



**The Royal New Zealand  
College of General Practitioners**  
Te Whare Tohu Rata o Aotearoa

## **Rules**

**July 2017**



## **RULES OF**

### **The Royal New Zealand College of General Practitioners**

1	Name.....	3
2	College Emblem.....	3
3	Regalia .....	3
4	Introduction .....	3
5	Charitable Purpose .....	3
6	Definitions .....	3
7	Powers.....	4
8	Activities.....	4
9	Financial Benefit.....	5
10	College Membership .....	5
11	College members' Duties, Rights, and Privileges .....	7
12	Special Status .....	8
13	Annual Dues and Levies.....	10
14	Ending Membership .....	10
15	Suspension of Membership and other sanctions.....	12
16	Re-admitting Former College members .....	12
17	Faculties .....	12
18	National Advisory Council.....	13
19	Te Akoranga a Māui .....	15
20	College Chapters .....	15
21	Board and Officers .....	16
22	Governance by the Board.....	20
23	Chief Executive Officer.....	22
24	Registered Office .....	22
25	Financial Administration .....	22
26	Execution of Documents.....	23
27	Annual General Meetings .....	23
28	Special General Meetings .....	25
29	Ballots of all College members .....	26
30	Altering these Rules .....	26
31	Liability of College members.....	27
32	Winding Up .....	27
33	Notices.....	27

## RNZCGP Rules

### 1 Name

1.1 The society's name is The Royal New Zealand College of General Practitioners (the **College**).

### 2 College Emblem

2.1 The colour is orange, specifically Pantone 158.

### 3 Regalia

3.1 Gowns: A black gown in the style of university academic gowns, modified with a border of black and white triangles in the form of an original and particular taniko design.

3.2 Distinguished Fellows' gown: as determined by the Board.

3.3 President's gown: as determined by the Board.

### 4 Introduction

4.1 The College was incorporated as a Charitable Trust Board under the Charitable Trusts Act 1957 on 13 August 1973.

### 5 Charitable Purpose

5.1 The purpose of the College is to encourage, foster and maintain the highest possible standards for medical care within the scope of general practice, in order to reduce health inequalities and achieve improved health for all New Zealanders (**Charitable Purpose**).

### 6 Definitions

6.1 **College member** means a Fellow, Member, Registrar or Associate in Practice.

6.2 **Financial Good Standing** means that all dues, levies and fees owing to the College have been paid, or that there is a satisfactory arrangement in place for payment.

6.3 **General practice** is the range of values, knowledge, skills, and practices required to provide first level medical services in both community practice and hospital settings. General practice includes the provision of both first contact and continuing care, for all ages and both sexes, that is comprehensive, person-centred, and takes into account the roles of family, whānau, community and equity in achieving health gains.

6.4 **General practitioners** are vocationally registered in the scope of general practice (or currently in general practice vocational training) and are able to provide the comprehensive range of services included in the scope of general practice and, with the requisite skills for each location, may work in a rural, small town, urban or hospital setting.

6.5 **Professional Good Standing** means that a general practitioner is able to obtain a Certificate of Good Standing or equivalent from the Medical Council of New Zealand.

## **7 Powers**

- 7.1 The College has all the powers of a natural person, except that that the College has no power to do anything that would cause the College to lose its status as a Registered Charity under the Charities Act 2005.
- 7.2 The College may only use the powers it has under Rule 7.1 to pursue its Charitable Purpose.

## **8 Activities**

- 8.1 The College will only carry out activities that contribute towards achieving its Charitable Purpose.
- 8.2 Subject to 8.1 above, in working to achieve its Charitable Purpose the College will be guided by the Treaty of Waitangi and its principles of partnership, participation and active protection, and may do all such lawful things that are incidental or conducive to the attainment of its Charitable Purpose, which may include all or any of the following:
- (a) promote the highest standards for care;
  - (b) promote the maintenance and improvement of professional competence;
  - (c) promote high quality general practice and rural hospital medicine recruitment, education and training;
  - (d) promote high quality teaching;
  - (e) promote vocational education, assessment and qualification for all practitioners;
  - (f) promote solutions to health inequities;
  - (g) promote comprehensive person-centred care, that takes into account the roles of whānau, community and equity in achieving health gains;
  - (h) inform the New Zealand public of the standards for medical care within the scope of general practice, in order to reduce health inequalities and achieve improved health for all New Zealanders;
  - (i) further the development and provision of vocational training;
  - (j) provide continuing professional education programmes;
  - (k) approve and provide quality improvement programmes;
  - (l) approve education and training standards;
  - (m) approve and provide education, training and/or assessments;
  - (n) provide advice to statutory bodies on quality standards for education, assessment, qualifications and care provision;
  - (o) develop and provide training for teachers;
  - (p) further recruitment to general practice among able undergraduate medical students;
  - (q) conduct and further research; and
  - (r) foster the publication of research and other material.

- 8.3 Subject to 8.1 above, in working to achieve its Charitable Purpose as an ancillary or secondary activity, the College will foster good fellowship, support, and collegiality among those working in the scope of general practice.

## 9 Financial Benefit

- 9.1 The College's income and property:
- (a) must be used only to promote the College's Charitable Purpose; and
  - (b) may not be used directly or indirectly to benefit individuals; except that the College may pay individuals at market rates for services provided to the College.
- 9.2 The College may use any suitably qualified College member to provide services, including governance services, to the College, and may pay that College member rates which are reasonable and relative to payments that would be made between unrelated parties.
- 9.3 The College may enter into transactions in which Board members or management employees are "interested" within the meaning of section 139 of the Companies Act 1993, provided that:
- (a) no Board member, or anyone associated with a Board member, is allowed to take part in, or influence any decision made by the Board in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage;
  - (b) any payments made must be for goods or services that advance the Charitable Purpose and must be reasonable and relative to payments that would be made between unrelated parties; and
  - (c) any interested Board member or members are not counted in the quorum and do not vote on the Board resolution to approve entry into the transaction.

