



The Royal New Zealand
College of General Practitioners

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RULES

July 2008

THE ROYAL NEW ZEALAND COLLEGE OF GENERAL PRACTITIONERS

RULES

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RULES

1. NAME

The name shall be "The Royal New Zealand College of General Practitioners" herein called the College.

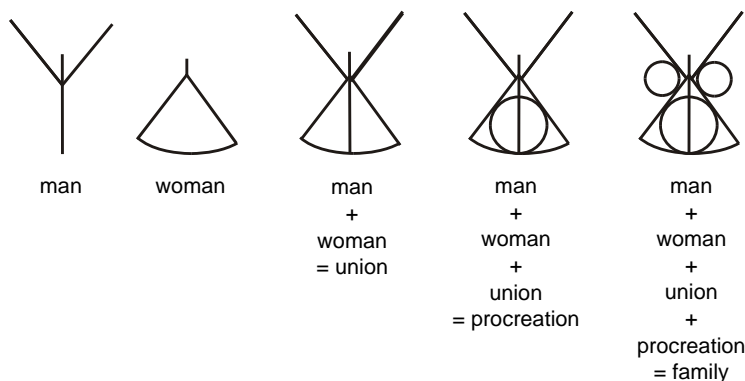
2. COLLEGE EMBLEM

2.1 The College emblem shall be as depicted here.



2.2 The owl represents wisdom and vigilance and holds a gavel entwined by a snake. The central escutcheon is a combination of symbols representing the continuity and comprehensiveness of family care in general practice.

The triangular patterns at each side are the aonui motif from traditional taniko weaving.



The motto "cum scientia caritas" means "with knowledge and compassion".

3. OVERALL GOAL

3.1 The overall goal of the College is to improve the health of all New Zealanders through high quality general practice care.

3.2 The College recognises the status of the Treaty of Waitangi and accepts its principles of partnership, participation and active protection derived from the Treaty, as the guide to relationships between Maori and The Crown. The College will endeavour to incorporate these principles into its activities.

4. DEFINITIONS AND INTERPRETATION

Actively engaged in general practice

A member shall be deemed to be actively engaged in general practice if he or she engages in more than the minimum amount of general practice specified in the Regulations. Conversely, "not actively engaged in general practice" refers to a member who is engaged in less or equal to the minimum amount specified in the Regulations.

General Practitioner

A general practitioner is an appropriately qualified medical graduate who has particular knowledge and skills to provide personal, family, whanau, and community orientated comprehensive primary medical care that continues over time, is anticipatory as well as responsive, and is not limited by the age, sex, race, religion or social circumstances of patients, nor by their physical or mental states.

Member (as opposed to "Member")

Encompasses the four classes of membership namely Associates, Affiliates, Members and Fellows and is used as a generic term referring to membership.

Voting members

Members and Fellows of good standing.

5. OBJECTS AND POWERS

5.1 The objects and powers of the College shall be as follows:

- (a) To promote in all ways the highest standards in general practice in New Zealand;
- (b) To sustain and improve the professional competence of members of the medical profession who are engaged in general practice in New Zealand;
- (c) To encourage, strengthen and engage in vocational training for general practice;
- (d) To conduct, direct, encourage, support or provide for continuing education of general practitioners;
- (e) To encourage and assist in the provision of a high standard of teaching and training for all undergraduate medical students in the field of general practice in New Zealand;
- (f) To promote activities that encourage the care of members and their families;
- (g) To encourage and provide for the training of future teachers of general practice;
- (h) To inform the public in New Zealand about general practice and primary health care issues;
- (i) To conduct, direct, encourage, support or provide for research in matters relating to general practice;
- (j) To publish and encourage publication of journals, reports and treatises on matters relating to general practice and allied subjects;
- (k) To grant diplomas and other certification of proficiency in general practice or any related subject, whether upon examination, thesis, outstanding work or upon other grounds which may be considered sufficient;
- (l) To establish a register of members of the College and to publish and revise the same from time to time;
- (m) To acquire, establish, provide and maintain such land and buildings as are deemed necessary and to deal with or dispose of the same with a view to promoting the objects of the College;
- (n) To acquire and receive property of any kind whether by way of gift, devise, bequest or otherwise howsoever to be applied solely towards the objects of the College provided that no portion thereof shall be paid or transferred directly or indirectly by way of profit to members of the College, but this shall not prevent a member being reimbursed for professional services;
- (o) To apply annual dues received from members to defray the expenses of the College, and for such other objects as may be deemed proper by the Council; and
- (p) To undertake all such other lawful acts and things as are incidental or conducive to the attainment of the foregoing objects.

