



**CONSTITUTION OF
MESSAGE NEW ZEALAND (MNZ) INCORPORATED
18 September 2021**

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1.0 THE NAME AND NATURE OF THIS ASSOCIATION IS

- 1.1 **Message New Zealand Incorporated**, also referred to in this document as “the Association”.
- 1.2 The Association is an incorporated society subject to the Incorporated Societies Act of Parliament.

2.0 THE PURPOSE AND MISSION of the Association

- 2.1 To promote health and wellness in New Zealand (Aotearoa) through quality massage and advocate the successful development of the association.
- 2.2 No profit made by the organisation goes to any individual but remains within the organisation for charitable purposes.

3.0 THE CORE VALUES of the Association

- 3.1 We believe in and support; integrity, choice, competency, effectiveness, quality, inclusiveness, responsibility and growth.

4.0 THE OBJECTIVES of the Association

- 4.1 Promote the profession of massage therapy.
- 4.2 Encourage high standards of knowledge and competency among the members.
- 4.3 Encourage research and the dissemination of information pertaining to massage therapy
- 4.4 Provide rules of conduct and standards of practice and seek to ensure that the conduct of the profession is regulated by the members.
- 4.5 Ensure a register is kept of members and a disciplinary mechanism is established and maintained by the profession.
- 4.6 Foster the quality and delivery of massage training in New Zealand.
- 4.7 Foster and promote ongoing training and mentoring to members.
- 4.8 Publish magazines and other publications.
- 4.9 Co-operate and become members of, or affiliate with any other incorporated or unincorporated organisation, company, educational institution, regulatory board, or any organisation which in any way promotes the objectives of MNZ.
- 4.10 Foster, support and protect the interests of the members of MNZ.
- 4.11 Make arrangements with any trade, business or profession for the provision to the members of any special benefits, privileges and advantages and in particular to goods and services.
- 4.12 Lobby Governments and regulators in pursuit of the objectives.
- 4.13 Improve the social and economic position of members.

5.0 FINANCIAL YEAR

- 5.1 The financial year for the Association shall end on the 31st March.
- 5.2 The financial reports shall be either officially reviewed or audited biennially, by an external qualified Accountant. The decision to complete and submit annual financial accounts in the form of either a review report or audited accounts will be decided by the Executive Committee. The financial reports must be completed and presented annually to members of MNZ at the AGM, to meet legal requirements as an Incorporated Society and as part of due diligence to the MNZ membership.

6.0 CLASSES OF MEMBERSHIP

- 6.1 The Association shall consist of Registered Massage Therapists (MNZ), Students, Affiliates, and honorary Life Members.
- 6.2 Registered Massage Therapists (MNZ) as set out in Rule 3.
- 6.3 Life membership as set out in Rule 4.

7.0 THE METHOD BY WHICH PERSONS CAN JOIN THE ASSOCIATION

- 7.1 Persons can join the Association by Application using the Association's application forms. See Rules 1, 2, 3, 4, and 5 and
 - 7.1.1 Paying the appropriate fee to become a Student, Affiliate or Registered Massage Therapist (MNZ).
 - 7.1.2 Students and Registered Massage Therapists supplying a statutory declaration detailing all criminal convictions and disciplinary proceedings taken against them.
- 7.2 An application from a person with a criminal record shall be considered by the Executive on its merits. Failure by the applicant to disclose details of any such criminal record shall result in automatic rejection of the application or their membership.
- 7.3 Life Membership may be awarded to individuals for outstanding contribution to the field of therapeutic massage and/or the Association. Refer to rule 4 of the Rules of the Association. To be eligible for Life Membership, a person must have held Massage New Zealand membership for at least the five years prior to the nomination.

8.0 SUBSCRIPTIONS

- 8.1 All persons on applying to join the Association shall, on acceptance, pay a fee according to membership level. The Executive shall set fees for each financial year.
- 8.2 Any person joining the Association three months or more into the current year shall pay a percentage of the yearly subscription fee as set by the Executive.

9.0 CESSATION OF MEMBERSHIP

- 9.1 Any member found guilty of misconduct, after investigation as detailed in Rule 12 of the Rules, and any member found to have breached the MNZ Code of Ethics, may be subject to dismissal from the Association.