## 10 College Membership

- 10.1 Any natural person may apply for College membership.
- 10.2 There shall be the following classes of membership:
- (a) Fellow;
  - (b) Member;
  - (c) Registrar (Associate in Training); and
  - (d) Associate in Practice.
- 10.3 In order to hold membership as a **Fellow**, a person must meet the following criteria at the time Fellowship is decided:
- (a) be registered to practise medicine in New Zealand;
  - (b) hold a current Practising Certificate from the Medical Council of New Zealand;
  - (c) be in Professional Good Standing; and either

- (i) have been assessed by the College under the College's Fellowship Regulations, as having the training, skills and experience in the scope of general practice to be entitled to the status of Fellow; or
- (ii) hold a status that the College recognises as equivalent to that of a Fellow in any other organisation with which the College has a reciprocal agreement to confer Fellowship.

10.4 In order to hold membership as a **Member**, a person must meet the following criteria at the time membership is decided:

- (a) be registered to practise medicine in New Zealand;
- (b) hold a current Practising Certificate from the Medical Council of New Zealand;
- (c) be in Professional Good Standing;
- (d) have satisfactorily passed the College General Practice Education Programme (GPEP) examinations (or other such examination as the Board considers equivalent) and be enrolled in the General Practice Education Programme; and
- (e) have not held membership as a Member for more than 5 years while undergoing the General Practice Education Programme (or such other training as the Board considers equivalent), unless the Board (in its discretion) has exempted the person from complying with this requirement by granting that person additional time to complete the training programme.

10.5 In order to hold membership as a **Registrar** (Associate in Training) or an **Associate in Practice**, a person must meet the following criteria, at the time of application:

- (a) Registrar (Associate in Training)  
An applicant must:
  - (i) be registered to practise medicine in New Zealand;
  - (ii) be in Professional Good Standing; and
  - (iii) hold a current Practising Certificate from the Medical Council of New Zealand; and
  - (iv) be involved in GPEP or another programme of postgraduate training that the College recognises as appropriate to qualify the applicant as a Fellow.
- (b) Associate in Practice  
An applicant must:
  - (i) be registered to practise medicine in New Zealand;
  - (ii) hold a current Practising Certificate from the Medical Council of New Zealand;
  - (iii) be in Professional Good Standing;
  - (iv) be actively engaged in general practice or rural hospital medicine or other aligned scope of practice; and
  - (v) comply with all Medical Council of New Zealand requirements for aspects of their practice that are not within the scope of New Zealand general practice.

- 10.6 The College will keep a membership register that records each member's:
- (a) name, contact address and any other contact details;
  - (b) membership class (Fellow, Member, Registrar or Associate in Practice) and special status (if relevant);
  - (c) dates when he or she became a College member or stopped being a College member;
  - (d) dates when his or her membership class or special status changed;
  - (e) Faculty in which he or she lives or works (one to be chosen);
  - (f) wish to be recognised as a member of Te Akoranga a Māui; and
  - (g) wish to be recognised as a member of any Chapters.

## **11 College members' Duties, Rights, and Privileges**

- 11.1 A College member must promote the College's Charitable Purpose and interests and must not do anything to bring the College into disrepute.
- 11.2 A College member must comply with these Rules and must pay the annual dues and levies, and fees, that the College charges.
- 11.3 A College member must let the College know if he or she changes his or her contact address or other contact details.
- 11.4 A Fellow who has paid his or her annual dues and levies may:
- (a) attend and speak at any general meeting of the College;
  - (b) vote in any College election, or on any resolution able to be put to a general meeting of the College;
  - (c) hold office in the College; and
  - (d) use the designation "Fellow of the Royal New Zealand College of General Practitioners" or use the abbreviation "FRNZCGP" after his or her name.
- 11.5 A Member who has paid his or her annual dues and levies may:
- (a) attend and speak at any general meeting of the College;
  - (b) vote in any College election, or on any resolution able to be put to a general meeting of the College;
  - (c) hold any office in the Registrars and Associates in Practice Chapter including serving as the Registrars and Associates in Practice Chapter representative on the National Advisory Council; and
  - (d) serve as the Te Akoranga a Māui representative on the Board.
- 11.6 A Member may not use any designation after his or her name.
- 11.7 A Registrar who has paid his or her annual dues and levies may:

- (a) attend and speak at any general meeting of the College;
  - (b) hold any office in the Registrars and Associate in Practice Chapter including serving as the Registrars and Associates in Practice Chapter representative on the National Advisory Council; and
  - (c) serve as the Te Akoranga a Māui representative on the Board.
- 11.8 An Associate in Practice who has paid his or her annual dues and levies may:
- (a) attend and speak at any general meeting of the College.
- 11.9 An Associate in Training or an Associate in Practice may not:
- (a) use any designation after their name; or
  - (b) vote in any College election, or on any resolution able to be put to a general meeting of the College.

## 12 Special Status

12.1 The College may grant the following categories of special status to any person:

- (a) Retired member;
- (b) Life member;
- (c) Distinguished Fellow; and
- (d) Honorary Fellow.

12.2 Retired members

- (a) The Board may grant the status of "Retired" to any College member who:
  - (i) is a College member in Financial Good Standing; and
  - (ii) is not actively providing general practice and/or rural hospital medicine.
- (b) A Retired member is liable to pay annual dues at the Retired members' rate set by the College, and has the other duties, rights and privileges of his or her class of membership.
- (c) A Retired member who begins actively to provide general practice and/or rural hospital medicine ceases to be a Retired member and is liable to pay the ordinary dues applicable to his or her class of membership, apportioned pro rata to the remaining part of the College's financial year.

12.3 Life members

- (a) The Board may grant the status of "Life" member to any Fellow who:
  - (i) is a Fellow in Financial Good Standing;
  - (ii) has reached the age of 65 years; and
  - (iii) has been a Fellow in Financial Good Standing for 30 or more years.

- (b) A Life Member shall not be required to pay annual dues (whether or not that person is "Retired"), but has the other duties, rights, and privileges of his or her class of membership as Fellow.

