

THE RULES OF

ROYAL NEW ZEALAND COLLEGE OF URGENT CARE INCORPORATED

AMENDMENTS

DATED:

21/3/03

19/3/04

20/3/09

6/10/11

13/1/14

30/3/16

ROYAL NEW ZEALAND COLLEGE OF URGENT CARE INCORPORATED

A Society incorporated under the Incorporated Societies Act 1908

THE RULES

1. NAME

The name of the Society shall be the Royal New Zealand College of Urgent Care Incorporated.

2. DEFINITIONS AND INTERPRETATION

(a) In these Rules, unless the content otherwise requires:

“Act” means the Incorporated Societies Act 1908.

“Annual General Meeting” means the annual general meeting of the College, convened and conducted in accordance with these Rules.

“Chairperson”, “Secretary”, “Treasurer”, and “Committee” mean respectively the chairperson, secretary, treasurer, and committee of the College.

“Financial Year” means the period from the 1st day of April in one year to the 31st day of March in the next.

“Financial Statements” mean proper financial statements giving a true and fair account of:

- The income and expenditure of the College during a Financial Year;
- The assets and liabilities of the College at the end of a Financial Year;
- and
- All mortgages, charges and other securities of the College at the end of a Financial Year.

“Meeting” means a meeting of the College.

“Member” means a person who is a member of the College in accordance with these rules.

“Objects” means the objects of the College as set out in Clause 3.

“Registered Office” means the registered office of the College for the time being, as determined in accordance of the Rules.

“Registrar” means the person holding the office from time to time of Registrar of Incorporated Societies in terms of the Act.

“Rules” means these Rules as originally framed or as from time to time amended or added to by resolution of the College in accordance with Clause 10.

“Seal” means the Common Seal of the College.

“College” means Royal New Zealand College of Urgent Care Incorporated under these Rules.

(b) If at any time any matter shall arise which is not provided for in these Rules or in the interpretation of these Rules, the same shall be determined where appropriate by the Committee whose decision shall be final.

3. OBJECTS

The objects for which the College is established are:

(a) To develop and advance the delivery of patient care in the field of Urgent

Care.

- (b) To represent those physicians who belong to the College to statutory bodies, members of parliament, professional organisations, the media and other entities.
- (c) To develop professional standards in Urgent Care.
- (d) To formalise standards in training, accreditation and quality assurance.
- (e) To maintain vocational registration for its members.
- (f) To initiate and carry out research in the area of Urgent Care.
- (g) To raise and employ funds for any purpose covered by these objectives.

The College's policies, decisions and actions shall be guided foremost by the health interests of urgent care patients.

4. MEMBERSHIP AND CLASSES OF MEMBERS.

Membership will be on an annual basis.

Membership shall be divided into three classes, defined as follows:

- (a) Full Membership
 - (i) Doctors who work predominantly in Urgent Care.
 - (ii) Medical Officers who work in Hospital Emergency Departments.
- (b) Associate Membership (No voting rights)
Open to any medical practitioner with an interest in Urgent Care.
- (c) Honorary Membership (No voting rights)
Honorary membership shall be offered by the Committee to appropriate individuals.

The signatories to these Rules shall be founding members.

The annual membership fee and conditions of membership shall be as determined by the College from time to time in any meeting. A full member who has paid all dues shall be considered a full financial member.

5. NEW MEMBERS

The College shall admit new members once the Committee has accepted a written application for Membership.

6. ACCEPTANCE AND REFUSAL OF APPLICATIONS

The Committee shall have an absolute discretion whether to accept or refuse applications, and shall be not be bound to give any reason. If an application is approved, the applicant becomes a member from the date the Secretary notifies approval.

7. RESIGNATION OF MEMBERS

Any Member may resign from membership by giving fourteen days notice to the Secretary in writing, and after settling all outstanding dues.

8. BANKRUPTCY ETC. OF MEMBERS

If any Member shall be convicted of any indictable offence or be adjudged a bankrupt or make a composition with creditors or be removed from the medical register for a disciplinary reason then such Member shall without release from antecedent liability to the College forthwith cease to be a member, but the College may in its discretion reinstate the Member.

9. EXPULSION OF MEMBERS

Any member can be suspended or expelled from the College by the Committee

subject to confirmation at the next general meeting for:

- (a) discreditable conduct.
- (b) failure to observe the Rules.

At such a meeting the member whose expulsion is under consideration may offer an explanation verbally and/or in writing. If thereupon two thirds of the Members present vote for expulsion then expulsion is confirmed forthwith without release from any antecedent liability to the College.

