

## Constitution of the Human Factors and Ergonomics Society of New Zealand (HFESNZ) (June 2025)

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### Introductory Clauses

#### 1.0 Name

- 1.1 The name of the society is Human Factors and Ergonomics Society of New Zealand Incorporated (the "Society").
- 1.2 The Society is constituted by resolution dated 22 August 1988.

#### 2.0 Purposes

- 2.1 The purposes of the Society are:
  - a. To promote the application of human factors / ergonomics knowledge.
  - b. To advance human factors / ergonomics research, education, public awareness and professional standards.
  - c. To perform any functions or actions necessary or helpful to fulfil the above purposes.
- 2.2 Pecuniary gain is not a purpose of the Society.

### 3. Interpretation and definitions

- 3.1 In these Rules:
  - a. **"Constitution"** means this constitution of the Society.
  - b. **"HFE"** means Human Factors and Ergonomics".
  - c. **"Interested Member"** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
  - d. **"Interests Register"** means the register of interests disclosed by Members and members of any sub-committee, kept under this Constitution and as required by section 73 of the Act.
  - e. **"Majority vote"** means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
  - f. **"Money or Other Assets"** means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
  - g. **"Officer"** means a Member appointed to the Committee pursuant to clauses 24, 25 and 27 of this Constitution, and **"Committee Member"** has the same meaning.
  - h. **"Society Meeting"** means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
  - i. **"Use Money or Other Assets"** means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

- j. **“Written Notice”** means communication by post, electronic means (including email and website posting), or advertisement in periodicals, or a combination of these methods.
- 3.2 Matters not covered in these rules shall be decided upon by the Committee.
- 3.3 In this document, “Chairperson” and “the Chair” is the same person.

#### **4. Registered Office**

- 4.1 The Registered Office of the Society is HFESNZ, C/- HASANZ, Berl House, 108 The Terrace, Wellington 6011, or such other place as the Society may from time to time resolve.

### **Membership**

#### **5. Who Can Be a Member**

- 5.1 Membership comprises different classes of membership as decided by the Society.
- 5.2 Members have the rights and responsibilities set out in these Rules. This includes adherence to a Code of Conduct for Professional Members (Fellow, Certified, Associate and Technical Members).

#### **6. How to Become a Member**

- 6.1 To become a Member, a person (“the Applicant”) must:
  - a. Complete and submit an application form which, among other matters, records their consent in writing to become a member;
  - b. Pay the necessary Application fee;
  - c. Supply any other information the Committee requires; and
  - d. Meet all requirements for the membership class being applied for.
- 6.2 The Committee may interview the Applicant when it considers Membership applications.
- 6.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

#### **7. Membership Categories**

- 7.1 Membership categories are:
  - a. **General Members** - those with an interest in ergonomics and human factors;
  - b. **Student Members** – those with an interest in ergonomics and human factors, who are enrolled in either a part-time or a full-time course of study.
  - c. **Early HFE Career Members** – those at the start of their HFE Career. They have HFE education but do not yet have HFE experience to become a Professional Member.
- 7.2 The following four Professional Membership categories require adherence to a professional Code of Conduct:

- a. **Fellow** - those who meet the Certified Professional Member criteria and have made significant contributions to HFE for at least 10 years and can demonstrate senior professional responsibility for at least 5 years.
- b. **Certified Professional Members** – those who hold a relevant HFE qualification and have broad experience across the HFE competencies.
- c. **Associate Professional Members** – those who hold a relevant HFE qualification and have limited HFE experience and/or breadth across HFE competencies.
- d. **Technical Professional Members** – those with relevant qualifications, detailed knowledge and experience in a specialist HFE field.

## **8. Rights and Responsibilities of Members**

- 8.1 All Members (including Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 8.2 Professional Members must abide the HFESNZ Code of Conduct.
- 8.3 Post-nominals (e.g., CNZHFE) can only be used by persons authorised to do so and whose professional membership status is current.
- 8.4 The Society logo cannot be used without Committee approval.
- 8.5 Members of the Society and the Committee shall be responsible only for their own personal wilful default or neglect and not for the default or neglect of any other person and shall be indemnified by the Society against all other liability incurred by them in the course of their duties as members of the Society and the Committee.