#### 12.4 Distinguished Fellows

- (a) The Board may grant the status of "Distinguished Fellow" to any Fellow who:
  - (i) is a Fellow in Professional and Financial Good Standing;
  - (ii) has been a Fellow for at least five years;
  - (iii) has provided outstanding service, either to the science or practice of medicine, or to the College's Charitable Purpose;
  - (iv) is a person to whom the College motto "cum scientia caritas" is particularly appropriate; and
  - (v) who accepts nomination as a Distinguished Fellow.
- (b) When the Board considers awarding the status of Distinguished Fellow, the Board may take into account the candidate's service to any organisation that directly or indirectly benefits general practice, rural hospital medicine, medicine as a whole, or the health and welfare of the community.
- (c) A Distinguished Fellow may use the designation "Distinguished Fellow of The Royal New Zealand College of General Practitioners" or use the abbreviation "FRNZCGP (Dist)" after his or her name.
- (d) A Distinguished Fellow is liable to pay annual dues as a Fellow and has the duties, rights, and privileges of his or her class of membership
- (e) Distinguished Fellowship may be awarded posthumously, in which case rules 12.4(a)(i) and (v) and 12.4(d) do not apply.
- (f) Any current Distinguished Fellow or Fellow of the College may nominate a Fellow for Distinguished Fellowship.

#### 12.5 Honorary Fellows

- (a) The Board may grant the status of Honorary Fellow to a person of distinction, who is not qualified to become a Fellow, and who, whether or not he or she is medically qualified, has made an outstanding contribution to:
  - (i) the College's affairs;
  - (ii) the College's Charitable Purpose; or
  - (iii) improving general practice and/or rural hospital medicine.
- (b) An Honorary Fellow who is a College member at the time he or she is made an Honorary Fellow keeps all the rights and privileges of his or her class of membership.
- (c) An Honorary Fellow who is not a College member when he or she is made an Honorary Fellow may attend and speak at any general meeting of the College, but may not vote or hold elected office.
- (d) An Honorary Fellow is not liable to pay annual dues or levies.

- (e) Any College member may nominate a person for Honorary Fellowship.

### **13 Annual Dues and Levies**

- 13.1 The College may charge annual dues to College members according to membership class or special status.
- 13.2 The amount of the annual dues and the due date for payment shall be fixed by the Board.
- 13.3 Once approved, annual dues shall remain payable in the same amount and on the same due date in each following year, unless and until a different amount and/or due date is fixed by the Board.
- 13.4 The College may charge special purpose levies to College members according to membership class or special status.
- 13.5 The amount and purpose of any special purpose levy and the due date for payment shall be fixed by the Board.
- 13.6 A College member who fails to pay his or her annual dues or levies within three months after the due date for payment loses his or her Financial Good Standing with the College.
- 13.7 Until he or she pays all outstanding dues and levies, a College member who is not in Financial Good Standing with the College:
  - (a) remains bound by these rules, and remains liable to pay all outstanding dues and levies;
  - (b) may not exercise the rights and privileges of membership, including in particular the rights to vote and to hold office; and
  - (c) may not participate in any College activity.

### **14 Ending Membership**

#### **14.1 Resignation**

- (a) Any College member may resign by sending a notice in writing to the College.
- (b) A College member's resignation shall take effect from the date the College receives the notice described in rule 14.1 (a).
- (c) The resigning College member remains liable to pay dues and levies and fees incurred for that financial year to the date that his or her resignation takes effect.

#### **14.2 Termination by the Board**

The Board may declare that a College member is no longer a College member if he or she:

- (a) is not in Financial Good Standing with the College, and remains so for six months or longer;
- (b) is no longer qualified to be a College member;

- (c) is convicted of any indictable offence, or any other offence for which a convicted person may be imprisoned for a period of one year or more; or
- (d) is adjudicated bankrupt, or enters into a composition with creditors.

Any such declaration shall take effect from a date specified by the Board, or if no such date is specified, from the date of the Board's declaration.

#### 14.3 Expulsion for misconduct

- (a) Where the Board considers that a College member has not, or may have not, complied with these Rules in a serious and material way, the Board must give the College member the opportunity to be heard by the Board.
- (b) If, after giving the College member the opportunity to be heard, the Board then decides that the College member has not complied with these Rules in a serious and material way, the Board may resolve to expel the College member.
- (c) Where the Board resolves to expel the College member:
  - (i) the Board shall promptly notify the relevant College member of its resolution; and
  - (ii) the resolution shall take effect 14 days after the relevant College member is notified; unless
  - (iii) by notice to the Board, given within 14 days after the expelled College member is notified, the relevant College member requires the expulsion resolution to be put to the College in general meeting.
- (d) If, by valid notice, the expelled College member requires the expulsion resolution to be put to the College in general meeting:
  - (i) the expulsion resolution shall be put to a special general meeting, called for the purpose of considering the expulsion resolution; and
  - (ii) the Board shall prepare a statement of the reasons that persuaded it to pass the expulsion resolution, that shall be given to College members with the notice of general meeting; and
  - (iii) the College member who is the subject of the expulsion resolution shall have the opportunity to prepare a statement in response, to be given to College members in advance of the general meeting; and
  - (iv) the College in general meeting may expel the College member with immediate effect by resolution passed by a two-thirds majority of those voting.

#### 14.4 From the date that a resignation, termination, or expulsion takes effect under rules 14.1, 14.2, and 14.3, the affected College member must:

- (a) stop representing themselves as a College member; and
- (b) stop using any title or abbreviation that they had been entitled to use as a College member or holder of special status.

## **15 Suspension of Membership and other sanctions**

- 15.1 The Board may, instead of exercising its power under rule 14.2 to terminate the membership of a College member to whom rule 14.2 applies, exercise one or more of the following powers:
- (a) suspend the membership of the College member for a period determined by the Board;
  - (b) censure the College member; or
  - (c) fine the College member an amount not exceeding the amount of the annual and special dues paid or payable by the College member in the financial year in which the fine is imposed.
- 15.2 The Board may, instead of resolving to expel a College member under rule 14.3(b), exercise any one or more of the following powers:
- (a) suspend the membership of the College member for a period determined by the Board;
  - (b) censure the College member; or
  - (c) fine the College member an amount not exceeding the amount of the annual and special dues paid or payable by the College member in the financial year in which the fine is imposed.
- 15.3 To avoid doubt, rules 14.3(c) and (d) do not apply where the Board exercises its powers under rule 15.2.
- 15.4 While suspension of membership under rule 15.1(a) or 15.2(a) is in force, rules 14.4(a) and (b) apply to the College member.

