

Articles of Association: The New Zealand Pain Society

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New Zealand Pain Society (NZPS) Constitution

Article 1: Introductory rules

- 1.1 Name:** The name of the Society is The New Zealand Pain Society Incorporated (in this **Constitution** referred to as the '**Society**') a chapter of the International Association for the Study of Pain (IASP).

Article 2: Charitable status

- 2.1** The **Society** is already registered as a charitable entity under the Charities Act 2005.

Article 3: Definitions

- 3.1** In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:
- 3.1.1 '**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
 - 3.1.2 '**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.
 - 3.1.3 '**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and Council meetings, and who provides leadership for the **Society**.
 - 3.1.4 '**Council**' means the **Society's** governing body.
 - 3.1.5 '**Constitution**' means the rules in this document.
 - 3.1.6 '**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.
 - 3.1.7 '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.
 - 3.1.8 '**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
 - 3.1.9 '**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
 - 3.1.10 '**Matter**' means -
 - 3.1.10.1 the **Society's** performance of its activities or exercise of its powers; or
 - 3.1.10.2 an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
 - 3.1.11 '**Member**' means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.
 - 3.1.12 '**Notice**' to **Members** includes any notice given by hand, email, social media, post, or courier to the last known address of the recipient.
 - 3.1.13 '**Officer**' means a natural person who is:
 - 3.1.13.1 a member of the Council, or
 - 3.1.13.2 occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.
 - 3.1.14 '**Register of Members**' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

- 3.1.15 **‘Secretary’** means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- 3.1.16 **‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 3.1.17 **‘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.
- 3.1.18 **‘Written’ or ‘Writing’** means any representation or reproduction of words, figures, or symbols in a visible and tangible form, and includes communication by letter, electronic mail (email), and any other electronic means that provides a permanent record of the communication.

Article 4: Purposes

- 4.1 The **Society** is established and maintained exclusively for charitable purposes.
- 4.2 All income, benefit, advantage and property of the **Society** must be applied solely to advance its charitable purposes.
- 4.3 No **Member** or person associated with the **Society** shall derive any income, benefit, or advantage from the **Society** where they can influence the payment of such income, benefit or advantage
- 4.4 The **Society** is committed to an inclusive culture that recognises Te Tiriti o Waitangi as a foundational document of Aotearoa New Zealand. The **Society** is dedicated to upholding the principles of Pātuitanga (partnership), Mana Taurite (equity), and Whakamarumarutia (active protection) in all our activities, particularly in our efforts to address the inequitable burden of pain experienced by Māori and to support Māori health professionals within the field of pain management.
- 4.5 The **Society** shall conduct its business and governance in a manner that respects and incorporates tikanga Māori (customary practices) and kawa (protocols) where appropriate. This includes, but is not limited to, the use of Te Reo Māori in official communications, the practice of whakatau or karakia to open and close significant meetings, and the application of whanaungatanga (relationship building) to foster a collaborative and respectful professional community. This **Constitution** shall be interpreted in a manner consistent with these cultural values.
- 4.6 The purposes for which the **Society** is organised shall be carried out principally within New Zealand, and are exclusively educational, scientific and charitable in nature:
 - 4.6.1 To improve the management of people of all ages with acute and persistent (chronic) pain.
 - 4.6.2 To bring together basic scientists, health professionals and others who have an interest in pain research and/or pain management.
 - 4.6.3 To foster and encourage research into pain mechanisms and pain syndromes.
 - 4.6.4 To promote education and training in the field of pain.
 - 4.6.5 To promote and facilitate the dissemination of new information in the field of pain.
 - 4.6.6 To promote and sponsor an annual New Zealand Scientific Meeting of the **Society** and such other meetings as may be useful or desirable for the advancement of the purposes of the **Society**.
 - 4.6.7 To encourage the formation of regional associations for the study and treatment of pain.

- 4.6.8 To encourage the adoption of a uniform classification, nomenclature and definition regarding pain and pain syndromes.
- 4.6.9 To inform the general public of the results and implications of current research in the area.
- 4.6.10 To advise national and regional agencies of standards relating to the use of drugs, appliances and other procedures in the therapy of pain.
- 4.6.11 To encourage the development of a national data bank and of a uniform records system with respect to information relating to pain mechanisms, syndromes and management.
- 4.6.12 To engage in such other activities as may be incidental to or in furtherance of the aforementioned purposes.

Article 5: Act and Regulations

- 5.1 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.

Article 6: Powers and Authority

- 6.1 The **Society** has the full capacity, rights, powers, and privileges of a natural person to carry out its charitable purposes, subject to the **Act** and any specific restrictions in this **Constitution**.

Article 7: Restrictions on society powers

- 7.1 The **Society** must not be carried out for the financial gain of any of its members.
- 7.2 No substantial part of the work of the **Society** shall be carried out for political party activities and the **Society** shall not participate in or intervene in (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article 8: Registered office

- 8.1 The registered office of the **Society** shall be at such place in New Zealand as the **Council** from time to time determines.
- 8.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
 - 8.2.1 at least 5 working days before the change of address for the registered office is due to take effect, and
 - 8.2.2 in a form and as required by the **Act**.

Article 9: Contact person

- 9.1 The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 9.2 The **Society's** contact person must be:
 - 9.2.1 At least 18 years of age, and
 - 9.2.2 Ordinarily resident in New Zealand.
- 9.3 A contact person can be appointed by the **Council** or elected by the **Members** at a **General Meeting**.
- 9.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - 9.4.1 a physical address or an electronic address, and
 - 9.4.2 a telephone number.

- 9.5 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.

Article 10: Members

10.1 Minimum number of Members

- 10.1.1 The **Society** shall maintain the minimum number of **Members** required by the **Act**.
- 10.1.2 The number of persons who may be admitted as members of the **Society** is not limited.

10.2 Becoming a Member: consent

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

10.3 Becoming a Member: process

- 10.3.1 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 **Council** regarding an application for membership and will become a **Member** on acceptance of that application by the Council.
- 10.3.2 The **Council** may accept or decline an application for membership at its sole discretion.
- 10.3.3 The **Council** may accept or decline applications acting reasonably, in good faith, and consistent with the purposes of the Society.
- 10.3.4 The **Council** must advise the applicant of its decision, provide reasons if requested, and any monies paid refunded if the application is declined.
- 10.3.5 The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

10.4 Members' obligations and rights

- 10.4.1 Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- 10.4.2 All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 10.4.3 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all required subscriptions and any other fees have been paid to the **Society** by their respective due dates.
- 10.4.4 Any **Member** that is a body corporate shall provide the Council, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- 10.4.5 The **Council** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of, and fees for such access, use or involvement.

