

THE CONSTITUTION OF MASSAGE AOTEAROA NEW ZEALAND (2023)

PREAMBLE

Massage Aotearoa New Zealand (MANZ) is the only massage therapy body in New Zealand for professional massage therapists. It is a self-regulated, voluntary membership association that promotes the massage profession by requiring members to achieve educational competency and clear standards of client care, practice, and ethics, and to meet ongoing requirements to retain membership.

ARTICLE 1 NAME OF THE PROFESSIONAL ASSOCIATION

The name of the society is 'Massage Aotearoa New Zealand Incorporated' (MANZ) (in this Constitution referred to as the **Professional Association**) and is subject to the Act. This organisation may use the full name or its acronym (MANZ) in publicity materials and correspondence.

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

ARTICLE 2 CHARITABLE STATUS, REGISTERED OFFICE AND POWER TO BORROW MONEY

2.1 Charitable status

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

2.2 Registered Office

The Registered Office of the **Professional Association** shall be at such place in New Zealand as **Te Rōpū Kaitiaki** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

2.3 Power to Borrow Money

The **Professional Association** has the power to borrow money. In addition to its statutory powers, the **Professional Association** may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects—

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

ARTICLE 3 DEFINITIONS

In this Constitution, words have the meaning set down in the Act. If a word is not defined in the Constitution, then that term has the meaning given to it in the Act. In all other instances, unless the context requires otherwise, the following words and phrases used throughout this Constitution have the following meanings:

'Act' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it. The current Act is the Incorporated Societies Act 2022.

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

‘Chair/Co-Chair/President’ means the **Te Rōpū Kaitiaki Officer(s)** responsible for, among other things, overseeing the governance and operations of the **Professional Association** and chairing **General Meetings**. **‘Co-Chair’** is added to this Constitution and any other mention of **‘Chair/President’** to reflect a governance structure where we have two **Co-Chairs**. **‘Co-Chair’** also means the **Te Rōpū Kaitiaki Officer** elected or appointed to deputise in the absence of the **Chair/President** or other **Co-Chair**.

‘Committee Member’ means an elected member of **Te Rōpū Kaitiaki**, including the **Co-Chairs/Chair/President**, the **Secretary** and the **Treasurer**.

‘Executive Committee/General Committee/Te Rōpū Kaitiaki’ means the **Professional Association’s** governing body. The title **‘Te Rōpū Kaitiaki’** acknowledges the guardianship status of the governing body. **Te Rōpū Kaitiaki** holds the governance remit of protecting and developing the mission, vision, purpose, values, policies and strategies for the best interests of all **Members**.

‘General Meeting’ normally describes the regular **Te Rōpū Kaitiaki** meetings.

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

‘Interests Register’ means the register of interests of **Officers**, including **Te Rōpū Kaitiaki Officers**, kept under these **Rules**.

‘Matter’ means—

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

‘Member’ means a person properly admitted to the **Professional Association** who has not ceased to be a member of the **Professional Association**. The **Members** are to be considered responsible for and accountable to the **Professional Association**.

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

‘Officer’ refers to people who are elected to **Te Rōpū Kaitiaki** to develop and maintain strategy, policies, and provide advice, procedures, meetings coordination and compliance with the legal requirements of the organisation. The **Officers** of MANZ are elected by the **Members** and shall make up the **Executive Committee** of MANZ, hereafter referred to as **Te Rōpū Kaitiaki**.

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

‘Relevant majority’ means a simple majority of the voting **Members** or, if required by the Constitution, a higher majority.

‘Rules’ means the rules and tenets of this document, as compared to those of the MANZ policy documents.

‘Secretary’ means a **Te Rōpū Kaitiaki Officer** responsible for, among other things, keeping the **Register of Members**, the **Interests Register**, and recording the Minutes of **General Meetings** and **Te Rōpū Kaitiaki** meetings.

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

‘Treasurer’ means the **Te Rōpū Kaitiaki Officer** responsible for among other things, overseeing the finances of the **Professional Association**.

‘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 or other Public Holidays as may be set by legislation. .

ARTICLE 4 PURPOSE, OBJECTIVES, TIKANGA AND VALUES

4.1 Purpose

The primary purpose of the **Professional Association** is to promote health and wellbeing in Aotearoa New Zealand by advancing the massage profession through advocacy, professionalisation, education, networking, and support.

