

# NEW ZEALAND PAIN SOCIETY CONSTITUTION AND DOMESTIC RULES

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## Article 1: Name

- 1.1 The name of the Incorporated Society is The New Zealand Pain Society Incorporated, a chapter of the International Association for the Study of Pain.
- 1.2 The number of persons who may be admitted as members of the Society is not limited.

## Article 2: Purposes

- 2.1 The purposes for which the Society is organised shall be carried out solely within New Zealand, are exclusively educational, scientific and charitable in nature.
  - 2.1.1 To improve the management of patients of all ages with acute and persistent (chronic) pain.
  - 2.1.2 To bring together basic scientists, health professionals and others who have an interest in pain research and/or pain management.
  - 2.1.3 To foster and encourage research into pain mechanisms and pain syndromes.
  - 2.1.4 To promote education and training in the field of pain.
  - 2.1.5 To promote and facilitate the dissemination of new information in the field of pain.
  - 2.1.6 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.
  - 2.1.7 To encourage the formation of regional associations for the study and treatment of pain.
  - 2.1.8 To encourage the adoption of a uniform classification, nomenclature and definition regarding pain and pain syndromes.
  - 2.1.9 To inform the general public of the results and implications of current research in the area.
  - 2.1.10 To advise national and regional agencies of standards relating to the use of drugs, appliances and other procedures in the therapy of pain.
  - 2.1.11 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.
  - 2.1.12 To engage in such other activities as may be incidental to or in furtherance of the aforementioned purposes.

## Article 3: Powers and Authority

- 3.1** Solely for the purpose of carrying out the foregoing objects and not otherwise, the Society shall have power and authority:
- 3.1.1 To periodically publish, electronically and/or on paper, journals or books or other material dealing with the science and practice of pain management and the health and welfare of people in pain;
  - 3.1.2 To support grants, scholarships, fellowships, prizes and awards for research or education in pain and related subjects from funds of the Society;
  - 3.1.3 To take out directors and officers liability insurance to cover legal liability arising from the acts or omission of office holders, members of Council or employees in their capacity as such;
  - 3.1.4 To execute any trusts which are in the interests of the Society or professionals engaged in pain management in general;
  - 3.1.5 To consider all questions affecting (whether directly or indirectly) the interests of the Society including any legislative or other measures;
  - 3.1.6 To confer or correspond with any association, institution, society, body or individual (whether incorporated or not, and whether domiciled in New Zealand or not), in relation to any of the objects of the Society or on any other matter of interest to its members;
  - 3.1.7 To establish, support or aid in the establishment and support of any charitable or benevolent association or institution connected with the objects of the Society or calculated to further these objects;
  - 3.1.8 To amalgamate or co-operate with any charitable association, society, institution or body whether incorporated or not, formed with objects similar to the objects of the Society and whether domiciled in New Zealand or not, provided that the Society shall not amalgamate with any association, society or institution or body unless its constitution or rules prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of Article 4;
  - 3.1.9 To establish rules for membership of the Society and to make and maintain a register of members of the Society;
  - 3.1.10 To accept any gift, endowment or bequest made to the Society generally or for the purpose of any specific object and to carry out any trusts attached to any such gift, endowment or bequest;
  - 3.1.11 To purchase, take on lease or exchange, hire or otherwise acquire any real and personal property for the purposes of furthering the objects of the Society;
  - 3.1.12 To sell, improve, manage, develop, exchange, lease, mortgage, dispose or turn to account or otherwise deal with all or any part of the property and rights of the Society;

- 3.1.13 To borrow or raise or secure the payment of money raised to further the objects of the Society;
- 3.1.14 To invest and deal with the moneys of the Society not immediately required for any of its objects in such manner as may from time to time be determined and to delegate the power to invest the monies of the Society to a reputable professional fund manager;
- 3.1.15 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- 3.1.16 No substantial part of the work of the Society shall be carried out of political party activities and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

### Article 4: Income and Property

- 4.1 The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out in these Rules.
- 4.2 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.

### Article 5: Dissolution of the Society

- 5.1 The Society may be dissolved by motion of an AGM carried by a simple majority of those present pursuant to notice of motion given to the Secretary not less than three months before the meeting.
- 5.2 On dissolution the property of the Society shall not be distributed among members, but shall be applied to such charity or charities in New Zealand as determined by resolution of the last AGM or in default of such determination as determined by a Judge of the High Court of New Zealand.

