



# New Zealand Hospital Pharmacy Association (Inc)

Te Kāhui Whakarite Rongoā Hōhipera o Aotearoa

## Constitution and Rules

Adopted by the NZHPA when reregistering under the 2022 Incorporated Societies **Act**

### 1. NAME

The **Association** shall be called the 'New Zealand Hospital Pharmacy Association Inc (NZHPA; the **Association**). The Māori title shall be 'Te Kāhui Whakarite Rongoā Hōhipera o Aotearoa'.

The **Association** was formed on 26 July 1952 and incorporated as an Incorporated Society on 14 August 1952 as the New Zealand Hospital Pharmacists' Association Incorporated.

Changes to the name have been made as follows:

- 5 April 2000 registered as NZ Healthcare Pharmacists' Association
- 1 July 2005 registered as NZ Hospital Pharmacists' Association
- 2 Nov 2007 registered as NZ Healthcare Pharmacists' Association
- 26 June 2009 registered as NZ Hospital Pharmacists' Association

Following the AGM in Nov 2022, the **Association** registered as the New Zealand Hospital Pharmacy Association Incorporated on 8 Feb 2023.

The **Association** reregistered on 30 May 2025.

The **Association** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

### 2. REGISTERED OFFICE

The Registered Office of the **Association** shall be at such place in New Zealand as the **Executive** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- 2.1 at least 5 **Working Days** before the change of address for the registered office is due to take effect, and
- 2.2 in a form and as required by the **Act**.

### 3. CONTACT PERSON

3.1 The **Association** shall have at least 1, but no more than 3 contact person(s) whom the Registrar can contact when needed.

3.2 The **Association's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand

- 3.3 The contact person will be appointed by the **Executive**.
- 3.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a physical address or an electronic address, and
  - a telephone number
- 3.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Association** becoming aware of the change.

## 4. PURPOSE

The purpose of the **Association** is described by the following objectives:

- 4.1 To increase the standing, influence and profile of hospital and clinical pharmacy.
- 4.2 To improve the quality of patient care by encouraging the rational and effective use of medicines.
- 4.3 To promote the role of the pharmacist within a multi-disciplinary approach to medicine therapy irrespective of setting.
- 4.4 To establish and promulgate standards and guidelines in all relevant areas of pharmacy practice.
- 4.5 To promote the development of the pharmacy technician role and its contribution to patient care.
- 4.6 To promote and provide continuing education and interaction between members through conferences, seminars and special interest groups.
- 4.7 To foster a strong and positive corporate unity within the membership.
- 4.8 To generate the resources to maintain and expand the activities of the **Association**.
- 4.9 To administer educational grants and awards to members.
- 4.10 To promote research into the practice and administration of pharmacy.
- 4.11 To promote career opportunities for members.
- 4.12 To encourage contact and co-operation with other relevant organisations.

## 5. MEMBERSHIP

The **Association** shall maintain the minimum number of **Members** required by the **Act**. Subject to clause 7, membership shall be open to:

- 5.1 Any **Pharmacist** and **Pharmacy Technician** who espouses the objectives of the **Association**.
- 5.2 A person admitted as an Associate Member in accordance with Clause 6.3.
- 5.3 An organisation admitted as a Corporate Member in accordance with Clause 6.4.
- 5.4 A person elected an Honorary **Member** in accordance with Clause 6.5.
- 5.5 A person admitted as an **Intern Member** in accordance with Clause 6.7.
- 5.6 A person admitted as a Student **Member** in accordance with Clause 6.8.

## 6. CLASSES OF MEMBERSHIP

The **Association** shall consist of the following classes of **members**:

### 6.1 Ordinary **Member**

Being a **Member** as defined in Clause 5.1 who has not been admitted as a Fellow.

### 6.2 Fellow

6.2.1 A **Member** with 15 years' experience in hospital pharmacy or clinical pharmacy practice may, on application from two nominees who are current **members** of the **Association**, be admitted as a Fellow where in the opinion of the **Executive** this is merited.

6.2.2 Application in writing must be made to the **Executive**.

6.2.3 A **Member** may be elected a Fellow at an **Annual General Meeting** on the recommendation of the **Executive**, in recognition of distinguished service to the profession of hospital pharmacy or in clinical pharmacy practice.

6.2.4 Fellow may use the designation FNZHPA after their name on documents.

### 6.3 Associate **Member**

6.3.1 A **Pharmacist** or **Pharmacy Technician** who is non-practicing or overseas, or a non-pharmacist or non-pharmacy technician who espouses the objectives of the **Association** may be admitted as an Associate **Member** at the discretion of the **Executive**.

6.3.2 An Associate **Member** shall be liable for an annual subscription and have the right to attend and speak at any **General Meeting** of the **Association**, but shall not be entitled to vote or hold office.

### 6.4 Corporate **Member**

6.4.1 An organisation, which has an association with, or an interest in hospital pharmacy or clinical pharmacy practice, may be admitted as a Corporate **Member** at the discretion of the **Executive**.

