

THE RULES OF THE NEW ZEALAND SOCIETY OF ENDOCRINOLOGY INCORPORATED

Amended January 2011

1. NAME

The name of the Society shall be the New Zealand Society of Endocrinology Incorporated (hereafter called the "Society").

2. OBJECTS

The objects of the Society shall be:

- 2.1. To foster the study of Endocrinology in New Zealand.
- 2.2. To facilitate the exchange of information amongst members interested in the field of Endocrinology.
- 2.3. To facilitate communication amongst New Zealand Endocrinologists and with other national and international endocrinological organisations.

3. PROFIT

The control and power of investment of the funds of the Society shall be vested in the Management Committee (hereinafter called the "Committee") constituted under Rule 7 hereof. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in these rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Society provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Society or to any member of the Society in return for any services actually rendered to the Society nor for goods supplied in the ordinary and usual way of business nor prevent payment of interest on money borrowed from any member of the Society at a rate not exceeding the ruling rate for the time being for interest on first mortgages or reasonable and proper rent for premises demised or let by any member of the Society. On each occasion that the need arises, the power to borrow specified amounts of money for the promotion of the objects of the Society may be conferred on the Committee by a two-thirds majority of members present at any General Meeting of the Society.

4. MEMBERSHIP

- 4.1. Membership of the Society shall be open to those interested in or engaged in clinical endocrinology and/or research in endocrinology.
- 4.2. There shall be seven classes of members:
 - 4.2.1. Honorary Life members, who shall be elected by the Society in General Meeting.
 - 4.2.2. Honorary Life members, who shall be elected by the Committee.
 - 4.2.3. Life members, who shall be come such on payment of such sum as may from time to time be determined by the Committee.
 - 4.2.4. Associate members, who shall be subscribing members of the Endocrine Society of Australia.

- 4.2.5. Ordinary members, who shall pay the annual subscription in such sum or sums as may be determined as hereinafter provided.
- 4.2.6. Student members, who being engaged to study for a post-graduate qualification and not in receipt of income by way of salary or wages in excess of an amount that shall be determined by the Committee shall pay a reduced subscription in such sum or sums as may be determined as hereinafter provided.
- 4.2.7. Junior members, who being ordinary or student members are under the age of 30 years.
- 4.2.8. Corporate bodies (Scientific and Pharmaceutical firms) will not be eligible for membership within the NZSE but can engage via the NZSE as regards sponsorship and meeting participation at the discretion of the NZSE Management Committee.
- 4.2.9. For other than Honorary Life Members, membership in the Society shall be determined by the Committee on receipt of an application.
- 4.3. In addition to any other privileges accruing from membership of the Society, all financial members shall have the privileges:
 - 4.3.1. Of attending all meetings of the Society and of voting on any resolution submitted to such meeting.
 - 4.3.2. Of inviting a limited number of guests to Scientific Meetings of the Society.
 - 4.3.3. Of introducing guest speakers.

5. ANNUAL SUBSCRIPTION

- 5.1. The annual subscription for all classes of membership shall be fixed from time to time by the Society in General Meeting and shall be in respect for the period from January 1st to December 31st in each year.
- 5.2. The annual subscriptions shall be paid by April in any year.

6. TERMINATION OF MEMBERSHIP

- 6.1. If a subscribing member of the Society shall be in default in payment of his subscription for a period of six months after the same shall have become due his membership may be determined by a resolution passed by the Committee. The Secretary shall notify such member of such resolution and he or it shall thereupon cease to be a member of the Society as from the date of the posting of said notice.
- 6.2. A member of the Society may at any time resign by notice in writing given to the Secretary of the Society and it shall become effective as from the date it is received by the Secretary provided always that any member shall be liable for any unpaid subscription (if any) due at the date when his resignation becomes effective.
- 6.3. A member of the Society shall also cease to be a member in the following circumstances:
 - 6.3.1. The Committee may at any time by letter request any member to show cause within a specified time why he should not be suspended from membership for breach by him of these Rules or other Rules made by the Society or for misconduct or conduct of any kind however which in the opinion of the Committee renders his membership detrimental to the interests of the Society. The question of his expulsion shall be dealt with at a General Meeting within three calendar months from the date of the aforesaid letter and at such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation orally or in writing and if thereupon two thirds of the members of the Society present shall vote for his expulsion he shall forthwith

without releasing him from any antecedent liability to the Society cease to be a member.

6.3.2.If he becomes bankrupt or suspend payment or compound with his creditors or in the case of a Corporation, goes into liquidation or some other form of winding up.

6.3.3.If he be found lunatic or of unsound mind, provided always that such a member may apply for re-admission to the Society,

6.4. Any member who shall cease to be a member pursuant to the provisions of these Rules shall forfeit all rights and privileges which he or it may have or enjoy and shall not have any claim on the Society or its property or funds in any manner whatsoever.

6.5. No person who shall cease to be a member of the Society for any reason shall be entitled to a refund of any money paid by him to the Society as a member by way of subscription or otherwise.

7. MANAGEMENT COMMITTEE

7.1. The affairs and business of the Society shall be controlled and managed by a Management Committee consisting of the following members all of whom shall be eligible for re-election:

7.1.1.The President to be elected in Annual General Meeting.

7.1.2.Nine members to be elected in Annual General Meeting.

