l) “*Herbal Medicine*” means a medicine made from a whole plant or part of a plant used in the treatment or prevention of an illness or disease or medical condition,
- (m) “*Medical Herbalist*” means a person with appropriate training and/or qualification advising on the use of *Herbal Medicine* or *Western Herbal Medicine* for the treatment or prevention of an illness, disease, or medical condition,
- (n) “*Member*” is a *Professional Member*, *Student Member*, *Associate Member* or *Fellow Member*,
- (o) “*Membership Register*” is the register of *Members* kept under Rule 2.5(a),
- (p) “*Patron*” is a person elected to that position under Rule 3.2(f) because that person supports the *Association’s* purposes in some significant way,
- (q) *Professional Member* means a member accepted as a *Professional Member* pursuant to Rule 2.3(b),
- (r) *Provisional Professional Member* means a member accepted as a *Provisional Professional Member* pursuant to the proviso to Rule 2.3(c),

- (s) “*Register of Disclosures*” is the Register referred to in Rule 5.8(b),
 - (t) “*Remote ballot*” is a ballot held in accordance with the procedures set out in Rule 3.19,
 - (u) “*Statute*” means the Incorporated Societies Act 1908 or any statute passed in substitution of the same, including amendments to it from time to time,
 - (v) “*Student Member*” means a member admitted to membership under Rule 2.2(b),
 - (w) “*Western Herbal Medicine*” is a system of medicine based on traditional practices and modern research that utilises plants from all over the world as medicine and as food, and healing is based on the fundamental principle of ‘*Vis medicatrix naturae*’, that is the body’s inherent ability to establish, maintain and restore health,
 - (x) “*Written notice*” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
10. Subject to Rules 1.3-1.6, in addition to its statutory powers, the *Association*:
- (a) May use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate,
 - (b) May invest in any investment in which a trustee might invest, and
 - (c) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least seven *clear days’ written notice* was given to all *Entitled Members* in accordance with Rules 3.2 and 3.3.
11. No *Member* or any *Associated Person* shall participate in or materially influence any decision made by the *Association* relating to the payment to or on behalf of that *Member* or *Associated Person* of any income, benefit or advantage whatsoever.
12. Despite any other provision in this Constitution, *Committee members*, and its sub-committee members:
- (a) May be offered such honoraria as may be approved by resolution of a General Meeting, and
 - (b) Shall be entitled to be reimbursed by the *Association* for any reasonable actual expenses incurred by them on behalf of the *Association* as approved by resolution of the *Committee*.
13. The *Association* may, subject to the provisions of the Statute, indemnify *Members* and employees who act in good faith in seeking to advance the *Association’s* activities, and to take insurance for the purposes of that indemnity, but no such indemnity or insurance shall be provided where a *Member* or employee is criminally liable for the actions or inaction in respect of which indemnity or insurance is sought.
14. In this Constitution, unless the context otherwise requires:
- (a) Any word or phrase identifying a person extends to and includes the executors, administrators, successors and assignees of that person,
 - (b) The singular number includes the plural and *vice versa* and words indicating one gender include the other genders,
 - (c) Reference to any Act extends to and includes any statutory or other modification or re-enactment thereof and any other like provision for the time being in force in New Zealand, and

- (d) The headings of the Rules in this Constitution will not affect the interpretation given to it.

2. MEMBERSHIP

Membership

1. The *Association* shall maintain the minimum number of members required by the *Statute*.
2. The classes of membership, the method by which *Members* are admitted to different classes of membership, and their specific obligations (in addition to those under Rule 2.7) are as follows:
 - (a) **Professional Member** A *Professional Member* is a person admitted to membership under Rule 2.3 and who has not ceased to be a *Member* under any other Rule, but does not include an *Associate* or *Student Member*. A *Professional Member* must:
 - (i) Before admission, have completed a curriculum of training and have passed examinations and have met educational standards and requirements established by the *Association's Committee* under Rule 5.12, and
 - (ii) On seeking to renew membership by payment of the annual subscription and any other fees under Rule 2.11:
 - Furnish proof of having completed professional education relating to the clinical practice and professional development of herbal medicine, at NZQA Level 7 (or equivalent) as specified by the *Association's* current Continuing Professional Education standards, and
 - Provide evidence of having a current first aid certificate (in the case of disability, providing evidence of current training to instruct others in first aid) from an NZQA provider, or
 - (iii) Those wishing to cease professional practice for a period of up to three years may apply for non-practicing Professional status during which time the practitioner will have their name removed from the NZAMH practitioner website and must not treat or advise the public with *Herbal Medicine*. Non-practicing *Professional Members* are not required to undertake continuing professional education or first aid but these must be updated in the year prior to commencing *Professional Membership*. Subject to the above a non-practicing *Professional Member* retains all the rights and obligations of a *Professional Member*.
 - (b) **Student Member** A *Student Member* is a person who is in the process of undertaking any course in *Herbal Medicine* or a person enrolled in any full-time study who has an interest in herbal medicine, and shall be bound by the code of ethics of the *Association* made pursuant to Rule 5.12.
 - (c) **Associate Member** An *Associate Member* is an individual or organisation who has an interest in herbal medicine or is associated with the profession of herbal medicine and admitted to membership under Rule 2.3 and who or which has not ceased to be a *Member* under any other Rule. An *Associate Member* has no voting rights.
 - (d) **Fellow Member** A *Fellow Member* is a person honoured for highly valued services to the *Association* or Profession and who is elected as a *Fellow Member* by resolution of a General Meeting passed by a two-thirds majority of those *Entitled Members* present

and voting. A *Fellow Member* has voting rights and if practicing shall be subject to all the duties of a *Professional Member* except those of paying subscriptions and levies.

