

Naturopaths & Medical Herbalists of New Zealand Incorporated

Constitution and Rules 2021

Contents

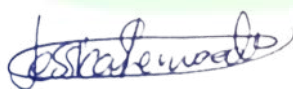
1.	THE NAME	2
2.	THE OBJECT [PURPOSE] OF THE ASSOCIATION	2
3.	THE POWERS OF THE ASSOCIATION	2
4.	MEMBERSHIP	3
4.1.	Membership Categories	3
4.2.	Membership Renewal	4
4.3.	Subscription Fees	5
4.4.	Membership Certificates	5
4.5.	Accreditation and Practicing Certificates	5
4.6.	Cessation of Membership	5
4.7.	Register of Members	5
4.8.	Rights and Restrictions of Members	5
4.6.	Appeal Against Suspension or Expulsion of Membership	5
5.	MEETINGS	6
6.	OFFICERS	7
7.	THE COMMON SEAL	8
8.	THE REGISTERED OFFICE	8
9.	FINANCES	8
10.	FINANCIAL GAIN	9
11.	CONFLICTS OF INTEREST	10
12.	ALTERATIONS TO CONSTITUTION AND RULES	10
13.	DISCIPLINE	10
14.	WINDING UP	10
15.	INTERPRETATION	10

As ratified at the NMHNZ AGM on 8 August 2021.

SIGNED



Liz McNamara
Chair



Jessica Sherwood
Treasurer



Jill Dunn
Political Convenor

1. THE NAME

- 1.1 Naturopaths & Medical Herbalists of New Zealand Incorporated ("NMHNZ"; the Association")

2. THE PURPOSE OF THE ASSOCIATION

- 2.1. To promote a high standard of competency for the profession of Naturopathy, and Herbal Medicine, including, but not limited to, education, research and clinical practice.
- 2.2. To advance strong membership participation and encourage members to retain long term membership for the benefit of the Association and the naturopathic and herbal medicine profession.
- 2.3. To promote the role of Naturopaths, and Naturopaths & Medical Herbalists of the Association to the public, Governmental and local bodies, and others.
- 2.4. To promote, support and work towards statutory registration of Naturopaths / Naturopaths & Medical Herbalists in NZ, and the protection of the title 'Registered Naturopath' 'Registered Naturopath & Medical Herbalist'
- 2.5. That all members shall vigorously uphold, with all lawful means available to them, our members' rights to practise Naturopathy and Herbal Medicine.
- 2.6. To provide and maintain a register for professional accredited Naturopaths, and Naturopaths & Medical Herbalists.
- 2.7. To ensure that every person registered and given professional membership meets the ethical standards set out in the Association's Constitution and Rules.
- 2.8. To admit eligible persons to be members of the Association and to confer on them such rights, privileges and obligations as may be determined from time to time, and to suspend, expel or remove from membership any person the Executive Board deems necessary.
- 2.9. To encourage and provide ongoing professional education in clinical training, practical experience and competence of registered naturopaths and registered naturopaths & medical herbalists.
- 2.10. To affiliate with any organisation, whether established in New Zealand or elsewhere having purposes similar or complementary to the purposes of the Association. The Association will also have the authority to cease affiliation with any organisation that they have affiliated with and shall be under no obligation to justify such cessation.
- 2.11. To promote deputations of the Ministers of the Crown of New Zealand, to any parliamentary committee or any other body in relation to bills presented to Parliament or action proposed to be taken or suggested calculated to promote or enhance the practice of Naturopathy and Herbal Medicine.
- 2.12. To keep members informed of new developments in the field of Naturopathy and Herbal Medicine by providing seminars, webinars, lectures, workshops, newsletters and posts on social media.
- 2.13. To do any act, matter or thing which may appear to the Association to be incidental to or conducive toward carrying into effect or attainment of the purposes of this Incorporated Society.

3. THE POWERS OF THE ASSOCIATION

- 3.1 To buy, or otherwise acquire property, chattels of all descriptions, books, papers, machines, apparatus and other requirements for, or of use, in connection with the affairs of the Association.
- 3.2 To provide bursaries or scholarships to students of Naturopathy or Herbal Medicine undertaking and completing research relevant to Naturopathy or Herbal Medicine.
- 3.3 To insure and keep insured all property for replacement value against such risks or losses as may be from time to time considered expedient for the Association.
- 3.4 To purchase, take on lease or otherwise acquire lands, buildings and premises for the furtherance of the purposes of the Association.
- 3.5 To erect and maintain, alter, repair and otherwise improve any buildings and erections or other property that may be required for the purposes of the Association.

