

Rules of Physiotherapy New Zealand Incorporated

July 2018

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Rules of Physiotherapy New Zealand Incorporated

1. Name

1.1.1 The name of the organisation is the “Physiotherapy New Zealand Incorporated” (PNZ).

2. Definitions and Interpretation

2.1 In these rules:

Act means the Health Practitioners Competence Assurance Act 2003;

Approved Course means a course of study at an institution which in each case is approved by the Physiotherapy Board of New Zealand;

Branch means a branch of PNZ formed under rule 7;

Casual Vacancy means a vacancy that arises when a person does not serve out their full term of office;

CEO means the most senior employed executive of PNZ whether known as a chief executive officer, general manager or such other title decided by the PNZ Executive;

Database means the Membership database referred to in rule 6;

Designated Date means the date nine calendar months after the most recently held AGM unless it is a different date decided by the PNZ Executive;

Electronic Vote means a method of casting a vote, not by being present at a meeting but by such other method (for example but not limited to email or electronic means) as approved by the PNZ Executive;

Financial Year means the financial year of PNZ;

General Meeting or **GM** means a general meeting of Members of PNZ being an **Annual General Meeting** or **AGM** and/or a **Special General Meeting** or **SGM** as the context requires;

Member means member of PNZ and **Membership** means membership of PNZ;

Objects means the objects of PNZ in rule 4.1;

Ordinary Resolution means a resolution requiring the support of a majority of the votes cast;

PNZ Executive means the governing body of PNZ including the President, the **Elected PNZ Executive members** and up to two **Appointed PNZ Executive members** as set out in these rules;

Physiotherapy Board of New Zealand means the Board of that name established under the Act;

President means the president of PNZ;

Previous Rules means the PNZ rules in place immediately prior to adoption of these rules;

Special Interest Group or **SIG** is defined in rule 8;

Special Resolution means a resolution requiring the support of two thirds of the votes cast

Subscriptions means any fees, levies and other monies payable by Members as set by PNZ;

Tae Ora Tinana means Te Tiriti o Waitangi partner within PNZ.

2.2 In these rules:

- a. the singular includes the plural and vice versa;
- b. any reference to any act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. references to a person includes incorporated bodies and unincorporated groups;
- d. headings are for reference only and do not assist interpretation; and
- e. derivatives of any term defined in these rules have a corresponding meaning.

3. Status

3.1 PNZ is an incorporated society established under the Incorporated Societies Act 1908.

4. Objects

4.1 The Objects of PNZ are:

- a. to be the representative body for physiotherapists in New Zealand;
- b. to advocate for the physiotherapy profession on behalf of Members;
- c. to promote and maintain high quality, expertise, ethical standards and integrity in physiotherapy;
- d. to advance public health and education through physiotherapy;
- e. to promote training and education of people involved in the practice of physiotherapy and/or in the provision of physiotherapy services;
- f. to promote the benefits of physiotherapy to other health professionals and to the public;
- g. to ensure that PNZ meets its responsibilities under Te Tiriti o Waitangi and takes into consideration the needs of New Zealand's culturally diverse society; and
- h. to be a member organisation of the World Confederation for Physical Therapy.

5. Powers

5.1 PNZ has full powers, jurisdiction and authority and (except as restricted by these rules), may do all and any things to carry out its Objects, including:

- a. acquire or receive the benefit of any property and deal with property in any way (including borrow, invest, lend and give or obtain security);
- b. raise, levy and receive Subscriptions by any lawful method;
- c. establish, acquire or have interests in incorporated entities, trusts or other entities and utilise the assets of PNZ in, through or with them;
- d. produce, create, licence, use and protect intellectual property;
- e. determine who are its Members and others involved in PNZ and their entitlements, and withdraw, suspend, terminate or restrict Membership and other benefits;
- f. determine, implement and enforce processes for regulation of members including those for decision making, sanctions and penalties;
- g. determine the methods and structures to deliver national, regional and local benefits;
- h. make, alter, rescind and enforce rules, policies, plans, charters and procedures to effect the Objects, or for the governance and operation of PNZ;
- i. engage and dismiss employees and contractors;
- j. delegate powers of PNZ to any person, committee or sub-committee, advisory group, (the composition of any of which is not limited to Members) and for that purpose to establish, fund and set the terms of reference and structure;
- k. contract, engage or make any arrangements with any person to fulfil the Objects;
- l. be a member of or affiliate to and/or be associated in any way with any entity or group which has objects which are similar in whole or in part to the Objects in New Zealand and/or internationally;
- m. produce, publish and distribute any communications, newsletters or publications; and
- n. do any other acts or things which PNZ determines are incidental to or conducive to the attainment of the Objects.