5.2 The income and property of the College however derived shall be applied solely towards the promotion of the objects of the College and no part thereof shall be applied directly or indirectly by way of profit to any members of the College (except for payment made in 5.1(n) above and 5.3 and 5.4 below for payment for professional services).

- 5.3** The College shall have the express power to engage any member to provide services to the College whether as an employee or otherwise and to remunerate such member on such terms and conditions as the College Council sees fit.
- 5.4** The officers of the College may be paid by an honorarium, which shall be determined from time to time by the College Council.

6. MEMBERSHIP

6.1 Any one person licensed to practise medicine in New Zealand and who possesses the qualifications prescribed by the Regulations, may be admitted to membership of the College.

6.2 There shall be the following classes of membership:

(a) Fellows:

- (i) Fellow.
- (ii) Distinguished Fellow.
- (iii) Honorary Fellow.
- (iv) Life Fellow.
- (v) Fellow by Reciprocity.

(b) Members.

(c) Associates.

(d) Affiliates.

A candidate for any class of membership must comply with the criteria set by Council from time to time and as specified in the Regulations.

6.3 By becoming a member and subscribing to the Rules and Regulations each member agrees:

(a) To be bound by the Rules and Regulations; and

(b) To the right of the College to discipline him or her in accordance with the Rules and Regulations;

and specifically waives any right or claim to damages as the result of any disciplinary action lawfully taken by the College.

7. SUBSCRIPTIONS

Every member except Honorary Fellows and Life Fellows shall pay to the College annual dues of an amount which shall be determined from time to time for each class of membership by Council at the last Council meeting of the financial year.

8. TERMINATION OF MEMBERSHIP AND OTHER PRIVILEGES

8.1 Resignation

A member may at any time, by giving notice in writing to the Honorary Secretary, resign his or her membership of the College, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other monies due by him or her to the College.

8.2 Unpaid Dues

(a) Those members in default of annual dues for one year shall not exercise a vote nor hold office; and

(b) Those members in default of payment for two years may be removed from the membership roll.

8.3 Non Compliance

A member who willfully neglects or refuses to comply with the provisions of the Rules or the Regulations may have his or her membership rescinded, suspended or continued, subject to such terms and conditions as the College Council determines.

8.4 Misconduct

A member who is guilty of conduct, which in the opinion of the Council is unbecoming to a member or prejudicial to the interests of the College (including, without limiting the generality of

the foregoing, a member who has been found guilty of an indictable offence or being found guilty of professional misconduct, disgraceful conduct in a professional respect or any similar offence), may have his or her membership rescinded, suspended or continued, subject to such terms and conditions as the College Council determines.

8.5 Deregistration

The membership of any member who has been deregistered by the Medical Council of New Zealand may be rescinded, suspended or continued, subject to such terms and conditions as the College Council determines.

8.6 Procedure

Before suspending or rescinding the membership of any member, the Council shall follow such procedures as are specified in the Regulations.

8.7 Restoration of Membership

Restoration of membership shall be at the discretion of the Council.

9. COUNCIL AND OFFICERS

9.1 Council

There shall be a Council, which will formulate policy and instigate and monitor action to fulfil the objects of the College. The Council may delegate any of its functions to committees, which shall conform to any regulations that may be imposed on them by the Council.

9.2 The Council shall comprise:

(a) Voting Members:

- President of the College, who must be a Fellow;
- Deputy President, who must be a Fellow;
- Faculty Representatives;
- Up to three (3) Chairpersons of Council Standing Committees as determined by Council;

(b) Non voting members:

- (i) Chief Executive Officer; and
- (ii) Officers Elect:

At specified times the Council may be joined by:

- 1 the President Elect;
- 2 the Deputy President Elect.

These occasional members shall have attendance and speaking rights but not voting rights.

