

# New Zealand College of Public Health Medicine Incorporated

## Constitution

Incorporated society number: #2172089

Adopted at the General Meeting held on: 4 June 2025

Signed by 2 members:

A handwritten signature in dark ink, appearing to be 'J. De' or similar, with a stylized, cursive script.A handwritten signature in blue ink, appearing to be 'X' or similar, with a stylized, cursive script.

## TABLE OF CONTENTS

<b>PART 1 – STRUCTURE</b>	<b>5</b>
1. Name	5
2. Effect of Constitution	5
3. Interpretation	5
4. Construction	9
5. Registered Office	10
6. Powers	10
7. Charitable registration	11
<b>PART 2 – PURPOSES</b>	<b>11</b>
8. Purposes	11
9. Guiding principles	13
10. No private pecuniary profit	14
<b>PART 3 – MEMBERSHIP</b>	<b>15</b>
11. Minimum number of Members	15
12. Categories of Members	15
13. Eligibility for Membership	15
14. Applications for Membership	16
15. Fellows	16
16. Associate Members	17
17. Registrars	18
18. The Māori Caucus	18
19. The Pasifika Caucus	19
20. Member obligations	19
21. Member entitlements	19
22. Membership Fees	20
23. Member liability	20
24. Register of Members	21
25. Access to the Register of Members	21
26. Access to other information by Members	21
27. Ceasing to be a Member	23
<b>PART 4 – GENERAL MEETINGS</b>	<b>24</b>
28. Annual General Meetings	24
29. Extraordinary General Meetings	25
30. Notice of General Meetings	25
31. Motions	26
32. General Meeting procedures	26
33. Decisions at General Meetings	27
34. Voting at General Meetings	27
35. Written resolutions in lieu of General Meetings	28
<b>PART 5 – GOVERNANCE</b>	<b>29</b>
36. Council composition and membership	29

37.	Election of Council Members .....	30
38.	Election of Māori Council Members.....	30
39.	Election of Pasifika Council Member .....	31
40.	Election of Registrar Council Member .....	31
41.	Term of office .....	32
42.	Interim Vacancy .....	33
43.	Functions and powers of the Council .....	34
44.	President.....	35
45.	Contact Person.....	35
46.	Committees.....	35
47.	General Manager.....	36
48.	Duties of Officers.....	37
49.	Grounds for removal from office.....	38
50.	Indemnity and insurance.....	38
<b>PART 6 – LEGAL AND FINANCIAL MATTERS.....</b>		<b>39</b>
51.	Method of contracting .....	39
52.	Common Seal .....	40
53.	Use of College name .....	40
54.	Control and management of finances .....	40
55.	Accounting records and financial statements.....	41
56.	Audit .....	41
<b>PART 7 – PROCEDURES FOR RESOLVING DISPUTES .....</b>		<b>41</b>
57.	Guiding principles.....	41
58.	Complaints about a Member .....	42
59.	Escalation to the Council .....	42
60.	A Member’s grievance against the College or another Member .....	43
61.	Investigating and determining complaint or grievance.....	43
62.	General Manager or Council may decide not to investigate complaint or grievance.....	43
63.	Council may refer complaint to committee or other investigator .....	44
64.	Decision-makers .....	44
65.	Decisions.....	44
<b>PART 8 – ADMINISTRATION.....</b>		<b>45</b>
66.	Amendments to Constitution.....	45
67.	Bylaws .....	45
68.	Winding up.....	45
69.	Matters not provided for.....	46
70.	Governing law.....	46
<b>SCHEDULE 1: PROCEEDINGS OF THE COUNCIL .....</b>		<b>47</b>
1	Meetings .....	47
2	Notice of meetings.....	47
3	Methods of holding meetings .....	47
4	Quorum .....	48

NEW ZEALAND COLLEGE OF PUBLIC HEALTH MEDICINE INCORPORATED CONSTITUTION

5	Adjournment.....	48
6	Chairperson .....	48
7	Voting on motions .....	48
8	Minutes .....	49
9	Interests Register .....	49
10	Duty to disclose conflicts of interest .....	49
11	Voting by Interested Officers .....	50
12	Consequences of failing to disclose interest .....	50
13	Validity of proceedings .....	50
14	Council may regulate other proceedings .....	50

## **NEW ZEALAND COLLEGE OF PUBLIC HEALTH MEDICINE INCORPORATED CONSTITUTION**

### **PART 1 – STRUCTURE**

#### **1. Name**

The name of the College is the *New Zealand College of Public Health Medicine Incorporated*, which is abbreviated in this Constitution to “**the College**”.

#### **2. Effect of Constitution**

- 2.1 This Constitution has no effect to the extent that it contravenes, or is inconsistent with, the Act or any other legislation.
- 2.2 Subject to the Act, this Constitution is binding, in accordance with its terms,
- (a) as between –
    - (i) the College and each Member; and
    - (ii) each Member; and
  - (b) on each Officer.

#### **3. Interpretation**

- 3.1 In this Constitution, unless the context otherwise requires:

*Act* means the Incorporated Societies Act 2022;

*Advanced Registrar* is a Registrar who has successfully advanced beyond a level of basic training and who has been admitted to the College as an Advanced Registrar under rule 17.4 (*Advanced Registrars*);

*Annual General Meeting* means an annual general meeting of Members convened pursuant to rule 28 (*Annual General Meetings*);

*Annual Report* means a report, prepared by or on behalf of the President, on the operations and affairs of the College during the most recently-completed accounting period, and on any other relevant matters;

*Associate Member* means a Member of the College under rule 16 (*Associate Members*);

*Associated*, and other expressions indicating the association of persons with each other, have the meanings given by section YA 1 of the Tax Act;

*Balance Date* means 31 December, or any other date adopted by the Council by resolution as the date to which accounts are to be made in each year;

*Basic Registrar* is a Registrar who is currently undergoing a level of basic training and who has been admitted to the College as a Basic Registrar under rule 17.1 (*Basic Registrars*);

*Bylaw* means a bylaw of the College promulgated under rule 67 (*Bylaws*);

*Charities Act* means the Charities Act 2005;

*College* means the New Zealand College of Public Health Medicine Incorporated;

*Common Seal* means the seal of the College referred to in rule 52 (*Common Seal*);

*Complaints Committee* means a committee of the Council convened under rule 58 (*Complaints about a Member*);

*Constitution* means this constitution, as it may be altered from time to time in accordance with its terms and with the Act;

*Contact Person* means a person who has been elected or appointed, in accordance with this Constitution, as the main point of contact for the Registrar of Incorporated Societies;

*Council* means the committee established under rule 36 (*Council composition and membership*) comprising 9 to 10 natural persons, elected or co-opted under this Constitution, responsible for managing the operation and affairs of the College;

*Council Member* means a person serving on the Council of the College;

*Education and Training Committee* means the College committee referred to as the Education and Training Committee and continued under rule 46.3(a) (*Committees*);

*Extraordinary General Meeting* means a special general meeting of Members convened pursuant to rule 29 (*Extraordinary General Meetings*);

*Fellow* means a Member of the College under rule 15 (*Fellows*), and *Fellowship* has a corresponding meaning; for the avoidance of doubt, the term *Fellow* does not include Retired Fellows or Honorary Fellows unless specifically stated otherwise;

*Finance and Risk Committee* means the College committee referred to as the Finance and Risk Committee and continued under rule 46.3(c) (*Committees*);

*Financial Gain* has the meaning given by sections 23 and 24 of the Act;

*Financial Year* means any year or other accounting period ending on a Balance Date;

*General Manager* means the staff member appointed by the Council and employed by the College under rule 47 (*General Manager*);

*General Meeting* means either an Annual General Meeting or an Extraordinary General Meeting;

*Honorary Fellow* means a Member of the College under rule 15.4 (*Honorary Fellowship*), and *Honorary Fellowship* has a corresponding meaning;

*Inaugural Council* means the group of persons holding office as the council of the College immediately prior to the adoption of this Constitution;

*Intellectual Property* means all rights and/or goodwill in any copyright works, business names, names, trademarks (or signs), logos, designs, patents, or service marks, of or relating to the College or any event promoted or administered by the College;

A person is *Interested* in a Matter if the person:

- (a) may obtain a financial benefit from the Matter;
- (b) is the spouse, civil union partner, de facto partner, parent, child, grandparent, grandchild, sibling, nephew, niece, uncle, aunt or first cousin of a person who may obtain a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates;

(d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or

(e) is otherwise directly or indirectly interested in the Matter,

and *Interest* has a corresponding meaning, provided that a person is not Interested in a Matter:

(f) merely because they receive an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or

(g) if their interest is the same or substantially the same as the benefit or interest of all or most other Members of the College due to their Membership; or

(h) if their interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in carrying out their responsibilities under the Act or this Constitution;

*Interests Register* means the register of disclosures required to be kept under rule 9 of schedule 1 (*Interests Register*);

*Interim Vacancy* has the meaning given by rule 42 (*Interim Vacancy*);

*Māori Caucus* has the meaning given by rule 18 (*The Māori Caucus*);

*Māori Council Member* means a member of the Māori Caucus who has been elected by the Māori Caucus under rule 38 (*Election of Māori Council Members*) to hold office as a Council Member under rule 36.2(c) (*Council composition and membership*);

*Matter* means –

(a) the College's performance of its activities or exercise of its powers; or

(b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the College;

*Member* means a member of the College as specified in Part 3 (*Membership*), whether they be a Fellow, an Honorary Fellow, a Retired Fellow, an Associate Member, or other type of member of the College as specified in this Constitution;

*Membership Fee* means a subscription, or other amount, payable by a Member to the College as specified in rule 22 (*Membership Fees*);

*Membership Form* means the prescribed application for Membership form (if any) for the relevant category of Membership, or any other form which the College agrees is suitable for collection of information and consent from persons seeking to be Members of the College;

*New Zealand College of Public Health Medicine* means the College;

*New Zealand College of Public Health Medicine Public Health Medicine Training Programme* means a training programme in Public Health Medicine approved by the Council from time to time;

*Officer* means a Council Member and any other person deemed by law to be an officer of the College;

*Ordinary Resolution* means a resolution passed by a majority of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring;

*Pasifika Caucus* has the meaning given by rule 19 (*The Pasifika Caucus*);

*Pasifika Council Member* means the person elected by the Pasifika Caucus under rule 39 (*Election of Pasifika Council Member*) to hold office as a Council Member under rule 36.2(i) (*Council composition and membership*);

*Policy Committee* means the College committee referred to as the Policy Committee and continued under rule 46.3(b) (*Committees*);

*President* means the Council Member who is the chairperson of the Council in accordance with rules 36.2(a) (*Council composition and membership*) and 44 (*President*);

*President-Elect* means the Council Member who is elected as the President-in-waiting of the Council in accordance with rule 36.2(b) (*Council composition and membership*) and who, to ensure continuity and familiarity with Council business, is expected to assume the role of President once the incumbent President's term ends;

*Proxy* means a Member, who must be entitled to vote, and who has been appointed by another Member, who must also be entitled to vote but who is not able to attend the General Meeting in respect of which the Proxy has been appointed in person, provided that the Proxy has been duly appointed in writing in accordance with rule 34 (*Voting at General Meetings*);

*Public Health Medicine* means the vocational scope of medical practice concerned with the health and health care of populations and population groups. It includes:

- (a) the assessment of health and health care needs;
- (b) the development of policy and strategy;
- (c) the promotion of health;
- (d) the control and prevention of disease; and
- (e) the organisation of services;

*Public Health Medicine Specialist* means a medical practitioner who is practising in the vocational scope of Public Health Medicine, and who is eligible for vocational registration by the Medical Council of New Zealand (CC35628);

*Purposes* means the purposes of the College as set out in rule 8 (*Purposes*);

*Qualified Auditor* has the meaning given to that term by section 42D of the Charities Act;

*Register of Members* means the register of Members described in rule 24 (*Register of Members*);

*Registered Office* has the meaning given by rule 5 (*Registered Office*);

*Registrar* means a medical practitioner training in Public Health Medicine who is formally registered in the New Zealand College of Public Health Medicine Public Health Medicine Training Programme and has been admitted to the College as either a Basic Registrar or an Advanced Registrar;

*Registrar Committee* means the College committee referred to as the Registrar Committee and continued under rule 46.3(d) (*Committees*);

*Registrar Council Member* means the Associate Member who has been elected by the Registrars to be the chairperson of the Registrar Committee, which person holds office as a Council Member *ex officio* under rule 36.2(d) (*Council composition and membership*);

*Registrar of Incorporated Societies* means the registrar of incorporated societies, as defined in section 3 of the Act;

*Related Person* for the purposes of rule 10 (*No private pecuniary profit*), and in relation to any business to which section CW 42 of the Tax Act applies, means a person specified in paragraphs (i) to (iv) of subsection 5(b) of that section, the persons currently specified being:

- (a) a settlor or trustee of the trust by which the business is carried on; or
- (b) a shareholder or director of the company by which the business is carried on; or
- (c) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or
- (d) a person Associated with a settlor, trustee, shareholder or director already mentioned in this definition;

*Retired Fellow* means a Member of the College under rule 15.6 (*Retired Fellows*);

*Special Resolution* means a resolution passed by at least 2/3 of the votes properly cast by those Fellows entitled to vote, and either present in person or who have exercised a vote by Proxy, at the General Meeting at which the vote is occurring;

*Tax Act* means the Income Tax Act 2007; and

*Online Meeting* means a meeting where the participants are contemporaneously linked by telephone, video link, or other means of instant audio, or audio and visual, or electronic communication whereby all participants can simultaneously hear each other throughout the meeting.

