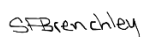


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Ratified at the AGM 29 September 2025.

Signed:



Sarah Brenchley
Chair



Liz McNamara
Vice-Chair



Lisa Peel
Treasurer

1. Introductory rules

1.1 Name

The name of the society is Naturopaths & Medical Herbalists of New Zealand Incorporated (in this Constitution referred to as the 'Society').

1.2 Charitable status

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

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases 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 **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and Committee meetings, and who provides leadership for the **Society**.

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

'Constitution' means the rules in this document.

'Deputy Chairperson' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

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

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

'Interests Register' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'Matter' means—

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

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

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

'Officer' means a natural person who is:

1. a member of the **Committee**, or
2. occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

'Register of Members' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

'Secretary' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

'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.

1.4 Purpose

The primary purposes of the Society are:

1. To promote and encourage a high standard of ethical practice and competency for the profession of Naturopathy and Herbal Medicine, through on-going education, research, and clinical practice.
2. To advance strong membership participation and encourage members to retain long-term membership.
3. To advance public access to safe and effective naturopathic care, irrespective of a client's race, religion, gender, sexual orientation, or socio-economic circumstances.
4. To advocate for the profession, role and practice of Naturopathy and Naturopathy & Herbal medicine
5. To promote, support and work towards statutory registration of Naturopaths / Naturopaths & Medical Herbalists, and the protection of the title 'Registered Naturopath' 'Registered Naturopath & Medical Herbalist' in Aotearoa New Zealand.
6. To provide and maintain a register for professional accredited Naturopaths, and Naturopaths & Medical Herbalists.

7. To allow eligible people to become members of the Association, give them certain rights and responsibilities, and if needed, to suspend or remove them from membership if the Executive Board decides it's necessary.
8. To ensure that NMHNZ meets its responsibilities under Te Tiriti o Waitangi per Appendix C (Living Te Tiriti Document).
9. To ensure members recognise the history, philosophy, and principles of naturopathic medicine

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

1. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
2. having capital that is divided into shares or stock held by its Members; or
3. 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 society or otherwise).

The Society will not operate for the financial gain of Members simply if the Society—

1. engages in trade,
2. pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity,
3. distributes funds to a Member to further the purposes of the Society, and the Member—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the Society, and
 - has the same, or substantially the same, purposes as those of the Society.
4. reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
5. provides benefits to members of the public or of a class of the public and those persons include Members or their families,
6. provides benefits to Members or their families to alleviate hardship,
7. provides educational scholarships or grants to Members or their families,
8. pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms 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 Society),
9. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

10. on removal of the Society 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.

1.5 Tikanga, kawa, culture or practice

The tikanga or culture of the Society (we) is as follows:

1. We undertake the values as agreed in the strategic plan.
2. We are professional.
3. We use open communication, appropriate language, and respectful interactions.
4. We ask questions and seek clarification when we don't understand.
5. We respect people's time and commitment.
6. We delegate tasks based on available capacity, skills, and experience.
7. We show appreciation for others and their contribution.
8. We take self-responsibility. We are reflective. We share our knowledge. We upskill others in our role.
9. We are proactive and encouraging.
10. We engage in practices that uphold Te Tiriti o Waitangi as detailed in our Living Te Tiriti o Waitangi document
11. Members of the Committee are encouraged to introduce themselves with greetings in te reo and will have opportunities to learn their pepeha.

This Constitution shall be interpreted having regard to that tikanga, kawa, culture or practice.

1.6 Act and Regulations

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

1.7 Restrictions on Society Powers

The Society must not be carried on for the financial gain of any of its members.

The Society's capacity, rights, powers, and privileges are subject to the following restrictions (if any):

1. The Society does not have the power to borrow money.

Contact person

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

1. The Society's contact person must be:
 - a. An Officer of the Society, for example, the secretary.

- b. At least 18 years of age, and
 - c. Ordinarily resident in New Zealand.
 - d. A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
2. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a. a physical address or an electronic address, and
 - b. 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 Society becoming aware of the change.

2. Members

2.1 Minimum number of members

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

2.2 Types of members

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

2.2.1 Professional Members

1. A Professional Member is an individual admitted to membership under this Constitution and who has not ceased to be a Member.
2. A professional membership is for all persons working in a role where they use the knowledge and/or training of Naturopathy &/or Herbal Medicine.
3. Professional memberships are open to people who meet the education criteria in Appendix A, to the satisfaction of the Committee.
4. Professional members are eligible to vote at a General Meeting. Executive Committee members are eligible to vote at a General Meeting.

