

# 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 Incorporated Societies Act 2022 (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 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**'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.

**'Chairperson'** means the officer responsible for chairing General meetings, and committee meetings, and who provides leadership for the professional association. **'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**.

**'Constitution'** means the rules in this document.

**'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 **Te Rōpū Kaitiaki** Officers, kept under this Constitution and as required by Section 73 of the Act.

**'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.

To **Matter'** means—

- a. the Professional Association'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 Professional Association.

**'Member'** means a person who has consented to become a member of the Professional Association and has been properly admitted to the Professional Association, who has not ceased to be a member of the Professional Association.

**'Notice'** to **Members** includes any notice given by post, courier or email.

**'Officer'** refers a natural person who is

- A member of **Te Rōpū Kaitiaki** or,
- Occupying a position in the Professional Association that allows them to exercise significant influence

of the management including any Chair/Co-chair/President or Treasurer.

**‘Register of Members’** means the register of Members kept under this Constitution as required by Section 79 of the Act..

**‘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 of the Professional Association

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.

### 4.2 Purpose of the Society

The primary purposes of the Society are to:

The **Professional Association** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- having capital that is divided into shares or stock held by its Members; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Professional Association** or otherwise).

But the **Professional Association** will not operate for the financial gain of Members simply if the Professional Association—

- engages in trade,
- pays a Member for matters that are incidental to the purposes of the **Professional Association**, and the Member is a not-for-profit entity,
- distributes funds to a Member to further the purposes of the **Professional Association**, and the Member—

is a not-for-profit entity, and

is affiliated or closely related to the **Professional Association**, and

has the same, or substantially the same, purposes as those of the **Professional Association**.

- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Professional Association or while pursuing the Professional Association's purposes,
- provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- provides educational scholarships or grants to Members or their families,
- pays a Member a salary or wages or other payments for services to the Professional Association on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Professional Association),
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Professional Association.
- on removal of the Professional Association from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

### **4.3 Tikanga / Culture\***

**Tikanga** of the **Professional Association** is as follows <sup>1</sup>.

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.

<sup>1\*</sup>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 principles 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.

#### **4.4 Inconsistency**

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.

#### **4.5 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:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the Te Rōpū Kaitiaki or elected by the Members at a General Meeting.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

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.

## 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 this Constitution 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 written notice signed by that Member to the Te Rōpū Kaitiaki; or

c. On termination of a Member's membership following a dispute resolution process under this Constitution, or.

d. By resolution of the Committee where—

- The Member has failed to pay a subscription, levy or other amount due to the Society within 90 Days of the due date for payment.
- In the opinion of the Committee the Member has brought the Society into disrepute.

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 Member's notice of resignation by the Te Rōpū Kaitiaki (or any subsequent date stated in the notice of resignation), or
- c. the date of termination of the Member's membership under this Constitution, or
- d. the date specified in a resolution of the Te Rōpū Kaitiaki and when a Member's membership has been terminated the Te Rōpū Kaitiaki shall promptly notify the former Member in writing.

## 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**.

### **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

**6.1 The Officers of MANZ Te Rōpū Kaitiaki shall be of at least nine officers including—** ▪

- a Chair/President/Co-Chair

- a Deputy Chair/Vice President /Co-Chair
- 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**. A majority of the Officers on the Professional Association must be either:
  - Members of the Professional Association, or
  - representatives of bodies corporate that are Members of the Professional Association.
- 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 managed by, or under the direction or supervision of, the **Te Rōpū Kaitiaki** in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this **Constitution**.

**Te Rōpū Kaitiaki** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

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**.

### 6.5.1 Removal of Officers

An Officer shall be removed as an Officer by resolution of the Te Rōpū Kaitiaki or the Professional Association where in the opinion of the Committee or the Professional Association —

- The Officer elected to the Te Rōpū Kaitiaki has been absent from three consecutive meetings without leave of absence from the Te Rōpū Kaitiaki.
- The Officer has brought the Society into disrepute.
- The Officer has failed to disclose a conflict of interest.
- The Te Rōpū Kaitiaki passes a vote of no confidence in the Officer.

