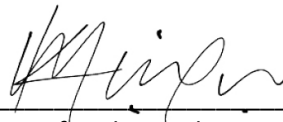


CONSTITUTION

PHARMACY GUILD OF NEW ZEALAND (INCORPORATED)

This Constitution was adopted and approved at the Annual General Meeting of Pharmacy Guild of New Zealand (Incorporated) held on **18 JUNE 2025** (in accordance with Pharmacy Guild of New Zealand (Incorporated)'s previous Rules registered by the Registrar on 7 October 2011):

SIGNED on behalf of **UNICHEM ROTOTUNA PHARMACY** as a Member of **Pharmacy Guild of New Zealand (Incorporated)** by:



Signature of authorised signatory

Keshree Naidoo-Rauf

Name of authorised signatory

SIGNED on behalf of **QUEEN STREET PHARMACY** as a Member of **Pharmacy Guild of New Zealand (Incorporated)** by:



Signature of authorised signatory

Brooke McKay

Name of authorised signatory

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PHARMACY GUILD OF NEW ZEALAND (INCORPORATED)

CONSTITUTION

1. DEFINITIONS AND INTERPRETATION

1.1 In these Rules, the following definitions apply:

Act means the Incorporated Societies Act 2022 and any regulations made under that Act, in each case, as amended or replaced from time to time;

Affiliate Member has the meaning given in Rule 3.10;

Appointments Panel means the panel established in accordance with Schedule 1;

Appointments Panel Policy has the meaning given in Schedule 1;

Balance Date has the meaning given in Rule 7.4(c);

Board means the Board of the Guild holding office under Rule 5.1, and is a "committee" as that term is defined in the Act;

Board Chair means the Chair of the Board appointed under Rule 5.3;

Board Capability Framework has the meaning given in clause 2 of Schedule 1;

By-laws means rules made under Rules 3.6 or 5.6;

Chair means the Board Chair or the Deputy Board Chair, as the context requires;

Chief Executive means the employee holding that appointment from time to time as referred to in Rule 5.9, and is an "officer" as that term is defined in the Act;

Contact Person has the meaning given to that term in the Act and, for the purposes of these Rules, means any person appointed as a Contact Person in accordance with Rule 7.1;

Deputy Board Chair means the Deputy Chair of the Board appointed under Rule 5.3;

Designated Representative means the representative recorded in the Register of Members kept under Rule 3.14 as the Designated Representative of the relevant Pharmacy Member;

Director means a member of the Board, and is an "officer" as that term is defined in the Act;

Directors-designate means those persons who will constitute the Board after the end of the relevant Annual General Meeting;

Disciplinary Sub-Committee means any sub-committee holding appointment from time to time to deal with disciplinary matters under Rule 7.3;

Discretionary Appointment has the meaning given in Rule 5.1(c);

electronic includes electrical, digital, magnetic, optical, electromagnetic, biometric, and photonic;

Endorsed Position has the meaning given in Rule 5.1(a);

Financial Year has the meaning given in Rule 7.4(c);

Forum means a "Pharmacy Guild Forum" convened under Rule 6.1;

Guild means the society registered under the name the "Pharmacy Guild of New Zealand (Incorporated)" (as replaced by any other name adopted in accordance with the Act from time to time);

Licence means a licence to operate a Pharmacy under the Medicines Act 1981;

Licence Holder means a person holding a Licence;

Life Member has the meaning given in Rule 3.10;

Member means a member of the Guild in any of the categories in Rule 3.1;

Members Resolution in Writing has the meaning given in Rule 4.3(a);

notify means to notify in writing, and "**notice**" bears a corresponding meaning;

Pharmacy has the meaning given in the Medicines Act 1981;

Pharmacy Member has the meaning given in Rule 3.10;

Register means the Register of Incorporated Societies, as that term is defined in the Act;

Registrar means the Registrar of Incorporated Societies, as that term is defined in the Act;

Register of Members means the register of Members kept for the purpose of Rule 3.14;

Registered Pharmacist means a "pharmacist" as that term is defined in the Medicines Act 1981;

Related in respect of one person to another person 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 Law Act 2019; 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, in each case, of the body corporate, and both the body corporate and the first person are **Related**;

Retired Pharmacist Member has the meaning given in Rule 3.10;

Rules mean these rules of the Guild, which are the "constitution" for the purposes of the Act;

Significant Connection means:

- (a) the power, directly or indirectly, to exercise or control the exercise of the rights to vote attached to 20% or more of the voting interests of a 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-body corporate) of 20% or more, 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 3.10;

term has the meaning given in Rule 5.2(c).

1.2 In these Rules, unless the context otherwise requires:

- (a) **Clauses:** references to clauses are references to clauses of these Rules;
- (b) **Enactments:** a reference to an enactment or any regulations is a reference to that enactment or those regulations as amended, or to any enactment or regulations substituted for that enactment or those regulations;
- (c) **Headings:** headings are for ease of reference only and do not form any part of the context or affect the interpretation of these Rules;
- (d) **Plural and Singular:** words importing the singular number include the plural and vice versa;
- (e) **Persons:** references to persons will include references to individuals, incorporated bodies, and unincorporated bodies;
- (f) **Inclusive Expressions are Without Limitation:** a reference to the word "including" (or any variation thereof) means "including without limitation";

- (g) **Negative Obligations:** any obligation not to do anything will be deemed to include an obligation not to suffer permit or cause that thing to be done;
- (h) **'In Writing' and 'Written':** in relation to words, figures and symbols includes all modes of presenting or reproducing those words, figures and symbols in a tangible and visible form (including electronic form); and
- (i) **Act:** words defined in the Act have the meaning given in the Act.

2. THE GUILD

2.1 Name: The name of the Guild is "Pharmacy Guild of New Zealand (Incorporated)". The name may be changed in accordance with the Act.

2.2 Purpose: The purpose of the Guild is to support and advance the business and professional needs of community pharmacy, including:

- (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 and advocacy on issues affecting Members, including 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 the Guild's purpose;
 - (iii) assisting with the development of business tools for use by Members; and
 - (iv) liaising and co-operating with Government and other bodies and agencies for the accomplishment of the Guild's purpose.
- (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 Registered Pharmacist), and to maintain the restriction of dispensing and the professional supply of pharmaceuticals to patients, by Registered Pharmacists, and to assist other pharmacy organisations with the same purpose.
- (g) To act as agent for the Members (either individually or collectively) in negotiation or consultation with Health New Zealand (or any replacement Government agency) or other funding agencies regarding purchasing or other remuneration arrangements.

- (h) To do anything necessary or desirable in pursuit of the above purpose.

2.3 Powers: The Guild shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.

- (a) Nothing in these Rules authorises the Guild to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- (b) The powers in Rule 2.3 must only be exercised to pursue and carry out the Guild's purpose in Rule 2.2.

2.4 No financial gain: The Guild shall not be carried on for the financial gain of any of its Members, as determined under the Act.

3. GUILD MEMBERSHIP

3.1 Membership: As at the date of these Rules, there are five categories of membership of the Guild:

- (a) Pharmacy membership.
- (b) Life membership.
- (c) Retired Pharmacist membership.
- (d) Student membership.
- (e) Affiliate membership.

3.2 Notwithstanding anything to the contrary in these Rules, only Pharmacy Members in the Pharmacy membership category have voting rights:

- (a) at General Meetings (or by Members Resolution in Writing); and
- (b) on the endorsement of Directors.

3.3 The Board may, at any time and in its sole discretion, change, replace, remove, or add to the categories of membership in Rule 3.1. Where the Board makes any change to the categories of membership in Rule 3.1, it will provide prompt notice and full details of the change to all Members.

3.4 A person must be of good character and reputation (as determined by the Board in its sole discretion) to be eligible for membership of the Guild in any of the categories of membership in Rule 3.1.

3.5 A person may be a Member in only one of the categories of membership at a time. If the person satisfies the requirements of more than one category of membership, the person shall be allocated to the most appropriate category by the Chief Executive, subject to any Board determination under Rule 3.7.

