

# NZBOPST CONSTITUTION

(Draft - May 2019)

The Society shall be called “THE NEW ZEALAND BOARD OF PROFESSIONAL SKIN THERAPIES [INCORPORATED]” [hereafter referred to as “the Society”].

In this document, unless the context otherwise requires, the words below will have the following meanings:

## Definitions

### The Word

The Constitution  
The Board

The Office

The Chair

The Board Members

The Advisory Board members

Full Members

An Affiliated Member

AGM

Ordinary Meeting

Extraordinary Meeting

An Ordinary Resolution

Special Resolution

The rules

The Office

Month

In writing      Written printed typed, cyclostyled, emailed, scanned, faxed or partly another or other modes of representing words in a visible form

Gender

### Definition

This Constitution

The above-named board

The Registered office of the Society

The person in charge of heading and running the organisation

The members of the board

The members invited to be advisors and/or representatives in their particular industry sectors on the board

All financial members who fall under the category as described in ....

All financial members who fall under the category as described in...

Annual General Meeting

A meeting called to discuss day to day developments

A special meeting called to discuss extraordinary situations that may affect the society

A resolution passed by the most votes cast

A special resolution passed by 2/3 of votes cast

The rules set out in this constitution

The registered office of the Board

The calendar month

Words suggesting one gender means all genders

## **Registered Office**

The registered office of the board shall be situated in New Zealand, but the physical address may change at the discretion of the board.

## **Disposition of Funds**

The income and property of the Board, however it is derived, shall be applied solely to the promotion for the aims and objectives of the Board, as set out in this constitution and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to profit any of the members of this society.

However, if a member is representing this society on business or acts that promote the aims and objectives of this society, then a reasonable fee may be paid after authorisation and approval has been granted by the Board.

Any use of property or equipment used by this society while owned by a member, must be approved by the Board and validated with a rental or loan agreement that is fair and represents going market rates.

## **Reimbursement of expenses**

Any member of the society who personally incurs expenses while representing this society are eligible to have their expenses refunded, providing they provide the original receipts. This may include but does not limit the following; travel, parking, stationary, entry fees etc. This does not include loss of income.

## **Members Responsibilities and Ethics**

A member is only a member once they have been approved by the Board and their annual membership fee is up to date.

All members must abide by our Code of Ethics, guidelines and general objectives of this society and uphold the professional integrity of our profession.

All members must honour their signed declaration form and contribute by giving their input and support when requested. This is demonstrated either by attending the AGM, extraordinary meetings, answering surveys and questionnaires that they are presented with.

All members are responsible for updating contact details with the board especially when requesting a ballot voting paper.

All members are responsible to update their qualifications with the society. All members must notify the Board if they receive a complaint against them, and/or has had it lodged with council, Health Disabilities Commission, prosecuted by the Disputes Tribunal or brought before any NZ court of law or any other government agency.

## **Application for Membership**

Applicants applying for membership as a practicing therapist in any of the categories listed on the application form must hold recognise national and/or International qualifications.

For categories where recognised national or international standards are unavailable, potential members can still apply but are scrutinised by the board. If the required criteria are accepted, they will be an affiliated member for a period of two years. In this time, the applicant must make an opportunity to gain a recognise qualification which is accepted by the Board to become a full member.

All applications for membership must be received by the office on our official application form along with all requested information. All applications cannot be processed without the requested documents or any other further requirements that may be requested by the Board to satisfy the application process. This includes our signed declaration form.

Once processed the Board accepts or declines the application at their following monthly meeting. The Board is not obliged to provide any reason for the acceptance or refusal of any membership application.

The office shall notify the applicant of the Boards decision and if declined no correspondence shall be entered.

On acceptance the member will receive an invoice for their annual membership fee.

Payment of their membership fee must be cleared by the society within that month of joining, in order for the applicant to become a member of the society. The Board reserves the right to cancel any application for late payment.

## **Membership**

A Full member is:

A person who meets the entry criteria in their category, has been accepted by the Board and who has then paid their membership fees in full.

Full Members are entitled to the following;

- The right to vote
- Use of Societies logo
- Use of Logo and name for marketing purposes
- An annual membership certificate

An Affiliated member is:

a member who is associated to the beauty industry via a company or other connections and who do not practice as a therapist or hold recognised qualifications and their membership fee has been paid in full.

Affiliated members do not have voting rights.

