

General Practitioners Aotearoa Incorporated

Constitution

February 2023

*The voice of General Practitioners : Waiata Kotahi*

# General Practitioners Aotearoa Incorporated

## CONSTITUTION

February 2023

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**CONSTITUTION**

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## 1. Name / Ingoa

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The name of the organisation shall be:

**General Practitioners Aotearoa Incorporated**

(in these rules referred to as the “Society”).

## 2. Charitable Status

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The Society is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

## 3. Definitions, references & interpretation

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### 3.1 Use of Capital Letters

Defined words and expressions are indicated in this Constitution by capital letters for convenience only. The absence of initial capital letters shall not imply that the word or expression is used with a different meaning from that given by its definition.

### 3.2 Defined Terms

In this Constitution, unless the context otherwise required, any references to:

<b>Act</b>	means the Incorporated Societies Act 1908 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;
<b>Agreement</b>	means any instrument, contract, deed licence, franchise, or any legally enforceable arrangement, undertaking or understanding, (in each case whether or not in writing and whether express or implied);
<b>Annual General Meeting</b>	means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society’s activities and finances;
<b>Appointed Officer</b>	means any Officer who is not elected but who holds an office which is filled at the direction of the Board and who is charged with responsibility to the Board to manage or conduct part of the affairs of the Society. The title and role of any Appointed Officer shall be defined in the Constitution;
<b>Board</b>	means the board of the Society as described in clause 6.2;
<b>Chairperson</b>	means the Elected Officer responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings;
<b>Clear Day</b>	means complete days, excluding the first and last named days (for instance, excluding the date a notice of meeting is posted or sent to Members and the date of the meeting);
<b>Constitution</b>	means the rules in this document;

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<b>Deputy Chairperson</b>	means the Officer elected or appointed to deputise in the absence of the Chairperson;
<b>Dispute</b>	has the meaning described in section 38 of the Incorporated Societies Act 2022.
<b>Elected Officers</b>	means any Officer who is elected to office, or who holds an office which is filled at the direction of the Board pending the next Annual General Meeting of Members. The title and role of any Elected Officer shall be defined in the Constitution;
<b>Honorary Officer</b>	means any Officer who is not elected but who holds an office which is filled at the direction of the Board and who is charged with responsibility to the Board to provide professional advice or services. The Honorary Officer shall not be obliged to accept responsibility for the affairs of the Society beyond those imposed in the discharge of that Honorary Officer's professional duty. The title and role of any Honorary Officer shall be defined in the Constitution;
<b>Officer</b>	means a person having a defined role pursuant to this Constitution as a member of the Board or having a defined administrative or advisory role with the Society and shall include Appointed, Elected, and Honorary Officers;
<b>Ordinary Resolution</b>	means a resolution of Members passed by a simple majority of Members attending or voting by proxy at a meeting of Members;
<b>Member</b>	means a person properly admitted to the Society who has not ceased to be a member of the Society;
<b>Regulations</b>	shall mean, unless the context otherwise clearly requires a different meaning, any written direction of the Board regulating its relationship with Members or the relationship between Members or standards of conduct of Members the subject of which are within the powers of the Board contained in this Constitution;
<b>Reregistration Date</b>	means the date which the Society is reregistered under schedule 1, part 1, clause 5 of the Incorporated Societies Act 2022;
<b>Treasurer</b>	means the Society Member responsible for, among other things, overseeing the finances of the Society;
<b>Secretary</b>	means the Society Member responsible for, among other things, keeping the Register of Members, the Register of Interests, reviewing membership applications, recording the minutes of General Meetings and Board meetings and recording the votes for Elected Officers at an Annual General Meeting;
<b>Special Resolution</b>	means a resolution of Members passed by 75% of Members attending or voting by proxy at a meeting of Members;
<b>Sub-Committee</b>	means a sub-committee as described in clause 6.8.

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**3.3 Accounting Terms**

Unless otherwise expressly defined in the Constitution, expressions or descriptions used in the Constitution concerning accounting or reporting functions shall, where not prescribed by law, bear the meanings ascribed to those expressions according to the Financial Reporting Standards and otherwise in accordance with the generally accepted accounting principles as applied in New Zealand and where applicable as defined in Statements of Standard Accounting Practice issued by Chartered Accountants Australia and New Zealand (CAANZ) and in force at the date of the Constitution or subsequently brought into force.

**3.4 General interpretation**

In the Constitution unless the context otherwise requires:

- (a) Words (including words defined in the Constitution) denoting the singular number only shall include the plural and vice versa;
- (b) Words denoting any gender shall include all other genders;
- (c) Any period shall (unless the contrary is expressly stated) include the whole of the day on which the period commences and the whole of the day on which it expires. Any times or dates are references to times and dates in New Zealand;
- (d) Any reference to legislation, statute, regulation, ruling, code, rules or ordinance includes reference to any modification, substitute for, consolidation or re-enactment of it and any regulation, order in committee or other instrument from time to time made or issued there under;
- (e) A document or agreement between the Society and any other party includes such document or agreement as modified, varied, supplemented, novated, replaced or substituted from time to time; and
- (f) References to recitals, clauses, subclauses, schedules or annexures in the Constitution are references to the recitals, clauses, subclauses, schedules and annexures of the Constitution.

**3.5 Headings**

Headings, marginal notes and the table of contents are included for convenience only and shall not affect the interpretation of the Constitution.

**4. Objects**

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**4.1 Main Object**

The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to benefit the community by representing all General Practitioners on the issues that affect them, their work, their training, their own wellbeing and that of their patients and communities they serve (the "Main Object").