3.6 The Board may issue by-laws from time to time, to 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.

3.7 Notwithstanding anything to the contrary in these Rules:

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

3.8 If, in the opinion of the Board:

- (a) a Member has a Significant Connection with a Licence Holder which or who is not a member of the Guild (a **non-member**); or
- (b) a Member is otherwise conveying benefits afforded to Members under these Rules to a non-member; then

the Board may:

- (c) deny membership to the person;
- (d) set subscription levels that reflect the possibility that the non-member may derive membership benefits through the Member;
- (e) set conditions on the Member's membership intended to prevent or restrict unfair passage of benefits to the non-member; and/or
- (f) set conditions on the Member's membership that encourages the non-member to seek membership.

3.9 Every person must consent to becoming a Member before becoming a Member of the Guild. A person consents to becoming a Member as follows:

- (a) For Pharmacy Members, Retired Pharmacist Members, Student Members, and Affiliate Members, upon submitting an application pursuant to Rules 3.12(a) and 3.12(b).
- (b) For Life Members, upon providing their consent in writing to the Contact Person.

3.10 Categories of Membership Defined:

- (a) **Pharmacy membership:**
 - (i) To qualify as a Pharmacy Member, a person must be a Licence Holder in respect of one or more Pharmacies and must meet all other relevant requirements under these Rules. If there is more than one person that is the Licence Holder for a Pharmacy, only one of them can be a Pharmacy Member in respect of that Pharmacy, as determined by the Board.

- (ii) Every Pharmacy Member must have a Designated Representative notified to the Guild on application for membership or in accordance with Rule 3.14(d) or Rule 7.11(f).
 - (iii) A Pharmacy Member may appoint a person as a Designated Representative who is also the Designated Representative of another Pharmacy Member.
 - (iv) A person who holds multiple Licences for multiple Pharmacies:
 - (A) may not hold more than one membership in the Guild; but
 - (B) membership benefits notified by the Guild from time to time may be extended to all Pharmacies in respect of which fees are paid by the person to the Guild.
- (b) **Life membership:** A Life Member is a natural person who (whether or not a Registered Pharmacist):
 - (i) has been afforded the status of Life Member as at the date of adoption of these Rules; or
 - (ii) who is subsequently appointed as a Life Member by unanimous resolution of the Board for outstanding service to the Guild over a long period.
- (c) **Retired Pharmacist membership:** A Retired Pharmacist Member is a retired pharmacist, who:
 - (i) prior to their retirement, was a Registered Pharmacist; and
 - (ii) who has previously been a Pharmacy Member (or its predecessor category under earlier versions of these Rules).
- (d) **Student membership:** A Student Member is:
 - (i) **Internship:** a person in the process of qualifying as a Registered Pharmacist and engaged as an intern in a Pharmacy (in respect of which there is a Pharmacy Member);
 - (ii) **Pre-qualification:** a person enrolled in a full-time course of study for a pharmacist qualification; or
 - (iii) **Other relevant qualification:** any other student enrolled in a course related to pharmacy, as determined and accepted by the Board from time to time, in its discretion (for example, a student studying toward a pharmacy technician qualification).
- (e) **Affiliate membership:**
 - (i) An Affiliate Member is a person approved for acceptance as a Member by the Board and who is:
 - (A) not eligible to be a Pharmacy Member; and

- (B)** does not work for a non-member.
- (ii)** An Affiliate Member may be:

 - (A)** a Registered Pharmacist;
 - (B)** a pharmacy technician; or
 - (C)** a person who has an active professional interest in pharmacy, such as an employee of Health New Zealand.

3.11 Subscriptions:

- (a)** Members must pay a subscription as determined under these Rules. The subscription rate (**Rate**), if any, that is payable by Members in each category and class of membership, will be determined from time to time under the authority of a resolution passed by the majority of those Members entitled to vote and voting at an Annual General Meeting, on the recommendation of the Board.
- (b)** The resolution may express the Rate as a fixed amount, a formula, or a range to be applied as determined by the Board.
- (c)** Unless determined otherwise under Rule 3.11(a) and subject to Rule 3.11(e), the subscription payable by Pharmacy Members shall be calculated as follows:

 - (i)** The Rate shall apply on a per-Licence held basis.
 - (ii)** The subscription payable by a Member holding multiple Licences shall be calculated based on the number of Licences held. The Board may, in its sole discretion, apply a discount or discounts to Members holding multiple Licences.
- (d)** In addition to any fees payable pursuant to Rule 3.11(c), any Pharmacy Member with a Significant Connection to a Pharmacy in respect of which a Licence Holder is not a Pharmacy Member, is liable to pay any subscription determined by the Board that represents the benefit of the Pharmacy Member's membership that may be available to the Pharmacy or Pharmacies with whom the Pharmacy Member has a Significant Connection. Any such subscription will be determined by the Board, in its sole discretion, having regard to the Rate determined in accordance with Rule 3.11(a).
- (e)** The Guild may not charge more than one Pharmacy Member a subscription fee that relates to a particular Licence or Pharmacy. Where there are multiple Members that hold an interest in a Licence or Pharmacy (whether as a Licence Holder or a Pharmacy Member with a Significant Connection), a subscription shall be payable only once in respect of that Licence or Pharmacy, by the Pharmacy Member as determined by the Board.
- (f)** 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 may be required by the Board to pay a proportional / pro-rated part of the appropriate subscription fee, above any minimum set by the Board in its sole discretion.

- (g) Subscriptions shall be payable as determined by the Board, by equal annual, monthly or quarterly instalments paid in advance and calculated after any initial part period.
- (h) Until any Annual General Meeting specifically determines otherwise, Life Members do not pay a membership fee but may be charged for services provided to them by the Guild.
- (i) The Chief Executive may, from time to time, recommend to the Board that it waive part or all of the subscription payable by a Member or may make any such other arrangement for special cases it considers appropriate.
- (j) Upon receipt of a recommendation from the Chief Executive under Rule 3.11(i), the Board will consider such recommendation and may, in its absolute discretion, either approve or decline such recommendation.
- (k) For the avoidance of doubt, nothing in Rules 3.11(i) or 3.11(j) requires the Board to waive any subscription payable by a Member.
- (l) The subscriptions payable by Members within a category may differ according to their class within that category.
- (m) In addition to any other subscription or fee imposed on a Member, the Board may, from time to time, strike a special levy on Members for an amount it determines. 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.

3.12 Application and Procedure:

- (a) A person wishing to become a Member in any category of membership (other than Life membership) shall submit to the Guild a signed application form setting out the information required for the Member's entry in the Register of Members, including, in the case of an application for membership as a Pharmacy Member:
 - (i) the names of each Pharmacy in respect of which that person is a Licence Holder or in respect of which they have a Significant Connection;
 - (ii) the address details of each such Pharmacy described in Rule 3.12(a)(i);
 - (iii) the name of their Designated Representative; and
 - (iv) any other details required for the Register of Members or for the consideration of the application, as determined by the Board.
- (b) The application form shall record agreement by the applicant that these Rules take effect as a contract between the Guild and the Member and among Members.
- (c) Notwithstanding anything to the contrary in these Rules, the Board shall have absolute and sole discretion to approve or decline any application for membership. In exercising this discretion, the Board may have regard to any matter it considers relevant, including (but not limited to):

- (i) the applicant's history of compliance with relevant laws or regulations (whether in New Zealand or otherwise);
- (ii) the applicant's character and reputation;
- (iii) the alignment of the applicant's objectives with the purpose of the Guild; and
- (iv) the potential impact of the applicant's membership on the Guild's operations or reputation.

In this Rule, a reference to "the applicant" includes giving consideration to the applicant's directors, officers, senior managers and owners.

3.13 Termination of Membership:

- (a) A Member shall cease to be a Member:
 - (i) If an individual, upon their death.
 - (ii) If a body corporate, upon that body corporate entering into arrangements with creditors or being wound up or placed in receivership or liquidation (or any equivalent or similar event).
 - (iii) Whether an individual or a body corporate:
 - (A) Upon ceasing to hold the qualifications necessary for membership of the Guild (including, for example, if a Pharmacy Member sells their Pharmacy and is no longer a Licence Holder).
 - (B) One month after giving notice in writing to the Chief Executive of the intention to cease being a Member.
 - (C) Upon a Board resolution to that effect made on the recommendation of the Chief Executive, if a subscription amount due has not been paid for 6 months plus the period of any express extension granted to the Member in respect of that subscription amount.
 - (D) Upon their membership being terminated following a dispute resolution process undertaken in accordance with these Rules that finds the Member to have engaged in material misconduct, such termination to take effect from the date of a Board notice of termination given to the Member or any other date stated in the Board notice of termination of membership as being the effective date of such termination.
 - (E) If any grounds arise which would allow the Board to decline a membership application by the Member, if they were applying anew.

