

NEW ZEALAND MICROBIOLOGICAL SOCIETY INCORPORATED

CONSTITUTION

1. **Name**

The name of the Society shall be the New Zealand Microbiological Society Incorporated hereinafter called the Society.

2. **Objects**

The objects of the Society shall be the improvement and diffusion of knowledge of microbiology in New Zealand.

3. **Membership**

The Society shall consist of honorary, ordinary and corporate members, and affiliated organisations.

Ordinary Members

Any person who is approved by the Executive Committee by resolution passed by a two-thirds majority as being suitable for election shall be regarded as a full member of the Society on payment of the Society's fee.

Honorary Members

Any member may nominate any other person who has given service of outstanding merit to New Zealand microbiology for election as an honorary member. Such nomination shall be considered by the Executive Committee and if approved by a two-thirds majority of such Committee shall be submitted for election at a general meeting of the Society and shall be declared elected if a two-thirds majority at such a meeting vote in favour. Honorary members shall be entitled to all the privileges of ordinary membership for life and without payment of annual dues.

Corporate Members

Any company or organisation which is approved by the Executive Committee by resolution passed by a two-thirds majority as being suitable for election shall be regarded as a full member of the Society on payment of the Society's fee and shall enjoy rights and privileges determined by the Executive Committee from time to time to be appropriate.

Affiliated Organisations

Any Society or organisation with microbiological interests may apply for affiliation with the Society. This application shall be considered by the Executive Committee and if approved by a two-thirds majority of this

Committee the nomination shall be submitted for ratification to a general meeting of the Society and shall be ratified if a two-thirds majority vote in favour of affiliation. An affiliated organisation will pay an annual affiliation fee, participate in the annual conference of the Society and enjoy the support of the Society, the nature of such support being determined by a majority vote of the Executive Committee.

Membership of, or affiliation to, the Society may be terminated by resignation in writing duly accepted by the Executive Committee. The Executive Committee may remove a member's name from the roll if (a) the annual subscription is not paid within six months of due date or (b) a member gives any cause deemed by the Executive Committee to be detrimental to the well-being of the Society.

4. Subscription

The annual subscriptions for ordinary and corporate membership shall be such sums as may be agreed upon by a two-thirds majority at an annual general meeting or by a simple majority of those replying to a postal ballot on the subject. The subscription rate for ordinary members who are full-time students or retired shall be 50% of the ordinary member rate.

The affiliation fee for an organisation shall be determined by the Executive Committee having regard for the number of active members in that organisation.

The first subscription of a candidate for membership shall be forwarded to the Secretary with their application and their election shall not take effect until the subscription has been received.

Each newly-elected member and each society or organisation newly affiliated with the Society shall be given notice thereof in writing by the Secretary. All subscriptions after the first shall become due and payable on the first day of January in each calendar year.

5. Meetings of the Society

The Society shall organise or sponsor from time to time such scientific meetings as deemed appropriate to the objectives of the Society. Decisions to organise or sponsor such meetings shall be undertaken by the Executive Committee. Meetings sponsored or co-sponsored by the Society shall be supported in a manner and to an extent determined by the Executive Committee according to individual circumstances of each proposed meeting.

The date, place and time of meeting shall be notified to all members of the Society one calendar month prior to the meeting by the Secretary in writing. An annual general meeting shall be similarly called each year at such time and place as determined by the Executive Committee. The President shall act as Chair at all meetings, or if absent the Vice-President, or if absent, any member elected by the meeting. A quorum shall consist of ten members.

An annual scientific conference shall normally take place in conjunction with the annual general meeting and shall be arranged by the Organising Committee convened by a member of the Society nominated by the Executive Committee and whose decisions are approved by the Executive Committee. At least one member of the Executive Committee shall serve on such Organising Committee and the Society's Treasurer will liaise with the Organising Committee on all financial aspects of the conference since the financial responsibility for the conference rests with the Society. Detailed accounts shall be submitted to the Society's Treasurer within 12 months of the conclusion of the conference. The distribution of any profits will be at the discretion of the Executive Committee.

The Secretary shall call a special meeting or take an email ballot of all members on any issue not specifically excluded within these Rules (a) within three months on the written application of ten financial members of the Society or (b) on the request of the Executive Committee. A report of all meetings of the Society shall be circulated to all members by the Secretary.