10.5 Types of Members

- 10.5.1 A **Member** is an individual or body corporate admitted to membership under this **Constitution** who has **consented in writing** to be a **Member** and has not ceased to be a **Member**.

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

- 10.5.2.1 **Regular Member**
- 10.5.2.2 **Student Member**
- 10.5.2.3 **Retiree Members**
- 10.5.2.4 **Corporate Member**
- 10.5.2.5 **Affiliate Member**
- 10.5.2.6 **Life Member**
- 10.5.2.7 **Honorary Member**

10.6 Admission Process

10.6.1 Every person or body corporate (excluding Life and Honorary nominees) who wishes to become a **Member** must apply in writing and **consent in writing** to be a **Member**. A person or body corporate is only admitted to membership on the **unanimous determination** of all the members of the **Council** entitled to vote on the matter.

10.7 Mandatory Criteria:

- 10.7.1 To be eligible for admission, every applicant must satisfy the **Council** that they:
- 10.7.1.1 possess a **real and substantial interest** in the objects of the **Society**;
 - 10.7.1.2 are of **good character and personal repute**; and
 - 10.7.1.3 satisfy such other criteria as may be established in the **By-laws** from time to time.

Article 11: Membership Categories

11.1 Regular members

- 11.1.1 Eligibility: In addition to the requirements in Rule 9.2, **Regular Members** must be registered health professionals or scientists who satisfy the **Council** they:
- 11.1.1.1 are a member of the **IASP**; or
 - 11.1.1.2 have been awarded an appropriate degree or obtained qualifications from a recognized tertiary educational institution as accepted by the **Council**.
- 11.1.2 Rights: A **Regular member** shall be entitled to receive notice of **general meetings**, to attend and vote there, and be eligible to hold office as a member of the Council.

11.2 Student Members

- 11.2.1 Eligibility: In addition to the requirements in Rule 9.2, **Student Members** must be bona fide students in a course of full-time training at recognized tertiary institution approved by the **Council**.
- 11.2.2 Membership ceases if they are no longer a bona fide student for twelve months.
- 11.2.3 Rights: **Student Members** shall be entitled to receive notices of **general meetings** of the **Society** and to attend such, but are not entitled to vote or hold office.

11.3 Retiree Members

- 11.3.1 Eligibility: In addition to the requirements in Rule 9.2, **Retiree Members** must be bona fide full-time retired registered health professionals or scientists.
- 11.3.2 Rights: **Retiree Members** shall be entitled to receive notices of **general meetings** of the **Society** and to attend such, but are not entitled to vote or hold office.

11.4 Corporate Members

- 11.4.1 Eligibility: Any company or body corporate meeting the criteria in Rule 9.2.
- 11.4.2 Rights: **Corporate Members** shall be entitled to receive notices of **general meetings** of the **Society** and to attend such via a designated representative, but are not entitled to vote or hold office.

11.5 Affiliate Membership

- 11.5.1 Eligibility: Any person or organisation (including charitable or business corporations) who is not eligible for admission as a Regular Member may apply to the Council for Affiliate Membership if they fulfil all requirements in Rule 10.7.
- 11.5.2 Rights: An **Affiliate Member** shall be entitled to receive notices of **general meetings** of the **Society**, and to attend such meetings but not to vote thereat, nor shall they be eligible to hold office as a member of Council.
- 11.6 Life and Honorary Members**
 - 11.6.1 Eligibility: **Life Member**: A person (usually late-career) honoured for long, continued, and outstanding contributions to the **Society** and the field of pain research and/or management.
 - 11.6.2 Eligibility: **Honorary Member**: A person who, though not a **Regular Member**, is honoured for outstanding contributions to the field of pain research and/or management.
- 11.7 Nomination and Election Process**
 - 11.7.1 **Nomination**: A candidate for **Life** or **Honorary Membership** must be nominated in **writing** to the **Council**. The nomination must be signed by at least two **Regular Members**.
 - 11.7.2 **Council Review**: The **Council** shall review the nomination. If the **Council** determines by unanimous resolution that the nominee meets the criteria, they shall forward the nomination to the next **General Meeting**.
 - 11.7.3 **Election**: The nominee shall be elected if a resolution is passed by a simple majority of those **Members** present and voting at a **General Meeting** (usually the **AGM**).
- 11.8 Rights and Obligations:**
 - 11.8.1 **Life Members** shall have the same rights, privileges, and obligations as a **Regular Member**, including the right to vote at **General Meetings** and hold office, but shall not be liable to pay any subscription or levy.
 - 11.8.2 **Honorary Members** shall be entitled to receive notices of General Meetings and to attend such meetings, but are **not entitled to vote** thereat. An Honorary Member shall **not be eligible to hold office** as a member of the **Council** and shall not be liable to pay any subscription or levy.

Article 12: Subscriptions and fees

- 12.1** The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- 12.2** Subscriptions shall be due the first day of April in each year.
- 12.3** A **member** while temporarily overseas will be expected to pay the normal **Society** subscription if that **member** wishes to continue to receive **Society** Notices and Publications.
- 12.4** Alternatively, the **member** may request that their subscription be suspended temporarily, in which case that **member's** name will be removed from the mailing list until such time as the subscription is renewed.
- 12.5** Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 60 **Working Days** of the date the same was due 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 **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid.

12.6 If such arrears are not paid within 120 **Working Days** of the due date for payment of the subscription, any other fees, or levy the **Council** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Article 13: Ceasing to be a member

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

- 13.1.1 by resignation from that **Member's** class of membership by notice signed by that **Member** to the **Council**, or
- 13.1.2 on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- 13.1.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership),
- 13.1.4 by failure to pay a subscription, levy or other amount due to the **Society** within 120 **Working Days** of the due date for payment.
- 13.1.5 If in the opinion of the **Council**, the **Member** has brought the **Society** into disrepute following, if needed, a dispute resolution process under this Constitution.
- 13.1.6 If the **Member** becomes bankrupt or makes any composition with their creditors generally; or
- 13.1.7 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health

13.2 If in the opinion of the **Council**, a **Member** has been guilty of conduct unbecoming a **member** or prejudicial to the interests of the **Society**, the Council may resolve either:

- 13.2.1 to reprimand that **Member**;
- 13.2.2 to suspend that **Member** from membership of the **Society** for such period (not exceeding 6 months) as it thinks fit; or
- 13.2.3 to expel that **Member** from membership of the **Society**.

13.3 The decision of the Council shall be final provided that all such processes are conducted in accordance with the principles of natural justice and the dispute resolution procedures set out in Schedule 2 of the Act.