3. Admission of Members:

- (a) Every *Member* must expressly consent to becoming a *Member* (the consent of a body corporate or partnership to become an *Associate Member* may be given on its behalf by two (2) directors or partners, or if it is a company with only one (1) director, by that director).
- (b) An applicant for membership as a *Professional Member* shall:
 - (i) Complete any application form provided by the *Committee*,
 - (ii) Pay a non-refundable application fee set by the *Committee* and the then current applicable annual subscription,
 - (iii) Supply copies (certified as being true copies by a Justice of the Peace, Notary Public, or Barrister or Solicitor of the High Court of New Zealand) of relevant degrees or diplomas in *Herbal Medicine* and any other relevant qualifications,
 - (iv) Demonstrate that he or she has met the *Association's* entry requirement standards, and
 - (v) Supply such other information as may be required by the *Committee*.
- (c) An applicant for membership as a *Professional Member* who does not fully meet all requirements may be accepted as a *Provisional Professional Member* at the discretion of the *Committee* and shall then be deemed a *Provisional Professional Member* for up to 12 months while undertaking to fulfil all those requirements.
- (d) An applicant for membership as a *Student* or *Associate Member* shall:
 - (i) Complete any application form provided by the *Committee*,
 - (ii) Pay a non-refundable application fee set by the *Committee* and the then current applicable annual subscription,
 - (iii) Supply copies certified as being true copies by a Justice of the Peace, Notary Public, or Barrister or Solicitor of the High Court of New Zealand of any relevant qualifications, and
 - (iv) Supply such other information as may be required by the *Committee*.
- (e) Membership applications shall be considered by the *Committee* which may interview an applicant or representative/s of a body corporate or partnership applicant.
- (f) The *Committee* shall have an absolute and unappealable discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision but shall not be required to provide reasons for that decision. A successful applicant shall immediately pay the annual subscription or such proportion of it as may be specified by the *Committee*.

4. Re-admission of former Members:

- (a) 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*.
- (b) However, if a former *Member's* membership was terminated pursuant to the processes under Rule 2.17 the applicant may be re-admitted only by a General Meeting on the recommendation of the *Committee*.

Membership Register

- 5. The Membership Secretary or Secretary shall:

- (a) Keep an up-to-date *Membership Register of Members* recording their names, postal and email addresses, phone numbers, occupations, the dates each *Member* became a *Member*, and whether or not the *Member* is financial under Rule 2.13,
 - (b) On reasonable notice and at reasonable times:
 - (i) Make available for inspection by *Entitled Members* copies of this Constitution and of any *Association* bylaws or policies, and copies shall be provided (at a reasonable cost) to any *Entitled Member* on request,
 - (ii) Permit *Committee Members* and *Entitled Members* to inspect the *Membership Register*,
 - (iii) Permit *Committee Members* and *Entitled Members* to inspect the *Register of Disclosures*, and
 - (iv) Provide *Entitled Members* with access to the financial statements presented to the last Annual General Meeting and the minutes of any previous General Meetings.
6. Every *Member* shall advise the Secretary of any change of name, postal and email address, phone number, or occupation.
7. **Membership obligations and rights:**
- (a) All *Members* shall promote the interests and purposes of the *Association* and shall do nothing to bring the *Association* into disrepute.
 - (b) An *Entitled Member* is entitled to exercise the rights of membership including attending and voting at General Meetings.
 - (c) Any *Member* that is a body corporate or partnership admitted to membership under Rule 2.3 shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative (and Rule 2.6 shall apply to those details).
 - (d) Membership does not confer on any *Member* any right, title, or interest (legal or equitable) to or in the property of the *Association*.
8. Subject to the provisions of the *Statute* a *Member* is entitled to access information the *Association* holds about that *Member* only.
9. The *Association* shall be entitled to collect and record information about *Members* for the *Association's* purposes, including information in the *Membership Register* and in the agendas and minutes of *Committee* meetings and General Meetings.
10. The *Committee* may decide whether and how *Members* may access or use premises, facilities, equipment or other property owned, occupied or otherwise used by the *Association*, including any conditions of and fees for such access or use.

Subscriptions and levies

11. The annual subscription and any other fees for different classes of membership for the then current financial year shall be set by resolution of an Annual General Meeting (which can also decide that payment may be made by periodic instalments), provided that a *Professional Member* may apply for a suspension of membership for a period of up to three years in which event the non-practicing *Professional Member* will:
- (a) Not receive a practicing certificate during the period of suspension, and
 - (b) Remain liable to pay a subscription at the rate set for an *Associate Member* and will continue to receive the *Association's* journal.

