



OCCUPATIONAL THERAPY NEW ZEALAND WHAKAORA NGANGAHAU  
AOTEAROA (INC)

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# RULES

Date: September 2017



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## **1.0 NAME**

- 1.1. The name of the Association shall be the “Occupational Therapy New Zealand Whakaora Ngangahau Aotearoa“(Incorporated).

## **2.0 INTERPRETATION**

In these Rules unless the context otherwise requires:

- 2.1. “Act” means the Health Practitioners Competence Assurance Act 2003.
- 2.2. “Association” means Occupational Therapy New Zealand Whakaora Ngangahau Aotearoa (Incorporated).
- 2.3. “Council” means the Council as established pursuant to Rule 8.0.
- 2.4. “Member OTNZ” means member of Occupational Therapy New Zealand Whakaora Ngangahau Aotearoa (Incorporated).
- 2.5. Where any Act of Parliament is referred to in these Rules it shall be deemed to refer to any Act passed in amendment of or substitution for that Act.
- 2.6 The official Māori translation of the terms occupational therapy/whakaora ngangahau and occupational therapist/kaiwhakaora ngangahau will be used in full throughout this constitution.

## **3.0 OBJECTS**

The objects of the Association are:

- 3.1. To represent the benefits and promote the value of occupational therapy/whakaora ngangahau to the people of Aotearoa/New Zealand,
- 3.2. To represent and promote the views and interests of the membership of the Association to government and non-government organisations within Aotearoa/New Zealand and internationally,
- 3.3. To promote high standards of ethical and professional service and practice on the part of occupational therapists/nga kaiwhakaora ngangahau
- 3.4. To promote and facilitate excellence in research, continuing professional development and dissemination of knowledge in the science and practice of occupational therapy/whakaora ngangahau,
- 3.5. To encourage and acknowledge the highest standards of occupational therapy/whakaora ngangahau achievement through the provision of

undergraduate and postgraduate scholarships, prizes and awards,

**3.6.** To participate in the international community of occupational therapy/whakaora ngangahau including the World Federation of Occupational Therapists, and

**3.7.** To do anything which relates to, or promotes achieving these objects.

#### **4.0 IMPLEMENTATION**

**4.1** In giving effect to the objects for which the Association is established, the Association shall encourage policies and practices that reflect Aotearoa/New Zealand's cultural diversity, and shall, in particular, have due regard to the provisions, and to the spirit and the intent of Te Titiri o Waitangi (the Treaty of Waitangi).

**4.2** To further the objects of the Association it may, in any lawful manner, solicit and receive bequests, donations, grants of money and raise monies by membership subscriptions or projects.

#### **5.0 GENERAL**

##### **5.1. Code of Ethics**

All members practising occupational therapy/whakaora ngangahau shall adhere to the Code of Ethics as established by the Occupational Therapy Board of New Zealand, Kaihaumanu Tūrora o Aotearoa.

##### **5.2. Rules, Standing Orders and Policies**

The Council may by resolution passed by 75% majority of those voting adopt and amend Standing Orders and Policies which shall be consistent with these Rules.

#### **6.0 MEMBERSHIP**

**6.1.** There shall be the following classes of membership admitted under Rule 6.3:

##### **6.1.1. Full Membership**

Open to occupational therapists/nga kaiwhakaora ngangahau registered under the Act, regardless of hours worked, whether practising or not. The Council may establish categories of full membership including full time; proportional; minor proportional and first professional year.

##### **6.1.2. Associate Membership**

Open to persons who do not qualify for full membership but who assist, support or are interested in the objects of the Association.

### **6.1.3. Student Membership**

Open to persons currently enrolled in undergraduate or post graduate occupational therapy related educational programmes. Not open to people employed in a professional capacity.

### **6.1.4. Retired Membership**

Open to persons who do not qualify for full membership but who are retired and aged 65 years or over.

### **6.1.5. Honorary Life Membership**

Persons may be awarded this class of membership by the Council in recognition of their outstanding and sustained contribution to the Association over many years.

### **6.1.6. Honorary Membership**

Persons who are not registered occupational therapists/nga kaiwhakaora ngangahau may be appointed to this class of membership by the Council in recognition of their outstanding contribution to the Association or to the profession of occupational therapy/whakaora ngangahau. Honorary membership shall normally continue for the life of the member.