- 3.2 Subject to rule 3.1, expressions which are defined in the Act (whether generally or for the purposes of one or more particular provisions) have the meanings given to them by the Act.

#### **4. Construction**

In the construction of this Constitution, unless the context otherwise requires:

- (i) *charitable purpose* has the meaning given to that term in the Charities Act;
- (ii) *contents page and headings*: the contents page and the headings appear as a matter of convenience only and are to be ignored in construing this Constitution;
- (iii) *defined terms*: words or phrases appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them in this Constitution. If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (iv) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;

- (v) *inclusion*: words such as *including* and *for example* are not, and should not be interpreted to be, words of limitation, unless otherwise explicitly stated;
- (vi) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended, substituted, or re-enacted and, unless the context otherwise requires, includes any regulations, orders or notices made under that legislation;
- (vii) *person*: references to *persons* include natural persons, firms, bodies corporate, corporations, unincorporated associations, and authorities, and *firm* includes a partnership. A reference to a *person* includes the legal personal representatives, successors, and permitted assigns of that person;
- (viii) *rules, parts, schedules and sections*: a reference to a *rule*, a *part*, or a *schedule* is to a rule, part, or schedule of this Constitution, unless otherwise stated. The schedule to this Constitution forms part of this Constitution. A reference to a section is to a section of the Act unless otherwise stated;
- (ix) *singular, plural and gender*: the singular includes the plural and *vice versa*, and words denoting any gender include all genders;
- (x) *spouses*: a reference to a *spouse* includes a civil union partner or a de facto partner; and
- (xi) *working day* has the meaning given by the Legislation Act 2019.

## 5. Registered Office

The Registered Office of the College shall be at level 3, Panama House, 22 Panama Street, Wellington, New Zealand, or such other place in New Zealand as the Council may determine by resolution from time to time. Changes to the Registered Office must be notified to the Registrar of Incorporated Societies at least 5 working days before the change is due to take effect and otherwise in the form and as required by the Act. If and while the College is a registered charity, changes in the College's Registered Office must also be notified in accordance with the Charities Act.

## 6. Powers

- 6.1 Subject to this Constitution, the Act, any other enactment and the general law, the College has -
- (a) full capacity to carry on or undertake any activity, or enter into any transaction; and
  - (b) for the purposes of paragraph (a), full rights, powers and privileges.
- 6.2 Notwithstanding rule 6.1, the College may not:
- (a) enter into long term (that is, 5 years or more) financial commitments, such as the purchase of real estate, or entry into a lease agreement (provided that this rule 6.2(a) does not apply to the engagement of permanent staff members under rule 43.2(i) (*Functions and powers of the Council*)); or
  - (b) borrow money in circumstances where total borrowing would exceed 10% of the previous year's gross income,
- unless approval to do so has first been granted by Special Resolution.

- 6.3 Notwithstanding rule 6.1, the College may only use its funds to pay the costs and expenses to advance or carry out its Purposes.

## 7. Charitable registration

If and while registered as a charity under the Charities Act, the College and all its Officers will comply with the requirements of that Act, including the requirements to notify changes, and to file annual returns accompanied by financial statements prepared in accordance with applicable financial reporting standards.

## PART 2 – PURPOSES

### 8. Purposes

#### 8.1 Holding and application of income and assets etc for charitable purposes:

the assets and income of, and any benefit or advantage obtained by, the College shall be held and applied solely for charitable purposes, and not for the private pecuniary profit of any individual or the Financial Gain of any Member or any person Associated with a Member. Without limiting the generality of the foregoing, the College may act in furtherance of the purposes set out in rule 8.2 (*Charitable purposes*), to the extent to which they are charitable according to the law of Aotearoa New Zealand.

#### 8.2 Charitable purposes: the charitable purposes of the College are as follows:

- (a) to seek to achieve the highest levels of health and well-being for all people, and to achieving health equity in Aotearoa New Zealand;
- (b) to develop and maintain excellence in Public Health Medicine practice for the benefit of the public;
- (c) to promote the development and maintenance of a sustainable Public Health Medicine Specialist workforce of adequate size and composition to meet the public health needs of Aotearoa New Zealand and, to a reasonable extent, the needs of international public health agencies;
- (d) to support the development of the wider public health workforce within Aotearoa New Zealand;
- (e) to advance education by delivering and otherwise promoting training in Public Health Medicine, and by awarding scholarships, prizes, academic course fees, and study and travel grants related to Public Health Medicine, for the benefit of the public; and
- (f) to promote the furthering of knowledge and research on public health issues.

#### 8.3 Means of furthering purposes: in furtherance of its charitable purposes, and without limiting any of its powers under this Constitution or generally, the College may:

- (a) seek to reduce health disparities between Māori and non-Māori by:
  - (i) promoting the study of, and advancement of knowledge in, Māori health;
  - (ii) promoting and encouraging high levels of cultural safety and competence and ethical standards in relation to public health practice, teaching and research, as it relates to Māori;

- (iii) working in collaboration with Māori for the advancement and dissemination of public health research and best practice;
- (b) develop and maintain excellence in Public Health Medicine practice by:
  - (i) defining competencies and standards for training, qualifications and professional good practice;
  - (ii) promoting, delivering, monitoring and evaluating training for Registrars; and
  - (iii) supporting the continuing professional development of Public Health Medicine Specialists;
- (c) conduct examinations and award certificates, diplomas and fellowships for Registrars who have successfully completed training programmes administered by or on behalf of the College, and for other appropriately qualified or experienced medical practitioners;
- (d) obtain and maintain recognition or accreditation as a body responsible for Public Health Medicine under any scheme for vocational medical registration and/or certification in Aotearoa New Zealand (provided always that any benefit obtained by Fellows as a result of such recognition or accreditation will be merely incidental to the achievement of the charitable purposes of the College);
- (e) provide continuing professional development services for its Fellows, including support for recertification, continuing education events, and electronic education resources;
- (f) disseminate in any appropriate way information on matters affecting Public Health Medicine, including making submissions, holding meetings, lectures and courses and producing publications to promote, advocate for or achieve the Purposes;
- (g) represent the vocational scope of Public Health Medicine on appropriate councils and committees;
- (h) promote international communication and cooperation in the field of Public Health Medicine;
- (i) collaborate with other New Zealand and international bodies, in particular to promote the development and maintenance of a sustainable Public Health Medicine Specialist workforce to meet the public health needs of Aotearoa New Zealand and, to a reasonable extent, the needs of international public health agencies, as well as to support development of the wider public health workforce within Aotearoa New Zealand;
- (j) liaise with other bodies concerned with Public Health Medicine or public health more generally;
- (k) subject to this Constitution, assign functions to and/or enter into contracts or agreements with employees, Fellows, Associate Members, sponsors, media, and other persons, agencies and organisations;
- (l) raise funds as needed to advance the College's charitable purposes, by subscriptions, levies, donations and other means;

- (m) receive any money where the payer has stipulated a special or particular purpose, and to exercise stewardship in the use of that money in accordance with the intent expressed by the payer when the money was received by the College, provided at all times that the special or particular purpose is within the Purposes of the College;
- (n) undertake and execute any charitable trusts that will contribute to the achievement of the Purposes, including appointing trustees and vesting any of the funds or property of the College in such charitable trusts or trustees;
- (o) execute stewardship of all funds held by the College in accordance with the intent whereby the funds were obtained and are being retained and applied;
- (p) seek volunteer support as needed to advance the College's charitable purposes;
- (q) advocate for policies and practices that promote public health both within Aotearoa New Zealand and internationally;
- (r) invest the College's funds, in such manner as the Council thinks fit, in any type of investment that conforms with the principles of a prudent trustee investment under New Zealand law;
- (s) subject to this Constitution, lend, borrow, raise or secure the payment of money in such manner as the Council think fit, and effect all forms of insurance;
- (t) make Bylaws, in accordance with this Constitution, to advance the attainment of the Purposes; and
- (u) undertake such other lawful activities as may from time to time seem to the College to be necessary, desirable, incidental or conducive to enable the College to achieve or advance its charitable purposes.

8.4 **Severance of any non-charitable purpose:** all of the College's purposes are strictly charitable according to New Zealand law, and any purposes which do not qualify as charitable shall be deemed to have been deleted from this Constitution.

8.5 **Limitation to New Zealand:** except as otherwise expressly provided in this Constitution, the College must apply its funds wholly or mainly to the advancement of its charitable purposes in New Zealand.

8.6 **Prohibition on Financial Gain:** the College must not be carried on for the Financial Gain of any of its Members.

8.7 **Political restriction:** the College may not participate in, or intervene in (including by way of publishing or distributing any statements), any political campaign on behalf of or in opposition to any political party or candidate for public office.

## 9. Guiding principles

9.1 **Foundational principles:** the Treaty of Waitangi, or te Tiriti o Waitangi, is a founding document of Aotearoa New Zealand, and has implications for all aspects of the work of the College. In undertaking all its activities, the College is committed to working in accordance with the principles of te Tiriti o Waitangi, and to equity in partnership with Māori in ways that recognise the distinctive indigenous rights of

Māori as tangata whenua, including distinctive cultural and legal rights, as well as distinctive social and administrative contexts.

9.2 **Core values:** to achieve the mission of the College, Fellows and Associate Members are expected to hold a core set of values which they demonstrate by:

- (a) behaving honestly and ethically;
- (b) advocating to improve public health and health equity in Aotearoa New Zealand;
- (c) acting swiftly on important public health threats;
- (d) undertaking training and continuing professional development to ensure the safety and effectiveness of their practice;
- (e) improving their cultural safety and competence, developing cross-cultural partnerships and acting to address cultural bias whenever they find it;
- (f) working in partnership with Māori;
- (g) empowering communities to act on public health issues that affect them;
- (h) supporting colleagues and multidisciplinary teams personally and professionally;
- (i) seeking to use evidence as the basis of their practice;
- (j) seeking sustainable processes and outcomes;
- (k) promoting excellence in health and health services planning and management;
- (l) working with vulnerable communities; and
- (m) recognising New Zealand's status as a Pacific nation.

## **10. No private pecuniary profit**

10.1 **No private pecuniary profit:** no private pecuniary profit shall be made by any person from the College, except that (but subject to rule 10.2):

- (a) payments may be made to an Officer or to a Member, or to a person Associated with an Officer or a Member, for goods and services provided to the College, as approved by the Council from time to time, provided that those goods or services advance the charitable purposes of the College and the payment is reasonable and commensurate with payments that would be made between unrelated parties; and
- (b) Officers, Fellows, Associate Members, and Registrars may be reimbursed, on production of receipts, for reasonable expenses properly incurred by the person in connection with the affairs of the College, as approved by the Council from time to time.

