

Minutes of the NZIMLS Annual General Meeting

Thursday 28 August 2025, Distinction Hotel, Hamilton, commencing at 7:45am

The president presided over approximately 40 members, and 2 members via Zoom

A Joseph opened the meeting with a Karakia. Sent condolences to the family of NZIMLS President, Tony Barnett on the passing of his mother this morning. A one-minute silence was held.

1. Apologies:
Tony Barnett
2. Proxies
Terry Taylor x 1
3. Minutes of Annual General Meeting dated 29 August 2024 (as circulated)
Moved: A Joseph
Seconded: S Hemmady
That the Minutes of the Annual General Meeting held 29 August 2024 be adopted.
CARRIED
4. Business arising from the Minutes
Nil
5. Remits as circulated
Moved: A Joseph
Seconded: S Hemmady
That Policy Decision No. 7 and Policy Decision No. 8 be reaffirmed.
CARRIED
6. President's Report
Moved: A Joseph
Seconded: M Adriaansen
That the President's Annual Report for 2024/2025 be accepted.
President, Sujata Hemmady, Vice-President spoke to the President's report.
CARRIED
Vice-President, Sujata Hemmady spoke to the President's report.
7. Annual Report
Moved: A Joseph
Seconded: S Melvin
That the Annual Report for 2024/2025 be adopted as circulated.
CARRIED

8. Financial Report
Moved: A Joseph
Seconded: L Brott
That the Financial Report for the year ending 31 March 2025 be adopted as circulated.
A Joseph spoke to the Financial Report. Noted that the 2025 surplus was mainly due to savings made by the Executive Office with reduction in printing and courier costs for SIG events and the ASM.
Noted lower attendance at SIG meetings, however, thanked members for their continued contributions both in attendance and presenting at these meetings. Thanked those involved in the success of the 2024 ASM.
P Sarcich asked why as a not-for-profit organisation, does NZIMLS carry such a high surplus?
A Joseph advised that the surplus each year is used to fund scholarships, Research Grants, SIG meetings and also helps to keep the registration fees for events and membership fees as low as possible.
CARRIED
9. Incorporated Societies Act 2022 – does NZIMLS wish to remain incorporated?
Changes to the Incorporated Societies Act 2022, require all Incorporated Societies to re-incorporate before 31 April 2026 if they wish to remain an Incorporated Society. Information regarding the changes was circulated with the Agenda for this meeting. A Joseph and S Tozer briefly explained the changes to the Incorporated Societies Act 2022 and outlined the benefits of re-incorporating and negative aspects of becoming a limited liability company.
Moved: A Joseph
Seconded: L Brott
That the NZIMLS remain an Incorporated Society.
CARRIED
10. NZIMLS Code of Ethics and Rulebook (Appendix A)
Moved: A Joseph
Seconded: H Beall
That the changes to the Code of Ethics and Rulebook (as circulated) in accordance with the Incorporated Societies Act 2022 be adopted.
CARRIED
- R Hewett requested that the Code of Ethics and Constitution be public facing on the website.
Moved: A Joseph
Seconded: M Legge
That the Code of Ethics and Constitution be available on the NZIMLS website for public viewing.
CARRIED
11. Council Election results
A Joseph invited S Tozer to take the Chair for the 2025/2026 Council Election results.
- No nominations were received for Regions 1 and 3. Melanie Adriaansen, has made herself available to fill the Region 1 role for another term; and an expression of interest has been received from Kristen Birrell for the Region 3 representative role.
- Per section 14h of the Code of Ethics and Constitution, Council reserve the right to consider candidates for vacant roles and to this end, Melanie Adriaansen has been appointed Region 1 representative for a further term, and Kristen Birrell has been appointed for Region 3 representative. Congratulations to you both.

Elected unopposed:

President: Tony Barnett
Vice President: Sujata Hemmady
Secretary/Treasurer: Ajesh Joseph
Region 2 Representative: Hollie Beall

The result of the election for Region 4 for the 2025/2026 term is:
Ginna Alston, Canterbury Health Labs
Congratulations to Ginna.

The result of the election for Region 5 for the 2025/2026 term is:
Leah Pringle, Awanui Laboratories, Dunedin
Congratulations to Leah.

S Tozer stood down and handed the Chair back to A Joseph after congratulating the incoming Council.

A Joseph advised that at the start of this round of elections, we did not receive any nominations for the Region 3 Representative. Council have since received an expression of interest in this position from Kirsten Birrell, Health NZ Hawke's Bay. Council agreed that since there were no other nominations, K Birrell's application would be accepted by majority vote at this meeting.

Moved: A Joseph

Seconded: S Hemmady

That the nomination for K Birrell for the position on Council of the Region 4 Representative be accepted.

CARRIED.