13.4 **Disciplinary Process:** Before the **Council** exercises its power to reprimand, suspend, or expel a member, it must:

- 13.4.1 Provide the **Member** with Notice of the allegations and potential consequences.
- 13.4.2 Give the **Member** a reasonable opportunity to be heard or provide a written response.
- 13.4.3 Ensure the decision is made fairly and without bias.

13.5 **Impartiality:** The **Council** must ensure that any person investigating or deciding on the matter is impartial and does not have a conflict of interest in the dispute.

13.6 **Right to Representation:** The **Member** has the right to be represented by a support person or legal counsel during any hearing or meeting regarding the allegations.

13.7 Obligations once **membership** has ceased. A **Member** who has ceased to be a **Member** under this **Constitution**—

- 13.7.1 remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- 13.7.2 shall cease to hold themselves out as a **Member** of the **Society**, and
- 13.7.3 shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- 13.7.4 shall cease to be entitled to any of the rights of a **Society Member**.

13.8 Becoming a **member** again

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

Article 14: Resolution of Internal Disputes

- 14.1 This rule applies to disputes between **Members** (in their capacity as **Members**) and between a **Member** and the **Society**.
- 14.2 Any **Member** may give notice of a grievance to the **Council**.
- 14.3 The **Council** must, as soon as practicable, consider the grievance and may appoint an investigator or a mediator to assist in resolving the matter.
- 14.4 The procedures for resolving these disputes shall be consistent with the **Procedures for Resolving Disputes** set out in **Schedule 2 of the Act**.

Article 15: General meetings: Procedures for all general meetings

- 15.1 The **Society** shall in each year hold a general meeting as its **Annual General Meeting (AGM)** in addition to any other meetings in that year and shall specify the meeting as such in notices calling it. An AGM shall be held once every financial year, unless unforeseen circumstances such as natural or man-made disasters or Acts of God intervene, at which time the AGM may be postponed to the following year.
- 15.2 Meetings may be sponsored by the **Society** or they may be hosted by another scientific society, institution or organisation.
- 15.3 The AGM shall be held at such time and place as the **Council** appoints. The AGM shall, if possible, be held in conjunction with the Society's Annual Scientific Meeting.
- 15.4 The **Council** shall give all **Members** at least 15 **Working Days' Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 15.5 That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members.
- 15.6 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**.
- 15.7 Only financial **Members** may attend, speak and vote at **General Meetings**—
 - 15.7.1 in person, or
 - 15.7.2 by a signed written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Council** before the commencement of the **General Meeting**, or
 - 15.7.3 through the authorised representative of a body corporate as notified to the **Council**, and no other proxy voting shall be permitted.
- 15.8 No **General Meeting** may be held unless at least 20 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.
- 15.9 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 **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 15.10 A **Regular** or **Life 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 2 or more regular or **Life Members** present, by secret ballot.

- 15.11** Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- 15.12** Any decisions made when a quorum is not present are not valid.
- 15.13** The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution.
- 15.14** A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**.
- 15.15** A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).
- 15.16** **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 15.17** The President of the **Society** shall preside as Chair at every general meeting or in the event of their absence, or if there is no President of the **Society** or if they are not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act, the President-elect or Immediate-past President shall preside as Chair of the meeting.
- 15.18** In the event of there being no President-elect or Immediate-past President or if they are not present within 15 minutes of the time appointed for the holding of the meeting or if they are not willing to act, the **Members** present shall elect one of their number to be Chair of the meeting.
- 15.19** Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 15.20** Any person chairing a **General Meeting** may —
- 15.20.1 With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - 15.20.2 Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - 15.20.3 In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 15.21** The **Council** may propose motions for the **Society** to vote on ('**Council Motions**'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.
- 15.22** **General meetings** including the **AGM** shall deal with any business brought before it by **Council** or required to be brought before it by the **Constitution** and by leave of the **Members** present may also deal with any motion or any other business proposed or raised by a **Member** present at the meeting.
- 15.23** The **AGM** shall receive and may debate a report on the year's activities of the **Society** to be presented by the President on behalf of the **Council**, a report and summary of accounts to be presented by the Treasurer on behalf of the **Council** and an editorial report to be presented by the Editor-in-Chief.

- 15.24** All **general meetings** will act by majority and voting shall be by a show of hands. The Chair may decide that the voting on significant issues affecting the whole membership should be held by secret ballot.
- 15.25** At any **General Meeting**, each **Regular Member and Life Member** has one vote. For the avoidance of doubt, Student, Retiree, Corporate, Affiliate, and **Honorary Members** are not entitled to vote. Every resolution shall be decided by a majority of votes, unless the **Act** or this **Constitution** requires otherwise. In the case of an equality of votes, whether on a show of hands or secret ballot, the Chair of the meeting shall be entitled to a second or casting vote.
- 15.26** A **Society member** who is entitled to vote but who is unable to attend the general meeting, may appoint another member who is entitled to vote or the Secretary to be a Proxy on their behalf. The member acting as the Proxy must attend the general meeting, and is only entitled to ONE proxy vote. Only the Secretary may cast more than one proxy vote.
- 15.27** The instrument appointing a Proxy shall be in writing by the hand of the appointer on the **Society** Proxy form and presented to the Secretary not less than 48 hours before the holding of the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote and, in default of this the instrument of proxy shall not be treated as valid.
- 15.28** The **Society** Proxy form shall be in the following format or a form as near there to as circumstances permit:
- "I _____ of _____ being a member of The New Zealand Pain Society Incorporated hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the (Annual) General Meeting of The New Zealand Pain Society Incorporated, to be held on the _____ day of _____, 20____, and at any adjournment thereof. Signed this _____ day of _____, 20____. This form is to be used * in favour of the resolution *against *Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as they think fit)."
- 15.29** Minutes: The **Society** must keep minutes of all **General Meetings**.

Article 16: Annual General Meetings.

- 16.1 Annual General Meetings:** when they will be held
- 16.1.1 An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Council** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 16.1.2 The **Annual General Meeting** must be held no later than the earlier of the following—
- 16.1.2.1 6 months after the balance date of the **Society**
- 16.1.2.2 15 months after the previous annual meeting.
- 16.2 Annual General Meetings:** Business. The business of an **Annual General Meeting** shall be to—
- 16.2.1 confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- 16.2.2 adopt the annual report on the operations and affairs of the **Society**,
- 16.2.3 adopt the **Council's** report on the finances of the **Society**, and the annual financial statements,
- 16.2.4 set any subscriptions for the current financial year,
- 16.2.5 consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- 16.2.6 consider any general business.