10.2 **No influencing amount, benefit or advantage:** notwithstanding anything to the contrary in this Constitution, in carrying on any business under this Constitution, no Member or Related Person shall derive any amount, benefit or advantage from the business where they can, directly or indirectly, determine, or materially influence the determination of, the nature or extent of that amount, benefit or

advantage, or the circumstances in which that amount, benefit, advantage is, or is to be, given or received, except where:

- (a) that amount, benefit or advantage is derived from professional services to the College, rendered in the course of business charged at no greater than current market rates; or
- (b) otherwise permitted by section CW 42 of the Income Tax Act.

**10.3 Observance:** Council Members in determining all reimbursements, remuneration and charges payable shall ensure that the restrictions imposed by this rule 10 are strictly observed.

## **PART 3 – MEMBERSHIP**

### **11. Minimum number of Members**

The College shall maintain the minimum number of Members required by the Act.

### **12. Categories of Members**

The Members of the College shall comprise:

- (a) Fellows, as described in rule 15 (*Fellows*);
- (b) Honorary Fellows, as described in rule 15.4 (*Honorary Fellowship*);
- (c) Retired Fellows, as described in rule 15.6 (*Retired Fellows*);
- (d) Associate Members, as described in rule 16 (*Associate Members*); and
- (e) Registrars, as described in rule 17 (*Registrars*).

### **13. Eligibility for Membership**

**13.1** To become a Member of the College, an applicant must:

- (a) complete a Membership Form and forward it to the Council;
- (b) supply such further information as may be required by the Council;
- (c) pay any applicable Membership Fee as determined under rule 22 (*Membership Fees*);
- (d) agree to be bound by this Constitution and any Bylaws, including in particular to demonstrate the values of the College set out in rule 9.2 (*Core values*);
- (e) have had their attention drawn to rule 24.4 (*Privacy*);
- (f) satisfy any specific eligibility criteria associated with the category of Membership for which the application is made, as set out in this Constitution;
- (g) be admitted into Membership by the Council;
- (h) expressly consent to become a Member; and
- (i) satisfy such other Membership criteria as the Council may reasonably determine from time to time, whether generally or with respect to any particular category of Membership.

- (h) satisfy such other Membership criteria as the Board may reasonably determine from time to time.

13.2 Every applicant for Membership must expressly consent in writing to become a Member. The signed written consent of every Member shall be retained in the College's Membership records.

#### **14. Applications for Membership**

14.1 The Council shall consider each application for Membership. In considering the application, the Council may:

- (a) interview the applicant, or representatives of the applicant; and
- (b) consult with existing Members.

14.2 The Council has absolute discretion as to whether to accept, decline, or defer an application for Membership, provided that the Council shall not accept an application for Membership unless the Council is satisfied that the applicant:

- (a) meets the criteria for Membership for the category of Membership for which the application is made, as set out in this Constitution;
- (b) has otherwise satisfied the requirements of rule 13 (*Eligibility for Membership*); and
- (c) has not acted in a manner which the Council considers could bring the College into disrepute.

14.3 The Council must advise the applicant of its decision, and may, but is not required to, provide reasons for that decision.

14.4 Upon the applicant becoming a Member, the Council shall ensure the Register of Members is updated accordingly.

14.5 **Māori Caucus:** a Member who identifies as Māori is entitled to notify the Council that they wish to be included within the Māori Caucus. The Council shall ensure that all such notifications are recorded in the Register of Members accordingly.

14.6 **Pasifika Caucus:** a Member who identifies as Pasifika is entitled to notify the Council that they wish to be included within the Pasifika Caucus. The Council shall ensure that all such notifications are recorded in the Register of Members accordingly.

14.7 A Member who identifies as both Māori and Pasifika is entitled to notify the Council that they wish to be included within both Caucuses.

#### **15. Fellows**

15.1 **Criteria:** subject to this rule 15, any individual who:

- (a) is a qualified medical practitioner registered in Aotearoa New Zealand;
- (b) has successfully completed a training programme administered by or on behalf of the College, or holds an international qualification and experience which is judged equivalent by the College; and
- (c) is a Public Health Medicine Specialist,

may apply to become a Fellow of the College, provided they meet the requirements of rule 13 (*Eligibility for Membership*).

- 15.2 **Exception:** notwithstanding rules 15.1(a) and (b), the Council may award Fellowship of the College to outstanding medical practitioners, whether registered in Aotearoa New Zealand or elsewhere, who have not completed specialist training in Public Health Medicine but who have demonstrated a high level of competence in the core skills and professional attributes that underpin the practice of Public Health Medicine.
- 15.3 **Amendments:** for the avoidance of doubt, the Council may from time to time under rule 13.1 (*Eligibility for Membership*) make amendments of detail to the requirements for qualification for Fellowship of the College.
- 15.4 **Honorary Fellowship:** the Council may award Honorary Fellowship to a medical practitioner who in the opinion of the Council is of national or international eminence, or has rendered exceptional services to the College or the science or practice of Public Health Medicine. Notwithstanding rule 13(a) to (c) (*Eligibility for Membership*), the initiative for awarding Honorary Fellowships lies with the Council.
- 15.5 **Non-voting:** despite rule 21.1(a) (*Member entitlements*), Honorary Fellows are entitled at their own expense to attend and speak at all General Meetings of the College, but are not, in that capacity, entitled to vote or be counted for the purposes of establishing a quorum, at any such meeting.
- 15.6 **Retired Fellows:** Fellows who are no longer practising medicine (that is, they no longer hold, and no longer intend to hold, a current annual practising certificate) will be entitled to remain Fellows under a special category indicating their retired status. A Retired Fellow is entitled to use the designation "FNZCPHM(Rtd)".

## 16. Associate Members

- 16.1 **Criteria:** subject to this rule 16, any individual who is:
- (a) a qualified medical practitioner registered in Aotearoa New Zealand; and
  - (b) an Advanced Registrar,
- may apply to become an Associate Member of the College, provided they meet the requirements of rule 13 (*Eligibility for Membership*).
- 16.2 **Exception:** notwithstanding rule 16.1(b), the Council may award Associate Membership of the College to medical practitioners registered in a scope of practice other than Public Health Medicine who have experience in, and a commitment to, Public Health Medicine as determined by the Council.
- 16.3 **Amendments:** the Council may from time to time set specific criteria for Associate Membership including, but not limited to, requirements for qualifications or training.
- 16.4 **Restrictions on voting:** despite rule 21.1(a) (*Member entitlements*), Associate Members may not vote for President, President-Elect or Council Members, provided that Associate Members who are Advanced Registrars may vote for the Registrar Council Member.
- 16.5 **Membership Fees:** for the purpose of determining Membership Fees under rule 22 (*Membership Fees*), Associate Members under rule 16.1 may be referred to as

“Associates in training”, and Associate Members under rule 16.2 may be referred to as “Associates (non-training)”, and differential fees may apply.

- 16.6 **Fellowship:** an Associate Member ceases to be an Associate Member on becoming a Fellow of the College under rule 15 (*Fellows*).

## 17. Registrars

- 17.1 **Basic Registrars:** subject to this rule 16, any individual who is a qualified medical practitioner registered in Aotearoa New Zealand may apply to be admitted as a Basic Registrar of the College, provided they meet the requirements of rule 13 (*Eligibility for Membership*).

- 17.2 **Restrictions on voting:** despite rule 21.1(a) (*Member entitlements*), Basic Registrars are not entitled to vote for President, President-Elect or Council Members, but are entitled to vote for the Registrar Council Member.

- 17.3 **Subscriptions:** Basic Registrars are not required to pay an annual subscription fee to the College under rule 22.1 (*Annual fee*).

- 17.4 **Advanced Registrars:** Basic Registrars who have completed a requisite level of basic training, as prescribed from time to time by the College, may apply to be admitted as an Advanced Registrar of the College. Rules 17.2 (*Restrictions on voting*) and 17.3 (*Subscriptions*) apply to Advanced Registrars, with the following exceptions:

- (i) an Advanced Registrar may apply to become an Associate Member under rule 16 (*Associate Members*); and
- (ii) an Advanced Registrar who has been admitted as an Associate Member may stand for the position of Registrar Council Member under rule 36.4 (*Qualification for membership of Council*) and may nominate candidates for the position of Registrar Council Member under rule 40.2 (*Election of Registrar Council Member*).

## 18. The Māori Caucus

- 18.1 The College recognises Māori as tangata whenua and the unique relationship between Māori and the Crown. The College wishes to reflect this relationship in its own governance arrangements. The College is committed to working in accordance with the principles of te Tiriti o Waitangi and to equity in partnership with Māori in seeking to achieve its charitable purposes. The College further recognises that compelling health inequities exist in New Zealand between Māori and non-Māori New Zealanders and is committed in all of its actions to achieving equity.

- 18.2 **Composition:** the Māori Caucus shall comprise all Members and Registrars who have notified the Council that they identify as Māori and wish to be included within the Māori Caucus under rule 14.5 (*Māori Caucus*).

- 18.3 **Function:** the function of the Māori Caucus is to provide advice to the Council on matters of concern or interest to the Māori Caucus, including in particular on matters related to Māori health. The Māori Caucus also contributes to College governance by means of electing two of their number to the College Council as Māori Council Members under rule 36.2(c) (*Number of Council Members*). The process for nominating and electing a candidate to hold office as a Māori Council Member is set out in rule 38 (*Election of Māori Council Members*).

- 18.4 **Procedures:** subject to this Constitution, the Māori Caucus may regulate its own procedures in such manner as it thinks fit for the proper and efficient conduct of its affairs, including determining the time, place and manner of its meetings.

## 19. The Pasifika Caucus

- 19.1 The College recognises New Zealand's status as a Pacific nation, with responsibilities to the region and to all Pacific peoples living in New Zealand. The College further considers that the health inequities faced by Pacific peoples in New Zealand are unacceptable and is committed to seeking to reduce these inequities.
- 19.2 **Composition:** the Pasifika Caucus shall comprise all Members and Registrars who have notified the Council that they identify as Pasifika and wish to be included within the Pasifika Caucus under rule 14.6 (*Pasifika Caucus*).
- 19.3 **Function:** the function of the Pasifika Caucus is to provide advice to the Council on matters of concern or interest to the Pasifika Caucus, in particular on matters related to Pasifika health. The Pasifika Caucus also contributes to College governance by means of electing one of their number to the College Council as the Pasifika Council Member under rule 36.2(i) (*Number of Council Members*). The process for nominating and electing a candidate to hold office as the Pasifika Council Member is set out in rule 39 (*Election of Pasifika Council Member*).
- 19.4 **Procedures:** subject to this Constitution, the Pasifika Caucus may regulate its own procedures in such manner as it thinks fit for the proper and efficient conduct of its affairs, including determining the time, place and manner of its meetings.

## 20. Member obligations

In addition to any specific rights and obligations set out in this Constitution and the Act, all Members acknowledge and agree that:

- (a) they shall comply with and observe the Constitution, any Bylaws, and any applicable determination, resolution or policy which may be made or passed by the Council;
- (b) they shall promote and support the Purposes;
- (c) they shall provide and keep up to date the information required by rule 24 (*Register of Members*); and
- (d) they shall pay any Membership Fees as determined in accordance with rule 22 (*Membership Fees*).

## 21. Member entitlements

- 21.1 All Members are entitled to:

- (a) receive notice of, attend, speak, and vote at General Meetings in accordance with Part 4 (*General Meetings*), subject to any provision of this Constitution which affects voting rights in any particular case; and
- (b) receive all general College communications.

- 21.2 In addition to the entitlements set out in rule 21.1, each Fellow is entitled to an appropriate form of certification under the Common Seal of the College and, unless or until their name is removed from the Register of Members by the Council, may

describe themselves as a Fellow of the College and may use the designation "FNZCPHM"

- 21.3 In addition to the entitlements set out in rule 21.1, each Associate Member is entitled to an appropriate form of certification under the Common Seal of the College and, unless or until their name is removed from the Register of Members by the Council, may describe themselves as an Associate Member of the College and may use the designation "AMNZCPHM".
- 21.4 Membership of the College does not confer upon any Member any right, title or interest, either legal or equitable, in the property of the College.
- 21.5 The Council may decide what access or use Members may have to or of any premises, facilities, equipment or other property owned, occupied or otherwise used by the College, including any conditions of and/or fees for such access or use.
- 21.6 Notwithstanding rules 21.1 to 21.3, a Member is only entitled to exercise the entitlements of Membership (including attending and voting at General Meetings, and accessing or using the College's premises, facilities, equipment and other property) if all Membership Fees have been paid to the College by the due date.