**4.2 Other Objects**

In addition to the Main Object, the Society also has the following Objects (to the extent that such Objects are incidental or conducive (directly or indirectly) to the attainment of the Main Object):

- (a) To achieve the Main Object by embracing principles of:
  - (i) Whanaungatanga (close connections and kinship);

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- (ii) Manaakitanga (caring for others with a view of sustainability into the future);  
and
- (iii) Kotahitanga (self-governance and self-determination).
- (b) To promote the importance of General Practice and the necessary role it plays in delivering health care as part of the primary health sector;
- (c) To provide advocacy services for Members and represent these needs to other key stakeholders in the primary care sector;
- (d) To advocate for the health and well-being of all General Practitioners;
- (e) To represent all Members on matters of medico-political relevance;
- (f) To engage with other community health organisations on matters that impact General practitioners directly and indirectly;
- (g) To contribute to the development and implementation of health policy at a local and national level;
- (h) To promote efforts that address workforce sustainability and practice viability;
- (i) To encourage collaboration and sharing of resources and information within the membership to improve the health and wellbeing of New Zealanders;
- (j) To publish newsletters, journals and general communicative material;
- (k) To establish a body of literature, data and other resources including publishing the same whether electronically or otherwise in relation to the Society and primary care;
- (l) To uphold the principles of Te Tiriti O Waitangi by working in partnership, ensuring participation and protecting the health of Māori;
- (m) To use funds as the Board thinks necessary for proper payment of the Society's costs and expenses;
- (n) To hire, employ and dismiss employees and to pay to them or other persons in return for services rendered to the Society, salaries, wages, honoraria, fees or other remuneration;
- (o) To enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
- (p) To purchase, take upon lease, hire or otherwise acquire real and personal property, rights and privileges which the Society may think advantageous to support the activities of the Society, and to sell, manage, maintain, insure, convey, transfer, assign, grant easements, mortgage, given in exchange, lease, let hire or otherwise dispose of the same;
- (q) To take cover by way of public liability and indemnity insurance, for all risks associated with the operation of the Society;
- (r) To raise and receive money by sponsorships, donations, membership fees, levies, loans, community funding or otherwise, to grant rights and privileges to sponsors and Members, and to use all such monies for purposes which the Board consider to be advantageous to the Society, subject to this Constitution;
- (s) To represent the interests of members and the interests of General Practitioners in any planning, application, proceeding or other process or exercise of right under any legislation, or any parliamentary, legislative, legal or planning process that might



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affect the Society and its activities.

- (t) To maintain a secretariat if required to assist in the management of the Society;
- (u) To make, alter, rescind and enforce regulations to advance the attainment of any of the above objects; and
- (v) To do any act or thing incidental or conducive to the attainment of any of the above objects of the Society.

## 5. Membership / Huanga

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### 5.1 Register of Members

All Members shall be on the register of Members of the Society.

The Secretary, or such other Officer as the Board may direct, shall keep an up-to-date register of all Members ("Register of Members") of the Society listing their names, last known contact details, addresses and dates of admission.

### 5.2 Access to register

Membership of the Society as recorded in the register shall be available to all Members for review by application to the Secretary or the Board, subject to the provisions of the Privacy Act 2020 and as Regulations may prescribe.

### 5.3 Who can apply to become a Member

The following people may apply to become a Member of the Society:

- (a) Any member of the Royal New Zealand College of General Practitioners, be they Fellows, Registrars or honorary Members, who agree with the objects of the organisation; and
- (b) Doctors working in General Practice who are not Members of the Royal New Zealand College of General Practitioners but are able to demonstrate their current work capacity within the General Practice work context.

### 5.4 Application for Membership

Any person who is permitted to become a Member in accordance with clause 5.3 may apply in the following manner:

- (a) By written application (including written consent to becoming a Member of the Society) submitted to the Board or the Secretary. The form of the application shall be approved by the Board from time to time;
- (b) By paying the applicable membership fee (subject to clause 5.5) as set from time to time by the Board; and
- (c) The Board or the Secretary shall consider valid applications and may grant or decline the application in its absolute discretion.

During the application process the Society's Constitution must be disclosed to, and accepted by, members joining the Society.

### 5.5 Fee discretion

The Society recognises that membership fees are essential to running costs of the Society, however, in its body of work as an advocacy organisation, there may be Members who are

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financially constrained and unable to pay full membership fees. The Society has full discretion to allow a part payment of the fee in full consideration of the membership fee. Members who pay a lesser sum than usually required will not be identified publically and will be given the same rights as any other Member.

The Board (or any Sub-Committee) may set and require payment of additional fees to engage in specific activities as required.

### 5.6 Rights of Members

The rights and privileges of each Member shall be personal, not be transferable to others and shall only be exercisable after payment of all fees that are due by that Member.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

### 5.7 Board the final arbiter

The Board shall have an unfettered discretion whether to accept or refuse an application for membership. While the Board may delegate its power to accept membership applications to the Secretary, in doing so the Board shall not be determined to have abrogated its right to decide conclusively whether a candidate shall or shall not be admitted to membership.

### 5.8 Membership Subscriptions

The Board shall determine:

- (a) The fees for annual membership payable by Members;
- (b) The Society's joining fee for new Members;
- (c) The due date for such fees; and
- (d) The manner of payment for such fees.

The fees for membership subscriptions shall apply from the date of acceptance by the Board of the Member's application for membership, up to the end of the Society's financial year. Membership subscription fees are payable at a rate of 1/12th per calendar month (or part calendar month) for this period.

Membership renewal is, unless otherwise provided for by the Board, for a full year.

### 5.9 Resignation

A Member may resign from the Society by giving written notice to the Board or the Secretary.

The Member shall be liable to pay all membership fees due for the then current renewal period before the Member gives notice to the Board or the Secretary.