6.4.2 A Corporate **Member** shall be liable for an annual subscription and shall have the right to have a representative attend and speak at any **General Meeting** of the **Association**, but a representative of a Corporate **Member** shall not be entitled to vote or hold office.

### 6.5 Honorary **Member**

6.5.1 An Honorary **Member** may be elected by the **Executive** from among individuals other than **pharmacists** who, by their work in the health service, the teaching of prospective clinical **pharmacists**, or otherwise by having contributed to the advancement of hospital pharmacy or clinical pharmacy practice, merit such election.

6.5.2 An Honorary **Member** shall have the right to attend and to speak at any **General Meeting** of the **Association** but shall not be entitled to vote or hold office. An Honorary **Member** shall not be liable for annual subscriptions nor have any interest in the funds of the **Association** whether on winding up or otherwise.

## 6.6 Life **Member**

- 6.6.1 A **Member** who has ceased active pharmacy practice and who in the opinion of the **Executive** has deemed to have given exceptional service to the **Association** shall be granted life membership.
- 6.6.2 A Life **Member** shall have all the rights of an Ordinary **Member**, but shall not be liable for annual subscriptions.

## 6.7 Intern Pharmacist **Member**

- 6.7.1 A **Member** who holds an annual practising certificate in the scope of an **Intern Pharmacist**.
- 6.7.2 An **Intern Pharmacist Member** shall be liable for an annual subscription and have the right to attend, speak and vote at any **General Meeting** of the **Association**, but shall not be entitled to hold office.

## 6.8 Student **Member**

- 6.8.1 A **Member** who is currently an Undergraduate Pharmacy Student or a **Pharmacy Technician Student**.
- 6.8.2 A student **Member** shall have the right to attend and speak at any **General Meeting** of the **Association**, but shall not be liable for an annual subscription, and shall not be entitled to vote or hold office.

# 7. APPLICATION FOR MEMBERSHIP

- 7.1 Those eligible and desiring to become **members** of the **Association** shall complete and submit to the Administrator an application form available on the website of the **Association**.
- 7.2 The Administrator shall respond to membership applications in a timely manner. If there are any queries regarding the eligibility of an applicant to be a **Member**, the Administrator will bring this to the attention of the **Executive**. The **Executive** shall decide whether or not an applicant shall be accepted as a **Member** and shall not be required to assign any reason for its decision, other than to the applicant should this be requested. The administrator shall then action this decision.
- 7.3 Every applicant for membership must consent to becoming a **Member**.
- 7.4 Completion of the application form will constitute consent.
- 7.5 The consent of every **Member** to become an **Association Member** shall be retained in the **Association's** membership records.

# 8. MEMBERS OBLIGATIONS AND RIGHTS

- 8.1 Every **Member** shall provide the **Association** in writing with that **Member's** name and contact details (namely a physical or email address and a telephone number) and promptly advise the **Association** in writing of any changes to those details.
- 8.2 All **Members** shall promote the interests and purposes of the **Association** and shall do nothing to bring the **Association** into disrepute.

- 8.3 A **Member** is only entitled to exercise the rights of membership (for example; attending and voting at **General Meetings**, accessing or using the **Association's** premises, facilities, equipment and other property, and participating in **Association** activities) if all subscriptions and any other fees have been paid to the **Association** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Association** by reason only of being a **Member**.
- 8.4 The **Executive** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Association**, and to participate in **Association** activities, including any conditions of and fees for such access, use or involvement.

## 9. SUBSCRIPTIONS

- 9.1 The annual subscription payable by **Members** shall be determined from time to time by the **Executive** provided that any variation in such annual subscription is not more than 10% in any one year.
- 9.2 Persons applying for membership will be issued an invoice for payment.
- 9.3 Membership will be granted for a period of 12 months from the date of joining. Once this lapses the **Member** will be sent a reminder and an invoice to pay for continued membership.
- 9.4 If any **Member** fails to pay the annual subscription within two calendar months of the date the invoice was issued, the **Executive** will terminate the **Member's** membership (without being required to give prior **notice** to that **Member**).
- 9.5 A re-joining fee payable by persons whose membership has lapsed shall be fixed at an **Annual General Meeting** on the recommendation of the **Executive** and shall remain current until altered at a subsequent **Annual General Meeting**.