Affiliated Members are entitled to the following:

- Use of Societies logo
- Use of logo and name for marketing purposes

An annual membership certificate

For the avoidance of doubt, a person who ceases to be a member is not entitled to use the societies logo or any variations of it, including letterheads, images or designs of the society or give any impression that they are still involved, associated or representing the society.

### **Fees**

The fee structure may be changed at the discretion of the Board. Any changes must be discussed at the first extraordinary meeting or the AGM.

### **Donations**

Donations can be made to the society however, to remove any doubt, it must be understood that a donation does not constitute or replace the membership fee. The donor must understand that there are no expectations on the society and the donor has no extra influence over the board regarding the governance, decision making or control or how it functions or executes the aims and objectives of the society.

### **Termination of Membership**

A member ceases to be a member of this society by the following:

Sends the society a written notification of resignation.

Is convicted of any offence under the laws of New Zealand including fraud.

Brings the society into disrepute or causes embarrassment in the eyes of other organisations and/or government agencies while in New Zealand or overseas through actions or words while being a member of the society.

While being a member and/or representing the society, causes a conflict of interest or makes statements that do not reflect the aims and objectives or ethical standings of the society.

Where a written complaint is upheld by the Board's complaints process concerning a member/s who wilfully commits any breach of our rules and regulations, Code of Ethics in New Zealand or overseas will have their membership terminated by the Board.

Fails to pay any annual subscriptions or other sums owed to the society within two months of the due date.

Re-admittance as a member will require re-application for the membership and will be subject to an administration fee.

Any member of the organisation may be suspended or expelled from the organisation at a special disciplinary hearing of the Board under the following conditions:

The resolution must be passed by a unanimous vote either in person or by skype by the Board and the decision shall be final and binding on the member.

Any member so proposed to be expelled or disciplined is entitled to appear in person or not at the disciplinary meeting.

The member may be represented by any person which she may desire at the disciplinary hearing meeting before the Boards final decision is made.

Notification to the member may be given at the end of the hearing or in writing in the following week of the Boards decision and/or sanctions that will immediately come into force. The decision shall be final and binding on the member.

The Board is not required to give their reasoning.

A member who has been suspended or expelled is not entitled to have her subscription for the year or any other money refunded to her.

Any member who is suspended or expelled from the society shall forfeit all rights to or claims upon the society, its status, benefits, funds or property, as would normally be awarded to any other member of the society.

Only the Board can revoke or modify any such suspension or expulsion as the Board may think fit.

## **General Meetings**

### **Annual General Meeting**

An annual general meeting of the organisation is held after the 31<sup>st</sup> March every calendar year and is notified as such.

#### **Minutes**

The board must ensure that proper minutes are kept of all proceedings at meetings.

Once the chair confirms the minutes are correct at the following meeting or correspondence to members, it will be deemed enough evidence, without any future proof, of the proceedings.

The meeting is held at a time and place as the Board thinks fit.

The purpose of the annual general meeting is:

To deliver the Accountant's prepared financial report for the year ending to the organisation's members, explaining and including our income account and the statement of our financial position.

The report of the committee and auditors [if any]

To elect an advisory board committee member [should any advisory committee member be retiring or standing down].

To elect a new chair, Executive Officer or board members

To decide on any resolutions or changes to the organisation that requires members votes.

To discuss any items tabled for the annual general meeting which has been tabled by the board.

To discuss any tables issues requested by members.

These issues must be notified to the board one 1 week before the meeting.

### **Ordinary Meeting**

An ordinary meeting is a meeting called to discuss and inform members of general information, changes in industry and/ or updating members of progress made in negotiations, infrastructural changes or educational changes, but not excluding other developments and to foster a professional report between the board, advisory committee and members.

These meetings can be requested by a call of no less than fifty 50 members or at the discretion of the board.

### **Extraordinary Meetings.**

The board can call an extraordinary meeting to pass a special resolution or discuss any serious issues that may affect the aims, objectives, infrastructure or changes to our industry or society.

No less than two 2 weeks notification be given for this meeting.

The day elected is for the sole purpose for the reason for the calling of the meeting and for no other purpose.

The notification for any meetings must express the date, time and venue and reason for the meeting. Notice shall be served by following these rules:

Should any member who is entitled to be notified of any meetings accidentally not receive notification of said meeting, their absence shall not invalidate that meeting or votes taken.