## **22. Membership Fees**

- 22.1 **Annual fee:** all Members, other than Honorary Fellows and Basic Registrars, shall pay an annual fee to the College at the rate for the respective category of Membership set from time to time by the Council.
- 22.2 **Other charges:** the Council may determine any other charges or payments, in addition to those specified in rule 22.1, that are payable by Members for products or services that they have agreed to purchase from the College.
- 22.3 **Consequences of non-payment:** subject to rule 22.4, any Member failing to pay any Membership Fee, or any other payment due to the College, within 1 calendar month of the date the same was due shall be considered unfinancial and shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any College activities, access or use the College's facilities, or vote at General Meetings until all the arrears are paid. A Member that is considered unfinancial under this rule 22.3 is liable to have their Membership terminated under rule 27.2 (*Default in payments*).
- 22.4 The Council may, in its complete discretion:
- (a) extend the time for payment of a Membership Fee; and/or
  - (b) waive the requirement to pay some or all of a Membership Fee, by a Member in any case it thinks appropriate.

## **23. Member liability**

- 23.1 Subject to this rule 23, a Member is not liable for an obligation of the College by reason only of being a Member.
- 23.2 Subject to rule 23.3, the liability of a Member to the College is limited to the amount of any unpaid Membership Fee.
- 23.3 Nothing in this rule 23 affects the liability of a Member to the College under a contract, or for any tort, or breach of a fiduciary duty, or other actionable wrong committed by the Member.

## **24. Register of Members**

- 24.1 **Register:** the Council must maintain an up-to-date Register of Members, recording, for each Member:
- (a) their name;
  - (b) their contact details, including:
    - (i) a physical address;
    - (ii) a telephone number; and
    - (iii) an email address (if any);
  - (b) the category of Membership to which the Member belongs;
  - (c) whether the Member identifies as Māori for the purposes of determining membership of the Māori Caucus;
  - (d) whether the Member identifies as Pasifika for the purposes of determining membership of the Pasifika Caucus;
  - (e) the date on which the Member's Membership commenced (provided that if there is no record of the date on which the Member became a Member, this date will be recorded as 'Unknown'); and
  - (f) any other information required by this Constitution or the Act.
- 24.2 **Changes:** every current Member must promptly advise the College in writing of any change to the Member's name or contact details change. The Council must then ensure the Register of Members is updated accordingly as soon as practicable.
- 24.3 **Former Members:** the College shall also keep a record of former Members. The Register of Members shall record:
- (a) the name of each person who has ceased to be a Member; and
  - (b) the date on which each Member ceased to be a Member.
- 24.4 **Privacy:** the College shall ensure that the collection, storage, use and disclosure of any personal information complies with the Privacy Act 2020.

## **25. Access to the Register of Members**

- 25.1 **Access by Officers:** an Officer of the College may access the Register of Members, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.
- 25.2 **Access by Members:** a Member may make a request to the Council for access to the Register of Members. The Council will provide the access requested unless the Council considers on reasonable grounds, including privacy grounds, that the request should be declined.

## **26. Access to other information by Members**

- 26.1 A Member may at any time make a written request to the Council for information held by the College.
- 26.2 The request must specify the information sought in sufficient detail to enable it to be identified.

- 26.3 If the request relates to the financial statements of the College that were presented at, the most recent Annual General Meeting, or to the minutes of the most recent General Meeting of the College, the College must, within a reasonable period after receiving the request and without charge, provide the requested information to the Member.
- 26.4 If the request relates to any other information, the College must, within a reasonable time after receiving a request, -
- (a) provide the information; or
  - (b) agree to provide the information within a specified period; or
  - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the College (which must be specified and explained) to meet the cost of providing the information; or
  - (d) refuse to provide the information, specifying the reasons for the refusal.
- 26.5 Without limiting the reasons for which the College may refuse to provide the information, the College may refuse to provide the information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
  - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the College or any of its Members; or
  - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the College; or
  - (d) the information is not relevant to the operation or affairs of the College;
  - (e) withholding the information is necessary to maintain legal professional privilege; or
  - (f) the disclosure of the information would, or would be likely to, breach an enactment; or
  - (g) the burden to the College in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
  - (h) the request for the information is frivolous or vexatious.
- 26.6 If the College requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the College that:
- (a) the Member will pay the charge; or
  - (b) the Member considers the charge to be unreasonable.
- 26.7 Nothing in this rule 26 limits Information Privacy Principle 6 (*Access to personal information*) of the Privacy Act 2020.

## **27. Ceasing to be a Member**

**27.1 Resignation of Membership:** a Member may cease to be a Member by giving written notice to the Council. Unless the notice provides otherwise, the resignation will take effect from the date the notice is considered by the Council (being the next Council meeting after the notice is received). The resignation shall not release the Member from any monetary or other obligation to the College incurred during the Member's Membership. Once resignation has taken effect, rule 27.6 (*Consequences of termination of membership*) applies.

**27.2 Default in payments:** a Member that is considered unfinancial under rule 22.3 (*Consequences of non-payment*) for default in payment of any Membership Fee is liable to have their Membership terminated if such arrears remain unpaid 12 months after the date the amount became due. Before such termination can occur, the Council must give the Member written notice specifying the outstanding moneys owed, and demanding payment by a due date, being a date not less than 7 days from the date of the demand. If payment is not received by the said due date, the Council may terminate the Member's Membership by giving written notice of such termination to the Member concerned.

**27.3 Termination for cause:** If a Member:

- (a) refuses or neglects to comply with this Constitution, and does not remedy the breach within 14 days after receiving notice from the Council requiring the breach to be remedied; or
- (b) engages in any conduct which, in the opinion of the Council:
  - (i) is in any respect dishonourable or unprofessional; or
  - (ii) is injurious or prejudicial to the character, interests or values of the College; or
  - (iii) may otherwise bring the College into disrepute; or
- (c) has gained admission to the College by fraud, or by making a false or misleading representation or declaration (whether orally or in writing); or
- (d) is convicted of an indictable offence,

the Council may terminate the Member's Membership if, after a disputes resolution process under Part 7 has been undertaken, the Council considers that termination is appropriate. The termination will take immediate effect.

**27.4 Appeal to Extraordinary General Meeting:** any Member whose membership is terminated under rule 27.3 (*Termination for cause*) may, within 30 days of being advised in writing of such action, give written notice of appeal to the Council. The Council shall then call an Extraordinary General Meeting within 30 days of receipt of the notice of appeal. The appeal shall be allowed, and the Member shall be reinstated immediately, if a Special Resolution is passed in favour of such appeal.

**27.5 Reinstatement:** Membership which has been terminated under rule 27.2 (*Default in payments*) may be reinstated, if the Council thinks fit, upon payment of all arrears. Membership which has been terminated under another provision of this Constitution may be reinstated, following reapplication in accordance with rule 14 (*Applications for membership*), at the discretion of the Council.

**27.6 Consequences of termination of membership:** Where any Member ceases, for whatever reason, to be a Member of the College:

- (a) the Council shall ensure that the Register of Members is updated immediately to remove the former Member's name, and the Council may give notice or publish generally to any professional body or organisation the fact that the person has ceased to be a Member;
- (b) the former Member shall cease to be entitled to any of the rights and privileges of Membership;
- (c) the former Member may be required to return their Membership certificate to the College within 14 days of receiving notice of the termination;
- (d) the former Member must not represent that they are a Member of the College or use any post-nominal nomenclature of the College (such as FNZCPHM or AMNZCPMH); and
- (e) all Membership Fees and other amounts due up to the date of termination shall remain due and payable, and no Membership Fee, or other amount, that has already been paid by the Member to the College, shall be refundable, unless the Council considers that special circumstances apply that justify otherwise in any particular case.

## **PART 4 – GENERAL MEETINGS**

### **28. Annual General Meetings**

28.1 The College must call an Annual General Meeting to be held once each calendar year, no later than 6 months after Balance Date and no later than 15 months after the previous Annual General Meeting.

28.2 The Council shall determine where and when the Annual General Meeting will be held.

28.3 The business of the Annual General Meeting shall include:

- (a) receiving the minutes of the previous Annual General Meeting, and any Extraordinary General Meeting held since the previous Annual General Meeting;
- (b) the presentation of:
  - (i) the Annual Report;
  - (ii) the signed financial statements of the College for the most recently completed accounting period, together with the report of any Qualified Auditor appointed under rule 56 (*Audit*); and
  - (iii) notice of the disclosures or types of disclosures made by Officers under rule 10.4 of schedule 1 (*Duty to disclose conflicts of interest*), recorded since the previous Annual General Meeting (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
- (c) whether a Qualified Auditor is to be appointed under rule 56 (*Audit*) and, if so, the appointment of a Qualified Auditor;

- (d) the announcement of the results of the election of Council Members under rule 37 (*Election of Council Members*);
- (e) consideration of any notices of motion and remits; and
- (f) any general business.

## **29. Extraordinary General Meetings**

29.1 The Council may call an Extraordinary General Meeting at any time.

29.2 The Council must call an Extraordinary General Meeting:

- (a) on receipt of a written request (which must state the purpose for which the Extraordinary General Meeting is requested, and include any proposed motion(s)) signed by at least 4 Council Members:
- (b) if the Council receives a written request from any Member under rule 27.4 (*Appeal to Extraordinary General Meeting*):
- (c) if rule 11.2 of schedule 1 applies (*Voting by Interested Officers*).

29.3 The Council shall determine when and where an Extraordinary General Meeting will be held, provided that Extraordinary General Meetings must be convened within 30 days of receipt of a valid request under rule 28.2.

29.4 The business to be dealt with at an Extraordinary General Meeting is limited to the matters stated in the valid written request and/or the notice of such meeting.

## **30. Notice of General Meetings**

30.1 The Council shall ensure that written notice of a General Meeting is given to all Members at least 30 days prior to the date of the meeting.

30.2 The notice of a General Meeting must:

- (a) specify the date, time and place of the meeting, as determined by the Council;
- (b) if the meeting is to be conducted wholly or partially as an Online Meeting, provide the instructions for connecting to the meeting;
- (c) include an agenda of business to be conducted at the meeting, or otherwise clearly state why the meeting is being convened and provide as much detail as practicable of the nature of the business to be transacted at the meeting; and
- (d) provide:
  - (i) notice of any motions to be considered at the meeting;
  - (ii) any information provided by a Member in support of a Member's motion; and
  - (iii) the Council's recommendation about any motions.

30.3 For an Annual General Meeting, the notice of meeting must also be accompanied by:

- (a) a copy of the Annual Report;
- (b) the financial statements of the College for that period; and
- (c) written voting instructions for the election of Council Members in accordance with rule 37.5 (*Voting instructions*).

- 30.4 All written notices shall be deemed to have been properly sent to a Member if forwarded by ordinary or electronic mail to the address appearing for the Member in the Register of Members. If the Council has in good faith made reasonable efforts to send written notice to all Members, the General Meeting and its business shall not be invalidated simply because one or more Members inadvertently did not receive the notice.
- 30.5 The College may, by Ordinary Resolution, deal with any business or proposed motion at any meeting irrespective of whether prior notice of the same has been given, with the exception of a motion to amend the Constitution, which may not be considered at a General Meeting unless the proposed motion has been set out in full in the notice of meeting in accordance with rule 66 (*Amendments to Constitution*).
- 30.6 Subject to rule 30.5, an irregularity in the manner of calling a General Meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver.