## 10. TERMINATION OF MEMBERSHIP

A **Member** of the **Association** shall cease to be a **Member**:

- 10.1 If the **Member** gives written notification of resignation to the Administrator; or
- 10.2 If the **Member** ceases to hold the qualification by virtue of which membership was secured; or
- 10.3 The **Member** has failed to pay a subscription, levy or other annual amount due to the **Association** within two calendar months of the date the invoice was issued, or
- 10.4 On termination of a **Member's** membership following a dispute resolution process under this **Constitution**; or
- 10.5 On death,

With effect from (as applicable):

- 10.6 the date of receipt of the **Member's** notice of resignation by the **Executive** (or any subsequent date stated in the notice of resignation), or

- 10.7 the date the **Member** ceased to hold the qualification by virtue of which membership was secured, or
- 10.8 two calendar months of the date the invoice was issued for payment, or
- 10.9 the date of termination of the **Member's** membership under this **Constitution**, or
- 10.10 the date of death of the **Member**

## 11. RE-INSTATEMENT OF MEMBERSHIP

- 11.1 If membership ceases because of request by a **Member** or because of non-payment of subscription, the **Executive** shall have power to reinstate membership on payment of a re-joining fee and annual subscription.
- 11.2 If a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution on the recommendation of the **Executive**.

## 12. OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

A **Member** who has ceased to be a **Member** under this **Constitution**

- 12.1 Remains liable to pay any outstanding subscriptions and other fees to the **Association's** next balance date.
- 12.2 Shall cease to hold themselves out as a **Member** of the **Association**, and
- 12.3 Shall return to the **Association** all material provided to **Members** by the **Association** (including any membership certificate, badges, handbooks and manuals).
- 12.4 Shall cease to be entitled to any of the rights of an **Association Member**.

## 13. PROCEDURES AT ALL GENERAL MEETINGS

- 13.1 **Members** may submit remits, reports, or other proposals for discussion at the **General Meeting**. Such remits, reports or other proposals must be sent in writing to reach the Administrator not later than twenty **Working Days** prior to the date of the **General Meeting**.
- 13.2 The **Executive** shall give all **Members** at least ten **Working Days** written **Notice** of the date, time and place of a **General Meeting** and of the business to be conducted at that **General Meeting**. For the **Annual General Meeting** this will include the agenda, any remits and a copy of the annual report and financial statement.
- 13.3 That **Notice** will be addressed to the **Member** at the contact address notified to the **Association** and recorded in the **Association's register of members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 13.4 All **Members** may attend and speak at **General Meetings**.

- 13.5 Only Ordinary, Life and **Intern members** can vote at **General Meetings**:
- 13.5.1 in person, or
  - 13.5.2 by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Executive** before the commencement of the **General Meeting**, and
  - 13.5.3 no other proxy voting shall be permitted.
- 13.6 At any **General Meeting** twenty-five (in person or by proxy) voting **Members** of the **Association**, who attend throughout the meeting, shall constitute a quorum.
- 13.7 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Association**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 13.8 Any decisions made when a quorum is not present are not valid.
- 13.9 **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 13.10 At all **General Meetings** the President in office at the commencement of the meeting shall take the chair. In the President's absence, another **Executive** member shall be elected **Chairperson**.
- 13.11 Every question submitted to a meeting shall be decided in the first instance by voice or show of hands. Those holding a proxy vote will then be counted. The outcome of both votes will be combined. Every **Member** eligible to vote and present in person (or by proxy) shall have one vote.
- 13.12 At any meeting a declaration by the **Chairperson** that a resolution or motion has been decided by voice or a show of hands shall be accepted and recorded in the Minutes without proof of the number of votes, unless a poll is demanded by at least three **members**.
- 13.13 Every question submitted to a meeting shall be determined by a majority of votes. If the votes are equal, the **Chairperson** shall have a casting vote in addition to the **Chairperson's** vote as a **Member** of the **Association**.
- 13.14 If any **matter** should arise which, in the opinion of the **Executive**, or by resolution carried at a **General Meeting**, should be referred to all **members** for a decision, then the **Executive** shall conduct a postal or electronic vote. In such a case all **members** eligible to vote shall have sent to them a voting paper setting out clearly the **matter** upon which a decision is required, the method upon which a vote is to be recorded, and the date and time by which votes must be received by the Administrator or other person appointed by the **Executive** to receive voting papers.
- 13.15 Any meeting duly constituted may adjourn for a period not exceeding twenty **Working Days**, but no business shall be transacted at the adjourned meeting other than that contained in the **notice** convening the original meeting.
- 13.16 The **Association** must keep minutes of all **General Meetings**.

- 13.17 Any person chairing a **General Meeting** may:
- 13.17.1 Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **General Meeting**, and
  - 13.17.2 In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 13.18 Written resolutions may not be passed in lieu of a **General Meeting**

## 14. ANNUAL GENERAL MEETING

- 14.1 A **General Meeting** of **Members**, to be called the **Annual General Meeting** of the **Association**, shall be held once each year no later than six months after the balance date of the **Association**, and no later than 15 months after the previous **Annual General Meeting**.
- 14.2 It will be held on a date and at a location and/or using any electronic communication determined by the **Executive** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 14.3 At each **Annual General Meeting** the **Executive** shall present a report of the **Association's** activities during the previous year, a statement of the **Association's** financial accounts of the previous year and notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the **matters**, or types of **matters**, to which those disclosures relate).
- 14.4 The business of an **Annual General Meeting** shall be to:
- 14.4.1 Confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
  - 14.4.2 Adopt the annual report on the operations and affairs of the **Association**,
  - 14.4.3 Adopt the **Executive's** report on the finances of the **Association**, and the annual financial statements,
  - 14.4.4 Consider any motions of which prior **notice** has been given to **Members** with **notice** of the **Meeting**, and
  - 14.4.5 Consider any general business.