### **6.1.7. Corporate Membership**

Applications for corporate membership may be granted if the applicant is an organisation or corporation having objects consistent with the objects of the Association.

### **6.1.8. Life Membership (No longer available as at 2000)**

Persons who hold life membership are recognised as having all rights, obligations and conditions as any other paid up Full member provided they are registered under the Act, regardless of hours worked, whether practising or not. Sub clauses 6.3.1.(c), 6.4.5. and 6.5.1. do not apply to life members. A life member cannot transfer his/her membership under any condition.

## **6.2. Rights of Members**

### **6.2.1. Meetings of members**

All financial members may attend and speak at meetings of members.

### **6.2.2. Office Holders**

Full, life or honorary life members may become Council members if eligible for election or appointment under Rule 8.0.

### **6.2.3. Publications**

All members (except those in the categories of minor proportional, associate, student and retired) shall receive the New Zealand Journal of Occupational Therapy. All members shall receive the OT Insight and any other communications of the Association.

### **6.2.4. Voting**

Only financial full members, life and honorary life members have the right to vote at any meeting of members.

### **6.2.5. Nominees**

Nominees to tangata whenua house.

Financial full members, life and honorary life members who identify as Māori have the right to nominate candidates for election to the Council tangata whenua house.

Nominees to tangata tiriti house.

Financial full members, life and honorary life members have the right to nominate candidates for election to the Council tangata tiriti house.

### **6.2.6. Use of Identifying Initials**

The members defined in Rule 6.1 shall be entitled to use the letters "MOTNZ-WNA".

## **6.3. Admission to Membership**

### **6.3.1. Candidates for membership must:**

- (a) Complete and submit a membership application on a form approved by the Council,
- (b) Supply any other information requested, and
- (c) Pay the subscription fixed annually by the members at a meeting of members, or provide a signed commitment to pay the same over the following 12 months by automatic payments (and, if the application is refused the Association shall return to the applicant the full amount paid).

### **6.3.2. The Council shall have complete discretion whether or not to admit a membership applicant, and, if so, to which class of membership and that decision shall be final and it shall not be obliged to provide reasons for its decision.**

### **6.3.3. The executive director shall keep a register of members recording their names, postal and email addresses, occupations, membership classes,**

and the date each member joined the Association.

#### **6.4. Obligations of Member**

All members shall:

- 6.4.1.** Support the objects of the Association,
- 6.4.2.** Abide by the Association Rules, and any Association Standing Orders and Policies,
- 6.4.3.** Promote the interests and the purposes of the Association and do nothing to bring the Association into disrepute,
- 6.4.4.** If full members, maintain registration with the Occupational Therapy Board of New Zealand, Kaihaumanu Tūroro o Aotearoa and abide by the Code of Ethics for Occupational Therapists, and
- 6.4.5.** Pay the annual subscription and any levies imposed.

#### **6.5. Termination of Membership**

Membership of the Association:

- 6.5.1.** May be terminated if the Member has failed to pay subscriptions or levies by their due date,
- 6.5.2.** Is terminated on the member's resignation, or
- 6.5.3.** Is terminated if the member is expelled by the Association, and any Member whose membership is terminated under the Rule shall be notified promptly in writing.

#### **6.6. Transference of Membership**

Membership is not transferable to a non-member, except where all of the following conditions apply:

- 6.6.1.** The membership subscription has been paid for by the member's employer,
- 6.6.2.** The member ceases to be employed by that employer in the course of a membership year, and
- 6.6.3.** The member has consented to the transference taking place by signing a waiver in a form approved by the Council, and sends it to the Association at the time the member joins or renews their membership.

#### **6.7. Expulsion**

- 6.7.1.** The Council may expel from the Association any member who in its judgment:

- (a) Has wilfully infringed these Rules or any Standing Orders made under them,
- (b) Is guilty of conduct rendering that person unfit to be a member of the Association,
- (c) Has been convicted of an offence under the Act, the Crimes Act 1961, the Fair Trading Act 1989, the Accident Compensation Act 2001, or any subsequent Act of Parliament pertaining to professional conduct, or
- (d) Has been removed from the New Zealand Register of Occupational Therapists (or any other equivalent register) as a result of disciplinary action.

