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RULES OF THE PHARMACY GUILD  
OF NEW ZEALAND (INCORPORATED)

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## 1 Definitions

In these rules:

*Affiliate Member* has the meaning given in Rule 5.5.

*Board* means the Board of the Guild holding office under Rule 15.1.

*By-laws* means rules made under Rule 20.1(m).

*Chief Executive* means the employee holding that appointment from time to time as referred to in Rule 22.1.

*Designated Representative* means a Member's representative recorded in the Register kept under Rule 9.

*Director* means a member of the Board.

*Disciplinary Committee* means any committee holding appointment from time to time to deal with disciplinary matters under Rule 25.3.

*Electorates* means the geographic regions delineated under Rule 10.1 on the map of New Zealand appended as Schedule 1 and *Electorate* refers to each such region and may refer also to the Members registered as conducting business primarily in an Electorate who are the constituents who vote for the Directors for that Electorate.

*Forum* means a "Pharmacy Guild Forum" convened under Rule 23.

*Guild* means the "Pharmacy Guild of New Zealand (Incorporated)".

*Licence Holder* means a person, a company, or a partnership which holds a licence to operate a pharmacy under the Medicines Act 1981.

*Life Member* has the meaning given in Rule 5.2.

*Member* means a member of the Guild in any of the categories in Rule 5.

*Pharmacy Member* means a Member described in Rule 5.1.

*Register* means the register kept for the purpose of Rule 9.

*Registered Pharmacist* means a health practitioner registered pursuant to the Health Practitioners Competence Assurance Act 2003 as a pharmacist with the Pharmacy Council of New Zealand.

*Related* in respect of one person to another means being:

- (a) A parent or child or sibling or spouse (or partner in a relationship of the nature of marriage) of that other person;
- (b) A partner of that other person within the meaning of the Partnership Act 1908; or
- (c) In relation to a body corporate, a person with the power, alone or together with others who are Related to the first person in terms of paragraphs (a) or (b) directly or indirectly to exercise or control the exercise of the rights to vote attached to 20% or more of the voting securities or receive 20% or more of distributions to shareholders, of the body corporate, and both the body corporate and the first person are Related.

*Retired Pharmacist Member* has the meaning given in Rule 5.3.

*Rules* mean these Rules of the Guild.

*Significant Connection* means:

- (a) The power, directly or indirectly, to exercise or control the exercise of the rights to vote attached to 10% or more of the voting securities of a corporate Licence Holder; or
- (b) A direct or indirect proprietary or beneficial interest in the ownership of a Licence Holder (which is a partnership or other non-corporate form) which is greater than 10%, whether held alone or collectively with others; or
- (c) Being Related to a person who has a power referred to in paragraph (a) or an interest referred to in paragraph (b).

*Student Member* has the meaning given in Rule 5.4.

## **THE GUILD**

### **2 Name**

The name of the Guild is “Pharmacy Guild of New Zealand (Incorporated)”.

### **3 Objects**

3.1 The objects of the Guild are:

- (a) To promote, protect, and improve the collective interests of Members, and of their businesses and profession.
- (b) To help Members promote and improve the efficiency of their businesses.
- (c) To uphold the professional reputation of Members collectively, and the value of the quality branding conferred by membership of the Guild.
- (d) To provide sector leadership on issues affecting Members by:
  - i. Providing effective representation of Guild members on and to bodies with influence on pharmacy services or the profession.
  - ii. Initiating, influencing and promoting legislation, regulations and policy for the betterment of the interests of the Members or for the accomplishment of any of the Guild’s objects.
  - iii. Liaising and co-operating with Government and other bodies and agencies for the accomplishment of any of the Guild’s objects.
- (e) To represent or to arrange for representation of particular Members in any court or other authority or disciplinary tribunal or process where they consider it to be in the interest of Members generally.
- (f) To raise and maintain Member standards (including the qualifications necessary to be a pharmacist) and to maintain the public benefits of self regulation as a profession by restricting dispensing and the retail distribution of pharmaceuticals to Registered Pharmacists, and to

assist other pharmacy organisations with the same object.

- (g) To act as agent for the Members (either individually or collectively) in negotiation or consultation with District Health Boards or other funding agencies regarding purchase or other remuneration arrangements.
- (h) To do anything necessary or desirable in pursuit of the above objects.

## **GUILD MEMBERSHIP**

### **4 Membership**

4.1 There are five categories of membership of the Guild. These are divided into categories derived from connections with particular pharmacies and those where the Member is qualified as an individual as follows:

- (a) Pharmacy connected Members:
  - i. Pharmacy membership.
- (b) Individuals:
  - i. Life membership.
  - ii. Retired Pharmacist membership.
  - iii. Student membership.
  - iv. Affiliate membership.

4.2 A person (whether an individual or body corporate) must be of good character and reputation to be eligible for membership of the Guild.

4.3 A person may be a Member in one only of those categories at a time. If the person satisfies the requirements of more than one category set out in Rules 4 or 5, the person shall be allocated to the most appropriate category by the Chief Executive subject to any Board determination under Rule 4.5.

4.4 By-laws may from time to time create classes of membership within a category to differentiate in matters such as subscriptions or services. For example the Pharmacy membership category may have large, medium and small classes depending on the number of pharmacies connected with the Member, or on the levels of service available to those pharmacies from the Guild.

4.5 Without limiting the discretion of the Board:

- (a) The Board may determine the category and class into which a Member falls;
- (b) The Board's decision as to whether a person qualifies for membership is conclusive.

4.6 If in the opinion of the Board a person has a Significant Connection with a Licence Holder which or who is not a member of the Guild (a 'non-member') or a Member is otherwise conveying member benefits to a non-member the Board may:

- (a) Deny Membership to the person;
- (b) Set subscription levels that reflect the possibility that the non-

- member may derive Membership benefits through the person;
- (c) Set conditions on the person's Membership intended to prevent or restrict unfair passage of benefits to the non-member;
  - (d) Set conditions on the person's Membership that encourages the non-member to seek Membership.

## **5 Categories of Membership Defined**

### **5.1 *Pharmacy membership***

- (a) Any pharmacy business confers on its Licence Holder (whether an individual or a body corporate) eligibility to be a Pharmacy Member.
- (b) For the purposes of this Rule the Licence Holder in respect of each pharmacy business is the Member for that business, and where the same Licence Holder holds more than one Licence the Licence Holder will hold a separate Membership for the pharmacy business of each location.
- (c) Each Pharmacy Member shall have a Designated Representative as provided in Rule 9.4.