## **9. Continuing Professional Development (CPD)**

- 9.1 All Professional Members must submit suitable annual Continuing Professional Development (CPD) records to retain their Professional Membership status in addition to payment of the annual registration fees.
- 9.2 All members (with the exclusion of Life Members) must pay an annual membership fee to remain in good standing.

## **10. Membership Register**

- 10.1 The Committee shall keep, and maintain up to date, a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 10.2 Professional Members (Fellow, Certified, Associate and Technical) will be listed on relevant publicly searchable registers if they remain in good standing.
- 10.3 If a Member’s contact details change, that Member shall give the new postal and email address, and telephone number to the Committee, who will ensure the Register is updated accordingly.
- 10.4 Each Member shall provide such other details as the Committee requires.
- 10.5 Members shall have reasonable access to the Register.

## **11. When Membership Ends**

- 11.1 Any Member may resign by giving written notice to the Secretary.
- 11.2 Membership will cease if:
  - a. The member fails to pay the prescribed subscription or registration fee within three months of the due date, or by an alternative period determined by the Committee;
  - b. The member dies.

## **12. How Membership May Be Terminated and Dispute Resolution Procedure**

- 12.1 Complaints of unprofessional conduct or breaches of the Code of Conduct of Professional Members will be referred to the Committee's Professional Affairs Board and addressed via the Complaints Policy.
- 12.2 The following procedure applies to:
  - a. resolve any disagreement, complaint or dispute arising between and among any one of more Members, any one or more Officers and the Society (a "Complaint"); or
  - b. any circumstance where the Committee is of the view that a Member is breaching the Constitution, acting in a manner inconsistent with the purposes of the Society, or may bring the Society into disrepute including professional conduct issues as in 16.3 (an "Allegation"), the outcome of which may be a decision to terminate the Membership of any Member.
- 12.3 The Committee must give written notice of an Allegation, or any notice in writing it has received which sets out all relevant details of a Complaint, to the Member concerned ("the Committee's Notice").
- 12.4 The Committee's Notice must:
  - a. Explain how the Member is breaching the Constitution; or acting in a manner inconsistent with the purposes of the Society; or may bring the Society into disrepute, or the details of the Complaint made against the Member.
  - b. State that:
    - i. The Member has a right to be heard with respect to the Allegation or Complaint;
    - ii. If applicable, state what the Member must do in order to remedy the Allegation; or
    - iii. The Member must write to the Committee:
      - A. responding to the Complaint or requesting a right to be heard; or
      - B. with respect to an Allegation, giving reasons why the Committee should not terminate the Member's Membership.

(a "Member's Notice")
  - c. State that if, within 14 days of the Member receiving the Committee's Notice, the Member has not in any way responded to the Committee's Notice, or given a Member's Notice, or the Committee is not satisfied with the response of the Member, the Committee may in its

absolute discretion investigate and determine the Allegation or the Complaint, which may result in the termination the Member's Membership.

- d. State that if the Committee decides to terminate the Member's Membership, the Member may appeal the Committee's decision to the Society.
- 12.5 If the Member does not give any Member's Notice to the Secretary, no less than 14 days after the Member received the Committee's Notice, the Committee will investigate and determine the Allegation or the Complaint and may, in its absolute discretion, by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- 12.6 If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 12.7 When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- 12.8 The Society shall then by majority vote decide the outcome of the Allegation or the Complaint, or whether to let any decision to terminate stand or reinstate the Member. The Society's decision will be final.

## **Meetings**

### **13. Types of Meetings**

- 13.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

### **14. Annual General Meetings**

- 14.1 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date.
- 14.2 The Committee shall determine when and where the Society shall meet within those dates.

### **15. Special General Meetings**

- 15.1 Special General Meetings may be called by the Committee.
- 15.2 The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 Members or 10% of the Members, whichever is the greater.

### **16. Notice of Meetings**

- 16.1 When a written request is received the Secretary shall:

- a. Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting.
  - b. Additionally, the Secretary will provide, where appropriate:
    - i. A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
    - ii. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of a one-page document per Nominee).
    - iii. Notice of any motions and the Committee's recommendations about those motions.
- 16.2 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

## **17. Quorum**

- 17.1 No Society Meeting may be held unless at least ten eligible Members attend either in person or by teleconference, which will constitute a quorum.