**6.7.2.** Any Member expelled from the Association shall be notified promptly in writing.

**6.7.3.** Any Member expelled from the Association or whose membership is terminated under Rule 6.5 shall:

- (a) Remain liable to pay all subscriptions and levies to the end of the financial year in which membership was terminated,
- (b) Cease to hold himself or herself out as a member of the Association.

## **6.8. Readmission to Membership:**

**6.8.1.** A person expelled under Rule 6.7 may apply for readmission:

- (a) After a period of not less than two years from the date of expulsion,
- (b) If the expulsion was consequent upon deregistration, the applicant shall provide evidence of having practised as a registered occupational therapist for a period of not less than eighteen months following the date of re-registration, but
- (c) No person expelled twice may reapply for membership, and
- (d) No person ever expelled from the Association may subsequently hold any positions of office within the Association.

**6.8.2.** Subject to Rule 6.8.1, a person whose membership was terminated under Rule 6.5 may apply for readmission:

- (a) Following the procedures set out in Rule 6.3, but
- (b) If readmitted to membership following resignation at a time when a complaint procedure against that person was pending, any readmission shall be subject to the reinstatement of that pending complaint.

## **7.0 NATIONAL ADMINISTRATION AND OFFICERS**

## **7.1. Governance**

The Council shall be the governing body of the Association.

## **7.2. Council**

### **7.2.1. Composition**

- (a) The Council shall comprise:
  - i) Two Presidents to represent the houses - tangata tiriti and tangata whenua,
  - ii) Four councillors at large; two from each house and a
  - iii) Delegate to the World Federation of Occupational Therapists (who can be from either house)
- (b) The Council may co-opt any person to the Council for a specific purpose, or for a limited period, or generally until the next Annual General Meeting

### **7.2.2.1 Meetings**

- (a) The Council shall meet as required to make policy, provide direction, and oversee the day to day operations of the Association.
- (b) Regular Council meetings shall be called by the executive director as directed by the two Presidents.
- (c) A special Council meeting shall be called by the executive director if directed in writing by both Presidents or by three Council members.
- (d) The executive director shall ensure that each member of the Council is given at least 14 days' written or emailed notice of Council meetings, but the Council may waive the provisions of this Rule if it thinks fit.
- (e) Council meetings shall be held by meetings attended personally or by conference call, but at least one meeting a year shall be held by attendance in person. The quorum for Council meetings is a majority of those entitled to be elected under Rule 7.2.1.
- (f) The Council may invite the following to attend its meetings:
  - i) A student elected by a majority of the current student members in each undergraduate programme, and
  - ii) Elected representatives, delegates or convenors of committees and working parties, and the Council may at its discretion provide funding to assist attendees with expenses associated with meetings.
- (g) Upon request any member may attend meetings of the Council as an observer (at his or her expense).
- (h) The Presidents or, in a President's absence, another member of the Council from the absentees House shall chair Council meetings.
- (i) The Council may "go into committee" in which event only Council members and anyone else specified in the resolution to



go into committee may remain in the meeting. Minutes of “in committee” sections of a meeting shall be kept but shall not be made available to anyone other than those entitled to remain in the meeting while ‘in committee.’

- (j) Council members shall have one vote each at Council meetings, and in the event of a tied vote the motion shall be deemed to have been lost.
- (k) Council minutes shall be confirmed correct by the next Council meeting and signed by the chairpersons of that meeting, and once confirmed shall:
  - i) Unless the contrary is proved, constitute confirmation that the meeting was duly called,
  - ii) Unless the contrary is proved, be accepted as a true and correct record of what occurred at that meeting, and
  - iii) Be made available to any member on request.
- (l) The Association shall meet the reasonable travelling and other expenses of Council members.

## **8.0 EXECUTIVE OFFICER AND COUNCIL MEMBERS**

### **8.1. Nominations**

**8.1.1.** Council members shall be nominated and seconded by members entitled to vote under Rule 6.2.4.

**8.1.2.** Nominations for all vacant positions shall be called for at least 90 days prior to the date of the annual general meeting.

**8.1.3.** To be eligible for nomination a candidate must:

- (a) Be a financial full or honorary life member of the Association,
- (b) Have practised in New Zealand for a minimum of 2 years,
- (c) If a candidate for the office of President tangata whenua, the candidate will identify as Māori, have practised in New Zealand for a minimum of 3 years and have held office in the Association previously in another position and be an individual member of the World Federation of Occupational Therapists, and
- (d) If a candidate for the office of the President tangata tiriti, will have practised in New Zealand for a minimum of 3 years and have held office in the Association previously in another position and be an individual member of the World Federation of Occupational Therapists, and
- (e) If a candidate for the office of council member at large for tangata whenua house, identify as Māori,

The Council may grant a waiver from any of the above criteria in circumstances considered to be extraordinary.