- 16.3** The **Council** must, at each **Annual General Meeting**, present the following information—
- 16.3.1 an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
 - 16.3.2 the annual financial statements for that period, and
 - 16.3.3 notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Article 17: Special General Meetings

- 17.1** **Special General Meetings** may be called at any time by the **Council** by resolution.
- 17.2** The **Council** must call a **Special General Meeting** if it receives a written request signed by at least 50 percent of **Members**.
- 17.3** Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 17.4** The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Council's** resolution or the written request by **Members** for the **Meeting**.

Article 18: Annual Scientific Meeting (ASM)

- 18.1** The **Society** shall sponsor an **ASM** to further its educational and scientific objects.
- 18.2** The **Council** may authorise a host Department or Organisation to manage the meeting in coordination with a **Conference Organiser** appointed by the **Council**.
- 18.3** In agreeing to host the Annual Scientific Meeting (ASM) of the **Society**, **Members** of the host Department, **Society** or Organisation with agreement of the **Council** shall work with the **Conference Organiser** appointed by the **Society** Council who shall organise a meeting in coordination with the **Society** Council, **Society** ASM Committee and Conference Organising Committee.
- 18.4** The ASM can be held in conjunction with other professional groups. It is desirable that the **Society** not be associated permanently with any other group.
- 18.5** The Conference Organiser shall:
- 18.5.1 be assisted by, and regularly discuss progress with the Convener of the Conference Organising Committee who will also be appointed as Chair of the ASM Committee.
 - 18.5.2 maintain proper accounting records, which within twelve weeks of the completion of the meeting shall be submitted to the Treasurer for subsequent auditing as part of the **Society's** accounts.
- 18.6** The Convenor of the ASM Committee shall:
- 18.6.1 Chair the **Society** ASM Committee to plan and control the scientific content of the AGM.
 - 18.6.2 provide, at least quarterly, regular updates on conference planning and finances to Council.
- 18.7** Registration, accommodation and social functions costs must be made in accordance with arrangements determined by the Conference Organiser and Conference Organising Committee with approval by Council.
- 18.8** Attendance at the **Annual Scientific Meeting** is primarily intended for registered health professionals and scientists. Persons who do not meet these professional criteria may only be admitted to the meeting upon the prior agreement of the Council
- 18.9** Presentations and Scientific Content

- 18.9.1 Experiments on human or animal subjects presented at the ASM must be according to the codes laid down by the Medical Research Council of New Zealand and the appropriate Ethical committee of the institution in which the experiments were conducted.
- 18.9.2 Responsibility for the literary and scientific content of abstracts accepted for publication shall remain with the authors and their sponsoring institutions.
- 18.9.3 A person or organisation who is not a member of the **Society** may present a communication or demonstration in person at the ASM provided that person has gained prior approval from the **Society** ASM Committee.
- 18.10 On the recommendation of **Council** the President may invite distinguished workers in pain study visiting New Zealand to be guests of the **Society** at its ASM

Article 19: The Council

- 19.1 The governing body of the **Society** is “the Council”.
- 19.2 No person shall be eligible to hold office as a member of the Council unless they are a Regular **Member**.
- 19.3 Qualifications of **Officers**
 - 19.3.1 Every **Officer** must be a natural person who is at least 18 years of age.
 - 19.3.2 No person may be elected or appointed as an **Officer** unless they have first:
 - 19.3.2.1 Consented in **writing** to be an **Officer**; and
 - 19.3.2.2 Certified in writing that they are not disqualified from holding office under **Section 47 of the Act** or **Section 36B of the Charities Act 2005**.
- 19.4 An **Officer** shall immediately cease to hold office if they become disqualified under the **Act** or the **Charities Act 2005**.
- 19.5 **Officers** must not be disqualified under section 47(3) of the **Act** or section 36B of the **Charities Act 2005** from being appointed or holding office as an **Officer** of the **Society**. Disqualified persons include:
 - 19.5.1 a person who is under 16 years of age
 - 19.5.2 a person who is an undischarged bankrupt
 - 19.5.3 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, or any other similar legislation
 - 19.5.4 a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - 19.5.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - 19.5.5.1 an offence under subpart 6 of Part 4 of the **Act**
 - 19.5.5.2 a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - 19.5.5.3 an offence under section 143B of the Tax Administration Act 1994
 - 19.5.5.4 an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - 19.5.5.5 a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - 19.5.6 a person subject to:
 - 19.5.6.1 a banning order under subpart 7 of Part 4 of the **Act**, or

- 19.5.6.2 an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
- 19.5.6.3 a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- 19.5.6.4 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.
- 19.5.7 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 **Act**.
- 19.6** The **Council** shall be comprised of a:
 - 19.6.1 President.
 - 19.6.2 Vice-President to be known as the President-elect; and/or Immediate-past President;
 - 19.6.3 Secretary (appointed);
 - 19.6.4 Treasurer; and
 - 19.6.5 up to eight other Councillors and Chairs of Committees
- 19.7** The President shall hold office for two years until the third AGM after election.
- 19.8** On retiring the President shall hold office as Immediate-past President for one year until the first AGM after retiring as President and shall not be eligible for re-election or reappointment until a further period of two years has elapsed.
- 19.9** The President-elect shall hold office for one year until the first AGM after election and then succeed the President.
- 19.10** The President and Immediate-past President shall also be obliged to retire after ten consecutive years in office as Councillor and/or President.
- 19.11** Each of the other members of **Council** including Treasurer shall hold office until two years after election then step down but shall be eligible for re-election unless they have served six consecutive years on **Council**.
- 19.12** Any member of **Council** other than the President who has served for a consecutive period of six years shall be ineligible for re-election until that member has retired for a period of at least one year.
- 19.13** If the President, President-elect, Secretary or Treasurer is for any reason incapable of acting or has voluntarily retired, **Council** may appoint one of its members to perform the duties of the office in question until the next AGM. Should a Councillor retire before the completion of their term, **Council** can appoint a replacement to complete the term of the retiring Councillor.

Article 20: Officers' duties

At all times each **Officer**:

- 20.1** shall act in good faith and in what they believe is to be the best interests of the **Society**, must exercise all powers for a proper purpose,
- 20.2** must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- 20.3** when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - 20.3.1 the nature of the **Society**,
 - 20.3.2 the nature of the decision, and

- 20.3.3 the position of the **Officer** and the nature of the responsibilities undertaken by them
- 20.4** 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
- 20.5** must not agree to the **Society** incurring an obligation unless they believe at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Article 21: Election or appointment of officers

The election of **Officers** shall be conducted as follows.

