

# THE NEW ZEALAND MARITIME PILOTS' ASSOCIATION INC.



## Constitution Document Sept 2024

Written in accordance with the  
Incorporated Societies Act 2022.

## CONTENTS

1.Purpose of the Constitution .....	3
2.Association Identity & Objectives .....	3
2.1 Name .....	3
2.2 Objectives of the Association .....	3
3.Association Membership .....	3
3.1 Full Member .....	3
3.2 Associate Member .....	3
3.3 Commencement and expiry of membership .....	4
4.Association Workings.....	4
4.1 Structure of the Association .....	4
4.2 The Executive Committee.....	4
Structure of the Executive Committee .....	4
Role of the Executive Committee .....	5
Duties of the Executive Committee.....	5
4.3 Ex Officio Committee members .....	6
4.4 The Advisory Panel .....	6
Structure of the Advisory Panel .....	6
The Role of the Advisory Panel .....	6
5.Association Protocol .....	6
5.1 Executive Committee Meetings .....	6
5.2 Referenda .....	7
5.3 General Meetings .....	7
5.4 Elections .....	8
5.5 Balance date & Fees .....	8
5.6 Dispute Resolution.....	8
Schedule 2, sections 2 to 8 inclusive, Incorporated Societies Act 2022 .....	8
5.7 Winding Up .....	10
Annex 1. Consent to become a member.....	11

## 1. PURPOSE OF THE CONSTITUTION

The purpose of this Constitutional document is to define the objectives, membership rules, structure, and working protocol of the NZMPA in keeping with the Incorporated Societies Act 2022, herein referred to as the Act.

Changes to this Constitution may only be made with a mandate from the membership by way of a referendum.

## 2. ASSOCIATION IDENTITY & OBJECTIVES

### 2.1 NAME

The full name of this association is The New Zealand Maritime Pilots' Association Inc.

### 2.2 OBJECTIVES OF THE ASSOCIATION

1. To foster, develop and promote a continuously improving safety culture in marine pilotage.
2. To continuously improve standards in marine pilotage.
3. To promote best practice in marine pilotage, pilot training and professional development.
4. To keep abreast of emerging technologies and human science pertaining to marine pilotage.
5. To actively support the International Maritime Pilots Association's role as a consultative member of the International Maritime Organisation.
6. To facilitate knowledge sharing with all key stakeholders and organisations.

## 3. ASSOCIATION MEMBERSHIP

### 3.1 FULL MEMBER

A member who holds a current pilot's license of any class for any Pilotage Area in New Zealand, as defined by Maritime Rule – Part 90 and has consented to become a member.

Rights of full members:

1. Vote at General Meetings.
2. Attend executive committee meetings by agreement with the executive committee.
3. May be elected to the Executive Committee.
4. May be appointed to be Ex Officio Committee members or Advisory Panel members.
5. Request Extraordinary General Meetings to be held.

### 3.2 ASSOCIATE MEMBER

A member who has consented to become a member:

1. Has held a pilot's license of any class for any Pilotage Area in New Zealand, as defined by Maritime Rule – Part 90.
2. Holds a current pilot exemption certificate for any Pilotage Area in New Zealand, as defined by Maritime Rule – Part 90.
3. Has held a pilot exemption certificate for any Pilotage Area in New Zealand, as defined by Maritime Rule – Part 90.

4. Is a trainee pilot in New Zealand.
5. Is employed by or contracts to any New Zealand Port Company, pilotage provider, or shipping company.
6. Is an appointed Harbourmaster in New Zealand
7. Holds a current overseas pilot's license.
8. Honorary members as decided from time to time by General Meeting, as recommended by Executive Committee.
9. Life members as decided from time to time by General Meeting, as recommended by Executive Committee.

#### Rights of Associate members

1. Associate members may attend and engage with general meetings, but not vote.
2. Associate members may be appointed to the Advisory Panel.

### 3.3 COMMENCEMENT AND EXPIRY OF MEMBERSHIP

1. Application for Full or Associate Membership shall be made via the NZMPA website or by email to the Secretary, Treasurer or Ports Liaison.
2. Membership will commence on receipt and acceptance of the application by the Executive Committee, and on receipt of the annual subscription fee.
3. Subsequent annual subscription fees will be due on 1<sup>st</sup> April each year after receipt of the first subscription fee.
4. Membership will expire on July 1st after the due date of an annual subscription fee, if not received in full.
5. In exceptional circumstances, membership may be terminated by Executive Committee, subject to the dispute resolution process.

## 4. ASSOCIATION WORKINGS

### 4.1 STRUCTURE OF THE ASSOCIATION

1. The business of the Association is conducted by the Executive Committee.
2. Administrative functions may be performed by Ex Officio Committee members to support the Executive Committee.
3. The Executive Committee receives technical counsel from the Advisory Panel on request through the Chair of the Advisory Panel.