### Article 6: Interpretation

- 6.1 Unless a contrary intention appears in the subject or context:-

"**The Act**" means the Incorporated Societies Act 1908;

"**The Society**" means The New Zealand Pain Society Incorporated;

"**The Rules**" and "these presents" mean the Rules of the Society for the time being in force;

"**Council**" means the whole or any number (not being less than a quorum) of the members of the National Council for the time being of the Society elected in the manner provided by these Rules;

"**Councillor**" means a member of the Council;

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**"General Meeting"** means the Annual General Meeting, and an Extraordinary General Meeting and General Meetings have a similar meaning;

"Meeting" may be deemed to be held by audio or video conference as well as face to face;

**"Member"** includes a regular member, honorary member, student member, affiliate member and corporate member. "Members" and "Membership" have a similar meaning;

**"Office"** means the registered office for the time being of the Society;

**"Office bearers"** mean the persons for the time being occupying the positions of President, President-elect, Immediate-past President, Secretary and Treasurer;

**"Register"** means the register of members of the Society to be kept pursuant to the Act;

**"Secretary"** means any person appointed to perform the duties of a Secretary of the Society;

**"Treasurer"** means any person appointed to perform the duties of a Treasurer of the Society;

**"In writing"** and **"written"** include typing, printing, lithography and other modes of representing or reproducing works or figures in a visible form;

**"Year"** means calendar year.

Words importing the singular include the plural and vice versa.

Words importing any gender include the other genders.

Words importing persons includes corporations.

## **Article 7: Registered Office**

- 7.1** The Registered Office of the Society shall be situated at the School of Medicine, University of Auckland, or at such other place as may be decided upon by the Council.

## **Article 8: Membership**

- 8.1** Membership in the Society is to be divided into five classes as follows:

- 8.1.1 Regular Members
- 8.1.2 Honorary and Life Members
- 8.1.3 Student Members
- 8.1.4 Affiliate Members
- 8.1.5 Corporate Members

## Article 9: Regular Members

**9.1** Any person who satisfies the Council that he:

- 9.1.1 is a member of the IASP; or
- 9.1.2 has been awarded an appropriate degree or has obtained such qualifications from a recognized tertiary educational institution as may be specified or accepted from time to time by the Council;
- 9.1.3 has a real and substantial interest of the objects of the Society;
- 9.1.4 is of good character and personal repute;
- 9.1.5 satisfies such other criteria as may be established in the By-laws from time to time

may upon application, be admitted by the Council as a Regular Member of the Society.

### **By-Law to Article 9.1.5 [13/04/2012]**

*As provided under Article 9.1.5 of the Constitution, Regular Membership of the New Zealand Pain Society is normally open to dentists, medical practitioners, nurses, occupational therapists, pharmacists, physiotherapists, psychologists, scientists and social workers who have satisfied the Council that they are eligible for admission to this category of membership.*

- 9.2** Notwithstanding the provisions of Article 9.1 any person making application may be admitted as a Regular Member of the Society on the unanimous determination of all the members of the Council entitled to vote on the matter.
- 9.3** A Regular member shall be entitled to receive notice of general meetings, to attend and vote thereat and be eligible to hold office as a member of the Council.

## Article 10: Honorary and Life Members

**10.1** Any persons who have made long, continued and outstanding contributions in the field of pain research and/or management may be elected

- 10.1.1 an **Honorary Member** (in the case of persons who have not been eligible to be Regular Members of the Society), or
- 10.1.2 a **Life Member** (in case of persons who have been Regular Members of the Society)

by a majority vote of the Regular Members present in person or by proxy at a meeting of Regular Members.

**10.2** In event that the Council receives a nomination signed by at least two Regular Members for a person to become an **Honorary Member** or **Life Member**, Council shall, if it determines that such nominee satisfies the criteria established by Article 10.1, within twelve months of receiving such nomination, convene a meeting of Regular Members for the purpose of considering and affecting a vote to elect or not such nominee as an Honorary or Life Member.

**10.3** An **Honorary Member** shall have the same rights, privileges and obligations of a Regular Member including being entitled to receive notices of general meetings of the Society, to attend such meetings but not 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 to the Society.

**10.4** A **Life Member** shall have the same rights, privileges and obligations of a Regular Member except that thereafter he shall not be liable to pay any subscription or levy to the Society.

