



Rules

Adopted 2023

Rules

1.	The Name / Te Ingoa	3
2.	Definitions and Interpretations	3
3.	The Objects / Whaingā.....	3
4.	Membership / Mematanga.....	5
a.	Member Applications	5
b.	Membership Categories.....	5
c.	Membership Fees	5
d.	Ceasing Membership	5
e.	Register of Members	6
5.	Alteration of the Rules / Te Whakarenketanga Ture.....	6
6.	General Meetings and Voting.....	6
a.	Meetings / Nga Hui.....	6
b.	Notice of Meeting	6
c.	Annual General Meeting	6
d.	Special General Meeting	7
e.	Quorum.....	7
f.	Adjourning Meetings.....	7
g.	Chair at Meetings	8
h.	Equality of Votes.....	8
i.	Minutes	8
j.	Resolutions Decided By Show Of Hands Unless a Poll Is Demanded	8
k.	How and When Poll Taken	8
l.	Votes of Members if Poll is Demanded	9
m.	Postal and Electronic Ballots.....	9
n.	Proxies	9
7.	Election of Officers / Kowhiringa Poti O Nga Apiha	9
a.	Board.....	9
b.	Chairperson.....	10
c.	Election of Three Members to the Board	10
d.	Vacancies	10
e.	Duties of the Board	11
f.	Delegation.....	11
g.	Vacation of Office.....	12
h.	Quorum	12
i.	Use of Technology.....	12
j.	Conflict of Interest.....	12
k.	Minutes of meetings.....	13
l.	Transition provisions	13
8.	Common Seal / Te Tohe TakeTake	13
9.	The Control and Investment of the Association's Funds.....	13
h.	How Funds Will Be Invested	14
10.	The Powers to Borrow Money	14
11.	Winding up.....	14
12.	Divisions, Specialist Groups	14
a.	Divisions and Specialist Groups.....	14

1. The Name / Te Ingoa

- a. The name of the Association will be Podiatry New Zealand Incorporated - Te Roopu Tiaki Waewae O Aotearoa.

2. Definitions and Interpretations

- a. Annual General Meeting means the annual meeting of the Association convened and held in accordance with Rule 6c.
- b. Association means Podiatry New Zealand (Incorporated) - Te Roopu Tiaki Waewae O Aotearoa.
- c. Board means the governing committee of the Association constituted under Rule 7, each member of which is a "Board member".
- d. Code of Professional and Ethical Conduct means the code of professional and ethical conduct as may be approved by the Board from time to time.
- e. Complaints Policy and Procedure means the complaints policy and procedure for Members of the Association as may be approved by the Board from time to time.
- f. Chairperson means a Board member appointed as chair by a majority of the Board.
- g. Financial Year shall mean the 12-month period ending on 31 March in every year.
- h. In writing means hand-written, printed or electronic communication of words or a combination of these methods.
- i. Member means a member of the Association with voting rights.
- j. Non-voting member means a member of the Association without voting rights.
- k. Registered Office shall be the New Zealand street address of the Secretariat of the Association or at any other New Zealand street address, which may be decided by the Board.
- l. Rules means these rules as may be amended from time to time.
- m. Secretariat means the administrative arm of the Association, which manages the day-to-day operations and undertakes other duties as delegated by the Board. Board members, Members, paid staff, consultants or any other person or body as determined by the Board from time to time, may undertake secretariat activities.
- n. Special Resolution means a resolution that requires not less than two-thirds (66%) of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.
- o. The Act means the Incorporated Societies Act 1908 and any amendments or substitutions.

3. The Objects / Whaingā

- a. The Association is required to operate within the scope of its objects. In giving effect to these objects, the Association shall encourage policies and practices that reflect New Zealand's cultural diversity and shall, in particular, have due regard to the provisions, spirit and intent of the Treaty of Waitangi.
- b. The objects of the Association are:

- i. To communicate to Members information on matters affecting the profession and to print, publish, issue and circulate such papers, periodicals, books, circulars, web pages, emails, leaflets and other literary undertakings as may seem conducive to any of the objects of the Association.
- ii. To protect, maintain and promote the general advancement of the science and practice of podiatry.
- iii. To construct, maintain or alter any houses, buildings or works necessary or convenient for the purposes of the Association.
- iv. To donate, on such terms and conditions as may from time to time be prescribed, prizes or other awards and establish scholarships, grants and other benefactions.
- v. To respond, where appropriate, to complaints raised by consumers and other interested parties.
- vi. To establish, promote and maintain quality standards for all stakeholders in the podiatry profession within New Zealand.
- vii. To establish, subscribe to, promote, become a member of, support, amalgamate, affiliate or cooperate with any other institution or association whose objects are altogether or in part similar to those of the Association.
- viii. To grant recognised certificates of competency to those engaged in the profession.
- ix. To obtain any Act of Parliament or Charter for all or any of the objects of the Association.
- x. To uphold the rights and legal status of podiatrists.
- xi. To promote legislation considered necessary by the Association in the interest of podiatry and of the general public.
- xii. To originate and promote improvements in the law and to support or oppose alterations to any legislative body or authority and to promote deputations and take such other steps and proceedings as may be deemed expedient for the furtherance of any of the objects of the Association.
- xiii. To preserve and maintain professional integrity by imposing strict rules of conduct as a condition of on-going membership.
- xiv. To consider and deal with all questions involving or affecting the profession of podiatry in New Zealand.
- xv. To provide an avenue for Members to discuss and debate matters of common interest related to the practice of podiatry.
- xvi. To provide facilities for social contact between Members and their employees and if thought fit to afford them all or any of the usual privileges, advantages, conveniences of the Association.
- xvii. To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated to advance the

- cause of education in the profession whether general, professional or technical.
- xviii. To promote the training of students of podiatry, to advise on it and to assist the school or schools entrusted with this task.
 - xix. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, which may be deemed necessary or convenient for any of the purposes of the Association.
 - xx. To receive any gift of property whatever subject to any special trust, or not, for any one or more of the objects of the Association.
 - xxi. To represent generally the views and interests of the profession.
 - xxii. To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
 - xxiii. To watch over and promote the interests of the profession generally.
 - xxiv. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. Membership / Mematanga

a. Member Applications

- i. Any person who satisfies the criteria for one of the membership categories determined by the Board under Rule 4b is eligible for membership and may become a Member if he or she:
 - completes the relevant application form, supplies all requisite details and information and makes any declarations, or gives any undertakings, that may be required by the Board from time to time (including, but not limited to, undertakings as to compliance with the Rules and any Code of Conduct or Code of Ethics); and
 - pays the appropriate membership fee.

b. Membership Categories

- i. The membership of the Association shall consist of various categories as determined by the Board. The Board will set the eligibility criteria for each category of membership.

c. Membership Fees

- i. The membership fees of the Association shall be determined from time to time by the Board.

d. Ceasing Membership

- i. The membership of a person ceases on resignation, expulsion or death -
 1. A Member is taken to have resigned if the Member's written resignation is received by the Association; or
 2. The Member's annual subscription is more than 2 months in arrears; or

- ii. The Board shall determine when and where the Annual General Meeting will be held.
 - iii. At each Annual General Meeting the Board shall present a report covering the previous year's work and other matters pertaining to the welfare of the Association and the Association's year-end financial statements.
 - iv. Other business, including general business, may also be undertaken.
- d. Special General Meeting
- i. The Board may call special general meetings.
 - ii. The Board must call a special general meeting if the Chairperson receives a written request signed by at least 10% of the Members.
 - iii. A request for a special general meeting must—
 - 1. Be in writing; and
 - 2. State the business to be considered at the meeting and any resolutions to be proposed; and
 - 3. Include the names and signatures of the Members requesting the meeting; and
 - 4. Be given in writing to the Board.
 - iv. If the Board does not convene a special general meeting within one month after the date on which the request is received by the Board,
 - 1. The Members making the request (or any of them) may convene the special general meeting.
 - 2. The Association must reimburse all reasonable expenses incurred by the Members convening the special general meeting.
 - v. A special general meeting convened by Members
 - 1. Must be held within 3 months after the date on which the original request was received; and
 - 2. May only consider the business stated in that request.
- e. Quorum
- i. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
 - ii. A quorum shall be at least 5% of Members or by proxy. In the case of any dispute as to whether the requisite number of Members are present, the decision of the chairperson of the meeting will be final.
- f. Adjourning Meetings
- i. The chairperson may, with the consent of any meeting at which a quorum is present (and must, if so directed by the meeting) adjourn the meeting but only business left unfinished at the meeting from which the adjournment took place may be transacted at the adjourned meeting.
 - ii. If a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