### **31. Motions**

- 31.1 Any notices of motion containing changes to the Constitution and any other remits must be in writing and received by the Council at least 35 days before the date set for the General Meeting at which they are to be considered.
- 31.2 The Council must decide whether or not the College will vote on any motion proposed by a Member. However, if the proposed motion is signed by at least 5 Fellows, it must be voted on at the meeting.
- 31.3 **Notice of Motions:** all motions to be considered at a General Meeting must be notified to Members with the notice of the General Meeting in accordance with rule 30 (*Notice of General Meetings*), provided that any matter of an urgent or extraordinary nature which would normally be required to be the subject of a notice of motion may, if prior written notice is given to the President, be brought before a General Meeting and determined by it, but only if a majority of Fellows vote in favour of the motion being tabled without the requisite notice.
- 31.4 A proposed motion to amend the Constitution must be accompanied by the text of the proposed amendment, and a written explanation of the reasons for the proposal.
- 31.5 The Council may provide a recommendation on any motions and other items of business put forward by a Member for consideration at a General Meeting.

### **32. General Meeting procedures**

- 32.1 **Quorum:** the quorum for a General Meeting is 25 financial Members entitled to vote at the General Meeting under this Constitution. Proxies are not counted for the purposes of determining a quorum.
- 32.2 **Adjournment:** no business may be conducted at a General Meeting unless a quorum is present. If a quorum is not present within 30 minutes of the appointed time, the meeting will stand adjourned and the Council will arrange for the adjourned General Meeting to be reconvened within a reasonable time. If at the

reconvened meeting, 10 or more financial Members are present, this will constitute a quorum.

**32.3 Methods of holding meetings:** a General Meeting may be held by a number of Members constituting a quorum:

- (a) being assembled together at the place and time appointed for the meeting; or
- (b) participating in the meeting by Online Meeting; or
- (c) by a combination of the methods described in paragraphs (a) and (b).

**32.4 Procedures at Online Meetings:** in the case of an Online Meeting, a Member attending by means of the internet is considered to be present when they have logged their presence on the host site. Members present and participating at a General Meeting by Online Meeting, whether by means of the internet or otherwise, are deemed to be present and to form part of the quorum at all times during the meeting unless and until they indicate their intention to disconnect from the meeting.

**32.5 Chair of General Meetings:** if the President is present at a General Meeting, the meeting will be chaired by the President. If the President is absent within 5 minutes after the time appointed for the meeting, the financial Members present shall elect one of their number to chair the meeting in the President's absence.

**32.6 Minutes:** the Council shall ensure that minutes of all General Meetings are taken. A minute of a General Meeting which has been signed correct by the chairperson of that meeting, or by the chairperson of the next succeeding meeting, shall be *prima facie* evidence of the matters referred to in the minute having been approved by General Meeting unless they are shown to be inaccurate

### **33. Decisions at General Meetings**

**33.1** All questions before a General Meeting shall, if possible, be decided by consensus.

**33.2** In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if passed by a Special Resolution. If a motion is tied, and the chairperson of the meeting does not exercise a casting vote in favour of the motion, the motion shall be lost.

### **34. Voting at General Meetings**

**34.1** At each General Meeting, each financial Member entitled to vote under this Constitution shall receive one vote, provided that no Member shall be entitled to vote at any General Meeting if and while any of their Membership Fees are in arrears.

**34.2 Proxies:** if a Member who is entitled to vote is unable to be present in person at any particular General Meeting, the Member may appoint a Proxy to act on their behalf at the meeting, provided that the Member has first notified the Council in writing of the name and contact details of the Proxy at least 24 hours prior to the meeting.

**34.3** Despite rule 34.2, the General Meeting may by Ordinary Resolution accept Proxies notified in writing up to the commencement of a General Meeting.

- 34.4 Proxy voting is only permitted for motions on which a Special Resolution is required in accordance with this Constitution.
- 34.5 A motion put to the vote of a General Meeting shall be decided by a demonstration of intent, unless this demonstration of intent is inconclusive or the chairperson of the meeting calls for a ballot, in which case the motion shall be determined by ballot.
- 34.6 At an Online Meeting, Members attending by means of the internet must participate in a ballot individually by posting their vote on the host site or other voting platform provided.
- 34.7 In the event of an equality of votes upon any motion at a General Meeting, the person chairing the General Meeting may, but is not required to, exercise a second or casting vote, in addition to any deliberative vote the chairperson may have.

### **35. Written resolutions in lieu of General Meetings**

- 35.1 A written resolution is as valid as if it had been passed at a General Meeting if it is approved by no less than 75% of the number of Members who are entitled to vote.
- 35.2 A written resolution under rule 35.1 may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of 1 or more of the persons specified in rule 35.1.
- 35.3 For the purposes of this rule 35, a Member may give their approval by –
- (a) signing the resolution; or
  - (b) giving their approval to the resolution by electronic means.
- 35.4 This rule does not limit rule 28 (*Annual General Meetings*) which requires the College to call and hold an Annual General Meeting.
- 35.5 The College must ensure –
- (a) that a proposed resolution under this rule 35 is dated with the date on which the proposed resolution is first sent to a person entitled to vote for the purposes of approval (the **circulation date**);
  - (b) that the proposed resolution is sent to an address for each person who is entitled to vote; and
  - (c) as far as is reasonably practicable, that the proposed resolution is sent under paragraph (b) on the circulation date; and
  - (d) that a proposed resolution sent under paragraph (b) is accompanied by a statement of the effect of rule 35.6.
- 35.6 A proposed resolution lapses if it is not passed under this rule 35 within 3 months after the circulation date.
- 35.7 An accidental omission to send a proposed resolution or statement under this rule 35 to a person entitled to vote does not invalidate a resolution passed under this rule 35.
- 35.8 The College must, within 5 working days after a resolution is passed under this rule 35, send a copy of the resolution to an address for each person who was

entitled to vote who did not approve the resolution and on whose behalf the resolution was not approved.

## **PART 5 – GOVERNANCE**

### **36. Council composition and membership**

**36.1 Number of Council Members:** the College shall have a Council which shall comprise 9 to 10 persons as follows:

- (a) the Council Members elected under rule 36.2; and
- (b) Council Members co-opted to fill any Interim Vacancies.

**36.2 Number of Council Members:** the following Council Members shall be elected under rule 37 (*Election of Council Members*) for the respective terms specified in rule 41 (*Term of office*) or, in the case of an Interim Vacancy, may be appointed by the Council under rule 42 (*Interim Vacancy*):

- (a) the President;
- (b) the President-elect (which position may be held concurrently with a Committee chairpersonship under rule 36.2(e), (f) or (g));
- (c) two Māori Council Members;
- (d) the Registrar Council Member;
- (e) the chairperson of the Education and Training Committee;
- (f) the chairperson of the Policy Committee;
- (g) the chairperson of the Finance and Risk Committee;
- (h) a Member who, at the time of election, has been a Fellow for less than 4 years; and
- (i) the Pasifika Council Member.

**36.3 Transition:** the persons holding office as members of the Inaugural Council of the College on the date of adoption of this Constitution continue in office and are deemed to have been elected as the Council pursuant to this Constitution.

**36.4 Qualification for membership of Council:** subject to rule 36.6 (*Disqualification from membership of Council*), any natural person who is a Fellow is eligible to be a Council Member, with the exception of the Registrar Council Member who must be an Advanced Registrar who is an Associate Member.

**36.5 Consent:** prior to election or appointment, every appointee to the Council must consent in writing to be a Council Member, and certify in writing that they are not disqualified from being appointed or holding office as a Council Member, by this Constitution, the Act or the Charities Act. Each such consent and certification shall be retained in the College's records.

**36.6 Disqualification from membership of Council:** the following persons are not eligible for election, co-option, appointment, or to remain in office as a Council Member:

- (a) a staff member employed by the College:

- (b) a person who is under the age of 18 years:
- (c) a person who is an undischarged bankrupt:
- (d) a person who is disqualified from being an officer of an incorporated society under the Act:
- (e) a person who is disqualified from being an officer of a charitable entity under the Charities Act:
- (f) a Member who is considered unfinancial under rule 22.3 (*Consequences of non-payment*):
- (g) a Council Member who ceases to be a Fellow:
- (h) a person who is not a Member.

### **37. Election of Council Members**

- 37.1 Subject to rules 38 (*Election of Māori Council Members*), 39 (*Election of Pasifika Council Member*), and 40 (*Election of Registrar Council Member*), the election of Council Members shall be governed by this rule 37.
- 37.2 **Call for nominations:** at least 60 days before each Annual General Meeting, the Council will provide written notice to all Fellows requesting nominations to fill any vacancies or positions on the Council for which an election is due, including a description of the roles and responsibilities of the positions to be filled.
- 37.3 **Nominations:** subject to rule 36 (*Council composition and membership*), each candidate for election as a Council Member must be a Fellow whose annual subscription is paid up to date, and must be nominated by a Fellow.
- 37.4 **Submission of nominations:** a signed nomination, together with the written consent of the candidate to the nomination (including an existing Council Member seeking re-election), must be received by the Council at least 35 days prior to the Annual General Meeting.
- 37.5 **Voting instructions:** written voting instructions for the election of Council Members must be forwarded to all Fellows and Associate Members at least 30 days prior to the Annual General Meeting.
- 37.6 **Voting:** voting for Council Members shall be conducted on the basis that the nominee with the greatest number of votes will be elected to the vacancy. In the event of a tie, the Council will determine the process for resolution. Subject to this rule 37 (*Election of Council Members*), each Fellow who is financial and eligible to vote at the time of voting shall be entitled to one vote per applicable vacancy.
- 37.7 **Results:** all votes will be returned by Fellows by letter or electronic means approved by the Council. The results of the election of Council Members will be announced at the Annual General Meeting immediately following the election.

### **38. Election of Māori Council Members**

- 38.1 **Notice of vacancy:** if one or both of the positions of Māori Council Member is or is to become vacant, the Māori Caucus will provide written notice to all members of the Māori Caucus that a new person must be elected, and when the meeting to conduct the election will be held. The notice shall include a description of the roles and responsibilities of the position to be filled. Candidates for election as a Māori

Council Member must be a member of the Māori Caucus who is a Fellow whose annual subscription is paid up to date, and must be nominated by a member of the Māori Caucus.

**38.2 Election:** the Māori Caucus will convene a meeting to conduct the election of the Māori Council Member. The Māori Caucus shall determine the method of voting, which for the avoidance of doubt may be by ballot or show of hands at the meeting.

**38.3 Voting:** voting for the Māori Council Member shall be conducted on the basis that the nominee with the greatest number of votes will be elected to the vacancy. Subject to this rule 38 (*Election of Māori Council Members*), each member of the Māori Caucus who is financial and eligible to vote at the time of voting shall be entitled to one vote. In the event of a tie, the chairperson of the Māori Caucus will determine the process for resolution. The election cannot be finalised until the successful candidate has provided their written consent to taking office as Māori Council Member.

**38.4 Results:** the result of the election, including the date of commencement of the successful candidate's term of office, will be notified to the Council and to all members of the Māori Caucus immediately following the election.

### **39. Election of Pasifika Council Member**

**39.1 Notice of vacancy:** if the position of Pasifika Council Member is or is to become vacant, the Pasifika Caucus will provide written notice to all members of the Pasifika Caucus that a new person must be elected, and when the meeting to conduct the election will be held. The notice shall include a description of the roles and responsibilities of the position to be filled. Candidates for election as the Pasifika Council Member must be a member of the Pasifika Caucus who is a Fellow whose annual subscription is paid up to date, and must be nominated by a member of the Pasifika Caucus.

**39.2 Election:** the Pasifika Caucus will convene a meeting to conduct the election of the Pasifika Council Member. The Pasifika Caucus shall determine the method of voting, which for the avoidance of doubt may be by ballot or show of hands at the meeting.

**39.3 Voting:** voting for the Pasifika Council Member shall be conducted on the basis that the nominee with the greatest number of votes will be elected to the vacancy. Subject to this rule 39 (*Election of Pasifika Council Member*), each member of the Pasifika Caucus who is financial and eligible to vote at the time of voting shall be entitled to one vote. In the event of a tie, the chairperson of the Pasifika Caucus will determine the process for resolution. The election cannot be finalised until the successful candidate has provided their written consent to taking office as the Pasifika Council Member.