## 15. SPECIAL GENERAL MEETING

- 15.1 A **Special General Meeting** of the **Association** may be called:
- 15.1.1 By virtue of a resolution of the **Executive**; or
  - 15.1.2 By virtue of a resolution at a **General Meeting** of **Members**.
  - 15.1.3 Upon a written requisition being received by the Administrator signed by twenty-five voting **members** specifying the business to be considered by the meeting.



- 15.2 Any such **Special General Meeting** shall be held at a time and place to be fixed by the **Executive**, being not later than twenty **Working Days** after the passing of such resolution or the receipt of such requisition. At its discretion, the **Executive** may restrict the meeting to a specified class of **Member**.
- 15.3 **Notice** in writing of any **Special General Meeting** shall be sent to every **Member** not less than ten **Working Days** prior to the meeting specifying the date, time, place and business to be considered at such special meeting. No business shall be transacted at a **Special General Meeting** other than that specified in the **notice**.
- 15.4 The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**.

## 16. EXECUTIVE

- 16.1 The affairs of the **Association** shall be administered by an **Executive** consisting of six **members** (four of whom must be registered **pharmacists**) elected at an **Annual General Meeting** who shall hold office for three years. After this period they shall be eligible for re-election, but only for two additional terms after which there must be a break of two years before being eligible for election again (a total of 3 x 3 year terms).
- 16.2 The **Executive** will carry out the duties as determined by the **Executive** and published from time to time in the **Executive** position profiles.
- 16.2.1 The Executive may be paid such honorarium as the Executive determines.
- 16.3 The President elected by the **Executive** following the conclusion of the **Association's Annual General Meeting** who shall hold office for one year and be eligible for re-election for two successive terms (a total of 3 x 1 year terms).
- 16.4 The Immediate Past President who shall on retirement from the office of President, if not eligible to remain on the **Executive** (i.e. their three year term of office has concluded) or re-elected to the **Executive**, may remain a member of the **Executive** ex officio until the next **Annual General meeting** and shall then retire. After a break of two years, shall be eligible for re-election to the **Executive**.
- 16.5 The Vice-President who shall be appointed by the **Executive** from among members of the **Executive**.
- 16.6 The Treasurer who shall be appointed by the **Executive** from among members of the **Executive**.
- 16.7 The Secretary who shall be appointed by the **Executive** from among members of the **Executive**.
- 16.8 The **Executive** will be paid a nominal meeting fee for attendance at **Executive** meetings. Such fees will be set by the **Executive** at the first **Executive** meeting following the **Association's Annual General Meeting**.
- 16.9 From the end of each **Annual General Meeting** until the end of the next, the **Association** shall be managed by, or under the direction or supervision of, the **Executive**, in accordance with the Incorporated Societies **Act 2022**, any Regulations made under that **Act**, and this **Constitution**.

- 16.10 The **Executive** has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the **Association**, subject to such modifications, exceptions, or limitations as are contained in the **Act**, or in this **Constitution**.

## 17. ELECTION OF THE EXECUTIVE

- 17.1 An election shall be conducted by postal or electronic ballot of all **Members** eligible to vote to fill the vacancies created by members completing a term of office.
- 17.2 Nomination of candidates for the **Executive** shall be submitted to the Administrator on a form designed for the purpose.
- 17.3 Nominations will contain the following details:
- 17.3.1 The full name and address of the nominee;
  - 17.3.2 The person's written consent to be so nominated; and
  - 17.3.3 The names and addresses of the **Member(s)** proposing his or her nomination.
  - 17.3.4 A resume of the nominee's biographical details and reasons for being elected, in a form suitable for circulation to **Members**, in not more than 500 words.
- 17.4 Nominations shall close on a day to be fixed by the **Executive**.
- 17.5 The Administrator shall, not less than four weeks before the date fixed for the closing of nominations, advertise to all **members** the date for the closing of nominations, the last date fixed for receiving voting papers should a poll be required and the place where the nominations and voting papers shall be received.
- 17.6 If nominations exceed the number of vacant positions, the Administrator shall make available to each qualified elector a ballot paper and the biographical summary of each candidate.
- 17.7 The elector after completing the papers shall return them so as to reach the Administrator no later than the date specified on the ballot paper.
- 17.8 Newly elected **Executive** members shall take office immediately after the **Annual General Meeting** at which their election is announced.
- 17.9 The new **Executive** will meet within 48 hours of the **Association's Annual General Meeting** to appoint its officer bearers.
- 17.10 The **Executive** shall have the power to appoint a member to fill any casual vacancy on the **Executive** until the expiration of the term of the **Member** who caused the vacancy. The **Member** so appointed shall be eligible for re-election at the end of that term.