**8.1.4.** Nominations must be submitted in writing to the executive director 40 days prior to the annual general meeting, and must be signed by a

proposer and seconder and the candidate, and be accompanied by a résumé which outlines the candidate's:

- (a) Professional background,
- (b) Current work status,
- (c) Policy directions promoted by the candidate, and
- (d) Conflicts of interest (if any).

**8.1.5.** Members shall be notified of the names and receive the résumés of candidates at least 10 days prior to the annual general meeting.

## **8.2. Functions and Terms of Office for Council Members**

**8.2.1.** Subject to these Rules:

- (a) The Presidents (and, in the absence of any President, the Council member appointed by the Council for the purpose) shall, in addition to all other duties described in these Rules, generally supervise and direct governance of the affairs and business of the Association,
- (b) Council members shall undertake such roles and duties as are set out in Standing Orders, Policies or resolutions adopted by the Council, and
- (c) All Council members shall support the decisions of the Council once made.

**8.2.2.** Subject to Rule 8.5, the Presidents and Council members at large:

- (a) Shall serve for a term of 2 consecutive years commencing (except in the case of an appointment to fill a casual vacancy) immediately after the annual general meeting following election and ending at the close of the annual general meeting two years later, and
- (b) Shall be eligible for re-election for 2 subsequent terms to a maximum of 3 terms or 6 years, but
- (c) Must then stand down for at least one term.

**8.2.3.** Subject to Rule 8.5.3, the Association shall have a Council member who is its delegate to the World Federation of Occupational Therapists, and who is an individual member of the World Federation of Occupational Therapists who shall:

- (a) Serve for a term of 4 consecutive years commencing immediately after the annual general meeting following his or her election and ending at the close of the annual general meeting four years later, and
- (b) Be eligible for re-election for 2 subsequent terms of 2

- consecutive years to a maximum of 3 terms (8 years), but  
(c) Must then stand down for at least one term.

### **8.3. Election and Appointment of Council**

Council elections shall be conducted as follows:

- 8.3.1.** The offices of President tangata whenua, President tangata tiriti and delegate to the World Federation of Occupational Therapists shall be elected first by members at the annual meeting.
- 8.3.2** Next, council positions from tangata whenua, tangata tiriti shall be elected by members at the annual meeting.
- 8.3.3** Where the number of nominations received is equal to or less than the number of vacant positions those nominated shall be deemed to be elected.
- 8.3.4.** If fewer nominations are received for the vacant positions or no nominations are received by the closing date for nominations, then nominations shall be called from the floor of the annual general meeting.
- 8.3.5.** The highest polling candidates shall be elected to the vacancies.

### **8.4. Casual Vacancy in Council Positions**

- 8.4.1.** The Council may co-opt a member from the appropriate house to fill a casual Council member vacancy from either the tangata whenua or tangata tiriti house.
- 8.4.2.** If the office of President tangata whenua falls vacant a Council member from the tangata whenua house shall forthwith be appointed President.
- 8.4.3** If the office of President tangata tiriti falls vacant a member from the tangata tiriti house shall forthwith be appointed President.
- 8.4.4.** If the office of the delegate to the World Federation of Occupational Therapists falls vacant or no nominations are received for the position at least 40 days prior to the date of the annual general meeting, one of the current Presidents (by consent) shall be the first alternate and the previous delegate to the World Federation of Occupational Therapists shall be the second alternate, and be appointed by the Council and be valid until the next annual general meeting.
- 8.4.5.** Where a casual vacancy is filled by the Council under this Rule, the appointee shall hold office until the end of the term of office of the

person the appointee replaces, but if the vacancy arises within two months of the annual general meeting at which the term would expire any replacement to which Rules 8.4.2, 8.4.3 or 8.4.4 apply, nominations shall be called from the floor and the replacement elected at that annual general meeting.

## **8.5. Removal**

**8.5.1.** A council member may be removed from office before the expiration of his/her term of office by Council resolution of which prior notice was given in the notice of meeting and which is passed by 75% majority of those present and voting.