12. Council Honoraria
Proposed: A Joseph
Seconded: S Melvin
That no Honoraria be paid to Council.
CARRIED

13. Auditor
Proposed: A Joseph
Seconded: H Beall
That Martin Wakefield Ltd remains the NZIMLS Auditor for the 2025/2026 financial year.
CARRIED

14. General Business
Renaming of QMLT-General examination to QMLT-Core examination. NZIMLS Council have agreed that this name change should go ahead.
NZIMLS Council have agreed to initiate a new scholarship for a bridging programme for technicians to upskill to a scientist. Two scholarships will be available per year, up to \$3,000.00 each (depending on the availability of the funds in the Scholarship & Research account). This will be the Michael Legge Scholarship for Higher Education.

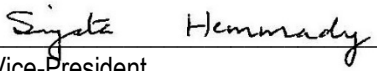
15. 2026 Annual Scientific Meeting and 80th Anniversary

A Joseph announced that the 2026 ASM and NZIMLS 80th Anniversary would be held at Takina, in Wellington 19 - 21 August 2026.

S Tozer asked for any members from Wellington who are interested in being on the organising committee to contact her by email.

A Joseph closed the meeting with a Karakia.

There being no further business, the meeting closed at 8:17am

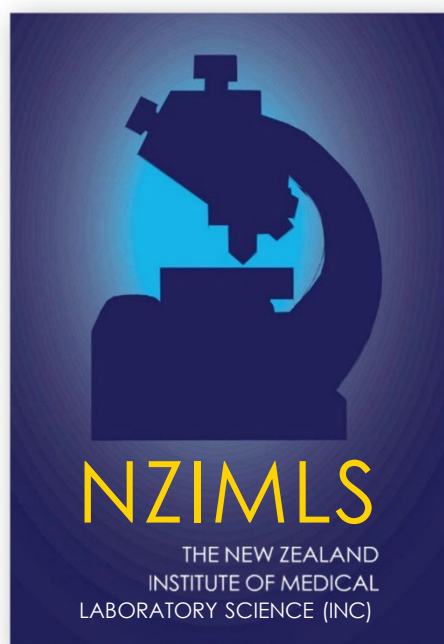

Vice-President

Date: 28 August 2025

APPENDIX A

Please note: All sections highlighted are amendments or new sections to be added to the NZIMLS Code of Ethics and Rule Book (Constitution) in accordance with the requirements of the Incorporated Societies Act (2022).

Code of Ethics and Constitution



MISSION STATEMENT

The New Zealand Institute of Medical Laboratory Science is the professional organisation that represents those engaged in the profession and practice of Medical Laboratory Science in New Zealand.

It has an ongoing commitment to promote professional excellence through communication, education and a code of ethics to achieve the best laboratory service for the benefit of the patient.

September 2025

CODE OF ETHICS OF THE NEW ZEALAND INSTITUTE OF MEDICAL LABORATORY SCIENCE (INC)

Introduction

All current financial members (Members) of the New Zealand Institute of Medical Laboratory Science (Inc.) (Institute) shall observe the Code of Ethics and comply with any rulings introduced by the Institute to protect the professional standards and reputation of the practise of medical laboratory science in New Zealand.

Code of Ethics

1. It is the duty of Members to uphold the dignity and honour of the profession, to accept its ethical principles and not engage in any activity that would discredit the profession.
2. Registered or trainee Medical Laboratory Scientists and Technicians, shall practise in accordance with the Law and with the current "International Standards NZS/ISO 15189 Medical Laboratories – Particular requirements for quality and competence"
3. Medical Laboratory Science shall be practised by Registered Medical Laboratory Scientists and Technicians or persons such as a trainee who is acting under direct supervision in accordance with the HPCA Act 2003 and other relevant legislation. Other relevant legislation is listed below.
4. Registered or trainee Medical Laboratory Scientists and Technicians shall practise medical laboratory science using the principles and core values of **beneficence** (to do good) and **nonmaleficence** (to do no harm).
5. At all times the primary aim of Registered or trainee Medical Laboratory Scientists and Technicians shall be to provide valued and precise clinical information.
6. Registered or trainee Medical Laboratory Scientists and Technicians shall maintain currency of competence in the knowledge and practise of Medical Laboratory Science. This shall be achieved within the bounds of current legislation, i.e. an accredited Competence and Professional Development programme with special attention to honesty and truthfulness.
7. All members shall share their knowledge with colleagues and other health professionals and promote learning.
8. Medical Laboratory Science shall be practised without bias to a patient's or colleague's ethnicity, religious and/or culture belief, gender, age, sexuality, political belief or medical condition.
9. All members are bound by the Privacy Act and shall respect the confidential and personal nature of patient records and shall not disclose information to anyone without a patient's consent except where the best interests of the patient requirements or as the law demands.
10. All members shall work using and displaying the principles of **Trustworthiness** – honesty in conduct (not stealing or cheating), integrity, truthfulness, reliability and loyalty.
11. All members shall show **Respect** – civility, autonomy and tolerance with patients, colleagues and requesters.
12. All members shall practice in accordance with the principles in the Te Tiriti o Waitangi – partnership, **participation** and **protection**.

