



CONSTITUTION

THE ASSOCIATION OF DISPENSING
OPTICIANS OF NEW ZEALAND
INCORPORATED

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Constitution rules

Introductory rules

Name

The name of the society is The Association of Dispensing Opticians of New Zealand Incorporated (in these **Rules** referred to as the '**Society**').

Charitable status

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

Definitions

In these **Rules**, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**President**' means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'**Committee**' means the **Society's** governing body.

'**Committee Member**' means a member of the Executive **Committee**, including the **President, Vice President, Secretary** and **Treasurer**.

'**Vice President**' means the **Committee Member** elected or appointed to deputise in the absence of the President.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

‘Interested Member’ means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

‘Interests Register’ means the register of interests of Officers, including **Committee Members**, kept under these **Rules**.

‘Matter’ means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

‘Financial Member’ means a **Member** who has paid all membership subscriptions and other amounts owing under these **Rules**

‘Notice’ to Members includes any notice given by post, courier, or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

‘Register of Members’ means the register of **Members** kept under these **Rules**.

‘Rules’ means the rules in this document.

‘Secretary’ means the **Committee Member** responsible for the maintenance of the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

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

‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Purposes

The primary purposes of the **Society** are to:

- To represent the collective views of the members and to promote the role of Dispensing Opticians in the provision of the highest standard of vision care.
- To raise the status and standard of skill and knowledge of dispensing opticians and to ensure to the public a continuous and adequate supply of trained and competent persons to carry out the dispensing of optical

prescriptions and the manufacture and fitting of spectacles and other visual aids.

- To increase and further by every legitimate means the influence, status, and trade of members of the **Society**.
- To liaise with education providers to ensure they are maintaining NZ standards and continuously research potential for growth.

The **Society** must not operate for the purpose of, or with the effect of:

- any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or
- returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind, or
- conferring any kind of ownership in the **Society's** assets on **Members**

but the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- engages in trade,
- for matters that are incidental to the purposes of the **Society**, pays a **Member** of the **Society** that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Society**, or
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

No **Interested Member** is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Interested Member** of any income, benefit, or advantage.

Any payments made to an **Interested Member** must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

Act and Regulations

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

Registered office

The Registered Office of the **Society** shall be at such place in New Zealand 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 Act.

Power to borrow money

The **Society** has the power to borrow money only following a resolution passed by **Members** at a **General Meeting**.

Other powers

In addition to its statutory powers, the **Society** may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- use its funds to pay the costs and expenses to advance or carry out its objects,
- employ or contract with such people as may be appropriate, and
- invest in any investment.

Members

Minimum number of members

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

Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Full Member**
- **Life Member**
- **Retired Member**
- **Honorary Member**
- **Student Member**
- **Associate Member**

Eligibility and Voting Rights of Each Membership class:

Full Member - A **Member** is an individual admitted to membership under these **Rules** and who has not ceased to be a **Member**. The following shall be eligible for full membership-

- Those persons who are Registered Dispensing Opticians with the New Zealand Optometrists and Dispensing Opticians Board and who have not retired from business.
- Those persons holding qualifications recognised by the Association and who have not retired from business.

A Full member is entitled to vote at **General Meetings**

Life Member - A Life **Member** is a person honoured for highly valued services to the **Society** and is selected by the **Committee**, provided no more than two such distinctions shall be conferred in any one year.

A Life **Member** shall have all the rights and privileges of a **Full Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions.

Retired Member - Any Full **Member** of the **Society** who by reason of retirement from the practice of being a Dispensing Optician ceases to be eligible for Full Membership shall, upon giving written notice to the **Administrator** of the desire to be transferred to retired membership, become a **Retired Member** accordingly.

A **Retired Member** shall be entitled to receive notice of and to attend General meetings of the Association, but they shall not have the right to vote or hold office.

A **Retired Member** shall be required to pay the subscription fee as determined by the **Committee**.

Honorary Member - The **Committee** may elect as **Honorary members** any persons that in the opinion of the **Committee** are of sufficient distinction in the optical science or the optical industry, provided that not more than two honorary members are admitted in any one year.

Presentation of **Honorary Membership** shall be made at an Annual **General Meeting**.

Honorary Membership shall automatically terminate at the conclusion of the next Annual **General Meeting**. However, the **Committee**, in its discretion, may continue such Honorary Membership for the ensuing year.