### **5.2 *Life membership***

A Life Member is a natural person who (whether or not a pharmacist) has that status at the date of adoption of these Rules or who is subsequently appointed by unanimous resolution of the Board for outstanding service to the Guild over a long period.

### **5.3 *Retired Pharmacist membership***

A Retired Member is a retired pharmacist who has previously been a Pharmacy Member (or its predecessor category under earlier Rules).

### **5.4 *Student membership***

A Student member is:

- (a) A person in the process of qualifying as a pharmacist and engaged in a pharmacy, which is a Member, as an intern; or
- (b) A person enrolled in a full-time course of study for pharmacy qualifications.

### **5.5 *Affiliate membership***

- (a) An Affiliate Member is a person approved for acceptance by the Board and who is:
  - i. Not eligible to be a Pharmacy Member; and
  - ii. Does not work for a non-member.
- (b) An Affiliate Member may be:
  - i. A registered pharmacist;
  - ii. A pharmacy technician;
  - iii. A person who has an active professional interest in a pharmacy such as an employee of a District Health Board.

## **6 Subscriptions**

- 6.1 The subscription, if any, payable by Members in each category and class of membership will be determined from time to time under the authority of a resolution of an Annual General Meeting of the Guild on the recommendation of the Board.
- 6.2 The resolution may express the subscription authority as a formula or range to be applied as determined by the Board.
- 6.3 The fee subscription period is 1 January to 31 December of the same year. A person who or which becomes a Member or changes their category or class of membership part way through the year will pay a proportional part of the appropriate subscription fee, above any minimum set by the Board.
- 6.4 Subscriptions shall be payable as determined by the Board, by equal annual, monthly or quarterly instalments in advance calculated after any initial part period.
- 6.5 Until any Annual General Meeting specifically determines otherwise Life Members do not pay a membership fee but may be charged for services.
- 6.6 The Board may, in its discretion, waive part or all of the subscription payable by a Member or may make any such other arrangement for special cases it considers appropriate.
- 6.7 Subscriptions may be payable as a 'premises' charge per pharmacy, and a representative fee. They may be calculated to generate a discount or discounts for Members which hold memberships in respect of multiple pharmacies.
- 6.8 The subscriptions payable by Members within a category may differ according to their class within the category, in particular by reference to differentials in access to the services provided by the Guild or to utilisation of such services (without restricting Rules 4.4, 4.5 and 4.6).
- 6.9 The Board may strike a special levy on Members for an amount they determine. The levy shall be payable when stipulated by the Board but not earlier than one month after notice of the levy to Members. The Board may in its discretion exempt any Member or class or category of Members from the payment of the whole or part of any levy.

## **7 Application and Procedure**

- 7.1 A person (whether an individual or body corporate) wishing to become a Member shall submit to the Guild a signed application form setting out the information required for the Member's entry in the Register (Rule 9) , including:
  - (a) The name of their initial Designated Representative;
  - (b) In the case of Pharmacy Members details of the Licence Holders for their businesses and the address details of their qualifying pharmacy businesses.
- 7.2 The application form shall record agreement by the subscriber that these Rules take effect as a contract between the Guild and the Member and among Members.



## **8 Termination of Membership**

- 8.1 A Member shall cease to be a Member:
- (a) Upon ceasing to hold the qualifications necessary for membership of the Guild.
  - (b) One month after giving notice in writing to the Chief Executive of intention to cease being a Member.
  - (c) Upon the expulsion of the Member under Rule 25.
  - (d) Upon a Board resolution to that effect, if a subscription amount due has not been paid for 6 months plus the period of any express extension of time to pay.
- 8.2 A Member whose membership ceases shall nevertheless remain liable for all subscriptions and other moneys payable to the Guild up to the date of cessation of membership and shall not be entitled to any refund of pre paid subscriptions.

## **9 Register**

- 9.1 The Guild shall keep a register of Members.
- 9.2 The Register shall contain each Member's:
- (a) Name;
  - (b) Postal and email addresses;
  - (c) Telephone numbers;
  - (d) Category and class (if any) of membership;
  - (e) Date of becoming a Member;
  - (f) Electorate(s) as determined under Rule 9.3 below; and
  - (g) Designated Representative determined under Rules 9.4 and 9.5 below.
- 9.3 The Register shall record the Electorate of each Member, being the Electorate(s) in which their pharmacy is situated. Life, Retired, Student and Affiliate Members are in the Electorate where they last practiced or had the connection that established their entitlement to membership.
- 9.4 The Register shall record for each Member a person who is the Member's Designated Representative.
- (a) Natural persons who are sole proprietors of their pharmacy business, Life, Retired, Student, and Affiliate Members shall be their own Designated Representative.
  - (b) Partnerships and incorporated Members must each designate a natural person to be their Designated Representative.
  - (c) Where more than one person is registered as the Licence Holder for a business (for example a partnership) and they have not designated a Designated Representative, the person first named in the Register shall be the Designated Representative.
- 9.5 A Member who is not his or her own Designated Representative may

change its Designated Representative by notice to the Chief Executive. The Chief Executive may rely as to a change of Designated Representative on a notice given by the person ceasing to be the Designated Representative or from one or more of the persons reasonably appearing to be authorised to represent the Member.

- 9.6 Members must notify changes of postal or email address or telephone number or other register information to the Chief Executive.
- 9.7 Notices of changes of the most recent address for the Register shall be deemed duly delivered on the day after dispatch.
- 9.8 If the Directory of Pharmacies published by the Guild is more than one year old, Members may request a print-out of Members from the Guild Register on reasonable notice.
- 9.9 The Guild may without further enquiry rely on the information in the Register, and on communication reasonably appearing to come from the Designated Representative. In the event of dispute about who that is, or contradiction between Members of a partnership, the communication of the person appearing first in the Register shall prevail.