**39.4 Results:** the result of the election, including the date of commencement of the successful candidate's term of office, will be notified to the Council and to all members of the Pasifika Caucus immediately following the election.

### **40. Election of Registrar Council Member**

**40.1 Call for nominations:** if the position of the chairperson of the Registrar Committee (who is *ex officio* the Registrar Council Member) is or is to become

vacant, the Registrar Committee will provide written notice to all Advanced Registrars requesting nominations to fill the vacancy, including a description of the roles and responsibilities of the position to be filled. Candidates for election as chair of the Registrar Committee, and therefore the Registrar Council Member, must be an Advanced Registrar who is an Associate Member whose annual subscription is paid up to date, and must be nominated by an Advanced Registrar.

- 40.2 **Submission of nominations:** a signed nomination, together with the written consent of the candidate to the nomination, must be provided to the Registrar Committee by the date specified by that Committee in the call for nominations.
- 40.3 **Voting instructions:** the Registrar Committee will provide written voting instructions for the election of the Registrar Council Member to all Registrars.
- 40.4 **Voting:** voting for the Registrar Council Member shall be conducted on the basis that the nominee with the greatest number of votes will be elected to the vacancy. Subject to this rule 40 (*Election of Registrar Council Member*), each Registrar who is financial and eligible to vote at the time of voting shall be entitled to one vote. In the event of a tie, the Registrar Committee will determine the process for resolution.
- 40.5 **Results:** all votes will be returned by Registrars by letter or electronic means approved by the Registrar Committee. The results of the election, including the date of commencement of the successful candidate's term of office, will be notified to the Council and to all Registrars immediately following the election.

#### 41. Term of office

- 41.1 **Term of office:** subject to rule 42 (*Interim Vacancy*), the term of office for the respective elected Council Members shall be as follows:
- (a) President: one term of 3 years, following one term as President-Elect;
  - (b) President-Elect: one term of 2 years, then moves into the President role;
  - (c) the Māori Council Members: up to two terms of 3 years each;
  - (d) the Registrar Council Member: up to two terms of 2 years each;
  - (e) the chairperson of the Education and Training Committee: up to two terms of 3 years each;
  - (f) the chairperson of the Policy Committee: up to two terms of 3 years each;
  - (g) the chairperson of the Finance and Risk Committee: up to two terms of 3 years each;
  - (h) the Fellow who, at the time of election, has been a Member for less than 4 years: one term of 3 years, following which they may stand for another role with a 3-year term; and
  - (i) the Pasifika Council Member: up to two terms of 3 years each.
- 41.2 **Commencement of term:** a term of office for an elected Council Member under rule 41.1 (*Term of office*) shall commence at the conclusion of the Annual General Meeting at which the person's election is announced.

**41.3 Eligibility for re-election:** subject to this rule 41 (*Term of office*) and to rule 41.1 (*Term of office*), retiring Council Members shall be eligible for re-election, provided that a Fellow may not serve for more than 6 consecutive years.

**41.4 Exception:** the Council may, at its discretion, allow one Council Member to stand for one additional term beyond the maximum of 6 years, if this is deemed to be required for continuity of Council membership at any point in time.

## **42. Interim Vacancy**

**42.1** An Interim Vacancy in the Council arises if:

- (a) a position on the Council for an elected Council Member is not filled at an election for Council Members; or
- (b) prior to the expiry of their term of office, the Registrar Council Member ceases to be an Associate Member for any reason, including under rule 16.6 (*Fellowship*); or
- (c) an elected Council Member:
  - (i) resigns from office, by giving notice in writing to the Council, prior to the expiry of their term of office (which notice shall take effect from the date received or such later date as may be specified in the notice);
  - (ii) dies;
  - (iii) becomes disqualified under rule 36.6 (*Disqualification for membership of Council*);
  - (iv) is absent from 3 consecutive Council meetings, without leave of absence having first been granted by the President, or the President's nominee, or in the case of the President, by the Council as a whole; or
  - (v) is removed from office under rule 49 (*Grounds for removal from office*).

**42.2** Subject to rule 36 (*Council composition and membership*), if an Interim Vacancy arises:

- (a) in respect of rule 36.2(c) (the Māori Council Member), the Māori Caucus shall conduct an election to fill the vacancy under rule 38 (*Election of Māori Council Members*);
- (b) in respect of rule 36.2(d) (the Registrar Council Member), the Registrar Committee shall conduct an election to fill the vacancy under rule 40 (*Election of Registrar Council Member*);
- (c) in respect of rule 36.2(i) (the Pasifika Council Member), the Pasifika Caucus shall conduct an election to fill the vacancy under rule 39 (*Election of Pasifika Council Member*); and
- (d) in any other cause, the Council may, by resolution, co-opt a suitable person to fill the vacancy until the next Annual General Meeting. Subject to rule 41 (*Term of office*), the retiring co-opted Council Member shall be eligible for election, provided that time served filling an Interim Vacancy shall not count for the purposes of rule 41 unless the Council decides otherwise in any particular case.

### **43. Functions and powers of the Council**

- 43.1 From the end of each General Meeting until the end of the next, the College shall be governed by the Council, which shall be accountable to the Members for the advancement of the Council's Purposes and the implementation of resolutions approved by any General Meeting.
- 43.2 Subject to the Act, this Constitution and any Bylaws, the Council's functions are to manage, or to direct and supervise the management of, the operation and affairs of the College between Annual General Meetings. In doing so, the Council may exercise all powers of the College that are not required by law or by this Constitution to be exercised by the College in General Meeting. The Council is accountable to the Members, in particular the Fellows and Associate Members. Without limiting the generality of the foregoing, the Council's functions and powers include to:
- (a) carry out and further the College's charitable purposes, using money or other assets of the College to do that;
  - (b) ensure good governance of the College, and that its business is conducted in an effective, efficient and sustainable manner;
  - (c) confer Fellowship and Associate Membership;
  - (d) withdraw, suspend or terminate Membership, including of Fellows or Associate Members of the College;
  - (e) develop a strategic plan for the College and oversee its implementation;
  - (f) oversee financial control of the College;
  - (g) ensure that properly-prepared financial statements for the preceding Financial Year are presented to each Annual General Meeting;
  - (h) meet the College's record-keeping and reporting obligations under the Act and the Charities Act;
  - (i) employ such staff as considered necessary or desirable for the management of the affairs of the College;
  - (j) delegate powers and duties of the Council (not being duties imposed on the Council by law), to such committee, Council Member, contractor, employee, or other person, to undertake particular items of business and report back to the Council, where considered necessary or desirable;
  - (k) oversee the business plans, budgets, policies and activities of College committees, receive reports from College committees, and determine risks and mitigation thereof;
  - (l) subject to this Constitution, decide the date, time, location and manner of holding General Meetings;
  - (m) set the agenda for General Meetings;
  - (n) set annual subscriptions payable by Members;
  - (o) set examination fees, registration fees, and other fees or levies for products or services provided by the College; and

- (p) oversee and administer dedicated funds which are designated for specific purposes.

- 43.3 The Council shall at all times abide by decisions made at a General Meeting of the College. Any resolution of the Council may be disallowed by the College in General Meeting, but no resolution or Bylaw made by the College in General Meeting shall invalidate any prior and otherwise valid act of the Council.
- 43.4 Schedule 1 (*Proceedings of the Council*) governs the proceedings at meetings of the Council, except where otherwise agreed by all Council Members in relation to a particular meeting.

#### **44. President**

- 44.1 **Role of President:** the role of the President is to chair General Meetings and meetings of the Council, and to represent the Council. The President, or their nominee, shall have the right to attend any meeting of any Council committee. The President is responsible for ensuring an Annual Report is prepared and presented to each Annual General Meeting.
- 44.2 **Term of office:** notwithstanding rule 41 (*Term of office*), a Fellow in the position of President may serve a total of 11 years as a Council Member, including a term as President-Elect, following which period a person may not serve again as a Council Member prior to the expiry of a 3-year stand-down period.
- 44.3 **Vacancy:** if the President is temporarily unavailable for any reason, the President will appoint another Council Member, who must be a Fellow, to assume that role until the President is available. Notwithstanding rule 41.1(b) (*Term of office*), if the President is permanently incapacitated by any means (including death) the President-Elect will step up to the role of President for the remainder of the President's term, provided that if the position of President-Elect is vacant, the Council will appoint another Council Member, who must be a Fellow, to assume the role of President until the next Annual General Meeting.

#### **45. Contact Person**

- 45.1 If and while required by the Act, the Council shall appoint by resolution a Contact Person to be a point of contact for the Registrar of Incorporated Societies. A Contact Person of the College must be:

- (a) at least 18 years of age; and
- (b) ordinarily resident in New Zealand.

The position of Contact Person may be held separately or in conjunction with any office in the College.

- 45.2 The College shall ensure that the name and contact details of each Contact Person are notified to the Registrar of Incorporated Societies in accordance with the Act. Any change in Contact Person, or in the name or contact details of a Contact Person, must be notified to the Registrar of Incorporated Societies within 20 working days after the College first becomes aware of the change.

#### **46. Committees**

- 46.1 The Council may resolve to:

- (a) establish one or more committees, whether permanent or ad hoc, consisting of such persons and for such terms as the Council determines, to deal with and report on any matters the Council considers appropriate;
  - (b) delegate to each such committee, or to any person, such of the Council's functions or powers as the Council shall, in its discretion, decide;
  - (c) revoke or vary any or all of the powers delegated to any committee or person; and
  - (d) change the make-up of a committee at any time or dissolve it altogether.
- 46.2 The Council will make all practicable effort to ensure membership of the College committees includes appropriate Māori and Registrar representation.
- 46.3 Without limiting the generality of rule 46.1, the following committees that were in place immediately prior to the date of adoption of this Constitution shall continue as if appointed under this Constitution:
- (a) the Education and Training Committee;
  - (b) the Policy Committee;
  - (c) the Finance and Risk Committee; and
  - (d) the Registrar Committee.
- 46.4 The chairperson of the Education and Training Committee, the Policy Committee, and the Finance and Risk Committee shall be elected by Members in accordance with rule 37 (*Election of Council Members*). The chairperson of the Registrar Committee shall be the Registrar Council Member *ex officio*. The chairperson of any other committee must be a Fellow appointed by the Council, unless the Council decides otherwise in any particular case.
- 46.5 A committee shall be conducted, and shall exercise the powers delegated to it, in accordance with any directions of the Council which, for the avoidance of doubt, may be contained within terms of reference, policies, guidelines or protocols. Such terms of reference, policies, guidelines, or protocols may be amended from time to time by the Council. Without limiting the generality of this rule, committees of the College will meet at least twice in each year.
- 46.6 The Council may continue to exercise all of its powers despite any delegation made under this rule.
- 46.7 The provisions of this Constitution relating to proceedings of the Council also apply to proceedings of any committee of the Council, except to the extent that the Council determines otherwise. All committee decisions shall be approved by the Council before they become effective and before they are implemented, unless the Council otherwise directs.
- 47. General Manager**
- 47.1 Without limiting the generality of rule 43.1(i) (*Functions and powers of the Council*), the Council may employ a General Manager of the College, for such term and on such conditions as the Council may determine.
- 47.2 Subject to this Constitution and the Act, the Council may delegate to the General Manager such of its functions and powers, that the Council is not prohibited from

delegating under the Act or under this Constitution, as the Council considers appropriate and as may be agreed between the Council and the General Manager. The Council shall direct and monitor the performance of the General Manager.

47.3 The General Manager may attend and speak at all Council meetings and all General Meetings, subject to any decision to the contrary by any meeting of either body, but shall have no voting rights.