## **8.6. Remuneration**

**8.6.1.** A general meeting may by resolution agree to payment of an annual honorarium payable to Council members, in recognition of their contribution to the Association.

**8.6.2.** Any honorarium payable to council members shall be equivalent to the full subscription for the relevant year, plus a meeting fee calculated at 2% of membership subscription income derived in the immediate past financial year and divided equally amongst council members.

**8.6.3.** For a Council member appointed to fill a casual vacancy, the honorarium shall only be payable if the term of casual office exceeds 6 months, and shall be pro-rated.

## **9. EXECUTIVE DIRECTOR**

### **9.1. Appointment**

The Council shall, upon such terms as it thinks appropriate, appoint (and may dismiss) an executive director responsible for the leadership and management of the Association subject to these Rules and any Standing Orders and Policies adopted by the Council and according to the strategic direction set by Council.

### **9.2. Duties**

The executive director shall attend to the Association's day-to-day business as directed by the Council. In particular, the executive director (or that person's delegate) shall:

**9.2.1.** Prepare and forward to the Registrar of Incorporated Societies such notices and returns as may be required,

- 9.2.2. Keep minutes of meetings of the Council and general meetings of the Association,
- 9.2.3. Keep membership records,
- 9.2.4. Care for the Association's finances, keep its books of account and forward them when required to the Association's auditor, and
- 9.2.5. Present the financial statement and auditor's report to the annual general meeting of the Association.

## **10. GENERAL MEETINGS**

### **10.1. Annual General Meeting**

**10.1.1.** The Association shall hold its annual general meeting at least once in any calendar year at a time and place fixed by the Council.

**10.1.2.** The business of the annual general meeting shall be:

- (a) Receipt of and consideration and adoption of the annual report of the Council and audited annual financial statements,
- (b) Election of Council officers,
- (c) Notices of Motion,
- (d) Appointment of an Auditor,
- (e) Approve the annual subscription for full time members for the following year, and
- (f) Other business including the direction for the Association for the following year.

**10.2.** A special general meeting shall be called upon requisition in writing to the executive director by Council or by not less than 5 percent of members entitled to vote under Rule 6.2.4. The purpose of this meeting must be stated in the requisition along with any proposed notices of motion and the reasons for the same. Any such meeting shall be held within 60 days of receipt of the requisition.

### **10.3. Notices of Motion**

#### **10.3.1. Call for Motions**

The Council call for motions shall be circulated to members at least 120 days prior to the date of the annual general meeting.

**10.3.2. Submission of Motions other than any proposed motion to amend or replace the Association Rules which is outlined at 15.2.**

- (a) The Council or any two members entitled to vote under Rule 6.2.4 may submit a proposed notice of motion.
- (b) Notices of motion must be written in clear, positive language and signed by both proposer and seconder, and accompanied by position papers to clarify the reasons for motions.
- (c) Notices of motion shall be submitted to the executive director at least 45 days before the date of the annual general meeting.

**10.4.** Members shall be given at least 14 clear days' notice of a general meeting by email, in a member newsletter or by post, and the notice shall state the time and place and the business to be transacted at the meeting.

**10.5.** If no notice or insufficient notice is given of a general meeting, or if any business accepted by the meeting as "emergency" business which is not mentioned in the notice is transacted at the general meeting, the executive director shall forward to members any resolution passed under "emergency" business within seven days. The resulting resolutions shall be ineffective until 14 days after the meeting. If within that period 2.5 percent of members not present at the meeting, sign and send to the executive director an objection to such resolution or resolutions then those resolutions objected to shall remain ineffective unless and until approved by a postal ballot of members conducted as follows:

- (a) Only members entitled to vote under Rule 6.2.4 may vote in any postal ballot notified to those members by mail or electronically,
- (b) The notification of the postal ballot shall set a closing date and time (no earlier than a fortnight after the date ballot papers are notified) for ballots to be received by the executive director,
- (c) Voting may be by ballots (identifying and signed by the member voting) returned to the executive director by email, mail or delivery, or completed electronically,
- (d) The executive director shall declare the result of the postal ballot, and
- (e) The result of the ballot shall be as effective and binding on members as a resolution passed at a general meeting.

#### **10.6. Quorum for General Meetings**

**10.6.1.** A quorum shall be 5 percent of members entitled to vote under Rule 6.2.4 present for an annual general meeting and for a special general meeting.