### 5.10 Striking off – non-payment of fees

Any Member whose membership fee is in arrears shall automatically have their membership terminated six weeks after the membership fee was due for payment, provided however that the Board may grant special dispensation for a Member's membership to continue (e.g. due to prolonged and serious illness), which may be granted in the Board's sole discretion.

Any Member struck-off the Register of Members (for any reason) shall be liable to pay:

- (a) All memberships fees or other amounts that have fallen due prior to being struck-off; and

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- (b) The Society's membership fee for the current year, if the Member wishes to resume Society membership (provided however that a Member who is struck off but wishes to re-join as a Member, must also pay all sums due under (a)).

### 5.11 **Expulsion of Members / Te Panaia O Te Mema**

If the Board considers that any Member has prejudiced the achievement of the objects of the Society or has engaged in any conduct injurious to the Society or its interests, or shall have gained entry to the Society by misrepresentation or false statements, the Board shall have power, after due enquiry, to expel such Member by resolution approved by at least two-thirds of the Elected Officers present and eligible to vote at the next Board Meeting. Such expulsion shall be communicated to the Member in question in writing.

### 5.12 **Appeal**

A Member who has been expelled may appeal the decision in writing at the next Board Meeting.

Any such appeal shall be made in writing with such supporting material as the Member in question thinks fit.

The Board shall receive and consider such material and in doing so shall not be bound by any laws of evidence and may choose, prior to the hearing of the matter, to reject material considered to be defamatory of any person other than the Member in question or otherwise proscribed either in whole or in part by law.

The decision of the Board shall be made in the sole discretion of the Board and shall be final.

### 5.13 **Reinstatement**

Any Member who has resigned, been struck-off or been expelled may reapply for membership through the normal process.

### 5.14 **Required Members**

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

## 6. **Structure and Governance / Te Komiti Whakahaere**

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### 6.1 **Structure**

There shall be:

- (a) A Board of the Society;
- (b) A Register of Members;
- (c) A Secretary; and
- (d) A Treasurer.

There may be Sub-Committees formed by the Board for a particular purpose in accordance with clause 6.8 of this Constitution.

### 6.2 **The Board**

The Society shall be governed by a Board, which has the ability to delegate any of its powers as it thinks fit.

Membership of which shall consist of at least 3 Society Members and will include:

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- (a) The Chairperson;
- (b) The Deputy Chairperson;
- (c) Up to 7 Elected Officers; and
- (d) The Board may, at its discretion co-opt up to a maximum of 3 Members to the Board to ensure adequate capacity, capability and representative of Māori and Pacifica.

Māori representation will utilise the Tuakana-Teina model with 2 Elected Officers to fill these roles.

The Board shall comprise a maximum of 9 persons in total.

### 6.3 Powers and Authority / Taketake

The Board shall be responsible for directing the affairs of the Society and shall (in furtherance of the Objects) have various powers and authorities including, but not limited to, the following:

- (a) To decide in what form and manner monies are to be brought into the Society including, in the Board's discretion, through:
  - (i) Fees on Members, to be raised by membership subscriptions;
  - (ii) Accepting donations, sponsorship or loans from third parties;
  - (iii) Any other activity by which the objects of the Society are furthered.
- (b) To control, invest and dispose of the Society's monies in whatever manner the Board may decide, including the power to:
  - (i) Borrow and/or raise money on the Society's behalf in a manner that ensures the Society has monies to conduct the necessary business and activities of the Society, subject to limitations imposed by statute or by this Constitution;
  - (ii) Invest surplus monies;
  - (iii) Make disbursements from any property or fund of the Society, if in the opinion of the Board, it will further the objects of the Society;
  - (iv) Pay the current salaries, wages, honorariums, and other disbursements of the Society;
  - (v) Pay instalments of purchase money, rent or hire charges, or maintenance costs on any real and personal property of the Society;
  - (vi) Pay for insurance for the Elected Officers;
  - (vii) Allocate and pay monies to operate the Secretary; and/or
  - (viii) Pay any accounting, legal, auditing and other professional fees and costs incurred by the Society.
- (c) To acquire any real or personal property in whatever manner the Board may determine, including to:
  - (i) Purchase, lease, exchange or hire such property (or any corresponding rights and privileges in connection with such property), and manage or develop the same;
  - (ii) Construct, alter, improve or demolish the Society's buildings and/or premises, provided a clear right to do so exists; and/or

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- (iii) Purchase any goods, chattels or equipment needed to further the objects of the Society.
- (d) To dispose of the Society's property in such a manner that ensures it best satisfied the objects of the Society, including:
  - (i) Trading, exchanging or otherwise using the property in barter; and or
  - (ii) Selling by private tender or auction, with or without reserve.
- (e) To enter into agreement with any Member, provided that any transactions between the Society and its Members shall be chargeable at arms-length market rates and any interests have been disclosed in advance.
- (f) To deal with and regulate (through Regulations) any matter not provided for in this Constitution.

The Board has the ability to delegate any of its powers as it thinks fit.

### 6.4 Nominations for the Board

Members may nominate candidates for the Board, who are themselves current Members of the Society. Nominations shall be in accordance with the procedures set out in this Constitution or in Regulations.

All nominations for the Board must be notified to the Secretary in writing no less than twenty-one (21) days before the Annual General Meeting, and shall set out both the nominator and seconder of that nomination.

When a Member is nominated to become an Officer of the Society they must give written consent to become an Elected Officer and certify in writing that they have not been disqualified from holding office as an Officer of the Society under section 47(2)(b) of the Incorporated Societies Act 2022. Written consent and certification documents shall be retained by the Society's records.

In the event of insufficient nominations being lodged with the Secretary, nominations will be received from the floor at the Annual General Meeting, provided that no Member will be elected who has not consented to being nominated.

