

CONSTITUTION OF THE
NEW ZEALAND SOCIETY FOR THE STUDY OF DIABETES INCORPORATED

1) **NAME**

- a) The Society shall be called the New Zealand Society for the Study of Diabetes, Incorporated, referred to hereinafter as “the Society”. The common abbreviation for the Society is ‘NZSSD’.

2) **OBJECTS**

- a) The objects of the Society shall be:

- i) To advance and foster the study of diabetes and its prevention in New Zealand and Oceania.
- ii) To encourage, support and enable high quality research in all aspects of diabetes.
- iii) To promote and enable the highest clinical and professional standards in practice in the delivery of health care and education for people with diabetes and to support the development of standards of practice in the management and education of diabetes.
- iv) To facilitate the exchange of information between members including the provision of, and support for, continuing professional education suitable for all health care workers in diabetes in New Zealand and Oceania.
- v) To provide a national source of scientific and clinical expertise, reference and advocacy for:
 - (1) the condition of diabetes mellitus, its prevention and its complications; and
 - (2) the care of people with diabetes
- vi) To collaborate with other reputable international, national and lay societies of similar objects for the benefit for people with, or at risk of, diabetes. (Examples include but are not limited to Diabetes New Zealand, the International Diabetes Federation, the Australian Diabetes Society and Australian Diabetes Educators’ Association).
- vii) To administer scholarships grants and other charitable funds for the purposes defined above.

viii) To hold an Annual Scientific Meeting ("ASM") each year at such place as the Executive Committee determines. This may, on occasion, be a joint meeting with a body defined in section 2 a) vi).

ix) To do all things incidental to the main objects of the Society including maintaining the website <http://www.nzssd.org.nz> ("the Website").

3) **MEMBERSHIP**

a) The membership of the Society shall consist of those persons and companies recorded in the Society's register of members. Membership of the Society is open to:

i) Health care professionals of all disciplines working in diabetes care.

ii) Scientists working in a field of interest to diabetes.

iii) Student or trainees in either of the above fields.

iv) Lay members may be granted membership (at the discretion of the Executive Committee) where the prospective lay member can show a significant long-term commitment to the objects of the Society.

v) Companies involved in the provision of diabetes care products and/or services.

vi) Other diabetes societies operating within New Zealand

b) There shall be four classes of membership:

i) Ordinary Member: paying the annual subscription.

ii) Honorary Life Member: to be elected from the ordinary membership at a General Meeting in recognition of outstanding service of the Society.

iii) Honorary Member: a non-member who is an individual not otherwise eligible for ordinary membership who has been elected as an Honorary Member at a General Meeting in recognition of exceptional service to the Society.

iv) Corporate Member: will be open to those companies involved in the provision of diabetes care products and/or services. Upon payment of the corporate membership fee

(to be determined from time to time upon resolution of a general meeting) the company may join as a Corporate Member. The membership shall be held in the name of the General Manager or equivalent officer of the company, and shall entitle the company to membership of the Diabetes Industry Group, which is an informal meeting of the Corporate Members of the Society. A company's holding of Corporate Membership shall otherwise be subject to the terms and conditions of membership as laid down in these Rules.

- c) Ordinary Members and Corporate Members who have paid their current annual subscription, and all Honorary Members and Honorary Life Members without subscription, shall be deemed to be Financial Members.
- d) In addition to any other privileges of membership, all Financial Members may:
 - i) Attend all General Meetings of the Society and speak to and vote upon matters of business.
 - ii) Publicly introduce guests to any General Meeting as potential members of the Society.
 - iii) Individual Financial Members shall be eligible for reduced rate registration at any Society scientific meeting. Corporate financial members shall be eligible for reduced rates for exhibition at the meetings.
- e) Membership is granted to a person or company referred to in clause 3 a) above upon the person or company:
 - i) completing an application form;
 - ii) providing an undertaking to observe the Constitution of the Society; and
 - iii) providing payment of the current subscription.
- f) Termination and resignation of memberships of the Society shall take place as follows:
 - i) A member may resign with the submission of a formal written notice to the General Secretary. The resignation shall take effect from the date of receipt of the notice. The resigning member shall be liable for any unpaid dues.
 - ii) Any member who is in default of any payment of subscription for a period of six

months from its due date shall be liable for termination of their membership by resolution of the Executive Committee. Upon such termination they shall cease to be a member of the society, but shall be liable for all payments accrued up to that time. The Honorary Secretary will notify the member of the resolution, which will become effective on the date of despatch.