2.2.2 Non-Practicing Members

Open to persons approved by the Executive Board who meet the criteria for full membership but are not currently in practice. All non-practising members must meet full member qualification requirements at the time of returning to practice. Non-practicing members must apply for membership and seek approval from the Society. Non-practicing are eligible to vote at a General Meeting.

2.2.3 Student Member

Open to persons enrolled in and attending an educational institution of Naturopathy or Naturopathy & Herbal Medicine, recognised and approved by the Executive Board. Student members are eligible to vote at a General Meeting.

2.2.4 Affiliate Member

Open to affiliated organisations, such as institutions and companies providing education, products and services related to naturopathy and naturopathy/herbal medicine. Employees of such organisations, where using naturopathic or naturopathic and herbal medicine knowledge, or delivering related education, are to be Full Professional members, if they meet the entry membership criteria of the Association. Affiliate members are not eligible to vote at a General Meeting.

2.2.5 Life Member

This membership is awarded at the discretion of the Executive Board, granted to Naturopaths, and Naturopaths & Medical Herbalists who have given at least ten (10) years of service to the Association, and/or who may have distinguished themselves with exceptional service to the Association, and/or may be retired from practice. Life members are eligible to vote at a General Meeting.

2.3 Becoming a member: consent

Every applicant for membership must consent to becoming a member, via the registration process on the NMHNZ website.

2.4 Becoming a member: process

An applicant for membership must complete the online registration process, supply required information and will become a member on acceptance of that application by the Committee.

For non-direct membership application, there is a non-refundable fee payable upon application.

The society may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

2.5 Members' obligations and rights

Every Member shall provide the Society in writing, their name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society of any changes to those details.

1. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
2. All members agree to the Code of Conduct when they become a member.

3. A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society.
4. The Committee may decide what access or use Members may have (if any) to resources, premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.
5. Professional members are entitled to an annual practicing certificate, to be sent yearly if membership fees are up to date and they meet the minimum requirements of membership.
6. Professional members are obligated to maintain a record of 60 Continuing Professional Development (CPD) points per 2 years. This record should be updated on the member's website profile as well as a written copy maintained.

2.6 Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of the Committee (members of which can also decide that payment be made by periodic instalments) and announced at the AGM.

Any Member failing to pay the annual subscription (including any periodic payment) within 30 Working Days of the date due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's resources, premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 90 Working Days of the due date for payment of the subscription, any other fees, or levy, the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

2.7 Ceasing to be a member

A Member ceases to be a Member—

1. by resignation from that Member's class of membership by written notice / cancellation on the website, signed by that Member to the Committee, or
2. on termination of a Member's membership following a dispute resolution process under this Constitution, or
3. on death, or
4. by resolution of the Committee where:
 - a. the Member has failed to pay a subscription, levy or other amount due to the Society within 90 Working Days of the due date for payment.
5. a member is expelled as a result of disciplinary action with effect from (as applicable):

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

2.8 Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution:

1. remains liable to pay all subscriptions and other fees to the Society's next balance date, and
2. shall cease to hold themselves out as a Member of the Society, and
3. shall return to the Society all property owned by the Society, and
4. shall destroy any current membership certificates they have received, and
5. shall cease to be entitled to any of the rights of a Society Member.

2.9 Becoming a member again

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted as per the membership requirements of the Society.

But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a hearing by the Committee.

3. General Meetings

3.1 Procedures for all general meetings

That Notice will be addressed to the Member at the contact email address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

Only eligible Members may speak and vote at General Meetings—

1. in person, or in-person at a live online event
2. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting,
3. no other proxy voting shall be permitted.

No General Meeting may be held unless at least 25 percent of eligible financial Members attend throughout the meeting, and this will constitute a quorum.

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

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 online vote, paper ballot, or, on demand of the chairperson, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a **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.

Written resolutions may not be passed in lieu of a General Meeting.

1. General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
2. The Chairperson shall chair all General Meetings. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
3. Any person chairing a General Meeting may —
 - a. With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
 - c. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
4. The Committee may propose motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
5. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Committee at least 14 Working Days before that meeting. The Member may also provide information in support of

the motion ('Member's Information'). If notice of the motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

3.2 Minutes

The Society must keep minutes of all General Meetings.

3.3 Annual General Meetings: when they will be held

An Annual General Meeting shall be held once a year on a date and at a location (which may also be online) and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

The Annual General Meeting must be held no later than the earlier of the following—

1. 6 months after the balance date of the Society
2. 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

The business of an Annual General Meeting shall be to—

1. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
2. adopt the annual report on the operations and affairs of the Society,
3. adopt the Committee's report on the finances of the Society, and the annual financial statements,
4. confirm the Committee for the year ahead,
5. set any subscriptions for the current financial year,
6. confirm the 3-yearly auditing of financial records,
7. consider any motions of which prior notice has been given to Members with notice of the Meeting, and
8. consider any general business.