- (b)** A Member whose membership ceases shall nevertheless remain liable:
 - (i)** 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 prepaid subscriptions; and
 - (ii)** to return any property of the Guild back to the Guild.

3.14 Register of Members:

- (a)** The Guild shall keep and maintain a Register of Members.
- (b)** The Register of Members shall contain the following information:
 - (i)** 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; and
 - (F)** for Pharmacy Members, their Designated Representative.
 - (ii)** Any other information required by the Act.
- (c)** The Register of Members shall also contain the name of each person who has ceased to be a Member of the Guild within the preceding 7 years and the date on which each person ceased to be a Member.
- (d)** A Pharmacy Member 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 Pharmacy Member.
- (e)** Members must promptly notify changes of postal or email address or telephone number or other information required to be contained in the Register of Members to the Chief Executive, and the Chief Executive must update the Register of Members accordingly as soon as practicable after being notified or otherwise becoming aware of the changes.
- (f)** Notices of changes of the most recent address for the Register of Members shall be deemed duly delivered on the day after dispatch.
- (g)** The Guild may, without further enquiry, rely on the information in the Register of Members, and on communication reasonably appearing to come from the Designated Representative. In the event of any dispute about who that is, or contradiction

between Members of a partnership, the person making the first relevant communication in time shall prevail.

4. MEETINGS

4.1 General Meetings:

- (a)** A General Meeting is either an Annual General Meeting or a Special General Meeting.
- (b)** All Members may attend General Meetings of the Guild.
- (c)** Only Pharmacy Members may vote:
 - (i)** at General Meetings of the Guild (or by Members Resolution in Writing); and
 - (ii)** on the endorsement of Directors.
- (d)** No General Meeting may proceed unless a quorum of Members representing at least 20 votes, as determined in accordance with Rule 4.2, are present either in person, by proxy, or by other means approved by the Board under Rule 4.1(e).
- (e)** General Meetings may be held in person and/or by electronic means, as determined by the Board. Any Member attending a meeting by electronic means in accordance with Schedule 2 will be included for the purposes of calculating the quorum.
- (f)** 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 3. To be effective, the form must be received as specified in that Schedule. Any proxy that is validly appointed in accordance with this Rule and Schedule 3 will be included for the purposes of calculating the quorum.
- (g)** Notice of a General Meeting shall be sent to every Member not less than 21 days before the day of that General Meeting specifying the:
 - (i)** date;
 - (ii)** time;
 - (iii)** physical venue (if applicable);
 - (iv)** agenda; and
 - (v)** where applicable, the login or other electronic connection arrangements if the Board so allows under Rule 4.1(e).
- (h)** The accidental omission to send, or irregularity in, a notice of a General Meeting to a Member or Members under Rule 4.1(g) shall not invalidate anything done at such General Meeting (unless the omission deprived a material proportion of the Members (10%) of effective notice or material information).

- (i) All General Meetings shall be chaired by the Board Chair, provided that:

 - (i) If the Board Chair is absent, the Deputy Board Chair shall chair the General Meeting.
 - (ii) If the Board Chair and Deputy Board Chair are both absent, the Members at the General Meeting shall elect another Director to chair the General Meeting.
 - (iii) Any person chairing a General Meeting shall have a casting vote in addition to their initial vote, which can be exercised or not exercised in the Chair's sole discretion.
- (j) On any motion at a General Meeting, subject to Rule 4.1(m), the Chair shall, in their sole discretion but acting in good faith, determine whether voting is by:

 - (i) show of hands (including those Members attending by electronic means or by proxy);
 - (ii) ballot (which may be administered electronically in advance of the General Meeting or at the General Meeting); or
 - (iii) secret ballot (which may be administered electronically in advance of the General Meeting or at the General Meeting).
- (k) The Board must implement measures to ensure the appropriate confidentiality and integrity of voting processes.
- (l) Votes will be counted in accordance with Rule 4.2. A Member resolution is passed by simple majority, unless these Rules expressly require otherwise. The determination of the requisite majority for a Member resolution will be in accordance with the method of vote counting applicable to the method of voting.
- (m) In relation to motions at a General Meeting that are not procedural, voting must be by ballot if not less than five Members (counted by number) present personally (including by electronic means) or by proxy so demand, and voting must be by secret ballot if not less than fifteen such Members (counted by number) so demand.

4.2 Voting:

- (a) Where voting occurs by postal voting, ballot or secret ballot (in each case, including by electronic means), every Pharmacy Member eligible to vote at a General Meeting and voting shall be entitled to cast one vote for every Licence held by that Member, except that:

 - (i) no two Members shall be entitled to cast a vote in respect of the same Licence or Pharmacy; and
 - (ii) the Board has sole and absolute discretion to determine any conflict between Members as to who is entitled to cast a vote in respect of a Licence or Pharmacy.

- (b) Where voting occurs by show of hands, every Pharmacy Member eligible to vote at a General Meeting and voting shall be entitled to cast one vote.
- (c) Votes shall be cast by the Pharmacy Member's Designated Representative, or another representative or authorised person of the Pharmacy Member appointed as the Pharmacy Member's proxy.
- (d) Members whose subscriptions are overdue shall be excluded from voting.

4.3 Resolutions in lieu of Meeting:

- (a) Subject to complying with the procedural requirements in the Act and any express provision in these Rules to the contrary, a written resolution, approved by no less than 75% of the number of Members entitled to vote, is as valid and effectual as if it had been passed at a General Meeting (**Members Resolution in Writing**).
- (b) A Members Resolution in Writing may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more Members voting on the matter. A Member may give their approval by signing the resolution or by electronic means accepted by the Board.
- (c) A proposed Members Resolution in Writing will lapse if it is not passed in accordance with Rule 4.3(a) within 1 month of the date on which it is first sent to Members.

4.4 Annual General Meeting:

- (a) The Annual General Meeting shall be held once every year (within 6 months of the Balance Date of the Guild and not later than 15 months after the previous Annual General Meeting) at a time and place to be determined by the Board and notified to Members in accordance with these Rules.
- (b) The business of the Annual General Meeting shall be:
 - (i) to report on the outcome of / endorse (as applicable) the Board appointments in accordance with the procedure set out in Schedule 1;
 - (ii) to receive the Board Chair's report on the business and activities of the Guild;
 - (iii) to receive the Chief Executive's report on the finances of the Guild, and the Annual Financial Statements;
 - (iv) to receive any other report that has been prepared by the Guild under Rule 7.5;
 - (v) to consider any resolution on changes to subscriptions after considering recommendations from the Board;
 - (vi) to consider motions which were included with the notice of the meeting;

- (vii) to receive notice of the disclosures, or types of disclosures, made under section 63 (disclosure of interests) of the Act and Rule 5.7 since the last Annual General Meeting (including a brief summary of the matters, or types of matters, to which those disclosures relate); and
- (viii) to consider 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.

4.5 General Meetings (including Special General Meetings):

- (a) The Board Chair 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 all Members of the nature of the business intended to be transacted at the relevant Meeting. The request should indicate the preferred time for the Meeting.
- (b) The Chief Executive shall promptly arrange for the Meeting to be convened at a convenient time and place (including through electronic means), having regard to the preference indicated in the request.
- (c) Substantive motions at a General Meeting shall be confined to agenda items included with the notice of the Meeting.
- (d) Motions not so previously notified shall have advisory effect only.
- (e) Without limiting any other provision in this Rule, a Special General Meeting of the Guild must be called if 50% or more of the Board are prevented from voting on a matter because they are "interested" in that matter, as set out in Rule 5.7, in which case such matter will be considered and voted on by Members at the Special General Meeting called for that purpose.

5. GOVERNANCE AND MANAGEMENT OF THE GUILD

5.1 Board:

- (a) The Guild shall have a Board comprising a minimum of seven and a maximum of nine Directors (appointed in accordance with (as applicable) this Rule 5.1, Rule 5.2 and the procedure set out in Schedule 1), including:
 - (i) seven Board members who are endorsed by Members in accordance with Schedule 1 (each an **Endorsed Position**); and
 - (ii) up to two Board members who are appointed by the Board, in its sole discretion, in accordance with Rule 5.1(c).
- (b) At any one time, the majority of the Board must consist of:
 - (i) Members of the Guild; or
 - (ii) representatives of bodies corporate that are Members of the Guild.