12. A General Meeting may by resolution impose a levy or levies on *Members* in different classes of membership (except *Fellow Members*) in any financial year up to a maximum totalling 50% of the annual subscription for that year for each class of *Member*.
13. Any *Member* failing to pay the annual subscription (including any periodic payment) within such time as may be specified for payment 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 *Association* activity or to access or use the *Association's* premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within six months of the due date for payment of the subscription the *Committee* may terminate the *Member's* membership.

Member Resignations

14. Any *Member* may resign by giving written notice to the Secretary and each such resignation shall take effect on the date of receipt by the Secretary.
15. The *Committee* may declare that a *Member* is no longer a *Member* (from the date of that declaration or such date as may be specified) if that *Member* ceases to be qualified to be a *Member* or is convicted of any offence for which a convicted person may be imprisoned, is declared bankrupt, makes a composition with creditors, enters the no asset procedure under the Insolvency Act 2006, or (if a body corporate) is wound up or placed in receivership or liquidation.
16. A *Member* who resigns or whose membership is terminated under this Constitution:
 - (a) Remains liable to pay all subscriptions, levies and other fees to the end of the *Association's* next balance date under Rule 4.16, and any reasonable costs ordered to be paid in respect of any *grievance* or *complaint*,
 - (b) Shall cease to hold themselves out as a *Member* of the *Association*, and
 - (c) Shall return to the *Association* all material provided to *Members* by the *Association* (including any membership certificate, badges, handbooks and manuals),
 - (d) Shall cease to be entitled to any of the rights of a *Member*, and
 - (e) May later re-apply for membership in accordance with Rule 2.4.

Grievances, Disputes, Complaints and Discipline

- 2.17** All disputes (including *Member* grievances, and complaints and disciplinary action against *Members*) shall be dealt with in accordance with the *Statute* and the procedures set out in the Schedule to this Constitution.

3. GENERAL MEETINGS

Calling and Notice of General Meetings

1. A General Meeting of the Association is either an Annual General Meeting or a Special General Meeting.
2. The Secretary shall in accordance with Rule 3.3 give written notice:
 - (a) At least 28 clear days before any General Meeting notifying all *Members* of the venue, date, time and business to be conducted at the General Meeting, and
 - (b) At least 7 clear days before any Annual General Meeting, the Secretary shall send all *Entitled Members* copies of the Annual Report, financial statements of the most recent financial year, a proxy form, a list of and information about nominees for the

Committee under Rule 4.2, and notice of any motions and the *Committee's* recommendations in respect of any notices of motion under Rule 3.13.

3. Notices and information to *Members* may be given by post, email or fax and notification on the *Association's* website, and:
 - (a) If sent by email shall be deemed to have been received the day it was sent, and
 - (b) If sent by post, shall be deemed to have been received the third working day after being sent, and
 - (c) The failure for any reason of any *Member* to receive such notice or information shall not invalidate the meeting or its proceedings.

Procedure at General Meetings

4. General Meetings may be held at two or more venues using any audio, audio and visual, or electronic communication technology that gives each *Entitled Member* attending in person or by proxy a reasonable opportunity to participate.
5. General Meetings may be attended by all *Members* in person or by proxy but only *Entitled Members* shall be entitled to speak and vote in person or 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 Secretary before the commencement of the General Meeting.
6. If within half an hour after the time appointed for a General Meeting to commence the quorum required under Rule 3.7 is not present the meeting shall stand adjourned for 14 days to a specified time and venue, and if at such adjourned meeting the required quorum is not present those present in person or by proxy (as provided for in Rule 3.5) shall be deemed to be a sufficient quorum.
7. The quorum for a General Meeting is 20% of *Entitled Members* when the meeting is called to order and present throughout the meeting. Any decisions made when a quorum is not present are invalid.
8. Every General Meeting shall be chaired by:
 - (a) The President, or
 - (b) In the President's absence, by the Vice President, or
 - (c) In the absence of both of them by some other *Committee member* elected for the purpose by the meeting, or
 - (d) By some independent person appointed by resolution of the *Committee*
9. The chairperson shall have the following powers and discretions:
 - (a) To decide the order of business,
 - (b) If an *Entitled member*, to exercise a deliberative and a casting vote,
 - (c) To direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - (d) In the absence of a quorum or the case of emergency, to adjourn the Meeting or declare it closed.
10. The *Association* by resolution of a General Meeting may adopt a guide or rules of meeting procedure for General Meetings and *Committee* meetings, and in the absence of such a

resolution all General Meetings and *Committee* meetings shall be conducted in accordance with standard New Zealand meeting procedure.