### **Article 11: Affiliate Members**

**11.1** Any person who is not eligible for admission as a Regular Member or any organisation including charitable or business corporations who or which satisfies the Council that he or it:

11.1.1 has a real and substantial interest in the objects of the Society;

11.1.2 satisfies such other criteria as may be established in the By-laws from time to time upon application be admitted by the Council as an Affiliate Member of the Society.

**11.2** An Affiliate Member shall be entitled to receive notices of general meetings of the Society, to attend such meetings but not to vote thereat, nor shall they be eligible to hold office as a member of Council.

### **Article 12: Student Members**

**12.1** Any person who satisfies the Council that he:

12.1.1 is a bona fide student at the date of making his application in a course of full-time training approved by the Board at a recognized tertiary educational institution

may upon application, be admitted by the Council as a Student Member of the Society.

**12.2** A Student Member shall be entitled to receive notices of general meetings of the Society, to attend such meetings but not to vote thereat, nor shall they be eligible to hold office as a member of the Council.

**12.3** A Student Member shall cease to be a member if for a period of twelve months he ceases to be a bona fide student in a course of training approved by the Council at a recognized tertiary institution.

### **Article 13: Corporate Members**

**13.1** Any company which satisfies the Council that it:

13.1.1 has a real and substantial interest in the objects of the Society;

13.1.2 satisfies such other criteria as may be established in the By-laws from time to time

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may upon application be admitted by the Council as a Corporate Member of the Society.

- 13.2** A Corporate Member shall be entitled to receive notices of general meetings of the Society, and to attend such meetings, but not to vote thereat.

## **Article 14: General Provisions as to Membership**

- 14.1** All applications to be admitted as a member pursuant to Articles 9, 10, 11, 12 or 13 shall be in such form as the Council shall from time to time prescribe and shall be lodged with the **Membership Secretary**.
- 14.2** Such applications shall be supported by such documents in such form together with such additional information, as the Council shall from time to time prescribe.
- 14.3** An application for admission as a member pursuant to either Article 9, 10, 11, 12 or 13 shall be considered by the Council which may approve or reject such application.
- 14.4** Article 14.3 applies to an application by a member to be admitted to another class of member.
- 14.5** Within 14 days after the Council has either approved or rejected an application for membership, the Membership Secretary shall, in writing, notify the applicant of the decision of the Council. The decision of the Council shall be final.

## **Article 15: Fees and Subscriptions**

- 15.1** The annual subscription due from each class of membership excluding that of honorary membership shall be a sum determined at a general meeting. Honorary members shall not be required to pay any subscription.
- 15.2** Subscriptions shall be due the 1st day of April in each year.
- 15.3** 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. Alternatively, the member may request that his 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.

## **Article 16: Cessation and Suspension of Membership**

- 16.1** Any member desiring to resign from the Society shall give notice in writing to that effect to the **Membership Secretary** and once lodged he shall cease to be a member. Resignations shall be without prejudice to the right of this Society to recover any amount due to the Society at the date of resignation.
- 16.2** If a member shall fail to pay to the Society the subscription payable within 6 months after the date upon which such subscription is payable membership privileges will be suspended, and membership cancelled after arrears of one year. Such members shall thereupon be eligible for membership only once payment of the current subscription and all arrears. In any such case the Council may remit such arrears and reinstate such members if it considers the circumstances warrant that course.



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## **16.3** If any member:

- 16.3.1 dies, becomes bankrupt or makes any composition with his creditors generally; or
- 16.3.2 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

such member shall cease to be a member.

## **16.4** 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:

- 16.4.1 to reprimand that member;
- 16.4.2 to suspend that member from membership of the Society for such period (not exceeding 6 months) as it thinks fit; or
- 16.4.3 to expel that member from membership of the Society.

## **16.5** The decision of the Council shall be final.

## **16.6** If the member referred to in Article 16.4 is also a member of Council, that member shall, except for the purposes of Article 16.6.3 absent himself from the meeting of the Council at which the question of his reprimand, suspension or expulsion (as the case may be) is being considered. The proceedings of the Council and any resolution thereof conducted or passed in the absence of such a member being a member of the Council shall be valid and effectual.