Legislation

The following legislation particularly applies to members of the Institute working in the Public and Private Health sector, but is not exclusive to:

- Health Act 1956 No. 65
- Privacy Act 2020
- Health Information Privacy Code 2020
- New Zealand Public Health and Disability Act 2000
- Code of Health and Disability Services Consumers' Rights 1996 issued under the Health and Disability Commissioner Act 1994 including the code's 2004 amendment
- Health Practitioners Competence Assurance Act 2003
- Coroners Act 2006
- Public Records Act 2005
- Human Tissue Act 2008
- Health and Safety at Work Act (2015)
- Human Assisted Reproductive Technology Act 2004
- Therapeutic Products Act 2023
- Human Rights Act 1993
- Incorporated Societies Act (2022)

The following codes and standards are particularly relevant to those Institute members working in Laboratories in the Public and Private Health sector, but is not exclusive to:

- NZS/ISO 15189:2022 Medical Laboratories – Particular requirements for quality and competence Section 4.1.1.3
- Health and Disability Sector Standards (NZS8134:2001)
- Health Records Standard NZS 8153:2002
- Code of Practice for Information Security Management AS/NZS ISO/IEC 17799:2006

CONSTITUTION OF
THE NEW ZEALAND INSTITUTE OF MEDICAL LABORATORY SCIENCE (Inc.)

1. NAME

The name of the Institute shall be "The New Zealand Institute of Medical Laboratory Science (Incorporated)".

2. INCORPORATION

The Institute shall be registered under "The Incorporated Societies Act, 2022".

3. REGISTERED OFFICE

The Registered Office of the Institute shall be at such a place, as may from time-to-time be determined by the Council.

4. OBJECTIVES

The objectives of the Institute are:

- a) To establish and promote standards appropriate to the profession of Medical Laboratory Science.
- b) To improve the standards, status, education and training of members of the profession.
- c) To promote, conduct and organise conferences and seminars as may be required for the membership for the further education and professional development of all categories of membership.
- d) To promote, conduct and organise CPD programmes as may be required by the membership for the management and compliance of annual practicing certificates according to the Medical Sciences Council of New Zealand.
- e) To confer appropriate categories of membership on those entitled to receive them.
- f) To encourage the publication of material relating to or associated with Medical Laboratory Science.
- g) To promote, conduct and organise professional examinations as may be required by the membership.
- h) To provide counsel, advice and representation on matters pertaining to Medical Laboratory Science.
- i) To award prizes, certificates, medallions or other recognition to members who by way of examination, peer nomination or public honour have excelled and/or achieved in the practice of Medical Laboratory Science.
- j) To act in the best interests of the profession and to undertake or conduct the affairs of the profession considered necessary or beneficial to the Institute or its members.
- k) To liaise and promote the best interests of the profession with related health professional groups and government entities.
- l) To operate according to the principles of Te Tiriti o Waitangi/Treaty of Waitangi

5. MEMBERSHIP CATEGORIES

The Chief Executive Officer will keep a register of members.

The following shall be eligible for election by the Council as members of the Institute:

- a) **as Life Members** - any member who Council considers has given outstanding service to the Institute of Medical Laboratory Science (typically but not exclusively) who notwithstanding anything to the contrary in these Constitution shall retain the privileges of his/her previous category of membership.

- b) **as Members** - any person registered as a Medical Laboratory Scientist by the Medical Sciences Council of New Zealand.
- c) **as Associates** - any person practicing as a Medical Laboratory Technician (or trainee) and any person who is not eligible for any other class of membership.
- d) **as Students** - any student enrolled in a third or fourth year bachelor's degree in medical laboratory science in New Zealand.
- e) **as Honorary Members** - any person who Council considers has given outstanding service to the Institute or the profession and would not normally be eligible as a Member (as defined above).
- f) Any other person whom the Council deems a fit and proper person may be admitted to any of the categories of membership.
- g) **As a Fellow**
Any person who fulfills the requirements of the Council and the examining bodies or assessors approved by Council for a higher qualification than that required for Membership may call themselves a Fellow of the NZIMLS. Fellows may use the nominals FNZIMLS.

6. PRIVILEGES AND OBLIGATIONS OF MEMBERS

- a) Members may use the nominals MNZIMLS, but no other member may indicate membership of the Institute by the use of initials.
- b) The use of the term Member (including MNZIMLS) shall become void upon the lapse of financial membership of the Institute.