Annual General Meetings

11. The Annual General Meeting shall be held no later than 6 months after the balance date under Rule 4.17 and not later than 15 months after the previous Annual General Meeting.
12. The agenda and business of the Annual General Meeting shall include:
 - (a) Minutes of the previous General Meeting(s),
 - (b) Annual Report of the *Committee* on the affairs of the *Association*,
 - (c) Financial statements of the *Association* for the most recent financial year,
 - (d) Appointment of a member of the New Zealand Association of Accountants who is not a Member to conduct a financial review or audit of the annual accounts of the *Association* if the Annual General Meeting wishes to make such appointment or if the *Association* is required by statute to have a review or audit (see also Rule 4.18),
 - (e) A summary of the nature and extent of any disclosures or the types of disclosures made by *Committee members* of interest in matters being considered by or affecting the *Association*, recorded since the previous Annual General Meeting (see Rule 5.8),
 - (f) Election of the *Committee* in accordance with Rule 4.3,
 - (g) Motions of which notice has been given under Rule 3.13,
 - (h) Approval of a budget for the next financial year,
 - (i) Setting the annual subscription and any other fees for different classes of membership for the then current financial year, and
 - (j) General business.
13. Any *Entitled Member* wishing to give notice of any motion for consideration at the Annual General Meeting shall forward *written notice* of the same to the Secretary at least 21 *clear days* before the date of the Meeting. The *Committee* may consider all such notices of motion and may notify *Entitled Members* of its views and recommendations in respect of such notices of motion at any time before the Annual General Meeting in accordance with Rules 3.2 and 3.3 or at the Annual General Meeting.

Special General Meetings

14. Special General Meetings shall be called and arranged to be held (in accordance with Rules 3.2 and 3.3) by:
 - (a) The *Committee*, or
 - (b) Within 56 *clear days* of written requisition to the Secretary signed by not less than 20% of the *Entitled Members* and such requisition must specify the business to be considered by the Special General Meeting.
15. A Special General Meeting shall consider and deal only with the business as specified in the *Committee's* resolution, or as specified in the written requisition calling the Meeting plus any additional business specified by the *Committee*.
16. If the *Committee* fails to give notice to *Entitled Members* and *Fellow members* of a Special General Meeting within 28 *clear days* of receipt of a written requisition under Rule 3.14(b), those requisitioning the Special General Meeting may convene it in accordance with the procedures set out in Rules 3.2-3.3.

Voting at General Meetings and by Remote Ballot

17. An *Entitled Member* is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of two or more *Entitled Members* present, by secret ballot.
18. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy (as provided for in Rule 3.5) and voting at a General Meeting, or voting by *remote ballot*.
19. In respect of *remote ballots* held under this Constitution:
 - (a) Only *Entitled Members* may vote in any *remote ballot* notified to them in accordance with the procedures under Rule 3.3,
 - (b) The resolution to hold a *remote ballot* shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than 7 *clear days* after the date ballot papers are notified to *Entitled Members*.
 - (c) In respect of any motion to amend this Constitution by *remote ballot*, the motion shall be accompanied by reasons and recommendations from the *Committee*, and such motion must be passed by a two-thirds majority of those voting,
 - (d) Voting in a *remote ballot* may be by ballots (identifying and signed by the *Entitled Member* voting) returned to the Secretary by email, mail, delivery, or fax, or through website voting,
 - (e) The Secretary shall declare the result of the *remote ballot*,
 - (f) The result of any *remote ballot* shall be as effective and binding on *Members* as a resolution passed at a General Meeting, and
 - (g) The failure for any reason of any *Entitled Member* to receive any notice relating to a *remote ballot* or of the *Secretary* to receive any completed ballot paper shall not invalidate the result of the *remote ballot*.
20. A resolution passed by the required majority at any General Meeting or by *remote ballot* binds all *Members*, irrespective of whether or not they were present or represented at any General Meeting when the resolution was adopted and whether or not they voted.

4.0 COMMITTEE AND OFFICERS

Election of Committee

1. A *Committee* consisting of the following persons:
 - (a) A President,
 - (b) Vice President,
 - (c) Secretary,
 - (d) Treasurer,
 - (e) Membership Secretary,
 - (f) *Student Member* representative (elected by the *Student Members*), and
 - (g) Not fewer than 3 nor more than 6 general *Committee members*,shall be elected annually, and they shall be the *Association's Committee* and hold office under Rule 5.1.
2. Nominees for election to the *Committee*:

- (a) Must be *Entitled Members* who are not prevented from serving on the *Committee* under Rule 5.9, and
- (b) In the case of the Secretary must be at least 18 years of age and must at all times be resident in New Zealand, and
- (c) *Members* who are not *Entitled Members* may be nominated when there is no *Entitled Member* available for the position and a *Student or Associate member* who has skills in a particular area is available, and
- (d) a candidate's written nomination accompanied by the written consent of the nominee shall be received by the Secretary at least 21 *clear days* before the date of the Annual General Meeting.