## **16.7** A resolution of the Council passed pursuant to Article 16.4 shall not be of any force or effect unless:

- 16.7.1 the Council shall have given not less than 28 days' notice in writing to the member referred to in the resolution, of the date, time and place of the meeting at which it was proposed to put the resolution;
- 16.7.2 the notice shall have also contained a notice to the member that he had a personal right of audience at the meeting;
- 16.7.3 the member was granted such an audience by the Council upon his exercising that right;
- 16.7.4 it was passed by a majority of three quarters of the members of the Council present at the meeting.

## **16.8** Within 7 days after the Council has passed a resolution pursuant 16.4, the **Secretary** shall, in writing notify the member concerned of the precise terms of the resolution and of the provisions of Article 16.

## **Article 17: General Meetings**

### **17.1** 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

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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.

- 17.2** Meetings may be sponsored by the Society or they may be hosted by another scientific society, institution or organisation.
- 17.3** 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.
- 17.4** Remits to the Annual General Meeting of the Society shall be received in writing by the Secretary at least four weeks before the AGM.
- 17.5** All general meetings other than annual general meetings shall be called Extraordinary General Meetings. An Extraordinary General Meeting shall be convened by the Secretary if a requisition in writing signed by not less than twenty (20) Members of the Society and served on the Society either by delivering the requisition personally to the registered office of the Society or sending it through the post in a prepaid letter envelope addressed to the Secretary.
- 17.6** The quorum for a meeting of the Society shall be twenty (20) members personally present or present by audio or video-conference.
- 17.7** A requisition may consist of several documents in like form, each signed by one or more requisitionists.
- 17.8** Any requisition shall specify the purpose of the meeting and any meeting shall consider only the matters referred to in the requisitions.
- 17.9** Twenty-one clear days' notice of all general meetings shall be given to all members of the Society. The notice shall be served in accordance with Article 31 and shall specify the place, day and hour of the meeting, the general nature of any special business and shall include a statement clearly setting out the effect of any special resolution proposed to be passed at the meeting. The notice shall also specify the place (if other than the registered office of the Society) at which any instrument appointing a proxy, or power of attorney or other authority being given by a member is to be deposited.
- 17.10** The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

### **Article 18: Proceedings at General Meetings**

- 18.1** 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.
- 18.2** 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.

- 18.3** If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and place or to such other day and such other time as the Council may determine and if at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall constitute a quorum.
- 18.4** The President of the Society shall preside as Chair at every general meeting or in the event of his absence, or if there is no President of the Society or if he is 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. 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.
- 18.5** The Chair with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

### **Article 19: Votes at General Meetings**

- 19.1** 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.
- 19.2** At any general meeting each Regular Member may vote in person or by proxy, with each Regular Member having one vote. 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.
- 19.3** A declaration by the Chair that a resolution has on a show of hands or secret ballot been carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- 19.4** No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
- 19.5** 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

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meeting, and is only entitled to **ONE** proxy vote. Only the Secretary may cast more than one proxy vote.

**19.6** 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.

**19.7** The Society Proxy form shall be in the following format or a form as near thereto as circumstances permit:

"The New Zealand Pain Society Incorporated

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 he thinks fit)."

### Article 20: Annual Scientific Meetings

**20.1** 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.

**20.2** 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.

**20.3** The Conference Organiser shall:

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- 20.3.1 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.
- 20.3.2 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.
- 20.4** The Convenor of the ASM Committee shall:
  - 20.4.1 Chair the Society ASM Committee to plan and control the scientific content of the AGM.
  - 20.4.2 provide, at least quarterly, regular updates on conference planning and finances to Council.
- 20.5** Registration, accommodation and social functions costs must be made in accordance with arrangements determined by the Conference Organiser and Conference Organising Committee.
- 20.6** Presentations and Scientific Content
  - 20.6.1 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.
  - 20.6.2 Responsibility for the literary and scientific content of abstracts accepted for publication shall remain with the authors and their sponsoring institutions.
  - 20.6.3 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.
- 20.7** 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 21: The Council**

- 21.1** The governing body of the Society is "the Council".
- 21.2** No person shall be eligible to hold office as a member of the Council unless he is a Regular Member.
- 21.3** The Council shall be comprised of a:
  - 21.3.1 President;
  - 21.3.2 Vice-President to be known as the "President-elect"; and/or
  - 21.3.3 Immediate-past President;
  - 21.3.4 Secretary;