## **ELECTORATES**

### **10 Electorates**

- 10.1 The boundaries of the Electorate geographic regions delineated on the map in Schedule 1 may be altered by a resolution made at the Annual General Meeting after considering recommendations from the Board.
- 10.2 The Electorates are a geographical division for voting purposes.
- 10.3 An Electorate does not require a governance or management structure, or financial accounts. Members in any organisation or form of association of Members in an Electorate, whether or not its sphere of operation is geographically defined or otherwise, must ensure that the organisation or association does not purport to be a part or agent of the Guild without the express prior approval of the Board.
- 10.4 Directors, in addition to ordinary duties, may consider themselves to have particular responsibility for:
  - (a) Fostering Guild activity within their Electorate.
  - (b) Ensuring they are aware of Member opinion within their Electorate.
  - (c) Ensuring that members within their Electorates have a fair appreciation of Guild decisions and the consideration behind them, subject to normal constraints of Board confidentiality and collective responsibility to the Guild as a whole.
  - (d) Ensuring Electorates work well together.

## **MEETINGS**

### **11 Guild Meetings**

- 11.1 A Guild meeting is either an Annual General Meeting or a General Meeting.

- 11.2 All Members may attend and vote at all General Meetings of the Guild other than Members expressly excluded from voting (for example Affiliate and Student Members).
- 11.3 No Annual General Meeting may proceed unless a quorum of at least twenty Members are present either in person, by proxy, or remotely.
- 11.4 Members may attend a Guild meeting in person, or where the Board determines that it is practicable at reasonable cost, remotely by teleconference or videoconference in accordance with Schedule 3.
- 11.5 A Member may appoint another Member to act as their proxy to vote on a ballot. Such an appointment must be in writing in the form of Schedule 4. To be effective it must be received as specified in that schedule.
- 11.6 Notice of a Guild meeting shall be sent to every Member not less than 21 days before the day of a meeting specifying the date, time, venue and agenda and, where applicable, the login or other electronic connection arrangements.
- 11.7 The accidental omission to send notice of a meeting to a Member or Members shall not invalidate anything done at such meeting (unless the omission deprived a material proportion of the Members (10%) of effective notice).
- 11.8 All Guild meetings shall be chaired by the President. If the President is absent, the Vice-President shall chair the meeting. If the President and Vice-President are absent the Members at the meeting shall elect another Board Member to chair the meeting. Any person chairing a Guild meeting shall have a casting vote in addition to their initial vote.
- 11.9 On any motion at a Guild meeting, the Chair shall in good faith determine whether the will of the meeting is most expeditiously evidenced with reasonable accuracy on voting by:
  - (a) Show of hands (having regard to counting for those Members attending remotely); or
  - (b) Ballot; or
  - (c) Secret ballot.
- 11.10 When a show of hands is used for voting each Member present at the meeting (including those attending remotely) has one vote. When a ballot or a secret ballot is used for voting the voting shall be weighted according to Rule 12.1.
- 11.11 In relation to motions at a meeting that are not procedural, voting must be by ballot if not less than five Members present personally or by proxy so demand, and voting must be by secret ballot if not less than fifteen such Members so demand.

**12 Voting**

- 12.1 The number of votes a Member may cast on any ballot, and on an election of officers is one vote per dollar of that Member's annual subscription at the time.

### **13 Annual General Meeting**

- 13.1 The Annual General Meeting shall be held once every year at a time and place to be determined by the Board.
- 13.2 The business of the Annual General Meeting shall be:
- (a) To report on the outcome of the Board elections, including the Board's election of its officers;
  - (b) The President's report on the business and activities of the Guild;
  - (c) The Chief Executive's report on the finances of the Guild, and the Annual Financial Statements;
  - (d) Any resolution on changes to subscriptions after considering recommendations from the Board;
  - (e) Motions which were included with the notice of the meeting;
  - (f) General business not notified on the agenda (including discussion of any topics raised by members) on which any resolution passed will have effect only as advice to the Board.

### **14 General Meetings**

- 14.1 The President of the Guild, or the Board, or any ten members of the Guild, may call a General Meeting, by request in writing to the Chief Executive explaining in sufficient detail to fairly inform Members of the nature of the business intended to be transacted at the said meeting. The request should indicate the preferred time for the meeting.
- 14.2 The Chief Executive shall promptly arrange for the meeting to be convened at a convenient time and place, having regard to the preference indicated in the request.
- 14.3 Substantive motions at a General Meeting shall be confined to agenda items included with the notice of the meeting.
- 14.4 Motions not so previously notified shall have advisory effect only.

## **MANAGEMENT OF THE GUILD**

### **15 Board**

- 15.1 The Guild shall have a Board comprising :
- (a) Two representatives from each Electorate; and
  - (b) Up to two Directors co-opted by resolution of the Board.
- 15.2 With the exception of a co-opted Director each Director must at the time of election be a Member's Designated Representative.
- 15.3 With the exception of a co-opted Director a Director must have his or her principal place of residence in the Electorate in which he or she stands.
- 15.4 A co-opted Director may be a non-Member.
- 15.5 No person may become or remain a Director who is also an employee of the Guild. Contract engagement of a Director on a temporary or project basis, and remuneration for extraordinary time commitments on particular

matters for the Guild will not constitute employment for the purposes of this Rule.

## **16 Nominations, appointments and rotation of Directors**

- 16.1 Nomination and postal voting procedures for elections for Directors must be in accordance with Schedule 2.
- 16.2 Director elections must be completed at least 9 days prior to each Annual General Meeting.
- 16.3 Newly elected Directors shall take office immediately after such Annual General Meeting.
- 16.4 Each Director must retire no later than the close of the Annual General Meeting two years after his or her election (which period constitutes a 'term'). If neither Director from an Electorate is due to retire at an Annual General Meeting, one of them must retire at the meeting. The Director to retire shall be chosen by lot in absence of an agreement.
- 16.5 A Director is not eligible for re-election for more than four consecutive terms with the following exceptions:
  - (a) A Vice President who gives notice of intention to seek the office of President may stand for re-election for an additional term (to have up to five consecutive terms as a Director in total, making a total of up to 10 years service).
  - (b) A President who gives notice of intention to seek re-election to the office of President may stand for re-election notwithstanding that if successful he or she would have up to six consecutive terms as a Director in total, making a total of up to 12 years service.

## **17 President/Vice President**

- 17.1 Immediately before each Annual General Meeting the Directors-designate shall meet to elect (by simple majority) from amongst their number (including newly elected Board Members who have not yet taken office) a President and Vice President.
- 17.2 The President and Vice-President will each hold office until the conclusion of the Annual General Meeting the year after their election as such. Subject to Rule 16.5 each may be re-elected to that office a further 2 consecutive times (3 years in total).
- 17.3 A President may be re-elected a further time (4 years in total) with the votes of 80% of the Directors-designate.
- 17.4 Casual vacancies in the office of President and Vice-President shall be filled by election among the Directors at the time.
- 17.5 A President or a Vice-President shall be deemed to have resigned from that office upon ceasing to be a Director under Rule 18.
- 17.6 A President or Vice-President may be removed by vote of 80% of the Directors at any time.