- 9.2 Any person may resign from the Association at any time. Resignations must be in writing, sent to the Executive Administrator/Secretary.

10.0 COMPOSITION OF THE MNZ EXECUTIVE

- 10.1 The MNZ Executive shall be made up of:
- 10.1.1 Two Co-Chairs, who shall attend to all governance issues of MNZ, chair Executive Committee meetings, coordinate with Executive Committee members to ensure working groups stay 'on task' with governance, strategic planning, and member responsibilities, oversee paid staff and submit a yearly report. These positions shall be open to all current Registered Massage Therapists (MNZ) who have held MNZ membership for a minimum of at least two years, and who are Level 6 or 7 and have preferably held a position on the MNZ Executive Committee.
 - 10.1.2 One Education Officer, responsible for liaising with education providers in New Zealand, and for on-going professional development opportunities for MNZ members. Developing and maintaining a professional relationship with relevant education governing bodies and overseas associations. This position shall be open to current Registered Massage Therapists (MNZ) who have educational experience and a massage therapy qualification at NZQA level 6 or 7. The Education Officer shall also chair meetings of the Education Committee (a minimum of 3 elected at AGM) whose members shall be restricted to current Registered Massage Therapists (MNZ).
 - 10.1.3 One Treasurer, responsible for overseeing strategic financial planning, budgeting, income, and expenditure of MNZ. To work in conjunction with the Executive Administrator/Financial Administrator for preparing a monthly financial report.
 - 10.1.4 Five Executive Committee members who shall participate in the Governance of MNZ and fulfil responsibilities as outlined in the relevant portfolios for an Executive Committee member. These portfolios will be set on an annual basis and aligned with the MNZ strategic plan priorities, or as required if circumstances change within the Executive Committee.
- 10.2 In addition to the above Members, the Executive may co-opt any further members as required, for the purpose of forming sub-committees or for other purposes as determined by the Executive.
- 10.3 With the exception of those under a contract of services or an employment agreement with MNZ, the members of the Executive committee shall hold office for a minimum period of two years. Retiring Executive members shall be eligible for re-election. This does not preclude an Executive member being able to choose to retire before their two-year period is complete.
- 10.4 In the event of an Executive member resigning or being expelled from the Association, a temporary replacement may be appointed at an Executive meeting and shall hold office until the next AGM.
- 10.5 The Executive Committee shall advertise for and appoint a paid Executive Administrator/Secretary to oversee the day-to-day management functions of MNZ. This position may be part time or full time with a Contract of Services or Employment Agreement offered and signed by both Co-chairs. In the absence of one of the Co-chairs delegated authority shall be assigned to an executive committee member of the Association. The Executive will decide which is most appropriate for the organisation.

10.5.1 The Executive Administrator/ Secretary will report to the Co-Chairs and members of the executive as per the terms of their contract of services or employment agreement.

11.0 POWERS OF THE EXECUTIVE

- 11.1 It is expressly directed that the Executive shall be entrusted with and may exercise the following powers and duties:
- 11.2 To execute and carry out all matters and things enumerated in Clause 4 of the Constitution.
- 11.3 To make such decisions, regulations and standing orders as may be deemed necessary for the efficient management of the affairs and business of the Association, provided that the same are not inconsistent with the Constitution.
- 11.4 The Rules may be altered and brought into effect by executive decision but must be confirmed at the next General Meeting.
- 11.5 To appoint one or more sub-committees for any purpose, within the constitution, and to delegate any necessary powers to such sub-committee.
- 11.6 To adjudicate and make decisions in accordance with Rules 10 and 12 of the Rules of the Association.
- 11.7 Affiliation with other Associations shall be decided upon by the Executive.
- 11.8 The Executive may advertise for and appoint any other part time or full-time permanent employees, or paid contractors as deemed necessary to carry out the objectives of the Association.