- (c) In accordance with Rule 5.1(a)(ii) and subject to Rule 5.1(b), the Board may, at any time, appoint two persons as "co-opted Directors" (each a **Discretionary Appointment**) who have special knowledge, experience and expertise that the Board determines will be of benefit to the Guild, for a term determined by the Board (but not longer than three years per term, provided that Discretionary Appointments may be re-appointed for further terms by the Board).
- (d) The Board shall notify Members of such Discretionary Appointment(s) within 14 days of the appointment.
- (e) In addition to meeting any criteria specified as required for each Director under the Board Capability Framework from time to time, every Director must:
 - (i) be a natural person;
 - (ii) be qualified to be appointed under section 47 of the Act; and
 - (iii) not be an employee of the Guild.
- (f) Contract engagement of a Director on a temporary or project basis, and remuneration for extraordinary time commitments on particular matters, in each case, for the Guild, will not constitute employment for the purposes of an appointment made under Rule 5.1(e).

5.2 Nominations, appointments and rotation of Directors:

- (a) The appointment and endorsement of Directors for Endorsed Positions that will become vacant at an Annual General Meeting must be in accordance with the procedures set out in Schedule 1.
- (b) All newly appointed Endorsed Position Directors shall take office immediately after each applicable Annual General Meeting or otherwise as decided by the Board pursuant to Rule 5.1(c).
- (c) Without limiting any right of re-appointment under Rule 5.2(e), each:
 - (i) Endorsed Position Director automatically retires from office at the close of the Annual General Meeting that is the nearest Annual General Meeting to the third anniversary of the appointment of that Director for their current term; and
 - (ii) Discretionary Appointment Director automatically retires from office at the expiry of their term of appointment under Rule 5.1(c),in each case, which period constitutes a '**term**'.
- (d) Notwithstanding Rule 5.2(c), not less than one and not more than three Endorsed Position Directors shall be subject to retirement in each year under Rule 5.2(c). If the Directors cannot agree on those to retire, then the persons shall be determined by lot.
- (e) Any Endorsed Position Director may only serve up to a maximum of three consecutive terms and a total term (whether consecutive or not) of 15 years (each a **Term**

Maximum), except that any service by that Director under a Discretionary Appointment will not count toward the Term Maximum.

5.3 Board Chair/Deputy Board Chair:

- (a)** Procedure for appointing Board Chair and Deputy Board Chair:
 - (i)** If Endorsed Position Directors have been endorsed by postal voting in accordance with Schedule 1, then immediately before each Annual General Meeting, the Directors-designate shall meet to elect (by simple majority) from amongst their number (including newly elected Directors who have not yet taken office), a Board Chair and Deputy Board Chair to take office from the end of the Annual General Meeting.
 - (ii)** If Endorsed Position Directors are to be elected at the Annual General Meeting in accordance with Schedule 1, then the Board Chair and Deputy Board Chair for the Board following the Annual General Meeting will be elected no later than 3 days after the Annual General Meeting by a simple majority of the new Board, and will take office from the date of their appointment.
- (b)** Subject to Rule 5.3(d), the Board Chair and Deputy Board Chair will each hold their respective positions until the conclusion of the Annual General Meeting next following their appointment.
- (c)** Casual vacancies in the office of Board Chair and Deputy Board Chair shall be filled by ordinary resolution of the Directors in office at the relevant time at a meeting of the Board.
- (d)** A Board Chair or a Deputy Board Chair shall be deemed to have resigned from that office upon ceasing to be a Director under Rule 5.4.
- (e)** A Board Chair or Deputy Board Chair may be removed by a vote of 80% of the Directors (not including the Board Chair or Deputy Board Chair the subject of the removal vote) at any time.

5.4 Cessation of Board Membership:

- (a)** A person ceases to be a Director when:
 - (i)** they no longer meet the eligibility requirements of, or are otherwise disqualified from holding office under, the Act (including in particular, under section 47 of the Act);
 - (ii)** they resign by giving written notice to the Board;
 - (iii)** their term expires;
 - (iv)** upon death, bankruptcy or conviction of a crime involving dishonesty or punishable by more than 3 years imprisonment;

- (v) upon a resolution passed by a 75% majority of votes at a General Meeting called for the purpose;
 - (vi) upon a resolution of the Board after being absent without leave for three consecutive routinely scheduled Board meetings;
 - (vii) they are 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 other Directors;
 - (viii) they are found guilty of misconduct following a decision under Rule 7.3 and a 75% majority resolution of the other Directors so requests;
 - (ix) they are found guilty of conduct following an investigation referred to under Rule 5.4(d); and
 - (x) for Directors that are Members or representatives of bodies corporate that are Members, if:
 - (A) their membership or the membership of the body corporate for which they are a representative ceases; and/or
 - (B) when no Pharmacy with which they have a Significant Connection has a Licence Holder who is a Pharmacy Member.
- (b) Removal takes effect as follows:
 - (i) For the cessation events detailed in Rules 5.4(a)(i), (iv), (ix) or (x), removal will take automatic effect immediately following the relevant event.
 - (ii) For all other cessation events, removal will take effect on the date (as applicable to the event):
 - (A) that is set out in the relevant notice;
 - (B) of expiry; or
 - (C) that is set out in the relevant resolution.
- (c) 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 in writing.
- (d) 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 Board Chair and must, if so requested by the Board, suspend participation in Board affairs until the investigation is concluded.

5.5 Vacancies on the Board:

- (a)** Subject to Rule 5.5(b) but notwithstanding any other provisions in these Rules, the Board may, in its sole discretion, by resolution, fill a casual vacancy on the Board, but shall have regard to any Board Capability Framework in place when doing so.
- (b)** A Director appointed by the Board to fill a casual vacancy will cease to hold office at the end of the next Annual General Meeting following their appointment, and if they wish to stay on, may stand for re-appointment, such re-appointment to take place in accordance with Schedule 1 if seeking an Endorsed Position.
- (c)** As provided in Rule 5.3, the Board may, by resolution, fill a casual vacancy in the Board Chair or Deputy Board Chair positions.

5.6 Board Powers:

- (a)** Subject to the Rules and the Act, the role of the Board is to:
 - (i)** administer, manage and control the Guild;
 - (ii)** carry out the purpose of the Guild;
 - (iii)** appoint and monitor performance of the Chief Executive and authorise delegations to the Chief Executive;
 - (iv)** act as a sounding board and source of counsel to the Chief Executive;
 - (v)** be responsible for the financial affairs of the Guild and the presentation to Members of the annual financial statements;
 - (vi)** adopt and oversee adherence to annual plans and prudent budgets;
 - (vii)** decide on major transactions including those related to real property;
 - (viii)** ensure the Guild plans for its future including by routine review of strategies and priorities;
 - (ix)** decide the times and dates for General Meetings, and set the agenda for these meetings;
 - (x)** manage complaints according to Rule 7.3;
 - (xi)** receive and determine disputed applications for membership under Rule 3.12, determine termination of membership under Rule 3.13 and determine the category and class of a Member under Rule 3.1;
 - (xii)** exercise discretions on membership subscription fees according to Rule 3.11 and ensure they are collected;
 - (xiii)** make by-laws for the general management of the Guild, which are not repugnant to these Rules or to the law;

- (xiv) appoint sub-committees of the Board as the Board thinks fit; and
 - (xv) carry out any other functions that are ancillary or incidental to the above or are otherwise conferred on the Board by the Rules.
- (b) Apart from any general or implied powers deriving from Rule 2.2, the Board may:
 - (i) institute or defend either in its own name or in the name of any other person, litigation in pursuance of the Guild's purpose and activities;
 - (ii) 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;
 - (iii) subscribe to or to otherwise aid benevolent or charitable institutions, funds or purposes that may benefit any Members of the Guild or which have any moral or other claims to the support of Guild;
 - (iv) cooperate with any other society, corporation or organisation having similar purposes;
 - (v) 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 purpose of the Guild and to sell, lease, exchange, bail or otherwise dispose of any of the assets or property of the Guild;
 - (vi) 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;
 - (vii) 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;
 - (viii) enter into arrangements with the Government or any public sector body that may seem conducive to the Guild's purpose; and
 - (ix) exercise all other powers of the Guild (other than those expressly reserved to Members by these Rules) necessary for managing, and for directing and supervising the management of, the operation and affairs of the Guild.

