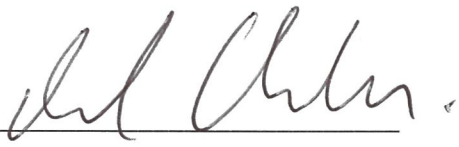
New Zealand Orthopaedic Spine Society Incorporated

We certify that this Constitution is correct as at 25 October 2025.

Signature: 

Name: David Ardern
Title: President New Zealand Orthopaedic Spine Society Incorporated

Constitution of the New Zealand Orthopaedic Spine Society Incorporated

THE SOCIETY

1.0 Name

1.1 The name of the Society is New Zealand Orthopaedic Spine Society Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 25 October 2025.

2.0 Registered Office

2.1 The Registered Office of the Society is Level 12, Ranchhod Tower, 39 The Terrace, Wellington 6011.

3.0 Contact Person

3.1 The contact person will be the Secretary as appointed under Rule 14.1.

4.0 Purposes of Society

4.1 The purposes of the Society are to:

a. Provide a professional network and support for orthopaedic surgeons who are full members of the New Zealand Orthopaedic Association (NZOA) who practice spine surgery;

b. Promote surgical education and excellence in all aspects of spine surgery;

c. Improve patient care for those undergoing treatment for spine conditions;

d. Do anything necessary or helpful to the above purposes.

4.2 Financial gain is not a purpose of the Society.

4.3 The Society is registered as a Charitable entity under the Charities Act 2005.

SOCIETY MEMBERSHIP

5.0 Types of Members

5.1 Membership comprises different classes of membership, as decided by the Society.

5.2 Membership classes are:

a. Full Member

b. Guest Member

c. Honorary Member

5.3 Members have the rights and responsibilities set out in this Constitution.

6.0 Full Members

6.1 To become a Full Member, a person ("the Applicant") must:

a. Be a Full Member of the New Zealand Orthopaedic Association (NZOA);

b. Indicate their intention to participate as a full member of the Society annually in writing by selecting Spine Society membership on the annual fees invoice;

c. Pay the membership fee levied annually;

d. Supply any other information the Managing Committee requires in order to establish bona fide professional credentials;

e. Agree to abide by the Constitution of the Society.

6.2 The Committee of the Society:

a. May require interviewing of the Applicant when it considers Membership applications;

b. Reserves complete discretion when it decides whether or not to allow the Applicant become a Member;

c. Will advise the Applicant of its decision, and that decision shall be final.

6.3 Full Membership confers voting rights at the Annual General Meeting of the Society.

7.0 Guest Members

7.1 Guest Membership may be offered by agreement of the Committee to members of similar associations, for the purpose of attending scientific meetings of the Society.

7.2 Guest Membership does not require individual application or financial membership of the Society, but requires current individual membership of the Guest's association.

7.3 Guest Members have no voting rights or right of attendance at meetings of the Society, excepting those to which their association or society has been specifically invited.

7.4 Guest Members are not required to be financial members of the Society.

7.5 Guest Membership may be withdrawn without notice or reason by the Committee in its absolute discretion by majority vote.

8.0 Honorary Members

8.1 Honorary Membership may be offered by agreement of the Committee to invited guests of the Society for the purpose of honouring of VIP guests.

8.2 Honorary members have no voting rights or right of attendance at meetings of the Society, excepting those to which they have been specifically invited.

8.3 Honorary Members are not required to be financial members of the Society.

8.4 Honorary Membership may be withdrawn without notice or reason by the Committee in its absolute discretion by majority vote.

9.0 Ineligible for Full Membership

9.1 Applicants who are not Full Members of the New Zealand Orthopaedic Association (NZOA).

9.2 Applicants who have had membership terminated under Rule 9.3., within 5 years of the Termination Notice.

10.0 Cessation of Membership

10.1 Any Member may resign, by giving written notice to the Secretary.

10.2 Resignation of membership will be assumed if the Member fails to indicate the Member's ongoing intention to continue as a full member of the Society annually by selecting Spine Society membership on the annual fees invoice and fails to pay the annual subscription. Confirmation of the Member's intention to resign from the Society will be confirmed by the Secretary before Membership is ceased.

10.3 Membership may be terminated by the Committee if, for any reason whatsoever, the Committee is of the view that a Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society, under the following process.

a. The Secretary, on behalf of the Committee, will give written notice to the Member ("the Committee's Notice"). The Committee's Notice will:

   i. Explain how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society;

   ii. State what the Member must do to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

iii. State that if, within **21 days** of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

iv. State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

b. **Twenty-one days** after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within **14 days** of the Member's receipt of the Termination Notice.

c. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following **90 days**. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within **7 days** of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

d. When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

e. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

11.0 The Register of Members

11.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

11.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

11.3 Full Members shall have reasonable access to the Register via the Secretary for business consistent with Purposes of the Society.