If a meeting is adjourned for more than twenty-eight days, a notice of adjournment must be notified to members by the same means as they were notified for the initial meeting. In that same notification members must also be informed of a new date for said meeting should another one be rescheduled.

### **Quorum**

No business can be conducted at any meeting, unless a quorum of no less than 20 voting members are present.

If within half an hour from the time appointed on the notified day, a quorum is not present then the meeting is adjourned.

If the adjourned meeting is rescheduled following the rules set out in this constitution and within half an hour of the commencement of the said meeting only eight voting members are present, then this will constitute a quorum and the meeting can proceed.

### **Chairperson**

The chair if absent from officiating at any annual general meeting, extraordinary meeting, general meeting or is unable to represent the society at any official function, the chair may nominate another member of the board or advisory committee member to represent her and the views of the society.

### **Adjournment**

At any meeting at which a quorum is present, the chair may elect to adjourn a meeting whereby no major decisions are voted on. The discussion of general information may still be discussed.

Notification of another meeting may be issued following the above requirements.

### **Voting**

At all ordinary meetings a vote may be taken by a show of hands.

At all extraordinary meetings and annual general meetings, a vote may be passed by a show of hands or a ballot vote depending on the sensitivity of the resolution. The ballot vote is at the discretion of the chair and/or no less than a show of hands by at least twenty 20 voting members. The chair will announce that the motion has been passed unanimously, or by a particular majority, or lost or not carried by a particular majority and shall be conclusive and it shall be entered to that effect in the Minute Book of the Board as conclusive evidence of that result.

By request of at least ten 10 people, a poll may be requested by voting members and as a result it can be deemed as a resolution and is recorded as such.

No poll can be executed in the election of the chair, board members or advisory committee.

In the event of a hung vote, whether it be on a show of hands, ballot or poll the chair will be entitled to another or casting vote.

The request for a poll is only allowed for that raised question and cannot prevent or hinder the continuance of any other business and/or decisions at that meeting.

A voting member may be entitled to a ballot vote in lieu of attending an extraordinary meeting or annual general meeting, providing it is on an official society ballot paper.

The vote is acknowledged as an official vote, just the same as if the member was there in person.

The voting member who wishes to ballot vote must notify the board for a ballot paper no less than two 2 weeks before the meeting.

The ballot paper will be posted to the voting member's registered address held by the board. The board is not responsible for any changed address of the voting member that is not notified to the board by the voting member.

It is the responsibility of all members to make sure all contact details are updated to the board.

The ballot paper must be returned to the board no later than two 2 working days before the meeting.

A voting member is only entitled to one 1 vote per transaction.

The ballot returns will be counted by the chair and two other representatives and announced at the extraordinary meeting or annual general meeting.

### **Voting for A New Member of the Board.**

Where there is more than one candidate standing for the role of the chair, they may announce their candidacy three months before the election at the annual general meeting.

All candidates will have an equal opportunity to campaign for votes through the societies' media outlets only.

All views expressed by the candidates must be their own and not that of other or contributing sectors in the beauty industry.

Voting may be done by post ballot as required in clause...

Voting will also be conducted on the day by a ballot vote by voting members.

All votes are collected by a neutral person e.g. JP or lawyer where they are counted, and then results are re-laid back to the Board. This way the Board are excluded from the counting of the votes and transparency is assured. The newly elected chair is announced by written communication to all members and the newly elected chair takes over at the following committee meeting.

There are no proxy votes involved in this societies election and voting processes.

### **Honorary Life Member**

An honorary life member is a member who is recognised for their contribution to the society by the Board.

Any member of the society may apply in writing to nominate a member to be voted as an honorary life member of the society. All nominations must reach the board no less than three months prior to an annual general meeting.

The board will consider the nomination and if agreed will put the nomination to the floor at the annual general meeting for members to vote on.

The Honorary Life member shall have their membership fees waived.

### **The Board**

The board is responsible for the running and business of the society.

Specific Powers,<sup>1</sup> The Board May:

To pay all expenses of the society in regard to the promotion, formation, establishment and registration of the society as they think fit.

Exercise all such powers of the society and on behalf of its members execute decisions as outlined in this constitution in ordinary, extraordinary and annual general meetings.

When necessary modify or abrogate such changes to the Health and Hygiene, Code of Ethics or the Constitution as quickly and smoothly as possible for the benefit and welfare of the members and society.

All modifications or changes must be notified to the members.