In the event that insufficient nominations are received to properly manage the operations of the Society, the Board may co-opt additional Members onto the Board, provided the number of Board members does not exceed the maximum number specified in clause 6.2.

### 6.5 Election rules and Subordinate Regulations

The election of the Board shall be carried out in accordance with this Constitution and in subordinate Regulations that the Board may choose to adopt to better implement the spirit and intent of this Constitution.

If there is no Board then the Members shall meet in a general meeting and receive a report from the Secretary as to the membership and hold elections.

### 6.6 Election of Elected Officers

All Elected Officers shall be elected every two years at the Annual General Meeting.

Voting for Elected Officers shall be anonymous, and may be by provision of proxies (which shall also be anonymous). All voting Members shall register upon arrival at the Meeting (including any proxies held), and shall be provided with a ballot paper in approved form.

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Votes at general meetings shall be decided by an Ordinary Majority with proxy votes being considered as part of the total vote. In the event of a tie, the outgoing Chairperson (or if the Chairperson is not in attendance, then the chairperson of the meeting) shall have a casting vote.

Each Member may cast votes for a Chairperson, a Deputy Chairperson, and up to seven (7) Elected Officers.

Should any office become vacant prior to expiry of the current term, the Board shall appoint the unsuccessful candidate recording the highest number of votes for that office at the previous Annual General Meeting vote. If that candidate is no longer willing to take such office, the Board may (without obligation) appoint a Member to fill the vacancy until the following Annual General Meeting at which Officers are elected.

The Registrar of Incorporated Societies must be advised within 20 working days of all changes to the Society's Officers.

### 6.7 **Removal of Elected Officers**

Members may at any general meeting of the Society, by Ordinary Resolution, remove any one or more of the Elected Officers.

Any resolution that proposes removal of specific Elected Officers shall name those Elected Officers proposed to be removed in the proposed resolution.

Notice of any motion to remove any Elected Officer must be an item of business on the notice of meeting and may not be raised under general business.

In the event that all of the Elected Officers are removed the voting Members at the general meeting shall, as its next order of business, conduct elections for the positions of Elected Officers.

### 6.8 **Sub-Committees**

The Board may appoint Sub-Committees to deal with specific projects such as a particular activity (e.g. medical educators to oversee registrars), a publication, or participation in proceedings.

Any Member is eligible for appointment to a Sub-Committee.

The authority of Sub-Committees shall be limited to terms of reference specified by the Board.

Sub-Committees shall act in accordance with the Constitution.

### 6.9 **Secretariat**

The Board may establish and maintain a Secretariat to carry out the operational functions of the Society and manage its compliance legal and administrative affairs in accordance with the directions of the Board.

## 7. **Officers and Staff**

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### 7.1 **General**

The control and conduct of the Society's formal, obligatory, and day-to-day business shall be assigned to the Elected and Appointed Officers as set down below and in the Constitution and Regulations.

### 7.2 **Elected Officers**

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The Elected Officers of the Society shall be the Board as defined in clauses 6.2(a)-(d).

All Elected Officers shall serve a two year term.

### 7.3 **Chairperson**

The Chairperson shall chair meetings of the Board and shall represent the Society in public affairs. The Chairperson may delegate the role of chair for any meetings of the Board.

The Chairperson shall serve a two year term.

### 7.4 **Deputy Chairperson**

The Deputy Chairperson shall deputise for the Chairperson in the event the Chairperson's absence from any meeting of the Board or on any temporary incapacity of the Chairperson.

If there is no Deputy Chairperson available at the time of a vacancy in the office of Chairperson, for whatever reason, then the first order of business at the next Board Meeting shall be the election of a Chairperson and a Chairperson.

The Deputy Chairperson shall serve a two year term.

### 7.5 **Appointed Officers**

The Board may appoint a Secretary and/or a Treasurer who shall be among the Appointed Officers of the Society. As appointees of the Board, a Secretary or a Treasurer may only be removed by the Board. The Secretary and/or Treasurer may be elected Members of the Board.

These Officers shall attend the Board meetings and shall have voting rights. The Secretary shall be responsible for any Secretariat that is established by the Society and shall be the person responsible for employment relations under the Employment Relations Act (or any successor employment legislation).

The Board may approve a stipend to be paid to the Secretary and Treasurer (if one is appointed) for his/her services.

The Secretary and the Treasurer shall not be the same person.

The Secretary and the Treasurer shall both serve a two year term.

### 7.6 **Secretary – Duties and Responsibilities**

The Secretary may be a Member of the Society.

The Secretary's responsibility shall be to create and maintain accurate records of the Society's membership, policies and proceedings. The Secretary, if the Board allows, may also consider valid membership applications and may grant or decline the application.

The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Elected Officers.

If there is no Secretary, the Board shall be vested with the powers of the Secretary. If there is no Board, the most recent former Chairperson of the Society, being willing to act, shall be deemed to be the Secretary.

### 7.7 **Treasurer – Duties and Responsibilities**

The Treasurer is not required to be a Member of the Society and may be on the staff of the Secretariat.

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The Treasurer's responsibility (if one is appointed) shall be the accurate recording and management of the Society's financial affairs, which includes (without limitation):

- (a) The preparation of the financial report for Board meetings;
- (b) The preparation of budgets and updates;
- (c) The payment of creditors;
- (d) Ensuring the completion of year-end financial accounts and statutory reporting, including maintaining records of all income and expenditure and any other financial transactions necessary to enable to preparation of the balance sheet and statement of income and expenditure for the Society, to be submitted to the Annual General Meeting;
- (e) Keeping track of the authorities for any Officer to act as a signatory on any financial instrument of the Society, including any bank authority;
- (f) Maintaining necessary statutory records relating to the financial transactions of the Society for such period as may be required by law; and
- (g) Ensuring the proper preparation and filing of financial documents and returns required to comply with financial reporting and regulatory compliance (including wage and salary returns, GST, ACC, and reporting requirements for Incorporated Societies and registered charities under the Charities Act 2005).