- 21.1** **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Council** (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 an **Officer** (as described in the 'Qualification of Officers' rule above)).
- 21.1.1 Any such appointment must be ratified at the next **Annual General Meeting**.
- 21.2** A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 10 **Working Days** before the date of the **Annual General Meeting**.
- 21.3** If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- 21.4** 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 **Council** (excluding those in respect of whom the votes are tied).
- 21.5** Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 21.6** The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- 21.7** In addition to **Officers** elected under the foregoing provisions of this rule, the **Council** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**.
- 21.7.1 Unless otherwise specified by the **Council** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**.
- 21.7.2 Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).
- 21.8** Not less than four weeks before the expiration of a term of office the Secretary shall notify **members** of the impending vacancy or vacancies and call for nomination of candidates for the position.
- 21.9** Any two **members** including members of the **Council** may nominate for vacancy or vacancies any member not disqualified for the position in question.
- 21.10** Elections shall take place at the **Annual General Meeting**.

Article 22: The Secretary

- 22.1** The Secretary is the general clerical officer of the **Council** who shall be appointed by the **Council** for such term, at such remuneration and upon such conditions as it may think fit.
- 22.2** The Secretary is contracted by the **Society** to enrol new members, send members invoices of annual subscriptions and maintain records of membership.
- 22.3** The secretary shall provide extra clerical duties at the request of the Council.
- 22.4** **Council** may also appoint an Editor-in-Chief and Co-editor(s), not necessarily a **Council** member, who under general supervision of the Secretary shall keep or make such records of the activities of the Society as from time to time, shall be deemed appropriate by the **Council**.

Article 23: Ceasing to hold office.

- 23.1 Automatic Vacancy:** An **Officer** shall immediately cease to hold office if they:
 - 23.1.1 Resign by delivering a signed notice to the Council
 - 23.1.2 Become disqualified under the Act or the Charities Act 2005
 - 23.1.3 Die
 - 23.1.4 Are suspended or expelled from membership under Article 13.
 - 23.1.5 Ceases to be a Regular **Member**.
- 23.2 Removal by Council:** The **Council** may, by a two-thirds majority vote, remove an **Officer** from the **Council** if the **Officer**:
 - 23.2.1 Is absent from two consecutive **Council** meetings without leave of absence
 - 23.2.2 Fails to disclose a conflict of interest in accordance with Article 31; or
 - 23.2.3 Is deemed by the **Council** to have brought the **Society** into disrepute.
 - 23.2.4 The **Council** passes a vote of no confidence in the **Officer**
- 23.3 Due Process:** Before any vote to remove an **Officer** is taken under Article 23.2, the **Officer** concerned must be:
 - 23.3.1 Given at least 10 Working Days' Notice of the proposed removal and the reasons for it; and
 - 23.3.2 Given a reasonable opportunity to be heard or to provide a written submission to the **Council**.
- 23.4 Return of Property:** Each **Officer** shall, within 10 Working Days of resigning or otherwise ceasing to hold office, deliver to the **Council** all books, papers, and other property of the **Society** held by them.

Article 24: Functions of the Council

- 24.1** From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Council**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

Article 25: Powers of the Council

- 25.1** The **Council** has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.
- 25.2** Subject to the **Constitution** and to resolution of **general meetings**, the **Council** has the general conduct and superintendence of the affairs of the **Society** and may on its behalf make contracts, execute documents, employ persons, acquire and dispose of property of any kind, invest and vary investments, incur expenditure and reimburse its members and other persons for expenditure incurred by its authority; provided that service in the **Council** shall be honorary.

- 25.3** The **Council** has no authority to pledge the credit of and expenditure incurred by **Council** shall be met solely from property under its control.
- 25.4** The **Council** may engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.
- 25.6** The **Council** shall cause minutes to be made of:
- 25.6.1 all appointments of **officers**
 - 25.6.2 the names of members of the **Council** present at all **general meetings** and all meetings of the **Council**; and
 - 25.6.3 all proceedings of **general meetings** and of meetings of the **Council** and to cause those minutes to be entered, within one month after the relevant meeting is held, in the minute book.
- 25.7** The minutes referred to in the immediately preceding paragraph shall be signed by the Chair of the meeting at which the Proceedings took place or by the Chair of the next succeeding meeting.

Article 26: Council meetings

- 26.1** The **Council** shall meet as required 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**.
- 26.2** The **Secretary** may give notice to call a meeting of **Council** at any time and shall do so at the request of the **President** or any two Councillors.
- 26.3** Not less than 7 days notice shall be given to every member of the **Council** of any meeting there of specifying the time, place and general nature of the business of such meeting but where the **President** considers an emergency exists the person may take such steps as they consider necessary to notify members of the **Council** of the proposed meeting, notwithstanding that 7 days notice shall not have been given.

Article 27: Procedure

- 27.1** A meeting of the **Council** may be held either—
- 27.1.1 By a number of the **members** of the **Council** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - 27.1.2 By means of audio, or audio and visual, communication by which all members of the **Council** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 27.2** Except as otherwise provided in this **Constitution**, the **Council** may regulate its own procedure.
- 27.3** The **President**, or in the absence of the **President**, the President-elect or Immediate past President, shall take the Chair at **Council** meetings unless and until any meeting **Council** resolves to appoint another of the members as Chair.
- 27.4** The quorum at a meeting of **Council** shall be the **President** or President-elect/Immediate-past President, Secretary or Treasurer and one other Councillor.
- 27.5** A resolution of the **Council** is passed at any meeting of the **Council** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Council** shall have one vote. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Council**.
- 27.6** All acts done by any meeting of the **Members** of the **Council** or by any person acting as a member thereof shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such **members** or person acting as aforesaid or that they or

any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a **Member** of the **Council**.

- 27.8** A resolution in writing signed by all the **Members** of **Council** for the time being entitled to receive notice of a meeting of the **Council**, shall be as valid and effectual as if it had been passed at a meeting of the **Council** duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more **members** of **Council**.