An **Honorary member** shall be entitled to receive notice of and to attend General meetings of the Association, but they shall not have the right to vote or hold office, nor shall they be subject to any of the liabilities of Membership of the **Society**.

Student Member - A person shall be eligible for membership as a Student Member while they are studying a recognized course of training with a view to qualifying as a Dispensing Optician.

A **Student Member** shall be entitled to receive notice of and to attend General meetings of the Association, but they shall not have the right to vote or hold office.

A **Student Member** shall be required to pay the subscription fee as determined by the **Committee**.

Associate Member - is a person who is a registered Dispensing Optician of New Zealand but is living overseas, or not practicing.

An **Associate Member** shall be entitled to receive notice of and to attend General meetings of the Association, but they shall not have the right to vote or hold office.

An **Associate Member** shall be required to pay the subscription fee as determined by the **Committee**.

Becoming a member: consent

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

Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the **Committee** regarding an application for membership.

The **Committee** may accept or decline an application for membership. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

Obligations and rights

Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

Other obligations and rights

All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or Life **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment, or other property owned, occupied, or otherwise used by the **Society**, including any conditions of and fees for such access or use.

Subscriptions and fees

The **Committee** shall determine the amount of subscription payable by members each year and may vary the amount thereof as between different categories of members. Annual subscriptions shall be payable in advance on or before the first day of July in each year. Any Member elected after the Thirtieth day of December in any year and prior to the first day of July next ensuing shall pay as their first annual subscription, half of the full annual subscription.

Ceasing to be a member

A **Member** ceases to be a **Member**:

- on death or
- by resignation from that **Member**'s class of membership by notice to the **Secretary**, or
- on termination of a **Member**'s membership under these **Rules**.

with effect from (as applicable):

- the date of death of the **Member** or
- the date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation), or
- the date of termination of membership under these **Rules**, or
- the date specified in a resolution of the **Committee**.

If any **Member** shall fail to pay their annual subscription on or before the Thirty-first of August next after it has become due, then notice shall be sent in writing by the **Secretary** and if the **Member** does not pay the amount due within fourteen days after the posting of such notice, they shall cease to be a **Member** of the society

Obligations on resignation

A **Member** who resigns or whose membership is terminated under these **Rules**:

- remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
- shall cease to hold themselves out as a **Member** of the **Society**,
- shall cease to be entitled to any of the rights of a **Society Member**, including access to the membership area of the **Society** website.

Becoming a member again

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**. They may be re-admitted to Membership without payment of the entrance fee (if any).

However, if a former **Member**'s membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **Committee**.

General meetings

Annual General Meetings

An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Committee** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held within 6 months of the balance date (end of financial year) of the Society.

Annual General Meetings: business

The business of an **Annual General Meeting** shall be to:

- confirm the minutes of previous **Society** Meeting(s),
- adopt the annual report on **Society** business,
- adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,
- adopt any subscriptions set by the **Committee**,
- consider any motions,
- consider any general business,
- Conduct the election of **Committee Members**

The **Committee** must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution. The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 10 per cent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider

and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the Meeting.

Meeting Procedure

The **Committee** shall give all **Members** at least 10 **Working Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

All **Members** may attend and speak, **Full Members** and **Life Members** may vote at **General Meetings**:

- 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**, or
- through the authorised representative of a body corporate as notified to the **Secretary**, and
- No other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 15 percent of eligible financial **Members** attend. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **President or Vice President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President** shall chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote
- Any person chairing a **General Meeting** may:
 - With the consent of any that **General Meeting** adjourn the **General Meeting** 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.

- 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
- In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- The **Committee** may put forward motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to Members with the notice of the **General Meeting**.

Minutes

Minutes must be kept by the **Secretary** of all **General Meetings**.

Committee

Composition

The **Committee** will consist of at least 5 **Committee Members** who are:

- **Members**; and
- natural persons; and
- not disqualified by these **Rules** or the **Act**.

The **Committee** will include:

- a **President**,
- a **Vice President**,
- a **Secretary** and a **Treasurer**, who may be the same person
- not fewer than 2 or more than 4 other **Committee Members**.

Qualifications

Prior to election or appointment, every **Committee Member** must consent in writing to be a **Committee Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**.

