



RULES OF THE NEW ZEALAND ORTHOTICS AND PROSTHETICS ASSOCIATION INCORPORATED.

Amendments Registered: 24 November 2000
15 September 2007
23 May 2009
21 November 2015
6 August 2016

Contents

1. Name	1
2. Principal Office	1
3. Definitions.....	1
4. Objectives	3
5. Membership	3
6. Categories of membership	3
7. Resignation	5
8. Censure, Suspension or Termination	5
9. Annual Subscription.....	5
10. Annual General Meeting.....	6
11 Extraordinary General Meetings.....	7
12 Procedure at General Meetings	7
13 Executive Committee.....	8
14. Voting at General Meetings	10
15 Voting at Executive Committee and sub-committee meetings.....	11
16 Postal Ballot.....	11
17 Duties of officers.....	11
18 Executive Committee members	13
19 Bank account.....	13
20 Seal.....	14

21	Funds of the Association.....	14
22	Power to borrow.....	14
23	General Powers	14
24	Liability.....	15
25	Auditor	15
26	Alteration of the Rules	15
27	Matters not provided for	15
28	Notices	15
29	Dissolution	16
30	Liquidation.....	16
31	Repeal	16

Pursuant to the Incorporate Societies Act 1908

The Rules of the New Zealand Orthotics and Prosthetics Association Incorporated

1. Name

The Name of the Association is the New Zealand Orthotics and Prosthetics Association Incorporated.

2. Principal Office

The Association's principal office will be at such place as is determined by the Executive Committee from time to time.

The Secretary will promptly advise the Registrar of Incorporate Societies of any change in the Association's principal office.

3. Definitions

In these Rules, unless the Context otherwise requires:

Act means the Incorporated Societies Act 1908;

Annual Subscription means the annual subscription fixed from time to time in respect of each category of membership in accordance with clause 11.2(h);

ANZOPA means Associate member of the Association

Association means the New Zealand Orthotics and Prosthetics Association Incorporated.

Conference Lead means the executive committee member elected in accordance with clause 14

Credentialing Lead means the executive committee member elected in accordance with clause 14

Education Lead means the executive committee member elected in accordance with clause 14;

Ethical Code means the code set out in Schedule 2;

Executive Committee means the committee of members elected in accordance with clause 14;

FNZOPA means a fellow of the Association.

General Meeting means an annual general meeting or extraordinary general meeting of the Association;

Hon. FNZOPA means an honorary fellow of the Association;

Member means any person who is a MNZOPA, ANZOPA, FNZOPA, Hon. FNZOPA

MNZOPA means any person who is Member of the Association

Ordinary Resolution means a resolution that is approved by a simple majority of the Members or Executive Committee members (as the case may be) present or voting by proxy at the relevant meeting;

Orthotist means an allied health professional who, in conjunction with the medical profession, designs, fits and produces the orthoses prescribed by the medical profession for the use of their patients;

President means the President of the Association elected in accordance with clause 14;

Prosthetist means an allied health professional who, in conjunction with the medical profession, assesses patients with amputations or limb deficiencies and designs and fits prosthetic devices;

Rules means the rules of the Association set out in this document, including the Ethical Code;

Secretary means the secretary of the Association for the time being elected in accordance with clause 14;

Special Majority Vote means a resolution of at least 75 percent of the Members or Executive Committee members (as they case may be) present or voting by proxy at the relevant meeting.

Technical Lead means the executive committee member elected in accordance with clause 14

Technician means a person who provides technical assistance to Orthotist's or Prosthetist's.

Treasurer means the treasurer of the Associations elected in accordance with clause 14.

Vice President means the vice president of the Association elected in accordance with clause 14.

Website Lead means the executive committee member elected in accordance with clause 14

4. Objectives

The Associations' objectives will be:

- a) Represent Orthotists and Prosthetists and promote the orthotics and prosthetics profession New Zealand;
- b) Promote the training, education and professional status of Orthotists and Prosthetists and other members of the orthotics and/or prosthetics industry;
- c) Promote honourable practice and decide questions of professional usage and courtesy among Orthotists and Prosthetists; and
- d) Acquire, hold, administer, improve and dispose of such real and personal property as is necessary for the purpose of attaining these objectives.