7. APPLICATION FOR MEMBERSHIP

- a) All applications for membership should be fully consented by the applicant.
- b) Application shall be made on the official form (via the website) to the Executive Office of the Institute and shall be ratified at the next meeting of the Council. No person shall be admitted to membership unless their application is approved by the majority of members of the Council.
- c) Each person admitted to membership of the Institute shall be advised via email of their acceptance and issued with a copy of the Code of Ethics and Constitution.
- d) If an application for membership is rejected by the Council, the Secretary/Treasurer shall forthwith advise the applicant in writing and return all monies paid. The Council shall not be bound to give any reason for the rejection of the application.

8. NOMINATION FOR LIFE MEMBERSHIP AND HONORARY MEMBERSHIP

- a) Nominations for Life and Honorary Membership should be made to Council by the first meeting of each year (for consideration for presentation of the Membership at the Annual Scientific Meeting for that same year).
- b) Nominations should be accompanied by a biography of the person being nominated, indicating in what areas they have contributed to the Institute and/or the profession.
- c) Nominations for Life Membership are generally made when a Member is set to retire or cease their current membership.
- d) Council will consider all such nominations at the second Council meeting of the year and vote. Any successful nominations will be notified that they will have the option to receive their Life or Honorary Membership at the upcoming ASM.

9. CESSATION OF MEMBERSHIP

Membership of the Institute shall cease on the event of any of the following:

- a) Death.
- b) If a member by notice in writing to the Secretary/Treasurer resigns from membership, provided that they shall continue to be liable for unpaid subscriptions and any other dues owing at the date of such notice.
- c) Any member whose subscriptions are unpaid after the expiration of three (3) calendar months from the date fixed for the payment of subscriptions shall cease to be a financial member of the Institute and shall cease to receive the publications and membership benefits of the Institute. If subscriptions remain unpaid after the expiration of a further three (3) calendar months, he/she shall be struck off the Roll by the Council provided that in absolute discretion of the Council such member's name may be returned to the Roll at any time upon payment of all arrears due by the member at the time of restoration.
- d) If in the opinion of Council, after investigation and report, the conduct of any member is deemed to be harmful to the best interests of the Institute, or has breached the Code of Ethics of the Institute or has behaved in a manner that is deemed to bring the profession into disrepute or has been convicted in a New Zealand Court of an offence punishable by imprisonment for a term of greater than three (3) months or has been deregistered by the Medical Sciences Council of New Zealand, the Council of the Institute may by a two-thirds (2/3rds) majority at a meeting called for the purpose, at which such member personally or by their representative has been given the opportunity of being heard, resolve that the member be requested to resign his/her membership of the Institute.
- e) If the member fails to resign on being so requested, they shall be deemed to be expelled from the Institute. Any such expulsion shall be final unless not later than seven (7) days thereafter the expelled member gives notice of appeal to the Secretary/Treasurer in writing, whereupon the expulsion shall be deferred for consideration by the Institute and the member become a suspended member. The members of the Institute present at the next General Meeting called in accordance with the **Constitution** for the purpose of considering the expulsion of the member, shall decide by two-thirds (2/3rds) majority whether to expel such suspended member or to reinstate the member, and if so, on what terms.

10. AMENDMENT TO **CONSTITUTION**

- a) The **Constitution** of the Institute may be amended (whether by way of repeal, substitution or addition) by resolution of a General Meeting of the Institute. All such amendments must be notified by the Secretary/Treasurer in writing to each member of the Institute not less than sixty (60) days prior to the date fixed for the General Meeting.
- b) Every such proposal shall be deemed to have been carried if the same shall have been approved and carried by two-thirds (2/3rds) majority of the votes cast by members.
- c) Any amendment to the **Constitution** must be notified to the Companies Office and Registrar of Charities once accepted by the membership.

11. INTERPRETATION OF **CONSTITUTION**

If any difference of opinion arises as to the interpretation of the **Constitution**, such difference(s) shall be referred to and decided by a two-thirds (2/3rds) majority vote of members at the next General Meeting of the Institute.