## **16 Re-admitting Former College members**

- 16.1 Former College members may re-apply for membership in the same way as any new applicants, subject to rule 16.2.
- 16.2 Where a former College member's membership was terminated under rules 14.2 or 14.3, the former College member must either get the approval of the Board or of the College in a general meeting before being re-admitted to membership.

## **17 Faculties**

- 17.1 The Board establishes Faculties based on geographic locations. All Faculties existing as at the date these rules come into force shall continue as if established by the Board under this rule.
- 17.2 Each College member is a member of the Faculty for the area in which his or her work or home contact address is located. Where the College member's work and home contact addresses are located in areas covered by different Faculties, the College member may elect to belong to the Faculty covering his or her work or his or her home address.
- 17.3 In consultation with the National Advisory Council, the Board may:
- (a) establish new Faculties;

- (b) amalgamate, vary the boundaries of, and/or disestablish existing Faculties; and
  - (c) decide on the number of representatives that each Faculty is entitled to elect to the National Advisory Council (provided that each Faculty has at least one representative).
- 17.4 Each Faculty must work locally to further the College's Charitable Purpose, by:
- (a) assembling together as frequently as is appropriate, but at least once annually in general meeting;
  - (b) planning and carrying out educational and other membership support activities; and
  - (c) electing Faculty representatives to serve on the National Advisory Council.
- 17.5 Each Faculty may decide its own terms of reference, structures and procedures, and may make its own regulations, provided that those regulations are consistent with these Rules.
- 17.6 The Board may use its powers to charge special purpose levies to College members to provide funds that Faculties can use to further the College's purpose.
- 17.7 Each Faculty is a part of the College, and is not separate from the College. Faculties must not incorporate separately, and must not hold funds on their own behalf. Faculties have no separate standing, and no authority to bind the College, except such specific authority as may be delegated to the Faculty from time to time by the CEO.
- 17.8 Funds allocated to support Faculty activities will be held by the College in a way that separately identifies funds so allocated. Any Faculty may request details of the funds held by the College and allocated to support its activities, and details shall be provided within five working days of any such request.

## **18 National Advisory Council**

- 18.1 The College has a National Advisory Council to liaise between the Board and the membership.
- 18.2 The National Advisory Council advises the Board on the College members' concerns and is made up of:
- (a) a Fellow appointed by each Faculty to represent that Faculty;
  - (b) Fellows appointed by each Chapter to represent that Chapter (with the exception of the Registrars and Associates in Practice Chapter which may appoint a Member, Registrar or an Associate in Practice as a representative);
  - (c) a College member nominated by Te Akoranga a Māui;
  - (d) any Chair of an advisory group who accepts an invitation to participate by the National Advisory Council; and
  - (e) the College's CEO (ex officio and without voting rights).
- 18.3 The National Advisory Council must:
- (a) meet at least twice a year;

- (b) provide advice, guidance and general direction to the Board on matters of importance to College members in meeting the College's purpose, including general policy issues, priorities for policy work, and any national and regional views; and
  - (c) liaise between the Board and College members in matters of importance to the College and its work.
  - (d) The College must pay the College's standard daily rate to serving National Advisory Council members, and reimburse them for their reasonable and necessary travel and accommodation expenses for attending National Advisory Council meetings.
- 18.4 National Advisory Council members will generally be appointed for three-year terms, except that:
- (a) one-third of the seats on the National Advisory Council will become vacant each year, to be filled by a new appointment. If the National Advisory Council members cannot agree on an order of retirement, they must decide the order by drawing lots;
  - (b) when their first terms of office have ended, appointed National Advisory Council members may be re-appointed to the National Advisory Council twice only, for terms of one year;
  - (c) when these terms of office have ended, the appointed National Advisory Council members may not be re-appointed to the National Advisory Council for three years; and
  - (d) all National Advisory Council appointments must be announced at the Annual General Meeting.
- 18.5 The National Advisory Council must elect one of its members to serve as Chair for a term of one year. A National Advisory Council member who is elected Chair of the National Advisory Council may be re-elected Chair for further one-year terms while he or she remains a National Advisory Council member.
- 18.6 Board members may attend and speak at National Advisory Council meetings, but are not National Advisory Council members and may not vote at National Advisory Council meetings.
- 18.7 The National Advisory Council may decide its own terms of reference, structures and procedures, and may make its own regulations, provided that those regulations are consistent with these Rules.
- 18.8 The Board may use its powers to charge special purpose levies to College members to provide funds that the National Advisory Council can use to further the College's purpose.
- 18.9 The National Advisory Council is a part of the College, and is not separate from the College. The National Advisory Council must not incorporate separately, and must not hold funds on its own behalf. The National Advisory Council has no separate standing, and no authority to bind the College, except such specific authority as may be delegated to the National Advisory Council from time to time.
- 18.10 Funds allocated to support National Advisory Council activities will be held by the College in a way that separately identifies funds so allocated. The National Advisory Council may request details of the funds held by the College and allocated to support its activities, and details shall be provided within five working days of any such request.