10. ALTERATION OF RULES

- (a) With the exception of Rule 10(a) and 10(d), these Rules may be altered, added to, rescinded or otherwise amended by resolution passed by three-fourths majority of members present or represented by proxy at a Meeting of which fourteen days' written notice has been given of the intention to make such amendments or alterations.
- (b) Every notice shall set forth the purpose of the proposed alteration, addition, rescission or other amendment.
- (c) Duplicate copies from every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.
- (d) Providing always and notwithstanding anything contained herein, there shall be no alteration to the Rules which would allow the income or other funds of the College to be used for or be available for the private pecuniary profit of any member or which would occasion the income of the College to lose its tax exempt status.

11. ANNUAL GENERAL MEETING

- (a) The College shall in each year hold an Annual General Meeting in addition to other Meetings in that year, and shall specify the Meeting as such, and the matters to be dealt with in that Meeting, in the notices calling such meeting.
The Business Agenda for the Meeting shall include (without limitation):
 - Apologies
 - Confirmation of minutes of the previous General Meeting
 - Business arising out of the minutes.
 - Considering and approving the Executive Committee report on the activities of the College since the last Annual General Meeting of the College and any proposed activities of the College.
 - Annual financial report, balance sheet and statement of accounts for the last financial year.
 - Notices of motion (if any).
 - Any other business.
 - Election of the members of the Executive Committee.
 - Fixing the annual membership fees for the coming year.
- (b) Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- (c) Each year's Annual General Meeting shall be held at such time and place as the Committee shall determine.
- (d) The quorum for the AGM will be 51% of the full Financial Members.
- (e) Every Full Financial Member will be entitled to one vote each to be exercised by a show of hands or by ballot or by written proxy.

12. OTHER MEETINGS

- (a) Special General Meeting (SGM)

The Executive Committee may at any time for any purpose call a Special General Meeting. The Executive Committee must call for a Special General meeting immediately if it receives a written request for such a meeting. The written request must be signed by at least one third of the total Full Financial Members and must state the purpose of the meeting.
- (b) The College meetings will be conducted as required at a time and place decided by the Executive Committee.
- (c) The quorum for an SGM will be 51% of the total Full Financial Members.
- (d) Every Full Financial Member will be entitled to one vote each to be exercised by a show of hands or by ballot or by written proxy.
- (e) Except in the case of the general business to be considered at an Annual General Meeting, all business and all notices of motion to be considered at each Meeting will be notified to the Members by the Secretary and no business or notice of motion which is not specified shall be discussed or transacted at such Meeting.

13. SERVICE OF NOTICES

- (a) Every notice required to be given to the Members or any of them shall be deemed to have been duly delivered if emailed or posted to the Member at the last address supplied by the Member to the College.
- (b) A notice of every meeting will be sent to every Member not less than ten working days before the date of such meeting.
- (c) The Notice will specify the date, time and venue of such meeting.

14. PROCEDURE AT MEETINGS

At all Meetings the Chairperson and in his or her absence any other duly elected Chairperson shall take the chair and every Member shall be entitled on every motion to one vote exercised in person by show of hands or by electronic vote or in writing and in the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote.

A secret ballot shall be held if called for by one third of the members present at the Meeting.

15. THE EXECUTIVE COMMITTEE

- (a) At the first Meeting of the College and at every Annual General Meeting held thereafter the College shall elect from the full financial members a Committee comprising a Chairperson, a Secretary, a Treasurer, a Vice-chairperson and up to six Committee members.
- (b) Nominations for the elected officers shall be opened at least two months prior to the election by written announcement, for example, by email or letter, to all full financial members. Nominations shall close eight to fifteen days prior to the election. Nominees shall be publicized within 72 hours on the College's website OR by email OR letter to all financial members. Votes may be cast by mail or email in the following seven days, or in person at the AGM. The result of the election shall be announced at the AGM.
- (c) The Executive Committee will be elected at the Annual General Meeting for a term of one year and shall hold office until resignation, removal, death or election of successor by Annual or Special General Meeting.
- (d) The Committee will meet quarterly and at other times as required.

- (e) Minutes will be kept in English of all meetings and will be read at the beginning of each meeting. Such minutes will be signed by two members of the Executive Committee. A record of all correspondence will be kept and presented at each meeting.
- (f) The Treasurer shall keep a full and correct record of income and expenditure and present regular statements at the quarterly meeting.
- (g) The Committee shall have power to appoint a Member to fill any casual vacancy on the Committee until the next Annual General Meeting and any Member so appointed shall retire at the next Annual General Meeting.
- (h) In the event of unanimous decisions not being made in the Executive Committee meetings, a vote will be taken to determine the final decision.

16. DUTIES OF COMMITTEE

- (a) It shall be the duty of the Committee generally to conduct the affairs of the College, to keep usual and proper books of account properly posted up, to keep other records of the business of the College, and to notify Members of intended Meetings and the business to be transacted thereat and to prepare and submit to the Annual General Meeting a report, balance-sheet and statement of accounts for the preceding year.
- (b) Meetings of the Committee may be convened by circular letter at such times and places as the Chairperson, or in the case of his or her absence inability or refusal to act, the Secretary shall appoint and four shall be a quorum.
- (c) It shall keep minutes of all Meetings of the Committee and all Meetings of Members.