## 18. QUALIFICATIONS OF OFFICERS

- 18.1 Every **Officer** must be a natural person who:
- 18.1.1 has consented in writing to be an **Officer** of the **Association**, and

- 18.1.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Association**.
- 18.2 **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Association**, namely:
- 18.2.1 a person who is under 16 years of age
- 18.2.2 a person who is an undischarged bankrupt
- 18.2.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- 18.2.4 a person who is disqualified from being a **Member** of the governing body of a charitable entity under the Charities Act 2005.
- 18.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
- i. an offence under subpart 6 of Part 4 of the **Act**
  - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - iii. an offence under section 143B of the Tax Administration Act 1994
  - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- 18.2.6 a person subject to:
- i. a banning order under subpart 7 of Part 4 of the **Act**, or
  - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- 18.2.7 a person who is subject to an order that is substantially similar to an order referred to in paragraph (18.2.6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
- 18.3 Prior to election or appointment as an **Officer** a person must:
- 18.3.1 consent in writing to be an **Officer**, and
- 18.3.2 certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Association's** records.

## 19. OFFICERS' DUTIES

At all times each **Officer**:

- 19.1 shall act in good faith and in what he or she believes to be the best interests of the **Association**,
- 19.2 must exercise all powers for a proper purpose,
- 19.3 must not act, or agree to the **Association** acting, in a manner that contravenes the **Act** or this **Constitution**,
- 19.4 when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - 19.4.1 the nature of the **Association**,
  - 19.4.2 the nature of the decision, and
  - 19.4.3 the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- 19.5 must not agree to the activities of the **Association** being carried out in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, or cause or allow the activities of the **Association** to be carried out in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, and
- 19.6 must not agree to the **Association** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Association** will be able to perform the obligation when it is required to do so.

## 20. REMOVAL OF OFFICERS

- 20.1 An **Officer** shall be removed as an **Officer** by resolution of the **Executive** or the **Association** where in the opinion of the **Executive** or the **Association**:
  - 20.1.1 The **Officer** elected to the **Executive** has been absent from three **Executive** meetings without prior **notice** and/or leave of absence from the **Executive**.
  - 20.1.2 The **Officer** has brought the **Association** into disrepute.
  - 20.1.3 The **Officer** has failed to disclose a conflict of interest.
  - 20.1.4 The **Executive** passes a vote of no confidence in the **Officer**.

## 21. CEASING TO HOLD OFFICE

- 21.1 An **Officer** ceases to hold office when they resign (by notice in writing to the **Executive**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- 21.2 Each **Officer** shall within ten **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Executive** all books, papers and other property of the **Association** held by such former **Officer**.

## 22. CONFLICTS OF INTEREST

- 22.1 An **Officer** or **Member** of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Association**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - 22.1.1 to the **Executive** and or sub-committee, and
  - 22.1.2 in an **Interests Register** kept by the **Executive**
- 22.2 Disclosure must be made as soon as practicable after the **Officer** or **Member** of a sub-committee becomes aware that they are interested in the **Matter**.
- 22.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:
  - 22.3.1 must not vote or take part in the decision of the **Executive** and/or sub-committee relating to the **Matter** unless all members of the **Executive** who are not interested in the **Matter** consent; and
  - 22.3.2 must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Executive** who are not interested in the **Matter** consent; but
  - 22.3.3 may take part in any discussion of the **Executive** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Executive** and/or sub-committee (unless the **Executive** and/or sub-committee decides otherwise).
- 22.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 22.5 Where 50 per cent or more **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- 22.6 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Executive** shall consider and determine the **Matter**.

## 23. INDEMNITY

- 23.1 Every **Executive** member shall be indemnified by the New Zealand Hospital Pharmacy **Association** from all losses and expenses incurred by them in connection with the discharge of their duties, except in the case of their wilful default or negligence.

## 24. DISBURSEMENTS

- 24.1 **Executive** members and Special Interest Group office bearers shall be reimbursed for out-of-pocket expenses or actual expenses incurred in carrying out the **Association's** business.

## 25. MANAGEMENT OF BUSINESS

- 25.1 Meetings of the **Executive** shall be held at such times as the President or **Executive** may direct, or upon receipt by the Administrator of a requisition signed by not less than three members of the **Executive** requiring a convening of a meeting.
- 25.2 Any four members of the **Executive** shall form a quorum.
- 25.3 A meeting of the **Executive** may be held either:
- 25.3.1 by a number of the members of the **Executive** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - 25.3.2 by means of audio, or audio and visual, communication by which all members of the **Executive** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 25.4 The President will act as **Chairperson** of the **Executive**. If at a meeting of the **Executive**, the **President** is not present, the members of the **Executive** present may choose one of their number to be **Chairperson** of the meeting.
- 25.5 Every question at **Executive** meetings shall be determined by a majority vote. If the votes are equal the President, or **Chairperson**, shall have a casting vote in addition to the **Chairperson's** vote as a member of the **Executive**.
- 25.6 The **Executive** shall control and manage the affairs and work of the **Association** and its properties and funds and all activities carried on by or on account of the **Association**.
- 25.7 The **Executive** shall have the power to enter into and make contracts by or on behalf of the **Association** for any of the objects for which it is formed.
- 25.8 The **Executive** may engage, remove, or discharge all employees or contractors required to conduct the **Association's** affairs and may determine their duties and fix their salaries, and other remuneration.