## **19 Te Akoranga a Māui**

- 19.1 The College has a Māori representative group known as Te Akoranga a Māui. Te Akoranga a Māui is made up of College members who self-identify as Māori and have a Māori whakapapa.
- 19.2 Te Akoranga a Māui must:
- (a) provide advice to the Board about matters of concern to Māori College members, to further the College's Charitable Purpose;
  - (b) provide advice to the Board about how all College members can better serve the health needs of their Māori patients;
  - (c) liaise between the Board and Māori College members on matters of importance to the College and its work;
  - (d) meet at least twice a year; and
  - (e) appoint one representative to the Board under rule 21.1(d).
- 19.3 Te Akoranga a Māui may decide its own terms of reference, structures and procedures, and may make its own regulations, provided that those regulations are consistent with these Rules.
- 19.4 The Board may use its powers to charge special purpose levies to College members to provide funds that Te Akoranga a Māui can use to further the College's purpose.
- 19.5 Te Akoranga a Māui is a part of the College, and is not separate from the College. Te Akoranga a Māui must not incorporate separately, and must not hold funds on its own behalf. Te Akoranga a Māui has no separate standing, and no authority to bind the College, except such specific authority as may be delegated to Te Akoranga a Māui from time to time.
- 19.6 Funds allocated to support Te Akoranga a Māui activities will be held by the College in a way that separately identifies funds so allocated. Te Akoranga a Māui may request details of the funds held by the College and allocated to support its activities, and details shall be provided within five working days of any such request.

## **20 College Chapters**

- 20.1 The College has one or more Chapters, based on major national areas of practice.
- 20.2 The College Chapters in existence at the date this rule 20 is amended are:
- (a) a Rural General Practitioners' Chapter;
  - (b) a Division of Rural Hospital Medicine Chapter,
  - (c) a Registrars and Associates in Practice Chapter; and
  - (d) a Pacific Chapter.
- 20.3 The Rural General Practitioners' Chapter is made up of College members who are involved in the provision of services within the scope of general practice in rural communities. It must appoint one representative to the National Advisory Council under rule 18.2.

- 20.4 The Division of Rural Hospital Medicine Chapter is made up of College members who are involved in the provision of services within the scope of rural hospital medicine. It must appoint one representative to the National Advisory Council under rule 18.2.
- 20.5 The Registrars and Associates in Practice Chapter is made up of doctors who are enrolled in the College's vocational training programmes. It must appoint one representative to the National Advisory Council under rule 18.2.
- 20.6 The Pacific Chapter is made up of those Fellows, Members, Registrars and Associates in Practice who identify as Pacific and who notify the College that they wish to become a member of the Chapter.
- 20.7 The Board may establish and disestablish any Chapters (including any Chapters referred to in rule 0), and may determine how many representatives any other Chapter shall appoint to the National Advisory Council.
- 20.8 Each Chapter will be established around an area of practice provided by College members and must work to further the College's Charitable Purpose, by:
- (a) providing advice to the National Advisory Council about matters of concern to Chapter College members, to further the College's Charitable Purpose;
  - (b) planning and carrying out educational and other membership support activities;
  - (c) meeting at least twice a year; and
  - (d) appointing the number of representatives to the National Advisory Council that the Board determines when establishing the Chapter.
- 20.9 Each Chapter may decide its own terms of reference, structures and procedures, and may make its own regulations, provided that those regulations are consistent with these Rules.
- 20.10 The Board may use its powers to charge special purpose levies to College members to provide funds that Chapters can use to further the College's purpose.
- 20.11 Each Chapter is a part of the College, and is not separate from the College. Chapters must not incorporate separately, and must not hold funds on their own behalf. Chapters have no separate standing, and no authority to bind the College, except such specific authority as may be delegated to the Chapter from time to time.
- 20.12 Funds allocated to support each Chapter will be held by the College in a way that separately identifies funds so allocated. Any Chapter may request details of the funds held by the College and allocated to support its activities, and details shall be provided within five working days of any such request.

## **21 Board and Officers**

- 21.1 The College has a Board made up of:
- (a) the President elected by the College members who have the right to vote;
  - (b) three (3) Board members elected by the College members who have the right to vote;
  - (c) up to two (2) Board members appointed by the Board;

- (d) one (1) Board member appointed by Te Akoranga a Māui.

#### 21.2 President

- (a) The President must be a Fellow of the College.
- (b) The President will hold office for an initial term of three years.
- (c) When the President completes his or her initial term, he or she may be re-elected for one further term of three years.
- (d) When the President completes his or her second consecutive term of office, he or she may not stand for re-election until three years after this further term of office ends.
- (e) If the President is temporarily unable to fulfil the role of President, the remaining Board members may appoint as acting President a Board member elected or appointed in accordance with these Rules, who is also a Fellow of the College.

#### 21.3 Elected Board members

- (a) Board members must be Fellows of the College.
- (b) The elected Board members will hold office for an initial term of three years
- (c) When a Board member completes his or her initial term, he or she may be consecutively either re-elected to the Board,, or appointed to the Board, in accordance with clause 21.4 or 21.5, once only, for:
  - (i) a further term of three years, if re-elected by the College or appointed as Te Akoranga a Māui Board member; or
  - (ii) a term of up to three years, determined by the Board, if appointed by the Board in accordance with clause 21.4.

#### 21.4 Appointed Board members

- (a) The Board may appoint up to two Board members, who need not be College members.
- (b) Appointed Board members will hold office for an initial term of up to three years as determined by the Board when making each appointment.
- (c) When an appointed Board member completes his or her initial term, he or she may be consecutively reappointed, or elected to the Board, once only, for a further term of up to three years.
- (d) When an appointed Board member completes his or her second consecutive term of office, he or she may not be reappointed, or elected to the Board, until three years after this further term of office ends.

#### 21.5 Te Akoranga a Māui Board member

- (a) Te Akoranga a Māui, after consulting with the President, may appoint one Fellow, Member or Registrar as the Te Akoranga a Māui Board member.
- (b) The Te Akoranga a Māui Board member will hold office for an initial term of up to three years, as decided by Te Akoranga a Māui, after consulting with the President.

- (c) When the Te Akoranga a Māui Board member completes his or her initial term, he or she may be consecutively reappointed as Te Akoranga a Māui Board member, or elected or appointed to the Board, once only, for a further term of three years.
- (d) When the Te Akoranga a Māui Board member completes his or her second consecutive term of office, he or she may not be reappointed, or elected or re-elected, until three years after this further term of office ends.