#### **48. Duties of Officers**

48.1 At all times, the duties of each Officer of the College include:

- (a) to act at all times in good faith and in what the Officer believes to be the best interests of the charitable purposes of the College;
- (b) to exercise the powers of the Officer for proper purposes;
- (c) not to act, or agree to the College acting, in a manner that contravenes the Act, the Charities Act, this Constitution or any Bylaws;
- (d) when exercising powers or performing duties as an Officer, to exercise the care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, without limitation, the nature of the College, the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by them;
- (e) not to agree, or cause or allow, the activities of the College to be carried on in a manner likely to create a substantial risk of serious loss to the College's creditors;
- (f) not to agree to the College incurring any obligation unless the Officer believes at that time on reasonable grounds that the College will be able to perform the obligation when it is required to do so;
- (g) to disclose any conflict of interest in accordance with rule 10 of schedule 1 (*Duty to disclose conflicts of interest*);
- (h) not to disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information except:
  - (i) as agreed by the Council for the Purposes of the College;
  - (ii) as required by law; or
  - (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*);
- (i) to make reasonable efforts to attend all Council meetings and General Meetings of the College;
- (j) to use their best efforts to consult with Members and others to keep abreast of the issues facing the Council, the College and its Members; and
- (k) to participate in any annual review of the Council's performance.

48.2 **Use of information and advice:** subject to rule 48.3, an Officer, when exercising powers or performing duties as an Officer, may rely on reports, statements,

financial data, and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) an employee of the College whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned:
- (b) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence:
- (c) any other Officer or committee of Officers upon which the Officer did not serve in relation to matters within the officer's or committee's designated authority.

48.3 Rule 48.2 (*Use of information and advice*) applies to an Officer only if the Officer -

- (a) acts in good faith; and
- (b) makes proper enquiry where the need for inquiry is indicated by the circumstances; and
- (c) has no knowledge that the reliance is unwarranted.

#### **49. Grounds for removal from office**

The College may, by Special Resolution, remove any Council Member, before the expiration of their term of office, if that Council Member:

- (a) is found, after a disputes resolution process (conducted in accordance with Part 7 (*Procedures for resolving disputes*) as though the matter were a complaint about a "Member"), to have breached any of the duties in rule 48 (*Duties of Officers*); or
- (b) does not have capacity to competently exercise the powers, authorities and discretions of office. Lack of capacity shall include being mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 and being mentally incapable within the meaning of the Protection of Personal and Property Rights Act 1988.

#### **50. Indemnity and insurance**

50.1 **Indemnities:** the College may indemnify an Officer, a Member, or an employee, of the College in respect of:

- (a) liability to any person other than the College for any act or omission in their capacity as an Officer, Member, or employee (not being a liability specified in rule 50.2); and
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Officer, Member, or employee in defending or settling any proceeding that relates to liability to any person for any act or omission in their capacity as an Officer, Member, or employee, but only if judgment is given in their favour, they are acquitted or the proceeding is discontinued.

50.2 The liability specified in this rule is -

- (a) criminal liability; or

- (b) a liability that arises out of a failure to act in good faith and in what the Officer, Member or employee believes to be the best interests of the College when acting in their capacity as an Officer, Member, or employee.

50.3 **Insurance:** the College may, with the prior approval of the Council, effect insurance for an Officer, Member, or employee, of the College in respect of:

- (a) liability (other than criminal liability) to any person for any act or omission in their capacity as an Officer, Member, or employee; or
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or
- (c) costs incurred by the Officer, Member, or employee in defending any criminal proceedings –
  - (i) that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, Member, or employee; and
  - (ii) in which they are acquitted.

50.4 Council Members who vote in favour of authorising the insurance under rule 50.3 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the College.

50.5 The power of the College to indemnify and effect insurance pursuant to this rule may not be exercised if and to the extent that to do so would prejudice the charitable status of the College.

## **PART 6 – LEGAL AND FINANCIAL MATTERS**

### **51. Method of contracting**

Subject to rule 52 (*Common Seal*), the College may enter into a contract or other enforceable obligation as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the College in writing signed under the name of the College by –
  - (i) 2 or more Council Members of the College; or
  - (ii) one Council Member, or the General Manager, whose signature must be witnessed; or
  - (iii) an attorney appointed by the College, by deed, either generally or in relation to the specific matter;
- (b) an obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the College in writing by a person acting under the College's express or implied authority;
- (c) an obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the College in writing or orally by a person acting under the College's express or implied authority.

## **52. Common Seal**

- 52.1 If, and while, required by the Act, the College shall have a Common Seal, which shall be kept in the custody and control of the Council, and shall be used only as directed by the Council. The Common Seal must not be affixed to any document unless the Council has already authorised its use on that document by resolution. When a document is to be sealed on the prior authority of the Council, the Common Seal must be affixed to the document in the presence of the President and one other Council Member, both of whom must then sign the document.
- 52.2 In addition to complying with rule 51 (*Method of contracting*), and subject to rule 52.1, the College must affix its Common Seal to any contract or document containing an enforceable obligation in accordance with this rule 52.
- 52.3 The Council must maintain a seal register, recording:
- (a) the short title or description of every document sealed;
  - (b) the date of the Council resolution authorising the seal to be affixed;
  - (c) the date the seal was affixed; and
  - (d) the names of the Council Members who signed the document.

## **53. Use of College name**

The College must ensure that its name is clearly stated in –

- (a) every written communication sent by, or on behalf of, the College; and
- (b) every document issued or signed by, or on behalf of, the College that evidences or creates a legal obligation of the College.

## **54. Control and management of finances**

- 54.1 The funds of the College must be used to further the charitable purposes of the College:
- (a) as the Council decides; or
  - (b) as the College decides by resolution passed at a General Meeting.
- 54.2 The Council is responsible for the receipt and banking of all monies received by the College and all sums paid out by the College.
- 54.3 The College's bank account(s) shall be kept at such trading bank, and operated with such signatories, and in accordance with such policies, as may be determined from time to time by the Council.
- 54.4 All monies received by or on behalf of the College shall be paid promptly to the credit of the College's bank account.
- 54.5 All payments must be signed or otherwise approved by 2 Council Members or employees of the College, being persons who have been authorised to do so by the Council, or otherwise in such manner as the Council shall decide from time to time.
- 54.6 The Council shall ensure that all payments by or on behalf of the College are properly authorised before payment, are promptly paid once authorised, and that generally the funds of the College are properly accounted for.

## **55. Accounting records and financial statements**

55.1 The Council is responsible for ensuring that there are kept at all times accounting records that:

- (a) correctly record the transactions of the College;
- (b) will allow the College to produce financial statements that comply with the Charities Act; and
- (c) would enable the financial statements to be readily and properly audited (if required).

55.2 The Council must establish and maintain a satisfactory system of control of the College's accounting records. The accounting records must be kept in written form (or in a form or manner that is easily accessible and convertible into written form) for the current Financial Year and the last 7 Financial Years.

55.3 The Council must ensure that, as soon as practicable after the end of each Financial Year, financial statements are:

- (a) completed in relation to the College and that Financial Year; and
- (b) dated and signed on behalf of the Council by 2 Council Members.

55.4 The Board must also ensure that any annual returns are filed as required by the Act and the Charities Act.

## **56. Audit**

56.1 If the College is required, or at any time resolves, to appoint an auditor or reviewer, then the College shall appoint a Qualified Auditor to:

- (a) hold office until the conclusion of the next Annual General Meeting; and
- (b) audit, or review as the case may be, the financial statements of the College.

56.2 The Council shall ensure that the Qualified Auditor so appointed has access to the documentation of the College, and to such information and explanations as the Qualified Auditor thinks fit for the proper performance of their duties.

## **PART 7 – PROCEDURES FOR RESOLVING DISPUTES**

### **57. Guiding principles**

57.1 All parties to a complaint or grievance shall endeavour to resolve the matter informally and in the spirit of the following principles:

- (a) **fairness and respect for diversity:** the College will encourage work and training environments free of bullying, harassment and unlawful discrimination; all persons engaged in College activities are to be treated in a fair and equitable manner regardless of gender, marital status, pregnancy, colour, race, ethnicity, disability, sexual preferences, religious or political beliefs;
- (b) **confidentiality:** any complaint or grievance shall be dealt with, as far as possible, on a confidential basis and consistent with the protection offered by the legal privilege of qualified privilege;

- (c) **timeliness:** investigation and consideration of a complaint or grievance shall be dealt with as quickly and efficiently as the circumstances permit;
- (d) **accountability:** the process should determine accountability, provide outcomes and give reasons for decisions.

57.2 In the event that informal discussions cannot resolve the issue, the procedures in this Part 7 shall apply.

## **58. Complaints about a Member**

- 58.1 Any person may make a complaint about the conduct of a Member.
- 58.2 Complaints about the conduct of a Member must be made in writing, directed to the General Manager (or, where this is not appropriate, directly to the President), and contain sufficient detail to identify the complainant, the subject matter, and the nature of the complaint. Receipt of the complaint or grievance will be acknowledged by the General Manager (or the President) in writing.
- 58.3 Subject to rule 62 (*General Manager or Council may decide not to investigate complaint or grievance*), the General Manager must forward the written complaint to the Member complained of within 14 working days of receipt.
- 58.4 If the General Manager forwards the written complaint under rule 58.3, the Member complained of may, within a further period of 14 working days, provide the General Manager with their written response to the complaint. The General Manager must forward the written response to the complainant within 14 working days of receipt.
- 58.5 The General Manager will consider the matter and whether further action is required. If the General Manager considers that further action is required, the General Manager will request the Council to convene a Complaints Committee. If the Complaints Committee considers it is necessary or desirable in order to give both parties a reasonable opportunity to be heard, the Complaints Committee may convene face-to-face meeting between the complainant and the Member complained of.
- 58.6 Having considered the matter under rule 58.5, the Complaints Committee will make a decision as to how the complaint is to be resolved.

## **59. Escalation to the Council**

- 59.1 If either the complainant, or the Member complained of, is unhappy with a decision of the General Manager or the Complaints Committee made under rule 58 (*Complaints about a Member*), either party may request that the General Manager escalate the matter to the Council.
- 59.2 If the General Manager receives a request for escalation to the Council, or if the General Manager otherwise considers that escalation of the matter to the Council is necessary or desirable, the General Manager shall, within 14 working days of the decision, or of receipt of the request, whichever is the later, forward to the Council a copy of the complaint, the written response and any other documentation considered desirable.
- 59.3 The Council shall consider the matter at a Council meeting held within 14 working days of the escalation, or as soon as practicable thereafter.

59.4 The Member complained of has a right to be heard before the complaint is resolved or any outcome is determined.

**60. A Member's grievance against the College or another Member**

60.1 A Member may raise with the Council an allegation of damage (caused by the College, a staff member of the College, or a Member) to a Member's rights or interests (as a Member) or to Members' rights and interests generally.

60.2 An oral hearing of the grievance will be held if the Council decides that, for serious or complex cases, after taking into account the potential consequences for a Member if a grievance is upheld or not upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable.

60.3 The Member will be heard before the grievance is resolved or any outcome is determined.

**61. Investigating and determining complaint or grievance**

61.1 Subject to rule 62 (*General Manager or Council may decide not to investigate complaint or grievance*), the Council must, as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance. In conducting the investigation, the Council may consult with other parties considered relevant.

61.2 The Council will endeavour to resolve the dispute by consensus.

61.3 In the event that consensus is not possible, or if the Council decides that, for serious or complex cases, after taking into account the potential consequences for any person if a complaint or grievance is upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable, the Council may call a General Meeting to consider and determine the matter.

61.4 The written material and any additional submissions by either party will be considered by the Council. If a General Meeting is convened under rule 61.3, the parties will be given the opportunity to speak at the meeting, and the parties' submissions and/or written statements will be considered by the General Meeting.

**62. General Manager or Council may decide not to investigate complaint or grievance**

Despite rules 58.3 (*Complaints about a Member*) and 61 (*Investigating and determining complaint or grievance*), the General Manager or the Council may decide not to proceed with a matter further if the General Manager or the Council, as the case may be, determines that –

- (a) the matter is trivial; or
- (b) the complaint or grievance does not appear to disclose:
  - (i) in the case of a complaint, any material misconduct; or
  - (ii) in the case of a grievance, any material damage to a Member's rights or interests; or
- (c) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or

- (d) the person who makes the complaint or brings the grievance has an insufficient interest in the matter; or
- (e) the conduct, incident, event, or issue has already been dealt with by or on behalf of the College.

**63. Council may refer complaint to committee or other investigator**

The Council may refer a complaint or grievance to:

- (a) a complaints committee or external person to investigate and report; or
- (b) a complaints committee, an arbitral tribunal, or an external person to investigate and make a decision.