If there is no Treasurer, the Board shall be vested with the powers of the Treasurer. If there is no Board, the most recent former Chairperson of the Society, being willing to act, shall be deemed to be the Treasurer.

### 7.8 **Officer grounds for removal**

A person ceases to be an Officer of the Society if the person:

- (a) Resigns in writing;
- (b) Is removed from office in accordance with clause 6.7;
- (c) Becomes disqualified from being an Officer under section 47(3) of the Incorporated Societies Act 2022 (once operative); or
- (d) Dies.

### 7.9 **Honorary Solicitor**

The Board may appoint an Honorary Solicitor to advise on legal matters, and can approve a stipend to be paid to the Honorary Solicitor for his/her services.

### 7.10 **Honorary Accountant**

The Board may appoint an Honorary Accountant to advise on the Society's annual accounts, and can approve a stipend to be paid to the Honorary Accountant for his/her services.

### 7.11 **Immediate Past Chairperson**

The immediate past Chairperson may be an elected Member of the Board.

### 7.12 **Contracts with Officers**

Provided it is in the category of permitted interests in accordance with section 5 of the Incorporated Societies Act 1908 or, (from the Reregistration Date onwards) the category of



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permitted interests in accordance with Section 24 of the Incorporated Societies Act 2022, no Officer of the Board shall be disqualified from office by contracting with the Society, provided that any interests are declared prior to contracting and payment for services are on arms-length terms.

## **8. Officer Duties**

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### **8.1 Duties owed to the Society**

Officers' duties are owed to the Society rather than to the Members.

### **8.2 Duty to Act in Good Faith and in Best Interests**

An Officer when exercising powers or performing duties, must act in good faith and in what the Officers believes to be the best interests of the Society.

### **8.3 Powers to be Exercised for Proper Purpose**

An Officer must exercise a power for a proper purpose

### **8.4 Officers to Comply with Act and Constitution**

An Officer must not act, or agree to the Society acting, in a manner that contravenes the Act, or this Constitution.

### **8.5 Officer's Duty of Care**

An Officer when exercising powers or performing duties as an Officer, must exercise the care, diligence, and skill that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

- (a) The nature of the Society;
- (b) The nature of the decision; and
- (c) The position of the Officer and the responsibilities undertaken by them.

### **8.6 Duty Relating to Activities that Create a Substantial Risk of Loss to Creditors**

An Officer must not cause or allow or agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors.

### **8.7 Duty in Relation to Obligations**

An Officer must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

### **8.8 Use of Information and Advice**

An Officer of the Society, when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) An employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) A professional advisor or expert in relation to matters which the Officer believes on

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reasonable grounds to be within the person's professional or expert competence;  
and

- (c) Any other Officer or Sub-Committee of Officers upon which the Officer did not serve in relation to matters within the Officer's or Sub-Committee's designated authority.

## 9. Meetings

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### 9.1 Board Meetings – Conduct, Quorum and Records

Board meetings are to be held from time to time as business demands, and at least four (4) times a year. At least seven (7) days' notice shall be given for any Board meeting, unless all Elected Officers agree to a reduced notice period.

At Board meetings, at least half of the Elected Officers shall form a quorum and the Board shall regulate its own procedures subject to this Constitution and any applicable laws. If a quorum is not met, the meeting date will be rescheduled to a new date which assures attendances of at least half of the Elected Officers of the Board.

If any Elected Officer is absent from two (2) consecutive Board meetings without leave from the Board, their seat may be declared vacant by the Board.

All resolutions will if possible be decided by a consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.

If voting is still tied then the Chairperson shall have a casting vote.

Any Elected Officer ceasing to be a Member of the Society shall immediately relinquish their position on the Board.

Meetings may be held in person, by telephone or audio conference, by video conference, or by a combination of these methods.

The Secretary shall ensure that a minute book is maintained (which is available to any member of the Society) and which, for each meeting of the Board, records:

- (a) The names of the Officers present;
- (b) All decision made during the Board meeting; and
- (c) Any other matters discussed in the Board meeting.

### 9.2 Procedure for Giving Notice of AGMs & SGMs

Notices for general meetings shall be given by the Secretary on instruction from the Board.

Not less than 14 days prior to the general meeting, the Secretary shall give a notice of meeting of a general meeting, stating (at the minimum):

- (i) The date, time and place for the meeting;
- (ii) The proposed motions or remits;
- (iii) If elections are to be held for any position of Elected Officer, a list of nominations for the position(s);
- (iv) Where proxy voting forms may be collected (if not supplied with the notice); and
- (v) The closing deadline for receipt of proxy voting forms.

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The Secretary shall send notice by email to the recipient's last known email address as recorded in the Register of Members or as given by the Member to the Secretary to be recorded in the Register of Members.

The general meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

### 9.3 Annual General Meeting / Nga Hui A Tau

The Society shall hold an Annual General Meeting (AGM) open to all Members within five months following the end of the Society's financial year and no later than 15 months after the previous AGM.

### 9.4 Business of the AGM

The business of every AGM shall be:

- (a) Considering reports from the Board on the activities of the Society over the most recently completed accounting period and the proposed priorities and direction for the Society in the current year;
- (b) Receiving the minutes of the previous AGM and of any other general meetings held since the last AGM;
- (c) Receiving the financial statements for the most recently completed financial period;
- (d) Considering notice of the disclosures of interests during the most recently completed financial period (including a brief summary of the matters, or types of matters, to which those disclosures relate;
- (e) Considering notices of motion, remits and general business; and
- (f) Electing Officers of the Society (if due for re-election).