5. Membership

- 5.1 Membership of the Association is open to any person who qualifies to become a Member under any of clauses 6.1, 6.2, 6.3, 6.4 or 6.5.
- 5.2 Any person who wishes to become a member should apply to the Secretary in such form as may be required by the Executive Committee from time to time:
 - a) Clearly stating whether he, she or it is applying to be a MNZOPA, ANZOPA, and
 - b) Enclosing a cheque for the Application Fee.
- 5.3 On receiving an application that complies with clause 5.2, the Secretary will:
 - a) Promptly pass such application to the Executive Committee for consideration;
 - b) Liaise with the applicant to:
 - i. Confirm that the application has been received by the Association; and
 - ii. In due course, advise whether the application has been accepted by the Executive Committee.
- 5.4 If a Member joins after the first four months of the Association's financial year has elapsed, the Annual Subscription payable in the first year of that Member's membership will be determined pro rata basis.
- 5.5 Each Member is only entitled to the rights and privileges of membership if he, she or it has paid the Annual Subscription.

6. Categories of membership

- 6.1 A person will be entitled to become a Member of MNZOPA status if:
- a) The Credentialing Committee advises the Executive Committee that:
 - i) He or she has attained the orthotics and/or prosthetics related qualifications specified by the Credentialing Committee from time to time; or
 - ii) In the Credentialing Committee's opinion, he or she has sufficient competence in the orthotics and/or prosthetics field in to warrant the conferral of membership,

And the Executive Committee agrees with the Credentialing Committee's advice;
and

- b) He or she acknowledges and agrees to be bounded by these Rules.

MNZOPA status confers on a Member the right to be involved in and advised of the Association's activities and includes the right to one vote at all meetings of the Association.

- 6.2 A person will be entitled to become a Member of FNZOPA status if;
- a) He or she has been a Member of MNZOPA status for at least 20 years;
 - b) He or she is proficient in the orthotics and/or prosthetics field;
 - c) At least two Members of MNZOPA status who are personally aware of that person's proficiency in the orthotics and/or prosthetics field advise the Executive Committee in writing of that person's proficiency and suggest that he or she be appointed a Member of FNZOPA status;
 - d) The Executive Committee concurs with the advice given in accordance with clause 6.2 (c); and
 - e) He or she acknowledges and agrees to be bound by these Rules.

FNZOPA status confers on a Member the right to be involved in and advised of the Association's activities and includes the right to one vote at all meetings of the Association.

- 6.3 A person will be entitled to become a Member of ANZOPA status if:
- a) The Executive Committee believes that, while he or she is working in the orthotics and/or prosthetics industry, he or she has not attained the qualifications or competence necessary to become a Member of MNZOPA status; and
 - b) He or she acknowledges and agrees to be bound by these Rules.

ANZOPA status confers on a Member the right to be involved in and advised of the Association's activities, but does not include the right to vote and any meeting of the Association.

- 6.4 A person will be entitled to become a member of Hon. FNZOPA status if:
- a) In the Executive Committee's opinion, he or she has made an outstanding contribution in the orthotics and/or prosthetics field; and
 - b) He or she acknowledges and agrees to be bound by these Rules.

For the avoidance of doubt, a person is entitled to be a Member of Hon. FNZOPA status even if he or she has not had any previous affiliation to the Association.

Hon. FNZOPA status confers on a Member the right to be involved in and advised of the Association's activities and includes the right to one vote at all meetings of the Association.

7. Resignation

Any Member may resign at any time by paying all subscriptions or other monies that the Member may owe to the Association and advising the Secretary of the Member's resignation by notice in writing, enclosing the Member's membership certificate. Any such Member:

- a) Is not entitled to receive a refund of any subscription paid prior to the member's resignation; and
- b) Is not released from any liability to the Association for any matters arising prior to the end of the year in which the Member's notice of resignation is given.