7.1.3.An Honorary, Secretary and an Honorary Treasurer shall be appointed by the Committee from their number.

7.2. The office of a member of the Committee shall ipso facto be vacated if:

7.2.1.He becomes insolvent or bankrupt or suspend payment or liquidate by arrangement or compound with creditors or assign his estate for the benefit of his creditors.

7.2.2.If he be found lunatic or become of unsound mind.

7.2.3.If he absents himself from three consecutive meetings of the Committee without leave of absence.

7.2.4.If he resigns his membership of the Committee in writing. Any vacancy on the Committee shall be filled by the Committee and any person appointed to fill such vacancy shall hold office until the next Annual General Meeting.

8. POWERS OF THE COMMITTEE

8.1. The management and control of the business and affairs of the Society and the control and investment of its funds shall be vested in the Committee and the Committee exercise all such powers and do all such acts and things as the Society is by its Rules or otherwise authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Society in general meeting or special general meeting but subject nevertheless to the provisions of any statute and of these presents.

8.2. An Editorial Panel shall be appointed by the Committee.

8.2.1.To select papers for each Scientific Meeting of the Society.

8.2.2.To undertake any editorial duties for the Society.

9. PROCEEDINGS AT MEETING OF MANAGEMENT COMMITTEE

9.1. The Committee shall meet for the transaction of business at such times and places as they may from time to time by resolution appoint or as the President may direct. The Committee at any time and from time to time may determine a quorum necessary for the transaction of business at any meeting of which notice in writing has been duly given to each

Committee member. Unless otherwise determined three members personally present shall constitute a quorum.

- 9.2. The President shall take the chair at such meetings of the Committee as he shall attend, but in the absence of the President Committee members present shall choose one of their number to be the Chairman at such meeting.
- 9.3. The Committee shall have complete and absolute discretion to make from time to time such rules for the proceeding of its meetings and for the calling thereof as it shall think fit. Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 9.4. The Committee shall have the power to add to its number by appointment of not more than two members of the Society and shall have the power to appoint members to subcommittees for all proper purposes.

10. MEETINGS

- 10.1. ANNUAL GENERAL MEETING An Annual General Meeting of the Society shall be held at such time and place as the Committee shall in each year determine and the business of such Annual General Meeting shall be:
 - 10.1.1. To receive the report of the President.
 - 10.1.2. To receive the statement of Receipts and Expenditure.
 - 10.1.3. To elect a President, nine Committee members, one of whom shall be the Honorary Secretary and one of whom shall be the Honorary Treasurer, for the coming year.
 - 10.1.4. General Business.
 - 10.1.5. Any other business which may lawfully be brought forward.
- 10.2. FOURTEEN days' notice of any General Meeting of the Society shall be sent to each member of his last known address and in the case of special business specifying the nature of it. The non-receipt of such notice shall not invalidate the proceedings at any such General meeting nor render void any vote properly taken thereat.
- 10.3. EXTRAORDINARY GENERAL MEETING The Committee may whenever they think fit convene an Extraordinary General Meeting of the Society and shall do so on a written requisition signed by ten financial members and delivered to the Secretary.
- 10.4. Six financial members present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum shall be present at the commencement of the business.
- 10.5. The Chairman of a General Meeting may with the consent of the Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.6. PROCEEDINGS IN GENERAL MEETING
 - 10.6.1. Every member of the Society present in person or by nominee shall have one vote provided in the case of an equality of votes the Chairman of the meeting shall have a casting vote.
 - 10.6.2. The mode of voting at all elections shall be by secret ballot for which purpose a Returning Officer and a sufficient number of assistants and scrutineers shall be appointed at the meeting.

10.6.3. The mode of voting on all other questions shall be by voices or by show of hands if called for by any member.

11.APPOINTMENT OF PATRONS AND VICE-PATRONS

The Committee may appoint at any time or times any number of Patrons or Vice-Patrons.

12.ACCOUNTS

12.1. The financial year of the Society shall end on the 31st day of December.

12.2. The Treasurer shall duly prepare the accounts for the Society and submit them to The Societies Register within one month of the end of the NZSE AGM.

13.MINUTES

The Secretary shall record and keep minutes of all meetings of the Society.

14.COMMON SEAL

14.1. The Common Seal of the Society shall be that approved by the Committee who shall be responsible for the safe custody and control thereof.

14.2. Whenever the common seal of the Society is required to be affixed to any deed document writing or other instrument the seal shall be affixed thereto pursuant to a resolution of the Committee and in the presence of the President and Secretary who shall sign the document or instruments to which the seal is so affixed.

15.ALTERATION OF RULES

Any of these Rules or parts thereof, with the exception of Clause 2, Clause 3 and Clause 16, may be repealed, amended or added to, or a new Rule made by a two-thirds majority of the members present and voting at a General Meeting of the Society, the notified Agenda for which has included such repeal, amendment or addition.

16.DISSOLUTION

16.1. The Society shall be dissolved pursuant to Section 24 of the Incorporated Societies Act 1908.

16.2. Upon the dissolution of the Society any property whatsoever remaining after the satisfaction of all debts and liabilities shall be transferred to any other approved charitable fund or funds or approved charitable organisation or organisations within New Zealand engaged in similar activities to the Society in such sums and to such extent as the Society may in General Meeting determine.