6. Members

6.1 Categories

The categories of Membership are as determined by the PNZ Executive and as at the date of adoption of these rules are:

- a. **Full Member:** open to individuals registered under the Act whether practising or not and which may if so determined by the PNZ Executive include subcategories such as those existing at the date of the adoption of these rules which are full time, part time, first and second year graduate, non-earner, retired, and overseas;
- b. **Student Member:** open to individuals who are enrolled in an Approved Course and who are not registered under the Act;
- c. **Assistant Member:** open to individuals not registered under the Act who are working under the supervision of a registered physiotherapist;

- d. **Affiliate Member:** open to individuals who subject to approval of their membership at the discretion of the PNZ Executive:
 - i. are engaged in the business of physiotherapy that satisfies the criteria set in the PNZ Membership policy; or
 - ii. are interested members of the public;
- e. **Life Member:** an individual who is appointed to this category of membership by the PNZ Executive in recognition of their long and/or distinguished service to PNZ;
- f. **Honorary Fellow Member (physiotherapist):** an individual appointed to this category of membership by the PNZ Executive in recognition of their outstanding contribution to physiotherapy and/or to PNZ and/or in the field of public health;
- g. **Honorary Fellow Member (non-physiotherapist):** an individual person who is not a physiotherapist and who is appointed to this category of membership by the PNZ Executive in recognition of their outstanding contribution to physiotherapy and/or to PNZ and/or in the field of public health.

6.2 The number of Full Members must always exceed the number of Members in all other categories of Membership combined.

6.3 **Member Benefits and Obligations and Right to Vote**

The benefits and obligations of each category of Membership are as set out in the PNZ Membership policy and as the date of adoption of these rules include:

- a. All Members must conduct themselves in an ethical and professional manner and must comply with these rules, any requirements arising from these rules and with any code of conduct or other policy or process adopted by PNZ.
- b. All Members must pay Subscriptions to PNZ as required by PNZ.
- c. All Full Members, Assistant Members, Affiliate Members, Life Members and Honorary Members who have paid all Subscriptions (if any) required of them:
 - i. may belong to one Branch; and
 - ii. may belong to one or more SIGs, subject to satisfying the criteria for belonging;
 - iii. may belong to Tae Ora Tinana;
 - iv. subject to these rules, are eligible to: attend GMs; exercise one vote at GMs; vote for election of President and Elected PNZ Executive members; stand for committees of Branches and SIGs to which they belong; and vote for committees of Branches and SIGs to which they belong.
- d. Student Members have the same rights as other Members set out in rule 6.3c except they do not have rights to vote at GMs or for election of President and Elected PNZ Executive members.

6.4 **Applications and Changes of Category**

- a. Applications for Membership shall be made and determined in accordance with the PNZ Membership policy which will specify the process, any forms, any Subscriptions,

any proof required of qualifications or registration and any other requirements or considerations relating to applications for admission or readmission.

- b. If a Member wishes to change their Membership category and is eligible to do so they must do so in accordance with the PNZ Membership policy and unless otherwise specified in such policy must do so between the most recently held AGM and the Designated Date.
- c. If a Member's application for a change of category of Membership is declined they remain in their existing Membership category subject to rule 6.5.

6.5 Cessation of Membership

- a. A person ceases to be a Member if:
 - i. the Member's registration is cancelled under the Act;
 - ii. If an Assistant Member is no longer employed under the supervision of a registered physiotherapist;
 - iii. If a Student Member withdraws from or ceases their course of study before completion;
 - iv. any Subscriptions due from that Member remain unpaid by the 28th of February of the current financial year or other period as decided by PNZ; or
 - v. they no longer meet the requirements of their category of Membership; or
 - vi. if removed from Membership by PNZ in accordance with these rules and/or any other PNZ regulation; or
 - vii. if the person resigns their Membership by notifying PNZ.
- b. Any cessation of Membership or change in Membership category, shall not affect a person's liability for Subscriptions or other money then owing to PNZ, nor shall it affect their liability in respect of any breach of these rules occurring before cessation.
- c. If provided for in the PNZ Membership policy a Member whose Membership has ceased may apply for reconsideration of their status.
- d. A Member may have their Membership suspended for such period of time and on such conditions as may be determined by PNZ or as may be determined in accordance with regulations made by PNZ under rule 15.