## **18 Cessation of Board Membership**

- 18.1 A person ceases to be a Director when:

- (a) They resign by giving written notice to the Board;
- (b) Their term expires;
- (c) Upon death, bankruptcy or conviction of a crime involving dishonesty or punishable by more than 3 years imprisonment;
- (d) Upon a resolution passed by a 75% majority of votes at a General Meeting called for the purpose;
- (e) Upon a resolution of the Board after being absent without leave for three consecutive routinely scheduled Board meetings;
- (f) Found guilty of or responsible for improper conduct reflecting seriously and adversely on the Guild if the person remains a Director, as determined by a 75% majority resolution of the Board;
- (g) Found guilty of conduct described in Rule 25.2 and a 75% majority resolution of the Board so requests;
- (h) Other than for Co-opted Directors, when no pharmacy with which they have a Significant Connection remains a Member.

18.2 A person who ceases to be a Director must within one month deliver to the main office of the Guild all Board documents and property supplied by the Guild to the Director in that capacity except to the extent this requirement is waived by the Board.

18.3 A Director subject to investigation by any agency or body with official authority for such purposes, for conduct which, if established, would reflect seriously and adversely on the Guild must promptly advise the President and must, if so requested by the Board, suspend participation in Board affairs until the investigation is concluded.

## **19 Vacancies**

19.1 The Board can by resolution fill a casual vacancy on the Board unless:

- (a) The vacancy occurs less than two months before an Annual General Meeting; or
- (b) There are more than two vacant positions.

19.2 If there are more than two vacant positions an election must be held in accordance with Schedule 2.

19.3 A Director appointed by the Board to fill a casual vacancy must resign at the next Annual General Meeting, and if he or she wishes to stay on, offer himself or herself for re-election.

19.4 As provided in clause 17.4, the Board may by resolution fill a casual vacancy in the Presidency or Vice Presidency.

## **20 Board Powers**

20.1 Subject to the Rules, the role of the Board is to:

- (a) Administer, manage and control the Guild.
- (b) Carry out the objects of the Guild.
- (c) Appoint and monitor performance of the Chief Executive and

authorise delegations to the Chief Executive.

- (d) Act as a sounding board and source of counsel to the Chief Executive.
- (e) Be responsible for the financial affairs of the Guild and the presentation to Members of the annual financial statements.
- (f) Adopt and oversee adherence to annual plans and prudent budgets.
- (g) Decide on major transactions including those related to real property.
- (h) Ensure the Guild plans for its future including by routine review of strategies and priorities.
- (i) Decide the times and dates for Guild meetings, and set the agenda for these meetings.
- (j) Investigate and decide on complaints according to Rule 25.
- (k) Receive and determine disputed applications for membership under Rule 7.1, termination of membership under Rule 8.1 and determine the category and class of a Member under Rule 4.5.
- (l) Exercise discretions on membership subscription fees according to Rule 6 and ensure they are collected.
- (m) Make bylaws for the general management of the Guild, which are not repugnant to these Rules or to the law.
- (n) Appoint Committees of the Board as the Board thinks fit.
- (o) Carry out any other functions that are ancillary to the above or conferred by the Rules.

20.2 Apart from any general or implied powers deriving from Rule 3 the Board may:

- (a) Institute or defend either in its own name or in the name of any other person litigation in pursuance of the Guild's objects and activities;
- (b) Intervene and act in any difference or dispute between any Members and with the Member's consent between any Member and an employee or any person;
- (c) Subscribe to or to otherwise aid benevolent or charitable institutions, funds or objects that may benefit any Members of the Guild or which have any moral or other claims to the support of Guild;
- (d) Cooperate with any other society, corporation or organisation having similar objects;
- (e) Generally purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges considered necessary or convenient for the purposes of the Guild and to sell, lease, exchange, bail or otherwise dispose of any of the assets or property of the Guild;
- (f) Subscribe or apply for and take or acquire by purchase or otherwise and hold shares in or otherwise become the member of any company, association, partnership or joint venture the operations of which may seem to the Board directly or indirectly to benefit the Guild or its members, and to apply the funds of the Guild in

- subscribing to the funds of any such company or association;
- (g) Borrow or raise money on behalf of the Guild and secure the repayment of money and in particular by mortgage, bonds, debentures or other securities charged upon all or any of the assets of the Guild (both present and future) and to purchase, redeem and pay off any such securities;
  - (h) Enter into arrangements with the Government or any public sector body that may seem conducive to the Guild's objects or any of them.

## **21 Board Meetings**

- 21.1 The Board shall meet at such times and places as it may from time to time decide and its meetings will be chaired by the President or in his or her absence by the Vice-President or another Director chosen by the Directors present.
- 21.2 All Directors must receive 7 days prior notice of Board meetings specifying the venue and time. Accidental omission to send notice to a Director shall not invalidate the meeting.
- 21.3 Directors may attend a Board meeting in person, or where the Board determines that it is practicable at reasonable cost, remotely by teleconference or videoconference in accordance with Schedule 3.
- 21.4 A meeting held on short notice shall be valid if 90% or more of those attending, representing at least 75% of those eligible to attend, approve the holding of the meeting.
- 21.5 The Board may delegate business to such committees of the Board as the Board thinks fit. The Board may but is not obliged to appoint to such committee persons who are not Directors, but Directors must constitute a majority of the Committee. Unless the delegation or terms of reference for a committee specify otherwise, a committee will recommend substantive decisions to the Board and not itself exercise a final power of decision.
- 21.6 There shall be at least two such Committees :
  - (a) An Audit and Risk Committee which shall monitor the overall financial performance and financial position of the Guild and review the Guild's processes for identifying and managing risk;
  - (b) An Appointment and Remuneration Committee which shall oversee the appointment and remuneration of the Chief Executive, and consider policies for such matters in relation to Guild employees, and encourage prudent succession for the Board so far as that is compatible with the elective nature of those positions.
- 21.7 When a Board Committee reports to a Board meeting, a non-Director member of the Committee may attend and speak but not vote at the meeting.