- g. Chair at Meetings
 - i. The chairperson for the purposes of any general meeting of the Association shall be the Chairperson.
 - ii. The Chairperson will be entitled to take the chair at every general meeting of the Association.
 - iii. If at any general meeting the Chairperson is not present within 15 minutes after the appointed meeting time, the Members present will choose a member from their number to be the chairperson.
- h. Equality of Votes
 - i. In the case of an equality of votes, the chairperson of the meeting shall not be entitled to have a second or casting vote. The resolution put to the vote shall be deemed lost.
- i. Minutes
 - i. All minutes of general meetings shall be kept at the registered office of the Association or by electronic means, as determined from time to time by the Board.
- j. Resolutions Decided By Show Of Hands Unless a Poll Is Demanded
 - i. At any general meeting, a resolution put to the vote of the meeting must be decided on a show of hands unless any member, either in person or by proxy, demands a poll. Such demand must be made before or immediately on the declaration of the result of the show of hands.
 - ii. If a resolution is to be voted on by show of hands, each member present shall have one vote.
 - iii. Unless a poll is demanded in accordance with these Rules a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or by majority, or lost.
 - iv. An entry to that effect in the minutes of the Association is conclusive evidence of the fact provided that the chairperson's declaration reflects either the show of hands or the votes received.
- k. How and When Poll Taken
 - i. If a poll is demanded in accordance with these Rules it must be taken either:
 - 1. At once;
 - 2. After an interval or adjournment not exceeding one hour; or
 - 3. Otherwise as the chairperson directs.
 - ii. The result of the poll is the resolution of the meeting at which the poll was demanded.
 - iii. A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
 - iv. On a poll, a member holding more than one vote need not exercise all votes in the same way.
 - v. A demand for a poll may be withdrawn.

- I. Votes of Members if Poll is Demanded
 - i. If at any general meeting a resolution is put to the vote of the meeting by a poll, either at the meeting or by postal or electronic ballot, each member who is entitled to vote has one vote.

- m. Postal and Electronic Ballots
 - i. Any resolution of Members able to be passed at a general meeting may instead be passed by postal or electronic ballot (a ballot) conducted in accordance with these Rules.
 - ii. The Board may determine that any resolution be put to Members by way of ballot and, if so, the Board is to be responsible for conducting the ballot, for supervising the conduct of each ballot and for determining whether the votes have been properly cast.
 - iii. The ballot paper for, and other papers relating to, any ballot are to be in the form determined by the Board, but in each case must:
 - 1. Specify the resolution proposed to be put for the consideration of Members,
 - 2. Include an explanatory memorandum, setting out the general effect of the resolution, and
 - 3. State the time and date on which the ballot is to close.
 - iv. On any ballot, voting shall be deemed a poll. The Board shall ensure that Members are advised of the result of the ballot within 48 hours of the counting of the votes in any ballot. The result of any ballot shall be as effective and binding on Members as a resolution at a meeting.

- n. Proxies
 - i. A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at any general meeting.
 - ii. The appointment of a proxy must be in writing and signed by the Member making the appointment.
 - iii. The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
 - iv. If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and the Member has signed that.
 - v. A form appointing a proxy sent in writing is of no effect unless the Association receives it no later than 24 hours before the commencement of the meeting.

7. Election of Officers / Kowhiringa Poti O Nga Apiha

- a. Board
 - i. The Board may consist of up to eight Members as follows:
 - ii. Five Members elected as Board members by the Members of the Association in accordance with Rule 7 c below.

- iii. One Podiatrist Māori representative. A Māori representative body (recognised by the Board), shall determine their processes for selecting their representative.
 - iv. The Board may co-opt additional Board members with or without full voting rights provided that at no time there shall be more than two such co-opted Board members. The term of appointment will be until the following AGM unless the Board specifies a shorter period or rescinds their appointment. A person may be co-opted because they bring particular aptitude to the Board and such person(s) may or may not be a current Member.
 - v. No person may be a member of the Board for more than six consecutive years, they may nominate for a further Board position after a two year stand down period.
- b. Chairperson
- i. At the first Board meeting after the Annual General Meeting, the Board will appoint a Board member as Chairperson by consensus or a simple majority vote of the Board. The Board member proposed as Chairperson may participate in any such vote.
- c. Election of Three Members to the Board
- i. Notifications calling for nominations to vacant Board positions are to be sent in writing to all Members at least 45 days prior to the Annual General Meeting.
 - ii. All nominations must be in the hands of the Secretariat 30 days prior to the Annual General Meeting
 - iii. A proposer and seconder must sign the nominations. The nominee must also agree in writing to accept nomination. Proposer, seconder and nominee must all be Members of the Association
 - iv. Any nominee must have been a Member of the Association for at least two consecutive years.
 - v. The term of appointment will be 2 years.
 - vi. In the event the nominations received do not exceed the number of vacancies, the Board may declare that nominees duly elected without the need for a ballot of any kind.
 - vii. Voting forms, whether paper or electronic, shall be forwarded to all Members no later than 20 days prior to the Annual General Meeting.
 - viii. Voting must be concluded at least seven days before the Annual General Meeting.
 - ix. The Board may appoint two scrutineers to determine the result of the election.
- d. Vacancies
- i. Should a position become vacant through death, resignation or for any other reason the Board may appoint a suitable replacement from the membership to act in that office until the next regular election of that Board member would occur.