6.6 Membership Database

Unless otherwise provided in PNZ policy:

- a. PNZ must maintain a Database which:
 - i. includes the following details for each Member: full name and postal address (and email if held), professional qualifications, Membership category, registration status under the Act, Branches and/or SIGs and other PNZ groups to which they belong, any Subscriptions arrears, and any action taken or being taken in relation to that Member; and
 - ii. includes other information as determined by PNZ.

- b. Members must maintain the accuracy of those details in the Database which PNZ authorises them to maintain or must notify PNZ in writing of changes.
- c. Upon request by a Member, PNZ shall disclose to that Member, the details of that Member held on the Database.
- d. The Database may be used for determining eligibility to benefits of Membership and for any other purposes as determined by PNZ subject to compliance with legal obligations in relation to any personal information.

7. Branches

7.1 Composition

- a. Branches are groupings of Members as determined by the PNZ Executive which are often but not necessarily based on regional location but where there must be a sufficient community and numbers of Members as may be approved by the PNZ Executive. Where it considers there is a need to do so the PNZ Executive shall determine the boundaries between Branches.

7.2 Roles

At the date of adoption of these rules the role of Branches includes:

- a. providing a forum for Members to discuss professional and business related matters and other matters of interest to Members of the Branch;
- b. identifying professional development opportunities and promoting, facilitating, organising and/or running educational opportunities for Members in that Branch either as a Branch initiative or in collaboration with PNZ and/or SIGs and/or other Branches and/or other health sectors;
- c. enquiring into and reporting to the CEO or the PNZ Executive on any matter which the CEO or the PNZ Executive considers it appropriate for a Branch to do so;
- d. operating in accordance with a terms of reference established by PNZ after consultation with Members belonging to that Branch and by way of example but not limited to finances, budget, risk management, annual plans, operations, reporting and accountability;
- e. protecting the interests of PNZ;
- f. contributing to development of policies and setting of standards as may be requested by PNZ;
- g. being a source of information for PNZ;
- h. liaising and forming relationships with tertiary institutions if required to do so by PNZ; and
- i. implementing any matter that the PNZ Executive or the CEO directs.

7.3 **Branch rules**

Each Branch is managed through a committee but must operate in accordance with the PNZ terms of reference for that Branch.

7.4 **Branch committee**

The Members belonging to a Branch who are eligible to vote at PNZ General Meetings shall elect from among themselves at a Branch meeting or by Electronic Vote a committee comprising not less than three committee members each of whom shall hold office for a term of three years. Committee members may be elected for further terms of office. The names of committee members shall be forwarded to PNZ. The role of the committee is to ensure that the Branch undertakes its role. The Branch committee must annually from among the committee appoint a chairperson to lead the committee.

7.5 **Branch awards**

Branches may establish a system of Branch awards or other recognition of achievement or service to the Branch or service to any group or entity that prior to 2018 performed a similar role to the Branch, provided that:

- a. the system and rules relating to conferral, withdrawal and other aspects are approved by PNZ and are set out in the PNZ terms of reference for the Branch; and
- b. any benefits to be conferred are in accordance with the PNZ terms of reference for the Branch.

8. Special Interest Groups

8.1 **Composition**

8.2 A SIG is a group of Members who have in common an interest in a specific area or aspect of physiotherapy and which the PNZ Executive determines is a SIG.

8.3 **Categories**

- a. The number and categories of Special Interest Groups, the terms on which they are formed, continued or discontinued, the benefits and obligations of belonging to SIGs and the role of SIGs are determined by the PNZ Executive;
- b. Members may belong to one or more SIGs;
- c. Each SIG shall set its criteria for belonging, subject to PNZ approval of the criteria.