## **22 Chief Executive**

- 22.1 The Board must appoint a Chief Executive who shall be responsible to the Board for the efficient and effective management of all Guild staff and activities.



- 22.2 The Board must monitor the performance of the Chief Executive and ensure that the Chief Executive is replaced as and when desirable.
- 22.3 So far as Members (other than the Board) and third parties are concerned, the Chief Executive is the delegate of the Board needing no more authority than this Rule to ensure that the Board's functions are fulfilled. This delegation is subject to any revocation or limits the Board applies.

## **PHARMACY GUILD FORUM**

### **23 Forum**

- 23.1 A Forum will be convened at least once a year. It will comprise:
- (a) The Board;
  - (b) Directors designate (being persons elected to be Directors but whose term has not commenced);
  - (c) Former Directors who wish to attend; and
  - (d) Up to three Representatives of each Electorate invited by the Board after consultation with the Directors from the Electorate and selected on the basis of interest, activity and contribution to Guild affairs, and the potential for future leadership of the profession in the Electorate and in Guild affairs.
  - (e) Such other participants as the President consider to be appropriate.
- 23.2 Forum participants must accept being bound by obligations to keep confidential matters expressly identified in Forum proceedings as confidential. Minutes will not usually be kept.
- 23.3 No Forum has authority to direct the Board or to make decisions for the Guild. Generally it will be expected to develop consensus, or to identify issues for the Board.
- 23.4 The President or his or her nominee will preside at meetings of a Forum.
- 23.5 A Forum's primary role is to facilitate two way communications between the Board and the Membership on matters where meeting is better than other modes but the matters are not suited to the size or formality or general attendance of a General Meeting.
- 23.6 The President may with the Board's approval convene a Forum at any time of invitees other than those specified above to provide the Board with a body less than the full Guild membership but wider than themselves:
- (a) To brief on matters on which they wish to know Member opinion (in particular on policy and strategy issues).
  - (b) To enable informal or discreet communication with Members generally but under conditions where written communication is too confining, or too vulnerable to misinterpretation or partial and misleading reporting;
  - (c) To elicit specialist advice on matters on which there is expertise among the Membership not necessarily found in the Board

## **ADMINISTRATION**

### **24 Rules**

- 24.1 The Rules can be amended at an Annual General Meeting, or by a postal ballot of Members.
- 24.2 A resolution amending the Rules must have the affirmative votes of a majority of not less than seventy-five percent of the Members voting.
- 24.3 Any dispute or doubt or difference arise as to the interpretation of these Rules shall be decided by the Board and recorded in the minutes. If the Board decision is not by at least a 75% majority the minority may ask for the matter to be referred for advice to an appropriately experienced lawyer selected by the Board, and that advice shall be conclusive.

### **25 Disciplinary Action**

- 25.1 The Chief Executive or any Member may initiate a disciplinary process by lodging a complaint with the Board concerning a Member. Every complaint shall be in writing.
- 25.2 A complaint could be but is not limited to concern that a Member has done or is doing or is likely to do any one or more of the following:
- (a) Breaching or failing or refusing to abide by or to observe a Rule or by-law of the Guild;
  - (b) Bringing the Guild or the pharmacy profession into disrepute, or otherwise doing something which is contrary to the interests of the Guild or of its Members or any group or subset of them, or failing to do something which failure has or will have a similar result;
  - (c) Breaching any contract agreed by the Guild on behalf of Members or any subset or group of them; and
  - (d) Being otherwise guilty of any improper or unprofessional conduct.
- 25.3 To consider a complaint the Board may convene a Disciplinary Committee of three persons, at least one of whom is a Director.
- 25.4 The Disciplinary Committee may investigate a complaint or not, as it thinks fit. If it decides to investigate it must inform the Member complained about of the nature of the complaint. The Disciplinary Committee is not obliged to tell that Member who lodged the complaint if they conclude that such disclosure is of insufficient relevance to ascertaining the facts to outweigh any consequent discouragement of reporting of wrongdoing.
- 25.5 After giving the Member complained about an opportunity to explain their position in writing or by hearing as they think fit, the Disciplinary Committee may adopt one or more of the following courses of action:
- (a) Decide that no further action be taken.
  - (b) Expel such Member from the Guild.
  - (c) Suspend the membership of such Member.
  - (d) Require the Member to reimburse the Guild for the costs of the investigation particularly where any cost or delay in the investigation or determination of a complaint is in the opinion of the Committee

largely attributable to the conduct of the Member or might have been readily mitigated by the Member, irrespective of the outcome of the investigation.

- (e) Require the Member to pay an amount determined by the Board to compensate for the risk or fact of damage to the reputation of the Guild or to any Members caused by the Member's conduct.
  - (f) Reprimand such Member.
  - (g) Publish or disclose the circumstances and the findings to such extent as the Board thinks fit.
- 25.6 In exercising its functions under this Rule the Board (and any Disciplinary Committee) shall endeavour to be fair to the Member who is the subject of a complaint, but they must give priority to the interests of the Members generally in speed and certainty and economy of decision making, and the public interest in the practical and routine upholding of standards by the Guild. Having regard to the voluntary nature of membership Members accept that they take the risks and benefits of such decision making and that such shared interests may outweigh the interest of an individual Member in the more expensive refinements of 'natural justice'.
- 25.7 Members accept that no liability rests with the Guild or the Board or any Director or employee or the Disciplinary Committee for the exercise or non-exercise in good faith of powers under this Rule notwithstanding non-observance of procedural rules known as rules of natural justice, absent a grossly unjustified substantive outcome.
- 25.8 A complainant or a Member who is the subject of investigation may appeal to the Board as a whole (with such participation of the Directors who were on the relevant Disciplinary Committee as the Board thinks fit) from any decision of a Disciplinary Committee. The Board in its appeal capacity may hear the matter anew or limit its review to specific aspects or decline to consider the appeal.
- 25.9 The Board's decision on matters under this Rule is final and binding on all Members.

## **26 Funds**

- 26.1 The Guild may use money and other assets if:
- (a) It is for an object of the Guild; and
  - (b) That use has been approved by the Board either specifically or by approval in a budget or plan.
- 26.2 The Guild may:
- (a) Employ people for the objects of the Guild;
  - (b) Operate companies as subsidiaries of the Guild; and
  - (c) Operate bank accounts on the authority of at least two persons expressly designated for that purpose by the Board.
- 26.3 The financial year of the Guild begins on the 1<sup>st</sup> day of January of every year and ends on the 31<sup>st</sup> day of December of the same year.