17. POWERS OF THE COMMITTEE

Subject to the directions of the College in Annual General Meetings, or other Meetings, the policy of the College shall be determined and the management and control of its affairs shall be vested in the Committee, which may exercise all powers and do all acts and things which may be exercised or done by the College and which are not expressly directed or required to be exercised or done by it in Annual General Meetings or other Meetings.

Without prejudice to the general powers of the Committee it is hereby expressly directed that the Committee shall be entrusted with and may exercise and perform all or any of the following powers and duties:

- (a) To purchase or acquire for the College any real or personal property or any rights or privileges at such consideration or price and generally upon such terms and conditions as it thinks fit, and to give and execute mortgages over the lands and chattels purchased or acquired for the purchase money or any part thereof upon such terms and conditions as the Committee shall think fit.
- (b) To purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the College and to lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interest therein for such consideration or price or for such term and upon such rental as it shall think fit.
- (c) To borrow or raise money upon mortgage of the real or personal property of the College, or any part or parts thereof, or upon debentures or mortgage debentures of the College, and to issue such debentures or to borrow money from bankers or other persons with or without security.
- (d) To enter into all negotiations, contracts and agreements in the name and on

behalf of the College as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with its Objects.

- (e) To make provision for signing endorsing cheques or other negotiable instruments on behalf of the College and to open such accounts as the Committee may think fit.
- (f) To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the Objects of the College or for the purpose of furthering any such Objects.
- (g) To invest the funds of the College in such securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary any such investments.
- (h) To exercise all rights, powers and duties which under these Rules are required to be performed by the Committee.
- (i) To engage, control and dismiss the College's employees and to exercise all such administrative power as may be necessary to effect its purpose.
- (j) To co-opt from time to time persons with special expertise to serve on the Committee upon such conditions as the Committee may determine. Their appointments shall be reviewed annually at the first Committee Meeting following the Annual General Meeting.
- (k) The Committee may in its sole discretion appoint a Patron at any time for such a period as it sees fit.

18. COMMON SEAL AND USE OF COMMON SEAL

The Common Seal of the College shall be kept in the custody of the Chairperson and/or Secretary and shall not be affixed to any document except by resolution of the Committee and in the presence of at least two members of the Committee and the document must be signed by the secretary or chairperson.

19. FINANCE

- (a) The financial year of the College will end on 31 March of each year.
- (b) All monies received by or on behalf of the College will be deposited at the earliest possible date to the credit of the College's bank account.
Receipts for all money received will be issued promptly.
- (c) All withdrawals over a limit set by the Executive Committee whether electronic or by cheque or withdrawal forms shall be signed by the treasurer and one other authorised member of the Executive Committee.
- (d) Annual accounts shall be kept and presented at the AGM.
- (e) Personal Benefit
Notwithstanding anything expressed or implied in these Rules, the activities of the College shall not be carried out for the personal pecuniary profit or benefit of any member or individual or associated person.
- (f) Payment to members
Members may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.

20. WINDING UP OF COLLEGE

- (a) The College may be wound up voluntarily if the College, at a Meeting of its Members, passes a resolution requiring the College so to be wound up, and the resolution is confirmed at a subsequent Meeting called together for that purpose and held not earlier than 30 days after the date on which the

resolution so to be confirmed was passed.

- (b) In part (a) of this Rule the term "resolution" means a resolution carried by a majority of the valid votes cast by Members voting at the Meetings in person or by proxy; and the resolution shall be taken to be confirmed at the subsequent Meeting if the confirmation is carried by such a majority.

21. DISPOSITION OF SURPLUS ASSETS

In the event of the College being wound up, the surplus assets after payment of the College's liabilities and the expenses of the winding-up shall be applied in the furtherance of the College's objects, or if this is not possible, shall be paid to a charity approved as such by the Commissioner of Inland Revenue for the purposes of the Income Tax Act 1976.

22. REGULATIONS

The College may from time to time by resolution in a Meeting make amend or rescind regulations not inconsistent with these rules governing the affairs of the College and the procedure at its meetings.

23. REGISTERED OFFICE

- (a) The Registered Office of the College shall be situated at 110 Lunn Avenue, Remuera, Auckland or at such other place for the time being as shall be decided by the Committee.
- (b) Notice of every change of situation of the Registered Office shall be duly sent to the Registrar.

24. APPLICATION

The Constitution and Rules were confirmed and agreed by fifteen members of Accident & Medical Practitioners Association (changed to College of Urgent Care Physicians in 2011, and to Royal New Zealand College of Urgent Care in 2014), who signed for the formation and incorporation of the Society in July 1995, and we hereby make application for the incorporation of the Society under the foregoing rules in accordance with the Incorporated Societies Act 1908.

DATED.....