



CONSTITUTION OF HAZARDOUS SUBSTANCES PROFESSIONALS NEW ZEALAND INCORPORATED

THE SOCIETY

1. Name

- 1.1 The name of the society is Hazardous Substances Professionals New Zealand Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 09 November 2016.

2. Registered Office

- 2.1 The Registered Office of the Society is 8 Fergusson Way, Judea, Tauranga 3110 New Zealand

3. Purposes of Society

- 3.1 The purposes of the Society are to:
 - (a) Promote and influence excellence, consistency, honesty and integrity within the hazardous substances professionals throughout New Zealand.
 - (b) Provide a support network for hazardous substances compliance certifiers and other allied professionals throughout New Zealand
 - (c) Promote and influence collaboration between hazardous substances professionals and the many and diverse groups of health and safety practitioners and professionals
 - (d) Promote and provide a nationally recognised minimum level of training
 - (e) Do anything necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Society.

4. Aims of Society

- 4.1 The aims of the Society are to:
 - (a) Provide a professional body to represent the membership of Hazardous Substances Professionals of New Zealand.
 - (b) Establish a professional body to set standards of regulation for the conduct of members in the form of a Code of Ethics and a Code of Conduct to which membership compliance is required
 - (c) Provide a system of ensuring, so far as is practicable, the competence of Hazardous Substance Compliance Certifiers through formal assessment of certifiers – this competence being in both the application of prescriptive standards and in risk-management based methods.
 - (d) Provide a focus for Hazardous Substance Professionals throughout New Zealand to contribute to the development and review of joint Australian/New Zealand standards and codes of practice, and to coordinate comment on proposed regulations.
 - (e) Provide and promote an ongoing program of professional development for members (including but not limited to specialised training forums and publications).
 - (f) Provide and manage a record of Continuous Professional Development (CPD) hours for members.
 - (g) Benefit the community as a whole by providing information on how they may access a pool of specialised knowledge on hazardous substances and other related matters.

5. Objectives of Society

- 5.1 The objectives of the Society are to:
 - (a) Ensure an acceptable minimum level of expertise as a condition of membership without accepting any liability for member services.
 - (b) Provide a superior level of service and knowledge to the New Zealand workforce.
 - (c) Provide quality training to the New Zealand workforce.

- (d) To provide a set of performance guidelines, and suggested standardised field sheets for members.
- (e) Provide an open and honest resource for members to peer review their decisions.
- (f) Offer membership to any hazardous substance professional who can demonstrate adequate knowledge and experience of the relevant legislation and of the Australian / New Zealand Standards and who agree to be bound by the conditions of membership.
- (g) Provide and encourage a career pathway and core training regime for incoming professionals who wish to pursue a career as a hazardous substances compliance certifiers.
- (h) Provide members with the opportunity to increase their knowledge of, and expertise in, the different facets of hazardous substance management, including the conduct of credible risk management, so as to ensure superior hazardous substance management.

MANAGEMENT OF THE SOCIETY

6. Managing Committee

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

- (a) The President;
- (b) The Secretary-Communications manager;
- (c) The Treasurer;
- (d) The Education Manager;
- (e) The Media manager;
- (f) Regional Chairs (4 X regions: NI North, NI Central, NI South, SI);
- (g) Technical Advisor-Coach(s);and
- (h) Such other Members as the Society shall decide.

6.2 Only Professional or Associate Members agree to by the committee members, may be committee Members.

6.3 Committee Members must be nominated in accordance with Rule 11 of these Rules.

7. Role of the Committee

7.1 Subject to the rules of the Society ("The Rules"), 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 Rules;
- (g) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (h) Decide the procedures for dealing with complaints, Set Membership fees, including subscriptions and levies;

7.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

7.3 All Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

7.4 The Committee has the power to form sub-committees and co-opt members onto these sub-committees.

- (a) Such subcommittees must contain at least one full committee member
- (b) Sub-committees have the power to advise and organize as requested by the Committee but do not have independent financial authority or the power to change policy.

8. Roles of Committee Members

8.1 The President is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Being a conduit between the society, government agencies and other agencies; and

- (f) Providing a report on the operations of the Society at each Annual General Meeting.

8.2 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 rule changes;
- (g) Under instruction from the President, releasing Society statements to media, in conjunction with the Media manager.
- (h) Facilitating the establishment of a Society website and newsletter in conjunction with the Media manger; co-opting such persons the committee deem are required in order to accomplish this.