8.4 **Roles**

At the date of adoption of these rules the role of a SIG includes:

- a. providing a forum to enable Members belonging to that SIG to discuss matters of interest to their SIG;
- b. providing a voice to PNZ on the interests of the SIG;
- c. if specifically authorised to do so by, and in accordance with PNZ requirements, providing a voice externally for that SIG;

- d. identifying professional development opportunities and promoting, facilitating, organising and/or running educational opportunities for Members belonging to that SIG either as a SIG initiative or in collaboration with PNZ and/or Branches and/or other SIGs and/or other health sectors;
- e. operating in accordance with a terms of reference established by PNZ after consultation with Members belonging to that SIG and by way of example but not limited to finances, budget, risk management, annual plans, operations, reporting and accountability;
- f. enquiring into and reporting to the CEO or the PNZ Executive on any matter which the CEO or the PNZ Executive considers it appropriate for a SIG to do so;

8.5 SIG rules

Each SIG is managed through a committee but must operate in accordance with the PNZ terms of reference for that SIG.

8.6 SIG committee

The Members belonging to a SIG who are eligible to vote at PNZ General Meetings shall elect from among themselves at a SIG meeting or by Electronic Vote a committee comprising not less than three members each of whom shall hold office for a term of three years. Committee members may be elected for further terms of office. The names of such persons shall be forwarded to the PNZ. The SIG committee must annually from among the committee appoint a chairperson to lead the committee.

8.7 SIG awards

SIGs may establish a system of SIG awards or other recognition of achievement or service to the SIG or service to any group or entity that prior to 2018 performed a similar role to the SIG, provided that:

- a. the system and rules relating to conferral, withdrawal and other aspects are approved by PNZ and are set out in the PNZ terms of reference for the SIG; and
- b. any benefits to be conferred are in accordance with the PNZ terms of reference for the SIG.

9. PNZ Executive

9.1 Composition

The PNZ Executive consists of at least 6 and not more than 7 individuals being:

- a. one elected President;
- b. three Elected PNZ Executive members;
- c. one Elected PNZ Executive member who is Māori;
- d. at least one and up to two Appointed PNZ Executive members who are appointed by the PNZ Executive after consideration of the factors listed in rule 9.3d.

9.2 The President and Elected PNZ Executive members:

- a. are nominated for office in accordance with the PNZ Nomination/Election/Appointment Policy and process which commences with PNZ calling for nominations for the positions of President and Elected PNZ Executive members. All financial Members are eligible to nominate and/or stand for the position of President and Elected PNZ Executive members. Only financial members identifying themselves as Māori and whose nomination has been endorsed by Tae Ora Tinana can stand for the position of the PNZ Executive member who is Māori. Nominees for office must provide such information as required in the PNZ Nomination Policy. To avoid doubt Members identifying themselves as Māori may stand for any Elected PNZ Executive positions;
- b. are elected by those Members who are eligible to and exercise their vote from the nominations at the AGM or by Electronic Vote prior to the AGM if so required by the PNZ Executive, provided that if the number of candidates nominated does not exceed one for President or the number of Elected PNZ Executive member vacancies then those candidates are deemed to be elected without requirement for an election.
- c. commence their term of office from the end of the AGM at which their appointment is announced or from such date as decided by the PNZ Executive;
- d. cease their term of office at the third AGM following the date of the appointment or such earlier date that they are required to retire if filling a Casual Vacancy, or having reached the maximum consecutive years in office, or ceasing their office whether under rule 9.2f below or by resignation, death, incapacity, moving overseas, Special Resolution at a PNZ Executive meeting or otherwise;
- e. in the case of the President must have served on the PNZ Executive before they are eligible to stand for the position of President;
- f. The following persons are not eligible for nomination, appointment, election, or to remain in office as President or as a PNZ Executive member:
 - i. a person who is not registered under the Act unless they are an Appointed PNZ Executive Member;
 - ii. a person who is an employee of, or contractor to PNZ;
 - iii. a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967;
 - iv. a person who has been convicted of any offence punishable by a term of imprisonment of two or more years (whether or not imprisonment is imposed) unless the person has obtained a pardon or has served the sentence imposed on them;
 - v. a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or who is prohibited from involvement in a charity under the Charities Act 2005;
 - vi. a person who is subject of a Special Resolution of the PNZ Executive removing that person from the PNZ Executive.
- g. Elected PNZ Executive members cannot serve more than six years consecutively in office as Elected PNZ Executive members. The President cannot serve more than six

years consecutively in office as the President. To avoid doubt an Elected Executive member could serve 6 years on the PNZ Executive followed by another 6 years if elected as President. A person filling a Casual Vacancy continues the term of the person they replace and for the purposes of calculating their consecutive years in office a part year in office is rounded up to the whole year.