- 26.4 All money received by the Guild (including subscriptions) shall be lodged to the credit of the Guild at a bank or banks approved by the Board.
- 26.5 The Chief Executive shall be responsible for the accounts.
- 26.6 The Guild may pay all salaries for the Chief Executive, the staff of the Guild and expenses and allowances and reimbursements for office holders and attendance at meetings and other proper payments as the Board shall determine.
- 26.7 Funds raised and held by the Guild for a particular specified area or Electorate shall not be used for another purpose or area without the consent of a majority vote of Members of that area or Electorate.

## **27 Records**

- 27.1 The Board shall ensure that minutes and proper books of account are kept recording all dealings with funds and expenditure.
- 27.2 At the end of each financial year a Statement of Financial Performance and a Statement of Financial Position shall be prepared and audited.
- 27.3 The Board shall recommend to each Annual General Meeting a suitably qualified auditor to audit the annual financial statements. A copy of the financial reports shall be forwarded to each Member with the notice calling the Annual General Meeting. If the notice is sent by electronic means the statements and other accompanying material may go by the same means.

## **28 Signing of documents**

- 28.1 Documents may be signed by whoever is authorised by the Board.

## **29 Common Seal**

- 29.1 The Guild shall have a Common Seal of such design as shall be determined by the Board.
- 29.2 The Common Seal of the Guild shall remain in the custody of the Chief Executive.
- 29.3 Every document to which the Common Seal of the Guild is affixed shall be signed by:
- (a) Two Directors; or
  - (b) One Director and the Chief Executive.

## **30 Indemnity**

- 30.1 Every Director and the Chief Executive shall be indemnified by the Guild from all losses and expenses incurred by them in connection with the discharge of their duties, except in the case of their wilful default.

## **31 Winding up**

- 31.1 If the Guild is wound up:
- (a) The Guild's debts, costs and liabilities shall be paid;
  - (b) Surplus money and other assets of the Guild may be disposed of:

- i. By resolution; or
  - ii. According to the provisions of the Incorporated Societies Act 1908.
- (c) The surplus money and other assets may, if not distributable fairly to Members, be distributed to an organisation having similar objectives or to a scholarship or body that has among their objectives the advancement of the profession of pharmacy.

## **32 Transitional Arrangements**

- 32.1 These Rules are to be read subject to this Rule 32 which prevails where it is inconsistent with the other Rules.

### *Existing Members*

- 32.2 Each Member that was a member of the Guild immediately prior to the commencement of these Rules shall be a Member of the Guild in the category bearing the same name as the existing category of membership from the date these Rules are adopted, with the following changes:
- (a) The existing Corporate Members shall be deemed to be Pharmacy Members under these Rules;
  - (b) The existing Honorary Life Members shall be Life Members;
  - (c) The existing Affiliate Members who are retired pharmacists shall be Retired Pharmacist Members;
  - (d) The existing Affiliate Members who are students shall be Student Members;
  - (e) The existing Affiliate Members who are not students or retired pharmacists shall be Affiliate Members.
- 32.3 If, under these Rules, the Member must have a Designated Representative which is not that Member, any Designated Representative of that person immediately before the commencement of these Rules is deemed to be a Designated Representative of the Member whether or not that appointment conforms with Rule 9.4, until the Member has had reasonable opportunity to comply with Rule 9.4.

### *Existing Divisions*

- 32.4 The 4 existing Divisions, Division Councils and their Committees are deemed dissolved as at the date these Rules are adopted. In their place, Electorates have the purposes, functions and boundaries set out in Rule 10.
- 32.5 The existing Councillors on the Executive Council representing the Divisions are deemed to have the same role as Directors in Rule 10.4.
- 32.6 Existing funds which were controlled by a Division Council shall be treated in accordance with Rule 26.7 of these Rules.

### *Existing Executive Council*

- 32.7 All members of the Executive Council at the date of adoption of these Rules shall be deemed to have been duly appointed under these Rules as

Directors of the Board.

- 32.8 The President and Vice President elected before or at the 2011 Annual General Meeting of the Guild shall be deemed to hold office under these Rules until the 2012 Annual General Meeting.
- 32.9 The immediate Past President shall remain in office until the 2012 Annual General Meeting of the Guild as a Director.
- 32.10 With the exception of the President, the Vice President and the immediate Past President, all Directors shall hold office until their term finishes.
- 32.11 The election and appointment of subsequent Presidents, Vice Presidents and Directors shall proceed in accordance with the procedure set out in Rules 16 and 17 and Schedule 2 of the Rules starting from the election process prior to the 2012 Annual General Meeting.