No motion to alter the Main Object of the Society, or to suspend or discontinue the Society's activities (or a substantial part of them), or to wind up or dissolve the Society, shall be considered at an AGM unless the motion was included in the notice of meeting sent in advance of the AGM. In addition, no motion to alter or rescind the Constitution shall be considered at an AGM except as permitted by clauses 15.2 or 15.3 of the Constitution.

### 9.5 Preliminary Notice of AGM

A preliminary notice of the proposed date and place of the AGM shall be given by the Secretary seeking notices of motion from Members and nominations for Elected Officers at least 28 days before any AGM.

If any Member wishes to submit a notice of motion for consideration at the AGM, the notice of motion must be submitted in writing to the Secretary no less than 21 days before the AGM.

The Board shall consider all notices of motion and nominations and settle on the proper form and content of the notice of meeting and then incorporate its determinations in the notice of meeting to be given in accordance with clause 9.2.

### 9.6 Special General Meetings / Nga Hui Ohore

A special general meeting (SGM), open to all Members, may be called by the Board at any time, or shall be convened by the Secretary upon receipt of a requisition signed by not less than five (5) Members setting out the objects of such a meeting.

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**9.7 Business of SGM**

The business of an SGM shall be confined to the purposes stated in the notice of such a meeting. No general business can be conducted at an SGM.

**9.8 Requisition of SGM**

The SGM shall be called by the Board within fifty (50) days of receiving a requisition, or at any time if called by the Board.

Not less than 14 days prior to the date of the SGM the Secretary shall give a Notice of Special General Meeting in the form as prescribed pursuant to clause 9.2.

**9.9 General Meetings / Nga Hui Whanui – Conduct, Quorum and Records**

Meetings shall be conducted according to usual practice of meetings or if standing orders have been promulgated by the Board in Regulations, then in accordance with those Regulations.

All Members may attend, speak and vote at general meetings:

- (a) In person;
- (b) 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 Secretary before the commencement of the general meeting; or
- (c) Through an authorised representative of a body corporate as notified to the Secretary.

The quorum for General Meetings shall be no less than 20 Members or 40% of Members (whichever is the lesser).

Members voting by proxy, and authorised representatives, shall be included in quorum numbers.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting shall be rescheduled to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

Where there is no Secretary and no Board to appoint a Secretary, meetings may be convened by the requisitioner of the meeting.

Minutes are the duty of the Secretary and must be recorded at each general meeting. Additional record keeping requirements (if any) shall be as specified in the Regulations.

**9.10 Proxy Voting**

Unless specified otherwise in the notice of meeting, proxy votes for any general meeting must be delivered to the Secretary no later than 24 hours before the meeting is scheduled to commence.

**9.11 Resolution in lieu of meeting**

A resolution in writing signed by not less than 75% of the Members, who would be entitled to vote on that resolution at a general meeting, is as valid as if it had been passed at a general meeting of those Members.

A Member may give their approval by:

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- (a) Signing the resolutions; or
- (b) Giving their approval to the resolution by email.

A resolution in writing in lieu of a meeting may consist of several documents (including letters, electronic mail or other similar means of communication) in similar form each approved by or on behalf of 1 or more of the Members entitled to vote.

## 10. Monies and Finances

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### 10.1 Financial year

The financial year of the Society shall be from the first day of July to the last day of June in the following year unless otherwise resolved by the Board.

### 10.2 Financial arrangements

At the first Board meeting of the Society following each Annual General Meeting, the Board will decide the following:

- (a) How money will be received by the Society;
- (b) Who will be entitled to produce receipts;
- (c) What bank accounts will operate for the ensuing year, including the purposes of each account and who will have access to them; and
- (d) What type of investment will be permitted by the Society and related policies concerning the investment of Society money.

### 10.3 Monies as Society Property

All monies, being property of the Society, shall be lodged to the credit of the Society or its duly convened Sub-Committee at a Board approved bank.

Donated monies or monies provided pursuant to an agreement to sponsor or otherwise accepted by the Society on trust or to be invested at the direction of the donor or pursuant to any Deed or Agreement for such special purposes shall be dealt with by the Society in accordance with the terms and obligations (if any) imposed on the Society on acceptance of the monies.

### 10.4 Inspection of books

Any Member of the Society may inspect the books and accounts of the Society at the office of the Society at any reasonable time on making application to and receiving approval (which shall not be unreasonably withheld) from the Secretary or Treasurer.

### 10.5 Pecuniary gain

No Member of the Society shall derive any pecuniary gain from the monies or the financial dealings, or from transactions involving the real or personal property of the Society except as provided for in Section 5 of the Incorporated Societies Act 1908, or from the Reregistration Date, section 24 of the Incorporated Societies Act 2022.

## 11. Property

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### 11.1 Records

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The Society shall keep appropriate records of its property, including the acquisition and disposal of such property, and such records shall be open for inspection by Members unless the Board with due and adequate reason determines that such inspection shall not be permitted.

**11.2 No rights to Members**

No Member shall have any personal right or privilege to any of the Society's property of any nature except under terms determined by the Board.

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**12. Self-Interested Transactions**

**12.1 Interests Register**

An Officer must, after becoming aware of the fact that they are interested in a transaction or proposed transaction with the Society, must disclose the details and nature of the interest to the Board and an interests register must be kept.

An Officer of the Society may inspect the interests register at any reasonable time.

If the Society becomes aware of an Officer's interest in a transaction that has already completed, which was not disclosed or entered on the interests register, the Society must notify the Members as soon as becoming aware of the failure.

A transaction entered into by the Society in which an Officer of the Society is interested may be avoided by the Society at any time before the expiration of three months after the transaction is notified to the Members, provided however, that the Society cannot avoid the transaction if the Society receives fair value under it.