3. The election of *Committee members* shall be conducted as follows:

- (a) At least seven *clear days* before the date of the Annual General Meeting the Secretary shall, in accordance with the procedures under Rules 3.3, notify all *Entitled Members* by posting or emailing to them a voting paper listing all nominees and such information as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.
- (b) Where there is only one valid nomination for any named position on the committee then that member shall be deemed elected at the Annual General Meeting. Where there are no more than 6 valid nominations for general *committee members* then these members shall be deemed elected at the Annual General Meeting. If there are no nominations for a named *committee* position or less than 6 nominations for general *committee members*, then additional nominations may be taken from the floor at the AGM for those unfilled named positions or general *committee members*.
- (c) An election is only required if there are two or more valid nominations for a named *committee* position (President, Vice President, Secretary, Treasurer, Membership Secretary) or more than 6 valid nominations for general *committee members*. Votes shall be cast in such manner as the chairperson of the Annual General Meeting shall determine having regard to Rules 3.17-3.19. Remote ballots may always be available for *committee* elections.
- (d) Only *Entitled Members* may vote in elections (other than for the *Student Member Committee member*).
- (e) The *Student Member* representative shall be elected by the *Student Members*.
- (f) Two *Entitled Members* (who are not nominees) or two independent non-members appointed by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (g) All notices under Rule 4.3(a) shall be given in accordance with the procedures under Rule 3.3, and the failure for any reason of any *Entitled Member* to receive such notice shall not invalidate the election.
- (h) In the event of any vote being tied the tie shall be resolved by the incoming *Committee*.

4. Term of Office

- (a) The term of office for Executive Committee Members shall be two (2) years, and general committee members shall be (1) year, commencing at the conclusion of the Annual General Meeting at which their appointment is made or effective, and expiring at the conclusion of the second Annual General Meeting after their appointment.
 - (b) No President shall serve for more than 2 consecutive 2 year terms as president.
5. If a vacancy in the position of any *Committee member* occurs between Annual General Meetings (whether under Rule 5.9 or by death, resignation in writing delivered to the Secretary, removal or retirement) that vacancy may, subject to Rule 4.1(g), be filled by resolution of the *Committee*.
 6. The Editor of the *Association's* newsletter shall be an ex officio *Committee member* if the Editor so chooses.

President and Vice President

7. The President shall in addition to all other duties described in this Constitution generally oversee and direct the affairs and business of the *Association* and act as spokesperson for the *Association*.
8. The Vice President shall assist the President and, in the absence or the event of the inability of the President, the Vice President shall undertake all duties and have all the powers of the President.

Secretary, Records and Registered Office

9. The Secretary shall record the minutes of all General Meetings and *Committee* meetings, and, in the absence of proof to the contrary, all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be:
 - (a) Confirmation that that meeting was duly called, and
 - (b) Treated and accepted as a true and correct record of what occurred at that meeting.
10. The Secretary shall:
 - (a) Be the *Association's* Contact Officer whom the Registrar of Incorporated Societies can contact when needed and must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* or under Rule 5.9 from holding that office. Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 *clear days* after that change occurs or after the *Association* became aware of the change,
 - (b) Hold the *Association's* records, documents and books,
 - (c) Maintain the *Register of Disclosures*,
 - (d) Lodge with Registrar of Incorporated Societies an annual return in a form and as required by the *Statute*,
 - (e) Deal with and answer *Association* correspondence, and

- (f) Perform such other duties as directed by the *Committee*.
- 11. The Membership Secretary shall maintain the *Membership Register*.
- 12. The Registered Office of the Association shall be at such place as the *Committee* from time to time determines and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the *Statute*.

Financial Procedures

- 13. The Treasurer shall:
 - (a) Keep such written books of account as may be necessary to provide a true record of the *Association's* financial position,
 - (b) Maintain an assets register recording the assets of the *Association*,
 - (c) Report on the *Association's* financial position to each *Committee* meeting,
 - (d) Present financial statements of the most recent financial year (in such format as may be required by law) to the Annual General Meeting together with a budget for the next financial year, and
 - (e) Prepare financial statements for the Secretary to lodge with the Registrar of Incorporated Societies in a form and as required by the *Statute*.
- 14. The *Committee* shall maintain bank accounts in the name of the *Association*, and all cheques and withdrawal forms shall be signed and electronic banking systems operated by any two people including the President, Vice President, Treasurer, or one other person designated by the *Committee*.
- 15. All money received on account of the *Association* shall be banked within seven *clear days* of receipt.
- 16. All accounts paid or for payment shall be submitted to the *Committee* for approval of payment.
- 17. The *Association's* financial year shall commence on 1 April of each year and end on 31 March (the latter date being the *Association's* balance date) in the following year.
- 18. The Annual General Meeting each year may, or if required by law shall, appoint a member of the New Zealand Institute of Chartered Accountants who is not a *Member* to conduct a financial review or audit of the annual accounts of the *Association*, and if any such person is unable to act the *Committee* shall appoint a replacement.