4.3 Tikanga / Culture*

Tikanga of the **Professional Association** is as follows ¹.

Massage therapy is the practice of massage for healing and wellbeing. The culture or tikanga of Massage Aotearoa New Zealand is to maintain and provide a professional, educational, supportive, inclusive environment for all Members practicing massage therapy, which will then reflect the way our association engages internally and externally with each other, our clients and community and that is supported by Te Ao Māori (the world view of Māori):

Kaitiakitanga

Guardianship and protection for the future of the massage therapy profession in Aotearoa New Zealand.

Manaakitanga

The process of showing respect and support of the members and people who use massage therapy services. To show respect and support for their information and stories.

Mauri

The spiritual energy/life force, vitality and healing power within a person, place, or object

Tautoko

To accept and provide support and encouragement to our members and the community at large.

As an association we acknowledge the people of Aotearoa New Zealand (tangata whenua being the people of the land Aotearoa). Our association acknowledges and supports diversity and inclusiveness of members, indigenous people, and cultures world-wide. And this Constitution shall be interpreted having regards to that culture or tikanga.

Wairua

Holistic and spiritual practices

Whakawhanuanatanga

The process of establishing relationships and working well with others, and kinship.

4.4 Values / Urua

Kawa Whakaruruhau / Cultural responsiveness

Empowers individuals, groups, and teams with abilities to engage effectively with people from any ethnicity, including their own.

The ability to be respectful and responsive to beliefs, practices cultural and ethnic needs of diverse populations.

¹ *Article 4.3 was amended and approved at the 2023 Annual General meeting.

Being aware of personal cultural beliefs and values, and how these values may be different amongst cultures.

Ngaiotanga / Professionalism

Conduct oneself with responsibility, integrity, accountability, and excellence.

Competence, knowledge, conscientiousness, integrity, respect, emotional intelligence, appropriateness, and confidence.

Communication, networking and teamwork, critical thinking, ethics, humanness.

Pukenga / Competence

The ability to do something successfully, effectively, and efficiently.

Tikanga / Practices including ethical conduct – suggest ***Te Ara Tika*** as an alternative term to avoid confusion with *Tikanga* clause?

Conduct using principals of honesty, integrity, fairness, and good faith.

Behavioural guidelines for living and interacting.

Whakaute / Respect

Due regard for the feelings, motivations, and rights of others

Aroha

ARTICLE 5 MEMBERSHIP

The membership of Massage Aotearoa New Zealand shall be—

- a. Financial members; and
- b. Natural persons; and
- c. Not disqualified by these **Rules** or the **Act**.

All Members are admitted on approval of **Te Rōpū Kaitiaki**.

5.1 Minimum Numbers of Members

The Professional Association shall maintain the minimum number of Members as required by the Act.

5.2 Types of Members

A **Member** in this organisation is an individual or body corporate admitted to membership under these **Rules** and who, or which has not ceased to be a **Member**. The classes of membership and the method by which **Members** are admitted to different categories of membership are as follows—

Life Member is a person honoured for highly valued services to the **Professional Association** elected as a Life Member by resolution of a **General Meeting** passed by a simple majority of those Members present and voting. A **Life Member** shall have all the rights and privileges of a Member and shall be subject to all the same duties as a **Member** except those of paying subscriptions.

Honorary Member is a person honoured for services to the Professional Association or in an associated field elected as an Honorary Member by resolution of a **General Meeting** passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges, or duties.

Affiliate Members have access to networks, support, timely information, and shared resources but no other membership benefits and may be eligible to purchase advertisements in MANZ Magazine. Affiliate membership is for—

- a. Persons who are not a practising massage therapist, and for other health practitioners.
- b. An organisation that is officially connected to health and wellbeing professions, and other related businesses.
- c. Organisations such as but not limited to universities, colleges, polytechnics, and other professional associations.

5.3 Members Obligations and Rights

Members shall be subject to the following obligations and rights.

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

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

All **Members** (including **Te Rōpū Kaitiaki Officers**) shall promote the interests and purposes of the **Professional Association** and shall do nothing to bring the **Professional Association** into disrepute.