**12.2 Consequences of being interested**

An Officer of the Society who is interested in a transaction entered into, or to be entered into, by the Society:

- (a) Must not vote or take part in any decision of the Board related to the matter (unless all uninterested Elected Officers consent to the interested Officers participation);
- (b) Must not sign any document in relation to the matter (unless all uninterested Elected Officers consent to the interested Officers participation);
- (c) May take part in the discussion of the matter and be present during the decision on the matter (unless the Board decides otherwise); and
- (d) May be counted for the purposes of determining whether there is a quorum at any meeting where the transaction is considered.

If 50% or more of Elected Officers are prevented from voting due to being interested in a transaction, then a Special General Meeting must be called to determine the matter.

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**13. Dispute Resolution**

**13.1 Raising a Dispute**

A Member or an Officer of the Society may make a complaint by giving the Board notice in writing that:

- (a) States that the Member or Officer is raising a Dispute for resolution in accordance with the dispute resolution procedure set out in the Constitution; and

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- (b) Sets out the allegation to which the Dispute relates and (if applicable) to whom the allegation is against, which must contain sufficient details to inform the Society of all material information relating to the Dispute, and (if applicable) to enable the person to whom the Dispute relates to prepare a response.

The Society may make a 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 Society is raising a Dispute for resolution in accordance with the dispute resolution procedure set out in the Constitution; and
- (b) Sets out the allegation to which the Dispute relates, which must contain sufficient details to fairly advise the allegation and enable the Member or Officer to prepare a response.

### 13.2 Right to be Heard

A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the Society makes a complaint, the Society will have the right to be heard before the complaint is resolved or any outcome is determined, and one or more Officers may exercise that right on behalf of the Society.

If a Member, an Officer or the Society makes a complaint, they must be given:

- (a) An oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- (b) Reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) The right to have their written statement or submissions (if any) considered by the decision-maker.

If a complaint is made against a Member, an Officer or the Society, they will have the right to be heard before a complaint is resolved or any outcome is determined (one or more Officers may exercise the right on behalf of the Society).

If a Member, an Officer or the Society is involved in a complaint alleging that they have:

- (a) Engaged in misconduct;
- (b) Breached, or is likely to breach, a duty under this Constitution, the Regulations or the Act (or from the Reregistration Date the Incorporated Societies Act 2022); or
- (c) Damaged the rights or interests of a Member or the rights or interests of Members generally;

then they must be given:

- (i) Sufficient details and time to enable them to prepare a response to the complaint;
- (ii) An oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- (iii) Reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (iv) The right to have their written statement or submissions (if any) considered by the decision-maker.

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When investigating and determining any Dispute, the decision-maker shall have sole discretion to decide whether an oral hearing is required. If the decision-maker decides an oral hearing is required, the decision-maker has sole discretion to determine whether to hold that meeting in person, or by use of audio or audio-visual methods, or a combination of these methods.

### 13.3 Investigating a Dispute

The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with clause 13.1, ensure that the Dispute is investigated and determined.

The Society may refer a complaint to:

- (a) A Sub-Committee or an external person to investigate and report to the Board; or
- (b) A Sub-Committee, arbitral tribunal, or external person to investigate and make a decision.

The decision-maker may investigate and determine a Dispute by:

- (c) Holding an oral hearing;
- (d) Holding meetings with the complainant and respondent (and support persons); or
- (e) Requesting written submissions from the complainant and the respondent.

The decision-maker must have regard the complainant and respondent's right to be heard as set out in clause 13.2.

The decision-maker may decide not to proceed further with a complaint if:

- (a) The complaint is trivial;
- (b) The 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, Officer, or the Society has materially breached, or is likely to breach, a duty of this Constitution, the Regulations or the Act (or from the Reregistration Date, the Incorporated Societies Act 2022);
  - (iii) That a Member's rights or interests or Members' rights or interest generally have been materially damaged;
- (c) The complaint appears to be without foundation or there is no apparent evidence to support it;
- (d) The person who makes the complaint has an insignificant interest in the matter;
- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
- (f) There has been an undue delay in making the complaint.

A Member may not make a decision on, or participate as a decision-maker in regards to a Dispute, if two or more Elected Officers, or two or more members of a Sub-Committee dealing with a Dispute, consider that there are reasonable grounds to believe that the person may not approach the complaint impartially, or without a predetermined view.

### 13.4 Resolving Disputes



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The decision-maker may:

- (a) Decide not to proceed further with a complaint;
- (b) Reprimand, suspend or expel the Member or Officer; or
- (c) Make any decision which the decision-maker thinks appropriate in order to resolve the Dispute.

The decision of the decision maker shall be made in the sole discretion of the decision maker, and shall be final. The decision may be published in the Society's newsletter or other publication.

## **14. Access to Information**

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### **14.1 Request for Information**

A Member may at any time make a written request to the Society for information held by the Society.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Society must, within a reasonable time after receiving a request:

- (a) Provide the information;
- (b) Agree to provide the information within a specified period;
- (c) Agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- (d) Refuse to provide the information, specifying the reasons for the refusal.

If the Society 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 Society—

- (a) That the Member will pay the charge; or
- (b) That the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

### **14.2 Refusing a Request**

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- (a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
- (b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or any of its Members;
- (c) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;
- (d) Withholding the information is necessary to maintain legal professional privilege;

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- (e) The disclosure of the information would, or would be likely to, breach an enactment;
- (f) The burden to the Society 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
- (g) The request for the information is frivolous or vexatious.

## 15. Miscellaneous

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### 15.1 Constitution & Regulations

Every Member shall, on request to the Secretary, be provided by the Secretary with a copy of the Constitution of the Society and any Regulations in force at the time of request. That copy may be provided in electronic form.

