

**CONSTITUTION  
OF  
THE NEW ZEALAND SOCIETY FOR BIOCHEMISTRY AND  
MOLECULAR BIOLOGY, INCORPORATED**

**Name:**

- 1.1 The name of the Society shall be "The New Zealand Society for Biochemistry and Molecular Biology, Inc."

**Objective:**

- 2.1 The object of the Society shall be the advancement of the science of Biochemistry'

**Membership:**

- 3.1 All persons interested in Biochemistry shall be eligible for membership of the Society. A person shall become a member upon payment of an annual subscription of such amount as is from time to time determined by a resolution passed by a majority of members at the Annual General Meeting.

- 3.2 Sustaining Membership of the Society shall be open to any interested organisation upon payment of an annual subscription of such amount per unit as is from time to time determined by a resolution passed by a majority of members voting at the Annual General Meeting.

- 3.3 The privileges of Sustaining Members shall be:

- (1) To be listed in publications distributed within the Society.
- (2) To designate one representative to act on its behalf as an individual member of the Society for the purpose of voting and exercising other privileges.

In the case of a Sustaining Member subscribing to two or more units of subscription, to exhibit its products at meetings of the Society upon conditions to be determined by the Executive Committee.

- 3.4 Honorary Membership of the Society may be awarded by the Executive Committee to individuals who have given distinguished service to Biochemistry. Procedures for making nominations shall be as determined by the Executive Committee.

- 3.5 A member or sustaining Member of the Society may cease to be a member of the Society by writing to the Secretary and tendering a voluntary resignation. A member or Sustaining Member of the Society who has not paid membership fees for three consecutive years may be expelled from the Society at the discretion of the Society's executive. Members pending expulsion will be informed in writing by the Society's Executive beforehand.

**Officers:**

- 4.1 The Officers of the Society shall be the Chairperson, Secretary and Treasurer.

**Executive Committee:**

5.1 The Society shall have an Executive consisting of:

- (a) The Chairperson.
- (b) The Secretary.
- (c) The Treasurer.
- (d) Six members, known as "Regional Representatives" who will be respective representatives of the following districts:
  - (i) Otago.
  - (ii) Canterbury.
  - (iii) Wellington.
  - (iv) Manawatu.
  - (v) Waikato.
  - (vi) Auckland
- (e) The organiser of the Annual Scientific Meeting, who may also be a Regional Representative.

5.2 Subject to this Constitution, and to decisions approved by members of the Society the Executive Committee shall be responsible for the conduct of the business of the Society and shall have power:  
To make and amend rules for the conduct of the business of the Executive Committee.

5.3 The Chairperson, the Secretary, the Treasurer and the Regional Representatives will normally hold office for two years.

5.4 The Officers and other members of the Executive Committee shall all serve in an honorary capacity.

5.5 The quorum for a meeting of the Executive Committee shall be six members of the Committee.

**Elections:**

6.1 The Officers and other members of the Executive Committee shall be elected by members at the Annual General Meeting.

6.2 In the event of a casual vacancy, the Executive Committee shall appoint a member of the Society as an Officer or other member of the Executive Committee to fill the vacancy. The appointee shall serve for the remainder of the term of the office or position and during that time shall assume the full responsibilities of the office or position.

**Local Committees:**

7.1 The members of the Society resident in a nominated region (Clause 5.1.d) may form a local Committee for the purpose of organising local and national meetings of the Society in the region.

7.2 The Representative of the region shall, ex-officio, be Chairperson of the Local Committee. The Local Committee shall comprise the Chairperson and such other members as are elected annually by and from the members of the Society in the region.

- 7.3 A Local Committee shall be entitled to receive from the funds of the Society such amounts as the Executive Committee from time to time allocates. The Local Committee shall maintain proper records of the receipt and expenditure of the moneys so allocated and shall account for the monies according to the directions of the Executive Committee.

**Finance and Property:**

- 8.1 The funds of the Society shall be deposited in a bank account on behalf and in the name of the Society.
- 8.2 The Treasurer shall be responsible for, and shall keep proper accounts, of all monies due to or payable by the Society and the accounts shall be audited as directed by the Executive Committee.
- 8.3 Cheques of the Society shall be signed by any two of the Chairperson, the Secretary or the Treasurer.
- 8.4 Funds of the Society may be invested, at the direction of the Executive Committee, in the names of two or more Trustees who shall hold the investments to the use and benefit of the Society and in accordance with the terms contained in a declaration of trust approved by the Executive Committee and executed by the Trustees.
- 8.5 Real or personal property (excluded funds) contributed to or acquired for and on behalf of the Society shall be vested in two or more Trustees appointed by the Executive Committee.
- 8.6 The Society may borrow money from recognised financial institutions. A decision to raise funds by borrowing must be approved by the majority of the executive and voted on by members at the Annual General Meeting.
- 8.7 The common seal of the society shall be held in custody of the Secretary and may only be affixed in the presence of the Chairperson and one other member of the executive.

**Annual General Meeting:**

- 9.1 There shall be an Annual General Meeting of the Society which shall:
- (1) Receive a report from the Chairperson on the activities since the previous Annual General Meeting.
  - (2) Receive an audited statement of income and expenditure and a balance sheet, and
  - (3) Conduct other business of the Society.
- 9.2 The business of the Annual General Meeting shall be brought and conducted in accordance with the Rules for the Conduct of the Annual General Meeting or with those rules as amended at any time in accordance with the Constitution.
- 9.3 The quorum for the Annual General Meeting shall be ten members of the Society including at least four members of the Executive Committee.
- 9.4 Members will be notified in advance of the Annual General Meeting by means of a notice in the Society's Newsletter which is mailed to members (see also 10.2).

**Rules for Conduct of the Annual General Meeting:**

10.1 The Executive Committee shall prepare an Agenda for the Annual General Meeting and shall place on the Agenda:

- (a) Those matters required under 9.1.
- (b) Those recommendations of the Executive Committee for discussion and decision by the meeting.
- (c) Any motion properly proposed and seconded provided that the motion is received by the Secretary at least one calendar month before the meeting.

10.2 The Secretary shall pre-circulate to each member of the Society a copy of the Agenda.

10.3 A postal referendum concerning any item on the agenda will be held following the Annual General Meeting if so requested by five or more members of the Society. Notice of such a request must be made in writing to the Secretary prior to the Annual General Meeting.

10.4 The only motions which may be accepted for consideration by the Annual General Meeting other than those prescribed in 10.1 shall be those which are recommendations of the Executive Committee. Any such motion approved by the Annual General Meeting as a recommendation to the Executive Committee shall appear as a motion on the Agenda of the following Annual General Meeting unless it has been implemented by the Executive Committee. However, members shall be free to raise any matter for general discussion and motions may be proposed for a postal referendum of all members of the Society.

10.5 Voting on motions shall be by voices or, if the Executive deems the voice vote too close to decide, by a show of hands.

**Dissolution:**

11.1 The Society shall not be dissolved by the members except in pursuance of a resolution passed by a majority of members voting in a postal ballot among all members of the Society.

11.2 The assets of surplus of the Society shall not in any dissolution be distributed among members, but shall be applied, as nearly as possible, to the support of the science of Biochemistry.

11.3 The Executive Committee shall be responsible for giving effect to the dissolution subject to the conditions in paragraphs 11.1 and 11.2.

**Amendment:**

Alteration of any rule of this Constitution shall be made only at the Annual General Meeting, provided that notice of such alteration be given on the agenda of the meeting, and that sixty percent (60%) or more of those voting on the alteration signify their assent.