## **18. Who Presides**

- 18.1 All Society Meetings shall be chaired by the Chair.
- 18.2 If the Chair is absent, the Society shall elect another Committee Member to chair that meeting.
- 18.3 Any person chairing a Society Meeting has a casting vote.

## **19. How Voting Is Done**

- 19.1 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:
- a. Voices;
  - b. Show of hands; or
  - c. Secret ballot.
- 19.2 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- 19.3 If a secret ballot is held, the Chair will have a casting, that is, second vote.

## **20. What Happens at an Annual General Meeting**

- 20.1 The business of an Annual General Meeting shall be:
- a. Receiving any minutes of the previous Society's Meeting(s);
  - b. The Chair's report on the business of the Society including certification, communications, events, and awards;
  - c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
  - d. Election of Committee Members;

- e. Motions to be considered;
- f. General business.

## **21. Adjournment**

- 21.1 The Chair or his/her nominee shall adjourn the meeting if necessary.
- 21.2 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- 21.3 The Chair may with the consent of any Society Meeting adjourn the same 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.

## **22. Minutes**

- 22.1 Minutes must be kept of all Annual General Meetings.
- 22.2 The minutes must state specifically that they are the minutes of the AGM.

## **23. Motions**

- 23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting.
- 23.2 The Member may also provide information in support of the motion ("Member's Information").
- 23.3 The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10% of eligible Members:
  - a. It must be voted on at the Society Meeting chosen by the Member; and
  - b. The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
  - c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 23.4 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

## **Committee**

### **24. Composition of the Committee**

- 24.1 The Society shall have an elected committee ("the Committee"), comprising of at least the following five officers:
  - a. Chairperson;
  - b. Secretary;
  - c. Treasurer;

d. And 2 committee members.

24.2 Three of the officers will carry out Certification Assessment tasks (the “Certification Assessors”) within the Professional Affairs Board (the “PAB”).

24.3 All Certification Assessors must be Certified New Zealand Human Factors Professionals/Ergonomists (NZHFE), with a majority being Certified NZHFE.

24.4 Such other Co-opted Committee Members as the Society shall decide.

24.5 Only Members of the Society may be Committee Members.

## **25. Who is on the Committee**

25.1 At a Society Annual General Meeting, the Members will decide by majority vote:

- a. Whether the committee will exceed the number of officers set out in clause 24.1;
- b. Each Member who shall be appointed as the Chair, Secretary, Treasurer, the remaining officers of the Committee, the PAB Convenor and the Certification Assessors.
- c. Whether any Member may hold more than one officer position;

25.2 The term of office for each officer will be two years from the date of their appointment, with the opportunity to seek re-election. The Chair and Certification Assessors may have a total of 2 consecutive terms (maximum of 4 years), and after a break may return for one further term in office. Other officers have no limit. On retiring, the Chair and Certification Assessors may take alternate officer positions.

## **26. When Committee Membership Ends**

26.1 Persons cease to be Committee Members when:

- a. They resign by giving written notice to the Committee.
- b. They cease to be a Society member for whatever reason.
- c. Their Term expires.

26.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property, including electronic files.

## **27. Nominations**

27.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting.

27.2 Each candidate shall be proposed and seconded in writing by Members and may be received up to the point of voting.

27.3 All retiring members of the Committee shall be eligible for re-election.

27.4 If the position of any Officer/Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

- 27.5 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

## **28. Committee's Role**

- 28.1 Subject always to compliance with the Constitution, the role of the Committee is to:
- a. Administer, manage, and control the Society;
  - b. Carry out the purposes of the Society, and provide to Members an annual Financial Plan outlining the Use Money or Other Assets to do that;
  - c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - d. Ensure that all Members follow the Rules;
  - e. For all membership categories, decide how a person becomes a Member, and how a person stops being a Member;
  - f. Decide the times and dates for Meetings, and set the agenda for Meetings;
  - g. Decide the procedures for dealing with complaints;
  - h. Set Membership fees, including subscriptions and levies.
- 28.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.
- 28.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 28.4 The Committee has the power to employ or contract persons to carry out the work of the Society.
- 28.5 The Committee may by Motion, award special remuneration out of the funds of the Society to any member undertaking any special work or mission on behalf of the Society.
- 28.6 The Committee, via the Professional Affairs Board, carries out the assessment of professional membership applications (Fellow, Certified, Associate and Technical Member applications).
- 28.7 Any changes to Professional Member certification criteria and/or the Code of Conduct must be approved by the Committee and Professional Members. This will be by email/postal vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 28.8 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **29. Officers' Roles and Duties**

- 29.1 The **Chair** is responsible for:
- a. Ensuring that the Rules are followed;
  - b. Convening Meetings and establishing whether or not a quorum (three of the Committee) is present;

- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society;
- e. Providing a report on the operations of the Society at each Annual General Meeting.