Article 28: Sub-Committees of the Council

- 28.1** The **Council** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Council**—
- 28.1.1 The **Council** may delegate any of its powers to such Committees as it thinks fit from time to time.
- 28.1.2 Any such Committee shall consist of at least one member of the **Council** and such other persons as it may determine.
- 28.1.3 The powers and duties delegated to such a Committee shall be upon such terms and conditions as the **Council** may determine including the fixing of a quorum for a meeting thereof.
- 28.1.4 The **President** shall be exofficio a member of any such Committee.
- 28.2** A subcommittee established by the **Council** is incorporated within the **Society** and accordingly is not an independent organisation from the **Society**.
- 28.3** The Group is subject to control by the **Council** of the **Society**.
- 28.4** **Council** shall report the formation of a sub-Committee and the rules approved for the sub-Committee at the ensuing AGM, which may by resolution then dissolve the Committee or vary its rules.
- 28.5** No sub-committee shall have power to co-opt additional members.
- 28.6** A sub-committee must not further delegate any of its powers.
- 28.7** Any assets or funds acquired, received or used by or under the control of a sub-committee its members or committee shall belong to the **Society** at all times.
- 28.8** A **Society** sub-committee may not open or maintain a bank account.
- 28.9** A **Society** sub-committee, or members shall have no power to incur expenditure or liabilities or enter into contracts or place orders on behalf of or for the purposes of the Group.
- 28.10** If a sub-committee proposes to raise any income or incur any expenditure, it shall prepare and deliver to the **Society's** Treasurer for approval by the **Society's** Council a budget showing such income and expenditure and the period and projected activities covered by the budget and specifying any contracts it proposes to enter into.
- 28.11** The sub-committee shall also supply such other financial information as the **Society's** Treasurer may reasonably request.
- 28.12** A sub-committee may not solicit funds or raise member subscriptions or otherwise undertake any fundraising activity, which was not specifically referred to in the latest budget approved by the **Society's Council** without the prior written approval of **Council**.

Article 29: Special Interest Groups of the Society

- 29.1** The **Council** may, pursuant to **Article 28** at its discretion establish and incorporate in the **Society** a sub-committee Special Interest Group (SIG) of the **Society** comprising a group of ten (10) or more **Members** of the **Society** on the terms and conditions of these **Society** SIG Articles. Such a Group shall be known as a **Society** SIG.
- 29.2** A **Society** SIG shall only be established:

- 29.2.1 for the sole purpose of carrying out the **Society's** objects within its specialist area as such purpose is specifically defined in the resolution of **Council** establishing such Group; and
- 29.2.2 if it would consist of at least ten (10) **Members** of the **Society**; and
- 29.2.3 if it is open to more than one professional group or area of discipline; and
- 29.2.4 its interest will be in one subject area.
- 29.3 The **Council** shall not allow more than one Group (whether a Society SIG or an Affiliated SIG) to be approved or established at any one time in the same interest or subject area.
- 29.4 A written application signed by the proposed chair and other officers of the proposed Society SIG must be sent to the Secretary of the **Society** containing:
 - 29.4.1 the name of the proposed **Society** SIG;
 - 29.4.2 the name of its proposed chair and other officers;
 - 29.4.3 a description of its proposed activities and scientific focus;
 - 29.4.4 such other information as the **Council** may require which must be accompanied by a written letter of support in a form prescribed by the **Council** signed by at least ten (10) **Members** of the **Society**. It is not necessary for all supporters of the application to sign the same letter.
- 29.5 A **Society** SIG established by the **Council** is incorporated within the **Society** and accordingly is not an independent organisation from the **Society**. The Group is subject to control by the **Council** of the **Society**.
- 29.6 A **Society** SIG shall describe itself as a "Special Interest Group of The New Zealand Pain **Society**".
- 29.7 **Society** SIG(s) and their chair(s) and **members** will be listed on the website and the dates and places of their planned meetings will be listed free of charge in the **Society's** newsletter and website.
- 29.8 Subject to approval by the **Council** of the **Society** a **Society** SIG may use the **Society's** mailing lists and facilities to publicise its forthcoming events and meetings.
- 29.9 The **Society** may offer **Society** SIGs other services and facilities on terms to be agreed with the **Council**.
- 29.10 **Society** SIGs may hold scientific or business meetings at the **Society's** ASM, subject to the approval of the **Council** and Scientific Program Convenor, on a space available basis.
- 29.11 Any **Society** SIG may hold scientific, professional or business meetings, as long as the meeting budget is approved in writing in advance by the **Council** of the **Society**. Such meetings must be open to all **Members** of the **Society** on a space available basis and must not conflict with the ASM or AGM of the **Society**.
- 29.12 The affairs of the **Society** SIGs shall be regulated by these **Society** SIG Articles, directions made by **Council** from time to time and any rules made in accordance with **Article 30**.
- 29.13 Any **Member** of the **Society** may register as a member with a **Society** SIG representing a specialist interest area in which the person has an interest. A person's membership of a **Society** SIG shall automatically cease if they cease to be a **Member** of the **Society**.
- 29.14 Administration of a **Society** SIG shall be undertaken by a committee, which shall conduct its proceedings in accordance with these **Society** SIGs Articles and any directions of the **Society's Council** and any rules made under **Article 30**.
- 29.15 The committee of a **Society** SIG shall be appointed or elected from the members of the Group and in accordance with any rules made by the members of that Group.
- 29.16 The committee shall appoint a Chair from amongst its number.
- 29.17 In addition to the Chair, the committee may have such other officers as may be determined, and elected or appointed, by the members of the **Society** SIG.

- 29.18** Any assets or funds acquired, received or used by or under the control of a **Society** SIG, its members or committee shall belong to the **Society** at all times.
- 29.19** Income and Expenditure:
- 26.19.1 a **Society** SIG may not open or maintain a bank account.
- 26.19.2 Subject to **Article 29.19.3** a **Society** SIG, its committee or members shall have no power to incur expenditure or liabilities or enter into contracts or place orders on behalf of or for the purposes of the Group.
- 29.19.3 If a **Society** SIG proposes to raise any income or incur any expenditure, it shall prepare and deliver to the **Society's** Treasurer for approval by the **Society's** Council a budget showing such income and expenditure and the period and projected activities covered by the budget and specifying any contracts it proposes to enter into.
- 29.19.4 The **Society** SIG shall also supply such other financial information as the **Society's** Treasurer may reasonably request.
- 29.19.5 a **Society** SIG may not solicit funds or raise member subscriptions for the purposes of the **Society** SIG or otherwise undertake any fundraising activity, which was not specifically referred to in the latest budget approved by the **Society's Council** without the prior written approval of **Council**.