- e. Duties of the Board
 - i. As soon as practicable after being elected or appointed to the Board, each member must become familiar with these Rules and the Act.
 - ii. The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
 - iii. Board members must exercise their powers and discharge their duties—
 - 1. In good faith in the best interests of the Association;
 - 2. For a proper purpose;
 - 3. With care and diligence; and
 - 4. To avoid and declare any potential or perceived conflicts of interest
 - iv. Board members and former Board members must not make improper use of—
 - 1. Their position
 - 2. Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person; or
 - 3. To cause detriment to the Association.
 - v. The business of the Association must be managed by or under the direction of the Board.
 - vi. The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the Members.
 - vii. The Board may—
 - 1. Appoint and remove the chief executive officer/Secretariat.
 - 2. Establish subcommittees consisting of Members and non-members with terms of reference it considers appropriate.
 - 3. Approve (and from time to time amend) a Code of Professional and Ethical Conduct and a Complaints Policy and Procedure, both of which will be binding on all Members once notice is given to Members of them (which may be done in the same manner as a notice of meeting is given under Rule 6 b ii). That code of Professional and Ethical Conduct and the Complaints Policy and Procedure may be published on the Association’s website.
- f. Delegation
 - i. The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
 - 1. This power of delegation; or
 - 2. A duty imposed on the Board by the Act or any other law.
 - ii. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
 - iii. The Board may, in writing, revoke a delegation wholly or in part.

- g. Vacation of Office
 - i. A Board member may resign from the Board by written notice.
 - ii. A person ceases to be a Board member if he or she—
 - 1. Ceases to be a Member ; or
 - 2. Fails to attend 3 consecutive Board meetings without a leave of absence from the Chairperson.
 - iii. A Board member may be removed from office by the Chairperson by reason of:
 - 1. Inability to perform the requirements of the position
 - 2. Neglect of duty
 - 3. Misconduct
 - 4. Bankruptcy
- h. Quorum
 - i. No business shall be transacted at any Board meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum shall be not less than half the Board members plus one, all personally (including by technology as referred to in Rule 7 i below) present and eligible to vote. If there is any dispute as to whether or not a quorum is present, the Chairperson's decision will be final.
- i. Use of Technology
 - i. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
 - ii. A Board member participating in a Board meeting is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- j. Conflict of Interest
 - i. A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
 - ii. If the Chairperson determines that the member has a material conflict, the member -
 - 1. Must not be present while the matter is being considered at the meeting; and
 - 2. Must not vote on the matter.
 - iii. If there are insufficient Board members to form a quorum after all Board members who have a material personal interest are disqualified from voting on a matter, a general meeting may be called to deal with the matter.
 - 1. This rule does not apply to a material personal interest—
 - a. That exists only because the member belongs to a class of persons for whose benefit the Association is established; or