29.2 The **Secretary** is responsible for:

- a. Recording the minutes of Meetings;
- b. Keeping the Register of Members;
- c. Holding the Society's records, documents, and books except those required for the Treasurer's function;
- d. Receiving and replying to correspondence as required by the Committee;
- e. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- f. Advising the Registrar of Incorporated Societies of any rule changes.

29.3 The **Treasurer** is responsible for:

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with generally accepted accounting practice.
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Committee as the Committee determines.

29.4 The **Professional Affairs Board** is responsible for:

- a. Determining who shall be the PAB Convenor, either as a separate role or as PAB Convenor/Certification Assessor.
- b. Carrying out Certification tasks as outlined in relevant documentation.
- c. Addressing complaints about the conduct of Professional Members.

29.5 At all times, each Officer:

- a. shall act in good faith and in what he or she believes to be the best interests of the Society;
- b. must exercise all powers for a proper purpose;
- c. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- d. 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 taking into account, but without limitation:
  - i. the nature of the Society,

- ii. the nature of the decision, and
- iii. the position of the Officer and the nature of the responsibilities undertaken by him or her;
- iv. 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
- v. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

### **30. How the Committee Should Conduct Meetings**

- 30.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 30.2 No Committee Meeting may be held unless more than half (minimum of three) of the Committee Members attend, one of whom must be the Chair, Secretary or Treasurer;
- 30.3 The Chair shall chair Committee Meetings, or if the Chair is absent, the Committee shall elect a Committee Member to chair that meeting;
- 30.4 Decisions of the Committee shall be by majority vote;
- 30.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;
- 30.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 30.7 Subject to this Constitution, the Committee may regulate its own practices;
- 30.8 The Chair or his/her nominee shall adjourn the meeting if necessary.
- 30.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- 30.10 The Chair may with the consent of any Society Meeting adjourn the same 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.
- 30.11 The Committee should meet as often as necessary to properly manage the affairs of the Society, but it must meet at least once every 3 months.
- 30.12 Any Committee Member may require a Committee Meeting to be held.
- 30.13 A written resolution signed by each Committee Member is as valid and effectual as if it had been passed at a Committee Meeting that was properly called and held.
- 30.14 All resolutions must be notified at the next Committee meeting.

## **Finances**

### **31. Control and Investment of Funds**

- 31.1 The Society may only Use Money and Other Assets if:
- It is for a purpose of the Society;
  - That Use has been approved by either the Committee, with due consideration to the annual Financial Plan [see rule 9.1 (b)], or by majority vote of the Society.
- 31.2 The Society shall maintain a fund for supporting early career professionals and students. This fund will be determined and administered by the Committee.
- 31.3 Society Bank accounts will be controlled by a minimum of 3 officers including: Chair, Secretary and Treasurer, and will require at least 2 signatories to authorise payments and other transactions.

### **32. Joining Fees, Subscriptions, and Levies**

- 32.1 If any Member does not pay a Subscription or Registration Fee by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity or claim ongoing Professional Member (Associate or Certified) status.
- 32.2 Membership Fees are due each 1 April, and cover Membership until the following 31 March.

### **33. Additional Powers**

- 33.1 The Society may:
- Employ people for the purposes of the Society;
  - Exercise any power a trustee might exercise;
  - Invest in any investment that a trustee might invest in;
  - Borrow money and provide security in order to achieve its purposes, if authorised by Majority vote at any Society Meeting.

### **34. Financial Year**

- 34.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

### **35. Assurance on the Financial Statements**

- 35.1 The Society shall appoint a suitably qualified person to review the annual financial statements of the Society ("the Reviewer").
- 35.2 The Reviewer must be a suitably qualified person complying with current Assurance Standards, and must not be a member of the Committee, or an employee of the Society.