- 9.3 The up to two Appointed PNZ Executive members who are appointed by the PNZ Executive:
- a. are subject to the eligibility requirements set out in rule 9.2f and are appointed by such process as the PNZ Executive decides after considering any recommendations made by the PNZ Executive rules and policies committee (see rule 9.11);
 - b. commence their term of office from the termination of the AGM at which the appointment is announced or from such date as decided by the PNZ Executive;
 - c. unless they have a shorter term set for them by the PNZ Executive, cease their term of office at the third AGM following the date of the appointment or such earlier date that they are required to retire if filling a Casual Vacancy, having reached the maximum consecutive years in office, or cease their office whether by resignation, death, incapacity, moving overseas, special resolution at a PNZ Executive meeting, cease to be eligible under rule 9.2f, or otherwise;
 - d. and any PNZ Executive Casual Vacancies are determined by the PNZ Executive after considering:
 - i. the ability and willingness of a candidate to make a substantial commitment and contribution to the governance of PNZ;
 - ii. commercial and governance experience;
 - iii. ensuring that people with an appropriate mix of skills are on the PNZ Executive to assist it to fulfil its role and add value to PNZ; and
 - iv. any other requirements, criteria and process as set out in the PNZ rules and policies relating to appointments to the PNZ Executive.
 - e. are eligible to seek re-appointment but cannot serve more than six years consecutively in office. A person filling a Casual Vacancy continues the term of the person they replace and for the purposes of calculating their consecutive years in office a part year in office is rounded up to the whole year.

9.4 **Role of PNZ Executive**

The role of the PNZ Executive includes:

- a. being the ultimate source of authority for PNZ and unless otherwise stated in these rules exercising all powers of PNZ;
- b. controlling Membership of PNZ and PNZ Membership Policy;
- c. acting in the best interests of, and representing PNZ and its Members;
- d. setting the policies, establishing committees and delegating authority for any aspect of PNZ;

- e. using the collective skills of PNZ Executive members to provide good governance and stewardship of PNZ;
- f. developing a strategic plan for PNZ;
- g. developing an annual plan, budget and key performance indicators;
- h. appointing a CEO, setting the terms of that appointment including remuneration and key performance indicators and implementing a mechanism for assessing the performance of the CEO;
- i. developing, reviewing and monitoring risk and compliance, risk management and health and safety policies, operational policies and terms of reference for Branches and SIGs;
- j. ensuring preparation of the annual report and accounts;
- k. appointing auditors and arranging any audit required by these rules;
- l. appointing the chair of the PNZ Executive.

9.5 Meetings

The PNZ Executive:

- a. must meet at least five times each year at times as required by the chair of the PNZ Executive or as required by four PNZ Executive members;
- b. except in the case of emergency must give ten days written notice of a meeting of the PNZ Executive to each PNZ Executive member and shall, if practicable, contain a statement of intended business;
- c. may meet in person or by teleconference or by other means by which those participating may hear each other simultaneously;
- d. unless otherwise specified in these rules or in PNZ policy, regulates its meeting rules and procedures as it sees fit;
- e. quorum for a meeting is a majority of PNZ Executive members;
- f. must ensure that minutes are kept of all PNZ Executive meetings;
- g. must annually from among PNZ Executive members elect the chair of the PNZ Executive whose role is to manage and facilitate PNZ Executive meetings.

9.6 All PNZ Executive members have one vote at PNZ Executive meetings. The chairperson does not have an additional casting vote.

9.7 Decisions of the PNZ Executive are by Ordinary Resolution (unless otherwise required by these rules) by voice or if requested by the chair by a show of hands and if requested by the chair of the meeting or by any five PNZ Executive members then by secret ballot. A resolution in writing forwarded to all PNZ Executive members shall be valid if it is assented to in writing by the required majority for the resolution.