5.7 Interests Register:

- (a) The Board must keep a register of any interest disclosures made by officers (including Directors) under Rule 5.7(b).

- (b) An officer who is "interested" in a matter relating to the Guild within the meaning of section 62 of the Act, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

 - (i) to the Board; and
 - (ii) in the interests register kept under Rule 5.7(a),

as soon as practicable after the officer becomes aware that they are "interested" in that matter.
- (c) Subject to the Act, an officer is not interested in a matter:

 - (i) merely because that person receives an indemnity, insurance cover, remuneration or other benefits authorised under the Act or these Rules;
 - (ii) if that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members of the Guild;
 - (iii) if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or these Rules;
 - (iv) if that person is a member of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests;
 - (v) because that person is reimbursed for reasonable expenses legitimately incurred on behalf of the Guild or while pursuing the Guild's purpose (whether they are an officer who is a Member or not); or
 - (vi) because that person is paid salary, wages, or other payments for services on "arm's-length terms" as defined in section 24(3) of the Act (whether they are an officer who is a Member or not).

5.8 Board Meetings:

- (a) 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 Board Chair or in their absence by the Deputy Board Chair or another Director chosen by the Directors present.
- (b) Subject to Rule 5.8(d), 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.
- (c) Directors may attend a Board meeting in person, or where the Board allows, remotely by teleconference, videoconference, or other electronic means in accordance with Schedule 2.
- (d) A meeting held on short notice (being a meeting held following notice that is given less than 7 days prior to the meeting), shall be valid if a quorum attends the meeting

in accordance with Rule 5.8(e) and each of the Directors present and forming such quorum agree to the holding of the meeting.

- (e) No business is to be transacted at any meeting of the Board unless a quorum is present at the time when the meeting is due to start. The quorum for a Board meeting is as follows:

- (i) if the Board is made up of seven people, the quorum is five Board Members;
- (ii) if the Board is made up of eight people, the quorum is six Board Members;
- (iii) if the Board is made up of nine people, the quorum is seven Board Members; and
- (iv) if the number of Directors has fallen below seven people, the quorum is that number which is equal to the majority of Directors then holding office,

including in each case, Directors in attendance by any of the means permitted by Schedule 2 where such means have been allowed by the Board pursuant to Rule 5.8(c).

- (f) Subject to Rule 5.8(i), every Director shall be entitled to one vote at a Board meeting. Voting shall be conducted by voice or by any means (including electronic means) permitted by Schedule 2, where such means have been allowed by the Board pursuant to Rule 5.8(c).
- (g) A resolution of the Board shall be passed by simple majority.
- (h) A resolution in writing, signed or assented to by all Directors then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- (i) Any Director who is "interested" in a matter relating to the Guild within the meaning of section 62 of the Act shall not be entitled to vote at a meeting or partake in a decision of the Board relating to that matter (and shall otherwise be subject to the restrictions in section 64(1) of the Act in respect of that matter), other than in the circumstances permitted by section 64(2) of the Act.
- (j) No act or proceeding of the Board, or of any sub-committee of the Board, or any person acting as a Director or officer, shall be invalidated as a consequence of there being a vacancy in the membership of the Board or sub-committee at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be a Director or sub-committee member or officer that they were incapable of being or had ceased to be a Director or sub-committee member or officer.
- (k) All Board meetings shall be chaired by the Board Chair, provided that:
- (i) If the Board Chair is absent, the Deputy Board Chair shall chair the Board meeting.

- (ii) If the Board Chair and Deputy Board Chair are both absent, the Directors at the Board meeting shall elect another Director to chair the Board meeting.
 - (iii) Any person chairing a Board meeting shall have a casting vote in addition to their initial vote.
- (l) The Board may delegate business to such sub-committees of the Board as the Board thinks fit. The Board may but is not obliged to appoint to such a sub-committee, persons who are not Directors, but Directors must constitute a majority of the sub-committee. Unless the delegation or terms of reference for a sub-committee specify otherwise, a sub-committee will recommend substantive decisions to the Board and not itself exercise a final power of decision.
- (m) Such sub-committees may include:
 - (i) An **Audit and Risk Sub-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; and
 - (ii) An **Appointment and Remuneration Sub-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.
- (n) When a sub-committee reports to a Board meeting, a non-Director member of the sub-committee may attend and speak but not vote at the meeting.

5.9 Chief Executive:

- (a) 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.
- (b) The Board must monitor the performance of the Chief Executive and ensure that the Chief Executive is replaced as and when desirable.
- (c) 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.

6. PHARMACY GUILD FORUM

6.1 Forum:

- (a) A Forum may be convened by the Board from time to time in accordance with this Rule 6.1.
- (b) The Forum may comprise:
 - (i) the Board;

- (ii) Directors-designate (being any persons elected to be Directors but whose term has not commenced); and
 - (iii) such other participants as the Board Chair considers to be appropriate in the circumstances.
- (c) The Board Chair may, with the Board's approval, convene a Forum on reasonable notice to invitees to discuss any matters as the Board considers appropriate, including for example:
 - (i) matters in respect of which the Board wishes to canvass Member opinion (either as a whole, or in sub-classes of membership);
 - (ii) to enable informal or discreet communication with Members; and/or
 - (iii) to elicit specialist feedback on matters on which there is expertise among the membership.
- (d) Forum participants must accept being bound by obligations to keep confidential matters expressly identified in Forum proceedings as confidential. Minutes will not usually, but may, be kept.
- (e) No Forum has authority to direct the Board or to make decisions for the Guild.
- (f) The Board Chair or their nominee will preside at meetings of a Forum.

7. ADMINISTRATION

7.1 Contact Person:

- (a) Prior to reregistering the Guild under the Act, the Board will ensure it has appointed at least one, and a maximum of three, persons as the Contact Person(s), subject to those persons meeting the eligibility criteria set out in the Act.
- (b) If there is a vacancy in the position of Contact Person and the Guild has no other Contact Person, the Board will appoint a replacement Contact Person within 20 working days after the vacancy occurs and ensure that notice of the change is sent to the Registrar in accordance with the Act.
- (c) A Contact Person may be a Board Member or the Chief Executive.

7.2 Amending these Rules:

- (a) The Rules can be amended:
 - (i) at a General Meeting;
 - (ii) by a postal ballot (which may be administered by electronic means) of Members in connection with a General Meeting; or
 - (iii) otherwise by a Members Resolution in Writing.

- (b) Members must be given at least 21 days' notice of any notice of amendment to the Rules proposed in accordance with this Rule.
- (c) A resolution amending the Rules must have the affirmative votes of a majority of not less than 75% of the Members eligible to vote and voting on the question.
- (d) No addition to, deletion from or alteration of these Rules may be made which would:
 - (i) allow the Guild to be carried on for the financial gain of any of its Members (as determined under the Act) or confer on any Member any right, title, or interest (legal or equitable) in the property of the Guild;
 - (ii) permit the distribution of surplus assets on winding up to any entity that is not a not-for-profit entity; or
 - (iii) derogate from the purpose of the Guild as set out in Rule 2.2.
- (e) Any dispute or doubt or difference arising 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.
- (f) If an amendment to these Rules would have no more than a minor effect or is to correct errors or make similar technical alterations, the Board may give notice of the amendment to every Member at their address on the Register of Members stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 working days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment under this Rule.
- (g) Every amendment to the Rules made pursuant to this Rule 7.2 must be in writing.

7.3 Disputes and Disciplinary Action:

- (a) All disputes will be handled in accordance with Schedule 4.
- (b) Without limiting Schedule 4, the Board may, in its sole discretion, establish a Disciplinary Sub-Committee to deal with misconduct complaints under Schedule 4.
- (c) Without limiting Schedule 4, the Chief Executive or any Member may initiate a disciplinary process by lodging a complaint under Schedule 4 concerning a Member.
- (d) A complaint under Rule 7.3(c) 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:
 - (i) breaching or failing or refusing to abide by or to observe a Rule or by-law of the Guild;
 - (ii) 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;

- (iii) breaching any contract agreed by the Guild on behalf of Members or any subset or group of them; and
- (iv) being otherwise guilty of any improper or unprofessional conduct.