- iii) The Executive Committee may make a written request by letter or email requiring any member to show cause, within a specified period, why they should not be suspended from membership for a specified breach or breaches of the Constitution of the Society or for conduct which, in the opinion of Executive, renders continued membership detrimental to the interests of the Society, (other than that referred to in Rule 3.f.ii). The matter will be considered at the next Annual General Meeting if it is to be held within 6 months of the letter or email being sent to the member, or if the Annual General Meeting is not scheduled within the next 6 months, then at an Ordinary General Meeting convened within 6 months, for the purpose of considering the matter. At that meeting, the member may offer an explanation, verbally or in writing. If two thirds of the voting members of the Society present call for expulsion, it is to be effective forthwith, without release from any antecedent liability to the Society.

- iv) Any person whose membership is discontinued under any of these rules shall forfeit all rights and privileges of membership and shall not be entitled to refund of any money paid by them as a member, whether by way of subscription or otherwise.

4) **MEETINGS**

- a) An Annual General Meeting (AGM) of the Society will be held each year at such time and place as the Executive Committee determines and in accordance with rule 4 c) below. The business of the AGM must include the following:
 - i) The President's Annual Report.

 - ii) The Honorary Treasurer's Report.

 - iii) The election of an Executive Committee which shall consist of:
 - (1) a President;
 - (2) an Honorary Secretary to the Executive Committee;
 - (3) an Honorary Treasurer to the Society;

- (4) an elected Committee membership of not less than three nor more than six Financial Members of the Society;
 - (5) (ex-officio) the President of Diabetes New Zealand, or his nominee; and
 - (6) (ex-officio) a Corporate Member who shall be a representative of the Diabetes Industry Group, elected by the mutual agreement of that group. The Diabetes Industry Group being an informal group of Companies involved in the provision of diabetes products and services who are also Corporate Members of the Society.
- iv) Appointment of an Honorary Auditor for the following financial year.
 - v) Appointment of an Honorary Membership secretary for the following year
 - vi) Consideration of the general business of the Society according to the Agenda provided by the Honorary Secretary.
 - vii) Consideration of any other business that may be lawfully brought forward.
- b) An Ordinary General Meeting may be convened:
- i) As the Executive Committee considers necessary.
 - ii) Upon the written request of 10% of the Financial Members at that time. A meeting must be called within six months of the receipt by the Honorary Secretary of that written request.
- c) Notice of any Annual General Meeting or Ordinary General Meeting (the term "General Meeting" is used in relation to either meeting) must be received by the Current Financial members at least fourteen days prior to the date of the meeting, sent to their last known physical address or the email address members have nominated to the Society to receive notices. The Notice of Meeting will include an Agenda, indicating the nature of any special business. Non receipt of such a Notice by individuals shall neither invalidate the proceedings of that meeting nor render void any vote properly taken.
- d) The attendance of not less than 10% of the Financial Members at that time shall be required to constitute a quorum for a General Meeting. No business may be transacted at any General Meeting unless a quorum is present at the commencement of the business. Where a quorum is not present 30 minutes after the time nominated for commencement of the

General Meeting, the President of the Executive Committee may adjourn the General Meeting to a date set in accordance with clause 4 c) above.

e) Procedures of General Meeting:

i) Every Financial, Ordinary, Honorary, Honorary Life Member and Corporate Member present shall be entitled to one vote.

ii) In the event of an equality of votes upon a motion, the Chairman of the meeting shall have a casting vote in addition to a deliberative vote.

iii) Voting at all elections shall be by secret ballot, with a returning officer and two scrutineers, appointed at that meeting. However, where there is no more than one nomination for each post then unless an objection is made by a Financial Member the vote may be by voices or a show of hands.

f) Voting of all other questions may be by voices or a show of hands if any member so requires.

g) The Honorary Secretary or his deputy shall record and keep minutes of all meetings of the Society.

h) The Executive Committee is entitled to hold a ballot on issues that affect the Society between AGM's. Each current Financial Member is entitled to one vote. Notice of any voting ballot and voting papers are to be served on Members to their last known physical address or the last known email address which they have nominated to the society. Non receipt of such a Notice and ballot shall neither invalidate the ballot nor render void any vote properly received.