9.8 The CEO is to attend PNZ Executive meetings unless otherwise required by the PNZ Executive.

9.9 Reimbursement/Remuneration

PNZ Executive members and the President are to have all appropriate expenses directly relating to performance of their role reimbursed. PNZ Executive members may be remunerated at such levels as are in place at the date of adoption of these rules. Any increases in the levels of remuneration of PNZ Executive members and/or the President may be proposed by the PNZ Executive but do not take effect unless approved in accordance with the following process:

- a. the PNZ Executive recommends to the Members at the AGM that:
 - i. PNZ Executive member and/or President remuneration should be increased to a specified level or within a specified range; and
 - ii. the Members approve the recommendation by Ordinary Resolution at the AGM.

9.10 Committees

The PNZ Executive shall establish committees including but not limited to: a finance, risk and audit committee; and a rules & policies committee.

9.11 The PNZ Executive rules and policies committee shall as part of the role specified for it by PNZ Executive policy:

- a. consider and make recommendations to the PNZ Executive of individuals for Appointed PNZ Executive member positions; and
- b. when making recommendations to the PNZ Executive of individuals for Appointed PNZ Executive member positions have not less than two thirds of its committee made up of PNZ Executive members who are not due to retire at the next AGM.

9.12 Every committee established by the PNZ Executive shall have a Terms of Reference prescribed for it by the PNZ Executive.

10. President and Vice-President

Election

10.1 The nomination, election and term of office of the President is dealt with in rule 9.

Role

10.2 In addition to the role of a PNZ Executive member the President:

- a. represents PNZ externally as the head of PNZ;
- b. is the face of PNZ to the public;
- c. chairs GM's but does not chair PNZ Executive meetings unless elected as chairperson by the PNZ Executive members.

10.3 The PNZ Executive may in its discretion appoint a member of the PNZ Executive to be a Vice-President to assist in performance of the Presidents role.

- 10.4 If the President is unable for any reason to continue the role of President or is temporarily absent for a period of time for which the PNZ Executive may decide there is a need for someone to fill the role of President. If so a Vice-President shall be appointed from among the PNZ Executive members by the PNZ Executive to temporarily perform the role of President for the period of inability and/or absence of the President but not for a period beyond the next AGM.

11. PNZ meetings

11.1 Annual General Meeting

PNZ shall hold an Annual General Meeting on a date within 5 months of the end of the PNZ financial year such fixed by the PNZ Executive. PNZ must give Members and PNZ Executive members not less than 60 days notice of the date, time and venue of the AGM and not less than 21 days notice of the agenda for the AGM and such information as to enable a Member to form a view on the agenda items. An item of business is included on the agenda if the PNZ Executive requires an item to be included or if PNZ receives not less than 30 days before the date of the AGM a notice of an item signed by not less than 15% of the Members eligible to vote.

11.2 The purpose of the AGM is to:

- a. receive the annual report and audited financial statements of PNZ;
- b. receive a presentation on the five year or three year plan and/or progress of the plan;
- c. announce the President and the PNZ Executive members for the ensuing year;
- d. appoint an auditor;
- e. record the awards of Life Membership, Honorary Fellow Membership or other distinctions made during the year (if any); and
- f. consider any other business on the agenda.

Special General Meeting

11.3 The PNZ Executive:

- a. may itself decide to call a Special General Meeting; and
- b. must call a SGM within 60 days of receiving a request for a SGM be called which:
 - i. states the purpose of the proposed meeting; and
 - ii. is signed by not less than 15% of Members who are eligible to vote;
- c. must give Members and PNZ Executive members not less than 28 days notice of the date, time, venue and purpose of the SGM.

Meeting Procedures

11.4 Members, PNZ Executive members, the CEO, staff and any others invited by PNZ may attend a General Meeting.

11.5 The quorum for a GM is 25 Members present who are eligible to vote.

- 11.6 Members who are eligible to vote can vote at GMs and in Electronic Voting unless restricted from doing so by these rules or by PNZ policy.
- 11.7 At a GM if the attendees do not form a quorum then the GM is delayed until such time as a quorum is filled provided that if still not filled then such number in attendance half an hour after the scheduled start of the AGM is deemed to be a quorum. If there is no quorum half an hour after the scheduled start of a SGM the SGM is cancelled.
- 11.8 The procedures for GMs shall be as set out in PNZ policy and if not covered then as determined by the chair of the meeting.