12.0 MEETINGS OF THE ASSOCIATION

- 12.1 An annual general meeting (AGM) is to take place once every 12 months, chaired by the Co-Chairs, or by any other person appointed by the Executive.
 - 12.1.1 The date, time and venue of the AGM shall be decided by the Executive.
 - 12.1.2 A quorum made up of 25% of the membership or 30 members, whichever is the lesser, is necessary for an AGM to take place.
 - 12.1.3 Members shall be advised of the date, time, venue, agenda, and any remits of the next AGM by electronic means or newsletter at least 30 days before AGM and also by a special notice of reminder.
- 12.2 A Special General Meeting may be called at the request of the Co-Chairs or upon the written request of, at least six (6), Registered Massage Therapists (MNZ).
 - 12.2.1 At least thirty days notice of a Special General Meeting shall be given to the members of the Association
 - 12.2.2 Members of the Association shall be notified of any Special General Meeting by way of electronic means or postal mail
 - 12.2.3 A Special General Meeting can be conducted by electronic means. For example, teleconference.
- 12.3 An Executive meeting is to be held monthly or as decided by the Executive:
 - 12.3.1 A quorum of five is necessary for an Executive meeting to take place
 - 12.3.2 An Executive meeting can be conducted by electronic means, for example teleconference.

13.0 BUSINESS OF THE AGM

13.1 Association business conducted at the AGM shall include and is not limited to:

13.1.1 Annual reports from the Co-Chairs, Treasurer, Education Officer, Executive Administrator/Secretary and any other Executive Committee member as deemed necessary by the Executive Committee.

13.1.2 Voting of incoming Executive members.

14.0 VOTING AT MEETINGS

14.1 Members co-opted to sub-committees shall have no voting rights at Executive meetings but shall have voting rights at the meeting of the sub-committee.

14.2 Members who are co-opted to full Executive status shall have voting rights at Executive meetings.

14.3 Voting at Executive meetings shall be on the basis of one vote per Executive member, except that the Executive Administrator/Secretary shall not have voting rights at these meetings.

14.4 Current Registered Massage Therapists (MNZ) or Life Members shall have voting rights at AGMs or Special General Meetings

14.5 Voting rights at AGM or Special General Meeting are to be one vote per Registered Massage Therapist (MNZ) or Life Member by a show of hands or by secret ballot.

14.6 Proxy voting at AGM or SGM is only permitted on remits circulated at least 30 days prior to AGM or SGM.

14.7 Postal Voting

14.7.1 This can apply to any meeting that requires a quorum.

14.7.2 If a quorum is not present, then the meeting shall be considered to be adjourned and shall be clearly noted in the minutes. After the members present are informed of this, all decisions from that point on will need to be ratified by postal ballot or (electronic) and the meeting will continue.

14.7.3 All executive members will remain in office until the result of the ballot is released.

14.7.4 Within thirty days of the meeting the Executive Administrator/Secretary shall circulate the minutes with the voting forms to all voting members.

14.7.5 The voting form shall allow voting on each decision.

14.7.6 The voting forms shall be returned to the Executive Administrator/Secretary within thirty days of being circulated.

14.7.7 The Executive Administrator/Secretary shall announce the results.

15.0 THE METHODS BY WHICH THE CONSTITUTION CAN BE ALTERED OR ADDED TO

15.1 If it arises that the constitution needs to be altered or added to, this can be done at an Annual or Special General Meeting.

15.2 Any change shall not affect the charitable purpose, personal benefit or winding up clause.

16.0 NOTICES OF MOTION

- 16.1 Any financial member of the Association is able to propose a remit on an issue before an Executive meeting or an Annual General Meeting of the Association, by sending notice of that issue by post or electronic means to the Executive Administrator/Secretary at least 60 days prior to AGM meeting.
- 16.2 Where matters of urgency arise, the Executive may, at its discretion, waive the 60 days requirement of notice for issues applicable to Executive meetings or Annual General Meetings.

17.0 THE CONTROL AND USE OF THE COMMON SEAL OF THE ASSOCIATION

- 17.1 The common seal of the Association shall not be set or affixed to any document whatsoever unless in the presence of a Co-Chair and one other Executive member, and then only pursuant to an order or minute entered in the minute book of the Association.
- 17.2 The seal shall be kept by the Executive Administrator/Secretary or other person as directed by the Executive.

18.0 PERSONAL BENEFITS TO MEMBERS

- 18.1 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 18.2 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 18.3 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

19.0 THE CONTROL OF INVESTMENT FUNDS

- 19.1 Investment of any surplus funds shall be decided upon at an Executive meeting.