- 3.6 To manage, let, sell, exchange or otherwise deal with the property of the Association in such manner as the members of the Association shall deem expedient.
- 3.7 To enter into an arrangement with any person, firm, company, government, municipal, or other local authority or other Association which may seem conducive to the [purpose] of the Association, or any of them; and to obtain from any such person, firm, company, government or other authority, things required for use in connection with the affairs of the Association.
- 3.8 To print, publish any newspapers, periodicals, books, leaflets, radio scripts, and produce and distribute any film, video, audio or such other descriptive or educational material that the Association may think desirable for the promotion of its purpose.
- 3.9 To seek and secure from the government of New Zealand and local government bodies and from any interested individual or organisation recognition and financial support for carrying out the purpose of the Association.
- 3.10 To use whatever means of communication as is necessary to inform the wider public what the Association does.
- 3.11 To provide suitable premises for meetings and carrying on the work of the Association and to employ and dismiss servants and agents.
- 3.12 To establish branches and branch offices and to provide for the appointment of local committees to deal with local matters or matters of general interest to the Association, which may require local attention.
- 3.13 To recognise and accredit educational institutions within New Zealand and/or overseas for the purposes of establishing eligibility for membership of the Association.
- 3.14 To establish scopes and standards of practice for naturopathic and Herbal Medicine for members.

4. MEMBERSHIP

4.1. MEMBERSHIP CATEGORIES

Unless otherwise decided at a General meeting of members, there shall be five (5) categories of members.

4.1.1 FULL PROFESSIONAL MEMBERSHIP

Required for all persons working in a role in which their knowledge and/or training of Naturopathy or “Naturopathy & Herbal Medicine” is utilised. Full Professional Membership is open to persons who meet the education criteria as set out below and have completed the required continuing education hours for that year and hold a current First Aid certificate* to the satisfaction of the Executive Board.

Full Professional Membership will be open to:

- 4.1.1.1. NATUROPATHY OR “NATUROPATHY & HERBAL MEDICINE” GRADUATES of approved and accredited programmes of Naturopathy or “Naturopathy & Herbal Medicine” within New Zealand, approved by the New Zealand Qualifications Authority (NZQA). These qualifications must meet the following criteria:
 - Minimum three (3) years until 31 December 2024. As of January 1st 2025 it becomes minimum four (4) years AND
 - Level 7 Degree or equivalent.
- 4.1.1.2. MEDICAL HERBALIST APPLICANTS who meet the “Naturopath” criteria under Clause 4.1.1.1 and have completed an approved and accredited natural medicine or herbal medicine programme may apply for membership under the category of Medical Herbalist.
- 4.1.1.3. New graduates applying for membership after 31 December 2021 are required to have an NZQA-approved Level 7 Bachelor’s Degree in Naturopathy or Naturopathy & Herbal Medicine.
- 4.1.1.4. 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.
 - 4.1.1.4.1. Education meets equivalence requirements (NZQA)

- 4.1.1.4.2. Applicants meet clinical practice requirements and/or have undergone a process of assessment (recognition of current competency by an NMHNZ-approved assessor).
- 4.1.1.4.3. Costs incurred for competency assessment are borne by the applicant.
- 4.1.1.4.4. Upon acceptance of competency, applicants are required to apply for full professional membership. Membership fees will apply.
- 4.1.1.5. GRANDFATHER 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 Education (CPE) 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, First Aid certificate* and CPE requirements have been met.
- 4.1.1.6. 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 in Clause 4.1.1.4. A Student Membership may be awarded as an interim measure.
- 4.1.2. NON-PRACTISING MEMBERSHIP
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.
- 4.1.3. STUDENT MEMBERSHIP
Open to persons enrolled and attending an educational institution of Naturopathy or Naturopathy & Herbal Medicine, recognised and approved by the Executive Board:
Any NCNZ student who has held continuous Student membership from 2021 with NMHNZ will be grandparented across to Full Professional membership upon graduation.
- 4.1.4. AFFILIATE MEMBERSHIP
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 required to be Full Professional members, if they meet the entry membership criteria of the Association.
- 4.1.5. LIFE MEMBERSHIP
Free membership 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 shall have voting rights and may serve on sub-committees or the Board. Life members from each of the two merging organisations retain Life Membership.