8. Censure, Suspension or Termination

- 8.1 The Executive Committee may, by Ordinary Resolution, censure, suspend or terminate the membership of any Member who the Executive Committee considers:
 - a) Has failed to observe these Rules; or
 - b) Has failed to abide by the Code of Ethics (Schedule 1); or
 - c) Has failed to abide by the Standards of Practice (Schedule 2) guidelines; or
 - d) Having regard to the objectives set out in clause 4, is no longer suitable for membership; or
 - e) Is guilty of conduct which renders the Member unfit to be a Member.
- 8.2 Before any member is censured, suspended or terminated in accordance with clause 8.1, the Executive Committee will notify the Member concerned of the possible censure, suspension or termination by notice in writing. Such notice will be given at least 30 days prior to the meeting of the Executive Committee at which the Member's censure, suspension or termination is to be decided.
- 8.3 Any Member who may be censured or whose membership may be suspended or terminated in accordance with this clause 8 may attend and address the Executive Committee meeting at which the Member's censure, suspension or termination is to be decided. However, the Member may not be present when the Executive Committee votes on the Member's censure, suspension or termination.
- 8.4 A Member who is censured or whose membership is suspended or terminated in accordance with clause 8.1, may, within 14 days of the Executive Committee's decision, appeal the Executive Committee's decision to a special meeting of the Executive Committee. At that meeting, the Executive Committee may, by Ordinary Resolution, confirm or annul the censure or the suspension or termination of the Member's membership.
- 8.5 If a Member's censure, suspension or termination is annulled in accordance with clause 8.4, the Executive Committee may impose such conditions on the annulment as it considers fit.

9. Annual Subscription

- 9.1 Every Member will pay the Annual Subscription and any other monies that the Member owes to the Association by the date specified by the Executive Committee (the Due Date).
- 9.2 The Executive Committee will recommend the Annual Subscription for the following year to the Annual General Meeting. The Annual Subscription determined at the Annual General Meeting will be effective from the following year beginning 1 April unless otherwise agreed at the Annual General Meeting.
- 9.3 If a Member does not pay the Annual Subscription within two months of the Due date, the Treasurer will advise the Member of the Member's failure to pay by notice in writing (the **Reminder Notice**). If such Member does not pay the Annual Subscription within one month of the date of the Reminder Notice, the Treasurer will issue a final notice (The **Final Notice**) advising the member that the Member's membership could be suspended or terminated if he or she does not pay the Annual Subscription within 14 days of the date of the Final Notice. If the Secretary has not received the Member's Annual Subscription within 14 days of that date of the Final Notice, the Secretary will advise the Executive Committee, who may suspend or terminate the member's membership by Ordinary Resolution. Notwithstanding such suspension or termination, the Member will still be liable to pay the Annual Subscription and any other monies owing to the Association.
- 9.4 Any Member who has membership suspended or terminated in accordance with clause 9.3 may, at the Executive Committee's discretion, be reinstated if the Member pays the Annual Subscription and any other monies that the Member may owe to the Association.
- 9.5 The Executive Committee may waive or defer a particular Member's obligation to pay the Annual Subscription if the Executive Committee considers that special circumstances apply.
- 9.6 Any Member who advises the Secretary in writing that he or she is residing overseas for the time being is only liable to pay one-third of the Annual Subscription. Any such Member will be liable to pay the full Annual Subscription when he or she resumes residence in New Zealand.