5) **OFFICERS OF THE SOCIETY**

The day to day business of the Society will be run by an Executive Committee which will meet with a quorum, 10 times each calendar year, to be convened by teleconference or video conference and with a minimum of 6 of those meetings being face-to-face meetings.

a) The Executive Committee will consist of the President, the Honorary Secretary to the Executive, the Honorary Treasurer and with Committee members to number not less than three and no more than six, plus one *ex-officio* representative from Diabetes New Zealand and one Corporate Member as defined in section 4 a(iii) 6) above.

- b) The Executive Committee may elect from its membership a Chairman to share with the President the responsibilities of chairing Committee meetings and other duties, as considered appropriate by the Executive Committee.
- c) The Executive Committee may elect from its membership a Deputy Secretary who shall fulfil the responsibilities of the Honorary Secretary in the event of the latter's absence.
- d) The responsibilities of the Honorary Secretary or Deputy Secretary will include the recording of minutes for the General and Executive Committee meetings, communication and record holding within Executive, acting as Executive's communicant.
- e) The Executive Committee will be elected from financial members of the Society in the Annual General Meeting; all members of the Executive Committee may be eligible for re-election.
- f) The office of a Committee member shall become vacant by:
 - i) By giving one month's notice in writing of membership to the Committee of the Society. Such resignation shall take effect upon the expiration of such notice; or
 - ii) Following the absence from three consecutive meetings of the Committee without specific leave of absence granted by the Committee. The continuing members of the Committee may act notwithstanding any vacancy in their body.
- g) Any vacancy may be filled by co-option, from the membership, at the discretion of the Executive Committee. The appointed person will hold office until the next AGM.
- h) The Executive Committee will meet for its business at such times and places as it may consider appropriate.
- i) A quorum will be four members present at the beginning of proceedings, one of whom shall be either the President or the Chairman and one the Honorary Secretary or his agreed deputy.
- j) The President would normally take the chair. In the absence of the President, the chair will be taken by the previously elected Chairman, (Rule 5.b.).

- k) The Committee has absolute discretion in the manner of its proceedings. Business will be resolved by a majority vote. In the case of a tied vote, the Chairman has a second, casting, vote.
- l) The Honorary Secretary or, in his absence, the Deputy Secretary is to record and keep minutes of all meetings of the Committee.
- m) The President elect of the succeeding committee will be an additional *ex officio* member of the Committee during the twelve months prior to taking office.
- n) The Executive may co-opt additional members for defined purposes and/or delegate specific issues to sub-committees either from its own membership or from the general membership which it can appoint.
- o) In consideration of the Executive Committee members accepting appointment to the respective positions to which they have been elected or appointed from time to time, the Society will indemnify each of them from all liabilities incurred while acting in good faith as a member of the Executive Committee and such indemnity shall remain in effect after the member has ceased to be a member of the Executive Committee. If required to do so by a member of the Executive Committee, the Society will enter into a deed of indemnity with the member at the time the member is elected or appointed to office

6) **FINANCIAL POLICY**

- a) Annual subscriptions are to be paid by Ordinary and Corporate members. No annual subscriptions are payable by Honorary and Life members. The annual subscription for Ordinary and Corporate members shall be fixed from time to time by the Society in the Annual General Meeting and shall be in respect of the financial year (Rule 6.b.i.). The subscription should be paid within three months of despatch of the renewal advice but see (Rule 3.e.ii)
- b) **Accounts**
 - i) The financial year of the Society will end on the 31st day of March of each year.
 - ii) The Treasurer will present financial reports for ratification to each meeting of the Executive.
 - iii) The Treasurer shall prepare the accounts of the Society for each financial year, have them examined by the appointed auditor, (Rule 4.a.v) and present them to the next AGM after the end of the financial year.