Any **Member** that is a body corporate shall provide the **Secretary** 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**.

Every **Member** shall provide the **Professional Association** with that **Member's** name and contact details as required by the **Register of Members**, and promptly advise the **Professional Association** of any changes to those details.

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

Te Rōpū Kaitiaki 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 **Professional Association**, including any conditions of and fees for such access or use.

5.4 Subscriptions and Fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting**.

In case of human disaster or national emergency, and where unavoidable personal circumstances occur, leniency about due dates for payment may be applied for on an individual basis.

5.5 Ceasing to be a Member

A **Member** ceases to be a **Member**—

- a. On death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or
- b. By resignation from that member's class of membership by notice to the **Secretary**; or
- c. On termination of a **Member's** membership under these **Rules**.

with effect from (as applicable)—

- a. The date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
- b. The date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation); or
- c. The date of termination of membership under these **Rules**; or
- d. The date specified in a resolution of **Te Rōpū Kaitiaki**.

5.6 Obligations on Resignation

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

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

5.7 Becoming a Member Again

Former **Members** shall have the right to apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of **Te Rōpū Kaitiaki**. There is no obligation for a Member to renew.

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

ARTICLE 6	TE RŌPŪ KAITIAKI OFFICERS
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6.1 The Officers of MANZ Te Rōpū Kaitiaki shall be of at least nine officers including—

- a Chair/President, (Co-Chair 1)
- a Deputy Chair/Vice President, (Co-Chair 2)
- a **Secretary** and a **Treasurer** (who may be the same person), and
- five other **Te Rōpū Kaitiaki Officers**.

In addition to the **Members** listed above, **Te Rōpū Kaitiaki** may co-opt any further **Members** as required for the purpose of forming sub-committees or working parties, or for other purposes as determined by **Te Rōpū Kaitiaki**.

6.2 Election or Appointment

Te Rōpū Kaitiaki Officers' shall be elected during **Annual General Meetings** in accordance with the following procedures—

- a. at least three months prior to the proposed election date, **Te Rōpū Kaitiaki** shall set the election date for elections to appoint **Te Rōpū Kaitiaki** and/or appoint any returning **Officers** for **Te Rōpū Kaitiaki**.

- b. within five **Working Days** of determining the election date, the **Secretary** shall give **Notice** to all financial **Members** calling for nominations for **Te Rōpū Kaitiaki** positions requiring to be filled, and such **Notice** shall include a Nomination Form and shall specify the date such nominations must be in the hands of the returning **Officer** appointed under sub-paragraph (a) above, such date being not less than 35 **Working Days** prior to the Election Date.
- c. written nominations shall be received by the **Secretary** at least 30 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
- d. nominees must be financial **Members**, and a candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Te Rōpū Kaitiaki Officer** by these **Rules** or the **Act** and may be accompanied by a signed biography not exceeding one A4 page.
- e. at least 25 **Working Days** prior to the Election Date the **Secretary** shall give **Notice** to all financial **Members** of nominations received for **Te Rōpū Kaitiaki** positions and, in the event that there are a greater number than required for specific positions, forward a voting paper accompanied by candidate biographies. Such voting paper shall specify the latest date (not less than three **Working Days** prior to the election date) it must be in the hands of the returning **Officer** appointed by **Te Rōpū Kaitiaki** to be counted as a valid vote for election.
- f. in the event of a ballot being required under sub-paragraph (d) above the candidate/s polling the highest number of votes of financial **Members** shall be declared elected by the **Secretary** or the returning **Officer**.
- g. 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 **Te Rōpū Kaitiaki** (excluding those in respect of whom the votes are tied).
- h. the failure for any reason of any financial **Member** to receive such **Notices** shall not invalidate the election.
- i. in the event of any vote being tied, the tie shall be resolved by the incoming **Te Rōpū Kaitiaki Officers** (excluding those in respect of whom the votes are tied), two **Members** (who are not nominees) or non-**Members** appointed by the **Co-Chairs/Chair/President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.

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

The newly elected **Te Rōpū Kaitiaki** are to meet immediately after the finish of the Annual General Meeting.