10. Annual General Meeting

- 10.1 The Association's financial year will be from 1 April to 31 March. The Association will hold an Annual General Meeting as soon as can be conveniently arranged after the end of each financial year, but in any case not more than six months after the end of each financial year.
- 10.2 At the Annual General Meeting, the Members present will:
 - a) Receive and consider the Executive Committee's report on the Association's affairs during the preceding year together with the annual statement of accounts and other reports of the Association;
 - b) Receive the reports of the President and Treasurer, including an audited statement of account from the Treasurer (prepared in accordance with clause 18(4)(d));
 - c) Elect the Executive Committee for the ensuing year from Members;
 - d) Consider, discuss and deal with any business included in the notice convening the Annual General Meeting or other business required by these Rules;
 - e) Appoint an auditor for the ensuing year;
 - f) Decide on the Annual Subscription and Application Fee for the ensuing year, taking into account the recommendations of the Executive Committee; and

- g) The annual membership fee shall entitle members to attend the AGM without further fees being due
- 10.3 All books, records and accounts related to the running of the Association, together with minutes and a financial statement balanced to seven days after the Annual General Meeting will be transferred to the new Executive Committee within 30 days of the Annual General Meeting.

11 Extraordinary General Meetings

Extraordinary General Meetings of the Association may be called at any time;

- a) By the President; or
- b) By a majority of Executive Committee members; or
- c) On written request to the Secretary by any group of at least 10 Members, specifying fully the business to be put before the Extraordinary General Meeting.

12 Procedure at General Meetings

- 12.1 General Meetings will be convened by the Secretary giving at least two months notice to all Members specifying the date, venue and business to be conducted. No business other than the business specified on this notice of meeting may be brought before a General Meeting, although this requirement may be waived with the consent of a majority of all Members attending or voting by proxy at any such General Meeting.
- 12.2 If any Member does not receive the notice of meeting referred to in clause 13.1, that Member's consequent absence will not invalidate any proceedings at a General Meeting.
- 12.3 The President or, in his or her absence, the Vice-President, will chair all General Meetings. If neither is present within 15 minutes of the appointed time for the commencement of the General Meeting, the majority of Members present may elect one of their number to chair that meeting.
- 12.4 The quorum required at any General Meeting will be at least 10 Members entitled to vote at the General Meeting (of whom up to 5 may be present by proxy). No business may be transacted at any General Meeting unless such a quorum is present.
- 12.5 If, within half an hour from the time appointed for a General Meeting, a quorum is not present:
 - (a) A General Meeting convened in accordance with clause 12(c) will be dissolved; and
 - (b) Any other General Meeting will be adjourned to a future time and date. If a quorum is not present at the adjourned General Meeting within half an hour from the time appointed, the Members present will constitute a quorum.
- 12.6 At any General Meeting at which a quorum is present, the President:
 - (a) May, with the consent of the majority of Members present; and
 - (b) Will, if so directed by the majority of Members present,
Adjourn the General Meeting to another time and place. Only business left unfinished at the General Meeting from which the adjournment took place will take place at the adjourned General Meeting. When a General Meeting is adjourned for 30 days or more, the Secretary will give all Members at least 14 days notice of the adjourned General Meeting.
- 12.7 Any Member who wishes to move any motion at an Annual General Meeting will notify the secretary at least 3 months prior to the AGM and the secretary will ensure that a copy

of the motion with the moving Member's name is sent to each Member with the notice of Annual General Meeting. Where this is not practicable, the Secretary will send to each Member a summary of the motion stating where the full text of the motion may be seen.

