

# Rules of the Human Factors and Ergonomics Society of New Zealand Incorporated

## The Society

### 1.0 Name

- 1.1 The name of the society is Human Factors and Ergonomics Society of New Zealand Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 22 August 1988.

### 2.0 Registered Office

- 2.1 The Registered Office of the Society is HFESNZ, C/- HASANZ, Berl House, 108 The Terrace, Wellington 6011, or such other place as the Society may from time to time resolve.

### 3.0 Purposes of Society

- 3.1 The purposes of the Society are:
  - (a) To promote the application of human factors / ergonomics knowledge.
  - (b) To advance human factors / ergonomics research, education, public awareness and professional standards.
  - (c) To perform any functions or actions necessary or helpful to fulfil the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Society.

## Definitions

### 4.0 Definitions and Miscellaneous matters

- 4.1 In these Rules:
  - (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and 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) Matters not covered in these rules shall be decided upon by the Committee.
  - (g) In this document, "Chairperson" and "The Chair" is the same person.

## Appointment of Officers

### 5.0 Committee

- 5.1 The Society shall have an elected committee ("the Committee"), comprising the following:
  - (a) Chairperson;
  - (b) Secretary;
  - (c) Treasurer;
  - (d) And 2 committee members.
- 5.2 Three of these people will carry out Certification Assessment tasks within the Professional Affairs Board (PAB).

- 5.3 All Certification Assessors must be either: Associate or Certified New Zealand Human Factors Professionals /Ergonomists (NZHFE), with a majority being Certified NZHFE.
- 5.4 Such other Co-opted Committee Members as the Society shall decide.
- 5.5 Only Members of the Society may be Committee Members.

## **6.0 Appointment of Committee Members**

- 6.1 At a Society Annual General Meeting, the Members may decide by majority vote:
  - (a) How large the committee will be;
  - (b) Who shall be the Chair, Secretary, Treasurer, Committee, PAB Convenor and Certification Assessors.
  - (c) Whether any Committee Member may hold more than one position as an officer;
  - (d) The term of office for each post will be two years, with the opportunity to seek re-election. The Chair and Certification Assessors may have a total of 2 consecutive terms (maximum of 4 years), and after a break may return for a further term in office. Other officers have no limit. On retiring the Chair and Certification Assessors may take alternate posts.

## **7.0 Cessation of Committee Membership**

- 7.1 Persons cease to be Committee Members when:
  - (a) They resign by giving written notice to the Committee.
  - (b) They cease to be a society member for whatever reason.
  - (c) Their Term expires.
- 7.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property, including electronic files.

## **8.0 Nomination of Committee Members**

- 8.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and may be received up to the point of voting. All retiring members of the Committee shall be eligible for re-election.
- 8.2 If the position of any Officer/Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 8.3 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

## **9.0 Role of the Committee**

- 9.1 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 provide to Members an annual Financial Plan outlining the 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) Ensure that all Members follow the Rules;
  - (e) For all membership categories, decide how a person becomes a Member, and how a person stops being a Member;
  - (f) Decide the times and dates for Meetings, and set the agenda for Meetings;
  - (g) Decide the procedures for dealing with complaints;
  - (h) Set Membership fees, including subscriptions and levies;
- 9.2 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.

- 9.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 9.4 The Committee has the power to employ or contract persons to carry out the work of the Society.
- 9.5 The Committee may by Motion, award special remuneration out of the funds of the Society to any member undertaking any special work or mission on behalf of the Society.
- 9.6 The Committee, via the Professional Affairs Board, carries out the assessment of professional membership applications (Certified, Associate and Technical Member applications).
- 9.7 Any changes to Professional Member certification criteria and/or the Code of Conduct must be approved by the Committee and Professional Members. This will be by email/postal vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 9.8 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.

### **10.0 Roles of Committee Members**

- 10.1 The Chair is responsible for:
  - (a) Ensuring that the Rules are followed;
  - (b) Convening Meetings and establishing whether or not a quorum (three of the Committee) is present;
  - (c) Chairing Meetings, 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.
- 10.2 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.
- 10.3 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 generally accepted accounting practice.
  - (c) Providing a financial report at each Annual General Meeting;
  - (d) Providing financial information to the Committee as the Committee determines.
- 10.4 The Professional Affairs Board is responsible for:
  - (a) Determining who shall be the PAB Convenor, either as a separate role or as PAB Convenor/Certification Assessor.
  - (b) Carrying out Certification tasks as outlined in relevant documentation.
  - (c) Addressing complaints about the conduct of Professional Members.