9.3 President of Council

- (a) At the beginning of the incumbent President's second year of office, Council will call for nominations for the office of President. Such nominations are to be proposed, seconded and signed by two voting members and the nomination is to be signed by the nominee. Each nomination must state the name of, and be signed by, the nominee's stipulated choice of Deputy President. Each nomination must include curriculum vitae of both the nominee and the stipulated Deputy President.
- (b) Council will hold a postal ballot for the office of President so that the successful candidate can be declared President Elect six months prior to being installed as President at the next Annual General Meeting. At least one (1) month's notice of such ballot, including the name of the stipulated Deputy President, must be given to all voting members.
- (c) Every second year at the Annual General Meeting the President Elect shall automatically become President and shall be installed. All other new officers will assume their duties concurrently, and will hold office until their successors have assumed office.
- (d) Council by a two-thirds majority vote or upon the receipt of a petition signed by ten percent (10%) of the total number of Fellows and Members will hold within ninety (90) days a postal referendum of all voting members on the removal of the President from office. Notice of such referendum must include the grounds for the Council's decision or the reasons for the petition together with the President's response to such grounds or reasons. A two-thirds

majority of votes cast will be required for the removal of the President from office, such removal to be effective forthwith on the declaration of the result.

- (e) The President:
 - (i) Will usually chair Council but may elect to delegate this task to another member of the Council. Council may elect to separate the Chair of Council and President of the College functions and appoint a chair to conduct Council meetings should it deem this necessary for the proper function of Council. The appointed Chair shall undertake those roles and duties necessary to the proper conduct of the role of Chair of Council.
 - (ii) Shall be the official spokesperson for the College.
 - (iii) Shall be, ex officio, a member of all committees.
 - (iv) Shall not hold office for more than two consecutive terms.
 - (v) Shall hold the casting and deliberative vote.
 - (v) Shall chair all General Meetings and all Public Meetings of the College.
- (f) The President shall hold office for a term of two years.
- (g) Any one President or Deputy President may hold their respective offices consecutively for a maximum of two terms. There is no restriction on non-consecutive terms.

9.4 President Elect

The President Elect should receive Council papers and participate in meetings of Executive and Council commencing six months prior to office. He or she shall have no voting rights. The appointment shall be formally notified to all members with official notification of the Annual General Meeting.

9.5 Deputy President

The Deputy President:

- (a) Shall assume and leave office at the same time as the President of the College who nominated him or her (except as provided in Clauses 9.8 (b) and (c) below).
- (b) Shall cause to be kept full and proper minutes of all Annual and Special General Meetings and of all meetings of the Council and of the Executive Committee.
- (c) Shall perform such other duties as directed by Council. Provided that any of the duties outlined in Rule 9.6 (b) and (c) may, by action of the Council, be assigned to the Chief Executive Officer.
- (d) May attend the Council as an observer for six (6) months prior to assuming office. The appointment shall be formally notified to all members with official notification of the Annual General Meeting.
- (e) Shall assume the chair at meetings of the Council and the Executive Committee in the absence of the chair.

9.6 Executive Committee: financial oversight

The Executive Committee shall:

- (a) Oversee and ensure the maintenance of adequate and proper accounting records of the funds of the College.
- (b) Deposit or cause to be deposited all funds and other valuables in the name and to the credit of the College with such depositories as may be approved by the Council.
- (c) Disperse the funds of the College as ordered by the Council
- (d) Lay before the College at each Annual General Meeting the Financial Statements for the previous Financial Year.
- (e) Perform all such other duties as may be directed by the Council provided that any of the duties of the member of the Executive Committee allocated to the finance portfolio may be assigned by the Council to the Chief Executive Officer.

One member of the Executive Committee will be allocated to the finance portfolio.

9.7 Faculty Representatives

- (a) A maximum of two (2) Faculty Representatives from each Faculty shall be elected by the Faculties from eligible Members and Fellows of the College. At least one Representative shall be a Fellow.
- (b) If a Faculty Representative cannot act the Faculty Board may appoint a replacement for as long as may be necessary.

- (c) No Faculty Representative may be elected for more than two consecutive two-year terms except that the Council may approve a Representative seek a third consecutive term to ensure either continuing use of special expertise or reflect geographical variation within a Faculty. Members seeking a third consecutive term must obtain Council approval before nominations for the election close.