If a vacancy in the position of any **Te Rōpū Kaitiaki Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of **Te Rōpū Kaitiaki** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Te Rōpū Kaitiaki Officer** by these **Rules** or the **Act**).

6.3 Te Rōpū Kaitiaki Officers' duties, powers and functions

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

Subject to these **Rules** and any resolution of any **General Meeting**, **Te Rōpū Kaitiaki** may:

- a. exercise all the **Professional Association's** powers, as well as those required by the **Act** or by these **Rules** to be exercised by the **Professional Association** in **General Meetings**, and
- b. enter contracts on behalf of the **Professional Association** or delegate such power to a **Te Rōpū Kaitiaki, Member**, sub-committee, employee, or other person.
- c. make such decisions and regulations as deemed necessary for the efficient management of the affairs and business of Massage New Zealand, provided that the same are not inconsistent with the Constitution.
- d. adjudicate and make decisions as deemed necessary for the best, suitable resolution of concerns and complaints.

At all times each **Te Rōpū Kaitiaki** Officer shall have the responsibility to—

- a. act in good faith and in what they believe to be the best interests of the **Professional Association**,
- b. exercise all powers for a proper purpose,
- c. exercise the care and diligence that a reasonable person with the same responsibilities would exercise when performing duties as a **Te Rōpū Kaitiaki Officer**, considering, but without limitation, the nature of the Professional Association, the nature of the decision, the position of the **Te Rōpū Kaitiaki Officer** and the nature of the responsibilities undertaken throughout the **Term of Office**,
- d. agree to the **Professional Association** acting in a manner that complies with the Act or these **Rules**,
- e. not agree to activities of the **Professional Association** being carried on in a manner likely to create a substantial risk of serious loss to the **Professional Association** or to the **Professional Association's** creditors, or cause or allow the activities of the Professional Association to be carried on in a manner likely to create a substantial risk of serious loss to the **Professional Association** or to the **Professional Association's** creditors, and
- f. not agree to the Professional Association incurring an obligation unless they believe at that time on reasonable grounds that the Professional Association will be able to perform the obligation when it is required to do so.

6.4 Terms of Office

Te Rōpū Kaitiaki Officers shall serve for a term of two years expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Te Rōpū Kaitiaki Officer's** Term of Office.

Retiring **Te Rōpū Kaitiaki Officers** shall be eligible for re-election.

No **Te Rōpū Kaitiaki Officer** shall serve for more than three consecutive terms.

No **Co-Chair/Chair/President** shall serve for more than four consecutive years as **Co-Chair/Chair/President**.

6.5 Disqualification from Office

Only financial **Members** who are not disqualified from being appointed or holding office as a **Te Rōpū Kaitiaki Officer** by these **Rules** or the **Act** may stand for election and vote in elections.

The following persons are disqualified from being appointed or holding office as a **Te Rōpū Kaitiaki Officer**—

- a. a person who is under 16 years of age,
- b. a person who is an undischarged bankrupt,
- c. 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,
- d. a person who is disqualified from being a member of Te Rōpū Kaitiaki of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under Subpart 6 of Part 4,
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- f. a person who is subject to:
 - i. a banning order under Subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - iv. an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the new Incorporated Societies Act.
- g. any person who is disqualified or does not comply with any qualifications for **Officers** as prescribed from time to time by a resolution of **Te Rōpū Kaitiaki**.

6.6 Sub-committees

Te Rōpū Kaitiaki may appoint sub-committees consisting of such persons (whether or not **Members** of the **Professional Association**) and for such purposes as it thinks fit.

Each sub-committee is to comprise of an **Officer** of **Te Rōpū Kaitiaki** and a minimum of two other **Members** who have at least a minimum of 2 years' experience as a Registered Massage Therapist.

Unless otherwise resolved by **Te Rōpū Kaitiaki**—

- a. the quorum of every sub-committee is half the members of the sub-committee but not less than two,
- b. no sub-committee shall have power to co-opt additional members,

- c. recommendations made by sub-committees or working groups are to be presented and approved at **Te Rōpū Kaitiaki** meetings prior to being implemented.
- d. a sub-committee must not commit the **Professional Association** to any financial expenditure without express authority,
- e. meetings shall be called by the chairperson of that sub-committee at their discretion, with the report of that meeting submitted to the next **Te Rōpū Kaitiaki** meeting.