12.0 Obligations of Members

12.1 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

MANAGEMENT OF THE SOCIETY

13.0 Managing Committee

13.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

a. The President;
b. The Secretary;
c. The Treasurer;
d. The immediate Past-President
e. The President Elect
f. Up to 3 Optional additional Committee Members

13.2 Only Members of the Society may be Committee Members.

13.3 The Term of the President and Past-President is one (1) years.

13.4 The Term of the Secretary, Treasurer, and Committee members is three (3) years.

14.0 Appointment of Committee Members

14.1 At a Society Meeting, the Members may decide by majority vote:

a. How large the Committee will be;
b. Who shall be the President, Secretary, and Treasurer;
c. Whether any Committee Member may hold more than one position as an officer.

15.0 Cessation of Committee Membership

15.1 Persons cease to be Committee Members when:

a. They resign by giving written notice to the Committee.
b. They are removed by majority vote of the Society at a Society Meeting.
c. Their Term expires.

15.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

16.0 Nomination of Committee Members

16.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting.

16.2 Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary.

16.3 Nominations shall close at 5pm on the Friday preceding the Annual General Meeting.

16.4 All retiring members of the Committee shall be eligible for re-election at the end of their Term, with the exception of the President-Elect and the President, who become the President and Past-President respectively for a further 1-year term. The Past-President is eligible for re-election as a Committee member at the completion of their term.

16.5 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

16.6 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

17.0 Role of the Committee

17.1 Subject to the Constitution of the Society ("The Constitution"), the role of the Committee is to:

a. Administer, manage, and control the Society;
b. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
d. Set accounting policies in line with generally accepted accounting practice;
e. Delegate responsibility and co-opt members where necessary;
f. Ensure that all Members follow the Constitution;
g. Decide how a person becomes a Member, and how a person ceases to be a Member;
h. Decide the times and dates for Meetings, and set the agenda for Meetings;

i. Decide the procedures for dealing with complaints;
j. Set Membership fees, including subscriptions and levies;
k. Make regulations;
l. Employ people or engage contractors for the purposes of the Society.

17.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by this Constitution, or by a majority decision of the Society.

17.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by this Constitution or by a majority decision of the Society.

18.0 Roles of Committee Members

18.1 The President is responsible for:

a. Ensuring that the Constitution is followed;
b. Convening Meetings and establishing whether or not a quorum is present;
c. Chairing Meetings (or nominating a Chair in his/her absence), and deciding who may speak and when;
d. Overseeing the operation of the Society;
e. Providing a report on the operations of the Society at each Annual General Meeting.

18.2 The Secretary is responsible for:

a. Recording the minutes of Meetings;
b. Keeping the Register of Members;
c. Holding the Society's records, documents, and books except those required for the Treasurer's function;
d. Receiving and replying to correspondence as required by the Committee;
e. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
f. Advising the Registrar of Incorporated Societies of any Constitution changes;

18.3 The Treasurer is responsible for:

a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;

c. Providing a financial report at each Annual General Meeting;

d. Providing financial information to the Committee as the Committee determines.

18.4 The President-Elect and the Past-President are responsible for:

a. Supporting the President as a Committee Member for a three-year term, prior to or subsequent to his/her term as President respectively, with the aim of ensuring continuity of governance of the Society.

19.0 Committee Meetings

19.1 Committee meetings may be held in person, via video or telephone conference, or any other format as the Committee may decide.

19.2 No Committee Meeting may be held unless more than half of the Committee Members attend.

19.3 The President shall chair Committee Meetings, or if the President is absent:

i. the President's nominated Chair

ii. in the absence of a nominated Chair, the Committee shall elect a Committee Member to chair that meeting.

19.4 Decisions of the Committee shall be by majority vote. In the event of an equal vote, the President or person acting as Chair shall have a casting vote, that is, a second vote.

19.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

19.6 Subject to this Constitution, the Committee may regulate its own practices.

19.7 The Chair/President shall adjourn the meeting if necessary.

19.8 Adjourned Meetings: If, within half an hour after the time appointed for a meeting, a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case, it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Society 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.

MONEY AND OTHER ASSETS OF THE SOCIETY

20.0 Use of Money and Other Assets

20.1 The Society may only Use Money and Other Assets if:

a. It is for a purpose of the Society;

b. It is not for the sole personal or individual benefit of any Member; and

c. That Use has been approved by either the Committee or by majority vote of the Society.

21.0 Joining Fees, Subscriptions and Levies

21.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

22.0 Financial Year

22.1 The financial year of the Society begins on **1 June** of every year and ends on **31 May** of the next year.

23.0 Assurance on the Financial Statements

23.1 No review or audit of the annual financial statements is required unless a review or audit is requested by **25%** of the Members at any properly convened Society Meeting.