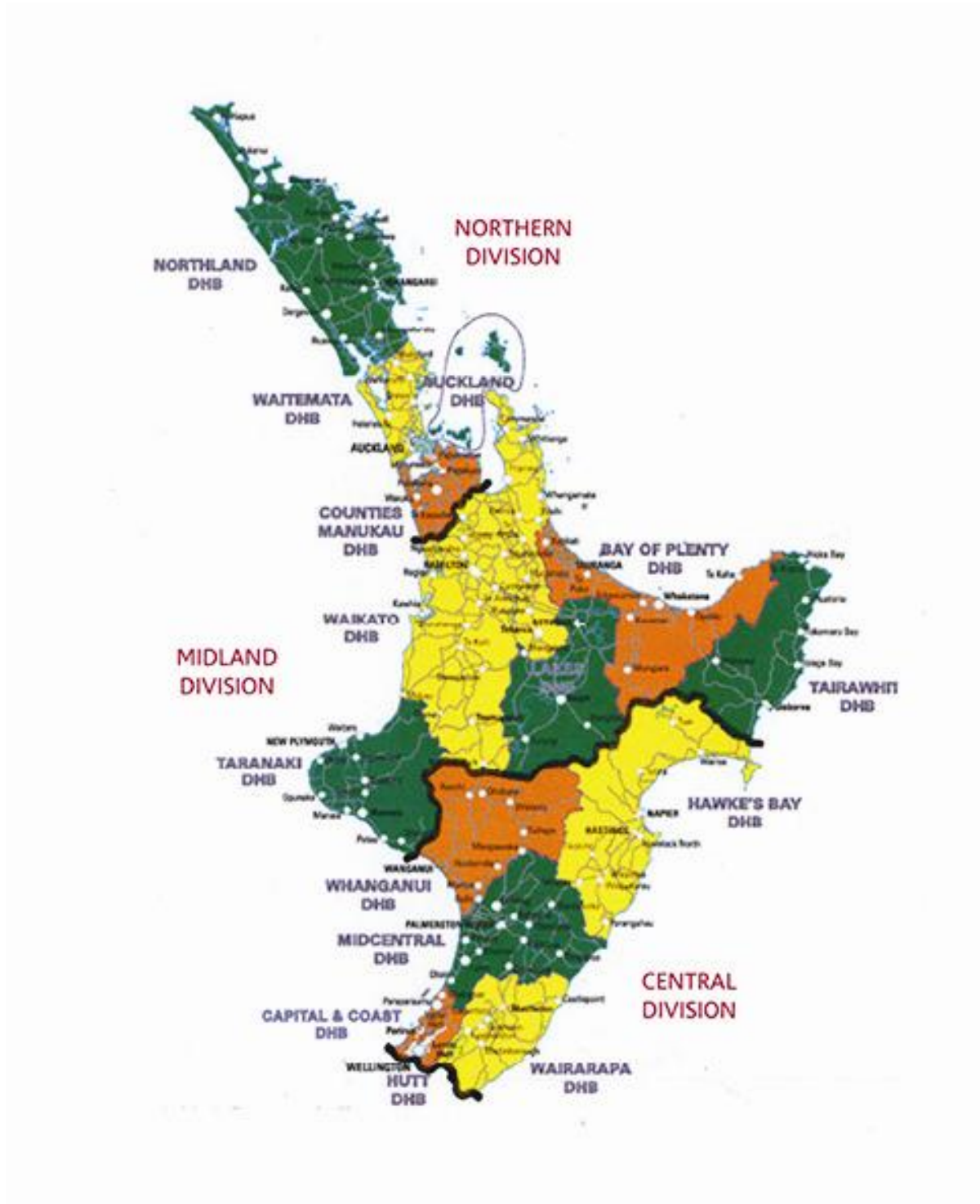
*Existing Chief Executive*

- 32.12 The Chief Executive at the date of adoption of these Rules is deemed to have been duly appointed under Rule 22.

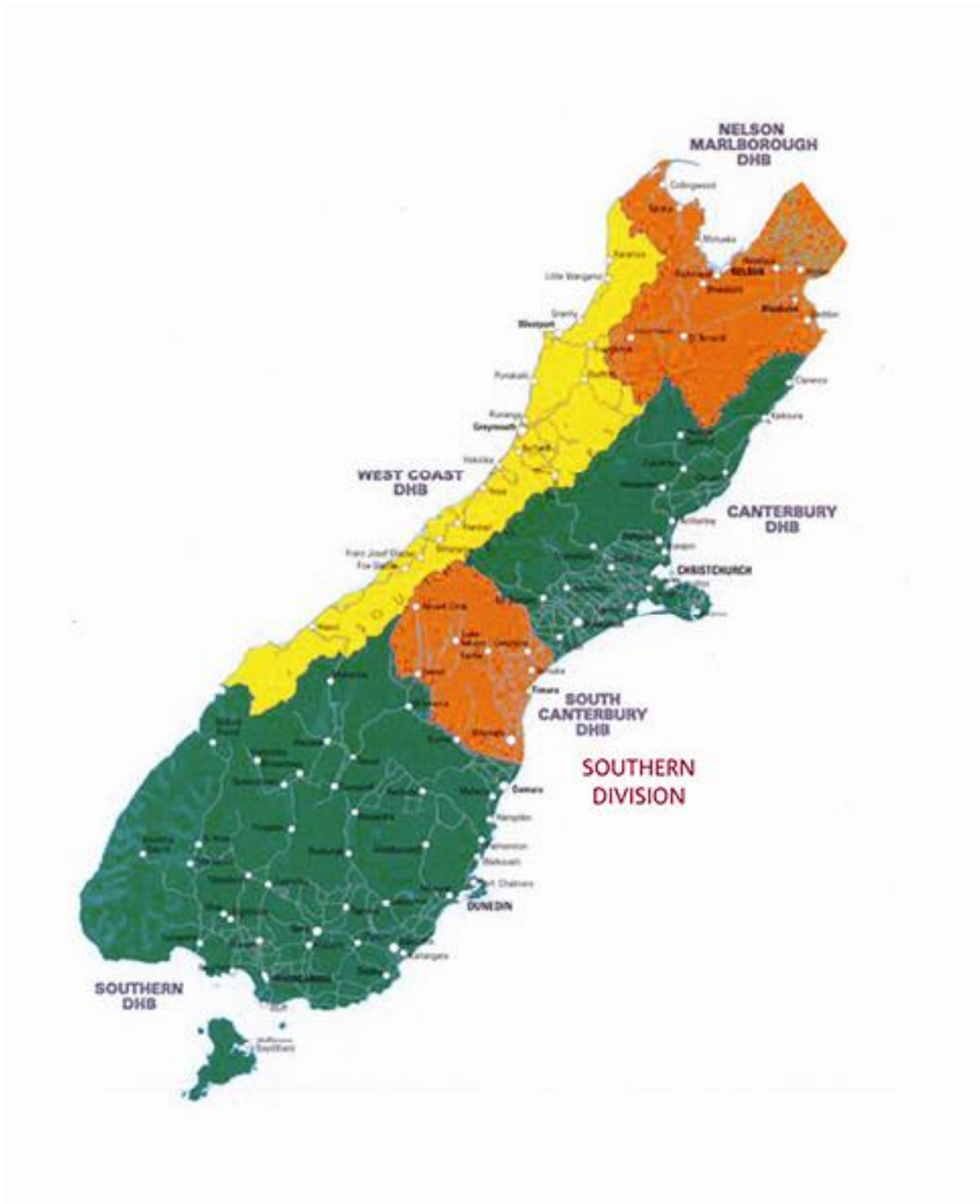
# SCHEDULE 1: ELECTORATE REGIONS

(Rule10)

## 1 North Island



2 South Island





## **SCHEDULE 2: NOMINATION AND APPOINTMENT PROCEDURE FOR BOARD**

(Rule 16)

### **1 Board elections**

- 1.1 Directors (other than co-opted Directors) shall be elected by postal or online vote by Members of their Electorate.
- 1.2 The postal or online voting must conclude at least 10 days before the date of the Annual General Meeting.