## 26. SPECIAL COMMITTEES AND INTEREST GROUPS

- 26.1 The **Executive** may establish special committees or groups to investigate or operate **matters** in which the **Association** is concerned or interested. Any Special Committee may include persons who are not **Members** of the **Association** if invited to do so by the **Executive** for a specified period of time.
- 26.2 Every Special Committee or Group shall, subject to the control of the **Executive**, be responsible for the general administration of **matters** in respect of which it was established.

## 27. REGISTER OF MEMBERS

- 27.1 The **Association** shall keep an up-to-date **Register of Members**.
- 27.2 For each current **Member**, the information contained in the **Register of Members** shall include:
- 27.2.1 Their name, and
  - 27.2.2 The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - 27.2.3 Their contact details, including:
    - a) A physical address or an electronic address, and
- 27.3 Every current **Member** shall promptly advise the **Association** of any change of the **Member's** contact details.
- 27.4 The **Association** shall also keep a record of the former **Members** of the **Association**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Association** will record:
- 27.4.1 The former **Member's** name, and
  - 27.4.2 The date the former **Member** ceased to be a **Member**.

## 28. INTERESTS REGISTER

- 28.1 The **Executive** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

## 29. ACCESS TO INFORMATION BY MEMBERS

- 29.1 A **Member** may at any time make a written request to the **Association** for information held by the **Association**.
- 29.2 The request must specify the information sought in sufficient detail to enable the **information to be identified**.
- 29.3 The **Association** must, within a reasonable time after receiving a request:
- 29.3.1 provide the information, or
  - 29.3.2 agree to provide the information within a specified period, or

- 29.3.3 agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Association** (which must be specified and explained) to meet the cost of providing the information, or
- 29.3.4 refuse to provide the information, specifying the reasons for the refusal.
- 29.4 Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** may refuse to provide the information if:
  - 29.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - 29.4.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Association** or of any of its **Members**, or
  - 29.4.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Association**, or
  - 29.4.4 the information is not relevant to the operation or affairs of the **Association**, or
  - 29.4.5 withholding the information is necessary to maintain legal professional privilege, or
  - 29.4.6 the disclosure of the information would, or would be likely to, breach an enactment, or
  - 29.4.7 the burden to the **Association** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
  - 29.4.8 the request for the information is frivolous or vexatious, or
  - 29.4.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 29.5 If the **Association** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Association**:
  - 29.5.1 that the **Member** will pay the charge; or
  - 29.5.2 that the **Member** considers the charge to be unreasonable.
- 29.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 30. FINANCES OF THE ASSOCIATION

- 30.1 The funds and property of the **Association** shall be:
  - 30.1.1 controlled, invested and disposed of by the **Executive**, subject to this **Constitution**, and
  - 30.1.2 devoted solely to the promotion of the purposes of the **Association**.



- 30.2 The **Executive** shall have power to open and operate bank accounts in the name of the **Association** and to invest funds with financial institutions as it sees fit.
- 30.3 Payment of accounts shall be by electronic transfer of funds through a system approved by the **Executive**.
- 30.4 The **Executive** will authorise the operation of accounts by delegated persons appointed by the **Executive** for specific purposes. Such accounts are to be kept to the satisfaction of the Treasurer to whom regular financial statements shall be made.
- 30.5 No **Member** of the **Association** or any person associated with a **Member** shall participate in or materially influence any decision made by the **Association** in respect of the payment to or on behalf of that **Member** or associated person of any income, benefit, or advantage whatsoever.
- 30.6 Any payment for goods or services provided by **Members** to the **Association** shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 30.7 All accounts paid or for payment shall be submitted to the **Treasurer or President, or in their absence, to another Executive member** for approval of payment.
- 30.8 The **Executive** must ensure that there are kept at all times accounting records that:
- 30.8.1 correctly record the transactions of the **Association**, and
  - 30.8.2 allow the **Association** to produce financial statements that comply with the requirements of the **Act**, and
  - 30.8.3 would enable the financial statements to be readily and properly audited (if required under any legislation or the **Association's Constitution**).
- 30.9 The **Executive** must establish and maintain a satisfactory system of control of the **Association's** accounting records.
- 30.9.1 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Association**.
- 30.10 The **Association** does not have the power to borrow money.