Notices

- 11.9 Any notices in relation to a GM or as otherwise required in these rules may, unless otherwise specified, be given by such method (for example post, e-mail, notification on a website or other method) as determined by PNZ.
- 11.10 Any irregularity, error or omission in notices, agendas and relevant papers for a GM or the omission to give notices within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organisation of a GM shall not invalidate a GM nor prevent a GM from proceeding provided that:
- a. The chair in their discretion determines that it is still appropriate for the GM to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the GM and such motion is passed by Special Resolution.

12. Finance and Audit

- 12.1 The Financial Year is 1 July to 30 June unless otherwise determined by the PNZ Executive.
- 12.2 The PNZ Executive must ensure that proper financial records are kept, the annual statements of account are audited, and that it has appropriate policies for all aspects of management of PNZ finances.
- 12.3 PNZ funds may be invested in such manner as determined by the PNZ Executive.

13. Prohibition on Private Pecuniary Profit

- 13.1 No Member or any person associated with a Member shall participate in or materially influence any decision made by PNZ in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever. 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). The provisions and effect to this rule shall not be removed from these rules and shall be included and implied into any rule replacing this rule.
- 13.2 Reimbursement of reasonable expenses properly incurred by a Member in connection with the affairs of PNZ may be made in accordance with PNZ policy.

14. Limitation of liability and indemnity

- 14.1 No current or former member of the PNZ Executive has any liability to PNZ or the Members for any act or omission in their capacity as a member of the PNZ Executive except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.
- 14.2 Each current or former member of the PNZ Executive is indemnified by and out of the assets of PNZ against:
- a. any liability arising out of any act or omission in their capacity as a member of the PNZ Executive excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
 - b. costs incurred by them in any proceeding relating to such liability.
- 14.3 This rule is intended to be enforceable by each current or former member of the PNZ Executive.

15. Membership regulation processes

- 15.1 The PNZ Executive shall adopt policies and processes it considers appropriate to regulate Members and their obligations as Members.
- 15.2 The PNZ Executive may also adopt policies requiring Members to adhere to processes that it considers will assist with fair, efficient and timely resolution of or decisions on disputes that arise between any Members.

16. Seal

- 16.1 PNZ must have a common seal which is to be used in accordance with PNZ policy and in the absence of such policy then as determined by the PNZ Executive.

17. Alteration to Rules

- 17.1 These rules can only be changed by Special Resolution at a General Meeting and may only be proposed by:
- a. written notice received by PNZ at least 50 days prior to the AGM or as a separate request for a SGM under rule 11 and in each case setting out the change and signed by not less than 15% of Members eligible to vote; or
 - b. the PNZ Executive.
- 17.2 No addition to, alteration of, or removal of the rules relating to the Objects (rule 4), prohibition on private pecuniary profit (rule 13) or liquidation and disposition of assets (rule 18) shall be permitted if it would cause PNZ to cease to qualify for preferential tax status as a not for profit entity.

18. Liquidation and disposition of assets

- 18.1 PNZ may be voluntarily liquidated if, at a General Meeting a Special Resolution is passed requiring PNZ to be liquidated and the resolution is confirmed by a further Special Resolution passed at a subsequent General Meeting called for that purpose and held not earlier than 30 days and not later than 60 days after the date on which the original resolution was passed.
- 18.2 If, upon the liquidation of PNZ, there remains after the satisfaction of all PNZ debts and liabilities any property whatsoever, the property shall be given to some other entity or entities having not for profit objects similar to the Objects of PNZ. The decision as to the entity or entities to receive such property shall be decided by Ordinary Resolution of the Members eligible to vote and voting and in the absence of any decision then as determined by the High Court of New Zealand, but in no circumstances are the funds to be distributed to the Members.

19. Savings

- 19.1 If any matter arises in relation to PNZ that is not provided for in these rules, the matter shall be dealt with as required by the PNZ Executive, or if it arises in relation to conducting a meeting then as required by the chair of the meeting.