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

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

3.5 Special General Meetings: business

Special General Meetings may be called at any time by the Committee by resolution.

The Committee must call a Special General Meeting if it receives a written request signed by at least 25 percent of Members.

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

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

4. Committee

The Committee will consist of a minimum of 4 Officers.

Any Officer on the Committee must be a member of the Society.

4.1 Functions of the Committee

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

4.2 Powers of the Committee

The Committee 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.

4.3 Sub-committees

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

1. the quorum of every sub-committee is half the members of the sub-committee but not less than 2, and
2. a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
3. a sub-committee must not further delegate any of its powers.

4.4 General Matters: Committees

The Committee 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 Committee or sub-committee meeting.

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

5. Committee Meetings

5.1 Procedure

The quorum for Committee meetings is at least half the number of members of the Committee.

A meeting of the Committee may be held either—

1. by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.

The members of the Committee shall elect one of their number as chairperson of the Committee. If at a meeting of the Committee, the chairperson is not present, the members of the Committee present may choose one of their number to be chairperson of the meeting. Resolutions will be passed by a majority vote.

Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

5.2 Frequency

The Committee 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) as it may determine and otherwise where and as convened by the Chairperson or Secretary.

The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

6. Officers

6.1 Qualifications of Officers

The Committee shall constitute a minimum of 4 Officers, being the Chairperson plus at least 3 others.

Every Officer must be a person who:

1. has consented in writing to be an Officer of the Society, and
2. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely:

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - a. an offence under subpart 6 of Part 4 of the Act
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c. an offence under section 143B of the Tax Administration Act 1994
 - d. an offence, in a country other than New Zealand, which is substantially similar to an offence specified in subparagraphs (1) to (3)
 - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 - a. a banning order under subpart 7 of Part 4 of the Act, or
 - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - e. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must:

1. consent in writing to be an Officer, and
2. certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer, and each certification shall be retained in the Society's records.

6.2 Officers duties

At all times, each Officer:

1. shall act in good faith and in what they believe to be the best interests of the Society,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation:
 - a. the nature of the Society,
 - b. the nature of the decision, and
 - c. the position of the Officer and the nature of the responsibilities undertaken
5. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
6. must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

6.3 Election of Appointment of Officers

The election of Officers shall be conducted as follows:

1. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certification that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certification that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 10 Working Days before

the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.

3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, this tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
4. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
6. In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

6.4 Term

The term of office for the Chair is 3 years, and all Officers elected to the Committee shall be 1 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

1. No Chairperson shall serve for more than 6 consecutive years as Chairperson.

6.5 Removal of Officers

An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society —

1. The Officer elected to the Committee has been absent from 3 Committee meetings without leave of absence from the Committee.
2. The Officer has brought the Society into disrepute.
3. The Officer has failed to disclose a conflict of interest.
4. The Committee passes a vote of no confidence in the Officer.

with effect from (as applicable) the date specified in a resolution of the Committee or Society.

6.6 Ceasing to hold office

1. An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

2. Each Officer shall within 30 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

6.7 Conflicts of interest

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

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

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

An Officer or member of a sub-committee who is an Interested Member regarding a Matter—

1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
3. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

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

Where 50% or more of Officers are prevented from voting on a matter because they have an interest in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50% or more of the members of a sub-committee are prevented from voting on a Matter because they have an interest in that Matter, the Committee shall consider and determine the Matter.

7. Records

7.1 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 —

1. Their name, and
2. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
3. Their contact details, including:
 - a. A physical address or an electronic address, and
 - b. A telephone number.
4. The register will also include each Member's:
 - a. postal address
 - b. email address (if any)
 - c. 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:

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

7.2 Interests Register

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

7.3 Access to information for members

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

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

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

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

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

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

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

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

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8. Finances

8.1 Control and management

The funds and property of the Society shall be:

1. controlled, invested and disposed of by the Committee, subject to this Constitution, and
2. devoted solely to the promotion of the purposes of the Society.

The Committee shall maintain bank accounts in the name of the Society.

All money received on account of the Society shall be banked within 7 Working Days of receipt.

All accounts paid or for payment shall be submitted to the Committee for approval of payment.

The Committee must ensure that there are kept at all times accounting records that:

1. correctly record the transactions of the Society, and
2. allow the Society to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

The Committee must establish and maintain a satisfactory system of control of the Society'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 Society.