### 4.2 THE EXECUTIVE COMMITTEE

#### STRUCTURE OF THE EXECUTIVE COMMITTEE

1. The Executive Committee is made up as follows:
  - a. President (x1)
  - b. Vice President (x1)
  - c. Executive officer (x4)
2. Executive Committee members are full members, elected at General Meeting by the membership.
3. There should be at least one Executive Committee member from North and South Islands.
4. There should be no more than two Executive Committee members from any one New Zealand Port.

5. Where the Executive Committee sees fit, they may seek to vary the numbers of elected Executive Officers by a canvassing of the membership either at a General Meeting or by other means. At no time may the number drop below three (3) officers.
6. The Executive Committee may be augmented by any number of Ex Officio members.
7. The division of responsibilities among the Executive Committee shall be agreed internally by the Executive Committee.

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## ROLE OF THE EXECUTIVE COMMITTEE

1. To draw on the knowledge and experience of the membership.
2. To communicate regularly with the membership on matters related to its objectives by means of social media, periodical magazines, newsletters, or any other method.
3. To raise and efficiently manage funds for the purpose of pursuing its objectives.
4. To maintain cohesive working relationships with Government agencies and other key stakeholders.
5. To communicate regularly with IMPA and overseas pilotage associations and organisations on matters related to its objectives.
6. To provide expert representation or testimony to any Government body or investigative commission where requested.
7. To organise and record General Meetings and any special meetings for all members.
8. To maintain a register of all members.
9. Provide to the Registrar<sup>1</sup>, the name and contact details of one committee member who shall be designated as the "contact person" for all communications.
10. To provide auditable financial statements to the membership.
11. File financial statements to the Registrar, annually, within six months of the Inc. Soc.'s balance date, after presentation of the financial statements to the Annual meeting.
12. File an "annual return" to the Registrar: a confirmation that the Inc. Soc. Continues to operate legally. This shall be filed at the same time as the financial statement (there is a continuous minimum requirement of not less than ten members, to maintain legal status).
13. To maintain an interests register wherein an NZMPA member who is "interested" (i.e. conflicted), must disclose that interest, to have it recorded and appropriately managed, pursuant to the Incorporated Societies Act 2022, Cl63 – Duty to disclose interest.

Note <sup>1</sup> - as defined in the Act, the NZ Companies Office Registrar of Incorporated Societies.

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## DUTIES OF THE EXECUTIVE COMMITTEE

Notwithstanding the roles of Executive Committee members described in the previous paragraph, Executive Committee members are Designated Officers of the Incorporated Society as defined in the Act. As such they must:

1. Act in good faith and in the best interests of the Society.
2. Exercise powers for proper purpose only.
3. Comply with the Act and the Constitution.
4. Exercise reasonable care and diligence.
5. Not create a substantial risk of serious loss to creditors.
6. Not incur an obligation the officer doesn't reasonably believe the Society can perform.

#### 4.3 EX OFFICIO COMMITTEE MEMBERS

Ex Officio Committee members are full members or associate members, appointed by the Executive Committee to perform any administrative functions in support of the Executive Committee.

The appointment of ex-officio committee members does not relieve Executive Committee members of their duties under the Act.

#### 4.4 THE ADVISORY PANEL

##### STRUCTURE OF THE ADVISORY PANEL

1. Advisory Panel members may be full or associate members, appointed by the Executive Committee.
2. One Advisory Panel Member shall be appointed by the Executive Committee as Chair of the Advisory Panel and liaise directly with the President and Executive Committee.
3. The size of the Advisory Panel may vary and is decided by the Executive Committee.
4. The Advisory Panel should include no more than two pilots from any one New Zealand port.

##### THE ROLE OF THE ADVISORY PANEL

1. To research and provide both technical and non-technical advice to the Executive Committee when requested by the President.
2. To provide expert representation or testimony to any other party on behalf of the Association when requested by the President.

### 5. ASSOCIATION PROTOCOL

#### 5.1 EXECUTIVE COMMITTEE MEETINGS

Executive Committee meetings should be held at least quarterly either by online means or in person.

Executive Committee Meetings may be called at any time to consider any special circumstances.

Notification of Executive Committee meetings to the membership shall be at the discretion of the President.

The proceedings of every meeting shall be recorded by the Secretary or another and made available to the membership.

Full Members may attend and take part in Executive Committee meetings at the discretion of the President but may not vote.

The Quorum at Executive Committee Meetings shall be four, which must include the President or Vice President.

All decisions made by the Executive Committee shall be made by a majority vote. Where a vote is tied, the chairperson of that meeting may cast not only their deliberative vote but also their casting vote.