20.0 THE POWERS OF THE ASSOCIATION TO BORROW MONEY

- 20.1 The powers of the Association to borrow money shall be decided upon at an Executive meeting, AGM, or a Special General Meeting.
- 20.2 Notwithstanding any restriction on voting set out in Clause 14 of the Constitution, all financial members shall be entitled to vote on this issue at this meeting on the basis of one vote per member.
- 20.3 Proxy voting shall be allowed for people unable to attend this meeting.

21.0 GRANTS POLICY

- 21.1 Refer to Rule 9 of the Rules of the Association.

22.0 CODE OF ETHICS

- 22.1 All members are required to abide by the Association Code of Ethics.
- 22.2 Any changes to this Code shall be made at the AGM or Special General Meeting by majority vote.

23.0 INTERPRETATION OF THE CONSTITUTION AND RULES

- 23.1 Should a difficulty arise in the interpretation of the constitution, such difficulty shall be referred to the Executive for discussion. Their interpretation shall be final and binding on all concerned.
- 23.2 Where the Executive is unable to reach a final decision in the matter, independent legal advice is to be obtained, and the decision of the legal advisor shall be final and binding on all concerned.

24.0 LOGO AND INITIALS

- 24.1 The Association logo and initials shall be available for use by Registered Massage Therapists (MNZ) and Life Members of Massage New Zealand.

25.0 COMPLAINTS OFFICER

- 25.1 The Executive shall appoint a Complaints Officer, who shall be an independent and a competent authority.
- 25.2 The Complaints Officer may advise the executive on the process for handling complaints, and the findings and recommendations from the investigation of complaints.

26.0 COMPLAINTS FROM MEMBERS REGARDING CONSTITUTION AND RULES

- 26.1 Refer to Rule 10 of the Rules of the Association.

27.0 DISCIPLINARY ACTION AGAINST MEMBERS

(To be read in conjunction with Rule 12 of the Rules of the Association).

- 27.1 A member found by competent authority to have been misrepresenting him/herself as an Officer of the Association shall be reprimanded in such a manner as the Executive decides. A further similar offence shall result in dismissal from the Association and recall of all Association documents.
- 27.2 A member found by competent authority to have been practising erotic massage in the confines of a massage practice and as a member of the Association will forthwith be dismissed from the Association with forfeiture of all certificates issued by the Association.
- 27.3 **A member who has been found to have sexually abused a client will forthwith** be dismissed from the Association with forfeiture of all certificates issued by the Association.
- 27.4 A Student member may not advertise in any paper, journal or publication purporting membership of the Association as a qualified massage practitioner. A Student breaching

this clause will have the issue of any membership or certificate delayed by six months from the time of normal issue.

27.5 A member found to have committed a minor indiscretion will be subject to a fine fixed by the Executive; and for a second offence of a similar nature, committed within two years of committing the first offence, shall be subject to a further fine fixed by the Executive. A third offence of similar nature within two years of committing the second offence shall be deemed by the Association to be an offence justifying dismissal of the member and recall of all certificates issued by the Association.

27.6 Notwithstanding the above, any contravention of the Code of Ethics may be constituted as misconduct, as stated in Clause 9 of the Constitution, and may result in suspension or cancellation of membership of the Association, as may be decided by the Executive.

28.0 MESSAGE NEW ZEALAND ASSESSMENT FOR RECOGNITION OF PRIOR LEARNING (RPL) PURPOSES

28.1 Refer to Rule 13 of the Rules of the Association.

29.0 MATTERS NOT COVERED BY THIS CONSTITUTION

29.1 If any constitutional matters arise that are not covered by this constitution, the Executive shall make a decision for confirmation at the first General Meeting thereafter.

30.0 DISSOLUTION

The Association shall be dissolved if, at an annual general meeting or Special General Meeting of which due notice is given, a majority of those voting pass a resolution to this effect. Upon dissolution, any money or property remaining shall, after all outstanding debts have been paid and liabilities met, be given or transferred to some other Association in New Zealand having similar objectives, at the discretion of the Executive.21.

We the undersigned hereby confirm that this is the Constitution approved at an Annual General Meeting of Massage New Zealand on 18 September 2021.

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Member)

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