13 Executive Committee

- 13.1 The Executive Committee will manage the affairs of the Association.
The Executive Committee will:
- (a) Be responsible for the conduct and management of the Association's affairs;
 - (b) Be authorized to carry out the day to day business of the Association and act on all matters of immediate importance
- 13.2 Subject to clause 14.3, the Executive Committee will consist of a President, a Secretary, a Treasurer, a Vice President, an Education Lead, a Conference Lead, a Technician Lead, a Website Lead and a Credentialing lead to constitute a total of nine Members.
All such positions will be elected at the Annual General Meeting of the Association.
It is recommended that there is balanced representation between orthotists and prosthetists to ensure appropriate guidance for both professions. As such the Executive has the power to co-opt to achieve this.
- 13.3 The Executive Committee leads may co-opt additional Members for subcommittee projects or purposes from time to time. Such co-opted Members are not entitled to vote as members of the Executive Committee.
- 13.5 Nominations for the positions specified in clause 14.2 may be made by any member and must be received by the Secretary at least two weeks prior to the Annual General Meeting. The Executive Committee will circulate the names of the nominees to all Members at least seven days prior to the Annual General Meeting.
- 13.6 If nominations are not received for all of the positions specified in clause 14.2, the Secretary may take nominations for any vacant positions from those Members present at the Annual General Meeting.
- 13.7 All nominations for the positions specified in clause 14.2 will be voted on by those Members present at the Annual General Meeting by secret ballot.
- 13.8 Members elected in accordance with clause 14.2 will take office at the conclusion of the Annual General Meeting at which they were elected and will remain in office until the next Annual General Meeting.
- 13.9 Any vacancy in the number of members of the Executive Committee, caused by resignation or expulsion of a member, may be filled by an appointment made by the Executive Committee but it will not be compulsory to fill such vacancy until the Annual General Meeting following such vacancy. Any person so appointed will hold office only until such Annual General Meeting.
- 13.10 All Executive Committee meetings will be chaired by the President or, in his or her absence, the Vice President. If neither is present, the members of the Executive Committee may elect a person to act in the place of the President and that person will have all the powers of the President.
- 13.11 The Executive Committee will:
- (a) Be responsible for the conduct and management of the Association's affairs;
 - (b) Be authorized to carry out the day to day business of the Association and act on all matters of immediate importance

- 13.12 The Executive Committee may meet together for the dispatch of its business as, when and where it thinks fit, but will meet at least once six times year. The Secretary will advise all members of the Executive Committee meeting at least one calendar month prior to the date of each such meeting.
- 13.13 Executive Committee meetings may be held by the contemporaneous linking together by telephone or other electronic media - voice/video telecommunications system of a number of the members of the Executive Committee not less than the quorum provided that;
- (a) The Secretary provides a notice of meeting to all members entitled to receive such notice (which may be given by telephone or email);
 - (b) Each of the members taking part in the meeting must be able to hear each of the other members taking part in the meeting and must acknowledge their presence to the other members;
 - (c) Members may not leave the meeting by disconnecting their telephones/electronic media unless they have obtained the President's express consent; and
 - (d) A minute of the proceedings at such meeting by telephone/other electronic media will be sufficient evidence of such proceedings and of the observance of all necessary formalities if the minute is certified correct by the chairperson of the meeting.
- 13.14 The quorum for a meeting of the Executive Committee will be a majority of Executive Committee members. If a quorum is not present at any stage, the meeting will be adjourned.
- 13.15 The Executive Committee may appoint sub-committees for any particular matter concerning the activities of the Association. Any sub-committee will act in accordance with the Executive Committee's instructions from time to time. The President or his or her nominee will automatically be president or chairman of any sub-committee formed. Any decisions arrived at by sub-committee must be presented to the Executive Committee and can only be acted upon by the Executive Committee. Representatives may be co-opted from the membership and not necessarily be Executive members.
- There will be five core sub-committees:
- a) Education Committee: President/Nominee, Education Lead, Orthotic Representative, Prosthetic Representative.
 - b) Credentialing Committee: President/Nominee, Credentialing lead, Education Representative Orthotic Representative, Prosthetic representative.
 - c) Conference Committee: President/Nominee, Conference Lead, Education Representative, Technician Representative, Website Representative
 - d) Technician Committee: President/Nominee, Technician Lead, Technician Representative Orthotics, Technician Representative Prosthetics
 - e) Website Committee: President/Nominee, Website Lead, Education Representative, Technician Representative, Conference Representative, Credentialing Representative.
- 13.16 The members of the Executive Committee will be entitled to claim from the Association their reasonable and actual travelling and out-of-pocket expenses incurred while engaged in the affairs of the Association. Receipts for such expenses must be given to the Treasurer within one month of the affairs to which they relate.
- 13.17 No private pecuniary profit shall be made by any member of the Society, Except that:
- 1. Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the society;

**Delete option that is not applicable.*

- 14.7 Declaration of the result of the vote by the President (or chairman) of the General Meeting will be conclusive and the Secretary will record the result of the vote in the minute book. Such entry will be evidence of the result of the vote without proof of the number or proportion of the votes recorded.