### **11.0 Committee Meetings**

- 11.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 11.2 No Committee Meeting may be held unless more than half (minimum of three) of the Committee Members attend, one of whom must be the Chair, Secretary or Treasurer;

- 11.3 The Chair shall chair Committee Meetings, or if the Chair is absent, the Committee shall elect a Committee Member to chair that meeting;
- 11.4 Decisions of the Committee shall be by majority vote;
- 11.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;
- 11.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 11.7 Subject to these Rules, the Committee may regulate its own practices;
- 11.8 The Chair or his/her nominee shall adjourn the meeting if necessary.
- 11.9 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 of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair 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.
- 11.10 The Committee should meet as often as necessary to properly manage the affairs of the Society, but it must meet at least once every 3 months. Any Committee Member may require a Committee Meeting to be held.
- 11.11 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.
- 11.12 All resolutions must be notified at the next committee meeting.

## Membership

### 12.0 Types of Members

- 12.1 Membership comprises different classes of membership as decided by the Society.
- 12.2 Members have the rights and responsibilities set out in these Rules. This includes adherence to a Code of Conduct for Professional Members (Certified, Associate and Technical Members).

### 13.0 Admission of Members

- 13.1 To become a Member, a person (“the Applicant”) must:
  - (a) Complete an application form;
  - (b) Pay the necessary Application fee;
  - (c) Supply any other information the Committee requires; and
  - (d) Meet all requirements for the membership class being applied for.
- 13.2 The Committee may interview the Applicant when it considers Membership applications.
- 13.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 13.4 Membership categories are:
  - (a) Student Members – those with an interest in ergonomics and human factors, whom are attending a full time course of study.
  - (b) General Members - those with an interest in ergonomics and human factors;
 And the three Professional Membership categories that require adherence to a professional Code of Conduct:
  - (c) Certified Professional Members – those who in addition to the education and supervised training requirements of Associate Members have also completed two full time years of professional practise, at least one year of which has been in New Zealand.
  - (d) Associate Professional Members – those with at least 3 years of academic formation in any field, at least one year of which is in Human Factors/Ergonomics, and one fulltime year of supervised practise in Human Factors/Ergonomics;

- (e) Technical Professional Members – those with detailed knowledge of at least one core human factors/ergonomics education topic and some knowledge from one other; and be working with a ‘systems approach’ as a significant part of their work.
- 13.5 In order to maintain Certified Professional Membership, re-certification is required every three years in addition to payment of the annual registration fees.
- 13.6 All members (with the exclusion of Life Members) must pay an annual membership fee to remain in good standing.

#### **14.0 Obligations of Members**

- 14.1 All Members (including Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 14.2 Professional Members must abide the HFESNZ Code of Conduct.
- 14.3 Post-nominals (e.g. CNZHFE) can only be used by persons authorised to do so and whose professional membership status is current.
- 14.4 The society logo cannot be used without committee approval.

#### **15.0 The Register of Members**

- 15.1 The Committee 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.
- 15.2 Professional Members (Certified, Associate and Technical) will be listed on relevant publically searchable registers if they remain in good standing.
- 15.3 If a Member’s contact details change, that Member shall give the new postal and email address, and telephone number to the Committee.
- 15.4 Each Member shall provide such other details as the Committee requires.
- 15.5 Members shall have reasonable access to the Register of Members.

#### **16.0 Cessation of Membership and Complaints**

- 16.1 Any Member may resign by giving written notice to the Secretary.
- 16.2 Membership will cease if:
  - (a) The member fails to pay the prescribed subscription or registration fee within three months of the due date, or by an alternative period determined by the Committee;
  - (b) The member dies.
- 16.3 Complaints of unprofessional conduct or breaches of the Code of Conduct of Professional Members will be referred to the Committee’s Professional Affairs Board and addressed via the Complaints Policy.
- 16.4 Membership may be 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; or may bring the Society into disrepute (including professional conduct issues as in 16.3) 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; or may bring the Society into disrepute
    - (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 with the response of the member, 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) 14 days after the Member received the Committee’s Notice the Committee may in its absolute discretion by majority vote to 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.

### **17.0 Indemnity**

- 17.1 Members of the Society and the Committee shall be responsible only for their own personal wilful default or neglect and not for the default or neglect of any other person and shall be indemnified by the Society against all other liability incurred by them in the course of their duties as members of the Society and the Committee.

## **Control and investment of the society’s funds**

### **18.0 Use of Money and Other Assets**

- 18.1 The Society may only Use Money and Other Assets if:
  - (a) It is for a purpose of the Society;
  - (b) That Use has been approved by either the Committee, with due consideration to the annual Financial Plan [see rule 9.1 (b)], or by majority vote of the Society.
- 18.2 The Society shall maintain a fund for supporting early career professionals and students. This fund will be determined and administered by the Committee.
- 18.3 Society Bank accounts will be controlled by a minimum of 3 officers including: Chair, Secretary and Treasurer, and will require at least 2 signatories to authorise payments and other transactions.