8.2 Balance date

The **Society's** financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

9. Dispute Resolution

9.1 Meanings of a dispute and complaint

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

The disagreement or conflict may arise between members, the public, or the Officers. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

9.2 How a complaint is made

1. A member of the public, a Member or an Officer may make a complaint by giving to the Committee (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 Society'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 Society.
2. The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
 - a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

- b. sets out the allegation to which the dispute relates.
3. The information given under subclause (1b.) or (2b.) 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. The complaint cannot be made anonymously, unless the Society deems it appropriate to keep the identity of the person making the complaint anonymous due to safety.
4. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

9.3 Person who makes a complaint has a right to be heard

1. A member of the public, 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 Society makes a complaint:
 - a. the Society 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 Society.
3. Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
 - 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 decision maker considers the Members, Officers, or Society's written or verbal statement or submissions (if any).

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

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent'):
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the Society'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 Society, an Officer may exercise the right on behalf of the Society.

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 decision maker considers the respondents written statement or submissions (if any).

9.4 Investigating and determining disputes

1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
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.

9.5 Society may decide not to proceed further with complaint

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

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a Member or an Officer has engaged in material misconduct:
 - b. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act:
 - c. that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the complaint is an employment issue between members and should be referred; or
6. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
7. there has been an undue delay in making the complaint.

9.6 Society may refer the complaint

1. The Society may refer a complaint to:
 - a. a sub-committee or an external person to investigate and report; or
 - b. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
 - c. The Health & Disability Commissioner.
2. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

9.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

1. impartial; or
2. able to consider the matter without a predetermined view.

The Complaint Committee may be made up of non-members who have appropriate experience to be involved.

9.8 Process

If public safety or criminal conduct is being questioned, the society may suspend the Member's membership or include conditions in their scope of practice.

Both parties will be informed of the outcome via written communication.

9.9 Determinations and Recommendations

A Complaints Committee may recommend the Society does one or more of the following:

1. Rescind the membership of the individual.
2. Review the Member's competencies.
3. Review the Member's Continuing Education history.
4. Recommend further education/upskilling to support the member to address their shortcomings.
5. Counsels the Member regarding areas of personal and professional development and conduct. This may include a recommendation for professional counselling and/or professional supervision.

Any recommendations are referred to the Society to decide what action, if any, it will take. The Society must consider the recommendations promptly but does not need to follow

them. The Member will be provided with an opportunity to make submissions on those recommendations before a decision is made.

A Complaints Committee may also determine that:

1. no further steps be taken in relation to the matter of the investigation, and/or
2. the complaint be referred.

10. Liquidation and Removal from register

10.1 Resolving to put The Society into liquidation

The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

The Committee shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

The Committee 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 put the Society into liquidation must be passed by a simple majority of all Members present and voting.

10.2 Resolving to apply for removal from the register

The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Committee shall give 20 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

The Committee 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 remove the Society from the Register of Incorporated Societies must be passed by a majority of all Members present and voting.

10.3 Surplus assets

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

On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in SPCNM Incorporated Society.

However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

11. Alterations to the Constitution

11.1 Amending this constitution

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 Society may amend or replace this Constitution at a General Meeting by a resolution passed by a **majority** of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 66 per cent of eligible Members and given in writing to the Committee at least 21 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 21 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

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

12. Other

12.1 Bylaws

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

13. Appendices

Appendix A

NMHNZ Membership Requirements

Professional Membership

Education requirements:

Naturopathy or Naturopathy & Herbal Medicine graduates of approved and accredited programmes within Aotearoa New Zealand, approved by the New Zealand Qualifications Authority (NZQA), that meet the following criteria:

1. Minimum three years
2. Level 7 Bachelors Degree or equivalent.

Graduates of other, or overseas, programmes may be required to undergo assessment for competency before being considered for membership and are subject to the following sub-clauses, to the satisfaction of the Education Sub-committee.

1. Education meets equivalence requirements (NZQA).
2. Applicants meet clinical practice requirements and/or have undergone a process of assessment (recognition of current competency by an NMHNZ-approved assessor).
3. Costs incurred for competency assessment are borne by the applicant.
4. Upon acceptance of competency, applicants are required to apply for full professional membership. Membership fees will apply.

Grandparent Clause. New applications for memberships for holders of qualifications (Naturopathy +/-Herbal Medicine) prior to the initiation of NZQA level standards will be considered by the Executive on a basis of years in practice and Continuing Professional Development (CPD) undertaken. Where requirements have not been met the "Returning to Practice" clause applies. Practitioners who have achieved a Level 6 (or similar) qualification may be awarded membership providing Proof of Practice, CPD, and any other requirements have been met.

Returning to Practice. Practitioners who return to practice will be required to submit proof of return to practice/membership application requirements. Applicants unable to meet this requirement are subject to the conditions outlined above. A Student Membership may be awarded as an interim measure.