12. ANNUAL AND SPECIAL GENERAL MEETINGS

- a) A General Meeting of members of the Institute shall be held at such times and places as the Council shall determine. Notice in writing of the time and place of such General Meetings shall be sent to each member of the Institute, either not less than twenty-eight (28) days before such meeting or if the Council in its discretion considers that urgent business makes it desirable for a shorter period before such meeting as the Council thinks fit and in the latter case the decision of the Council as to the shorter period of notice shall be final and binding on the members of the Institute.
- b) All members and employees of the Institute shall have the right to attend and speak at meetings of the Institute, but only members defined by Rule 5, Clauses (a), (b), (c) and (d) hereof whose subscription is paid shall have the right to vote. Each member having the right to vote whether present in person or represented by proxy shall be entitled to one vote.
- c) The Annual General Meeting of the members of the Institute shall be held no later than the seventh (7th) day of September in each and every year, (and no later than six (6) months after balance date) and at such meetings the Council of the Institute and other office bearers shall be elected for the ensuing 2 years.
- d) The Secretary/Treasurer, within fourteen (14) days of receipt of a requisition signed by at least ten per cent (10%) of the voting members of the Institute, specifying the reason for the requisition, shall forthwith call a Special General Meeting of the Institute to be held not earlier than twenty-one (21) days and not later than thirty-five (35) days after receipt of such a requisition, and if the Secretary/Treasurer shall fail within fourteen (14) days of receipt of such requisition to call the said Special General Meeting then the requisitioners shall be entitled to do so.
- e) At any General Meeting of Members of the Institute thirty (30) voting members shall form a quorum.

13. VOTING

- a) Unless otherwise specified herein all matters discussed at any meeting of the Institute shall be decided by a majority of the voting members present, either in person or represented by proxy. Any voting member who may be unable to attend any meeting may give a written proxy to any other person being a member of the Institute to attend at such a meeting on his/her behalf to vote thereat and such written proxy shall be in the hands of the Secretary/Treasurer seven (7) days prior to the date fixed for the meeting at which such proxy is to be used.
- b) Every vote shall be taken in the first instance by voices except in respect of such matters as may by these Constitution be required to be decided by secret ballot.
- c) After declaration by the Chairman on voices any voting member may demand a poll that shall be conducted in such manner and at such time and place as the Chairman of the meeting may decide and the result of the poll shall be deemed to be the decision of the meeting.
- d) In a poll, any proxies lodged in accordance with these Constitution shall be considered by the Chairman and/or their scrutineers.
- e) The Chairman of any meeting shall have a deliberative as well as a casting vote.

14. ELECTION OF OFFICERS

- a) The Officers of the Institute shall consist of a President, a Vice President, a Secretary/Treasurer, the Chief Executive Officer and six (6) ordinary members. These shall constitute the Council.
- b) All members shall retire after two (2) years from office and shall be eligible for re-election.

- c) No person, who is not a current financial Fellow, Member or Associate member of the Institute may be nominated for election or hold office.
- d) The six (6) ordinary members of the Council shall be regionally nominated and balloted for; such ballot to be conducted with the bi-annual Ballot for the election of Officers.
- e) One ordinary member of the Council shall represent each of the following:
 - Region 1: The Northern portion of the North Island comprising the provincial areas of Northland and Auckland.
 - Region 2: The Central portion of the North Island comprising the provincial areas of Waikato, Bay of Plenty and East Coast.
 - Region 3: The Southern portion of the North Island comprising the provincial areas of Taranaki, Hawkes Bay, Wanganui, Manawatu, Wairarapa and Wellington.
 - Region 4: The Northern portion of the South Island comprising the provincial areas of Nelson, Marlborough, Westland and Canterbury.
 - Region 5: The Southern portion of the South Island comprising the provincial areas of Otago and Southland.
- Technician Representative: A registered Medical Laboratory Technician
- f) The Secretary/Treasurer shall send nomination forms for the election of Officers to all financial voting members of the Institute not later than sixty (60) days prior to the Annual General Meeting and shall include a list of Council members who are not seeking re-election to their current position. Nominations shall be returned to the Secretary/Treasurer not less than forty (40) days prior to such meeting.
- g) The Officers of the Institute shall be elected by secret electronic ballot. The ballot papers shall contain the names of all nominated candidates with clear and precise instructions as to the method of voting. The ballot papers shall be emailed to all financial voting members of the Institute not later than twenty-one (21) days prior to the date of the Annual General Meeting and completed ballot papers shall be received by the secretary/treasurer not less than seven (7) days prior to such meeting. Ballot papers received after this date shall be void. The system to be employed for the election of Institute Officers shall be the 'first past the post' system conducted in accordance with Renton's Guide for Meetings and Organisations, 3rd Edition, paragraphs 1112 (Returning Officer), 1116, 1117 (voting), 1124, 1125, 1126, 1127 (counting).
- h) If any vacancy shall occur in the Council of the Institute, such vacancy may be filled by Council, and any person so appointed shall hold office until the next Annual General Meeting of the members of the Institute.
- i) The members in General Meeting, may approve changes to the composition of the Council from time-to-time for the proper conduct of the profession's affairs.
- j) No election of officers shall be invalidated by reason of inadvertent failure to send to or non-receipt of nomination form or a ballot paper by a member.
- k) Newly elected Council members and Officers of the Council shall consent in writing to be an Officer, and certify that they are not disqualified from holding office.