15 Voting at Executive Committee and sub-committee meetings

- 15.1 At all meetings of the Executive Committee, each Executive Committee member will have one vote.
- 15.2 At all meetings of any sub-committee appointed by the Executive Committee, each sub-committee member will have one vote.
- 15.3 Unless specified otherwise in these Rules, at all meetings of the Executive Committee and of any sub-committee appointed by the Executive Committee, every question will be decided by a majority of votes. In the case of an equality of votes the President will have a casting vote.
- 15.4 Unless otherwise stated in this clause 16, at all meetings of the Executive Committee and of any sub-committee, voting will be in accordance with clause 15.

16 Postal Ballot

The Executive Committee may and will, if required by writing by 10 Members, submit any question concerning the Association to a postal ballot of all Members. Such postal ballot will be conducted by the Secretary and the question will be decided by a majority of those actually voting.

An email transmission which is received by the Secretary and which purports to have been sent by a Member shall for the purposes of this **clause 16** be taken to be in writing and signed by that Member at the time of the receipt of the email transmission by the NZOPA.

17 Duties of officers

- 17.1 The President will:
- (a) Be the Chief Executive Officer of the Association;
 - (b) Be responsible to the Executive Committee for the administration of the Association.
 - (c) Preside as Chairman at all meetings, instruct the Secretary to call all meetings of the Association and verify the minutes of all meetings as correct prior to their circulation.
 - (d) Act as spokesman for the Association; and
 - (e) Personally issue an annual report on the Association's business at the Annual General Meeting, which will include a list of Executive Committee members attended during the year.
- 17.2 The Vice-President will:

- (a) Occupy the position of the President and perform his or her duties if for some reason the President is unable to carry out his or her duties; and
- (b) Occupy the office of President until the next election should the office of the President become vacant.

17.3 The Secretary will:

- (a) Be responsible for recording, retaining and circulating the minutes of all meetings.
- (b) Issue and receive all correspondence pertaining to Association business;
- (c) Advise all Members of all meetings in accordance with these Rules;
- (d) Collect Annual Subscriptions, Application Fees and other monies due to the Association and promptly pass these to the Treasurer;
- (e) Be empowered to act without immediate reference to the Executive Committee in relations to such day to day repetitive matters as are authorized by the Executive Committee;
- (f) Act under the Executive Committee's direction in all matters pertaining to the Association and be responsible to the Executive Committee for all actions taken;
- (g) Issue the required application forms and Rules to any applicant for membership
- (h) Receive all applications for membership and pass them on to the Treasurer in accordance with clause 5.2;
- (i) Keep an accurate register of Members names, addresses and occupations (and forward such register to the Registrar of Incorporated Societies in accordance with the Act);
- (j) Deliver copies of the Association's annual financial statements to the Registrar of Incorporated Societies at the end of each financial year in accordance with the Act;
- (k) Keep a record of all seminars, workshops and courses attended by Members; and
- (l) Advise the Registrar of Incorporated Societies of any change in the Association's principal office in accordance with clause 2;
- (m) Deal with any changes made to these Rules in accordance with clause 26.3; and
- (n) Be responsible for the common seal in accordance with clause 21.