5.0 GOVERNANCE AND MANAGEMENT

Governance, Functions and Powers of Committee

- 1. From the end of each Annual General Meeting until the end of the next, the *Association* shall be governed by the *Committee*, which shall be accountable to the *Members* for the advancement of the *Association's* purposes and the implementation of resolutions approved by any General Meeting, and at all times each *Committee member* when exercising their powers and performing their functions individually and collectively:
 - (a) Shall act in good faith and in what he or she believes to be the best interests of the *Association*,
 - (b) Must exercise all powers for a proper purpose,
 - (c) Must not act, or agree to the *Association* acting, in a manner that contravenes the

Statute or this Constitution,

- (d) When exercising powers or performing duties as a *Committee member*, 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, and the position of the *Committee member* and the nature of the responsibilities undertaken by him or her,
- (e) 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
- (f) Must not agree to the *Association* incurring an obligation unless he or she believes at that time on reasonable grounds that the *Association* will be able to perform the obligation when it is required to do so.

2. Subject to this Constitution and any resolution of any General Meeting the *Committee*:

- (a) May approve resolutions by a majority of *Committee members* without the necessity for a physical *Committee* meeting, and approval may be given by *Committee members* signing the resolution or approving it by email or other electronic means, provided that all *Committee members* are properly notified of the resolution and have the opportunity to comment on the resolution.
- (b) Shall monitor the standard and quality of the teaching of *Herbal Medicine* theory and practice as carried out by educational institutions that teach *Herbal Medicine* and are accredited by the *Association*,
- (c) May formally recognise qualifications conferred by educational institutions that teach *Herbal Medicine* and are accredited by the *Association* (and if the standard and quality of the teaching carried out by any such educational institution does not meet the *Association's* standards in the *Committee* may cease to recognise a qualification or qualifications incurred by any such educational institution),
- (d) May recognise and represent branches of the *Association* formed around the country,
- (e) May exercise all the *Association's* powers, other than those required by the *Statute* or by this Constitution to be exercised by the *Association* in General Meeting,
- (f) May assign duties and/or delegate powers to *Committee Members*, and
- (g) May enter into contracts on behalf of the *Association* or delegate such power to a *Committee Member*, sub-committee, employee or other person.

3. The *Committee*:

- (a) Shall meet at least five times per year at such times as the *Committee* may determine;
- (b) May decide that meetings may be held via audio, audio and visual, or electronic communication or other formats, provided that all meeting participants must be able to hear or be in contact with all participants speaking at the meeting at all times.

4. In respect of all *Committee* meetings:

- (a) Other than regular *Committee* meetings under Rule 5.3, *Committee* meetings may be requisitioned by any *Committee Member* by written notice to the Secretary of the proposed agenda for the requisitioned meeting,
- (b) All *Committee Members* shall be notified (as to date, time, venue and agenda) by email or telephone at least 7 *clear days* before the proposed meeting,
- (c) Shall be chaired by the President or in the President's absence by the Vice President, or in the absence of both of them by some other *Committee Member* elected for the

purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

5. In addition to *Committee Members* elected under Rule 4.3, the *Committee* may co-opt any person (other than a person disqualified from serving by reason of Rule 5.9) to the *Committee* for a specific purpose, or for a limited period, or generally until the next Annual General Meeting, and unless otherwise specified by the *Committee* any person so co-opted shall have full speaking and voting rights as a *Committee* member.
6. The quorum for *Committee* meetings is at least half the number of the *Committee members* (see also Rule 5.8(c)). Only *Committee members* elected under Rule 4.3, appointed under Rule 4.5, or co-opted under Rule 5.5 who are present in person or by audio, audio and visual, or electronic communication at a *Committee* meeting shall be counted in the quorum and entitled to vote.
7. **Termination of Committee membership:**
 - (a) A *Committee Member* shall immediately cease to hold office as a *Member* of the *Committee* if that *Committee Member* ceases to be an *Entitled Member* or provides the Secretary with a written resignation from the *Committee*.
 - (b) A *Committee Member* shall immediately cease to hold office as a *Member* of the *Committee* if Rule 5.9 applies to that *Committee Member*.
 - (c) If any complaint is made about a *Committee Member*:
 - (i) The *Committee Member* must be given reasonable notice of the complaint, a reasonable time to prepare a response, and a fair opportunity to respond to the complaint, and
 - (ii) If the complaint is upheld, must be given a fair opportunity to make submissions on possible penalties, and that *Committee Member* may then be removed from the *Committee*, passed by a majority of those present and voting.
8. **Conflicts of interest or loyalty of Committee members:**
 - (a) A *Committee member* shall be considered to have an interest in a matter being considered by or affecting the *Association* if he or she:
 - (i) May derive a financial benefit from the matter, or
 - (ii) Is the spouse, civil union or de facto partner, child, or parent of a person who may derive a financial benefit from the matter, or
 - (iii) May have a financial interest in a person or entity to which the matter relates, or
 - (iv) Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person or entity to which the matter relates, but excluding the following interests:
 - (v) Arising merely because the *Committee member* may receive any indemnity, insurance cover, remuneration or other benefits authorised by the *Statute*, or
 - (vi) Remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the *Committee member* when carrying out his or her responsibilities, and
 - (vii) An interest that the *Committee member* has in common with other *Committee Members* as a result of membership of the *Association*.