A sub-committee must not further delegate any of its powers.

6.7 General issues

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

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

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

6.8 Honoraria

Honoraria may be paid to all **Te Rōpū Kaitiaki Officers** who have fulfilled their duties according to their job descriptions and where funds are available.

The amount of honorarium to be paid is determined by the membership at the **Annual General Meeting**.

Attendance at 80% of the total number of monthly **Te Rōpū Kaitiaki** meetings is a requirement to fulfil the committee job description.

Honoraria may be paid to sub-committee members when approved by **Te Rōpū Kaitiaki**.

6.9 Cessation of a Te Rōpū Kaitiaki Officer

A **Te Rōpū Kaitiaki Officer** shall be deemed to have ceased to be a **Te Rōpū Kaitiaki** if that person ceases to be a **Member**.

A **Te Rōpū Kaitiaki Officer** can choose to retire before their two-year term is complete.

Each **Te Rōpū Kaitiaki Officer** shall within four weeks submit a resignation, or notification to cease to hold office.

On the date that the **Te Rōpū Kaitiaki Officer** ceases to hold Office, or earlier, they shall deliver to the **Secretary** all books, papers and other property of the **Professional Association** held by such former **Te Rōpū Kaitiaki Officer**.

7.1 General Meetings – Te Rōpū Kaitiaki Meetings

Te Rōpū Kaitiaki shall meet at least monthly (but need only meet once in the December-January Period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate) as it may determine and otherwise where and as convened by the **Co-Chairs/Chair/President** at the previous **Te Rōpū Kaitiaki** meeting.

Te Rōpū Kaitiaki shall give all **Members** at least five **Working Days’ Notice** of any **Te Rōpū Kaitiaki** meeting and of the business to be conducted at that **Te Rōpū Kaitiaki** meeting.

The **Te Rōpū Kaitiaki** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **Te Rōpū Kaitiaki** meeting.

7.2 Quorum for the Te Rōpū Kaitiaki

No **General Meeting** may be held unless at least five financial **Members** attend. This will constitute a quorum.

or - The quorum for **Te Rōpū Kaitiaki** meetings is at least five of the number of **Te Rōpū Kaitiaki** Members.

All financial **Members** may attend, speak, and vote at **Te Rōpū Kaitiaki Meetings**—

- a. in person; or,
- b. bring a new matter to be added to the agenda within one week prior to the meeting date.

By a signed original written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the **secretary** before the commencement of the **General Meeting**; or

- a. through the authorised representative of a body corporate as notified to the Secretary; and
- b. a Member represented by a proxy is to be included when counting the number required to form a quorum.
- c. No other proxy voting shall be permitted.

7.3 Chairing the General Meeting

All **General Meetings** shall be chaired by either of the **Co-Chairs/Chair/President**. The attending Co-chair shall chair the **General Meeting** when the other Co-chair is absent. If both **Co-Chairs** are absent, the meeting group shall select another **Te Rōpū Kaitiaki Officer** to chair that meeting.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may—

- a. With the consent of any at that **General Meeting**, adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. Direct that any person not entitled to be present at the **General Meeting**, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the meeting; and
- c. In the absence of a quorum or in the case of emergency, adjourn the **Meeting** or declare it closed.

7.4 Motions and Voting Rights

Te Rōpū Kaitiaki may put forward motions for the **Professional Association** to vote on ('**Te Rōpū Kaitiaki** motions'), which shall be notified to **Members** with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** at least 30 days before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**').

Members co-opted to sub-committees or working group status shall have no voting rights at **Te Rōpū Kaitiaki**.

Voting at **Te Rōpū Kaitiaki** meetings shall be based on one vote per **Te Rōpū Kaitiaki Officer**.

Current Registered Massage Therapists (MNZ) or Life Members shall have voting rights at **Annual General Meetings** or **Special General Meetings**. Voting rights at **Annual General Meetings** or **Special General Meeting** are to be one vote, per Registered Massage Therapist (RMT) or Life Member, by a show of hands or by secret ballot.

Proxy voting at Annual General Meetings or Special General Meetings is permitted on remits circulated at least 30 days prior to the Annual General Meeting or Special General Meeting.