17.4 The Treasurer will:

- (a) Receive from the Secretary all monies due to the Association and issue a receipt for such sums;
- (b) Deposit all monies in the bank account or other form of interest bearing deposit approved by the Executive Committee;
- (c) Present a verbal financial statement of accounts at each meeting of the Executive Committee;
- (d) Provide an audited statement of account to the President for inclusion in the Association's annual report and present this at the Annual General Meeting;
- (e) Keep up to date proper books of accounts, including a cash receipt book, cash payments books, cheque book, bank deposit book, and investment accounts;

- (f) Ensure that the Association's bank issues bank statements monthly;
 - (g) Produce all books of accounts at the President's or Executive Committee's request and pass on all books of accounts to any person who may succeed him or her in office.
- 17.5 The Credentialing Lead will:
- (a) Chair the Credentialing Committee
 - (b) Follow the Terms of Reference (Schedule 3A) for the credentialing sub-committee and lead the Accreditation process for the NZOPA. The Credentialing Board Rules (Schedule 3A.1) will assist in guiding the committee.
- 17.6 The Conference lead will:
- (a) Chair the Conference Committee
 - (b) Follow the Terms of Reference (Schedule 3B) for the conference committee
- 17.7 The Technical Lead will:
- (a) Chair the Technical Committee
 - (b) Follow the terms of Reference (Schedule 3C) for the Technical Committee
- 17.8 The Education Lead will:
- (a) Chair the Education Committee
 - (b) Follow the terms of Reference (Schedule 3D) for the Education Committee
- 17.9 The Website Lead will:
- (a) Chair the Website Committee
 - (b) Follow the Terms of Reference (Schedule 3 E) for the Website Committee

18 Executive Committee members

Executive Committee members will be responsible for the administration of the Association and will at all times further the objectives of the Association and be responsible for attending any sub-committee meeting as may be necessary from time to time.

All Executive Committee members are expected to:

- a) Show care, skill and diligence;
- b) Act in good faith and in the best interests of NZOPA;
- c) Exercise power for a proper purpose;
- d) Avoid conflicts of interest.

This applies to any decision made to amend the Rules and the content of the amendments themselves.

19 Bank account

- 19.1 All payments must be authorized by the Executive Committee. Extraordinary payments must be authorized by the President, Secretary or the Treasurer and full details of such payments must be presented to the next meeting of the Executive Committee.

- 19.2 All cheques and withdrawal slips must be signed on behalf of the Association by two members of the Executive Committee. One such signatory must be either, the President, the Treasurer or the Secretary.

20 Seal

The Secretary will provide and will be responsible for the safe custody of a common seal which will only be used with the Executive Committee's authority. The affixing of the seal to any instrument must be witnessed by the Secretary and two other members of the Executive Committee.

21 Funds of the Association

The Association's funds will be under the Executive Committee's control and any surplus funds may be invested in the name of the Association from time to time in any trustee investments under the Trustee Act 1956 and any investment may be varied or transposed.

No private pecuniary profit shall be made by any member of the Society, Except that:

1. Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the society;
2. The Society may pay reasonable and proper remuneration to any member of the Society in return for services actually rendered to the Society. Provided however that any member, or any person associated with a member who is to receive remuneration in accordance with this clause shall not by virtue of that member's capacity in any way determine or materially influence the amount of the remuneration to be paid.

22 Power to borrow

The Association will, in addition to the other powers vested in it, have power to receive money on deposit or loan, to borrow money, to mortgage, charge or grant a lien over all or any of its undertakings and property both present and future or to issue any securities whether outright or as security for any debt, liability or obligation of the Association or any third party and to give or receive guarantees or indemnities for the payment of moneys or the performance of obligations. All such powers will be exercised by the Executive Committee in such manner as the Executive Committee sees fit.

23 General Powers

Subject to the provisions of the Act, the Association will have power to do all acts and things necessary for the furtherance of any of the objectives set out in clause 4 and in particular, but without limitation, the Association may:

- (a) Acquire by purchase, lease or grant on such terms as the Executive Committee things fit property or property rights and manage, let, sell, exchange or otherwise deal with the property of the Association;
- (b) Cultivate reciprocal relations with kindred associations in New Zealand and other countries;
- (c) Accept any gifts of property, whether subject to any special trust or not, for any of the objectives set out in clause 4;
- (d) Raise in such manner as the Executive Committee considers fit funds by subscription, levies, donations or other means;

- (e) Print, publish and sell any literature that the Executive Committee may from time to time consider desirable to promote any of the objectives set out in clause 4;
- (f) Employ staff and nominate contractors on such terms as the Executive Committee thinks fit;
- (g) Make, alter or rescind by-laws, regulations and policies consistent with the objectives set out in clause 4; and
- (h) Delegate duties, co-opt or appoint subcommittees or individuals.