8.3 The Treasurer is responsible for:

- (a) Keeping accurate and 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 (see7.1(d)).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

8.4 The Education manager is responsible for:

- (a) Forming an Education /Membership Panel which shall consist of (a minimum of two Professional Members) to assist him / her in conducting the duties of the Education/Membership Panel. The proposed Professional Members must be sanctioned the committee.
- (b) Recording the minutes of any Education Panel meetings;
- (c) Presenting to the committee training needs of the membership;
- (d) Establish a Continuing Personal Development programme and provide a format for Professional Members to record CPD hours
- (e) Maintaining CPD records for the membership;
- (f) Advising the Committee of any significant outcomes of the Education/Membership Panel which may impact on the society or its membership.

8.5 The Media manager is responsible for:

- (a) Under instruction from the President, releasing Society statements to media, in conjunction with the Media manager.
- (b) Facilitating the establishment of a Society website and newsletter

8.6 Regional Chairs are responsible for:

- (a) Convening regional meetings;
- (b) Chairing regional meetings and ensuring that the conduct of meetings rules are followed;
- (c) Appointing a Secretary for each regional meeting;
- (d) Ensuring the minutes of the regional meeting are forwarded to the secretary within two weeks of conclusion of the regional meeting;

8.7 Technical advisor/coach is responsible for:

- (a) Forming a technical advisory/coaching panel as required to enable him/her to provide technical advice/coaching to the membership, Worksafe and outside organisations

9. Appointment of Committee Members

9.1 At a Society Meeting (as defined in 25.1), the Members may decide by majority vote:

- (a) Who shall be the President, Secretary, Treasurer, Education Manager, and Media Manager; Technical Advisor-Coach, 4 x Regional chairs.
- (b) Whether any Committee Member may hold more than one position as an officer;

- (c) How long each person will be a Committee Member ("the Term").
- (d) Whether all Committee positions have the same term, or some positions have a differing term for the purposes of continuity and succession planning.
- (e) Whether by a majority vote at the end of the term, a Committee member may be reinstated for a further term, in the absence of a suitable or willing successor.
- (f) Ratify any changes to the by-laws made by the committee throughout the year.

10. Cessation of Committee Membership

- 10.1 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 (as defined in 25.1).
 - (c) Their Term expires, unless under the rules of the society their term is extended or they are re-instated for a further term.
 - (d) They cease to be Professional Members of the Society.
 - (e) They do not meet the requirements of the Society's Continuing Personal Development (CPD)
- 10.2 If a person ceases to be a Committee Member, that person must within one month return to the Committee all Society documents and property.

11. Nomination of Committee Members

- 11.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting.
- (a) Only Members may be nominated.
 - (b) Only Professional Members may nominate or second a proposed nomination.
 - (c) Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary.
 - (d) Nominations shall close at 5pm on the fifth day before the Annual General Meeting.
 - (e) Nominations may be accepted with Proxy votes by Professional members and can be directed by email
 - (f) All retiring members of the Committee shall be eligible for re-election.
- 11.2 Where only one nomination is received for any officer/manager position that person shall be elected unopposed. Where two or more nominations are received an election shall be conducted with each Professional Member having one vote. The election shall be by a majority vote.
- 11.3 If the position of any Officer/manager becomes vacant between Annual General Meetings
- (a) If the next most successfully candidate is willing to take up the position they may;
 - (b) Otherwise the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 11.4 If the position of any Ordinary Committee Member becomes vacant between Annual General Meetings,
- (a) the Committee may appoint another Society Member who is also a Professional Member to fill that vacancy until the next Annual General Meeting providing the elected members of the Committee does not fall below the minimum outlined in 9.1 (a)
- 11.5 Should the Committee strength fall below the minimum outlined in 9.1(a) then, a Special General Meeting should be called to elect new Committee members.
- 11.6 If any Committee Member is absent from three consecutive meetings without leave of absence the President may at his or her discretion declare that person's position to be vacant.

12. Committee Meetings

- 12.1 The Committee should meet as often as is necessary to properly manage the affairs of the Society, but must meet at least once every six months. Any Committee Member may require a Committee Meeting to be held. If requested by a Committee member a meeting must be held with three weeks;
- 12.2 Committee meetings must be held according to the rules, and may be held via video or telephone conference, or other formats as the Committee may decide;
- 12.3 No Committee Meeting may be held unless more than half of the Committee Members attend by any means;
- 12.4 The president shall chair Committee Meetings, or if the president is absent, the Committee shall elect a Committee Member to chair that meeting;

- 12.5 Decisions of the Committee shall be by majority vote;
- 12.6 The Chairperson has a casting vote, that is, a second vote;
- 12.7 Only Committee Members present (as outlined in 12.2) at a Committee Meeting may vote at that Committee Meeting.
- 12.8 Subject to these Rules, the Committee may regulate its own practices;
- 12.9 The Chairperson shall adjourn the meeting if necessary.
- 12.10 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting,
 - (a) if convened upon the request of members, shall be dissolved;
 - (b) 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.