7.5 Special General Meetings

If more than 50 per cent of **Te Rōpū Kaitiaki Officers** are unable to vote on a particular issue because they have an interest in it, a **Special General Meeting** must be held.

Special General Meetings may be called at any time by **Te Rōpū Kaitiaki** by resolution or the written request by **Members** for the Meeting.

A **Special General Meeting** shall only consider and deal with the business specified in **Te Rōpū Kaitiaki's** resolution or the written request by **Members** for the Meeting.

Te Rōpū Kaitiaki must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least six massage therapists registered with Massage Aotearoa New Zealand.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with through the following procedures—

- a. At least 30 days' notice of a **Special General Meeting** shall be given to the **Members**. **Members** shall be notified of any **Special General Meeting** by way of electronic means or newsletter.
- b. A **Special General Meeting** can be conducted by electronic means for example, via Zoom or Teams.
- c. 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. Any decisions made when a quorum is not present are not valid, shall be clearly noted in the Minutes.
- d. In any other case it shall stand adjourned to a day, time and place determined by the **Co-Chairs/Chair/President** of the **Professional Association**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.

N.B. Other **Rules** (7.3 and 7.4) relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**. For both types of meeting, **Te Rōpū Kaitiaki** sets a deadline for members to RSVP (to attend or send apology), and a deadline to receive proxy voting forms.

7.6 Annual General Meetings

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

The date, time and venue of the **Annual General Meeting** shall be decided by **Te Rōpū Kaitiaki**.

A quorum for a meeting shall consist of 25 per cent of the membership or **30 Members** whichever is the lesser, and necessary for an **Annual General Meeting** to take place.

Members shall be advised of the date, time, venue, agenda, and any remits of the next **Annual General Meeting** by electronic means or newsletter at least 30 days before the **Annual General Meeting** and by a special notice of reminder.

7.6.1 Annual General Meeting Business

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

- a. confirm the Minutes of previous professional association meeting(s),
- b. adopt the annual report on **Professional Association** business,
- c. adopt the treasurer's report on the finances of the **Professional Association**, and the annual financial statements,
- d. set any subscriptions for the current financial year,
- e. consider any motions, amendments or remits,
- f. vote incoming **Te Rōpū Kaitiaki Officers**,
- g. ratify new **Officers** that have been co-opted onto **Te Rōpū Kaitiaki** during the year.
- h. consider any general business.

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

- a. an annual report on the affairs of the **Professional Association** during the most recently completed accounting period,
- b. the annual financial statements for that period, and
- c. notice of any disclosures of conflicts of interest made by **Te Rōpū Kaitiaki Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

7.7 Other Notices

Any financial member of the Association can propose a remit on an issue before a **General Meeting** or an **Annual General Meeting**, by sending notice of that issue to the **Secretary** at least 60 days prior to that meeting.

Where matters of urgency arise, **Te Rōpū Kaitiaki** may at its discretion waive the 60 days requirement of notice for issues applicable to **General Meeting** or the next **Annual General Meeting**.

7.8 Minutes

Minutes of all **Meetings** must be kept by the **Secretary** and emailed to **Te Rōpū Kaitiaki** within a week.

ARTICLE 8 CONFLICTS OF INTEREST

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

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

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

- a. to **Te Rōpū Kaitiaki** and or the relevant sub-committee; and
- b. in an **Interests Register** kept by **Te Rōpū Kaitiaki**.

Disclosure must be made as soon as practicable after the **Te Rōpū Kaitiaki Officer** and/or a member of a sub-committee becomes aware that they are interested in the matter. Furthermore, an **Officer** of **Te Rōpū Kaitiaki** and/or member of a sub-committee who is an **Interested Member** in respect of any matter being considered by the **Professional Association**—

- a. must not vote or take part in the decision of **Te Rōpū Kaitiaki** and/or sub-committee relating to the matter; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. may take part in any discussion of **Te Rōpū Kaitiaki** and/or sub-committee relating to the matter and be present at the time of the decision of **Te Rōpū Kaitiaki** and/or sub-committee (unless **Te Rōpū Kaitiaki** decides otherwise).

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

Where 50 per cent or more of **Te Rōpū Kaitiaki 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 members agree otherwise and, where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, **Te Rōpū Kaitiaki** shall consider and determine the matter.