## 5.2 REFERENDA

Where the Executive Committee sees fit, a referendum of the views of the membership shall be polled either by way of a General Meeting or by other means.

Referenda shall be decided by a majority vote. Where a vote is tied, the status quo shall prevail unless the President exercises their casting vote to initiate the referendum proposal.

## 5.3 GENERAL MEETINGS

General meetings of the membership shall be called at least annually and may be physical or online meetings.

One such meeting shall be known as the Annual meeting.

The annual meeting agenda shall include the items required by S86(1)(a), (b) & (c) of the Incorporated Societies Act 2022.

(1)(a) an annual report on the operations and affairs of the society during the most recently completed accounting period:

(1)(b) the financial statements for that period:

(1)(c) notice of the disclosures, made under section 63 (disclosure of interests) during the period (including a brief summary of the matters, or types of matters, to which these disclosures relate).

The Annual meeting shall be held within six months of the Inc. Soc. balance date but must also allow for the requirement to deliver annual financial statements to the Registrar of Incorporated Societies within six months of the balance date.

General meetings may be called by the executive committee or by a petition from ten (10) or more members.

Where a petition from the members initiates a general meeting, it must be held within sixty days of receipt of the petition and must be announced to the members not less than thirty days before the meeting date.

Notice to the membership of at least thirty days shall be given prior to a general meeting along with requests for agenda items. Agenda items for General Meetings shall be posted at least seven (7) days prior to the General meeting.

The quorum for a general meeting shall be a minimum of 4 executive committee members plus a minimum of 7 full members.

## 5.4 ELECTIONS

Candidates for election to the Executive Committee may be put forward to the Executive Committee at any time.

Elections for proposed candidates shall be conducted at General Meetings either by a show of hands or by an online poll.

## 5.5 BALANCE DATE & FEES

The Society's financial year shall commence on 1st July of each year and end on 30th June (the latter date being the Society's balance date).

Fees for all membership types shall be decided at General Meetings and made public.

The total subscription fee and constituent parts (including IMPA membership capitation levy) shall be made publicly available.

## 5.6 DISPUTE RESOLUTION

### **SCHEDULE 2, SECTIONS 2 TO 8 INCLUSIVE, INCORPORATED SOCIETIES ACT 2022.**

#### **2 How complaint is made.**

(1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—

(a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates and whom the allegation is against; and

(c) sets out any other information reasonably required by the society.

(2) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—

(a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates.

(3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

(4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

#### **3 Person who makes complaint has right to be heard.**

(1) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

(2) If the society makes a complaint, —

(a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and

(b) an officer may exercise that right on behalf of the society.

(3) Without limiting the way the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if—

(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing (if any) is held before the decision maker; and

(d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

#### **4 Person who is subject of complaint has right to be heard.**

(1) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)—

(a) has engaged in misconduct; or

(b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or

(c) has damaged the rights or interests of a member or the rights or interests of members generally.

(2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

(3) If the respondent is the society, an officer may exercise the right on behalf of the society.

(4) Without limiting the way a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

(a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

(b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing (if any) is held before the decision maker; and

(e) the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **5 Investigating and determining dispute.**

(1) A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

(2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

#### **6 Society may decide not to proceed further with complaint.**

Despite clause 5, a society may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a member or an officer has engaged in material misconduct;
  - (ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act;
  - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

## **7 Society may refer complaint.**

- (1) A society may refer a complaint to—
  - (a) a subcommittee or an external person to investigate and report; or
  - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and decide.
- (2) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## **8 Decision makers.**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or (b) able to consider the matter without a predetermined view.

### **5.7 WINDING UP**

The Association may be wound up voluntarily if, at a general meeting of its members the Association passes a resolution requiring it so to be wound up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

In the event of there not being a quorum at a General Meeting, the purpose of winding up having been notified, the Executive Committee is so empowered to act alone to do this.

If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an income tax exemption or for some other charitable purpose within New Zealand.

## ANNEX 1. CONSENT TO BECOME A MEMBER

Consent, to become a member of the New Zealand Maritime Pilots' Association Incorporated. (NZMPA Inc.)

I..... (full name)

Address

.....  
.....

Post Code .....

Phone.....

E-mail.....

Consent to becoming an NZMPA Inc. member, abiding by all the clauses in the Constitution of that incorporated society, and any new rules or regulations which may be agreed by due process within the Constitution of NZMPA Inc..

Also

Pursuant to the Incorporated Societies Act 2022, Cl.63 – Duty to disclose interest, I disclose hereunder any interests which may conflict with activities of NZMPA Inc., from time to time, in the expectation that they will be appropriately managed where such conflict is deemed to exist.

Signed..... Date...../...../.....

Conflict disclosure:

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