Provision of the Constitution and Regulations of the Society shall be deemed to have been made by posting the relevant documents for free, public and non-restricted download from a website.

### 15.2 Alteration or rescission of the Constitution

The Board or any Member may, by notice of resolution provided to the Secretary, require the Secretary to:

- (a) Place a resolution proposing the alteration of, amendment to, or rescission of the Constitution on the agenda of business for the next AGM (if notice of the next AGM is not yet given to Members); or
- (b) Place the proposed resolution on the agenda of business for the next SGM (if notice of the next AGM is already given to Members, and if an SGM for the purpose of considering the notice is validly called).

The notice of resolution may be accompanied by explanatory notes describing the objective(s) and intention of the resolution, provided that the explanatory notes shall not exceed 500 words.

The Secretary, on receiving a valid notice of resolution, shall refer the resolution to the Honorary Solicitor who shall, without delay, provide an opinion to the Chairperson on whether or not the subject matter of the proposed resolution can be lawfully passed by the general meeting.

The Honorary Solicitor may propose amendments or alternative wordings to give effect to the broad intentions as expressed in the notice and explanatory notes. That report shall be given in a notice of meeting to Members prior to the general meeting.

A notice of motion proposing alteration of, amendment to, or rescission of the Constitution and Regulations, either in whole or in part, may only be considered at a general meeting, if:

- (a) The motion clearly identifies each alteration of, or amendment to, or rescission of each provision of Constitution proposed to be changed;
- (b) There are no changes to the Constitution's pecuniary profit clause; and
- (c) The Honorary Solicitor has provided an opinion to the Chairperson on the proposed change(s).

A resolution altering, amending or rescinding the Constitution, either in whole or in part, shall only come into effect if:

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- (a) It is adopted by a Special Resolution of Members attending or voting by proxy at a general meeting; and
- (b) After being filed by the Secretary with the Registrar of Incorporated Societies, is then accepted by the Registrar of Incorporated Societies as being properly registerable at law. Any Special Resolution not accepted for registration shall be deemed to have been unlawfully approved and shall be null and void.

### 15.3 Minor or technical amendments of the Constitution

The Society may amend the Constitution if the amendment has no more than a minor effect, corrects errors or makes similar technical alterations.

The Board must ensure that written notice of the minor or technical amendment to the Constitution is sent to every Member of the Society, which includes:

- (a) The text of the amendments; and
- (b) Member's rights to object to the amendment.

If no objection by a Member is received by the Board or Secretary within 20 working days after the notice was sent, the Society may make the amendment.

However, if an objection is received from a Member, the Society may not make the amendment.

### 15.4 Adoption, alteration or rescission of Regulations

The Board may adopt, alter or rescind any Regulation at any meeting of the full Board, provided that such change is necessary to better carry out its duties pursuant to this Constitution, to better conduct the affairs of the Society, or to better manage the activities of Members in accordance with the objects.

Any Member may, by notice of Ordinary Resolution to the Secretary before notice of the next general meeting is given to Members, require the Secretary to place on the agenda of business for such next general meeting a notice of motion proposing alteration of, amendment to, or rescission of any Regulation and such notice of motion shall be put to the next general meeting of Members.

### 15.5 Common seal

The common seal of the Society shall be under the control of the Society's Chairperson and shall not be affixed to any document except by order of the Board and in the presence of two Members of the Board.

### 15.6 Registered office

The registered office of the Society shall be at the place determined by the Board and registered with the Registrar of Incorporated Societies.

### 15.7 Serving of notices

Any notice required to be given by this Constitution shall (unless otherwise set out in this Constitution) be in writing and given by either:

- (a) Delivery to the person required to receive it;
- (b) Posted, in the case of notices by Members to the Society or the Officers, to the registered office of the Society. Delivery shall be deemed to have occurred after 4 working days have elapsed from the date of posting;

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- (c) Posted, in the case of notices to Members to the Member's last address as recorded in the register of Members or as given by the Member to the Secretary to be recorded in the register of Members. Delivery shall be deemed to have occurred after 4 working days have elapsed from the date of posting; or
- (d) By email to the recipient's last known email address as recorded in the Register of Members, or as given by the Member to the Secretary to be recorded in the Register of Members, or (for notices to the Secretary) to the email address for the Secretary last notified by the Society. Delivery shall be deemed to have occurred on sending provided that no non-delivery notice is subsequently received.

Accidental omission to give notice of any meeting or the non-receipt of such notice shall not invalidate the proceedings at any meeting.

### 15.8 **Contracts by the Society**

Any contracts entered into by the Society shall be in writing and must be approved by Ordinary Resolution of a Board meeting. The Chairperson is authorised to sign any approved contract or any class of contract on behalf of the Society.

### 15.9 **Dissolution or winding up**

The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

The Secretary shall give notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the general meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect to such notice of motion.

Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a 75% majority of all Members present and voting.

Prior to the dissolution by the Registrar of Incorporated Societies or a resolution by the Members to voluntarily wind up of the Society, the property, assets and monies shall, after provision for the discharge of all liabilities of the Society, be paid or transferred to one or more charitable organisations with similar objectives to the Society or for purposes as defined in section 5(1) of the Charities Act 2005.

### 15.10 **Contact Officer**

The Society's Contact Officer must be:

- (a) At least 18 years of age; and
- (b) Ordinarily be resident in New Zealand;

and shall be the Chairperson, Secretary or Treasurer of the Society, as the Board determines.

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.

### 15.11 **Entrenched provisions of the Constitution**

The following provisions of the Constitution may only be changed by Special Resolution of Members at a general meeting:

Clause 6      Structure and Governance

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Clause 7      Officers and Staff