- (b) Any *Committee member* having any such interest in a matter shall, as soon as practicable after becoming aware of the interest, disclose the same, and the Secretary shall record such disclosures in the *Register of Disclosures* (see also Rules 2.5(b)(iii) and 3.12(e)).
 - (c) Where any such interest in a matter has been disclosed:
 - (i) That *Committee member* must not vote in any decision on the matter, but that person can be present at the time of the decision and can contribute to the discussion leading to the decision and must not sign any document relating to a transaction or the initiation of the matter, but
 - (ii) The *Committee* may, where it considers it appropriate, exclude that person from any further discussion or involvement with the matter, but
 - (iii) The person who is prevented from voting on a matter because he or she has an interest in it may continue to be counted as part of the quorum of the *Committee*, and
 - (iv) Where 50 per cent or more of those forming the *Committee's* quorum are prevented from voting on the matter because they have disclosed an interest, then the remaining *Committee members* must call a Special General Meeting to determine the matter.
9. No *Member* may stand for office on the *Committee*, and any person who is on the *Committee* shall cease to be a *Committee member*, if that person:
- (a) Is or becomes an undischarged bankrupt, or
 - (b) Is or becomes 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
 - (c) Is or becomes a person who is prohibited from 1 or more of the following under an order made, or a notice given, under a law of a country, State, or territory outside New Zealand that is prescribed for the purposes of section 151(2)(eb) of the Companies Act 1993:
 - (i) Being a director of a body corporate incorporated outside New Zealand (an overseas company), or
 - (ii) Being a promoter of an overseas company, or
 - (iii) Being concerned in or taking part in the management of an overseas company, or
 - (d) Is or becomes disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005, or
 - (e) Has been or is convicted:
 - (i) Of an offence under subpart 6 of Part 4, or under any of sections 217 to 266 of the Crimes Act 1961, within the past 5 years, or
 - (ii) Within the past 5 years, in a country other than New Zealand, of an offence that is substantially similar to an offence specified in subparagraph (i), or
 - (iii) Of a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
 - (f) Is or becomes a person subject to:
 - (i) A banning order under the *Statute*, or
 - (ii) A management banning order under the Financial Markets Conduct Act 2013 or the Takeovers Act 1993, or

- (iii) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (iv) A confiscation order under the Proceeds of Crime Act 1991, or
 - (v) 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, or
- (g) Is not or ceases to be an *Entitled Member*.

Subcommittees

10. The *Committee* may appoint sub-committees consisting of such persons (whether or not *Members* of the *Association*) and for such purposes as it thinks fit. Unless otherwise resolved by the *Committee*:
- (a) The quorum of every sub-committee is half the members of the sub-committee,
 - (b) No sub-committee shall have power to co-opt additional members,
 - (c) A sub-committee must not commit the *Association* to any financial expenditure without express authority, and
 - (d) A sub-committee must not further delegate any of its powers.

Incidental powers

11. The *Committee* and any sub-committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, fax or mail.
12. The *Committee* from time to time may make and amend bylaws and policies for the conduct and control of *Association* activities and a code of ethics applicable to *Members*, but:
- (a) No such bylaws, policies or code of ethics applicable to *Members* shall be inconsistent with the *Statute* or this Constitution, and
 - (b) All changes to bylaws shall be approved at a General Meeting of the *Association*.
13. Other than as prescribed by the *Statute* or this Constitution (including under Rule 3.10), the *Committee* may regulate its proceedings as it thinks fit.
14. Subject to the *Statute*, this Constitution and the resolutions of General Meetings, the decisions of the *Committee* 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*.
15. Each *Committee member* shall within 14 *clear days* of submitting a resignation or ceasing to hold office deliver to the Secretary all books, papers and other property of the *Association* possessed by such former *Committee member*.
16. The *Committee* may employ or contract with any person or company to administer or manage the affairs of the *Association*, and may delegate to such person or company such of the powers and duties of the Secretary and Treasurer as the *Committee* thinks fit.
- 17. Indemnity for *Committee*:**
- (a) No *Committee member* shall be liable for the acts or defaults of any other *Committee member* or any consequential loss caused by such acts or defaults, unless caused by their own wilful default or by their own wilful acquiescence.
 - (b) The *Committee* and each *Committee member* shall be indemnified by the *Association* for all liabilities and costs incurred by them acting in good faith in the proper

performance of their functions and duties, other than as a result of their own wilful default or by their own wilful acquiescence, but no such indemnity shall be provided where this is prohibited by the *Statute*.

Association Contracts and Execution of Documents

18. The *Association* shall have a Common Seal which shall be retained by the Secretary.
19. Unless entered into by a delegate authorised under Rule 5.2(b), documents shall be executed for the *Association* pursuant to a resolution of the *Committee*:
 - (a) By affixing the Common Seal witnessed by the President or Vice President and counter-signed by some other *Committee member*, or
 - (b) Where the document is not required by law to be executed under common seal, by the President or Vice President and some other *Committee member* signing on behalf of the *Association*, and all such signatories must be at least 18 years of age.