- b. That the member has in common with all, or a substantial proportion of, the Members of the Association.
 - k. Minutes of meetings
 - i. The Board must ensure that minutes are taken and kept of each Board meeting.
 - ii. The minutes must record the following—
 - 1. The names of the members in attendance at the meeting;
 - 2. The business considered at the meeting;
 - 3. Any resolution on which a vote is taken and the result of the vote;
 - 4. Any material personal interest disclosed by a member.
 - l. Transition provisions
 - i. Following the adoption of these Rules, the President shall assume one of the Board positions until the following Annual General Meeting.
 - ii. The remaining Board members (excluding the Maori and student representatives) will by consensus reduce their number to two. If agreement cannot be achieved, straws will be drawn for the remaining positions.
 - iii. By consensus, one Board position will remain until the following Annual General Meeting, the other will remain in place until the second Annual General Meeting.
- 8. Common Seal / Te Tohe TakeTake
 - a. The Secretariat shall have custody of the common seal, which shall only be used by the authority of the Board. Two members of the Board shall sign every document to which the common seal is affixed.
- 9. The Control and Investment of the Association's Funds
 - a. The Association must keep true and fair accounts.
 - b. The Board is responsible for keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained.
 - c. Annual financial statements for presentation at each Annual General Meeting will be prepared in accordance with the Association's accounting policies.
 - d. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to any Member or those who have previously been Members.
 - e. Nothing shall prevent the payment in good faith of remuneration or payment for services or goods provided by any Member or employee of a Member for any service actually rendered to the Association, provided that any contract for the engagement of that Member with the Association has been fully disclosed to the Board. If the service is to be rendered by a Board member, that person

shall not be present at any deliberations or vote on any matter in which he or she is financially interested.

- f. Nothing shall prevent the reimbursement from the funds of the Association, as may be decided by the Board, of expenses which are incurred by Board members, or officers in carrying out duties for the Association which, by reason of offices held by them under these Rules they are required to perform, or duties for which they are specifically appointed by the Board.
- g. The Board may use the funds of the Association as it considers necessary, expedient or proper in payment of the costs and expenses in furthering or carrying out the objects of the Association including the employment of solicitors, auditors, officers, agents, consultants and employees or others authorised to perform the functions delegated to the Secretariat.
- h. How Funds Will Be Invested
 - i. The Association may invest and deal with funds of the Association not immediately required in such a manner as decided by the Board.

10. The Powers to Borrow Money

- a. The Board may borrow or raise money from time to time, by the issue of debentures, bonds, mortgages or any other security based on all or any of the property and/or rights of the Association and either with or without security. The borrowing may be upon such terms as to priority and otherwise as the Board thinks fit.

11. Winding up

- a. The Association shall not be dissolved except by special resolution passed in accordance with the provisions of section 24 of the Incorporated Societies Act 1908 and if upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to such other organisations, having objects similar to the objects of the Association, as may be decided at or before the time of dissolution by the Members.

12. Divisions, Specialist Groups

- a. Divisions and Specialist Groups
 - i. The Board may grant permission for the establishment of Divisions and Specialist Groups.
 - ii. The Board may provide financial and/or other assistance to Divisions and Specialist Groups where it considers it to be in the interests of the Association.
 - iii. Where it considers it to be in the interests of the Association, the Board may take steps (including the calling of a meeting of Members) to promote the establishment of a new Division or Specialist Group.
 - iv. Where an existing Division or Specialist Group has not for a significant period being operating effectively, the Board may call a meeting of the

Division or Specialist Group for the purpose of reactivating or reforming the Division or Specialist Group, and if such meeting is not able to reactivate or reform the Division or Specialist Group, the Board may appoint a convenor with the task of trying to secure the reactivation or reform of the Division or Specialist Group, such convenor shall hold office until the appointment is discontinued by the Board.

- v. A Division or Specialist Group shall have at least five active Members. If at any time a Division or Specialist Group ceases to have at least five active Members and/or cease to have regular meetings, the Division or Specialist Group shall automatically be suspended and shall remain suspended until either the Board is satisfied that the Division or Specialist Group membership will on the lifting of the suspension be restored to at least five active Members or the question of the future of the Division or Specialist Group has been dealt with as otherwise provided for in these Rules.
- vi. The Board may cancel any permit issued for the establishment of a Division or Specialist Group by resolution.
- vii. Each Division or Specialist Group shall exist by virtue of a permit issued by the Board and shall consist of Members (and by agreement of the Board non-Members) of the Association and shall retain such permit so long only as it remains united to the Association according to these Rules.
- viii. The Board may draw up a set of by-laws or terms of reference for the operation of a Division or Specialist Group provided that such by-laws or terms of reference are not inconsistent with these Rules. No Division or Specialist Group shall be allowed to act under any rules other than those adopted by the Board.

Rules of Podiatry New Zealand Incorporated adopted November 2023

Signed by 3 Members of the Society

Adam Philps



[Adam Philps \(Nov 16, 2023 13:46 GMT+13\)](#)

Rachael Harper



[Rachael Harper \(Nov 16, 2023 16:40 GMT+13\)](#)

Kiseon Hong



[Kiseon Hong \(Nov 19, 2023 21:03 GMT+13\)](#)