Constitution of the New Zealand Association of Optometrists Incorporated 2025

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1 Name

1.1 The name of the Society is New Zealand Association of Optometrists Incorporated (in this Constitution referred to as the “Association”).

2 Purposes and Charity Status

The primary purposes of the Association are to:

2.1 Represent the collective views of members and to promote the role of optometry in the provision of the highest standard of primary vision care;
2.2 Promote the highest standard of optometric education through the provision of undergraduate and graduate scholarships, continuing education and vision research;
2.3 Support the international community through participation in international and regional optometric organisations and voluntary provision of optometric services in developing countries.
2.4 The Association is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3 Definitions and Terminology

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- 'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 'Annual General Meeting' means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.
- 'Chairperson' for the purposes of the Act refers to the President of the Association.
- 'Committee' means the Association's governing body, referred to in this Constitution as the Council.
- 'Constitution' means the rules in this document.
- 'Council' means the governing body of the Association composed of Councillors, which constitutes the 'Committee' for the purposes of the Act and performs all functions and duties required of a Committee under the Act.
- 'Councillor' means a member of the Council who is an 'Officer' for the purposes of the Act and has all the duties, responsibilities, and protections of an Officer under the Act.
- 'Deputy Chairperson' for the purposes of the Act refers to the Vice President of the Association.
- 'Executive Officer' means the person appointed to manage the day-to-day operations of the Association who shall fulfil the role of Secretary for the purposes of this Constitution, unless the Council designates another person as Secretary.
- 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of the Association.
- 'Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- 'Interests Register' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- 'Matter' means:
- the Association's performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.
- 'Member' means a person who has consented to become a Member of the Association and has been properly admitted to the Association who has not ceased to be a Member of the Association.
- 'Notice' to Members includes any notice given by email, post, or courier.

- 'Officer' for the purposes of the Act means a Councillor or any other person occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chief Executive or Treasurer.
- 'President' means the Officer elected as President who is the Chairperson for the purposes of the Act.
- 'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.
- 'Secretary' for the purposes of the Act refers to the Executive Officer or other person designated by the Council to fulfil the secretarial duties required by the Act.
- 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 'Vice President' means the Officer elected as Vice President who is the Deputy Chairperson for the purposes of the Act.
- 'Working Days' mean as defined in the Legislation Act 2019.

4 Membership

4.1 Classes of Membership

4.1.1 Ordinary Members;
4.1.2 Retired Members;
4.1.3 Life Members;
4.1.4 Honorary Members;
4.1.5 Student Members;
4.1.6 Associate Members.

4.2 Every person must consent to become a member of the Association. For membership types requiring application, signing the application form constitutes consent. For a person who is not already a member but is nominated for membership (such as Honorary Membership), the person must provide written consent to the Executive Officer before their membership becomes effective.

5 Ordinary Membership

Every person complying with the following conditions shall be eligible for Ordinary Membership:

5.1 Eligibility

5.1.1 That the applicant is registered as an optometrist under the Health Practitioners Competence Assurance Act 2003 and holds a current Annual Practising Certificate;
5.1.2 That the applicant's character and professional reputation are to the satisfaction of the Council;
5.1.3 That the applicant is engaged in and devotes regular hours to the profession of Optometry;

5.2 Application and Election

5.2.1 Application for Ordinary Membership shall be made in writing on such form as may be issued from time to time by the Council. Such form of application shall bear the signature of the applicant. Before approving any application, a nominee of the Council may interview the applicant.
5.2.2 All applications shall be made to the Council, whose decisions by a majority vote shall determine election.
5.2.3 A rejected applicant may lodge an appeal against the rejection. Such appeal shall be submitted by the Council to the next Annual General Meeting, and a majority vote thereat shall decide the issue.

6 Retired Membership

6.1 Any Ordinary Member of the Association who by reason of retirement from the profession of optometry ceases to be eligible for the Ordinary Membership shall, upon giving to the Council written notice of the desire to be transferred to retired membership, become a Retired Member accordingly.

7 Life Membership

7.1 Eligibility
Any member who has conferred some extraordinary service to the Association may be elected a Life Member.
7.2 Nomination and Election
Nomination for Life Membership shall be by the Council to a General Meeting, and election shall be by a two-thirds majority of those present and voting.

8 Honorary Membership

8.1 Eligibility
The Association may admit as an Honorary Member any person whom the Association may desire to honour in this manner.

8.2 Nomination and Election

8.2.1 Nomination for Honorary Membership shall be by the Council to an Annual General Meeting, and election shall be by a majority vote at the meeting.
8.2.2 Honorary Membership shall automatically terminate at the conclusion of the next Annual General Meeting. However, the Council in its discretion, may by resolution from year to year continue such Honorary Membership for the ensuing year.

9 Student Membership

9.1 Eligibility
The Association may admit as a Student Member any person who is studying in the Bachelor of Optometry programme at the University of Auckland or an equivalent programme at any other institution approved by Council.

9.2 Election
Election for Student Membership shall be by majority vote of the Council.

10 Associate Membership

10.1 Eligibility The Association may admit as an Associate Member any person who, although not being a registered optometrist or a student, is closely associated with research, teaching or clinical practice in the field of optometry or a closely related discipline.
10.2 Nomination and Election

10.2.1 Nomination for Associate Membership shall be by two members of the Association to the Council, and election shall be by a majority vote of the Council.
10.2.2 Associate Membership shall automatically terminate at the conclusion of the next Annual General Meeting; however, the member may be renominated and re-elected.

11 Member Register

The Executive Officer shall keep and maintain a Register of Members as required by the Act, which shall contain:

11.1 The name of each Member;
11.2 The last known contact details of each Member;
11.3 The date on which each Member became a Member;
11.4 The class of membership; and
11.5 Such other information as the Council may require or as may be required by the Act.

12 Termination of Membership

Membership in any class may be suspended or terminated in the manner and upon the conditions following:

12.1 Resignation

Resignation from membership shall be by written notice to the Executive Officer and subject to the provisions of CLAUSE12.4 shall take effect from the date of its acceptance by the Council.

12.2 Suspension and Expulsion

12.2.1 Misconduct:

A member may be suspended or expelled from membership of the Association if guilty of professional misconduct in accordance with the disciplinary procedures set out in this Constitution.

12.2.2 Arrears of Subscription:

The Council may in its discretion suspend the membership of any member who is one year or more in arrears in payment of annual subscription or other moneys due to the Association. Notice of such suspension shall be given to the member by courier delivery or electronic means with confirmation of receipt. If the member pays all outstanding moneys within the period determined by Council following suspension, the Council may at its discretion reinstate the membership. If the member fails to pay all outstanding moneys within the specified period, or if the Council determines not to reinstate despite payment of arrears, the Council may expel such member.

12.2.3 Eligibility to Practise:

The membership of any Ordinary, Retired or Life Member may be suspended or terminated as the Council sees fit upon such member ceasing to hold a practising certificate under the Health Practitioners Competence Assurance Act 2003.

12.3 Re-admittance

Any persons who may have been expelled from membership pursuant to Clause 12.2 may apply to the Council for re-admittance to membership of the Association after a period of twelve calendar months from the date of such expulsion.

12.4 Effect of Resignation, Suspension and Expulsion

Any member resigning from the Association or for any other reason ceasing to be a member thereof and any member whose membership is suspended, during the period of suspension:

12.4.1 Shall forfeit all rights and privileges of membership;

12.4.2 Remains liable for any fees, subscriptions, or other payments due and unpaid at the date of resignation or termination; and

12.4.3 Shall return any property of the Association in their possession and remove materials bearing the Association's trademarks.

12.5 The termination of membership does not limit the right of the Association to enforce any obligations owed to it by the former member.

13 Rights of Members

13.1 All Ordinary Members and Life Members shall have equal rights of attending meetings, speaking, voting and holding office in the Association.
13.2 Retired Members shall have the right to attend and speak at meetings but shall not have the right to vote or hold office.
13.3 The Council may, in its discretion, call meetings of Ordinary and Life Members only.
13.4 Honorary Members shall have the right to attend and speak at meetings but shall not have the right to vote or hold office.
13.5 Student Members shall have the right to attend and speak at any social or educational activity and business meetings of the Association but shall not have the right to vote or hold office. The Student Member who is the nominee of the New Zealand Optometry Student Society shall have the right to vote but not to hold office. Student Members may receive communications of the Association at the discretion of Council.
13.6 Associate Members shall have, at the discretion of the Council, the right to receive any communication of the Association and to attend any social or educational activities and business meetings of the Association, but shall not have the right to vote or hold office.
13.7 Access to Information:

13.7.1 All members shall have the right to access the constitution, register of members (subject to privacy protections), minutes of general meetings, and financial statements presented at the Annual General Meeting, as required by the Act.
13.7.2 In addition, any Ordinary Member, Retired Member or Life Member may inspect the other books, minutes, accounts and official records of the Association, provided such inspection is made in the presence of at least one member of the Council together with the Executive Officer at a time and place determined by the Council.
13.7.3 The Association may refuse to provide information on the grounds specified in Section 81 of the Act.

13.8 The Association may at any time issue a certificate of membership under its seal to any financial Ordinary Member, Retired Member or Life Member applying for the same. Such certificates shall be issued subject to conditions prescribed from time to time by the Council, but shall at all times remain the property of the Association and shall be returned to the Council upon request.
13.9 Any member whose subscription is twelve months or more in arrears shall not be eligible for office, nor hold office, be permitted to nominate members for membership, or be permitted to attend Association meetings, or to vote, until such time as the arrears are fully paid.

14 Obligations of Members

14.1 All Members must:

14.1.1 Comply with this Constitution and any bylaws, codes, policies, or standards adopted by the Association;
14.1.2 Pay all fees, subscriptions, and other amounts payable by that Member as they fall due;
14.1.3 Notify the Executive Officer of any change in their contact details within a reasonable time of such change; and
14.1.4 Act in good faith and in a manner consistent with the purposes of the Association.

15 Fees

15.1 All persons applying for Ordinary Membership of the Association shall, on application, pay an entrance fee of such amount as shall from time to time be fixed by the Association in Annual General Meeting.
15.2 All Ordinary, Retired and Student Members shall pay an annual subscription of such amount or amounts as shall from time to time be fixed by the Council in advance of each financial year at the preceding annual general meeting.
15.3 The Association in Annual General Meeting may fix a different rate of subscription payable for the first year of membership by Ordinary Members who have completed their qualifying examination less than twelve months before the date of their application for membership.

15.4 The Association in Annual General Meeting may fix a lesser subscription to be payable by Ordinary Members who hold a full time salaried position with a Government funded Hospital environment, Government Department, teaching institution or other regular approved employer, and who do not derive any other income from the profession of optometry.
15.5 Any Ordinary Member who, within the sixty days following the conclusion of an Annual General Meeting, writes to the Council stating that it is their intention in the current financial year to practice optometry for an average of not more than twenty hours per week, may apply for a reduction to the annual subscription payable pursuant to Section 15.2 hereof. The Council may, in its discretion, determine such reduced subscription as it thinks fit in the circumstances, but subject to any directions or recommendations of the Annual General Meeting of the Association.

16 Overseas Leave of Absence

16.1 The Council may, on the application of any member, grant leave of absence during any period in which the member is temporarily out of New Zealand.
16.2 In each case where such leave is granted it shall be deemed to commence on the day the member leaves New Zealand and to terminate on the day the member returns to New Zealand.
16.3 During any period of leave of absence the member, while remaining a member of the Association, shall be required to pay such annual subscription as the Council may decide.
16.4 During any period of leave of absence the member shall retain all the privileges of membership and shall remain subject to all the duties and responsibilities of membership.

17 Financial Year

17.1 The Financial Year of the Association shall commence on the first day of July and the accounts of the Association shall be closed on the thirtieth day of June in each year.

18 General Meetings

18.1 Annual General Meeting
18.2 The Annual General Meeting of the Association shall be held during the months of September and October upon such date or dates as may be decided by the Council and at a place appointed by the previous Annual General Meeting. Members shall be given at least eight weeks' notice by circular of such meeting. Notwithstanding the foregoing the Council may at any time alter the date and place of the meeting should it consider this course necessary.
18.3 Special General Meeting
18.4 A Special General Meeting may be called by the Council if it considers circumstances so require, or shall be called on the requisition of not less than twenty per cent (20%) of the Ordinary and Life members, who shall state in such requisition the object of the meeting. As soon as practicable after receiving such requisition the Council shall give members at least twenty eight days' notice by circular of the time and place and reason for such Special General Meeting.
18.5 The Chair
18.6 At a General Meeting the chair shall be taken by the President, or, in the absence of the President, the Vice President, or in the absence of both, a person to chair the meeting shall be appointed by those present.
18.7 Quorum
18.8 Fifty Ordinary and Life Members shall constitute a quorum at a General Meeting.

19 Voting

19.1 Except where otherwise provided, voting at all General Meetings shall be by show of hands, but on a demand of one fifth of those members present and eligible to vote, including any valid proxies held by members, a ballot shall be conducted.
19.2 The person chairing any General Meeting may exercise a casting vote in addition to a vote as an Ordinary or Life Member.
19.3 Proxy

19.3.1 Ordinary and Life Members if not personally present at any General Meeting shall have the right to vote by proxy on any motion and amendments upon which Council in its discretion may confer the right. Such motion shall be circulated to all members at least twenty eight days prior to the meeting at which it is to be considered.
19.3.2 Proxies shall be Ordinary or Life Members of the Association and the instruments appointing the same shall be in writing under the hand of the appointer whose signature shall be attested by a witness. The instrument may be endorsed to instruct the proxy as to how the vote is to be cast.
19.3.3 The instrument appointing a proxy shall be deposited at the Registered Office of the Association not less than seventy two hours before the time fixed for holding the meeting at which the vote is to be exercised.

19.4 The Council may in its discretion take a postal ballot of all Ordinary and Life Members on any question that it considers of sufficient importance.

20 Election of Councillors

20.1 Office Bearers
Subject in all respects to Clause20.2 the Council shall consist of seven Councillors elected in accordance with the provisions of Clauses 20.0 and 21.0 hereof.
20.2 Term of Office and Rotation of Elected Councillors

20.2.1 The retiring President shall on expiration of their term be automatically appointed to the Council for as long as their successor holds office. Consequently the Council shall number seven (7). Should this result in a vacancy amongst the elected Councillors the Council shall appoint a member to the Council pursuant to Clause 23.2.
20.2.2 Two Councillors will retire at each Annual General Meeting. The retiring councillors will be determined by self-nomination or by ballot of those who were not elected in the previous year (the ballot to exclude the serving President). Retiring Councillors shall be eligible for re-election.
20.2.3 A retiring President shall be eligible for re-election once he or she ceases to be automatically appointed to the Council.
20.2.4 Councillors shall hold office for a period of two years and shall then retire but will be eligible for re-election.
20.2.5 There shall in each year be an election to fill the vacancies existing on the Council by reason of the retirement of those Councillors whose term of office has expired.
20.2.6 Retiring Councillors shall cease to hold office at the conclusion of the Annual General Meeting at the expiration of their term.
20.2.7 Newly elected Councillors shall take office at the conclusion of the Annual General Meeting following their election.
20.2.8 A member appointed to fill an extraordinary vacancy on the Council shall hold office for only the unexpired portion of the term of office.
20.2.9 A President and Vice President shall be elected from the Councillors in accordance with Section 22.2.
20.2.10 The President and Vice President shall assume office at the conclusion of the Annual General Meeting following their election and shall hold office until their successors assume office.

21 Councillor Election Procedures

21.1 Nominations

21.1.1 Nominations for the office of Councillor shall be called for at least sixty (60) days prior to the Annual General Meeting and nominations shall be made in writing and signed by two members of the Association as proposer and seconder and also by the candidate as evidence of consent thereto.

21.1.2 All nominations must be received by the Executive Officer at least thirty five days before the Annual General Meeting. No nomination shall be withdrawn after the date upon which nominations close.

21.2 Insufficient Nominations

21.2.1 In the event of nominations being less than the number of vacancies the Council shall have the power to nominate sufficient members to fill the numbers of vacancies. This power must be exercised not more than seven days after the date upon which nominations close.

21.3 Excess Nominations

21.3.1 In the event of nominations exceeding the number of vacancies, voting shall be by postal ballot, voting papers to be in the hands of the Executive Officer fourteen days before the Annual General Meeting.

21.3.2 The following procedures shall be followed when a postal ballot is required. The Executive Officer shall immediately after nominations have closed appoint from members of the Association other than candidates, two scrutineers of whom not more than one may be a member of the Council. If, for any reason, the number of scrutineers is reduced to less than two, a member to fill such vacancy shall be forthwith appointed by the Executive Officer.

21.3.3 The ballot papers shall show the names of the candidates together with the names of their respective proposers and seconders, and the date on which the ballot closes and shall give a clear explanation of the method of voting. Accompanying each ballot paper shall be a résumé of each candidate in a form to be approved by the Council.

21.3.4 In any such postal ballot members shall vote for candidates up to the number of candidates required to fill the vacancies.

21.3.5 The President shall have a casting vote in the event of two or more candidates receiving an equal number of votes.

21.4 Declaration of Those Elected

The President upon being satisfied that the election has been concluded will instruct the Executive Officer to declare to the members the names of those elected.

22 The Council

22.1 The Councillors shall constitute the Council which shall be the governing body of the Association.

22.2 Special Meeting

22.2.1 The Council shall in each year meet on a date between the time of declaration of those elected (Clause 21.4) and the closure of the Annual General Meeting to consider no business other than the election of the President, Vice President and Honorary Members in accordance with Clauses 8.2 and 20.2.9.

22.2.2 At this meeting of the Council, but at no other, in addition to current Councillors, newly elected Councillors who are about to assume office may attend and vote.

22.2.3 At this meeting of the Council, but at no other, those eligible to attend but not personally present may vote by proxy. Proxies shall be Councillors. No person may be appointed proxy for more than one Councillor. Subject to the foregoing, the provisions of Clauses19.3.2 and 19.3.3 shall apply.

22.3 In addition to the meetings of the Council provided for, the Council shall meet not less than three times a year at such time and place as it may from time to time determine.

22.4 The person chairing the meetings of the Council shall be the President, or, a person elected by those present.

22.5 The person chairing the meeting will have a deliberative and a casting vote.

22.6 Four members personally present shall constitute a quorum at a Council meeting provided that for the purposes of the meeting referred to in Clause 22.2 a member represented by proxy shall be deemed to be personally present.

22.7 Any Councillor being absent from two consecutive meetings without furnishing a written explanation to the satisfaction of the Council shall be deemed to have vacated the office as a Councillor.
22.8 The Council must maintain a register of interests of Councillors as required by the Act. Each Councillor must disclose to the Council any interest in a Matter as soon as practicable after they become aware of their interest in the Matter, and the disclosure must be recorded in the Interests Register.

23 Duties and powers of the Council

In addition to the duties and powers imposed or conferred upon it elsewhere in this Constitution:

23.1 The Council shall oversee the management and control of the affairs and finances of the Association and shall have all administrative and other powers necessary for properly carrying out the purposes of the Association, but not inconsistent with this Constitution.
23.2 The Council shall have the power to fill any vacancy which may occur within its ranks.
23.3 The Council shall have power to make, alter or repeal any by-law necessary for the conduct of the Association.
23.4 The Council shall submit to the Annual General Meeting a report of the previous year's work and activity and a financial statement for that year certified by the Auditor appointed under Section 26.0.
23.5 The Council may in its discretion extend as it thinks fit any time or period of time required by this Constitution for the doing of any act or thing whether or not such time or period of time may already have been passed PROVIDED HOWEVER that the provisions of this Section shall not extend to Section 20.0 hereof without the prior sanction of a General Meeting of the Association.
23.6 The Council shall have the power to define which classes of membership may use the trademarks registered by the Association.
23.7 The Council shall have the power to pay honoraria for services provided to the Association by any member including Councillors.
23.8 A meeting of the Council may be held either:

23.8.1 By a number of the Councillors who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
23.8.2 By means of telephone pursuant to Section 23.9 of this Constitution.

23.9 The contemporaneous linking together by telephone of a number of the Councillors not less than the quorum, whether or not any one or more of the Councillors is out of New Zealand, shall be deemed to constitute a meeting of the Council. The following conditions shall be met in relation to a telephone meeting:

23.9.1 All the Councillors for the time being entitled to receive notice of a meeting of the Councillors shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given electronically or by telephone;
23.9.2 If all reasonable efforts are made to contact a Councillor to give notice of a meeting, including by telephone or electronic means, and the Councillor cannot be contacted notice of the meeting shall be deemed to have been given.
23.9.3 Each of the Councillors taking part in the meeting by telephone must be able to hear each of the other Councillors taking part at the commencement of the meeting;
23.9.4 At the commencement of the meeting and at or about the closure of the meeting each Councillor must acknowledge their presence for the purpose of a meeting of the Councillors to all other Councillors taking part;
23.9.5 A Councillor may not leave the meeting by disconnecting their telephone connection unless he or she has previously obtained the express consent of the chairperson of the meeting. A Councillor shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless he or she has previously obtained the express consent of the chairperson to leave the meeting;
23.9.6 A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.
23.9.7 For the purposes of this Clause "telephone" shall include television or any other audio and visual device which permits instantaneous communication.

24 Discipline and Dispute Resolution

24.1 Dispute Resolution

24.1.1 This subsection sets out the procedures for resolving disputes between members and between members and the Association.

24.1.2 Any dispute between members relating to matters of the Association, or between a member and the Association, should first be addressed through informal discussion and in good faith.

24.1.3 If the dispute is not resolved through informal discussion, any party to the dispute may refer the matter to the Investigation Committee using the same procedure as for allegations of professional misconduct.

24.1.4 The Investigation Committee may, at its discretion, attempt to resolve the dispute through mediation before proceeding to a formal investigation.

24.1.5 Nothing in this Section prevents a member from exercising any rights under the Act or other legislation.

24.2 Investigation Committee

24.2.1 There shall be an Investigation Committee which shall consist of three members of the Association; one, who shall Chair the Committee, shall be a member of the Council and the other two shall not be members of the Council. The members of the Committee shall be appointed annually by the Council at its first meeting following the Annual General Meeting of the Association. Casual vacancies shall be filled by the Council as they occur.

24.2.2 Should any complaint be received by the Association, or should it come to the notice of the Council or the Executive Officer, that any member of the Association has been guilty of professional misconduct as defined in Section 24.6, the matter shall forthwith be referred by the Executive Officer to the Investigation Committee.

24.2.3 The Investigation Committee shall with all reasonable expedition investigate the matter and having obtained such information as it considers necessary and such explanations as the member concerned may wish to offer, shall either: (a) Resolve that no further action be taken or (b) Refer the matter to the Disciplinary Committee for hearing.

24.2.4 Before taking the final action required of it by the foregoing sub-paragraph 24.2.3 the Investigation Committee may take such steps as it thinks fit to have the matter referred to it resolved in a manner satisfactory to it.

24.2.5 The Investigation Committee shall report its proceedings to the Council from time to time.

24.3 Disciplinary Committee

24.3.1 There shall be a Disciplinary Committee which shall consist of three members of the Association, other than members of the Council or the Investigation Committee, who shall be appointed annually by the Council at its first meeting following the Annual General Meeting of the Association. The Committee shall appoint a person to chair its meetings. Casual vacancies shall be filled by the Council as they occur.

24.3.2 Where any matter is referred to the Disciplinary Committee by the Investigation Committee, the Executive Officer shall as soon as practicable give to the member concerned by courier delivery or electronic means with confirmation of receipt, not less than 28 days' notice of the date, time and place fixed for the hearing of the matter.

24.3.3 The Investigation Committee shall cause one of its members, or another member of the Association or a solicitor or counsel instructed by it, to present to the Disciplinary Committee the information and evidence necessary for the proper consideration of the matter.

24.3.4 The Disciplinary Committee shall give the member concerned every reasonable opportunity of being heard in connection with the matter and provided the member has given to the Executive Officer not less than 14 days' notice of the member's desire in that behalf, shall permit the member to be represented by a solicitor or counsel or a member of the Association.

24.3.5 The Disciplinary Committee may appoint a legal assessor, who may be present at the hearing, and who may at any time advise the Committee on any legal matter.

24.3.6 In all other respects the Disciplinary Committee may regulate its own procedure, including the appointment of a layperson to be a member of the committee for the purposes of hearing and considering a particular matter.

24.3.7 After the completion of the hearing the Disciplinary Committee shall either:

24.3.7.1 Dismiss the case; or

24.3.7.2 Hold the complaint proved, in which event the Committee shall impose one or more of the following:

- Pronounce a verdict that the complaint has been proved but impose no penalty.
- Censure the member.
- Order the member to pay to the Association such sum as the Committee shall fix for or on account of costs of the investigation and the hearing.
- Order the member to pay to the Association by way of penalty such sum, not exceeding $5,000.00 as it thinks fit.
- Suspend the member from membership of the Association for a period not exceeding 18 months.
- Advise the Council to institute proceedings for the expulsion of the member from the Association.
- Advise Council to refer the matter to the Optometrists and Dispensing Opticians Board appointed under Section 114 of the Health Practitioners Competence Assurance Act 2003.
- Order the member to pay to the complainant or complainants such sum not exceeding $5,000.00 as the committee sees fit.

24.3.8 The decision of the Disciplinary Committee shall immediately be conveyed to the member by courier delivery or electronic means with confirmation of receipt.

24.4 Appeals

24.4.1 The member may appeal to the Council against a decision of the Disciplinary Committee.

24.4.2 Notice of the appeal shall be lodged with the Executive Officer of the Association not later than 28 days after the date of the posting of the decision of the Committee to the member.

24.4.3 Upon receipt of an appeal against a decision of the Disciplinary Committee, the Council shall determine the time, date and place for the hearing of the appeal.

24.4.4 An appeal to the Council shall be by way of rehearing but except with the leave of the Council no witnesses shall be called.

24.4.5 In all other respects the appeal shall be dealt with in the same manner as a hearing of the Disciplinary Committee and the provisions of sub-paragraphs 24.3.2 to 24.3.4 of this Section shall with necessary amendments apply accordingly.

24.4.6 After hearing the appeal the Council shall either:

a) Dismiss the appeal in which event the decision of the Disciplinary Committee shall stand; or
b) Allow the appeal entirely in which event the decision of the Disciplinary Committee shall have no effect; or
c) Allow the appeal in part by modifying the penalty imposed by the Disciplinary Committee in which event the penalty as modified shall apply.

24.5 Subsequent Action

24.5.1 In the event of a penalty under sub-paragraph (f) of Section 24.3.7.2 being imposed by the Disciplinary Committee and upheld if an appeal has been lodged, the Council shall as soon as practicable place the matter before a duly constituted General Meeting of the Association. At this meeting, the record of the evidence given at the Disciplinary Committee hearing and the reasons for decision of that Committee, if any, and the record of any appeal, shall be presented and the member shall be invited to appear and may be heard. The Association may then by a two-thirds majority vote of the members present and entitled to vote at the meeting, expel the member from the Association.

24.5.2 In the event of the Disciplinary Committee advising the Council to refer any matter to the Optometrists and Dispensing Opticians Board and the decision being upheld if an appeal has been lodged, the Council shall forthwith forward to the Optometrists and Dispensing Opticians Board the evidence presented to the Disciplinary Committee and its reasons for the decision, if any, and the record of any appeal, and request the Board to take appropriate action under its statutory powers.

24.5.3 Should the Association in General Meeting not expel the member or should the Optometrists and Dispensing Opticians Board not de-register the member the matter shall be referred back to the Disciplinary Committee which shall impose on the member such lesser penalty as it thinks fit.

24.5.4 Any moneys ordered by the Disciplinary Committee or the Council to be paid to the Association or to the complainant or complainants in accordance with the foregoing provisions shall be a debt due by the member to the Association and recoverable at law accordingly.

24.6 Professional Misconduct The term "professional misconduct" shall, for the purpose of this Section include any of the following matters:

24.6.1 That a member has acted in breach of this Constitution or of any bylaw made under the authority of this Constitution or of any Constitution made under the authority of the Association by any of its affiliated branches.

24.6.2 That a member has been convicted of a crime involving dishonesty as defined by Section 2 of the Crimes Act 1961.

24.6.3 That a member has been guilty of a breach of professional ethics or has otherwise been guilty of improper or infamous conduct or conduct which constitutes malpractice or negligence in connection with the practice of optometry or brings or is likely to bring discredit on the optometric profession.

25 Headquarters and Registered Office

25.1 The National Office and Registered Office of the Association shall be situated in a place to be determined by the Council from time to time.

26 The Executive Officer

26.1 The Council shall appoint a person who shall be known as the Executive Officer, who need not be a member of the Association and who shall be subject to a contract of employment with the Council.

26.2 The Executive Officer or other person designated by council shall serve as the contact person for the Association for the purposes of the Act.

26.3 The Executive Officer shall implement the policy of the Council, shall receive all moneys on behalf of the Association and shall keep all books that may be deemed necessary for fully and correctly showing the receipts and expenditure, funds and effects, and all the affairs of the Association, and shall produce the same, together with a certified bank statement as and when required by the Council. The Executive Officer shall also produce for the Council an audited Balance Sheet and an audited Income and Expenditure Statement of the Association for each financial year. The Executive Officer shall also carry out in conjunction with the Council, all the necessary duties pertaining to the election of officers.

26.4 The Executive Officer shall also have charge of the Minute Book and shall ensure all the meetings, transactions and proceedings of the Association are recorded therein. The Executive Officer shall conduct the correspondence of the Association and shall ensure all other general secretarial duties are performed.

27 Auditor

27.1 A duly qualified person shall be appointed at each Annual General Meeting of the Association to act as an Auditor for the ensuing year. The Auditor shall receive for services such payments as may be agreed upon by the Council.

28 Control of Funds

28.1 All moneys received by or on behalf of the Association shall be paid into a banking account in the name of the Association. All withdrawals therefrom shall be authorised by the Council and shall bear the signatures of any two of the following, namely the Executive Officer and three Council members duly authorised by a resolution of a Council meeting.

29 Administration of Funds

29.1 The income and property of the Association shall be applied to the purposes of the Association and the funds of the Association may be expended or invested in such manner as may be approved by the Council or by a General Meeting.
29.2 The Association shall have the power to borrow any moneys for the purpose of furthering the purposes of the Association upon such terms and upon such securities as may be decided by the Council or by a General Meeting.

30 Disposition of Surplus Assets

30.1 Should the Association be liquidated or removed from the register, any surplus assets which remain after payment of its liabilities shall not be distributed to any members of the Association.
30.2 Such surplus assets shall be distributed to one or more not-for-profit entities with purposes similar to those of the Association, as determined by resolution of the Association at a General Meeting prior to the liquidation or removal.

31 Common Seal

31.1 The Seal of the Association shall consist of the words "The Common Seal of New Zealand Association of Optometrists Inc.". It shall be held in the custody of the Executive Officer and shall be used only when directed by resolution of the Council or a General Meeting.
31.2 Upon an appropriate resolution of the Council or General Meeting the Seal shall be affixed to any document requiring execution by the Association by the Executive Officer in the presence of any two members of the Council and such two members and the Executive Officer shall attest such affixing.

32 Service of Notices

32.1 Any notice required by this Constitution to be delivered to any member shall be deemed to have been so delivered if sent to the last recorded address of such member, which may include an electronic mail address. All members shall notify the Executive Officer in writing of any change in address.

33 Branches

33.1 The Association may authorise the establishment of regional Branches. Special by-laws for the regulation and management of such Branches may be adopted by the Council.
33.2 Application for the formation of Branches shall be submitted to the Council which shall define the local area in which the Branch is to operate and the body of members which shall comprise it. The Council shall propose the formation of the Branch to a General Meeting.
33.3 Each Branch shall be known as New Zealand Association of Optometrists Incorporated(Inc) ..... Branch.
33.4 A Branch shall consist of members of the Association.
33.5 Each Branch may govern itself in such manner as it thinks fit subject nevertheless to the provisions of this Constitution and for that purpose shall be at liberty to make, repeal and alter its own governing documents or bylaws. Any governing documents, bylaws, or amendments made by the Branches shall be submitted for approval to the Council and shall not come into operation unless and until they are approved by the Council. The Council shall ensure that Branch governing documents and bylaws are consistent with this Constitution and the requirements of the Act. The Council may at any time vary or repeal any governing documents or bylaws previously authorised by it pursuant to this Section.
33.6 The Council may deregister any Branch which, in the opinion of the Council, has conducted its affairs in such manner as to warrant deregistration.
33.7 If within sixty days after notice of any decision of the Council concerning the area or the governing documents, bylaws, or the deregistration of any Branch, the Branch affected shall give notice to the Executive Officer of the Association requiring the matter to be referred to a General Meeting of the Association, it shall be referred either to the next Annual General Meeting or to a Special General Meeting, and the decision of the Council shall not have effect unless and until it has been confirmed by such General Meeting.
33.8 A Branch may submit a remit to the Council or to a General Meeting.
33.9 All communications from a Branch to the Ministry of Health, Optometrists and Dispensing Opticians Board, or similar body shall have the prior approval of Council.

34 Amendments to Constitution

34.1 Subject to Sections 34.2 and 34.3, this Constitution may be amended by rescinding or amending existing provisions or adding new provisions by a two-thirds majority of members present at an Annual General Meeting or any Special General Meeting called for that purpose. At least sixty days' notice shall be given in writing to the Executive Officer who shall notify members by circular within twenty-eight days of receipt of such notice.
34.2 No amendment to this Constitution shall be valid nor take effect until it has been registered by the Registrar of Incorporated Societies.
34.3 No amendment shall be made to this Constitution which in any way affects the Association's status as a not-for-profit entity for taxation purposes.

35 Code of Ethics

35.1 The Association shall prescribe a code of ethics for members of the Association. Without limiting the application of Section 24.6.3, a breach of the Code of Ethics shall constitute a breach of professional ethics for the purposes of that Section.
35.2 The Code of Ethics may be amended or added to by a two-thirds majority of members present at an Annual General Meeting or any Special General Meeting called for that purpose. At least sixty days' notice of proposed alterations shall be given in writing to the Executive Officer, who shall notify members by circular within 28 days of receipt of such notice.

36 Interpretation

In this Constitution:
36.1 Words in the singular include the plural and words in the plural include the singular;

36.2 Words referring to any gender include all genders;
36.3 References to the Incorporated Societies Act 2022 include references to any subsequent legislation passed in amendment or substitution thereof;
36.4 References to the Health Practitioners Competence Assurance Act 2003 include references to any subsequent legislation passed in amendment or substitution thereof.

37 No Distribution to Members

37.1 The Association shall not make any payment of money nor any distribution of assets or any sort of property whatsoever to any member of the Association, except:

37.1.1 To reimburse a member for reasonable expenses incurred on behalf of the Association;
37.1.2 To pay a member's reasonable remuneration for services performed for the Association; or
37.1.3 As permitted under Section 24 of the Incorporated Societies Act 2022.