#### 21.6 Conclusion of Board member's second term of office

- (a) At the conclusion of the Board member's second consecutive term of office, he or she may not be elected or appointed to the Board as a Board member until the third Annual General meeting after the Annual General Meeting at which the Board member ended his or her second consecutive term of office.
- (b) Despite sub clause (a), a Board member may be elected as the President at the conclusion of his or her second consecutive term of office.

#### 21.7 Election Process

The election of the President and Board members must take place as follows:

- (a) The system of voting will be the single transferable vote (STV).
- (b) The President and Board elected members must be elected at least three months prior to the Annual General Meeting, but will only take office at the close of the Annual General Meeting following their election.
- (c) The President-elect may attend Board meetings as an observer in the period between election and taking office. The President-elect must comply with the Board's procedures to the extent applicable, including any obligations in terms of confidentiality and conflicts of interests.
- (d) The College must call for nomination of candidates under rules 21.2 and 21.3 at least 60 clear days before the date the election results are to be published (**Publication Date**). The Publication Date must be at least three months before the Annual General Meeting. The day upon which the notice of election is served and the day of the Publication Date cannot be counted.
- (e) The College must receive all nominations, along with the written consent of each candidate, at least 40 clear days in advance of the Publication Date.
- (f) At least 25 clear days before the Publication Date, the College shall give all Fellows and Members notice of the election which shall include:
  - (i) a voting form that lists all candidates, describes the voting system, and gives voting instructions including how votes may be cast and when the voting period ends; and
  - (ii) information about each candidate (up to one A4 sheet per candidate), that is supplied by, or on behalf of, each candidate to support his or her nomination.

Information and voting forms may be provided by electronic means (including by emailing Fellows and Members the information and forms, or by emailing Fellows and Members a link to a website on which the information and forms are available). The

election and its results remain valid, even if one or more Fellows and Members do not receive notice.

- (g) The voting period shall end at least two clear days before the Publication Date.
- (h) Each Fellow or Member may vote only once, in accordance with the single transferable voting system by:
  - (i) ranking in order of preference some or all of the candidates for President; and/or
  - (ii) ranking in order of preference some or all of the candidates for election as Board member.
- (i) Votes will be valid if they are cast within the voting period, in accordance with the voting instructions on the voting form provided to Fellows and Members. For the avoidance of doubt, voting instructions may allow for valid votes to be cast by post, fax, email, or other electronic means.
- (j) The Board will appoint a Chief Electoral Officer, who may be the College's auditor, and two College members to act as scrutineers. Neither of the scrutineers may be a candidate or a nominator of a candidate. The scrutineers will verify the work of the Chief Electoral Officer, who will:
  - (i) check the validity of all votes received by whatever voting method;
  - (ii) disallow any invalid vote;
  - (iii) record all valid votes received;
  - (iv) keep the tally of preferences for each candidate;
  - (v) combine the tallies of preferences received by all allowed methods and declare the results of the election on the Publication Date;
  - (vi) keep the tally of preferences received strictly confidential before the Publication Date; and
  - (vii) destroy all voting papers, and erase all electronic records of Fellows' and Members' votes after the Annual General Meeting.
- (k) If a vote is tied, the incoming and continuing Board members (excluding the tied candidates) must resolve this.

21.8 At the Annual General Meeting, the Board must announce which candidates have been elected under rule 21.6, and who has been appointed by the Board under rule 21.4, and by Te Akoranga a Māui under rule 21.5 since the last Annual General Meeting.

21.9 If a vacancy occurs between Annual General Meetings:

- (a) The Board shall fill any vacancies for the position of President, or elected Board member by appointment of a Fellow.
- (b) The Board shall fill any vacancies for the position of appointed Board member by appointment of a suitable person, who need not be College members.
- (c) Te Akoranga a Māui shall fill any vacancy for the position of Te Akoranga a Māui Board member (after consultation with the President) by appointment of a qualified College member who meets the requirements set out in rule 21.5(a).

- (d) Any person appointed under this rule shall hold office until the next Annual General Meeting, but that service will not count as his or her initial term for the purposes of rules 21.2 to 21.5.
- 21.10 The President or any other Board member may be removed from office by a resolution of a General Meeting if the impending removal is included in the notice about the meeting and removal is passed by a two-thirds majority of those voting.
- 21.11 A term of three years for the President or an elected Board member shall expire at the close of the third Annual General Meeting after the Annual General Meeting at which the President or Board member took office.

## **22 Governance by the Board**

- 22.1 The business and affairs of the College shall be managed by, or under the direction or supervision of, the Board, which shall exercise leadership, enterprise, integrity and judgement in directing the organisation towards the achievement of its Charitable Purpose.
- 22.2 The Board is accountable to the College members.
- 22.3 The Board must make the minutes of its meetings available to any College member on request, unless:
- (a) disclosure would breach any legal obligation or requirement; or
  - (b) the Board in its discretion decides to withhold information for reasons that may include, without limitation, privacy or commercial sensitivities.
- 22.4 The Board must keep the National Advisory Council sufficiently informed to carry out its responsibilities, and may invite the Chair of the National Advisory Council to attend meetings of the Board as an observer.
- 22.5 The Board shall meet on a minimum of eight occasions each year at the times, places, and in the manner that it chooses (including by telephone or video conference or other electronic means).
- 22.6 The Board may decide its own structures and procedures, provided that those structures and procedures are consistent with these Rules.
- 22.7 The President shall chair Board meetings. If the President is absent, the Board must elect another Board member to chair the meeting.
- 22.8 The Chair of any Board meeting has an independent vote (deliberative). In the event of a tied vote, the Chair also has a casting vote.
- 22.9 The quorum for Board meetings is at least half the number of Board members. Only Board members present in person, or by telephone, or by video link, or such other electronic means as the Board may determine is sufficient, may be counted in the quorum.
- 22.10 The Board may appoint Board subcommittees with such membership and terms of reference as the Board thinks fit to assist the Board to carry out its functions. The Board subcommittees in existence at the date this rule 22.10 is amended are the:

- (a) Audit and Risk subcommittee; and
  - (b) Chief Executive Performance subcommittee.
- 22.11 The Board may establish advisory groups, with such membership and terms of reference as the Board thinks fit, to assist the Board and the College to carry out the activities and pursue the Charitable Purpose of the College.
- 22.12 Unless the Board decides otherwise:
- (a) the quorum of every Board subcommittee or advisory group is half the members of the Board subcommittee or advisory group;
  - (b) no Board subcommittee or advisory group may commit the College to any financial expenditure without express authority; and
  - (c) no Board subcommittee or advisory group may delegate any of its powers.
- 22.13 The Board may make and amend regulations to govern the conduct of College activities, provided that those regulations are consistent with these Rules. Any such regulations must be available at all reasonable times for College members to inspect, and copies must be provided (at cost) to any College member on request. All Regulations in force as at the date these Rules come into force shall continue as if established by the Board under this Rule, and any reference in any such Regulations to the Council of the College shall be interpreted as a reference to the Board.
- 22.14 Board members may be paid reasonable fees, as set by resolution of a general meeting.
- 22.15 The College will reimburse Board members for any reasonable expenses that they incur on the College's behalf, as approved by Board resolution.
- 22.16 The Board's interpretations of these Rules, and all matters dealt with by the Board, are final and binding on College members.
- 22.17 No Board member is liable for any other Board member's acts or defaults, or for any loss caused by those acts or defaults, unless caused by the Board member's own deliberate default or deliberate acquiescence. The College may insure Board members and management employees against liability on reasonable terms as may be found in Directors and Officers Liability Insurance policies available in the New Zealand market, and will provide reasonable indemnities to Board members and management employees for such liabilities and costs as they may incur in the good faith performance of their College functions and duties.
- 22.18 The Board may delegate its powers to a subcommittee, a Board member or an employee of the College, either generally, or with respect to a specified matter. Where the Board delegates, the Board remains responsible for the exercise of its delegated powers by the delegate as if the powers had been exercised by the Board, unless the Board:
- (a) believed on reasonable grounds at all times before the exercise of the powers that the delegate would exercise the powers in conformity with the duties imposed on the Board by these Rules and the law; and
  - (b) has properly used reasonable monitoring methods to monitor the exercise of the delegated powers by the delegate.

## **23 Chief Executive Officer**

23.1 The College shall employ a Chief Executive Officer (CEO), who need not be a College member, for the term, and on the terms and conditions set by the Board.

23.2 The CEO's powers, duties, and responsibilities:

- (a) The CEO has the delegated authority of the Board to oversee the administration, management, and control of the College's affairs.
- (b) The CEO must exercise that delegated authority under the Board's control and oversight, and is accountable to the Board for the proper conduct of the College's affairs.
- (c) The CEO is an ex-officio member of the National Advisory Council without voting rights.

## **24 Registered Office**

24.1 The Board will decide where the College's registered office is to be.

## **25 Financial Administration**

25.1 The Board shall cause accounting records to be kept that:

- (a) correctly record and explain the transactions of the College;
- (b) will at any time enable the financial position of the College to be determined with reasonable accuracy;
- (c) will enable the Board to ensure that the financial statements of the College comply with Generally Accepted Accounting Practice; and
- (d) will enable the financial statements of the College to be readily and properly audited.

25.2 Without limiting rule 25.1 above, the accounting records kept by the College must contain:

- (a) entries of money received and spent each day and the matters to which it relates;
- (b) a record of the assets and liabilities of the College; and
- (c) a record of services provided and relevant invoices.

25.3 At each Annual General Meeting the College must appoint an auditor to:

- (a) hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting; and
- (b) audit the financial statements of the College, and if the College is required to complete group financial statements, those group financial statements, for the next accounting period after the meeting.

25.4 The person appointed as auditor:

- (a) must be a chartered accountant, within the meaning of section 19 of the New Zealand Institute of Chartered Accountants Act 1996; and
- (b) may resign at any time by giving written notice to the Board, which must notify College members of the auditor's resignation as soon as practicable after notice is received.

- (c) To maintain an appropriate level of independence, the supervising auditor cannot supervise the audit team for more than five consecutive audits.
- 25.5 Where an auditor resigns:
- (a) any surviving or continuing auditor may continue to act as auditor; and
  - (b) the Board may fill the casual vacancy by appointment of another qualified person as auditor.
- 25.6 Any College member may ask to inspect the accounts. The College member must inspect the accounts at the College office, at a reasonable time agreed with the CEO.
- 25.7 The accounts must be presented to the College members at the Annual General Meeting.

## **26 Execution of Documents**

- 26.1 The Board and/or College officers acting under their delegated authorities shall approve any deed or contract to be entered into by the College.
- 26.2 The College shall have a common seal.
- 26.3 The College may make a deed:
- (a) by affixing the common seal in the presence of two or more Board members to a written document expressed in the form of a deed; or
  - (b) by two or more Board members signing a written a document expressed in the form of a deed under the name of the College.
- 26.4 The College may enter into an obligation that the law requires to be in writing by a person acting under the College's express or implied authority signing the written obligation under the name of the College.
- 26.5 The College may enter into an obligation that the law does not require to be in writing either in writing or orally by a person acting under the College's express or implied authority.

## **27 Annual General Meetings**

- 27.1 The Annual General Meeting (AGM) must be held no later than 1 October each year at a time and place decided by the Board.
- 27.2 Notice of matters for consideration at the AGM  
If a College member wants the AGM to consider a proposal, he or she must give the College the written proposal at least 45 clear days before the AGM. The Board will consider all proposals, put these before the AGM and may provide comment.
- 27.3 Notice of the business to be conducted  
At least 15 clear days before the AGM, the College shall give all College members notice of the business to be conducted at the meeting. This notice of business must include, or provide electronic access to, copies of:

- (a) the Board's annual report;
- (b) the accounts;
- (c) the auditor's report on the accounts; and
- (d) notice of any motions and any Board comments.

The AGM and its proceedings remain valid, even if one or more College members do not receive notice.

#### 27.4 The business of the AGM

The business of the AGM must include:

- (a) presentation of the minutes of the previous AGM and of any intervening special general meetings for approval by the College members;
- (b) presentation of the Board's annual report;
- (c) presentation of the annual financial report, and appointment of the auditor;
- (d) presentation of the President's annual address;
- (e) consideration of motions of which notice has been given;
- (f) approval of the Board members' annual fees; and
- (g) general business as required.