## 31. BALANCE DATE

- 31.1 The **Association's** financial year shall commence on 1 June of each year and end on 31 May (the latter date being the **Association's** balance date).
- 31.2 Any annual changes to NZHPA subscriptions fees will take effect from the beginning of the financial year (1 June).

## 32. AUDITOR

- 32.1 An Auditor shall be appointed by the **Executive**. The Auditor's report shall be submitted with the annual accounts.

### 33. RESOLVING TO PUT THE ASSOCIATION INTO LIQUIDATION

The **Association** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

- 33.1 The **Executive** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Association** into liquidation.
- 33.2 The **Executive** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 33.3 Any resolution to put the **Association** into liquidation must be passed by a simple majority of all **Members** present and voting.

### 34. RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER

The **Association** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

- 34.1 The **Executive** shall give twenty **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Association** from the Register of Incorporated Societies.
- 34.2 The **Executive** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 34.3 Any resolution to remove the **Association** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

### 35. WINDING UP

- 35.1 If upon the winding up or dissolution of the **Association** there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the **Members** of the **Association** but shall be given or transferred to some other organisation or body having a purpose similar to the purpose of the **Association**, or to some other charitable organisation or purpose, within New Zealand, as determined at a **Special General Meeting** called for this purpose.

### 36. ALTERATION OF CONSTITUTION AND RULES

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

- 36.1 The **Association** may amend or replace this **Constitution**:
  - 36.1.1 at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting, or

- 36.1.2 by postal or electronic ballot of all **Members** entitled to vote, where in the opinion of the **Executive**, or of the majority of **Members** present at a **General Meeting**, the interests of the **Association** would be best served by a postal or electronic ballot, or
- 36.2 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least four eligible **Members** and given in writing to the **Executive** at least twenty **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 36.3 At least **ten Working Days** before the **General Meeting** at which any amendment is to be considered the **Executive** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Executive** has.
- 36.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.
- 36.5 Notwithstanding clause 36.1, no addition to or alteration of the non-profit aims, payments to **Members** clause 30.6 or the Winding Up clause 35.1 shall be approved without the approval of Inland Revenue.

## 37. INTERPRETATION

- 37.1 If any **matter** arises which is not provided for in this **Constitution**, or if there is disagreement in the interpretation of any Rule, then the **matter** shall be determined by the **Executive**.

## 38. DISPUTE AND COMPLAINT RESOLUTION

- 38.1 Meanings of dispute or complaint

A dispute or complaint is a disagreement or conflict involving **the Association** and/or its **Members** in relation to specific allegations set out below.

- 38.1.1 The disagreement or conflict may be between any of the following persons:

- a) 2 or more **Members**
- b) 1 or more **Members** and **the Association**
- c) 1 or more **Members** and 1 or more **Officers**
- d) 2 or more **Officers**
- e) 1 or more **Officers** and **the Association**
- f) 1 or more **Members** or **Officers** and **the Association**.

- 38.1.2 The disagreement or conflict relates to any of the following allegations:

- a) a **Member** or an **Officer** has engaged in misconduct
- b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**

- c) the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
  - d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 38.1.3 All **Members** (including the **Executive**) are obliged to cooperate to resolve disagreements or conflict efficiently, fairly, and with minimum disruption to the **Association's** activities.
- 38.1.4 The complainant raising a dispute or complaint, and the **Executive**, must consider and discuss whether the issue may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- 38.2 How a dispute or complaint is made
  - 38.2.1 A **Member** or an **Officer** may raise a dispute or complaint by giving to the **Officers** a **notice** in writing that:
    - a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute or complaint in accordance with the **Association's constitution**; and
    - b) sets out the allegation to which the dispute or complaint relates and whom the allegation is against; and
    - c) sets out any other information reasonably required by the **Association**.
  - 38.2.2 The **Association** may raise a dispute or complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **notice** in writing that:
    - a) states that the **Association** is starting a procedure for resolving a dispute or complaint in accordance with the **Association's constitution**; and
    - b) sets out the allegation to which the dispute or complaint relates.
  - 38.2.3 The information given under sub clause 38.2.1 b) or 38.2.2 b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
  - 38.2.4 A dispute or complaint may be raised in any other reasonable manner permitted by the **Association's constitution**.
- 38.3 The person who raises the dispute or complaint has a right to be heard
  - 38.3.1 A **Member** or an **Officer** who raises a dispute or complaint has a right to be heard before the dispute or complaint is resolved or any outcome is determined.
  - 38.3.2 If the **Association** raises a dispute or complaint:
    - a) the **Association** has a right to be heard before the dispute or complaint is resolved or any outcome is determined; and
    - b) an **Officer** may exercise that right on behalf of the **Association**.