15. DUTIES OF OFFICERS

- a) The President shall preside at all meetings of the Institute and the Council, and in their absence the Vice President shall Chair meetings. Should the President and the Vice President be absent at the commencement of any meeting those present shall elect one Council member to act as Chairman.
- b) The Secretary/Treasurer shall convene all meetings in accordance with instructions from time-to-time given by the Council and in accordance with the Constitution of the Institute. The Secretary/Treasurer shall attend all meetings and ensure that records of all proceedings are kept. The Secretary/Treasurer shall issue all notices of meetings and shall attend to all correspondence and shall keep a Roll of Members and all Minutes of the Institute. The Secretary/Treasurer shall also prepare the Annual Report and shall present it at the Annual General Meeting of members.

With the consent of Council, the Secretary/Treasurer may delegate any or all of these duties to the Chief Executive Officer.

- c) The Secretary/Treasurer shall keep all necessary accounts and books to show the financial position of the Institute from time-to-time. The Secretary/Treasurer shall receive all monies on behalf of the Institute. The Secretary/Treasurer shall also prepare the Annual Balance Sheet and shall present it at the Annual General Meeting of Members. With the consent of Council, the Secretary/Treasurer may delegate any or all of these duties to the Chief Executive Officer.
- d) The Annual Report together with the audited Balance Sheet shall be sent to all financial members at least fourteen (14) days before the Annual General Meeting.
- e) Officers shall at all times:
 - act in good faith and in the best interest of the Institute
 - exercise powers for proper purposes only
 - comply with the Incorporated Societies Act (2022) and the NZIMLS Constitution and Code of Ethics
 - exercise reasonable care and diligence
 - not create a substantial risk of serious loss to creditors
 - not incur an obligation the officer doesn't reasonably believe the Institute can perform

16. PROCEEDINGS OF THE COUNCIL

- a) The Council shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as it considers fit. At Council Meetings five (5) shall constitute a quorum.
- b) The Council meetings shall be held four (4) times per year or less at the discretion of the Executive Committee. Those attending will be the Council and the Chief Executive Officer.
- c) The Executive of the Institute will consist of the President, Vice President and the Secretary/Treasurer and will have the delegated authority on behalf of Council to negotiate contracts with the full-time employees of the Institute or to make decisions pertaining to the running of the Council but only with a majority vote of the full Council and for that activity to be recorded in the Council Minutes.
- d) The Secretary/Treasurer shall convene a meeting of the Council at the request of any member of the Council.
- e) Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
- f) Council may from time-to-time request the attendance of other members or non-members of the profession (e.g., Editor, and CPD and Membership Coordinator) at Council meetings.
- g) Any member of the Council who is unable to attend any meeting may appoint in writing any member of the Institute who is qualified to vote as his/her proxy.

17. COUNCIL AND COMMITTEES

- a) The Council of the Institute shall have power to do all things and to act in all matters for and on behalf of the Institute.
- b) A General Meeting of members of the Council may appoint a special committee or sub-committee of members of the Institute for any special purpose. The committees and sub-committees of the Institute shall meet together from time- to-time for the dispatch of business at such time and in such places as the members of each committee may mutually agree or as the committee itself may be directed by the Council of the Institute.

- c) Without prejudice to the general powers of the Council the Institute shall have the following powers which shall be exercised by the Council on its behalf, viz:
 - i. From time-to-time to invest or apply any funds of the Institute in the purchase of or at interest upon the security of any stocks, funds, shares, securities or other investments of whatsoever nature and wheresoever situated including the purchase or taking on lease of land or land and buildings whether required for the purposes of the Institute or not and whether involving liability or not and to sell any such investment and to re-invest or re-apply the proceeds of sale or realisation.
 - ii. To borrow money upon such terms and at such rates of interest and upon such security or without security as the Council may from time-to-time think fit.
 - iii. To manage, let, sell, and hold, mortgage or otherwise deal with the assets of the Institute as the Council thinks fit.
 - iv. To enter into all such negotiations or agreements in the name and on behalf of the Institute as it may consider expedient for the purpose of the Institute.
 - v. To provide a Common Seal for the Institute which shall remain in the custody of the Secretary/Treasurer and shall be affixed to all deeds, documents, instruments and assurances as may be necessary, provided that the Seal of the Institute shall not be affixed to any such instrument except in pursuance of a resolution of the Council and in the presence of three (3) members of the Council.
 - vi. To appoint an Editor or Editors who shall be responsible for the publication of a journal.
 - vii. To make and administer awards to Members of the Institute.
 - viii. To enter into employment contracts to assist with the day-to-day running of the Institute.
 - ix. To enter into contracts or sub-contracts to assist with the day-to-day running of the Institute.
- d) A conflict of interest register shall be prepared for each meeting of the Council, and signed by each attending member stating if they hold a conflict of interest with any Agenda item. If such a conflict of interest exists, then the Council member must excuse themselves for the duration of discussion on that particular Agenda item.
- e) It is the duty of the Officers of the NZIMLS to ensure that the constitution complies with the Incorporated Societies Act (2022).

18. VALIDATION OF ACTS OF THE COUNCIL

No act or proceeding of the Council or any person acting as a member of the Council shall be invalidated because of a vacancy in the membership of the Council at the time of the act or proceeding, or because of the subsequent discovery that there was some defect in the appointment of any person so acting, or that he was incapable of acting as or being such a member.

19. AUDITOR

There shall be an independent Auditor of the Accounts of the Institute. Such Auditor shall be re-affirmed at each General Meeting of the Membership by the Secretary/Treasurer. The Auditor shall examine the books and accounts of the Institute and shall verify and certify the Annual Balance Sheet and Accounts of the Institute.

20. SUBSCRIPTIONS AND LEVIES

- a) The rates of subscription for the various classes of member shall be such amounts as may from time-to-time be fixed by the Institute in General Meeting provided that no alteration of such rates shall be made unless not less than sixty (60) days' notice in writing of such proposed alteration shall have been sent to each member prior to such meeting and the proposed alteration is approved by two-thirds (2/3rds) of those present personally or by proxy at such meeting. Any such alteration shall

- take effect from 1st January following approval of such proposed alteration.
- b) Membership subscriptions are to be paid in one annual amount.
 - c) Council may alter the financial year for Institute Membership from time-to-time.
 - d) Subscriptions for new and reinstated members elected up to nine (9) months after the date of 1 January each year, shall be at the annual rate. Subscriptions for new or reinstated members elected after nine (9) months of the financial year have passed, shall be invoiced at one-half of the annual rate. Members shall be deemed financial for the current year on payment of the subscription.
 - e) Members electing subscription payment by direct credit shall be deemed financial for the current year up to the period covered by the paid subscription and a further period equal to one calendar month after the date of receipt of the last payment.
 - f) In the event of the income from subscriptions and other sources being insufficient to meet the expenditure of the Institute a levy as agreed upon at any General Meeting of the Institute may be made.

21. ACCOUNTS

The Secretary/Treasurer shall deposit all monies received in the Bank of the Institute as promptly after receipt thereof as circumstances may permit, and the account of the Institute at such Bank shall be operated upon by such signatories and otherwise in such manner as the Council of the Institute may from time-to-time determine. With the consent of Council, the Secretary/Treasurer may delegate any or all of these duties to the Chief Executive Officer.

22. ANNUAL REPORT

The Chief Executive Officer shall prepare an Annual Report each year. This report shall include all audited financial statements/activities of the society and shall be filed with the Charities Office no later than six (6) months after the society's balance date.

23. EDITOR

- a) The Editor, who shall be responsible to the Council, may attend Council Meetings and may be appointed a Member and/or Convener of a Council or Institute Committee.
- b) Prior to appointment the Council shall determine the duties and powers of the Editor but may alter these as it sees fit.

24. CHIEF EXECUTIVE OFFICER

- a) The Chief Executive Officer shall be either a full-time employee of the Institute, a part-time employee of the Institute or contracted to the Institute.
- b) The Chief Executive Officer shall be a voting member of Council and attend all formal meetings of the Institute and all meetings of Council and shall record all proceedings.
- c) The Chief Executive Officer shall undertake any other duties as may be determined by Council. These duties may be altered by mutual agreement.
- d) The duties of the Chief Executive Officer are described in the Chief Executive Officer Position Description.
- e) The Chief Executive Officer is responsible for all documentation and financial activities associated with the day-to-day running of the Executive Office.

25. BYLAWS AND REGULATIONS

- a) The members in the General Meeting may by way of majority decision resolve to make, amend or rescind bylaws and regulations for the purposes of establishing policy and **Constitution** of conduct. The Secretary/Treasurer shall call every such General Meeting by sending notice in writing of such proposal to each member of the Institute at his/her last known address not less than sixty (60) days prior to the date fixed for such meeting.
- b) Every three (3) years bylaws and regulations so established shall be placed before the members for reaffirmation, amendment or rescission, as the majority of the votes cast by the members shall decide.

26. DISSOLUTION

- a) The Institute may only be wound-up in accordance with the terms and conditions of the Incorporated Societies Act 2022 and subsequent amendments.
- b) Any resolution to wind-up the Institute shall be decided at a General Meeting duly notified and called for in the terms of these **Constitution**, and such a resolution shall require a bare majority of those members present and financial at the commencement of the meeting.
- c) On the winding-up of the Institute or its dissolution by the Registrar of Incorporated Societies, the real property and all other assets, funds, investments and other possessions of the Institute shall be realised for cash as soon as reasonably possible after the winding-up or dissolution. If there shall remain after due settlement of just debts and liabilities any properties whatsoever whether real or personal, and/or monies, the same shall be paid to such registered trust which is charitable under the laws of New Zealand, as the meeting may determine.
- d) In the event of winding-up or dissolution no member shall be liable for any more than his/her current outstanding subscription of any arrears or levy.

27. INDEMNITY TO COUNCIL

The members of the Institute jointly undertake that they will from time-to-time during their membership indemnify and keep harmless and indemnified each and every member for the time being of the Council in respect of all acts, deeds and things done or accomplished by each and every member of Council pursuant to a resolution of the Council and without limiting the scope of such indemnity each member for the time being of the Council shall be fully indemnified and kept harmless in respect of all claims for damages, penalties, costs or expenses made against him or incurred for having acted as aforesaid. PROVIDED HOWEVER that no member of the Institute shall be liable to pay or contribute hereunder any sum greater than his/her aliquot proportion of the total indemnity which proportion shall be ascertained by dividing the total indemnity claimed by the number of members of the Institute at the time of the happening of the event giving rise to such indemnity.

28. REMUNERATION OF COUNCIL

Members of Council, and other such persons as the Annual General Meeting may determine, shall be remunerated for Council and related services for the past year in a sum to be voted by the members present at the Annual General Meeting.

29. SPECIAL INTEREST GROUPS

Council may promote the formation of Special Interest Groups (SIG) of the Institute to provide support for the specialist disciplines of the profession. The **Constitution** governing the activities of the SIG's

are set by Council and are available from the Chief Executive Officer of the Institute. In addition to these the following apply:

- a) As part of the normal activities of the SIG's, Council may approve meetings for the purposes of the provision of Continuing Education for the profession.
- b) Activities of the SIG's shall in no way bring the Institute into disrepute either through the actions of its Officers or persons acting on behalf of a SIG.
- c) The SIG's are accountable to Council via the SIG Convener.
- d) Council may limit or restrict the activities of the SIGs according to guidelines provided for their operation.
- e) No person shall hold office of a SIG unless he/she is a current financial member of the Institute.

30. CPD PROGRAMME

Council may promote a continuing professional development programme(s) for the purpose of supporting members to attain an annual practicing certificate as required by the Medical Sciences Council of New Zealand.

- a) Such a programme(s) will be fully supported by Council and the Executive Office with sufficient resources to enable members to achieve sufficient CPD points.
- b) This may be in the form of web-based learning, CPD designated coordinator and other such meaning to enable a successful programme.

31. BOARD OF EXAMINERS

To ensure the continued provision of examinations for the profession the Institute may decide to establish a Board of Examiners. The Board will consist of a Chair and two others deemed by Council to have appropriate qualifications and experience. Appointments to the Board of Examiners and the **Constitution** governing the activities of the Board of Examiners are set by Council.

The roles of the Board of Examiners are:

- a) Conduct Institute examinations in accordance with the directions of Council.
- b) Meet to conduct their business as required or directed by Council.
- c) Report and provide documentation to Council about progress and arrangements for annual examinations as requested by Council.
- d) Oversee the release of all examinations results.
- e) Conduct investigations and settle any dispute between the Institute and those undertaking Institute examinations.

32. DISPUTES RESOLUTION

• How complaint is made

- a) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 - i. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - ii. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - iii. sets out any other information reasonably required by the society.
- b) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - i. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - ii. sets out the allegation to which the dispute relates.

- c) The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- d) A complaint may be made in any other reasonable manner permitted by the society's constitution.

- **Person who makes complaint has right to be heard**

- a) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- b) If the society makes a complaint —
 - i. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - ii. an officer may exercise that right on behalf of the society.
- c) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
 - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iii. an oral hearing (if any) is held before the decision maker; and
 - iv. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

- **Person who is subject of complaint has right to be heard**

- a) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
 - i. has engaged in misconduct; or
 - ii. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - iii. has damaged the rights or interests of a member or the rights or interests of members generally.
- b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c) If the respondent is the society, an officer may exercise the right on behalf of the society.
- d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iv. an oral hearing (if any) is held before the decision maker; and
 - v. the respondent's written statement or submissions (if any) are considered by the decision maker.

- **Investigating and determining dispute**

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

b) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

- **Society may decide not to proceed further with complaint**

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

a) the complaint is trivial; or

b) the complaint does not appear to disclose or involve any allegation of the following kind:

i. that a member or an officer has engaged in material misconduct;

ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;

iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;

c) the complaint appears to be without foundation or there is no apparent evidence to support it; or

d) the person who makes the complaint has an insignificant interest in the matter; or

e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or

f) there has been an undue delay in making the complaint.

- **Society may refer complaint**

a) The society may refer a complaint to —

i. a subcommittee or an external person to investigate and report; or

ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

b) The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

- **Decision makers**

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

a) impartial; or

b) able to consider the matter without a predetermined view.

END