4.2. MEMBERSHIP RENEWAL

To retain Full Professional Membership all members at annual renewal, will:

- a. Pay membership subscription renewal fees by the due date.
- b. Hold a current comprehensive First Aid Certificate*
- c. Maintain a record of 60 CPE points per 2 years for Continuing Education and Professional Development (CPE); Such record shall be kept for 6 years and is to be produced on demand should this be requested.

4.3. SUBSCRIPTION FEES

Subscription fees shall be reviewed annually by the Executive Board and shall be approved by members at the Annual General Meeting (AGM) or a Special General Meeting (SGM). Such fees are payable in advance of the annual renewal date of each member.

4.4. MEMBERSHIP CERTIFICATES

Upon acceptance to NMHNZ, a certificate of membership will be issued to Full Professional members.

4.5. ACCREDITATION AND PRACTICING CERTIFICATES

4.5.1 ACCREDITATION CERTIFICATES are issued to education providers of an approved programme, graduation from which provides direct entry to NMHNZ.

4.5.2 Annual renewal of Accreditation Certification is subject to meeting both NMHNZ and NZQA External Evaluation Review (EER) audit requirements.

4.5.3 ANNUAL PRACTICING CERTIFICATES for Naturopaths, and Naturopaths & Medical Herbalists, will be issued annually to members upon verification of meeting the required CPE hours, and providing First Aid Certification* is current

*Special Circumstances exemptions may be approved at the discretion of the Education Officer.

4.6 CESSATION OF MEMBERSHIP

A member shall cease to be a member of the Association in any of the following circumstances:

4.6.1 If, having paid the membership subscription for the current year and all previous years, she/he shall by notice in writing to the Association, resign from membership.

4.6.2 A member may at any time by giving notice in writing to the Association, resign from membership, but shall not be entitled to any refund of membership fees.

4.6.3 If having failed to pay her/his membership subscription six (6) months after the date appointed for the payment thereof, and her/his name shall be removed from the Association's register of members following a resolution of the Executive Board.

4.6.4 If she/he be expelled from membership by a resolution of the Executive Board.

4.7 REGISTER OF MEMBERS

The Association shall keep a Register of Members containing the names, phone numbers, postal and email addresses of its members, and the dates at which they became members.

4.8 RIGHTS AND RESTRICTIONS OF MEMBERS

4.8.1 FULL MEMBERS: May be elected to serve on any Board or Sub-Committee of the Association, may vote, may have a web listing, may participate on any forum of the Association, may receive newsletters and may be added to any private social media forums of the Association.

4.8.2 NON-PRACTICING MEMBERS: May be elected to the Board provided they have been a member of the Association for a full year at some stage prior to their election, may vote in matters that do not relate directly to standards of naturopathic or naturopathic & Herbal Medicine practice, may participate on any forum of the Association, may be added to any private social media forums of the Association, and may receive newsletters.

4.8.3 STUDENT MEMBERS: May participate on any forum of the Association, may receive newsletters, may not vote, may be added to any private social media forums of the Association and may serve on a Sub-Committee as Student Representatives

4.8.4 AFFILIATE MEMBERS: May receive newsletters

4.8.5 LIFE MEMBERS: May be elected to the Board, may vote, may have a Web listing, and may be added to any private social media forums of the Association.

4.6. APPEAL AGAINST SUSPENSION OR EXPULSION OF MEMBERSHIP

4.8.6 A person who has been suspended or expelled from the Association may, within 10 (ten) days of receiving written notification thereof, lodge with the Executive Board a written notice of intention to appeal against the decision.

4.8.7 Upon receipt of the said notification, the Executive Board shall, within one (1) month from receipt thereof, convene a General Meeting, with 14 (fourteen) days' notice to members, to hear and determine the appeal. Notice to members of the General Meeting may be delivered either by email, fax, post or via social media.

4.8.8 At such a hearing the applicant and the Executive Board shall be given the opportunity to present his /her case to the Members present at the General Meeting.