8.1 Interests Register

The **Secretary** shall maintain an up-to-date register of the interests disclosed by the **Te Rōpū Kaitiaki Officer** and or sub-committee members.

ARTICLE 9 COMPLAINTS AND DISPUTE RESOLUTION

Any **Member** of Massage Aotearoa New Zealand who has a concern or complaint that the Constitution has not been adhered to may send their concern or complaint in writing to the **Secretary**.

Any such complaint sent to the **Secretary** shall be forwarded by them to the holder of the Complaints Portfolio who then shall raise the concern or complaint at the first available **General Meeting** following receipt of the complaint.

Any **Member** bringing a concern or a complaint to **Te Rōpū Kaitiaki** may be granted speaking rights at that meeting.

The **Member** may nominate support person(s) to be present at that meeting, and they may be granted the right to speak on behalf of the **Member**.

Te Rōpū Kaitiaki shall act to bring resolution of the concern or complaint in the best interest of all parties.

Where **Te Rōpū Kaitiaki** considers that it is not able to act objectively in the interest of the **Member**, an independent person shall be sought to facilitate that part of the **General Meeting** relevant to the complaint.

9.1 Complaints from Members regarding Te Rōpū Kaitiaki Officer(s) or Member(s)

Where a complaint is made about the actions or inaction of a **Te Rōpū Kaitiaki Officers** (and not in **Te Rōpū Kaitiaki Officers** capacity as a **Member** of the **Professional Association**) the following steps shall be taken:

The **Te Rōpū Kaitiaki Officer** who is the subject of the complaint must be advised of all details of the complaint.

The **Te Rōpū Kaitiaki Officer** who is the subject of the complaint must be given adequate time to prepare a response.

The complainant and the **Te Rōpū Kaitiaki Officer** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by **Te Rōpū Kaitiaki** (excluding the **Te Rōpū Kaitiaki Officer** who is the subject of the complaint) if it considers that an oral hearing is required.

If the complaint is upheld **Te Rōpū Kaitiaki Officer** may be removed from **Te Rōpū Kaitiaki** by a resolution of **Te Rōpū Kaitiaki** or of a **General Meeting**, in either case passed by a two thirds majority of those present and voting.

9.2 Dispute Resolution

Any grievance by a **Member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint.

All **Members** (including **Te Rōpū Kaitiaki**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Professional Association's** activities.

The complainant raising a grievance or complaint, and **Te Rōpū Kaitiaki**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation, or arbitration.

Te Rōpū Kaitiaki may appoint a mediator, or arbitrator, who shall be an independent and a competent authority.

The mediator or arbitrator may advise **Te Rōpū Kaitiaki** on the process for handling complaints, and the findings and recommendations from the investigation of complaints.

Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

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

The **Secretary** shall maintain an up-to-date register of complaints, and confidentiality shall be maintained.

ARTICLE 10 RECORDS

Register of Members

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

10.2 Access to Register of Members

With reasonable notice and at reasonable times, the **Secretary** may provide any **Member** with information requested by that **Member** but access to information may be withheld on several grounds including—

- a. to protect privacy.
- b. to avoid prejudicing the commercial position of the **Professional Association** or its members or another person.
- c. where the information requested is not relevant to the operation or affairs of the **Professional Association**.
- d. when the request for information is frivolous or vexatious.

Information relating to an individual **Member** may be released on receipt of written consent of said **Member**.

No access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

10.2.1 Access to other Information

A **Member** may at any time make a written request to the **Professional Association** for information held by the **Professional Association**. The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Professional Association** must, within a reasonable time after receiving a request—

- a. provide the information; or
- b. agree to provide the information within a specified period; or
- c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Professional Association** (which must be specified and explained) to meet the cost of providing the information; or
- d. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Professional Association** may refuse to provide the information, the **Professional Association** may refuse to provide the information if—

- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Professional Association** or of any of its **Members**; or
- c. 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 **Professional Association**; or
- d. withholding the information is necessary to maintain legal professional privilege; or
- e. the disclosure of the information would, or would be likely to, breach an enactment; or
- f. the burden to the **Professional Association** 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
- g. the request for the information is frivolous or vexatious.