- c) The financial philosophy of the Society shall be that of:
- i) A non profit making, self sufficient, organisation.
 - ii) The Society's solvency shall be maintained from predictable income that is annual membership subscriptions and similar items.
 - iii) Scientific meetings held in the Society's name will be run with the financial philosophy of self sufficiency without profit; however, any net profit that may derive from such meetings inevitably belong to the general funds of the Society.
- d) **Use of Society Funds** -The control, power of investment and use of the funds of the Society shall lie within the Executive Committee subject to the following rules:
- i) The Executive Committee shall make arrangements as deemed desirable for the opening of bank accounts in any bank or banks, either on current account or fixed deposit and investment and from time to time. Specific accounts may be established for specific purposes or to hold payment or bequests to the Society made for a specific purpose.
 - ii) All funds of the Society shall be paid into the Society's bank accounts, and any part thereof may be invested in the manner provided by the Trustees Act 1908 or any Act amending the same.
 - iii) Any three duly nominated members of the Executive Committee shall be authorised to operate the accounts, provided that any payment by cheque or electronic transfers shall be signed or authorised in writing by two members of the Executive Committee one of whom shall be the Treasurer.
 - iv) Any income, benefit or advantage shall be used to advance the charitable purposes of the Society and no portion shall be transferred in any manner to members of the Society other than as legitimate real and actual expenses incurred by a member on Society business
 - v) No individual member or associated person shall receive any form of private income, benefit or advantage from the operations.
 - vi) No member or the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated persons of any income, benefit or advantage whatsoever.

- vii) Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be paid in an arm's-length transaction (being the open market value).
- viii) The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.
- ix) No payment shall be made by the Executive Committee for an amount greater than 25% of the total funds held by the Society in bank accounts (as specified in clause 9 d) vi) above, without the approval of 75% of the Financial Members. Such approval may be obtained by vote at a General Meeting or by consent to the payment received from Members in writing.
- x) The Executive Committee may, at its discretion, accept liability for legitimate fee for service, e.g. auditing, legal advice, secretarial and membership services. However, the Society's membership list is regarded as confidential and may not be divulged for monetary or material or commercial advantage to any other body.

7) **COMMON SEAL**

- a) The Common Seal of the Society shall be that approved by the Executive Committee, of which the Honorary Secretary shall be responsible for the safe custody and the whole Committee for its control.
- b) Whenever use of the Common Seal of the Society is required, the Seal shall be affixed to the document only as a consequence of a resolution of the Committee and in the presence of the President or Chairman and the Honorary Secretary who will sign that document.

8) **ALTERATION, ADDITION TO, RECISSION OF THE RULES OF THE SOCIETY**

- a) Any of these Rules may be altered, added to or rescinded at any General Meeting, subject to the following conditions:
- b) Fourteen days notice of meeting, indicating the purpose of meeting and the nature of the rule change required, shall be sent to each Financial Member of the Society.

- c) Changes to the Rules will only be effected by a resolution agreed to by two thirds of those members voting at the General Meeting, which shall be determined by a show of hands, counted by the Executive Committee
- d) Alterations properly accepted by the Society will antecede the necessary registration of with the Registrar of Incorporated Societies and/or the registration with the Charities Commission under the Charities Act 2005. Such amendments are not effective until the form is approved and the registration acknowledged by the Registrar of Incorporated Societies and/or the Charities Commission.
- e) No addition to or alteration of the charitable object, clause 9 above, the personal benefit clause or the dissolution clause below shall be approved if such an amendment would in any way affect the charitable status of the Society.

9) **DISSOLUTION**

- a) Any dissolution of the Society shall be pursuant to Section 24 of the Incorporated Societies Act, 1908.
- b) If upon dissolution or winding up of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, this shall not be paid or distributed among the members of the Society but shall be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of the organisation being dissolved.

10) **SERVICE OF NOTICES**

- a) Any notice or information required or desired to be sent to any Member shall be deemed to have been delivered and received by the Member, if:
 - i) sent by post in a prepaid letter addressed to the member at this last known place of abode or at its last known headquarters, as appropriate in New Zealand; or
 - ii) sent by email to the email address nominated by the member to receive notices, when acknowledged by the Member receiving the email either orally (to a member of the Executive Committee) by return email or otherwise in writing; or
 - iii) posted on the Website for a period of not less than 12 weeks.

11) **APPLICATION OF THESE RULES**

- a) These Rules of this Constitution will be effective from the date of registration.