9.8 Vacancies

- (a) Any vacancy, except that of President of the College and Deputy President among the officers by death, resignation, or otherwise, shall be filled by the Council, such officer to serve for the unexpired term until his or her successor has assumed office.
- (b) In the event of the office of President of the College becoming vacant for whatever reason, the President Elect shall assume office for the duration of the unexpired term. The incumbent Deputy President shall remain in office until the Annual General Meeting at which he or she was due to be replaced.
If there is no President Elect an election for acting President only shall be held as soon as practicable. Provided that the results of the election shall be known within six (6) months of the President vacating office.
Until such election results are known the Deputy President shall assume the role of President.
- (c) In the event of the office of Deputy President of the College becoming vacant for whatever reason, then the President shall appoint an acting Deputy President. The new Deputy President shall be approved by Council and shall remain in office until the President leaves office.
- (d) Applying to all councillors, any time served by a person who acts in a position for less than or equal to twelve (12) months, subsequent to the incumbent vacating the position before his or her term of office, shall not be counted towards the maximum term duration of that office. This would apply only where the person is subsequently elected to the position in which they act. The converse holds where someone acts in a position by virtue of Council appointment or national election for more than twelve (12) months.
- (e) The office of any councillor shall become vacant if he or she:
 - (i) Becomes bankrupt; or
 - (ii) Becomes prohibited from being a director of a company; or
 - (iii) Becomes of unsound mind; or
 - (iv) Resigns his or her office by notice in writing to the College; or
 - (v) For more than six months is absent without the permission of the Council from meetings of the Council held during that period, then Council resolves that his or her office is to be vacated; or
 - (vi) Ceases to be a member of the College; or
 - (vii) Is removed pursuant to the Regulations.

10. PROCEEDINGS OF COUNCIL

- 10.1** The Council shall meet at such times and places as determined by the Council. Fifty percent (50%) of the Council with voting rights shall constitute a quorum.
- 10.2** There shall be an Executive Committee. The Executive Committee shall be comprised of members stipulated in the Regulations.
- 10.3** The Executive Committee shall have full authority to act for and on behalf of the Council whenever the business of the College demands prompt action between meetings of the Council or when it is impractical or impossible to convene the entire membership of the Council. The Committee shall submit a comprehensive report to each Council meeting.

11. APPOINTED PERSONNEL

11.1 There shall be a Chief Executive Officer. The Chief Executive Officer shall:

- (a) Be an employee of the College and shall be appointed for a term as set by Council from time to time and notwithstanding anything to the contrary herein contained, at a stipend to be fixed by the Council.
- (b) Perform such duties as may be assigned by the Council.
- (c) Be under the direction and report to the President of the College or to such other member of the Council as the President may appoint for such purpose.
- (d) Attend all meetings of the Council and the Executive Committee, the Annual General Meeting and all Special General Meetings, except with prior permission for absence from the President.

12. FACULTIES

12.1 The Council shall establish Faculties for the better achievement of the objects of the College.

12.2 Faculties shall be established or managed in the manner stipulated in the Regulations.

13. NATIONAL GROUPS OF INTEREST

13.1 The Council shall establish national groups of interest for the better achievement of the objectives of the College.

13.2 The groups of interest shall be established and managed in the manner stipulated in the Regulations including the name they will be known by.

14. MEETINGS OF MEMBERS

14.1 Annual General Meeting

- (a) The Annual General Meeting shall be held during the six (6) months following 31st March in each year at such time and place as may be determined by the Council, in default of which the time and place shall be fixed by the Executive Committee.

Members and Fellows of the College attending the Annual General Meeting shall register and shall have one vote each.

The President shall act as Presiding Officer, failing whom the Deputy President shall act and the Presiding Officer shall have a casting vote if the voting is equal.

The proceedings of the Annual General Meeting shall be conducted pursuant to the Rules and Regulations. Thirty (30) days' notice of Annual General Meetings will be given in writing to all Members, Fellows and Associates. Any remits for discussion at the Annual General Meeting must be received by the Deputy President via the College office forty-five (45) days before the AGM to be included in the Agenda. Any remits submitted later than this date may be held over to the following year for discussion at the AGM.