The following persons are disqualified from being appointed or holding office as a **Committee Member**:

1. a person who is under 16 years of age,
2. a person who is an undischarged bankrupt,

3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
4. a person who is disqualified from being a member of the **Committee** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 1. an offence under subpart 6 of Part 4,
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 3. an offence under section 143B of the Tax Administration Act 1994,
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
6. a person subject to:
 1. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 4. 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.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the new Incorporated Societies Act.
8. Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the **Committee**.

Election or appointment

The election of **Committee Members** shall be conducted as follows

1. **Committee Members** shall be elected during **Annual General Meetings**.
2. A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**, shall be received by the **Secretary** at least 15 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received,

further nominations may be received from the floor at the **Annual General Meeting**.

3. Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive **Notice** of the Annual General Meeting shall not invalidate the election provided such **Notice** has been given in accordance with the **Rules** or the **Act**
6. If a vacancy in the position of any **Committee Member** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**).

Term

The term of office for all **Committee Members** shall be 2 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.

No **Committee Member** shall serve for more than 3 consecutive terms.

The **President** shall serve a two-year term in that office, from the date of election; and shall have the option of serving an additional one-year term upon agreement of the committee.

The **Vice President** shall assist the **President** in their duties and shall exercise such powers that may be delegated to them by the **President**.

The **Vice President** shall serve a two-year term in that office, from the date of election; and shall succeed the outgoing **President** following expiry of their two-year term as **Vice President**.

In the event of the **Society** granting leave of absence to the **President** for any reason whatsoever, the **Vice President** shall exercise all the powers of the **President** during the period of such leave of absence.

Removal

Where a complaint is made about the actions or inaction of a **Committee Member** (and not in the **Committee Member's** capacity as a Member of the **Society**) the following steps shall be taken:

- The **Committee Member** who is the subject of the complaint, must be advised of all details of the complaint.
- The **Committee Member** who is the subject of the complaint, must be given adequate time to prepare a response.
- The **Committee Member** who is the subject of the complaint shall not form part of the **Committee** for the purposes of hearing and resolving the complaint.
- The complainant and the **Committee Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Committee**, if it considers that an oral hearing is required.
- Any oral hearing shall be held by the **Committee**, and/or any oral or written statement or submissions shall be considered by the **Committee**. If the complaint is upheld the **Committee Member** may be removed from the **Committee** by a resolution of the **Committee** or of a **General Meeting**, in either case passed by a two-thirds majority of those present and voting.

Functions

From the end of each **Annual General Meeting** until the end of the next **Annual General Meeting**, the **Society** shall be governed by the **Committee**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting**.

Officers' duties

At all times each **Committee Member**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or these **Rules**,
4. 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 **Society**, the nature of the decision, the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and

6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Powers

Subject to these **Rules** and any resolution of any **General Meeting** the **Committee** may:

- exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
- enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-committee, employee, or other person.

Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit.

The **Committee** shall determine the tenure, any remuneration and all terms of appointment of the members of the sub-committee.

Unless otherwise resolved by the **Committee**:

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority of the **Committee**, and
- a sub-committee must not further delegate any of its powers.

Permanent Sub-Committee: OptiBlocks Education Committee

The **Society** shall appoint a permanent OptiBlocks Education Sub Committee whose purpose shall be to facilitate the provision of education to new **Members**

The OptiBlocks Education Committee shall comprise of no less than two **Members** of the **Society**.

The OptiBlocks Education Committee shall source, manage and administer education and training for new members.

The **President** and/or the **Vice President** will attend any meetings of the OptiBlocks Education Committee.

The OptiBlocks Education Committee will present a report of its business at an **Annual General Meeting**.

Any proposed changes by the OptiBlocks Education Committee to –

- a current course (including the removal of an existing course, or inclusion of a new course), or
- the content of any current course, or
- a course provider

must first be approved by **Members** at a **Special General Meeting**.

General issues

The **Committee** and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.

Other than as prescribed by the **Act** or these **Rules**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these Rules shall be final and binding on all **Members**.

Conflicts of interest

An Officer or a member of the **Committee** and/or member of a sub-committee who is an **Interested Member** in respect of any matter being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) -

1. to the **Committee** and or sub-committee; and
2. in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the member of the **Committee** and/or sub-committee becomes aware that they are interested in the matter.

A member of the **Committee** and/or sub-committee who is an **Interested Member** regarding a matter—

1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter; and
2. must not sign any document relating to the entry into a transaction or the initiation of the matter; but

3. may take part in any discussion of the **Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, a member of the **Committee** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a **Special General Meeting** must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the **Committee** shall consider and determine the matter.