24 Liability

- 24.1 No Member or employee of the Society will be personally liable for any liability of the Society, or for any act done or omitted by the Society or by any Member or employee of the Society in good faith while carrying out or exercising the functions, duties, or powers of the Society.

25 Auditor

- 25.1 An auditor will be elected annually at the Annual General Meeting and may be any appropriately qualified person who is not an officer of the Association.
- 25.2 The auditor may review all books, papers, accounts and documents relating to the affairs of the Association. The yearly statements will be audited by the auditor and, if correct, certified in writing by the auditor before they are submitted to the annual general meeting.

26 Alteration of the Rules

- 26.1 The Rules may be altered, added to, rescinded or otherwise amended by Special Majority Vote at a General Meeting.
- 26.2 All amendments affecting these Rules must be submitted in writing to the Secretary at least one month prior to the Annual General Meeting or two weeks prior to an extra ordinary general meeting.
- 26.3 No Addition to or alteration of the aims/objects, payments to members clause or the winding up clause shall be approved without the approval of the Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 26.4 The Secretary will promptly forward to the Registrar of Incorporated Societies duplicate copies of any alteration made to these Rules, in accordance with the Act.

27 Matters not provided for

If any matter or subject is at any time found not to be provided for in these Rules or if any doubt arises as to the interpretation, effect or construction of any Rule or of any purpose, subject or matter, every such matter or doubt will be determined by the Executive Committee whose decision on it will be final and binding on all Members.

28 Notices

Unless otherwise specific in these Rules, any notice required to be given under these Rules will be in writing and may be served on a Member either personally or by posting it or by electronic means to the Member at the address last notified by the member to the Association.

29 Dissolution

- 29.1 The Association will continue indefinitely unless and until otherwise determined in General Meeting in accordance with this clause 29.
- 29.2 The Association may be dissolved by two General Meetings called by the Executive Committee (the first meeting to pass the resolution dissolving the Association and the second meeting (to be held not earlier than 30 days after the first) to confirm the resolution as so passed). A Special Majority Vote will be required at the second meeting.
- 29.3 If the funds of the Association on dissolution prove insufficient to meet the liability (including the expenses of winding up), the deficiency will be contributed in equal shares by the Members at the date of passing of the resolution for dissolution.
- 29.4 If on the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, such property will be surrendered to the Public Trustee for distribution to charitable organizations.

30 Liquidation

The Association will not be liquidated except by appropriate resolutions passed in accordance with the Act.

31 Repeal

- 31.1 These Rules repeal and revoke all previously existing rules of the Association, provided however that all things done, all appointments made, all by-laws enacted and all acts of authority originated under the rules hereby repealed or revoked and subsisting or in force at the commencement of these Rules will endure for the purpose of these Rules as fully and effectively as if they had been done, made, enacted or originated under the corresponding provisions of these Rules and accordingly will, when necessary, be deemed to have been done, made, enacted or originated.
- 31.2 All matters and proceedings commenced under the previously existing rules and pending or in progress at the coming into operation of these Rules may be continued and completed under these Rules.

SIGNED as a true copy of the rules of the Association adopted at a General Meeting held on (dated to be added at ratification)

_____ By the President of the General Meeting:

Schedule 1 – Code of Ethics

Schedule 2 – Standards of Practice

Schedule 3A - Terms of Reference –Credentialing Committee

Schedule 3A.1 – Credentialing Board Rules

Schedule 3B - Terms of Reference – Conference Committee

Schedule 3C – Terms of Reference – Technical Committee

Schedule 3D – Terms of Reference – Education Committee

Schedule 3E – Terms of Reference – Website Committee