**64. Decision-makers**

A person may not act as a decision-maker in relation to a complaint or grievance if 2 or more Council Members, or a complaints committee, or the Members by resolution at a General Meeting, consider that there are reasonable grounds to believe that the person may not:

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

**65. Decisions**

Having considered all relevant information, and provided a reasonable opportunity to be heard, the decision-maker in relation to a complaint or grievance may make any decision they think fit, including any one or more of the following:

- (a) that no further action needs to be taken;
- (b) that the complaint or grievance should be dismissed;
- (c) requiring a Member to take specified corrective action;
- (d) the publication of any corrective letter or statement;
- (e) censure of a Member;
- (f) removal of any College award or dignity held by a Member;
- (g) directing the matter to another authority;
- (h) adjourning the matter, pending a hearing or determination by another authority;
- (i) suspension of a Member for any period of time; and/or
- (j) termination under rule 27.3 (*Termination for cause*) or removal under rule 49 (*Grounds for removal from office*),

provided that a decision to suspend or terminate under paragraphs (i) or (j) may not be made unless it has been approved by resolution passed by a 75% majority of votes cast at a meeting of the Council.

## **PART 8 – ADMINISTRATION**

### **66. Amendments to Constitution**

- 66.1 Subject to the Act, this Constitution may only be amended by Special Resolution passed at a properly-convened General Meeting at which prior written notice has been given to Members in accordance with rules 30 (*Notice of General Meetings*) and 31 (*Motions*).
- 66.2 Notwithstanding rule 66.1, the Society may make minor or technical amendments to the Constitution by providing written notice to every Member of the text of the proposed amendment and the right of the Member to object to the proposed amendment. If no objection from a Member is received within 20 working days after the date on which the notice is sent, the Council may make the amendment.
- 66.3 The power of amendment conferred by this rule 66 may not be exercised to make an amendment:
- (a) inconsistent with the charitable purposes of the College; or
  - (b) which would prejudice the charitable nature of the College.
- 66.4 The Society must ensure that a copy of an amendment to the Constitution, and a copy of the Constitution as amended, are notified to the Registrar of Incorporated Societies in accordance with the Act. No amendment to the Constitution shall take effect until registered with the Registrar of Incorporated Societies. Any amendment to this Constitution shall also be notified as required by the Charities Act.

### **67. Bylaws**

- 67.1 The College may, by Ordinary Resolution, make such Bylaws as it considers desirable, provided that they are not inconsistent with:
- (a) the Act; or
  - (b) this Constitution; or
  - (c) the Purposes; or
  - (d) any directive given at a General Meeting.
- 67.2 All Bylaws are binding on the College and its Members unless and until set aside by a General Meeting.
- 67.3 The making, amendment, or replacement of a Bylaw is not an amendment of the Constitution.

### **68. Winding up**

- 68.1 Subject to the Act, the College may be voluntarily put into liquidation if a Special Resolution is passed, at a General Meeting that is properly notified and convened in accordance with the Act and Part 4 (*General Meetings*), to appoint a liquidator.
- 68.2 The College may request the Registrar of Incorporated Societies that the College be voluntarily dissolved in the circumstances permitted by the Act.
- 68.3 On the liquidation or dissolution, all surplus assets, after the payment of all costs of winding up and all of the College's debts and liabilities, must, subject to any trust affecting the same, be given or transferred to another organisation that is

charitable under New Zealand law, and that has objects that are similar to those of the College, as approved by Ordinary Resolution.

- 68.4 In the absence of a decision by the College in accordance with rule 68.3, the surplus assets of the College shall be applied to such charitable purposes in New Zealand as a Judge of the High Court of New Zealand directs.

**69. Matters not provided for**

If any matter arises which, in the opinion of the Council, is not provided for in this Constitution, then, subject to this Constitution and in particular the duties of Officers set out in rule 48 (*Duties of Officers*), the same may be determined by the Council in such manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by a resolution of a General Meeting.

**70. Governing law**

This Constitution shall be governed by New Zealand law.

## **SCHEDULE 1: PROCEEDINGS OF THE COUNCIL**

### **1 Meetings**

- 1.1 The Council Members shall meet as often as they consider desirable for the efficient and proper conduct of the affairs of the College, provided that they meet at least 3 times per year.
- 1.2 The President may convene a Council meeting at any time and must convene a Council meeting at the written request of at least 3 Council Members.
- 1.3 Except where this Constitution otherwise expressly provides, each Council Member present at a meeting of the Council is entitled to one vote.

### **2 Notice of meetings**

- 2.1 At least 7 days' notice of any Council meeting shall be communicated by the President by email, or otherwise in writing, to each of the other Council Members. However, all of the Council Members may agree to shorten or waive the period of notice.
- 2.3 The notice of meeting shall include the date, time and place of the meeting, and the business to be transacted.
- 2.4 No notice is necessary for the resumption of an adjourned meeting. However, a Council Member who was not present at the meeting adjourned must be notified of the date, time and place of the reconvened meeting.
- 2.5 The President shall use all reasonable endeavours to ensure all notices of meeting have been correctly sent. However, the inadvertent failure of any Council Member to receive a notice of a meeting of the Council shall not invalidate such meeting or its proceedings.

### **3 Methods of holding meetings**

- 3.1 A meeting of the Council may be held either:
  - (a) by a number of Council Members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
  - (b) by an Online Meeting at which a quorum of Council Members participating can simultaneously hear each other throughout the meeting, provided that all Council Members received notice of the meeting and the requirements of rule 3.2 of this schedule are met; or
  - (c) by a combination of the methods described in paragraphs (a) and (b).
- 3.2 In the case of an Online Meeting:
  - (a) at the start of the meeting, each participant must acknowledge their presence to all the others taking part; and
  - (b) a Council Member must not disconnect their means of communication without the prior consent of the chairperson.
- 3.3 A Council Member is conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting unless they have previously obtained the express consent of the chairperson to leave the meeting.

## **4 Quorum**

- 4.1 A quorum for a meeting of the Council shall be a majority of the Council Members in office at the time of the meeting.
- 4.2 A Council Member who is diagnosed by a registered medical practitioner as having any physical or mental incapacity that means the person is temporarily unable to fulfil the duties and responsibilities of a Council Member, shall not be treated as a Council Member for the purposes of rule 4.1 of this schedule.
- 4.3 At any meeting of the Council, no business shall be transacted unless a quorum is present, provided that the Council Members present at a non-quorate meeting may discuss matters and make recommendations to be reported to the next full meeting of the Council for its decision.

## **5 Adjournment**

- 5.1 If a quorum is not present within 30 minutes after the time appointed for a meeting, the meeting will stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.
- 5.2 The President may adjourn any meeting on the adoption of a resolution for its adjournment.

## **6 Chairperson**

- 6.1 Subject to rule 44 (*President*), the President shall chair all meetings of the Council at which the President is present. If the President is not present at a Council meeting, the President will nominate another Council Member to chair the meeting.
- 6.2 The chairperson of a Council meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

## **7 Voting on motions**

- 7.1 All questions before the Council shall, if possible, be decided by consensus.
- 7.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the Council, except where this Constitution requires a higher majority in any particular case. Subject to this schedule, the method of voting shall be decided by the Council. Different methods may be adopted for different motions. If the voting is tied, and the chairperson of the meeting does not exercise a casting vote under rule 6.2 of this schedule, the motion shall be lost.
- 7.3 A Council Member present at a meeting of the Council is presumed to have agreed to, and to have voted in favour of, a resolution of the Council unless they expressly dissent from or vote against the resolution at the meeting.
- 7.4 A written resolution that has been circulated to all Council Members then entitled to receive notice of a meeting of the Council, and that has been signed or clearly assented to by all the Council Members in office, is as valid and effective as if it had been passed at a meeting of the Council duly convened and held. Such a written resolution may consist of several duplicated documents, each signed or clearly

assented to in writing by one or more of the Council Members, and may be sent by electronic transmission, provided that the resolution, and the respective Council Member's specific position on the resolution, is recorded in the transmission. Each such document must be retained by the Council as evidence of the assent to the resolution by the Council Member concerned. Any written resolution that is duly passed under this rule 7.4 shall be recorded in the minutes of the next Council meeting.

- 7.5 A resolution of the Council may be rescinded or varied by the Council in the same manner as it was passed.

## **8 Minutes**

- 8.1 The Council must ensure that minutes are taken of every Council meeting, and are made available to any Council Member on request. The minutes shall record, for each and every meeting of the Council:
- (a) the names of those present;
  - (b) all decisions taken; and
  - (c) any other matters discussed at the meeting.
- 8.2 Draft minutes of a Council meeting shall be circulated to all Council Members as soon as practicable after the meeting. The chairperson of the meeting will make any necessary amendments, and present the amended draft minutes to the next meeting of the Council for approval at that meeting. If the minutes are so approved, the chairperson shall sign the minutes. Where minutes of the proceedings at a Council meeting have been signed correct by the chairperson of that meeting, or by the chairperson of the next succeeding meeting, the meeting will be deemed to have been properly convened, and its proceedings properly conducted, unless and until the contrary is proved.
- 8.3 The minutes shall be available to any Council Member on request.
- 8.4 Decisions recorded in the minutes shall be read in conjunction with this Constitution and, subject to this Constitution, are binding on all persons connected with the College.

## **9 Interests Register**

- 9.1 The Council must keep and maintain an up-to-date Interests Register, being a register of disclosures made by Officers under rule 10 of this schedule.
- 9.2 The Interests Register must be made available for inspection by the Officers of the College.
- 9.3 The Interests Register may, subject to the requirements of the Privacy Act 2020 and at the Council's discretion, be made available for inspection by Members.

## **10 Duty to disclose conflicts of interest**

- 10.1 As soon as practicable after an Officer becomes aware of the fact that they are, or may be, in any capacity whatsoever, Interested in a Matter relating to the College, the Officer must disclose all relevant details of the interest to the Council, including:
- (a) the nature and monetary value of that interest (if the monetary value of the Officer's interest is able to be quantified); or

- (b) if the monetary value of the Officer's interest cannot be quantified, the nature and extent of that interest.

10.2 After considering the views of the other Council Members, the chairperson may rule that the affected Officer is not conflicted in relation to a disclosure, where no conflict in fact exists.

10.3 A disclosure by an Officer, and the chairperson's ruling in respect of that disclosure, must be recorded in the minutes.

10.4 If the Officer is determined to be Interested in the matter, all relevant details of the interest must be recorded in the Interests Register.

## **11 Voting by Interested Officers**

11.1 A Council Member who is Interested in a Matter relating to the College:

- (a) must not vote or take part in any decision of the Council relating to the Matter (unless all Council Members who are not Interested in the Matter consent to the Council Member doing so); and
- (b) must not sign any document relating to the Matter (unless all Council Members who are not Interested in the Matter consent to the Council Member doing so); but
- (c) may take part in any discussion of the Council relating to the Matter and be present at the time of the decision of the Council (unless the Council decides otherwise); and
- (d) may be counted for the purposes of determining whether there is a quorum at any meeting at which the Matter is considered.

11.2 Despite rule 11.1(d) of this schedule, if 50% or more of the Council Members are prevented from voting on a Matter because they are Interested in that Matter, an Extraordinary General Meeting must be called to consider and determine the Matter. Where 50% or more of the members of a subcommittee are prevented from voting on a Matter because they are Interested in that Matter, the Council shall consider and determine the Matter.

## **12 Consequences of failing to disclose interest**

The Council must notify the Members of a failure to comply with rules 10 or 11 of this schedule, and of any Matter affected, as soon as practicable after becoming aware of the failure.

## **13 Validity of proceedings**

All acts done by any meeting of the Council, a committee, or by any person acting as a Council Member shall, notwithstanding that it is afterwards discovered that any of them were not properly appointed, or were disqualified from holding office, shall be as valid as if every such person had been duly appointed and was qualified to be a Council Member.

## **14 Council may regulate other proceedings**

Except as otherwise set out in the Act or in this Constitution, the Council may regulate its own procedures in such manner as it sees fit to efficiently govern the College in furtherance of its charitable purposes.