Committee meetings

Frequency

The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

Procedure

The quorum for Committee meetings is at least two-thirds of the number of **Committee Members**.

Records

Register of Members

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under the **Act**.

Contents of Register of Members

The information contained in the **Register of Members** shall include each **Member's**:

- postal address
- phone number (landline and/or mobile)
- email address (if any)
- the date the **Member** became a **Member**
- occupation, and
- whether the **Member** is financial or unfinancial; and
- any other information required by these **Rules** or prescribed by the **Act** or Regulations under the **Act**.

Every **Member** shall promptly advise the **Secretary** of any change of their contact details.

Access to Register of Members

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

Interests Register

The **Secretary** shall maintain an up-to-date register of the interests disclosed by Officers.

Access to other information

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request:

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. withholding the information is necessary to maintain legal professional privilege, or
5. the disclosure of the information would, or would be likely to, breach an enactment, or
6. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
7. the request for the information is frivolous or vexatious.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this **Rule** limits Information Privacy Principle 6 of the Privacy Act 2020.

Finances

Control and management

The funds and property of the **Society** shall be:

- controlled, invested, and disposed of by the **Committee**, subject to these **Rules**, and
- devoted solely to the promotion of the objects and purposes of the **Society**.

Balance date

The **Society's** financial year shall commence on 01 July of each year and end on 30 June (the latter date being the **Society's** balance date).

Dispute resolution

Raising disputes

Any grievance by a **Member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

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.

The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

Investigating disputes

This rule concerns any grievances of members relating to their rights and interests as **Members**, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the **Committee** may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The **Committee** or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- 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 **Society**).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the **Member**, or the **Society** which is the subject of the grievance, must be advised of all details of the grievance.
- The **Member**, or the **Society** which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the **Member**, or the **Society** 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.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the **Member** complained against must be advised of all allegations concerning the **Member**, and all details of the complaint.
- The **Member** complained against must be given an adequate time to prepare a response.
- 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.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A **Member** may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if 2 or more **Committee Members**, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the **Society** and the particular case, and may include consideration of facts known by the other **Members** about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

Resolving disputes

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the **Society** and **Members** shall comply),
- uphold a complaint and:
 - reprimand or admonish the **Member**, and/or
 - suspend the **Member** from membership for a specified period, or terminate the **Member's** membership, and/or
 - order the complainant (if a **Member**) or the **Member** complained against, to meet any of the **Society's** reasonable costs in dealing with a complaint.

Winding up

Process

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

The **Secretary** shall give **Notice** to all **Members** of:

- the proposed motion to wind up the **Society** or remove it from the Register of Incorporated Societies, and
- the **General Meeting** at which any such proposal is to be considered,
- the reasons for the proposal, and
- any recommendations from the **Committee** in respect to such notice of motion.

Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

Surplus assets

If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the winding up or liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets after payment of all debts, costs and

liabilities shall be vested in a not-for-profit related to the advancement of eye health education in New Zealand.

However, on winding up by resolution under this rule, the **Society** may approve a different distribution to a different entity from that specified above, so long as the **Society** complies with these **Rules** and the **Act** in all other respects.

Alterations to the Rules

Amending these Rules

The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

Any proposed motion to amend or replace these **Rules** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Secretary** at least 30 **Working 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.

At least 15 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

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

Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- An Officer, and
- Ordinarily resident in New Zealand, and
- Not disqualified under the Act from holding that office.

and shall be appointed by the **Committee**

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Bylaws

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

Addendum

The Administrator

The **Committee** shall appoint a person who shall be known as the **Administrator**, who need not be a member of the Association and who shall be subject to a contract of employment with the **Society**.

The **Administrator** shall implement the policy of the **Society**, shall receive all moneys on behalf of the **Society** and shall keep all books that may be deemed necessary for fully and correctly showing the receipts and expenditure, funds and effects, and all the affairs of the **Society**, and shall produce the same, together with a certified bank statement as and when required by the **Committee**.

The **Administrator** shall work with the **Treasurer** to facilitate an audited Balance Sheet and an audited Income and Expenditure Statement of the Society when requested by the **Committee**.

The **Administrator** shall also maintain digital copies of all minutes of meeting held by the **Committee** or any sub-committee and shall ensure all the meetings, transactions and proceedings of the **Society** are properly retained.

The **Administrator** may conduct other duties associated with the administration of the affairs of the **Society** as delegated by **Committee Members**.