6. **Voting**

The means of voting at meetings of the Society on issues other than election of officers shall, at the discretion of the Chair, be by voice or by show of hands counted by the Chair or by a scrutineer appointed by them, unless a ballot is called for by any member. For election of officers the voting shall be by ballot. Members whether honorary or ordinary or corporate shall have only one vote. The Chair shall have both a deliberative and a casting vote.

Decisions shall be by simple majority of members present unless otherwise specified within these Rules.

Decisions taken by postal ballot shall be by simple majority of the members responding.

The members of affiliated societies or organisations who are not financial members of the Society shall not be entitled to vote at meetings of the Society nor in postal ballots.

7. **Officers and their Appointment and Removal**

Officers of the Society shall be: President, Vice-President, Secretary and Treasurer (or Secretary-Treasurer). The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer), Immediate Past-President (for one year only), one elected Member who is a full-time student, at least three, and up to six, other elected Members, and one non-voting representative from each society or organisation affiliated with the Society. A quorum of the Executive Committee shall consist of three members.

Election of Officers and Members of Committee will be held at the annual general meeting. Nominations for office and Committee membership may be made in writing to the Secretary but will also be accepted from the floor at the meeting. Prior consent of the nominees must have been obtained. The President

and Vice-President may each hold office for three successive years and the Immediate Past-President for one year, and shall not then be eligible for immediate re-election to that office. Upon the President completing their term of office the Vice-President shall assume the position of President. Only one Officer in any one year may be the representative or employee of a corporate member. For any cause which shall appear sufficient to a two-thirds majority thereof, members of the Society shall have power to suspend any member of the Executive Committee from the exercise of his position and declare such position vacant.

In the event of any vacancy occurring in the Executive Committee, such Executive Committee may elect some member to fill the vacancy until the next annual general meeting of the Society.

The Executive Committee, or the Society at its annual general meeting, may appoint representatives or committees from among the general membership of the Society to act for the Society in any capacity which may from time to time be deemed necessary.

8. Common Seal

The Common Seal of the Society shall be kept in the custody of the Secretary (or Secretary-Treasurer) who shall affix it only by resolution of the Executive Committee and sign every document to which the seal is affixed.

9. Funds of the Society

All funds of the Society shall be paid to the Treasurer (or Secretary-Treasurer) who shall keep proper records of the financial transactions of the Society and shall pay into the Society's account/s at such bank or banks as the Executive Committee may from time to time decide all monies that they receive. All cheques or withdrawal warrants may be signed by the Treasurer or Secretary (or Secretary-Treasurer) alone. The Treasurer (or Secretary-Treasurer) may maintain a separate publications account on which all cheques or withdrawal warrants may be signed by the Society's Editor alone.

The Treasurer (or Secretary-Treasurer) shall prepare a Balance Sheet and Statement of Accounts at the end of each financial year which shall be the last day of December in each calendar year.

The accounts of the Society shall be audited at the end of each financial year by an auditor and the accounts presented to members at the annual general meeting.

The Executive Committee may not borrow any sum in the name of the Society without obtaining the approval of a simple majority of members present at a special meeting called for this purpose.

10. Winding-up

The Society shall be wound-up if required pursuant to Section 24 of the Incorporated Societies Act, 1908.

11. Disposition of Assets

If a decision is made to wind up or dissolve the Society and any property remains after the settlement of the Society's debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

12. Publication

The Society may publish such information on microbiology as deemed necessary by the Executive Committee or an Editor appointed by them.

13. Alteration of Constitution

Any part of this Constitution may at any time be repealed or altered or other clauses added at any general or special meeting of the Society provided that any person desiring any such alterations shall give notice in writing to the Secretary of such proposed amendments not less than two calendar months prior to such meeting. Such proposed alterations shall be circulated by the Secretary to all members one calendar month prior to such meeting.

14. Income, benefit and advantage

All income, benefit, or advantage must be used to advance the charitable purposes of the Society.

No member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage

Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

This is the Constitution of the New Zealand Microbiological Society Incorporated as amended on the 28th day of November, 2018 following agreement by the Executive Committee and membership. This was signed on the 13th day of July, 2022.

President: Heather Hendrickson



Vice President: Gavin Lear



Treasurer: Nicholas Heng