13. Resolutions of Committee without meeting

- 13.1 A written resolution signed by each Committee Member is as valid and effectual as if it had been passed at a Committee Meeting that was properly called and held.
- 13.2 A resolution made in accordance with 13.1 may consist of several documents in like form, each signed by all Committee Members.
- 13.3 All resolutions must be notified at the next general Society meeting.

SOCIETY MEMBERSHIP

14. Types of Members

- 14.1 Membership may comprise different classes of membership as decided by the Society.
 - (a) Professional Members;
 - (b) Associate Members;
 - (c) Affiliated Members;
- 14.2 All Members must identify a natural person who may exercise that Member's rights and responsibilities under these Rules.
- 14.3 Where an Affiliate Member is an organisation or society, that member's membership will be in the name of the natural person who acts on its behalf.
- 14.4 Professional Members:
 - (a) Shall be individual persons only;
 - (b) Must hold qualifications as Hazardous Substances Test Certifiers, Hazardous Substances Compliance Certifiers, or be former Hazardous Substances Test Certifiers.
 - (c) Shall have successfully completed the membership requirements and has agreed to be bound by these rules, the Code of Conduct and Ethics, and the Society By-Laws as published;
 - (d) May stand as Committee Members;
 - (e) May nominate, or second the nomination of, Committee Members;
 - (f) Have full voting rights.
- 14.5 Associate Members:
 - (a) Shall be individual persons only;
 - (b) Shall be a member who supports the aims of the society and is either not eligible to become a Professional member or has yet to meet all the requirements for Professional membership;
 - (c) May include Health and Safety Practitioners, Health and Safety Professionals, Trainee certifiers, consultants
 - (d) Are not eligible to stand as officers or committee members unless seconded onto the Committee by a majority vote of Committee members, in which case they can act in the capacity of an officer;
 - (e) Do not have voting rights
 - (f) May nominate, or second the nomination of Committee Members.
- 14.6 Affiliated Membership:
 - (a) Shall be open to such organisations or societies that identify and support the aims of the Society and that wish to register their support as an affiliate;

- (b) Individuals from organisations or societies in 14.6(a) shall have the same constraints as Associate Members, but may not be seconded onto the Committee, other than by majority vote at an Annual General Meeting.
- (c) Do not have voting rights;
- (d) Are not eligible to stand as officers or committee members.

14.7 Members have the rights and responsibilities set out in these Rules.

15. Admission of Members

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

- (a) Complete an application form, ; and
- (b) Supply any other information the Education/Membership Panel requires.

15.2 The Education/Membership Panel may interview the Applicant when it considers Membership applications.

15.3 The Education/Membership Panel shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Education/Membership Panel shall advise the Applicant and the Committee of its decision.

15.4 The Education/Membership Panel will appraise Professional Membership applicants by:

- (a) Determining the relevancy of any qualifications;
- (b) Determining the relevancy of experience and background; This may include a written and or oral competency assessment
- (c) Determining the sufficiency of experience.
- (d) Determining the level of knowledge and depth of understanding the applicant presents with respect to the relevant Act, Regulations, standards and codes of practice under which they will conduct their work.
- (e) Provide a pathway for reappraisal of membership for any applicants who fall short of the required pass level.
- (f) Clearly summarise and present to the Committee an unanimous decision recommending the acceptance of the applicant for Professional Membership.
- (g) Sub clauses a to d above need not apply to Associate or Affiliate Membership applicants or organisations, but these will nevertheless be screened by the Education/Membership Panel prior to recommending acceptance by the Committee.

15.5 Right of appeal.

All applicants have the right to appeal to the Committee, against non-acceptance of their application for membership, within thirty days of the notice of their non-acceptance.

16. Conduct of Members

16.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

16.2 All Members (and their representatives) shall at all times behave in a respectful and professional manner

17. The Register of Members

17.1 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.

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

17.3 Each Member shall provide such other details as the Committee requires.

17.4 Members shall have reasonable access to the Register of Members. But such access shall not be presumed to be for any purpose other than for general communication between members on Society matters or professional matters.

18. Cessation of Membership

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

18.2 Non-payment of membership fees three months from the due date. At this time, 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

- 18.3 In the case of termination due to non-payment, the member must pay the outstanding membership fee before applying for re-admission.
- 18.4 Membership terminated in the following way:
- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - (ii) State what the Member must do in order 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 14 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) Fourteen 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 28 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.

19. Obligations of Members

- 19.1 All prospective members agree to be bound by the Society rules, Code of Conduct and Ethics, Disciplinary Rules and By-Laws as a condition of membership.
- 19.2 All prospective members agree to the Society disciplinary rules as published in the section 18.4 above.