CONDUCT OF MEETINGS

24.0 Society Meetings

24.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

24.2 The Annual General Meeting shall be held once every year no later than six months after the Society's balance date and within 15 months after the previous annual meeting. The Committee shall determine when and where the Society shall meet within those dates.

24.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 25% of the Members.

24.4 The Secretary shall:

a. Give all Members at least **14 days** Written Notice of the business to be conducted at any Society Meeting
b. Additionally, the Secretary will provide, as appropriate:
    i. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee;
    ii. A list of Nominees for the Committee, and information about those Nominees if it has been provided;
    iii. Notice of any motions and if known, the Committee's recommendations about those motions;
c. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

24.5 All Full Members may attend and vote at Society Meetings. Those members not in attendance may be provided with the option of electronic voting, at the discretion of the Committee.

24.6 No Society Meeting may be held unless at least 25% of eligible Members attend or have voted electronically prior to the meeting. (This will constitute a quorum.)

24.7 All Society Meetings shall be Chaired by the President, or if the President is absent:

i. the President's nominated Chair
ii. in the absence of a nominated Chair, the Committee shall elect a Committee Member to chair that Society meeting.

24.8 On any given motion at a Society Meeting:

a. the Chair/President shall in good faith determine whether to vote by:
    i. Voices;
    ii. Show of hands; or
    iii. Secret ballot.
b. If voting has been carried out by electronic means, such votes must be received by the Secretary at least 5 working days prior to the Society meeting. Such votes are added to the votes received in 23.8 (a) above.

c. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

24.9 The business of an Annual General Meeting shall be:

a. Receiving any minutes of the previous Society's Meeting(s);
b. The Chair/President's report on the business of the Society;
c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
d. Election of Committee Members;
e. Motions to be considered;
f. General business.

24.10 The Chair/President or his/her nominee shall adjourn the meeting if necessary.

24.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case, it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society 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.

25.0 Motions at Society Meetings

25.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least **28 days** before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least **25%** of eligible Members:

a. It must be voted on at the Society Meeting chosen by the Member; and
b. The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or

c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

25.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

ALTERING THE CONSTITUTION

26.0 Altering the Constitution

26.1 The Society may alter or replace this Constitution at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

26.2 At least 14 days before the General Meeting at which any Constitution change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

26.3 When a Constitution change is approved by a General Meeting no Constitution change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

DISPUTE RESOLUTION PROCEDURES

27.0 Dispute Resolution Procedures

The procedure for resolving disputes and other grievances between Members as well as between Members and the Society are those as set out in Schedule 2 of the Incorporated Societies Act 2022. These are as follows:

27.1 How a complaint is made:

(1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—

(a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates and whom the allegation is against; and

(c) sets out any other information reasonably required by the society.

(2) 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—

(a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates.

(3) The information given under subclause (1)(b) or (2)(b) 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.

(4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

27.2 Person who makes complaint has right to be heard

(1) 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.

(2) If the society makes a complaint,—

(a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and

(b) an officer may exercise that right on behalf of the society.

(3) 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—

(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing (if any) is held before the decision maker; and

(d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

27.3 Person who is subject of complaint has right to be heard

(1) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)—

(a) has engaged in misconduct; or

(b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or

(c) has damaged the rights or interests of a member or the rights or interests of members generally.

(2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

(3) If the respondent is the society, an officer may exercise the right on behalf of the society.

(4) 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—

(a) 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

(b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing (if any) is held before the decision maker; and

(e) the respondent's written statement or submissions (if any) are considered by the decision maker.

27.4 Investigating and determining dispute

(1) 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.

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

27.5 Society may decide not to proceed further with complaint

Despite clause 5, 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 this Act:

(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.

27.6 Society may refer complaint

(1) The society may refer a complaint to—

(a) a subcommittee or an external person to investigate and report; or

(b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(2) 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).

27.7 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 outcome.

WINDING UP

28.0 Winding up

28.1 If the Society is wound up:

a. The Society's debts, costs and liabilities shall be paid;

b. Surplus property or assets will be used to advance a charitable purpose or charitable purposes; but

c. No distribution may be made to any Member.

DEFINITIONS

29.0 Definitions and Miscellaneous matters

29.1 In this Constitution:

a. “Majority vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

b. “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

c. “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

d. “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

e. “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

f. It is assumed that:

   i. Where a masculine is used, the feminine is included.

   ii. Where the singular is used, plural forms of the noun are also inferred.

   iii. Headings are a matter of reference and not a part of the Constitution.

g. Matters not covered in this Constitution shall be decided upon by the Committee.