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

- a. that the **Member** will pay the charge; or
- b. that the **Member** considers the charge to be unreasonable.

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

ARTICLE 11 FINANCES

11.1 Control and management

The funds collected by this organisation and property of the **Professional Association** shall be—

- a. controlled, invested, and disposed of by **Te Rōpū Kaitiaki**, subject to these **Rules**, and
- b. devoted solely to the promotion of the objects and purposes of the **Professional Association**.

11.2 Balance date

The fiscal year of this **Professional Association**'s financial year shall commence on 1st April of each year and end on 31st March (the latter date being the **Professional Association** balance date).

- a. Annual financial reports must be completed and presented at the next **Annual General Meeting**.
- b. An annual financial report shall be lodged with the Registrar of Incorporated Societies.
- c. The financial reports shall be audited biennially, by an external qualified Accountant.

ARTICLE 12 DISSOLUTION OF THE PROFESSIONAL ASSOCIATION

12.1 Process

The **Professional Association** may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**. **Te Rōpū Kaitiaki** must have regard to the purposes of the **Professional Association** when passing a resolution to distribute surplus assets of the **Professional Association**.

In the event of dissolution, the **Secretary** shall give **Notice** to all **Members** of—

- a. the proposed motion to wind up the **Professional Association** or remove it from the Register of Incorporated Societies; and
- b. the **General Meeting** at which any such proposal is to be considered, and
- c. the reasons for the proposal; and
- d. any recommendations from **Te Rōpū Kaitiaki** in respect to such notice of motion.

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

12.2 Surplus assets

In the event of dissolution, all remaining assets shall be distributed in the following ways:

The Act requires the constitution to nominate one or more not-for-profit entities, or class or description of not-for-profit entities, to which the **Professional Association's** surplus assets may be distributed if the society is wound up, liquidated, or removed from the register.

If upon the winding up, liquidation, or removal from the Register of Incorporated Societies of the **Professional Association**, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose within Aotearoa New Zealand.

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

ARTICLE 13 AMENDMENTS TO THE CONSTITUTION RULES

Any proposed motion to amend or replace these **Rules** shall be signed by at least six eligible **Members** and given in writing to the **Secretary** at least 30 days before the **General Meeting** at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

If it arises that the Constitution needs to be altered or added to, this can be done at an **Annual** or **Special General Meeting**.

At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered, the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations **Te Rōpū Kaitiaki** has.

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

ARTICLE 14 POLICIES

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

ARTICLE 15 OTHER ISSUES

15.1 Common seal

The Common Seal of the **Professional Association** must be kept in the custody of the **Secretary** or other person as directed by **Te Rōpū Kaitiaki**.

The Common Seal may be affixed to any document by resolution of **Te Rōpū Kaitiaki** and countersigned by one **Co-Chair** and one other **Te Rōpū Kaitiaki Officer**.

15.2 Contact person


The **Professional Association** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. The **Professional Association's** contact person must be—


- a. at least 18 years of age; and
- b. an Officer with preference given to the **Secretary** or the **Treasurer** appointed by **Te Rōpū Kaitiaki**; and
- c. ordinarily resident in New Zealand; and
- d. not disqualified under the Act from holding that office.

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 **Professional Association** becoming aware of the change.

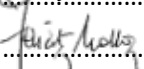
If any constitutional matters arise that are not covered by this Constitution, **Te Rōpū Kaitiaki** shall decide for confirmation at the first **General Meeting** thereafter.

We the undersigned hereby confirm that this is the Constitution approved at an Annual General Meeting of Massage Aotearoa New Zealand on

Name of Officer Bernie Te Moni - Withington Officer role MANZ Co-Chair
SIGNED by Officer 
Date 20th October 2023

Name of Officer Florence Samuels Officer role MANZ Co-Chair
SIGNED by Officer 
Date 20th October 2023

Name of Officer Vicki Scott Officer role MANZ Treasurer
SIGNED by Officer 
Date 20th October 2023

Name of Officer Dr Felicity Molloy Officer role MANZ Te Ropu Kaitiaki - Executive
SIGNED by Officer 
Date 20th October 2023

Name of Officer Officer role
SIGNED by Officer
Date