7.4 Funds:

- (a) The Guild may use money and other assets if:
 - (i) it is for a purpose of the Guild; and
 - (ii) that use has been approved by the Board either specifically or by approval in a budget or plan or in accordance with delegations of authority.
- (b) For the purposes of Rule 7.4(a), the Guild may:
 - (i) employ people for the purpose of the Guild;
 - (ii) be a shareholder in another entity; and
 - (iii) operate bank accounts on the authority of at least two persons expressly designated for that purpose by the Board.
- (c) As at the date of these Rules, the financial year (**Financial Year**) of the Guild begins on the 1st day of January of every year and ends on the 31st day of December of the same year (**Balance Date**), in each case, as amended from time to time by the Board.
- (d) 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.
- (e) The Chief Executive shall be responsible for the accounts.
- (f) 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.
- (g) Funds raised and held by the Guild for a particular specified purpose (for example, a division, as that term was used in previous iterations of the Rules) shall not be used for another purpose without the consent of a majority vote of the Members who contributed to the funds.

7.5 Records:

- (a) The Board shall ensure that minutes and proper books of account are kept recording all meetings of the Board, General Meetings, and all dealings with funds and expenditure.

- (b) At the end of each financial year, the Guild shall prepare all financial and other narrative reports that are required to be prepared for compliance with relevant financial reporting obligations under New Zealand law.
- (c) If required under New Zealand law, the Board shall appoint a suitably qualified auditor to audit the Guild's annual financial statements (as applicable).
- (d) A copy of the reports under Rule 7.5(b) and any audit report 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.

7.6 Signing of documents: Subject to Rule 7.7, documents may be signed by whoever is authorised by the Board.

7.7 Method of Contracting and Common Seal:

- (a) A contract or other enforceable obligation may be entered into by the Guild as follows:
 - (i) an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Guild in writing signed under the name of the Guild by:
 - (A) 2 or more officers of the Guild; or
 - (B) an officer, or other person or class of persons, whose signature or signatures must be witnessed;
 - (ii) an obligation that, if entered into by a natural person, is, by law, required to be in writing, may be entered into on behalf of the Guild in writing by a person acting under the Guild's express or implied authority; or
 - (iii) an obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Guild in writing or orally by a person acting under the Guild's express or implied authority.
- (b) The Guild may (but does not have to), in addition to complying with Rule 7.7(a), affix its common seal, if it has one, to the contract or document containing the enforceable obligation.
- (c) Nothing in these Rules requires the Guild to maintain its common seal beyond the date that these Rules are reregistered under the Act.

7.8 Indemnity and Insurance:

- (a) For the purposes of this Rule 7.8, "Indemnified Person" means:
 - (i) each Director;
 - (ii) the Chief Executive;

- (iii) any officer (as that term is defined in the Act) of the Guild that is not captured by paragraphs (a) or (b); and
 - (iv) any employee of the Guild.
- (b) As permitted by section 96 of the Act and subject to Rule 7.8(c), the Guild indemnifies each Indemnified Person for:
 - (i) liability to any person other than the Guild for any act or omission in their capacity as Indemnified Person; and
 - (ii) costs incurred by the Indemnified Person in defending or settling any claim or proceeding relating to that liability.
- (c) The Guild does not indemnify any person against:
 - (i) criminal liability;
 - (ii) a liability that arises as a result of the person's wilful default; or
 - (iii) a liability that arises out of a failure to act in good faith and in what the Indemnified Person believes to be the best interests of the Guild when acting in their capacity as Indemnified Person.
- (d) Notwithstanding anything to the contrary in this Rule 7.8, the Guild indemnifies each Indemnified Person for any costs incurred by them in defending or settling a proceeding that relates to liability for any act or omission in their capacity as an officer, a Member, or an employee of the Guild only if:
 - (i) judgment is given in their favour or if they are acquitted;
 - (ii) the proceeding is discontinued; or
 - (iii) otherwise, to the maximum extent permitted by the Act.
- (e) In accordance with section 98 of the Act, the Guild is authorised, but not required, to indemnify any Indemnified Person that is an officer of the Guild for the following matters:
 - (i) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Indemnified Person in their capacity as an officer of the Guild; and
 - (ii) costs incurred by the Indemnified Person for any claim or proceeding relating to that liability.
- (f) As permitted by section 97 of the Act, with the prior approval of the Board, the Guild may effect insurance for each Indemnified Person in respect of:
 - (i) liability (other than criminal liability) for any act or omission in their capacity as Indemnified Person;

- (ii) costs incurred by the Indemnified Person in defending or settling any claim or proceeding relating to that liability;
- (iii) costs incurred by the Indemnified Person in defending any criminal proceedings:
 - (A) that have been brought against the Indemnified Person in relation to any alleged act or omission in their capacity as the Indemnified Person; and
 - (B) in which they are acquitted;
- (iv) Directors who vote in favour of authorising the insurance under Rule 7.8(f) must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Guild; and
- (v) in accordance with section 98 of the Act, the Board is authorised, but not required, to effect insurance for an Indemnified Person for the following matters:
 - (A) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act; and
 - (B) costs incurred by the Indemnified Person for any claim or proceeding relating to that liability.

7.9 Winding up:

- (a) The Guild may be wound up, liquidated, or removed from the Register in accordance with the provisions of the Act.
- (b) In the event that:
 - (i) the Guild has ceased to operate, has discharged in full its debts and liabilities to all its known creditors, and has distributed its surplus assets in accordance with these Rules and the Act; or
 - (ii) the Guild has no surplus assets after paying its debts and liabilities in full or in part, and no creditor has applied to the court under subpart 4 of the Act for an order putting the Guild into liquidation,

the Board may, in the prescribed form, request the Registrar to remove the Guild from the Register.
- (c) The Guild may also be wound up by resolution passed at a General Meeting by a two-thirds majority of the Members present and voting.
- (d) If the Guild is wound up, liquidated, or removed from the Register under this Rule 7.9:
 - (i) the Guild's debts, costs and liabilities shall be paid; and

- (ii) surplus money and other assets of the Guild must be disposed of to a not-for-profit (as that term is defined in the Act) organisation or entity having similar purposes to the Guild or to a not-for-profit organisation or entity that has among their purposes, the advancement of the profession of pharmacy.

7.10 Notices: Any notice required to be provided under these Rules may be provided by post, courier or email or any additional transmission method approved by the Board, and for clarity, includes transmission of an electronic link to a notice.

7.11 Transitional Arrangements: These Rules are to be read subject to this Rule which prevails where it is inconsistent with the other Rules.

- (a) All Members under the Guild's previous Rules continue to be Members.
- (b) Except where expressly provided otherwise in this Rule 7.11 or the context otherwise requires, the requirements for Board composition in these Rules shall be suspended from the date of adoption of the Rules until the end of the second Annual General Meeting following the adoption of these Rules or the completion of the requirements under Rule 7.11(d), whichever is earlier.
- (c) Any officer, auditor, or other appointee appointed under the previous Rules (including the Chief Executive, the Board Chair, and the Deputy Board Chair) will continue in the relevant role under these Rules, as if they had been appointed under these Rules at the time that they were appointed under the previous Rules.
- (d) Following adoption of these Rules, the Board shall make determinations that will enable the Board structure to reflect the requirements of these Rules with effect from the end of the second Annual General Meeting following the adoption of these Rules at the latest, including:
 - (i) identifying which Directors will retire from office at the end of the next Annual General Meeting and/or the following Annual General Meeting;
 - (ii) identifying which remaining Directors will be designated as Endorsed Position Directors (which they shall be deemed to be);
 - (iii) identifying which remaining Directors (if any) will be designated as Discretionary Appointments (which they shall be deemed to be);
 - (iv) setting the term of each remaining Director so as to facilitate staggered rotation of Directors; and
 - (v) making all such other determinations as are necessary, in the opinion of the Board, to transition from the Board structure in place prior to the Rules being adopted to the Board structure required under these Rules.
- (e) Rule 7.11(d) is subject to the following:
 - (i) the requirement in Rules 5.1(b) and (e) are not suspended;
 - (ii) the Board shall have regard to any Board Capability Framework it has adopted when making its determinations;

- (iii) if there is no Board Capability Framework in place, the Board shall nevertheless consider what skills and experience is required across the Board when making its determinations; and
- (iv) if the Board cannot agree on any matter it is required to determine under Rule 7.11(d) in time for the commencement of the process in Schedule 1 for the second Annual General Meeting after adoption of these Rules, all Director positions apart from the then Board Chair and Deputy Board Chair will automatically retire from their position at the end of the second Annual General Meeting after adoption of these Rules (meaning that a Schedule 1 process must be run for all those positions).
- (f) If, under these Rules, a Member must have a Designated Representative, any Designated Representative of that person immediately before the adoption of these Rules is deemed to be a Designated Representative of the Member whether or not that appointment conforms with these Rules, until the Member has had reasonable opportunity to comply with these Rules. If there was no Designated Representative in place prior to the adoption of these Rules, the Member shall appoint one by the due date in a notice from the Guild to do so.
- (g) All other things done or in process, including all contractual and other arrangements entered into, all decisions and appointments made, any guidelines and other policies adopted, and any proceedings commenced under the previous Rules remain valid and effective and, if applicable, may be continued and completed under these Rules.