MONEY AND OTHER ASSETS OF THE SOCIETY

20. 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.
- 20.2 All money received must be banked in the Society's account.
- 20.3 All money spent must be authorised by two Executive members.

21. Joining Fees, Subscriptions and Levies

- 21.1 All members must pay a Subscription by the date set by the Committee.
- 21.2 If any Member does not pay by the date, membership will be terminated as set out in 18.2

22. Additional Powers

- 22.1 The Society may:
- (a) Employ people for the purposes of the Society;

- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

23. Financial Year

23.1 The financial year of the Society begins on 1 st. April of every year and ends on 31 st. March of the next year.

24. Assurance on the Financial Statements

24.1 The Society shall appoint a suitably qualified professional to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

CONDUCT OF MEETINGS

25. Society Meetings

- 25.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 25.2 The Annual General Meeting shall be held once every year no later than six months after the Society's balance date 31 st. March. The Committee shall determine when and where the Society shall meet within those dates.
- 25.3 Special General Meetings may be called by the Committee at any time.
- 25.4 The Committee must call a Special General Meeting within three weeks if the Secretary receives a written request signed by at least the lesser of 10 members or 10% of the membership which clearly states the nature of the business and any motions to be put
- 25.5 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 for Annual General Meetings:
 - (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 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 up to 10 members did not receive the notice.
- 25.6 All Members may attend Society Meetings, but only Professional Members may vote at Society Meetings.
- 25.7 No Society Meeting may be held unless at least 10% of eligible Members attend in person, by proxy, or emailed response to the motions to be put in addition to a quorum of the outgoing committee. (This will constitute a quorum.)
- 25.8 All Society Meetings shall be Chaired by the President. If the President is absent, the Committee shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.
- 25.9 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;
 - (b) Show of hands; or
 - (c) Secret ballot.

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 Chairperson will have a casting, that is, second vote.

25.10 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The 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) Ratification any changes to the by-laws made by the committee throughout the year.
- (f) Motions to be considered;
- (g) General business.

25.11 The Chairperson or his nominee shall adjourn the meeting if necessary if a quorum is not met.

25.12 Adjourned Meetings:

If within half an hour after the time appointed for a meeting a quorum is not present the meeting

- (a) if convened upon request of members, shall be dissolved;
- (b) 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 Chairperson 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.

26. Motions at Society Meetings

26.1 Any Member may request that a motion be voted on ("Member's Motion") at an Annual General Meeting, by giving written notice to the Secretary at least 28 days before. 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 three other eligible Members:

- (a) It must be voted on at the Society Meeting 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.

26.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be notified in writing no less than 14 days before the meeting.

27. Regional Meetings

27.1 Regional Meetings of Society members may be several times a year in each of the following general geographical regions:

- (a) Northland – Auckland
- (b) Waikato - Bay of Plenty – Central North Island
- (c) Lower North Island –Wellington
- (d) South Island

27.2 A Regional Chairperson representing each region shall be elected at a Society Meeting and Regional Chairs shall also be members of the Managing Committee.

27.3 Each Regional Chair may facilitate Regional Meetings in their respective region at dates and places as agreed by the majority of members in each region.

27.4 The aim of Regional Meetings is to provide a local and informal forum whereby members can exchange opinions/views/interpretations on points of hazardous substances legislation and matters of compliance; and to mutually assist each other in overcoming problematical issues.

27.5 Minutes of each Regional Meeting shall be kept and shall be forwarded to the Secretary of the Managing Committee as soon as practicable following each meeting.

27.6 Members who happen to be travelling to different regions in the course of their normal work may attend and participate in meetings other than their own where such travel coincides with the meeting.

COMMON SEAL

28. Common seal

- 28.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 28.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

ALTERING THE RULES

29. Altering the Rules

- 29.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting and sending Proxies in prior or with an attending member.
- 29.2 Any proposed motion to amend or replace these Rules shall be signed by at least five eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 29.3 At least 14 days before the General Society Meeting at which any Rule 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.
- 29.4 When a Rule change is approved by a General Society Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

BYLAWS

30. Bylaws to govern the Society

- 30.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws when completed, shall be available for inspection by any member on request to the Secretary.

WINDING UP

31. Winding up

- 31.1 If the Society is wound up:
- (a) The Society's debts, costs and liabilities shall be paid;
 - (b) Surplus Money and Other Assets of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908;

DEFINITIONS

32. Definitions and Miscellaneous matters

- 32.1 In these Rules:
- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and proxy votes 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 rules
- (g) Matters not covered in these rules shall be decided upon by the Committee.

Last updated 23rd November, 2017 by Grant Tattley at the request of the President, Jack Travis