6.0 AMENDMENT OF THIS CONSTITUTION

1. This Constitution may be amended or replaced in accordance with Rule 6.4, provided that no amendment may be made which would:
 - (a) Alter any provision in this Constitution precluding *Members* from obtaining any personal benefit or profit from their membership, or
 - (b) Otherwise conflict with the provisions of the *Statute*, or
 - (c) No change shall be made to the *Association's* balance date without the prior approval of the Registrar of Incorporated Societies pursuant to the *Statute*.
2. No addition or alteration of the objects, personal benefit clause or the winding up clause shall be made which can affect the tax-exempt status/not for profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
3. Any proposed motion to amend or replace this Constitution:
 - (a) May be proposed by the *Committee*, or
 - (b) Shall be signed by at least 10 *Entitled Members* and given in writing to the Secretary at 21 *clear days* before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal, and the *Committee* shall decide whether to submit any such proposal to a General Meeting or to hold a *remote ballot*.
4. Unless the proposed motion is to be voted upon by *remote ballot*, the Secretary shall in accordance with Rules 3.2 and 3.3 notify all *Entitled Members* of the proposed motion and of the General Meeting at which any such proposal is to be considered of the reasons for the proposal and of any recommendations from the *Committee* in respect of such notice of motion.
5. Any resolution to amend or replace this Constitution must be passed by a two-thirds majority of all *Entitled Members*:
 - (a) Present and voting, or voting by proxy, or
 - (b) Voting by *remote ballot*.

- (c) Every alteration to this Constitution, including any change of its name, shall be promptly registered with the Registrar of Incorporated Societies as required by the *Statute*.

7.0 WINDING UP

- 1.** The *Association* may be wound up or liquidated or removed from the Register of Incorporated Societies under the provisions of the *Statute* provided that any such proposal is notified and approved as required in the *Statute*.
- 2.** In accordance with Rules 3.2 and 3.3 the Secretary shall notify all *Entitled Members* of any proposed motion to wind up the *Association* or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the *Committee* in respect such notice of motion.
- 3.** Any resolution to wind up the *Association* or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all *Entitled Members* present and voting and/or voting by proxy or by *remote ballot*.
- 4.** If the *Association* is wound up or liquidated or removed from the Register of Incorporated Societies no distribution shall be made to any *Member*.
- 5.** On the winding up or liquidation or removal from the Register of Incorporated Societies, all surplus assets of the *Association* after the payment of costs, debts and liabilities shall be given to some other charitable organisations or bodies within New Zealand having similar objects to the *Association* or for some other charitable purpose or purposes within New Zealand.

<i>Tuia ki runga</i>	<i>Stitch (unite/combine) the celestial energies</i>
<i>Tuia ki raro</i>	<i>To the terrestrial energies</i>
<i>Tuia ki roto</i>	<i>within</i>
<i>Tuia ki waho</i>	<i>and without</i>
<i>Tuia te here tangata</i>	<i>Bind the kinship strands of humanity</i>
<i>Tūturu o whiti</i>	<i>Permanent, consistent are the fibres of light</i>
<i>Whakamaua kia tina</i>	<i>Draw these matters to a single point and give</i>
	<i>them substance</i>
<i>Tina! Haumi e, hui e</i>	<i>The wisdom is bound, it collects</i>
<i>Taiki e!</i>	<i>It is held!</i>

Unknown origin

SCHEDULE – GRIEVANCES, DISPUTES, COMPLAINTS AND DISCIPLINE

The following disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of *grievances* and *complaints* in a manner that complies with the requirements set out in the *Statute*. All *Members* (including the *Committee*) are obliged to comply with these procedures to resolve *grievances* and *complaints*, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the *Association's* activities.

- (a) Any grievance by a *Member*, and any complaint by anyone, is to be lodged in writing by the complainant with the Secretary.
- (b) The complainant raising a grievance or complaint and the *Committee* must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c) Rather than investigate and deal with any grievance or complaint, the *Committee* may:
 - (i) Appoint a sub-committee to deal with the same, or
 - (ii) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the *Statute* are satisfied, and the *Committee* or any such sub-committee or person considering any grievance or complaint is referred to in the balance of this Rule as the “decision-maker.”
- (d) The decision-maker shall:
 - (i) Consider whether to investigate and deal with the *grievance* or *complaint*, and
 - (ii) May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it, the matter is trivial or does not appear to disclose material misconduct or material, the matter raised appears to be without foundation or there is no apparent evidence to support it, some damage to *Members' interests* may arise, or the conduct, incident, event or issue has already been investigated and dealt with by the *Association*).
- (e) Where the decision-maker decides to investigate and deal with a *grievance*, the following steps shall be taken:
 - (i) The complainant and the *Member* complained against must be advised of all details of the *grievance*,
 - (ii) The *Member* or the *Association* which is the subject of the *grievance* must be given an adequate time to prepare a response,
 - (iii) The complainant and the *Member* or the *Association* which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f) Where the decision-maker decides to investigate and deal with a *complaint*, the following steps shall be taken:
 - (i) The complainant and the *Member* complained against must be advised of all allegations concerning the *Member* and of all details of the *complaint*,
 - (ii) The *Member* complained against must be given an adequate time to prepare a response,
 - (iii) The *Member* complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and