SCHEDULE 1

APPOINTMENTS PANEL, NOMINATION AND APPOINTMENT PROCEDURE FOR BOARD

1. VARIATIONS / CHANGES IN PROCEDURE

Notwithstanding anything to the contrary in these Rules, where the circumstances warrant it (in the opinion of the Board), the procedures in this Schedule 1 are subject to variations and/or changes as determined, from time to time, by resolution of the Board.

2. BOARD CAPABILITY FRAMEWORK

2.1 Adoption by Board: The Board may adopt a **Board Capability Framework** from time to time that sets out:

- (a) the skills and attributes that are required of each Board director; and
- (b) the skills and attributes that are required across the Board as a whole to ensure the sound governance of the Guild, both financially and generally.

2.2 Board Capability Framework informs Director selection: The Board Capability Framework and any gaps in capability must be taken into account:

- (a) when advertising for applicants for the position of Director;
- (b) by the Appointments Panel, when:
 - (i) selecting applicants for interview; and
 - (ii) making recommendations to the membership; and
- (c) appointing a person as a Director to fill a casual vacancy.

3. APPLICATIONS

3.1 Applications for the office of Director for Endorsed Positions becoming vacant at an Annual General Meeting (including where Directors are standing for re-appointment) shall be invited by the Chief Executive at least 70 days before the date of the Annual General Meeting. For the avoidance of doubt, applications may be sought from Members and non-Members.

3.2 The notice calling for applications shall state:

- (a) the number of vacant positions;
- (b) whether any current Directors are standing for re-appointment;
- (c) the criteria for holding such offices including a general description of any skills or attributes required with reference to the Board Capability Framework; and
- (d) the due date for applications, which shall be at least 60 days before the applicable Annual General Meeting.

3.3 Applications must be received by the Chief Executive in writing:

- (a) on the date specified in the call for applications; and
- (b) no later than the due date for applications notified under clause 3.2(d) of Schedule 1, (whichever is the earlier date).

3.4 The application form for all Directors for Endorsed Positions (including those standing for re-appointment) shall contain:

- (a) the full name, address and occupation of the applicant;
- (b) the person's written consent to be a Director and confirmation that he/she is not disqualified from being a Director;
- (c) a resume of the applicant's biographical details and reasons for being elected, in a form suitable for circulation to Members, in not more than 500 words; and
- (d) any other information required by the notice calling for applications.

3.5 Where the number of valid candidates nominated for a vacant position:

- (a) equals or exceeds the number of vacancies, then an Appointments Panel process shall apply; or
- (b) is less than the number of vacancies, the Board may elect to re-run the applications process and schedule a Special General Meeting for confirmation of selected candidates (instead of the Annual General Meeting), or may fill the vacancy as a casual vacancy under Rule 5.5 (and is not restricted to the applicants when considering who to appoint to the vacancy).

3.6 Without limiting any other clause in this Schedule and notwithstanding any limitation that may be contained elsewhere in these Rules, if the Appointments Panel, after considering applicants in accordance with clause 4.2 of this Schedule, determines that there are no suitable applicants for the vacant positions, the Appointments Panel will notify the Board accordingly and the Board may:

- (a) elect to re-run the applications process and schedule a Special General Meeting for confirmation of selected candidates (instead of the Annual General Meeting); and
- (h) may, while the process is being re-run:
 - (i) extend the term of the outgoing Directors (subject to the agreement of those Directors); or
 - (ii) fill the positions that will become vacant upon the retirement of the outgoing Directors as a casual vacancy under Rule 5.5,

in each case, until such time as the process has been re-run and the vacant positions have been filled by the Appointments Panel and endorsed by Members in accordance with the provisions of this Schedule.

4. APPOINTMENTS PANEL

4.1 Establishment:

- (a)** The Board must establish an Appointments Panel if required under clause 3.5(a) of this Schedule at least 50 days prior to an Annual General Meeting at which Directors are to be appointed.
- (b)** The Board may, from time to time, establish such policies and procedures as it sees fit to govern the processes (including decision-making processes) of the Appointments Panel (**Appointments Panel Policy**).

4.2 Role: The role of the Appointments Panel will be to:

- (a)** review the applications of all applicants against the minimum criteria for Directors under these Rules and any specific criteria applicable to the particular role for which the applicant is applying;
- (b)** based on the assessment under clause 4.2(a) of this Schedule, shortlist candidates as appropriate;
- (c)** conduct interviews and reference checking for the shortlisted candidates; and
- (d)** recommend one suitable individual for each vacant Endorsed Position to be endorsed by Members, having regard to any requirements for all individual Directors (if any) and any specific skills or attributes that will be of benefit to the Board, as set out in the Board Capability Framework.

4.3 Number of recommended candidates: For the avoidance of doubt, the Appointments Panel cannot recommend more candidates than there are vacancies.

4.4 Composition:

- (a)** The Appointments Panel must consist of 3 members (as determined by the Board), comprising:
 - (i)** the Board Chair or Deputy Board Chair;
 - (ii)** a suitably qualified or skilled individual independent of the Guild; and
 - (iii)** any other person or persons appointed by the Board, who are considered by the Board to be a senior respected member of the community pharmacy sector,

provided that such person cannot be included on an Appointments Panel if they are a candidate for a position that the Appointments Panel is considering or if they are Related to a candidate or have a Significant Connection to a person that a candidate also has a Significant Connection to.

- (b) At least one member on the Appointments Panel must have knowledge of and/or experience in the community pharmacy sector.

4.5 Exclusions: An employee of the Guild is not eligible to be on the Appointments Panel.

4.6 Chairperson: Once established, the Appointments Panel must nominate, by majority vote, an Appointments Panel chairperson (who need not be the Board Chair or Deputy Board Chair).

4.7 Disestablishment: Each Appointments Panel will be automatically disestablished following the appointments to the Board in which it was involved, pursuant to the remainder of the provisions in this Schedule 1.

4.8 Decision-making: Unless otherwise expressly stated in these Rules or in an Appointments Panel Policy, all decisions of the Appointments Panel will be passed by a majority vote.

5. MEMBER ENDORSEMENT OF RECOMMENDED BOARD MEMBERS

5.1 Endorsed Position candidates recommended by the Appointments Panel must be put to Members for endorsement:

- (a) by postal vote (including by electronic means permitted by the Board);
- (b) at the Annual General Meeting; or
- (c) if applicable, at a Special General Meeting,

with such decision to be made by the Board in its sole discretion. The method by which the endorsement will take place will be set out in the notice for the relevant Annual General Meeting.