**10.6.2.** If within 30 minutes of the time appointed for a general meeting to start a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall form a quorum.

## **10.7. Chairperson**

At all general meetings the tangata whenua and tangata tiriti Presidents or, in absence of both Presidents, a Council member (delegated in normal circumstances by the President/s) shall take the chair. If within 15 minutes of the time the meeting was notified to begin a chairperson is not present the meeting shall elect a chairperson from members present

## **10.8. Voting by Members**

At all general meetings:

**10.8.1.** All Full, Life and Honorary Life Members may vote,

**10.8.2.** Motions to change the Rules must be passed by at least a 75% majority of those eligible members voting,

**10.8.3.** Motions on all other matters must be passed by a simple majority of those eligible members voting, and

**10.8.4.** Votes shall be exercised as follows:

- (a) Voting shall be by voices, by show of hands or, on demand of the chairperson or of any voting member present, by secret ballot, and in any secret ballot each eligible voting member shall be entitled to one vote,
- (b) Proxy voting is permitted subject to compliance with Rule 10.9, and
- (c) Two scrutineers shall be appointed by Council to count the votes.

## **10.9. Proxies**

A Member may exercise the right to vote either by being present in person or by proxy. A proxy must be appointed by notice in writing in any usual common form signed by a member entitled to vote under Rule 6.2.4 and the notice must state whether the appointment is for a particular meeting. No proxy is effective in relation to a meeting unless the notice of appointment is provided to the executive director before the start of the meeting.

## **10.10. Minutes**

Minutes of all general meetings shall be kept and signed as correct by the chairperson/s at the following meeting, and once confirmed shall:

- (a) Unless the contrary is proved, constitute confirmation that the meeting was duly called,
- (b) Unless the contrary is proved, be accepted as a true and correct record

- of what occurred at that meeting, and
- (c) Be made available to any member on request.

## **11. FISCAL YEAR AND ACCOUNTS**

### **11.1. Financial Year**

The Association's financial year shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.

### **11.2. Annual Financial Statements**

On the Council's behalf the executive director shall submit an annual financial statement to each annual general meeting for approval, certified by the auditor.

### **11.3. Auditor**

The auditor appointed at the annual general meeting shall audit the Association's books of account and report as to the truth and fairness of the financial statements presented at the following annual general meeting.

### **11.4. Annual Subscriptions**

**11.4.1.** The Council shall in each financial year recommend the annual subscription for full time members, to be approved by members at each annual general meeting for the following year.

**11.4.2.** Subject to Rule 11.4.3:

- (a) The first professional year (meaning the first year of practice as an occupational therapist) subscription shall be 60 percent of the full time member subscription.
- (b) The proportional member subscription (available to occupational therapists working 25 or less hours per week) shall be 60 percent of the full time member subscription.
- (c) The minor proportional member subscription (available to occupational therapists employed for 10 or less hours per week) shall be 40 percent of the full time member subscription.
- (d) Honorary Life and Honorary members shall not be required to pay a member subscription.
- (e) The associate member subscription shall be 40 percent of the full time member subscription.
- (f) The student member subscription shall be 5 percent of the full time member subscription.



- (g) The retired member subscription shall be 15 percent of the full time member subscription.
- (h) A corporate member subscription shall be 3 times the full time member subscription.
- (i) Individual member subscriptions for the World Federation of Occupational Therapists shall be determined annually subject to the annual forward budget and any determinations of the World Federation of Occupational Therapists.

### **11.4.3. Part-Year Subscriptions**

- 11.4.3.1.** Council may in its absolute discretion offer:
  - i) A reduced subscription for those who join prior to the date of due payment set by Council in accordance with the provisions of rule 11.5.
  - ii) A proportional subscription for those who join one month after the due date for payment set by Council in accordance with the provisions of rule 11.5.
  
- 11.4.3.2.** Council may in its absolute discretion offer members rejoining one month after the due date the appropriate proportional subscription in the following circumstances:
  - i) Rejoining after a break in membership of two years or more,
  - ii) Rejoining after a break in membership of less than two years where the break was for reasons of overseas travel, parental leave, working outside of the profession, or
  - iii) For any similar reason approved by the Council.

### **11.5. Due Date**

The annual subscription shall be due and payable by 31<sup>st</sup> July following the annual general meeting at which the subscription was approved. At its discretion, Council may permit other forms of time or delayed payments to be made.