Article 30: Rules for operation of Society SIGs

- 30.1** Each **Society** SIG, or any of its members, shall not:
- 30.1.1 (without the prior approval of the Council) use on any materials or publications in any medium any logo or emblem of the **Society** or the letterhead of the Society;
- 30.1.2 enter into a contract or other arrangement legally binding on the **Society**;
- 30.1.3 purport to speak on behalf of the **Society** or make any statements to the media;
- 30.1.4 change its name without the consent of the **Society's Council**;
- 30.1.5 publish in any medium any educational, research or training materials relating to the management of pain without the consent of the **Society's Council**;
- 30.1.6 act in a manner which could be prejudicial to the interests of the **Society** or damage its reputation;
- 30.1.7 give any representations concerning the **Society**
- 30.2** Each Society SIG must:
- 30.2.1 submit an annual report of its activities to the Secretary of the **Society**, or the **Council** nominee to its committee, within one month of the end of each financial period of the **Society**;
- 30.2.2 inform the Secretary of the **Society**, or the **Council** nominee to its committee, of any changes to its Chair.
- 30.2.3 inform the Secretary of the **Society**, or the **Council** nominee to its committee, of any planned meetings and to subsequently submit copies of the minutes of the Group and its committee in time for the next meeting of **Council**.
- 30.3** Accounts and Accounting Records
- 30.3.1 In respect of income and expenditure authorised in a budget approved by **Council** the committee of a Society SIG shall cause to be kept proper accounting records of that Group which shall be made available to the **Society's** Treasurer or the authorised representatives on request.

- 30.4** The **Council** of the **Society** may by Notice to the Group immediately dissolve or suspend a Society SIG if:
- 30.4.1 the Society SIG or any of its members breaches any terms of these Society SIG Articles and fails to remedy such breach (if capable of remedy) within 30 days of written request from the **Council** of the **Society** so to do; or
 - 30.4.2 the Society SIG or any of its members, in the opinion of the Society's Council, is not acting in the best interests of the Society; or
 - 30.4.3 the Society SIG fails to deliver its annual report in accordance with **Article 30.2.1**.
- 30.5** Upon dissolution the Society SIG shall cease to exercise any functions on behalf of and in the name of the Society and all monies provided for in the Group's approved budget (if any) and any other assets and funds otherwise under the control of the Group, its officers, committee or members or designated for the purposes of that Society SIG or used or acquired by the Group, its officers, committee or members shall be transferred immediately to the Society.
- 30.6** Also on dissolution all the benefits set out in **Article 29** shall immediately cease in respect of that Group.
- 30.7** On suspension the **Council** may impose such conditions as it thinks fit.
- 30.8** The **Council** of the **Society** may cease or suspend the membership of a member or the Chair of a Society SIG in accordance with **Article 13**.
- 30.9** If there is any conflict or inconsistency between a direction given to a Society SIG by the Society's Council and such rules, the direction shall prevail.

Article 31: Conflicts of interest

- 31.1** An **Officer** or **member** of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
- 31.1.1 to the **Council** and/or sub-committee, and
 - 31.1.2 in an **Interests Register** kept by the **Council**.
- 31.2** Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 31.3** An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
- 31.3.1 must not vote or take part in the decision of the **Council** and/or sub-committee relating to the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; and
 - 31.3.2 must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; but
 - 31.3.3 may take part in any discussion of the **Council** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Council** and/or sub-committee (unless the **Council** and/or sub-committee decides otherwise).

Article 32: Conflict of Interest Register

- 32.1** The **Council** must cause a register of interests to be kept (the **Interests Register**).
- 32.2** Immediately upon becoming aware that an **Officer** or **Member** is "interested" in a matter, the **Council** must ensure the full details of that interest are recorded in the **Interests Register**.
- 32.3** The **Interests Register** must be available for inspection by any **Member** at the **Society's** registered office or such other place as the **Council** determines

- 32.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 32.5 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- 32.6 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 **Council** shall consider and determine the **Matter**.

Article 33: Records

- 33.1 Register of Members
 - 33.1.1 The **Society** shall keep an up-to-date Register of Members.
 - 33.1.2 For each current **Member**, the information contained in the Register of Members shall include:
 - 33.1.2.1 Their name, and
 - 33.1.2.2 The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - 33.1.2.3 Their contact details, including:
 - 33.1.2.4 A physical address or an electronic address, and
 - 33.1.2.5 A telephone number.
 - 33.1.3 The register will also include each **Member's**:
 - 33.1.3.1 occupation
 - 33.1.3.2 whether the **Member** is financial or unfinancial
- 33.2 Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- 33.3 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
 - 33.3.1 The former **Member's** name, and
 - 33.3.2 The date the former **Member** ceased to be a **Member**.
- 33.4 Interests Register
 - 33.4.1 The **Council** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.
- 33.5 Access to information for members
 - 33.5.1 A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
 - 33.5.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
 - 33.5.3 The **Society** must, within a reasonable time after receiving a request —
 - 33.5.3.1 provide the information, or
 - 33.5.3.2 agree to provide the information within a specified period, or
 - 33.5.3.3 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
 - 33.5.3.4 refuse to provide the information, specifying the reasons for the refusal.

- 33.5.4 Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if
- 33.5.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - 33.5.4.2 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
 - 33.5.4.3 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
 - 33.5.4.4 the information is not relevant to the operation or affairs of the society, or
 - 33.5.4.5 withholding the information is necessary to maintain legal professional privilege, or
 - 33.5.4.6 the disclosure of the information would, or would be likely to, breach an enactment, or
 - 33.5.4.7 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
 - 33.5.4.8 the request for the information is frivolous or vexatious, or
 - 33.5.4.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 33.5.5 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**:
- 33.5.5.1 that the **Member** will pay the charge; or
 - 33.5.5.2 that the **Member** considers the charge to be unreasonable.
- 33.5.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Article 34: Finances

34.1 Control and management

- 34.1.1 The funds and property of the **Society** shall be:
- 34.1.1.1 controlled, invested and disposed of by the **Council**, subject to this **Constitution**, and
 - 34.1.1.2 devoted solely to the promotion of the purposes of the **Society**.
- 34.1.2 The **Council** shall maintain bank accounts in the name of the **Society**.
- 34.1.3 All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.
- 34.1.4 All accounts paid or for payment shall be submitted to the **Council** for approval of payment.

34.2 The **Council must ensure that there are kept at all times accounting records that:**

- 34.2.1 correctly record the transactions of the **Society**, and

- 34.2.2 allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
- 34.2.3 would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 34.2 The **Council** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 34.4 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.
- 34.5 The monies of the Society shall be kept in authorised trustee investments in the name of the Society and shall be expended in accordance with resolutions of Council.
- 34.6 The signatories to all cheques shall be up to three members of Council, one of whom would normally be the Treasurer.
- 34.7 Other property of the Society shall be vested into two or more trustees who may be members or members of Council or other persons appointed from time to time by Council for such terms as Council thinks fit. Trustees shall deal with the property of the Society as Council directs.
- 34.8 Such accounts shall be kept at the registered office of the Society or at such other place as the Council thinks fit and shall be open to inspection by members of the Council during ordinary hours of business.
- 34.9 The Council may from time to time determine at what times and places and under what conditions and regulations the accounts and books of the Society or any of them may be open to inspection by members not being persons who are members of the Council.
- 34.10 Balance date
 - 34.10.1 The **Society's** financial year shall commence on 01/01 of each year and end on 31/12 (the latter date being the **Society's** balance date).