20. Transition

- 20.1 The following rules apply to facilitate transition of PNZ from the Previous Rules to these rules. In the event of any inconsistency between rule 20 and any other rule in these rules, rule 20 shall apply to the extent of the inconsistency and the other rule shall not.
- 20.2 A Member who immediately prior to adoption of these rules is a Member under the Previous Rules is deemed to be a Member in such category under these rules as determined by PNZ.
- 20.3 A person who immediately prior to adoption of these rules is a Life Member or an Honorary Fellow Member under the Previous Rules is deemed to have Life Membership or Honorary Fellow Membership under these rules.
- 20.4 The President and five National Executive members who are elected under the Previous Rules to start their terms and/or continue their terms at the conclusion of the 2018 AGM are deemed to comprise the entire PNZ Executive for the period from the end of the 2018 AGM until the end of the 2019 AGM (interim period). In this interim period the PNZ Executive comprises those six persons only and the quorum for PNZ Executive meetings shall be four PNZ Executive members. During this interim period:
- a. the interim PNZ Executive may exercise all powers of the PNZ Executive under these rules as it decides, and
 - b. the interim President shall exercise the role allocated under these rules to the President, and
 - c. the interim PNZ Executive by such process as it decides must identify and appoint at least one of the up to two PNZ Executive Appointed PNZ Executive members for a term of two years commencing from the end of the 2019 AGM and expiring at the end of the 2021 AGM and if two are appointed then the other for a term of either one year

expiring at the end of the 2020 AGM or of three years expiring at the end of the 2022 AGM as determined by the interim PNZ Executive;

- d. The interim PNZ Executive must take action to enable:
 - i. Branches, SIGs and other components as it deems necessary of the new PNZ structure set out in these rules and to enable operation of election or appointment or other processes to put in place the Branch and SIG committees by no later than 1 July 2019; and
 - ii. elections of the required number of Elected PNZ Executive members by Electronic Voting processes so that the successful candidates are announced by no later than the 2019 AGM with such PNZ Executive members to commence their terms at the end of the 2019 AGM.

20.5 To ensure rotation of PNZ Executive members:

- a. The four persons on the interim PNZ Executive who under the Previous Rules are due to retire at the end of the 2019 AGM shall still cease their terms of office at the end of the 2019 AGM;
- b. The President elected under the Previous Rules at the 2018 AGM and due under those rules to cease their term at the 2020 AGM shall still cease their term at the 2020 AGM;
- c. One other interim PNZ Executive member elected at the 2018 AGM and due under the Previous Rules to cease their term at the 2020 AGM shall still cease their term at the 2020 AGM;
- d. of the 3 Elected PNZ Executive members to be elected to commence their terms of office from the end of 2019 AGM one of them shall serve a term of two years expiring at the end of the 2021 AGM and the other two (including the Elected PNZ Executive member who is Māori shall serve terms of three years expiring at the end of the 2022 AGM;
- e. one PNZ Executive Appointed member shall serve a term of two years expiring at the end of the 2021 AGM and if another is appointed the other shall serve a term of either one year expiring at the end of the 2020 AGM or three years expiring at the end of the 2022 AGM as may be determined by the interim PNZ Executive;
- f. with reference to clause 20.5d above and excluding the Elected PNZ Executive member who fills the Māori position, the one Elected PNZ Executive member to serve a term of two years and the one to serve a term of three years shall be determined by agreement between the two persons involved but if they do not agree then by lots drawn by them.

20.6 For the purposes of calculating restrictions on consecutive terms of office in rules 9.2g and 9.3e the following terms shall each count as terms of three years:

- a. a term of two years served on the PNZ Executive expiring at end of the 2018 AGM;
- b. a term of two years served by the President referred to in rule 20.5b;
- c. a term of two years served by the PNZ Executive member referred to in rule 20.5c;

- d. the terms of either one or two years (as the case may be) of the PNZ Executive Appointed member referred to in rule 20.5e.

20.7 During the period from the date of adoption of these rules until completion of full implementation of the new structure in these rules as decided by the interim PNZ Executive or the PNZ Executive, (“the transition period”) the interim PNZ Executive and/or the PNZ Executive may amend any requirement for, and/or the date by which these rules require anything to be done. This rule is to enable flexibility in the transition of PNZ from the Previous Rules to these rules and to correct any unintended consequences occurring through different wording being used. In addition the interim PNZ Executive and/or PNZ Executive has discretion in the transition period to decide any issue arising including where such issue would normally be or is required to be guided or determined by a code, policy or process or other thing and that code, policy or process or other thing is not yet in place or does not yet exist.