4.8.9 The outcome of the appeal shall be determined by the majority vote of the members present at the General Meeting.

5. MEETINGS

- 5.1 An Annual General Meeting (AGM) of the Association shall be held within six months of the end of the financial year in every calendar year. The date for the subsequent AGM will be set at each annual AGM.
- 5.2 A Special General Meeting (SGM) of the Association may be convened at any time by the Secretary or the Chair under the direction of the Executive Board, and shall be convened on the requisition of not less than four (4) members of the Executive Board or not less than fifteen (15) members of the Association. Twenty-one (21) days' notice of any SGM shall be given to the Association's members by the Secretary and such notice shall specify the general nature of any business intended to be transacted. Such business may include, for example, after the recommendation of the Executive Board, any proposal to vary membership subscriptions.
- 5.3 At all AGMs and SGMs the Chair shall be taken by the Chairperson, or in their absence, by the Vice-Chairperson, or otherwise a Chairperson shall be nominated from members of the Executive Board, or another suitably qualified person (familiar with the Constitution of the Association) who is not a member, by the members present at the meeting.
 - 5.3.1 Following each AGM the Executive Board shall vote a Chair for the following twelve months. Such Chair will familiarise themselves with the constitution.
- 5.4 The voting at AGMs and SGMs shall be taken as the Chairperson shall direct, but any member present may demand a poll which shall be immediately taken in a manner determined by the Chairperson, and the result declared by the Chairperson. In case of equality of votes, the Chairperson shall have a second or casting vote.
- 5.5 The business of the AGM shall be:
 - 5.5.1 To receive the annual report of the Executive Board
 - 5.5.2 To receive the duly reviewed annual statements of the income & expenditure and assets & liabilities of the Association.
 - 5.5.3 To elect the Executive Board for the ensuing year.
 - 5.5.4 Other business of which notice in writing has been given to the Secretary at least seven (7) days prior to the last day upon which notice of meetings may be given.
- 5.6 At each AGM the following regulations for the election of officers shall, unless and until varied at an AGM or SGM, apply:
 - 5.6.1 Each of the members of the Executive Board may be nominated individually in writing or nominated from the floor at the AGM by at least two (2) financial members. Any such nomination must have the approval of the nominee.
 - 5.6.2 Written nominations shall be in the hands of the Secretary at least seven (7) days before the commencement of the AGM. Nominations from the floor will be called from the floor by the Secretary before the election of officers takes place at the AGM.
- 5.7 If the term of the Executive Board is within 6.1.1 and 6.5.2, no voting for these roles is required at the AGM.
- 5.8 No business shall be transacted at any AGM or SGM meeting unless a quorum is present at the commencement of such business. Such quorum shall, unless determined by a General Meeting, be fifteen (15) members either personally present or represented by proxy.
- 5.9 If, within half an hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to some convenient time and place to be determined by a majority of the members then present, and twenty-one (21) days' notice of the time, place and nature of business will be given to the Association members. If at such adjourned meeting a quorum of members as provided for in subclause 5.8 hereof is not present, the members then present shall constitute a quorum.

- 5.10 No member with voting rights shall be eligible to vote at any meeting either in person or by proxy unless she/he is a financial member. A member shall be deemed to be a financial member unless she/he is more than three (3) months in arrears with her or his subscription.
- 5.11 Subject to the foregoing provisions every member eligible to vote shall have one vote and no more, save that any person having been duly appointed to vote as a proxy by a financial member eligible to vote may record a vote for each member by whom she/he has been so appointed.
- 5.12 Votes may be recorded personally or by proxy, or if so arranged by a postal vote - Voting papers for anonymity. The form of proxy must be in the hands of the Secretary at the office of the Association twenty-four (24) hours before the meeting at which it is proposed to be used. Any instrument appointing a proxy shall be signed by the member making the appointment and if such member is a corporate body or organisation such instrument shall be signed for and on behalf thereof by any two (2) such as Chair, Manager, Secretary or a Director of such body or organisation. Such instrument appointing a proxy shall be in the following form or such other form as the Executive Board approves:

I/We.....being a member of the Association
 hereby appoint.....as my/our proxy to vote for me/us and on
 my/our behalf at the AGM/SGM of the Association to be held on..... ..day
 of.....20.....
 Date.....Signature.....(Designation)

- 5.13 An email or online vote using an appropriate platform shall be used when every member of the Association shall vote. This will be arranged by the Executive Board and carried out with care. Reasons for voting will be explained and a date set for the votes to be received by the Secretary. Votes will be marked off against membership to ensure one vote per member. Votes will be verified by two independent scrutineers who are not members.