5.2 Where applicable, the postal voting must conclude at least 10 days before the date of the Annual General Meeting.

5.3 If the endorsement takes place by postal vote, the following shall apply:

- (a) The Board shall appoint two scrutineers who are independent of all candidates.
- (b) At least 21 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/or details of the procedure for the vote.
- (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 the required form, shall be received by the scrutineers not later than 5.00pm on the date fixed for the close of the vote.
- (e) The scrutineers shall count the votes cast for each candidate after applying the appropriate number of votes as set out in Rule 4.2 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 percentage of votes in favour of each candidate.
 - (f) 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.
 - (g) Any voting papers or records shall be secured by the scrutineers and retained by them for one month after the vote, when they shall be destroyed.
 - (h) Only Pharmacy Members can vote on endorsements.
 - (i) Every Member's vote shall remain strictly confidential (but this is not intended to prevent scrutineers from performing their function).
- 5.4** If there is an equality of votes on an endorsement, the Chair of the Appointments Panel may give such casting vote or votes as may be necessary to remove the equality and complete the endorsement.
- 5.5** A candidate recommended by the Appointments Panel and proposed to Members for endorsement will be considered to be:
- (a) approved as an Endorsed Director, if more than 50% of Members eligible to vote and voting cast their vote in favour of endorsement; and
 - (b) declined, if more than 50% of Members eligible to vote and voting cast their vote against endorsement.
- 5.6** In the event that a candidate is not approved as an Endorsed Director:
- (a) the Appointments Panel may, if there were multiple candidates for the relevant role considered by the Appointments Panel, recommend one or more from the unsuccessful candidates to the membership for endorsement, such endorsement to be considered either at a Special General Meeting called for that purpose or by postal ballot (including by electronic means); or
 - (b) the Board must, if there were no other candidates for the relevant role considered by the Appointments Panel, re-advertise the vacant position and re-run the process described in this Schedule 1 (with such modifications as are necessary) in advance of either a Special General Meeting called for that purpose or by postal ballot (including by electronic means).

6. QUALIFICATION OF DIRECTORS

Directors must have the qualifications stipulated in Rule 5.1.

7. RE-APPOINTMENT/ENDORSEMENT OF CURRENT DIRECTORS

- 7.1** 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 80 days in advance of such Meeting.
- 7.2** A Director who wants to stand for re-appointment/endorsement must inform the Chief Executive in writing no later than 5 days after the date that the Annual General Meeting date is set in accordance with clause 7.1.

8. TIMETABLE OF BOARD APPOINTMENTS

For the avoidance of doubt, a reference to “day” in this clause 8 is a reference to an ordinary day of the week and not a working day.

8.1 Board Appointments by Postal Voting (including by electronic means) in advance of AGM:

Timing	Action	Responsible Person
Before AGM		
At least 80 days before	Set date for Annual General Meeting	Board / Chief Executive
No later than 5 days after the date that the Annual General Meeting date is set	Directors standing for re-appointment notify Chief Executive	Relevant Directors
At least 70 days before	Draft and publish advertisement for vacant Board member positions	Chief Executive
At least 60 days before	Candidates submit applications (including current directors applying to be re-appointed)	Candidates
At least 50 days before	Stand up Appointments Panel	Board
At least 40 days before	Shortlist candidates	Appointments Panel
At least 35 days before	Interview and reference check candidates	Appointments Panel
At least 21 days before	Details of individuals recommended by the Appointments Panel sent to all Members together with notice of Annual General Meeting	Chief Executive
At least 10 days before	Postal votes must be received from Members	Membership
At least 9 days before	Scrutineers finish counting votes and inform the Chief Executive and Board of results. Endorsement process completed	Independent scrutineer(s) appointed by the Board
At least 5 days before	Chief Executive notifies Members of results of voting	Chief Executive

Immediately before	Directors-designate meet to elect Board Chair and Deputy Board Chair	Directors-designate
After AGM		
Immediately after	New Board and Board Chair and Deputy Board Chair take office	Board / Board Chair / Deputy Board Chair

8.2 Board Appointments by Endorsement at AGM:

Timing	Action	Responsible Person
Before AGM		
At least 80 days before	Set date for Annual General Meeting	Board / Chief Executive
No later than 5 days after the date that the Annual General Meeting date is set	Directors standing for re-appointment notify Chief Executive	Relevant Directors
At least 70 days before	Draft and publish advertisement for vacant Board member positions	Chief Executive
At least 60 days before	Candidates submit applications (including current directors applying to be re-appointed)	Candidates
At least 50 days before	Stand up Appointments Panel	Board
At least 40 days before	Shortlist candidates	Appointments Panel
At least 35 days before	Interview and reference check candidates	Appointments Panel
At least 30 days before	Recommend suitable individuals for Board positions	Appointments Panel
At least 21 days before	Details of individuals recommended by the Appointments Panel sent to all Members together with notice of Annual General Meeting	Chief Executive
At AGM		
At AGM	Members present at the AGM (including by proxy or electronically) vote to endorse or not endorse appointments	Membership
After AGM		
Within 3 days after	Newly appointed Directors meet to elect Board Chair and Deputy Board Chair	Directors

SCHEDULE 2

TELECONFERENCING AND VIDEO CONFERENCING PROCEDURE FOR MEETINGS

1. TELECONFERENCE AND VIDEO CONFERENCING PROCEDURE

- 1.1** This Schedule shall apply to General Meetings and Board meetings, in each case, where the Board determines that Members and Directors may attend remotely by teleconference or videoconference (or other electronic means) in accordance with Rules 4.1(e) and 5.8(c).
- 1.2** Any Member or Director may attend such General Meetings or Board meetings that they are eligible to attend, and be included in the quorum, if by audio/visual/electronic 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 or Directors by means of audio or audio-visual or other electronic technology is a valid meeting provided:
- (a)** there is a quorum of Members or Directors present and able to be heard, or be heard and seen, throughout the duration of the meeting as required by these Rules;
 - (b)** at the commencement of the meeting, each Member or Director taking part remotely acknowledges their presence for the purpose of the meeting;
 - (c)** throughout the meeting, every Member or Director taking part is able to hear or hear and see each of the other Members or Directors taking part; and
 - (d)** each Member or Director agrees not to leave the meeting without the approval of the Chair.
- 1.4** If Members or Directors leave the meeting without the approval of the Chair, the meeting shall be deemed inquorate as from the conclusion of the last completed item of business if a quorum cannot be established from those still present at the meeting.

SCHEDULE 3

PROXY FORM

PROXY FORM

SECTION 1: MEMBER DETAILS (please print clearly)

Full name:

Full address:

Member Pharmacies:

SECTION 2: APPOINTMENT OF PROXY

I appoint:

Full name:

Full address:

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

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:

Date:

SCHEDULE 4

DISPUTE RESOLUTION PROCEDURE

1. DISPUTE RESOLUTION

1.1 Definitions: In this Schedule:

- (a) "dispute" has the meaning given to that term in the Act;
- (b) "member" means Member, as that term is defined in these Rules;
- (c) "officer" has the meaning given in the Act;
- (d) "committee" means the Board, as that term is defined in these Rules; and
- (e) "society" means the Guild.

2. HOW COMPLAINT IS MADE

2.1 A member or an officer may make a complaint by giving to the committee (or to the Disciplinary Sub-Committee) a notice in writing that:

- (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the society.

2.2 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 starting a procedure for resolving a dispute in accordance with the society's constitution; and
- (b) sets out the allegation to which the dispute relates.

2.3 The information given under clauses 2.1(b) and 2.2(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response, and must be in writing.

3. PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD

3.1 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.

3.2 If the society makes a complaint:

- (a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an officer may exercise that right on behalf of the society.

3.3 Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if:

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

4. PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD

4.1 Clauses 4.2 through 4.4 apply if a complaint involves an allegation that a member, an officer, or the society (the **respondent**):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the society's constitution or by-laws or the Act; or
- (c) has damaged the rights or interests of a member or the rights or interests of members generally.

4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.**4.3** If the respondent is the society, an officer may exercise the right on behalf of the society.**4.4** Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

5. INVESTIGATING AND DETERMINING DISPUTE

- 5.1** The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Schedule, ensure that the dispute is investigated and determined.
- 5.2** Disputes must be dealt with under the Rules in a fair, efficient, and effective manner.

6. SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

- 6.1** Despite clauses 5.1 and 5.2, the society may decide not to proceed further with a complaint if:
- (a) the complaint is trivial; or
 - (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, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or by-laws or the Act:
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - (f) there has been an undue delay in making the complaint.

7. SOCIETY MAY REFER COMPLAINT

7.1 The society may refer a complaint to:

- (a)** a sub-committee or an external person to investigate and report; or
- (b)** a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

7.2 A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8. DECISION MAKERS

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

8.1 impartial; or

8.2 able to consider the matter without a predetermined view.