#### 27.5 Quorum at Annual General Meetings

- (a) At any AGM, 20 Fellows and Members in Financial Good Standing with voting rights must be present to constitute a quorum.
- (b) In any other case, the meeting must be adjourned to another date, time, and place decided by the Board.
- (c) If, at the adjourned meeting, a quorum is not present within half an hour from the time set for the meeting, the Fellows and Members present constitute a quorum.

27.6 The President shall chair the AGM. If the President is absent, the Fellows and Members present must elect another Board member to chair the meeting. If there are no Board members, the Fellows and Members present may elect any Fellow or Member to chair the meeting. The meeting Chair has a deliberative and a casting vote.

#### 27.7 Voting at AGMs

- (a) The Board shall appoint a registrar for the AGM. Every Fellow or Member present at the AGM must register with the AGM registrar, and must show any proxies held to the AGM registrar to be scrutinized.
- (b) A Fellow or Member in Financial Good Standing with a right to vote, who cannot attend the AGM, may give another Fellow or Member who is present at the AGM the right to vote at the AGM in line with the absent Fellow or Members written instructions (written proxy voting). No other proxy voting is permitted.

- (c) The AGM registrar shall record College members' attendance, together with their voting rights (as a Fellow, Member, Registrar or Associate in Practice) and the number of valid proxies for or against each resolution of which notice has been given.
- (d) Voting shall be open, unless any Fellow or Member present calls for voting to be by ballot.
- (e) For open voting, the Chair shall decide on the method by which any vote may be taken. When the vote is taken, the AGM registrar shall inform the meeting of the number of proxy votes for or against any resolution that need to be counted in addition to the votes of the Fellows or Members present and voting in person. Where the Chair decides the result of any vote taken is not clear, the Chair may retake the vote by the same or by another method.
- (f) For voting by ballot, each voting Fellow or Member present is entitled to one vote. Voting shall be in writing. The AGM registrar will distribute voting papers to Fellows and Members, collect and count completed votes, and will add the number of proxy votes for or against any resolution to the tallies of votes collected for and against. The Chair will declare the result of the ballot by announcing to the meeting the total numbers of votes for and against the resolution, and whether the resolution has passed or failed.
- (g) All issues must be decided by a simple majority of those voting in person or by proxy at the general meeting, unless these Rules require otherwise.

## **28 Special General Meetings**

- 28.1 Special general meetings (SGM) may be called by the Board, or by written request to the Board signed by at least 40 Fellows or Members in Financial Good Standing.
- 28.2 Notice of the business to be conducted  
At least 15 clear days before any SGM, the College shall give all College members notice of the business to be conducted at the SGM. The SGM and its proceedings remain valid, even if one or more College members do not receive notice.
- 28.3 Quorum at Special General Meetings
- (a) At any SGM, 20 Fellows or Members in Financial Good Standing with voting rights must be present to constitute a quorum
  - (b) If a quorum is not present within half an hour from the time set for the meeting:
    - (i) an SGM convened by Fellow or Member request must be dissolved; and
    - (ii) an SGM called by Board must be adjourned to another date, time, and place decided by the Board.
- 28.4 The President shall chair all SGMs. If the President is absent, the Fellows or Members present shall elect another Board member to chair the SGM. If there are no Board members present, the Fellows or Members present may elect any Fellow or Member to chair the SGM. The SGM Chair has a deliberative and a casting vote.
- 28.5 The Rules governing voting at AGMs shall also apply to voting at SGMs.

## **29 Ballots of all College members**

- 29.1 The Board may decide to put any issue to a ballot of all College members.
- 29.2 Where an issue is before a general meeting, the meeting may decide to put the issue to a ballot of all College members.
- 29.3 The following provisions apply to ballots of all College members:
- (a) College members may exercise the same rights to vote that they could exercise at general meeting.
  - (b) The College shall give notice of the ballot to all College members, such notice shall include:
    - (i) a voting form that states the issue on which the College members are balloted, and that gives voting instructions, including how votes may be cast and when the voting period ends; and
    - (ii) such information about the issue on which College members are balloted as the Board considers is sufficient.

Information and voting forms may be provided by electronic means (including by emailing College members the information and forms, or by emailing College members a link to a website on which the information and forms are available). The ballot and its results remain valid, even if one or more College members do not receive notice.

- (c) The closing date for return of ballots must be at least 14 clear days after notice of the ballot is given to College members.
- (d) Each College member may vote only once.
- (e) To be counted as a valid vote, the vote must be properly and legibly made in accordance with the voting instructions issued, and received by the College within the notified voting period.
- (f) The result of a ballot has the same effect as if it were the result of a vote taken on a resolution at a general meeting.

## **30 Altering these Rules**

- 30.1 These Rules may be amended or replaced by resolution of any general meeting passed by a two-thirds majority of those Fellows and Members voting, but no amendment may be made which would alter:
- (a) the College's exclusively charitable nature or tax-exempt status;
  - (b) the rules that prevent College members from obtaining any personal benefit from their membership; and
  - (c) the rules about winding up.
- 30.2 The Board shall consider the desirability of any changes to these Rules at least once every three years.

### **31 Liability of College members**

- 31.1 College members are not personally liable under any contract or obligation made or incurred by the College.
- 31.2 College members must not benefit from, or be required to contribute to, the College's assets and liabilities if the College is wound up.

### **32 Winding Up**

- 32.1 The College may be wound up under the provisions of the Charitable Trusts Act 1957.
- 32.2 If a decision is made to wind up or dissolve the College and any property remains after the settlement of the College's debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

### **33 Notices**

- 33.1 Any notice that must be given by the College to a College member under these Rules may be validly given if it is:
- (a) served personally on the College member;
  - (b) posted to the College member at a contact address notified to the College by the College member; or
  - (c) transmitted electronically to the College member at an electronic contact address (including a fax number or email address) notified to the College by the College member.