6. OFFICERS

The officers of the Association shall be as follows:

- 6.1 A Chair.
 - 6.1.1 The Chair will hold a 3 year term with the right to run again for another term, plus commits to staying on the board to support for at least a year after the role as Chair ends.
- 6.2 A Vice-Chair.
- 6.3 A Treasurer.
- 6.4 A Secretary, who shall:
 - 6.4.1 Notify each person when elected of her/his election to membership or office.
 - 6.4.2 Notify members of meetings as appropriate to their office, and to committees to which they belong, and give all such notices as may be required by these Rules and Constitution.
 - 6.4.3 Keep a Register of Members.
 - 6.4.4 Keep a record of all proceedings of meetings and of the attendance of officers and members of the Association at such meetings.
 - 6.4.5 Keep a record of the number of members voting at the election of candidates for membership and of the result of such voting.
 - 6.4.6 Do such other acts in relation to the affairs of the Association as from time to time the Executive Board or the chairperson of a meeting may require.
- 6.5 In addition to the above-mentioned officers, there shall be up to five more board members who comprise the Executive Board. From the elected board, the following roles are to be fulfilled:
 - Political Convenor
 - Education & Practice Convenor
 - Research Convenor
 - Events Coordinator

■ Marketing & PR

- 6.5.1 Any person wishing to be nominated for executive positions on the Board ~~committee~~ must have been a full member for a minimum period of two years.
- 6.5.2 The term for the rest of the Executive Board is 2 years with unlimited rights to run.
- 6.6 The Executive Board, guided by the codes of practise, and ethics, shall adjudicate any complaints requiring discipline according to the rules of this Constitution.
- 6.7 The quorum for any Executive Board Meeting shall be 50% of its members.
- 6.8 The Executive Board shall have the power to appoint roles to administrate the affairs of the association. Such roles will be employees and aren't required to be from the membership. The roles will report to the Executive Board and will carry out their role as per their job description.

7. THE COMMON SEAL

The Association shall have a Common Seal which shall remain in the custody of the Secretary and shall be affixed to such documents as the Executive Board shall by resolution decide, and in the presence of the Chair and the Secretary.

8. THE REGISTERED OFFICE

The Registered Office of the Association shall be at the residence of the current Secretary of the Association, or such other place as may be determined from time to time. Notice of every change of Registered Office shall be given by the Secretary to the Registrar of Incorporated Societies.

9. FINANCES

- 9.1 The Treasurer shall:
- 9.1.1 Bank or cause to be banked in the name of the Association, all monies received.
 - 9.1.2 Disburse the funds of the Association, as may be determined by the Executive Board.
 - 9.1.3 Keep the books of accounts of the Association and prepare the necessary financial accounts and statements.
 - 9.1.4 Do such other acts as may be required from time to time upon a decision at an SGM or AGM.
 - 9.1.5 The funds of the Association shall be banked in such bank or banks or other financial institutions in New Zealand as shall be directed at an SGM or AGM from time to time. All cheques, bills of exchange and other negotiable instruments for deposit in or to the credit of any bank account of the Association shall be signed or endorsed in such manner as shall be directed at an SGM or AGM from time to time.
- 9.2 The Association shall cause to be kept proper books of account in which shall be kept full, true and complete accounts of the affairs, assets and transactions of the Association.
- 9.3 The financial year of the Association shall be from **1st April to 31st March**.
- 9.4 At the close of the financial year and at such other times as the Executive Board may elect, the Treasurer shall produce an income and expenditure account and a statement of assets and liabilities of the Association.
- 9.5 The Association shall deliver annually to the Registrar of Incorporated Societies (pursuant to Section 23 of the said Act) in such form and at such times as she/he requires, a statement containing the following particulars:
- 9.5.1 The income and expenditure of the Association during the Association's last financial year.
 - 9.5.2 The assets and liabilities of the Association at the close of the said year.
 - 9.5.3 All mortgages, charges and securities of any description affecting any of the property of the Association at the close of the said year should there be any. The said statement shall be accompanied by a Certificate signed by the Secretary or in her/his absence by another officer

of the Association authorised by the Executive Board to the effect that the statement has been submitted to and approved by the members of the Association at a general meeting.