### **19.0 Joining Fees, Subscriptions and Levies**

- 19.1 If any Member does not pay a Subscription or Registration Fee 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 or claim ongoing Professional Member (Associate or Certified) status.
- 19.2 Membership Fees are due each 1 April, and cover Membership until the following 31 March.

### **20.0 Additional Powers**

- 20.1 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) The Society may borrow money and provide security in order to achieve its purposes, if authorised by Majority vote at any Society Meeting.

### **21.0 Financial Year**

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

### **22.0 Assurance on the Financial Statements**

- 22.1 The Society shall appoint a suitably qualified person to review the annual financial statements of the Society (“the Reviewer”). The Reviewer must be a suitably qualified person complying with current Assurance Standards,
- 22.2 The reviewer must not be a member of the Committee, or an employee of the Society.
- 22.3 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.
- 22.4 No audit of the annual financial statements is required unless an audit is requested by at least 10 Members or 10% of the Members, whichever is the greater, at any properly convened Society Meeting.
- 22.5 The Society may appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with generally accepted accounting practice. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants. The auditor must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement. The Committee is responsible to provide the Auditor with access to information and people as for Reviewer [see rule 22.3 (a) to (c)].

## **Conduct of meetings**

### **23.0 Society Meetings**

- 23.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 23.2 The Annual General Meeting shall be held once every year no later than five months after the Society’s balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 23.3 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 10 Members or 10% of the Members, whichever is the greater.
- 23.4 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, where appropriate:
    - (i) A copy of the Chair’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. (The Secretary must not provide Members with information exceeding one side of a one page document per Nominee)

- (iii) Notice of any motions and the Committee's recommendations about those motions.
- (iv) 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.

23.5 No Society Meeting may be held unless at least ten eligible Members attend either in person or by teleconference. (This will constitute a quorum.)

23.6 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

23.7 On any given motion at a Society Meeting, the Chair 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 Chair will have a casting, that is, second vote.

23.8 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair's report on the business of the Society including certification, communications, events, and awards;
- (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.

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

23.10 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 of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair 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.

23.11 Minutes must be kept of all Annual General Meetings. The minutes must state specifically that they are the minutes of the AGM.

#### **24.0 Motions at Society Meetings**

24.1 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 10% 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
- If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

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

## Conferences

### 25.0 Conferences

- 25.1 Conferences, symposia and/or other events held by the Society shall be a forum for the presentation of scientific papers and other activities that further the purposes of the Society.
- 25.2 Dates for conferences will be established by the Committee, and will occur regularly.
- 25.3 Attendance by non-members will be welcomed but will attract a higher attendance fee (as determined by the Committee).

## Awards

### 26.0 Awards

- 26.1 The Committee will from time to time reflect on who has provided value and service to HFESNZ and to the practice of human factors and ergonomics in New Zealand, and may confer an 'HFESNZ Society Award' in recognition.
- 26.2 Committee voting for these Awards shall be personally, with the majority prevailing. In equal voting the Chair shall have a second or casting vote.
- 26.3 The award shall be in the physical form decided by the Committee, but shall as a minimum include a statement specifying the year the award was made and a brief citation describing the contribution that it recognises.
- 26.4 Recipients listing the award on any subsequent documentation will be required to state the year and reproduce the wording of the citation in full.

## Common seal

### 27.0 Common seal

- 27.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 27.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee.
- 27.3 The common seal will be used on legal documents and contracts that the Society enters into. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Committee.

## Altering the rules

### 28.0 Altering the Rules

- 28.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a 75% majority of those Members present (including teleconference) and voting (including proxy and/or electronic/postal votes).
- 28.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10% of 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.
- 28.3 At least 14 days before the General 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.
- 28.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## Documentation and Procedures

## **29.0 Documentation and Procedures**

- 29.1 The Committee may from time-to-time make or alter documents and procedures 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 documents and procedures shall be binding on members of the Society.

## **Winding Up**

### **30.0 Winding up**

- 30.1 The Society shall be wound up if a Motion that it shall be dissolved at a certain date is passed at a General Meeting by a simple majority vote of those present (including teleconference) and voting (including proxy and/or electronic/postal).
- 30.2 The member proposing the Motion for dissolution shall provide a copy to the Secretary. The Committee will set a meeting of the Society within 14 days of receipt of the written Motion. The Meeting will be two months from the date of notification to members.
- 30.3 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; but
  - (c) No distribution may be made to any Member;
  - (d) The surplus Money and Other Assets shall be donated to any organisations with objects wholly or in part similar to the purposes of the Society.