### 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.

- An **Officer** ceases to hold office when they resign (by notice in writing to the **Te Rōpū Kaitiaki**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- Each **Officer** shall within five working days of submitting a resignation or ceasing to hold office, deliver to the **Te Rōpū Kaitiaki** all books, papers and other property of the **Professional Association** held by such former **Officer**.

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**.

## **ARTICLE 7 MEETINGS**

### **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. That **Notice** will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members.

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.

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

## **7.2 Quorum for the Te Rōpū Kaitiaki**

No General Meeting may be held unless at least five eligible financial Members attend throughout the meeting. 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 throughout the meeting.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Professional Association, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

## **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 Te Rōpū Kaitiaki sub-committees or working group status will bring proposals and/or remits for decision to the General Meeting.

A **Member** is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chair/Co-chair/ President or of 2 or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot. Any decisions made when a quorum is not present are not valid.

Current Registered Massage Therapists (RMT) 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 the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- b. adopt the annual report on the operations and affairs of the Professional Association,
- 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.

**Te Rōpū Kaitiaki** must, at each **Annual General Meeting**, present the following information:

- a. an annual report on the operations and 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.

<b>ARTICLE 8 CONFLICTS OF INTEREST</b>
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### **8.1 Interested member**

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—

- 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 percent 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.

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.

## **8.2 Personal benefits / Employment**

As a not-for-profit organisation the Officers and Members may not receive any distributions of profit or income from it.

This does not prevent Officers and Members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the organisations for goods or services supplied to or from them, which are at arm's length relative to what would occur between unrelated parties.

Provided no Officers and Members are allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

## **8.3 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**

## **9.1 Meanings of Dispute and Complaint**

A dispute is a disagreement or conflict involving the Professional Association and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- a. 2 or more Members
- b. 1 or more Members and the Professional Association
- c. 1 or more Members and 1 or more Officers
- d. 2 or more Officers
- e. 1 or more Officers and the Professional Association
- f. 1 or more Members or Officers and the Professional Association.

The disagreement or conflict relates to any of the following allegations—

- a. a Member or an Officer has engaged in misconduct
- b. a Member or an Officer has breached, or is likely to breach, a duty under the Professional Association's Constitution or bylaws or the Act
- c. the Professional Association has breached, or is likely to breach, a duty under the Professional Association's Constitution or bylaws or the Act
- d. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Te Rōpu Kaitiaki (or a complaints sub-committee) a notice in writing that—

- a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Professional Association's Constitution; and
- b. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c. sets out any other information or allegations reasonably required by the Professional Association.

The **Professional Association** may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—

- a. states that the **Professional Association** is starting a procedure for resolving a dispute in accordance with the Professional Association's Constitution; and
- b. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Professional Association's** Constitution.

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

The complainant raising a dispute, and the Te Rōpu Kaitiaki, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Additional Information:

- Notification of AGM Details and Remits: Members will be informed of the AGM details and any remits to be discussed at least 30 days before the AGM.
- Proxy Voting: Proxy voting is permitted on remits circulated at least 30 days prior to the AGM.

## 9.2 How a complaint is made

1. A Member or an Officer may make a complaint by giving to the Te Rōpu Kaitiaki (or a complaints subcommittee) a notice in writing that—

- a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Professional Association's Constitution; and

- b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the Professional Associations.
2. The Professional Association's may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
    - a. states that the Professional Association's is starting a procedure for resolving a dispute in accordance with the Professional Association's Constitution; and
    - b. sets out the allegation to which the dispute relates.
  3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
  4. A complaint may be made in any other reasonable manner permitted by the Professional Association's Constitution.

### **9.3 Person who makes the complaint has the right to be heard.**

1. A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Professional Association makes a complaint—
  - a. the Professional Association's has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an Officer may exercise that right on behalf of the Professional Association.
3. Without limiting the manner in which the Member, Officer, or Professional Association may be given the right to be heard, they must be taken to have been given the right if—
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the Member's, Officer's, or Professional Association's written or verbal statement or submissions (if any) are considered by the decision maker.