21.3.5 Treasurer; and

21.3.6 up to six other Councillors and Chairs of Committees

- 21.4** The President shall hold office for two years until the third AGM after election. 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 re-appointment until a further period of two years has elapsed. The President-elect shall hold office for one year until the first AGM after election and then succeed the President. The President and Immediate-past President shall also be obliged to retire after ten consecutive years in office as Councillor and/or President.
- 21.5** Each of the other members of Council including Secretary and Treasurer shall hold office until two years after election then step down but shall be eligible for re-election unless he has served six consecutive years on Council.
- 21.6** 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.
- 21.7** 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 his term, Council can appoint a replacement to complete the term of the retiring Councillor.
- 21.8** A member of Council shall be deemed to have vacated his office if he:
- 21.8.1 is suspended or expelled from membership of the Society pursuant to Article 16;
  - 21.8.2 resigns his office by notice in writing to the Council by address to the **Secretary**;
  - 21.8.3 is absent without permission of the Council from two consecutive meetings thereof;
  - 21.8.4 is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest;
  - 21.8.5 ceases to be a Regular Member.

### **Article 22: Election to Council**

- 22.1** 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.
- 22.2** Any two members including members of the Council may nominate for vacancy or vacancies any member not disqualified for the position in question.
- 22.3** Elections shall take place at the AGM.

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- 22.4** In accordance with Article 17 the time and place of the AGM shall be determined by Council.
- 22.5** Elections to council shall be by simple majority of voting members present.
- 22.6** In the event of a dispute, the Council shall remain in office until the determination of the dispute.
- 22.7** If the election date is later than the expiration of term of office, the term shall be deemed to have continued until the election date.
- 22.8** Council may from time to time co-opt members of the Society to be members of Council. The total number of Council members shall not at any time exceed twelve (12). Co-opted members shall cease to hold office at the ensuing AGM and may be co-opted again.

### **Article 23: Powers and Duties of the Council**

- 23.1** Subject to the Constitution and to resolution of general meetings, the Council have 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.
- 23.2** The Council has no authority to pledge the credit of and expenditure incurred by Council shall be met solely from property under its control.
- 23.3** The Council may engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.
- 23.4** The Council shall cause minutes to be made of:
- 23.4.1 all appointments of officers;
  - 23.4.2 the names of members of the Council present at all general meetings and all meetings of the Council; and
  - 23.4.3 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.
- 23.5** 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 24: Proceedings of the Council**

- 24.1** 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.

- 24.2** 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.
- 24.3** Council shall act by majority. Every member of the Council shall have one vote but in the event of there being an equality of votes the President or the person presiding at that meeting shall have a casting vote.
- 24.4** Subject to Article 24.5, not less than 7 days notice shall be given to every member of the Council of any meeting thereof specifying the time, place and general nature of the business of such meeting but where the President considers an emergency exists he may take such steps as he considers necessary to notify members of the Council of the proposed meeting, notwithstanding that 7 days notice shall not have been given.
- 24.5** A member of the Council, who is not within New Zealand, shall not be entitled to receive notice of a meeting of the Council.
- 24.6** The quorum at a meeting of Council shall be the President, President-elect or Immediate-past President, Secretary or Treasurer and one other Councillor.
- 24.7** 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.
- 24.8** 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.
- 24.9** A meeting of members of the Council referred to in Article 24.1 shall mean:
- 24.9.1 a meeting of members assembled in person on the same day at the same time and place;
  - 24.9.2 the members communicating with each other by any technological means whereby they are able simultaneously to hear each other and participate in discussion notwithstanding they are not physically present in the same place.

### **Article 25: Committees of the Council**

- 25.1** The Council may delegate any of its powers to such Committees as it thinks fit from time to time. Any such Committee shall consist of at least one member of the Council and such other persons as it may determine. 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. The President shall be ex-officio a member of any such Committee.
- 25.2** Council may 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.

- 25.3** Council shall report the formation of a Committee and the rules approved for the Committee at the ensuing AGM, which may by resolution then dissolve the Committee or vary its rules.

### **Article 26: Special Interest Groups of the Society**

- 26.1** The Council may pursuant to Article 23 at its discretion establish and incorporate in the Society a Special Interest Group (SIG) of the Society comprising a group of ten (10) or more Regular and/or Honorary Members of the Society on the terms and conditions of these Society SIG Articles. Such a Group shall be known as a Society SIG.