Article 35: Dispute resolution

- 35.1 Meanings of dispute and complaint
 - 35.1.1 A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
 - 35.1.2 The disagreement or conflict may be between any of the following persons—
 - 35.1.2.1 2 or more **Members**
 - 35.1.2.2 1 or more **Members** and the **Society**
 - 35.1.2.3 1 or more **Members** and 1 or more **Officers**
 - 35.1.2.4 2 or more **Officers**
 - 35.1.2.5 1 or more **Officers** and the **Society**
 - 35.1.2.6 1 or more **Members** or **Officers** and the **Society**.
 - 35.1.3 The disagreement or conflict relates to any of the following allegations:
 - 35.1.3.1 a **Member** or an **Officer** has engaged in misconduct
 - 35.1.3.2 a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - 35.1.3.3 the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - 35.1.3.4 a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

- 35.2 All **Members** (including the **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 35.3 The complainant raising a dispute, and the **Council**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice.
- 35.4 Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- 35.5 **Natural Justice:** In any disciplinary or dispute resolution process, the Council must ensure the rules of natural justice are followed. This includes:
 - 35.5.1 **Notice:** The Member must be given Notice of the allegations and the potential consequences.
 - 35.5.2 **Right to Respond:** The Member must be given a reasonable opportunity to be heard or to provide a written response before any decision is made.
 - 35.5.3 **Impartiality:** The Council must act fairly and without bias

Article 36: How complaint is made

- 36.1 A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints subcommittee) a notice in writing that—
 - 36.1.1 states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - 36.1.2 sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - 36.1.3 sets out any other information reasonably required by the **Society**.
- 36.2 The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 - 36.2.1 states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - 36.2.2 sets out the allegation to which the dispute relates.
- 36.3 The information given under subclause (36.1.2.) or (36.2.1) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 36.4 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 36.5 Person who makes complaint has right to be heard
 - 36.5.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
 - 36.5.2 If the **Society** makes a complaint—
 - 36.5.2.1 the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 36.5.2.1 an **Officer** may exercise that right on behalf of the **Society**.
 - 36.5.3 Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - 36.5.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 36.5.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 36.5.3.3 an oral hearing (if any) is held before the decision maker; and
 - 36.5.3.4 the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

- 36.6** Person who is subject of complaint has right to be heard
- 36.6.1 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
- 36.6.1.1 has engaged in misconduct; or
- 36.6.1.2 has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
- 36.6.1.3 has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 36.6.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 36.6.3 If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- 36.7** Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
- 36.7.1 the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- 36.7.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 36.7.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- 36.7.4 an oral hearing (if any) is held before the decision maker; and
- 36.7.5 the respondent's written statement or submissions (if any) are considered by the decision maker.

Article 37: Investigating and determining dispute

- 37.1** The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 37.2** Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.
- 37.3** Society may decide not to proceed further with complaint. Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
- 37.3.1 the complaint is considered to be trivial; or
- 37.3.2 the complaint does not appear to disclose or involve any allegation of the following kind:
- 37.3.2.1 that a **Member** or an **Officer** has engaged in material misconduct: that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:
- 37.3.2.2 that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
- 37.3.2.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 37.3.2.4 the person who makes the complaint has an insignificant interest in the matter; or
- 37.3.2.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or

- 37.3.2.6 there has been an undue delay in making the complaint.
- 37.4 **Society** may refer complaint
 - 37.4.1 The **Society** may refer a complaint to—
 - 37.4.1.1 a subcommittee or an external person to investigate and report; or a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
 - 37.4.1.2 The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 37.5 Decision makers
 - 37.5.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Council** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
 - 37.5.1.1 impartial; or
 - 37.5.1.2 able to consider the matter without a predetermined view.

Article 38: By-Laws

- 38.1 The **Council** shall have power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Society's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such By-laws.
- 38.2 Notwithstanding the foregoing provisions of this Article, the **Society** in general meeting, may amend or repeal any By-law made by the **Council**.
- 38.3 A By-law shall:
 - 38.3.1 be subject to the Constitution
 - 38.3.2 be not inconsistent with any provision contained in the said Constitution; when in force, be binding on all members and shall have the same effect as these Articles.

Article 39: Alterations to the constitution

- 39.1 Amending this constitution
 - 39.1.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.
- 39.2 This Constitution may be amended, rescinded, or added to by a resolution passed by a **two-thirds majority** of those **Members** entitled to vote and voting at a General Meeting.
- 39.3 **Quorum:** A quorum for the purpose of amending the Constitution shall be twenty (20) voting **Members**. If a quorum is not reached, the meeting may resolve by a simple majority to decide the issue by a **written** ballot of all voting **Members**. A simple majority of members returning ballots will suffice.
- 39.4 **Notice and Proposal:** Any proposed amendment must be given in writing to the Council at least **20 Working Days** before the General Meeting.
 - 39.4.1 The Council must give all Members notice of the proposed resolution and the reasons for it at least **15 Working Days** before the meeting.
- 39.5 **Charitable Status:** No amendment shall be made that would affect the exclusively charitable nature of the Society or its registration under the Charities Act 2005.
- 39.6 **Registration:** Every amendment must be registered with the Registrar of Incorporated Societies as required by the Act and shall take effect from the date of registration. Charities Services must also be notified as required by the Charities Act 2005.

Article 40: Indemnity

- 40.1** Every member of the **Council**, Secretary, Treasurer, other **officer** or such other person(s) duly appointed by Council to act on its behalf for the time being of the **Society** shall be indemnified out of the funds of the **Society** against any liability arising out of the execution of their duties and for costs incurred by them in defending any proceedings whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application under the **Act** in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

Article 41: Liquidation and removal from the register

- 41.1** Resolving to put **Society** into liquidation
- 41.1.1 The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- 41.2** The **Council** shall give 30 **Working Days Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- 41.3** The **Council** shall also give Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 41.4** Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.
- 41.5** Resolving to apply for removal from the register
- 41.5.1 The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 41.6** The **Council** shall give 30 **Working Days Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- 41.7** The **Council** shall also give **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 41.8** Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.
- 41.9** Surplus assets
- 41.9.1 If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.
- 41.9.2 The specific charitable organization or organizations to receive the surplus assets shall be determined by the Members at or before the time of liquidation. If the Members cannot decide, the assets shall be distributed as directed by the High Court of New Zealand.