### **11.6. Refunds**

No refunds of subscriptions or levies shall be paid in the event of a member's resignation, termination of membership or expulsion in the course of a year.

### **11.7. Arrears**

All the rights and privileges of membership of any member whose subscription

is not paid as required by Rule 11.5 or any levy not paid by the due date for payment of the same shall be suspended until payment is made.

#### **11.8. Reinstatement**

A member whose subscription is not paid as required by Rule 11.5 or any levy is not paid by the due date for payment of the same, shall pay a surcharge of \$50 if the member pays the subscription or levy after the due date.

#### **11.9. Resignation**

A member resigning before 31st May shall be liable for any subscription or levy then unpaid.

#### **11.10. Levies**

The Council may impose an additional levy upon members to meet the costs of any special activity or project or any extraordinary expenses.

#### **11.11. Association's Funds and Bank Accounts**

**11.11.1.** The Council shall control the Association's funds and shall authorise the opening of such bank accounts as it thinks necessary.

**11.11.2.** All cheques and withdrawal forms shall be signed by 2 signatories authorised by the Council.

**11.11.3.** With the authority of and subject to such conditions as may be imposed by the Council, electronic bank transactions may be transacted by the executive director or that person's delegate.

**11.11.4.** The Council shall ensure that the executive director keeps such books of account as may be necessary to provide a true record of the Association's financial position, reports on the Association's financial position to each Council meeting, and presents an annual statement of accounts (income and expenditure account and balance sheet) to each annual general meeting.

#### **11.12. Investments**

The Council may invest any part of the Association's funds in authorised trustee investments upon such terms as it thinks appropriate.

#### **11.13. Borrowing Powers**

The Council may borrow for and in the name of the Association such sums and

upon such terms as it considers necessary and may give such security as it considers appropriate.

#### **11.14. Payments to Members**

No member or any person associated with a member shall participate in or materially influence any decision made in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such payment made shall be reasonable and relative to that which would be paid in an arm's length transaction.

### **12. PROPERTY**

**12.1.** The Council may, on such terms as it thinks appropriate, lease, acquire, rent or dispose of any real or personal property.

### **13. EXECUTION OF INSTRUMENTS**

#### **13.1. Authorised Signatories**

Contracts, documents, or any other instruments not required to be signed under common seal shall be signed on behalf of the Association either by the executive director and one member of the Council, or by any 2 members of Council, authorized by the Council. The Council may delegate to the executive director power to sign contracts or other documents under such limited conditions as it thinks fit.

#### **13.2. The Common Seal**

The Council shall keep in safe custody the common seal of the Association. The seal shall not be affixed to any document except by the authority of Council and in the presence of two Council members who shall attest the act of sealing by affixing their signatures to every document so sealed.

## **14. COMMITTEES**

- 14.1.** The Council may establish committees and working parties to handle any aspect of the Association's affairs or for any special purpose and may define the role and appoint or remove the members of such committees and working parties.
- 14.2.** Committees and working parties shall meet personally or by conference call, and a majority of those appointed is the quorum for committee and working party meetings.
- 14.3.** The Association or the Council may disband any committee or working party.

## **15. ENACTMENT AND AMENDMENT OF THE RULES AND STANDING ORDERS**

- 15.1.** These Rules may be amended or replaced by resolution of any general meeting passed by 75% majority of those members entitled to vote under Rule 6.2.4 present and voting.
- 15.2.** Any proposed motion to amend or replace these Rules shall be:
  - (a)** Signed by at least 5 members entitled to vote under Rule 6.2.4 and given in writing to the executive director at least 45 days before the general meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal, and
  - (b)** Members shall be given notice of the motion under Rule 10.4 together with the reasons for the proposal, and of any recommendations from the Council in respect of it.

## **16. WINDING UP**

- 16.1.** The Association may be wound up by a resolution passed by a 75% majority of members entitled to vote under Rule 6.2.4 present and voting at a specially called general meeting. Any funds and assets of the Association remaining after all outstanding debts and liabilities have been paid shall be distributed to the New Zealand Occupational Therapists Research and Education Trust, or if the New Zealand Occupational Therapists Research and Education Trust no longer exists, to deserving charities as determined by Council at the time of dissolution, but shall not be distributed to the membership.