- 26.2** A Society SIG shall only be established:

- 26.2.1 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
- 26.2.2 if it would consist of at least ten (10) Regular and/or Honorary Members of the Society and of the Australian Pain Society; and
- 26.2.3 if all its members are Members of their respective Society; and
- 26.2.4 if it is open to more than one professional group or area of discipline; and
- 26.2.5 its interest will be in one subject area.

- 26.3** 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.

- 26.4** 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:

- 26.4.1 the name of the proposed Society SIG;
- 26.4.2 the name of its proposed chair and other officers;
- 26.4.3 a description of its proposed activities and scientific focus;
- 26.4.4 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) Regular and/or Honorary Members of the Society. It is not necessary for all supporters of the application to sign the same letter.

- 26.5** 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.

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- 26.6** A Society SIG shall describe itself as a “Special Interest Group of The New Zealand Pain Society”.
- 26.6.1 Society SIG(s) and their chair(s) and members will be listed in the website and the dates and places of their planned meetings will be listed free of charge in the Society’s newsletter and website.
  - 26.6.2 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.
  - 26.6.3 the Society may offer Society SIGs other services and facilities on terms to be agreed.
  - 26.6.4 Society SIGs may hold scientific or business meetings at the Society’s ASM, subject to the approval of the Scientific Program Convenor, on a space available basis.
  - 26.6.5 any Society SIG may hold scientific, professional or business meetings, as long as the meeting budget is approved 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.
- 26.7** 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 26.17.
- 26.8** Any Member of the Society may register as a member with a Society SIG representing a specialist interest area in which he has an interest. A person’s membership of a Society SIG shall automatically cease if he ceases to be a Member of the Society.
- 26.9** 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 26.17.
- 26.9.1 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.
  - 26.9.2 the committee shall appoint a Chair from amongst its number.
  - 26.9.3 one member of the Society’s elected Council as referred to in Article 21 (but excluding co-opted members of Council), who is nominated by the Society’s Council, shall be a voting member of the SIG committee and shall be given at least 42 days’ notice of all committee meetings. If such a nominee is unable to attend a SIG committee meeting he may appoint an alternate who shall be entitled to attend and vote at the meeting in his place.
  - 26.9.4 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.

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**26.10** 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.

### **26.11** Income and Expenditure

- 26.11.1 a Society SIG may not open or maintain a bank account.
- 26.11.2 subject to Articles 26.11.3 and 26.11.4 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.
- 26.11.3 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. The Society SIG shall also supply such other financial information as the Society's Treasurer may reasonably request.
- 26.11.4 a Society SIG shall have the power to incur expenditure or liabilities or enter into contracts or place orders on behalf of or for the purposes of the Society SIG if within the latest budget approved by the Society's Council **provided** that all such contracts or orders must be signed by a member of Council on behalf of the Society. Any expenditure which exceeds the approved budgeted amount or contract or order not provided for in such approved budget must have the prior written approval of the Society's Council.
- 26.11.5 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.

### **26.12** Rules for operation of Society SIGs

- 26.12.1 Each Society SIG, or any of its members, shall not:
  - a. (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;
  - b. (save as permitted by Article 26.11.4) enter into a contract or other arrangement legally binding on the Society;
  - c. purport to speak on behalf of the Society or make any statements to the media;
  - d. change its name without the consent of the Society's Council;
  - e. publish in any medium any educational, research or training materials relating to the management of pain without the consent of the Society's Council;

- f. act in a manner which could be prejudicial to the interests of the Society or damage its reputation;
- g. give any representations concerning the Society

**26.12.2** Each Society SIG shall:

- a. continue to comply with the conditions set out in Article 26.2.

**26.13** Each Society SIG must:

- 26.13.1 submit an annual report of its activities (together with a list of its members) 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;
- 26.13.2 inform the Secretary of the Society, or the Council nominee to its committee, of any changes to its Chair.
- 26.13.3 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.

**26.14** Accounts and Accounting Records

- 26.14.1 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 his authorised representatives on request.
- 26.14.2 the committee of a Society SIG shall prepare and deliver to the Society's Treasurer within one month of the end of each financial period of the Society annual accounts of the Society SIG in a form to be advised by the Society's accountants, which shall be audited or examined if required by the Society's Council.

**26.15** The Council of the Society may by written notice to the Group immediately dissolve or suspend a Society SIG if:

- 26.15.1 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
- 26.15.2 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
- 26.15.3 the Society SIG fails to deliver its annual report or annual accounts in accordance with Articles 26.13.1 or 26.14.2.

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

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Society SIG or used or acquired by the Group, its officers, committee or members shall be transferred immediately to the Society. Also on dissolution all the benefits set out in Article 26.6 shall immediately cease in respect of that Group.

On suspension the Council may impose such conditions as it thinks fit.

**26.16** 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 16.

**26.17** The members of a Society SIG may from time to time by a resolution passed by at least two thirds of those present and voting at a meeting of the members of that Group of which at least 21 days written notice has been given to all members setting out the text of the regulations to be considered make rules, and add to, repeal or vary such rules, governing their affairs provided that no rule shall contravene any of the provisions of the Constitution of the Society or any By-Laws made by Council concerning Society SIGs. 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 27: The Secretary and Membership Secretary**

**27.1** The Secretary is the general clerical officer of the Council.

**27.2** There shall be a Membership Secretary of the Society who shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit.

**27.3** The Membership secretary is employed by the Society to enrol new members, send members invoices of annual subscriptions and maintain records of membership. The Membership secretary shall provide extra clerical duties at the request of the Council.

### **Article 28: Accounts**

**28.1** The Council shall cause proper accounts to be kept with respect:

28.1.1 all sums of money received and expended by the Society and the manner in respect of which the receipt and expenditure takes place;

28.1.2 all sales and purchases of real and personal property by the Society; and

28.1.3 the assets and liabilities of the Society.

**28.2** The Treasurer is the finance and property officer of the Council.

**28.3** 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.

**28.4** The signatories to all cheques shall be up to three members of Council, one of whom would normally be the Treasurer. However, where Council has approved the holding of a scientific meeting of the Society, the local Secretary and another nominated member appointed in accordance with the domestic rules shall open a bank account locally in the name of the Society and shall be the signatory of cheques drawn on that account.

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- 28.5** 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.
- 28.6** 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.
- 28.7** 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.
- 28.8** The Council shall appoint one or more Auditors of the Society.

### Article 29: Common Seal

- 29.1** The Common Seal of the Society shall be that decided upon by the Council and the Secretary shall be responsible for its safe custody and control.
- 29.2** The Common Seal shall not be affixed to an instrument except by the authority of a resolution of the Council or of a Committee of the Council authorized by the Council in that behalf. Every instrument to which the Common Seal is affixed shall be signed by a member of the Council and shall be signed by another member thereof, the Secretary or by some other person appointed by the Council for the purpose.

### Article 30: By-Laws

- 30.1** 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.
- 30.2** Notwithstanding the foregoing provisions of this Article, the Society in general meeting, may amend or repeal any By-law made by the Council.
- 30.3** A By-law shall:
- 30.3.1 be subject to the Constitution;
  - 30.3.2 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 31: Notices

- 31.1** Notices and requests required or authorised by this Constitution shall be in writing. Those sent to members may be posted either by electronic means or to the address of a member shown in the roll of members kept by the **Membership Secretary**.

**31.2** Any notice sent by post shall be deemed to have been served on the day not being a Saturday, Sunday or Public Holiday following that on which the letter, envelope or wrapper containing it is posted and it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the Post Office. A certificate in writing signed by the Secretary that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence of that fact.

**31.3** Members shall advise the **Membership Secretary** of changes of address.

### **Article 32: Amendments to Constitution**

**32.1** The Constitution and Domestic Rules may be altered, added to, rescinded by motion of which at least 4 weeks' notice has been given prior to the AGM and carried by a two-thirds majority of the members present and voting providing that a quorum for this purpose shall be twenty (20) of the voting membership.

**32.2** If a quorum should be lacking, the meeting may resolve by a simple majority to decide the issue by a postal ballot of all voting members. In this event a simple majority of members returning ballots will suffice to pass the amendment.

**32.3** No alteration or addition to rescission of the Constitution and Domestic Rules of the Society shall be made that could be deemed to alter or affect in any way the charitable status of the Society without the prior written confirmation of the Inland Revenue Department that the alteration, addition or rescission will not have such effect.

### **Article 33: Indemnity**

**33.1** Every member of the Council, Membership 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 his/her duties and for costs incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.