- 35.3 If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.
- 35.4 The Committee is responsible to provide the Reviewer with:
- a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
  - b. Additional information that the reviewer may request from the Committee for the purpose of the review; and
  - c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.
- 35.5 No audit of the annual financial statements is required unless an audit is requested by at least 10 Members or 10% of the Members, whichever is the greater, at any properly convened Society Meeting.
- 35.6 The Society may appoint an Auditor to audit the annual financial statements of the Society.
- 35.7 The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with generally accepted accounting practice.
- 35.8 The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants.
- 35.9 The auditor must not be a member of the Committee, or an employee of the Society.
- 35.10 If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.
- 35.11 The Committee is responsible to provide the Auditor with access to information and people as for Reviewer [see rule 35.3 and 35.4 a to c].

## **Other**

### **36. Conferences**

- 36.1 Conferences, symposia and/or other events held by the Society shall be a forum for the presentation of scientific papers and other activities that further the purposes of the Society.
- 36.2 Dates for conferences will be established by the Committee and will occur regularly.
- 36.3 Attendance by non-members will be welcomed but will attract a higher attendance fee (as determined by the Committee).

### **37. Awards**

- 37.1 The Committee will from time to time reflect on who has provided value and service to HFESNZ and to the practice of human factors and ergonomics in New Zealand and may confer an 'HFESNZ Society Award' in recognition.
- 37.2 Committee voting for these Awards shall be personally, with the majority prevailing. In equal voting the Chair shall have a second or casting vote.

- 37.3 The award shall be in the physical form decided by the Committee but shall as a minimum include a statement specifying the year the award was made and a brief citation describing the contribution that it recognises.
- 37.4 Recipients listing the award on any subsequent documentation will be required to state the year and reproduce the wording of the citation in full.

### **38. Common Seal**

- 38.1 The Committee may provide a common seal for the Society and may from time to time replace it with a new one.
- 38.2 The Secretary shall have custody of any common seal, which shall only be used by the authority of the Committee.
- 38.3 Any common seal is to be used on legal documents and contracts into which the Society enters.
- 38.4 Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Committee.

### **39. Altering the Rules**

- 39.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a 75% majority of those Members present (including teleconference) and voting (including proxy and/or electronic/postal votes).
- 39.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 39.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 39.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

### **40. Documentation and Procedures**

- 40.1 The Committee may from time-to-time make or alter documents and procedures for the general management of the Society, so long as these are not repugnant to these rules or to the provisions of law.
- 40.2 All such documents and procedures shall be binding on Members of the Society.

### **41 Conflicts of interest**

- 41.1 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):
- a. to the Committee and or sub-committee; and
  - b. in the Interests Register kept by the Committee

- 41.2 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.
- 41.3 An Officer or member of a sub-committee who is an Interested Member regarding a matter:
- a. must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
  - b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
  - c. may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- 41.4 However, an Officer or member of a sub-committee who is prevented from voting on a matter because they are interested may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 41.5 Where fifty per cent or more of Officers are prevented from voting on a matter because they are interested, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 41.6 Where fifty per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

## **42. Winding Up**

- 42.1 The Society shall be wound up if a Motion that it shall be dissolved at a certain date is passed at a General Meeting by a simple majority vote of those present (including teleconference) and voting (including proxy and/or electronic/postal).
- 42.2 The member proposing the Motion for dissolution shall provide a copy to the Secretary.
- 42.3 The Committee will set a meeting of the Society within 14 days of receipt of the written Motion.
- 42.4 The Meeting will be two months from the date of notification to members.
- 42.5 If the Society is wound up:
- a. The Society's debts, costs and liabilities shall be paid;
  - b. Surplus Money and Other Assets of the Society may be disposed of:
    - i. By resolution; or
    - ii. According to the provisions in the Incorporated Societies Act 2022; but
  - c. No distribution may be made to any Member;
  - d. The surplus Money and Other Assets shall be donated to any organisations with objects wholly or in part similar to the purposes of the Society.

**Signed by:**

Stephven Kolose - HFESNZ Chair

Fiona Trevelyan – HFESNZ Secretary

Date: