



# NEW ZEALAND COSMETIC TEETH WHITENING ASSOCIATION

## CONSTITUTION AND RULES

Please note, the definition of “Company” as stated in this document, shall be any business organization, registered company, partnership or sole trader

### 1. NAME

The Name shall be the New Zealand Cosmetic Teeth Whitening Association

### 2. OFFICE

The office of the Association shall be at such place as any general meeting may from time to time decide.

### 3. OBJECTS

The objects of the Association are:

- (a) To promote, aid, foster, develop and protect the interests of the New Zealand Cosmetic Teeth Whitening Association and of every section of it by whatever means the Association may think fit.
- (b) To secure to the members of the Association all the advantages of unanimity of action.
- (c) To create a feeling of unity amongst members of the Industry throughout New Zealand.
- (d) To support the principle of private ownership in the Industry.
- (e) To provide by all lawful means for the opposing of any legislation, regulation or other action which the Industry may consider to be inimical to it or to the interests of its members.
- (f) To do all such things as may appear necessary or desirable or incidental or conducive to the attainment of the above objects or any of them.

### 4. SECRETARIAT

The secretariat shall be as determined by the Executive and confirmed at a general meeting of members.

## 5. MEMBERSHIP

- (a) Full Membership shall be open to any person or company engaged in the manufacture, importing or marketing of Cosmetic Teeth Whitening products, systems and services
- (b) Associate Membership shall be open to any company engaged in the supply of components, materials, machinery or services to the Cosmetic Teeth Whitening products, systems and services industry and which is not eligible for Full Membership.

Where an existing full financial member of the Association owns a company, such company shall be eligible for Associate Membership.

- (c) Associate members shall have no voting rights nor be eligible to hold office. They may, however, make application to the Executive to be granted such rights, such privileges being conferred on a basis and conditions to be determined by the Executive.
- (d) All applications for membership of the Association shall be in writing to the Secretary and shall incorporate a notification that the applicant will abide by the rules, regulations and decisions of the Association.
- (e) The Executive shall consider such applications, provided always that such applicant has the right of appeal to a general meeting of members.
- (f) Any member ceasing to hold the necessary qualifications as designated above shall cease to be a member of the Association and shall forfeit all rights of membership

The membership of any member may be terminated by the Association if, in the opinion of at least a three-quarters majority of members present at a meeting of the Association, such member has acted contrary to this Constitution, the Associations Code of Conduct or to the interests of the Association.

Before any such termination of membership shall be ratified, the member concerned shall be given an opportunity of explaining his/her alleged actions at a meeting of the Association considering the termination of membership.

Any member shall, upon termination of membership under this rule, meet all financial obligations outstanding to the Association as at the date of such termination.

Members may resign voluntarily.

- (g) No member shall resign from the Association without giving 3 months notice in writing to the Secretary nor until all subscriptions, have levies, fines or other dues payable by such member have been paid.

- (h) Membership is non-transferable

## **6. EXECUTIVE OFFICERS**

- (a) The overall management of the business and affairs of the Association shall be vested in the Executive, which shall consist of a President, the Immediate Past-President, and two (2) other members. Only full members of the Association shall be eligible to stand as members of the Executive provided that if a firm or company shall be a member of the Association, a representative of such firm or company may be elected to the Executive.
- (b) The President and Executive members shall hold office for two years until the next Members General Meeting at the end of which time they shall retire but shall be eligible for renomination and re-election.
- (c) Nominations for President and members of the Executive shall be in writing in the hands of the Association Secretary not later than 14 calendar days before the date of the Members General Meeting.
- (d) Unless leave of absence has been applied for in writing and has been granted by the Association's Executive, a member of the Executive absenting him/herself from more than two consecutive meetings in any one year shall be deemed to have forfeited his/her seat on the Executive.
- (e) If a member of the Executive is unable to attend an Executive Meeting he/she may appoint a substitute to attend in his or her stead.

## **7. PRESIDENT**

### **ROLE OF THE PRESIDENT - LEADERSHIP**

To lead the Association as the chief elected officer, to chair the Executive Committee and, on behalf of the Executive Committee, to provide broad policy guidance in order to achieve the Association's objectives.

The duties of the President shall be...

- a) To provide leadership to the Cosmetic Teeth Whitening Industry in New Zealand, the Executive Committee and the Associations membership;
- b) Plan, summon and chair Board and General meetings, including meeting agenda preparation in consultation with the Executive Committee;
- c) To lead as Chairperson or appoint a Chairperson to preside at all Executive and General Meetings of the Association and to report upon all transactions and negotiations affecting the work of the organisation;

Where the President is absent from any meeting, the member elected by the Executive as Vice President shall act in his/her stead for the meeting, assuming all the duties and rights of the President.

- d) To represent the Association, and the Cosmetic Teeth Whitening Industry, in a variety of forums when advised to do so by the Executive Committee;
- e) To support the Association and its policies internally and externally;
- f) To enforce adherence to the Association's *Constitution* and assure the integrity of the Executive Committee process;
- g) To enforce adherence to the Association's *Code of Conduct and Practice* and assure the integrity of the *Registered Practitioner* process
- h) To review financial reports submitted by the Secretary/Treasurer, and to advise the Executive Committee of these reports and any necessary actions by the Executive Committee;
- i) To communicate with the membership on a regular basis;
- j) He/she shall have a deliberative and, where necessary, a casting vote at all Executive or General Meetings.

## 8. EXECUTIVE MEETINGS

- (a) Thirty (30) Calendar day's notice shall be given to members of the Executive of Executive Meetings provided that it shall be within the power of the President, by written notice to the Association Secretary, to call meetings of special urgency without compliance with this provision.
- (b) At the request of the President or any two other members of the Executive, the Association Secretary shall upon receiving such request call a meeting of the Executive at the earliest possible date.
- (c) At all meetings of the Executive, three shall form a quorum.
- (d) Decisions at Executive Meeting shall be by show of hands.
- (e) Executive Meetings may be conducted by electronic transmissions such as telephone, email, 'Skype'

## 9. SECRETARY-TREASURER

- a) The secretary/treasurer of the Association shall be determined by the Executive and confirmed at a general meeting of members.

- b) The duties of the secretary shall be to arrange and to provide secretarial services for all General Meetings of the Association and all Executive meetings, to record minutes, forward to members as promptly as possible copies of all remits, notices of motion and minutes of General Meetings.
- c) He/she shall receive all monies due to the Association from levies or from any other sources and pay the same into a bank account in the name of the Association.
- d) He/she shall pay all monies due for services rendered to the Association; all such payments shall be authorised by at least one other member of the Executive
- e) He/she shall keep a true and correct account of the income and expenditure of the Association; prepare annually (or at such other times as a General Meeting may require) a balance sheet for submission to the Auditor; recover all debtors due to the Association and generally carry out the instructions of the President, Executive and General Meetings and the expressed policy of the Association.

## **10. GENERAL MEETING**

- (a) A General Meeting of the Association shall be held at such time and place as the Executive may determine.
- (b) A Special General Meeting shall be held by agreement of the President and Secretary when necessary. The Secretary on receipt of a written requisition shall call a Special General Meeting from any eight members.

If membership is less than 8 members then by 75% of the Associations membership

- (c) General Meetings shall be called upon notification to members, which notification must be posted thirty (30) calendar days before the date of the meeting.
- (d) At General Meetings six (6) members shall form a quorum.

## **11. EXPENSES TO EXECUTIVE MEETINGS**

Every officer and member of the Executive attending a properly summoned Executive Meeting shall be entitled to receive, if not resident in the town where the meeting is held, reimbursement of his/her reasonable transport and accommodation expenses and other reasonable expenses.

## **12. VOTING AT GENERAL MEETINGS**

- (a) Voting may be by remote means, with ballots carried out electronically or by post, or by show of hands of those present at a general meeting.

Where more than one person represents any company at a meeting, each company shall in such case be entitled to record only one vote.

- (b) Any member present may require a vote to be taken by ballot.
- (c) Where a ballot is taken only those members who are financial for the immediate preceding financial year of the Association shall be entitled to vote.
- (d) Voting by proxy, provided that these are in writing sent electronically or by post and in the hands of the Secretary before the commencement of the meeting, shall be allowed on the above basis.

### **13. FINANCIAL YEAR**

The financial year of the Association shall close on 31st May in each year.

### **14. SUBSCRIPTIONS AND LEVIES**

- (a) The annual subscription payable by members shall be such sum and on such a basis as determined in advance by each Members General Meeting after considering the recommendation of the Executive subject to the subscription for the first year being determined by the Executive.
- (b) In the event of no Members General Meeting being held in the normal course of activities, the existing members of the Executive shall have power to declare the annual subscription of no greater amount than and on the same basis as those of the previous year.
- (c) In the event of expenditure being incurred or decided upon in any year in connection with carrying out the objects of the Association, a Members General Meeting or Special General Meeting may authorize additional levies on members in proportion to the annual subscription payable by each member.

### **15. BANK ACCOUNT, CHEQUES AND RECEIPTS**

When necessary by decision of the Executive, a banking account shall be opened at a bank approved by the Executive to be operated jointly by any two of the signatories to be appointed by the Executive.

The secretary/treasurer and one of the two other signatories to be appointed from time to time by the Executive shall also have the power to endorse all cheques and other negotiable instruments payable to the Association and to issue receipts.

### **16. SEAL**

- (a) The common seal of the Association shall be under the control and custody of the Secretary.
- (b) The seal may be a traditional hard rubber type or an electronic replica

- (c) The seal shall not be affixed to any document except in accordance with a resolution of the Executive.
- (d) The seal shall be affixed in the presence of any two members of the Associations Executive or in the case of an electronic replica the document to which the electronic seal is affixed must be submitted to any two members of the Associations Executive before onforwarding.
- (e) A seal register shall be kept by the Secretary and be available at all meetings of the Association, together with copies of all documents duly sealed.

## **17. AUDITOR**

The auditor shall be such person as may be appointed by members at the Members General meeting.

## **18. ALTERATION OF RULES**

Any alterations, amendments, or additions to these rules shall be made at a Members or Special General Meeting. Suggested alterations, amendments or additions shall be notified to the Secretary at least 21 calendar days before the date of the meeting at which they will be given consideration and the Secretary shall as promptly as possible notify each member of the details of any such suggestions.

If the Association is legally registered as an Incorporated Society, then no alteration shall be made to Clause 19 without prior approval of the Inland Revenue Department.

## **19. WINDING UP**

- (a) Any resolution to wind up the Association must be carried out by a majority vote of members at a General Meeting specially called to consider the matter.
- (b) Any available funds after settlement of all liabilities shall be disposed of in such a manner as the General Meeting decides, provided that no member shall obtain any pecuniary gain on such a distribution EXCEPT where an Executive Committee Member has not claimed any reasonable transport and accommodation expenses to which they are entitled as set out in Clause 11 herein.