Any modifications or changes made will not affect or invalidate any prior act, change or modification to previous decisions or rules made.

Organise and delegate the day to day running of the organisation.

Delegate, mentor and oversee the advisory board in their day to day running of projects and general business.

The board at their discretion may when necessary dismiss an advisory board member should she fail to achieve the desired results in her portfolio, embarrass or dishonour the society and bring the society into disrepute.

The board has their membership fees waived in recognition for the voluntary work that they contribute on behalf of the society and for industry.

Should the member resign from this role but wish to continue to be a member, they will then be required to pay their membership fee in full in order to obtain full or affiliated membership and the entitlements of the society.



### **Advisory Board**

The advisory board is made up of experienced representatives from different sectors of the beauty industry.

These representatives shall not exceed eight 8 in number.

These representatives are accepted after applying for the positions by the board.

Following their appointment to the advisory board they can be at any time dismissed from their position by the board should they fail to perform at the level required. Or fail to attend two 2 consecutive meeting in a row, either in person or by skype.

The board when necessary may increase or decrease the number of advisors to facilitate the smooth rotation of advisors to projects or for any such reason.

An advisor must represent their own individual views and not those of a training institution or business organisation.

No advisor can be on the advisory board should a conflict of interest be identified.

Any member being accepted to the advisory board as an advisory board member shall be on a trial period for the first three 3 months of being accepted to the board.

Should that person fail to perform to the necessary skill and ethical standards required, the board at their discretion may dismiss them from that position.

Advisory board members have their membership fee waived for the duration of their role on the advisory board in recognition for their voluntary work that they contribute on behalf of the society and for industry.

### **Appointment of Advisory Board**

Advisory board members are selected by the board either through appointment or application by interested member for a position.

The selection process is applied in TO BE CONTINUED<sup>2</sup>

It is at the discretion of the board if an advisory member is to retire, from her portfolio to either be closed, re-advertised for a replacement or rotated through the advisory board.

### **Disqualification of Advisory Board Member**

As provided elsewhere in these rules, an Advisory member shall be dismissed:

If she is or has been declared bankrupt in New Zealand.

Been legally reprimanded or found guilty of committing a crime under New Zealand law.

Breaching confidentiality of sensitive information of this organisation or sensitive information shared or disclosed by another agency.

If she becomes insane or of unsound mind or physical health which prevents her from executing her role competently or safely for the society. A medical certificate may be requested by the board.

By the member giving notice in writing to the board of her resignation and it being accepted by the board

If she be removed from office by the decision of the whole board at a meeting called solely for this reason.

The board's decision is final.

At the discretion of the board their decision to expel a member can be announced to all members via written notification or at an extraordinary meeting or annual general meeting.

### **Alterations of Rules**

The rules of the society may from time to time be rescinded, cancelled, altered or added to and new rules be substituted for any old rules in the following way:

A notice specifying the proposed rescission, alteration, addition or substitution shall be made available to all members of the society.

All official ballot papers must reach the voting member in sufficient time to allow the member to vote and have the ballot returned to the society two 2 working days before the extraordinary

meeting or annual general meeting is held. The official Ballot paper counted in accordance with voting under....

The resolution result must be read out to show that it was passed by what majority or failed and by what majority.

Written notification is then sent to all members as evidence that the said resolution was approved or not approved.

### **Accounts**

The board shall have prepared as soon as practicable after the 31<sup>st</sup> March and before each annual general meeting of the Board, a set of accounts including the Income Account and Statement of Financial Position of the society for that financial year.

An audited copy of such Account and statement of Financial Position must be made available, by the board to every member of the society.

The board must then forward to the Registrar of Incorporated Societies a certificate when all members of the society at the annual general meeting have approved the documents.

### **Investment of Board Funds**

Any credit balance or balances in the Boards bank accounts not immediately required for the purpose or objectives of the board may be invested by the board in any bank deposit/investment accounts.

### **Banking of Funds**

All funds paid to the board must be paid into a bank credit account in the name of the society which at the discretion of the board may change from time to time.

Funds may from time to time only be withdrawn for the sole purpose of the financial functioning of the society.

Such withdrawals must be signed off by no less than 2 board members.

### **Winding Up**

If upon winding up or dissolution of the society, any money that is remaining after all debts and liabilities are paid. Any remaining monies and/or property shall be distributed by the agreement of the members at an extraordinary or annual general meeting.