- 38.3.3 Without limiting the manner in which the **Member**, **Officer**, or the **Association** may be given the right to be heard, they must be taken to have been given the right if:
- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c) an oral hearing (if any) is held before the decision maker; and
  - d) the **Member's**, **Officer's**, or the **Association's** written statement or submissions (if any) are considered by the decision maker.
- 38.4 The person who is the subject of the dispute or complaint has a right to be heard
- 38.4.1 This clause applies if a dispute or complaint involves an allegation that a **Member**, an **Officer**, or the **Association** (the respondent):
- a) has engaged in misconduct; or
  - b) has breached, or is likely to breach, a duty under the **Association's constitution** or bylaws or the Incorporated Societies Act 2022; or
  - c) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 38.4.2 The respondent has a right to be heard before the dispute or complaint is resolved or any outcome is determined.
- 38.4.3 If the respondent is the **Association**, an **Officer** may exercise the right on behalf of the **Association**.
- 38.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d) an oral hearing (if any) is held before the decision maker; and
  - e) the respondent's written statement or submissions (if any) are considered by the decision maker.
- 38.5 Investigating and determining the dispute or complaint
- 38.5.1 The **Association** must, as soon as is reasonably practicable after receiving or becoming aware of a dispute or complaint made in accordance with its **constitution**, ensure that the dispute or complaint is investigated and determined.

- 38.6 Disputes or complaints must be dealt with under the **constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.
- 38.7 The **Association** may decide not to proceed further with the dispute or complaint
- 38.7.1 Despite clause 38.5, the **Association** may decide not to proceed further with a dispute or complaint if:
- a) the dispute or complaint is considered to be trivial; or
  - b) the dispute or complaint does not appear to disclose or involve any allegation of the following kind:
    - i. that a **Member** or an **Officer** has engaged in material misconduct:
    - ii. that a **Member**, an **Officer**, or the **Association** has materially breached, or is likely to materially breach, a duty under the **Association's constitution** or bylaws or the **Act**
    - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
  - c) the dispute or complaint appears to be without foundation or there is no apparent evidence to support it; or
  - d) the person who makes the dispute or complaint has an insignificant interest in the **matter**; or
  - e) the conduct, incident, event, or issue giving rise to the dispute or complaint has already been investigated and dealt with under the **constitution**; or
  - f) there has been undue delay in raising the dispute or complaint.
- 38.8 The **Association** may refer the dispute or complaint
- 38.8.1 The **Association** may refer a dispute or complaint to:
- a) a subcommittee or an external person to investigate and report; or
  - b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 38.8.2 The **Association** may, with the consent of all parties to a dispute or complaint, refer the dispute or complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 38.9 Decision makers
- 38.9.1 A person may not act as a decision maker in relation to a dispute or complaint if two or more members of the **Executive** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- a) impartial; or
  - b) able to consider the **matter** without a predetermined view.

## 39. ACT AND REGULATIONS

- 39.1 Nothing in this **Constitution** authorises the **Association** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## 40. DEFINITIONS

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

- 40.1 **'Act'** means the Incorporated Societies **Act** 2022 or any **Act** which replaces it (including amendments to it from time to time), and any regulations made under the **Act** or under any **Act** which replaces it.
- 40.2 **'Annual General Meeting'** means a meeting of the **Members** of the **Association** held once per year which, among other things, will receive and consider reports on the **Association's** activities and finances.
- 40.3 **'Association'** means the New Zealand Hospital Pharmacy Association Inc), Te Kāhui Whakarite Rongoā Hōhipera o Aotearoa.
- 40.4 **'Chairperson'** means the **Officer** responsible for chairing **General Meetings** and **committee** meetings.
- 40.5 **'Constitution'** means the rules in this document.
- 40.6 **'Executive'** means the **Executive** committee of the New Zealand Hospital Pharmacy **Association Inc.**, the **Association's** governing body.
- 40.7 **'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Association**.
- 40.8 **'Interested Member'** means a **Member** who is interested in a **matter** for any of the reasons set out in section 62 of the **Act**.
- 40.9 **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- 40.10 **'Intern Pharmacist'** means a pharmacy graduate serving a period of practical training and registered as such under the Health Practitioners Competence Assurance Act 2003.
- 40.11 **'Matter'** means:
- 40.11.1 the **Association's** performance of its activities or exercise of its powers; or
  - 40.11.2 an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Association**.
- 40.12 **'Member'** means a person who has consented to become a **Member** of the **Association** and has been properly admitted to the **Association** who has not ceased to be a **Member** of the **Association**.
- 40.13 **'Notice'** to **Members** includes any notice given by email, post, or courier.

- 40.14 **'Officer'** means a natural person who is:
- 40.14.1 a member of the **Executive**, or
  - 40.14.2 occupying a position in the **Association** that allows them to exercise significant influence over the management or administration of the **Association**, including any Chief Executive or Treasurer.
- 40.15 **'Pharmacist'** means a person registered as such under the Health Practitioners Competence Assurance Act 2003.
- 40.16 **'Pharmacy Technician'** is a pharmacy technician or dispensary technician defined as such by the Medicines Regulations 1984.
- 40.17 **'Register of Members'** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- 40.18 **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 40.19 **'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following - a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.