- 9.6 The Association shall at each AGM vote upon whether they wish to appoint an auditor of the financial accounts of the Association, who shall be suitably qualified.
- 9.7 The financial records are available for perusal by members at any reasonable time. A full account will be provided to members at the AGM.
- 9.8 Any appointed chartered or registered accountant shall make a report to the members upon the accounts and statements aforesaid and in every such report she or he shall state whether in her or his opinion the same is or are full and fair accounts and statements containing the particulars required by the Constitution and rules of the Association and properly drawn up so as to exhibit a true and correct view of the affairs of the Association. Such report shall be read together with the report of the Executive Board at the AGM.
- 9.9 If the revenue of the Association for any year shall not be sufficient to meet the expenditure for that year, the Executive Board may, pursuant to a resolution passed at a meeting of the Executive Board convened for that purpose, make a call or calls upon the members of the Association to meet such deficiency provided that no member shall be called upon in any one year to pay, pursuant to this provision, more than fifty per cent of that member's subscription for that year. Written notice of the making of such call or calls shall be deemed to be due and payable as from the date of the resolution passed by the Executive Board.
- 9.10 The Executive Board, subject to approval by a majority of members at an SGM, may from time to time for the purposes of the Association raise or borrow such sum or sums of money as it may think necessary or expedient, with or without security therefore, and may secure the payment of such sum or sums of any priority whatsoever belonging to the Association or by bonds, debentures, or other securities, or by bills of exchange, promissory notes or other negotiable instruments, and such borrowings shall be subject to such terms and conditions as the Executive Board shall approve.
- 9.11 The Executive Board may from time to time invest such monies of the Association. as are not immediately required by the Association in any form of investment authorised by law for the investment of trust funds.
- 9.12 A solicitor shall be appointed by the Executive Board as and when is deemed appropriate or necessary. All matters of law shall be referred to her/him for her/his opinion.
- 9.13 From time to time the Executive Board may wish to ***purchase or expend funds*** as they see fit. If the sum to be spent is over 10% of the held cash reserves, then this will have to be presented to Members for approval at either a SGM or AGM by 60% majority vote.

10. FINANCIAL GAIN

No member shall receive or obtain any financial gain (except as honorarium, or as a salaried officer or employee of the Association) from the property or operations of the Association. Board representation at meetings external to this organisation maybe subject to payment from the organisation requesting participation.

11. CONFLICTS OF INTEREST

A member shall declare his or her interest in any:

- (a) Contractual matter;
- (b) Disciplinary matter; or
- (c) Other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Executive Board, absent herself or himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a member to absent him or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Board, or if this is not possible, the matter shall be adjourned or deferred.

12. ALTERATIONS TO CONSTITUTION AND RULES

Financial members may, by a two-thirds majority in number at any AGM or SGM (of which due notice of 21 days has been given and the business stated), from time to time amend, alter or rescind this constitution and rules, or make new constitution and rules clauses in the constitution, by resolution. Due notification of such amendment, alteration, rescission or addition shall be given forthwith by the Secretary to the Registrar of Incorporated Societies.

13. DISCIPLINE

- 13.1 The Executive Board, on receiving a complaint in writing that the conduct of any member or members is contrary to the Constitution and rules or Codes of Ethics and/or Practise of the Association or inconsistent with the character or {purpose} of the Association shall have the power to deal with the matter in such manner as it may deem advisable in the circumstances of the particular case.
- 13.2 The Executive Board, upon the majority vote of its members, (a) shall hear the member in her/his own defence either personally or by Counsel, (b) give the member the right to appeal to a special meeting of the Association members, (c) ensure that the member agrees that she/he will accept or be bound by the determination of the Executive Board and members of a special meeting convened to consider the complaint, and (d) may expel from membership any member who shall wilfully disobey the Constitution and rules of the Association or the Code of Ethics and/or Practise thereof or who is guilty of conduct rendering her/him unfit in the unanimous opinion of the Executive Board to be a member of the Association.

14. WINDING UP

- 14.1 In the event of the Association voluntarily winding up, the Association's funds, property, and assets, after meeting all liabilities and expenses, shall be distributed as agreed by members at a Special Meeting convened for the purpose of winding up the Society with 2/3 majority of those present & eligible to vote. They shall be ultimately transferred to another **not for profit incorporated society or organisation** having purposes similar to those of the Association.

15. INTERPRETATION

The following words and expressions in this Constitution and rules shall have the meanings assigned to them as follows:

"Act" shall mean the Incorporated Societies Act 1908 including any amendment thereto, or any Act passed in substitution thereof.

Naturopaths & Medical Herbalists of New Zealand Incorporated is referred to throughout the document as "the Association", for the purpose of abbreviation.

"A month" shall mean a calendar month.

"In writing" and "written" include printing, electronic and other modes of representing or reproducing words in a visible form.

"New Zealand" shall mean and include all the territories embraced in the Dominion of New Zealand and all territories held by the Dominion of New Zealand under mandate.

"Board" shall mean the duly elected officers of the Association.

Words importing only the singular number shall include the plural number and vice versa.

Words importing only the masculine gender shall include the feminine and vice versa.

Words importing persons shall include incorporated bodies.