### **2 Qualification of Directors**

- 2.1 Directors other than co-opted Directors must have the qualifications stipulated in Rule 15.2.

### **3 Re-election of current Directors**

- 3.1 The Board (or in default the Chief Executive) must set the date of the Annual General Meeting and advise Members of that date at least 70 days in advance.
- 3.2 A Director who offers himself or herself for re-election under Rule 16.5 must inform the Chief Executive in writing no later than 60 days before the date of the Annual General Meeting.

### **4 Nomination of Directors**

- 4.1 Nominations for the office of Director (other than Directors standing for re-election and co-opted Director) shall be invited by the Chief Executive at least 50 days before the date of the Annual Meeting. The notice calling for nominations shall state which offices will be vacant and which current Directors have offered themselves for re-election under Rule 3.2 of this schedule.
- 4.2 Nominations for Directors (other than co-opted Directors) must be received by the Chief Executive in writing no later than 40 days before the date of the Annual General Meeting.
- 4.3 The nomination form for all Directors (including those standing for re-election) shall contain:
  - (a) The full name, address and occupation of the nominee;
  - (b) The person's written consent to be so nominated; and
  - (c) The names and addresses of the member(s) proposing his or her nomination.
  - (d) 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.
- 4.4 Candidates must be nominated by at least 1 Member to be eligible.
- 4.5 Where the number of valid candidates nominated for a vacant position:
  - (a) Equals the number of vacancies, then the candidates shall be deemed

to be elected to the Board; or

- (b) Exceeds the number of vacancies, then an election shall be held.

## **5 Election**

- 5.1 When required, an election shall be held with votes to be received at least 10 days before the date fixed for the Annual General Meeting.
- 5.2 Members whose subscriptions are overdue may be excluded from voting.
- 5.3 The election shall be conducted by postal vote and may include electronic voting, with the Board's approval. The following shall apply:
  - (a) The Board shall appoint two scrutineers, neither whom shall be a candidate for election or otherwise have a conflict of interest;
  - (b) At least 30 days prior to the date fixed for the Annual General Meeting, the Chief Executive shall send to every Member, by mail or email (when an email address has been advised by the Member) biographical details of each candidate, polling papers and details of the procedure for the election;
  - (c) Voting forms shall be signed by the Member or otherwise validated and delivered in a way approved by the Board and acceptable to the scrutineers;
  - (d) All votes, in whatever form, shall be received by the scrutineers not later than 5.00pm on the date fixed for the close of the election (10 days before the date fixed for the Annual General Meeting);
  - (e) Within 24 hours, the scrutineers shall count the votes cast for each candidate after applying the appropriate weightings and report to the Chief Executive and the Board:
    - i. The total number of votes received for each vacant position;
    - ii. The number of votes rejected;
    - iii. The grounds for rejection; and
    - iv. The total number of votes in favour of each candidate.
  - (f) The votes of each Member entitled to vote shall be weighted according to Rule 12.
  - (g) If there is an equality of votes, the President may give such casting vote or votes as may be necessary to remove the equality and complete the election;
  - (h) The Chief Executive shall notify the results to the Members and the Board at least 5 days prior to the date fixed for the Annual General Meeting;
  - (i) Any voting papers or records shall be secured by the scrutineers and retained by them for one month after the election when they shall be destroyed;
  - (j) Affiliate members, Retired Pharmacist members and Student members have no vote in elections.

## 6 Timetable of Board Elections

<b>Time before/after AGM</b>	<b>Action</b>
Immediately after	New Board and President and Vice-President take office
<b>ANNUAL GENERAL MEETING</b>	
Immediately before	Directors designate meet to elect President and Vice-President
5 days before	Chief Executive notifies Members of election results
9 days before	Scrutineers finish counting votes and inform the Chief Executive and Board of results  Election completed
10 days before	Votes must be received
30 days before	Chief Executive sends voting papers and details of candidates to all members
40 days before	All nominations received by Chief Executive
50 days before	Chief Executive calls for nominations
60 days before	Current directors offer themselves for re-election to Chief Executive
65 days before	Directors determine which of them will retire, if circumstances have disrupted the staggered nature of elections in an Electorate (Rule 16.4).
70 days before	Board or Chief Executive set date for Annual General Meeting

### **SCHEDULE 3: TELECONFERENCING AND VIDEO CONFERENCING PROCEDURE FOR MEETINGS**

(Rules 11 and 21)

#### **1 Teleconference and Video Conferencing Procedure**

- 1.1 This schedule shall apply to Guild meetings and Board meetings where the Board determines that Members and Directors may attend remotely by teleconference or videoconference in accordance with Rules 11.4 and 21.3.
- 1.2 Any Member may attend such Guild meetings that they are eligible to attend, and be included in the quorum, if by audio/visual technology they can be heard or heard and seen, by the other Members of the meeting physically present or similarly linked.
- 1.3 The contemporaneous linking together of Members by means of audio or audio-visual technology is a valid meeting provided:
  - (a) There is a quorum of Members present and able to be heard, or be heard and seen, throughout the duration of the meeting;
  - (b) At the commencement of the meeting, each Member taking part remotely acknowledges their presence for the purpose of the meeting;
  - (c) Throughout the meeting every Member taking part is able to hear or hear and see each of the other Members taking part; and
  - (d) Each Member agrees not to leave the meeting without the approval of the Chair.
- 1.4 If Members leave the meeting without the approval of the Chair notwithstanding agreement under the preceding provision, the meeting shall be deemed inquorate as from the conclusion of the last completed item of business if and when any Member attending calls for all those participating to give assurance of their presence, and a quorum can not be established from those still present.

**SCHEDULE 4: PROXY FORM**

(Rule 11.5)

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**PROXY FORM**

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**SECTION 1: MEMBER DETAILS (please print clearly)**

Full name of Member or Designated Representative of Member:

Full address:

Member category:

**SECTION 2: APPOINTMENT OF PROXY**

I appoint

Full name:

Full address:

as my proxy to exercise my vote at the *[Annual General Meeting or General Meeting]* of the Guild to be held on [                    ].

**SECTION 3: VOTING INSTRUCTIONS**

I direct my proxy to vote in the following manner:

*(Tick the box that applies)*

Motion:

For

Against

**Signed by Member or Designated Representative of Member named in Section 1:**

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**Date:**