### **9.4 Person who is the subject of a complaint has the right to be heard.**

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Professional Association (the 'respondent')—
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the Professional Association's Constitution or bylaws or this Act; or
  - c. has damaged the rights or interests of a Member or the rights or interests of Members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Professional Association, an Officer may exercise the right on behalf of the Professional Association.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

- a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and
- e. the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **9.5 Investigating and determining the dispute.**

1. The Professional Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

#### **9.6 The Professional Association may decide not to proceed with the complaint.**

Despite the 'Investigating and determining dispute' rule above, the Professional Association may decide not to proceed further with a complaint if—

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a Member or an Officer has engaged in material misconduct;
  - ii. that a Member, an Officer, or the Professional Association has materially breached, or is likely to materially breach, a duty under the Professional Association's Constitution or bylaws or the Act;
  - iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- f. there has been an undue delay in making the complaint.

#### **9.7 The Professional Association may refer the complaint.**

1. The Professional Association may refer a complaint to—
  - a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and builder and.
2. The Professional Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

#### **9.8 Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Te Rōpū Kaitiaki or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- a. impartial; or
- b. able to consider the matter without a predetermined view.

## ARTICLE 10 RECORDS

### Register of Members

The Society shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

The register will also include each Member's —

- postal address
- email address (if any)
- occupation
- whether the Member is financial or unfinancial

Every current Member shall promptly advise the Society of any change of the Member's contact details. The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

- The former Member's name, and
- The date the former Member ceased to be a Member.

### 10.2 Access to Information for Members

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.
- h. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

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 The funds and property of the Professional Association shall be—

- controlled, invested and disposed of by the Te Rōpū Kaitiaki, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Professional Association.

The **Te Rōpū Kaitiaki** shall maintain bank accounts in the name of the Professional Association.

All money received on account of the Professional Association shall be banked within 5 Working Days of receipt.

All accounts paid or for payment shall be submitted to the **Te Rōpū Kaitiaki** for approval of payment.

The **Te Rōpū Kaitiaki** must ensure that there are kept at all times accounting records that—

- correctly record the transactions of the **Professional Association**, and
- allow the **Professional Association** to produce financial statements that comply with the requirements

of the Act, and

•would enable the financial statements to be readily and properly audited (if required under any legislation or the Professional Association's Constitution).

The Te Rōpū Kaitiaki must establish and maintain a satisfactory system of control of the **Professional Association's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Professional Association.

### 11.2 Balance date

The fiscal year of this **Professional Association's** financial year shall commence on 1<sup>st</sup> April of each year and end on 31<sup>st</sup> 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 Part 5 of the Act.

In the event of dissolution, the Secretary shall give 30 Working Days written Notice to all Members of the proposed resolution to wind up, liquidate, or remove the Professional Association from the Register of Incorporated Societies.

The **Te Rōpū Kaitiaki** shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to wind up, liquidate, or remove the **Professional Association** from the Register of Incorporated Societies must be passed 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.

#### ARTICLE 13 AMENDMENTS TO THE CONSTITUTION RULES

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

The Professional Association may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

Any proposed resolution to amend or replace this Constitution shall be signed by at least six eligible Members and given in writing to the Te Rōpū Kaitiaki at least 30 Working days before the General Meeting or AGM at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal. .

At least 10 Working Days before the General Meeting or Annual General Meeting at which any amendment is to be considered, the Te Rōpū Kaitiaki 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 or Annual 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.

No addition to, deleted from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

#### ARTICLE 14 POLICIES AND BYLAWS

**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 this **constitution**.

#### 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 a Special General Meeting of Massage Aotearoa New Zealand on 11 June 2026

Name of Officer	Thea Hewitt	Officer role	Secretary
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SIGNED by Officer:



Date	22nd June 2026
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Name of Officer	Carina Viljoen	Officer role	Co-Chair
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SIGNED by Officer

Date	22nd June 2026
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