- (b) The order of business for the Annual General Meeting, unless otherwise ordered by the Council, shall be as follows:
 - (i) Minutes of the last Annual Meeting and of any intervening Special General Meetings;
 - (ii) Annual reports of the Council, standing committees and special committees and of representatives on outside bodies;
 - (iii) Annual report of the Executive Committee allocated to the finance portfolio including financial statements, and confirmation of appointment of auditor;
 - (iv) Resolutions and referenda;
 - (v) Annual address of the retiring President;
 - (vi) Announcement and installation of the President and Deputy President, when applicable;
 - (vii) Other business; and
 - (viii) Close of meeting.

14.2 Special General Meetings

- (a) Special General Meetings of the College shall be called by the President at the request of the Council or on receipt of a request signed by forty (40) members with voting rights.
- (b) Notice in writing of such meeting shall be given to all Members, Fellows and Associates at least thirty (30) days prior to the meeting which notice shall state the business of the meeting. No other business may be discussed.

14.3 Quorum

- (a) At any Annual or Special General Meeting twenty (20) voting members of the College present shall constitute a quorum.
- (b) If within half an hour from the time appointed for the meeting a quorum is not presented, the meeting shall be dissolved if convened upon the requisition of members. In any other case it shall stand adjourned to such other date, time and place as the Council may determine.

If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the voting members present (being not less than ten (10)) shall be a quorum; and if less than ten (10) voting members are present, the meeting shall be dissolved.

14.4 Proxy voting

If members absent from a meeting desire to make their views known at that meeting then they should appoint a suitable proxy for this purpose.

15. REFERENDA

The Council by majority vote may refer and submit to voting members of the College for decision by referendum any defined question affecting the policy of the College which, in the opinion of the Council, are of immediate practical consequence to the members of the College and the public. A definitive result is defined as a two thirds majority of respondents either in favour of or against the question put in the referendum. Such responses are to be received by the date stipulated in the Referendum. The result of the referendum shall govern the acts of the College.

16. ACCOUNTS

16.1 The Chief Executive Officer shall prepare, or cause to be prepared, the Financial Statements and such other Financial Statements and accounts as may from time to time be required by the Council and/or the Executive Committee and shall lay such financial statements before the Council and the Executive Committee as the case may be.

16.2 The Chief Executive Officer shall cause to be kept proper accounts with respect to:

- (a) All sums of money received and expended by the College and the matters in respect of which the receipts and expenditures take place.
- (b) The assets and liabilities of the College.
- (c) All sales and purchases by the College.

Proper accounts shall be deemed to be kept only if there are such accounts as are necessary to give a true picture of the state of the College's affairs, to explain its transactions.

16.3 The Chief Executive Officer shall provide to the Council, annual accounts duly audited and signed by the auditors designated by the Council.

16.4 Any member may ask to inspect the accounts. Inspection shall occur at the College Office at a reasonable time mutually agreed with the Chief Executive Officer.

16.5 Copies of all Financial Statements of all the financial accounts which are to be laid before the College in General Meeting, together with a copy of the Auditor's report (if any) shall be made available to every voting member not less than seven (7) working days before the date of the relevant general meeting.

16.6 Cheques and Promissory Notes

All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for monies paid to the College, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

17. AUDIT

- 17.1** An auditor, who shall be a member of the Institute of Chartered Accountants of New Zealand, shall be appointed at the Annual General Meeting for the purposes set out in paragraph 17.2 of this clause and shall hold office until he or she resigns or is replaced at an Annual General Meeting of the College.
- 17.2** The Auditor shall audit the Financial Statements and all other financial records of the College prior to each year's Annual General Meeting.

18. COMMON SEAL

- 18.1** The Council shall obtain a common seal for the use of the College and shall provide for its safe custody.
- 18.2** The common seal shall not be used except by resolution of the Council, or with the authority of the President in accordance with Council policy.
- 18.3** Every instrument to which the common seal is affixed shall be signed by at least two (2) members of the Council.

19. REGISTERED OFFICE

The Head Office of the College shall be situated at Wellington.

20. LIABILITY OF MEMBERS

- 20.1** No member shall be liable to any other member nor to the College in respect of any matter or thing done or omitted to be done pursuant to the Rules or to the Regulations notwithstanding any irregularity or informality in the observance of these Rules or Regulations (except in respect of any loss or expense arising from the wilful default of such member).
- 20.2** No member shall be personally liable under any contract or other obligation made or incurred by the College.
- 20.3** The provisions of Clause 20.1 and 20.2 shall not prevent the College from taking any action the College would otherwise be entitled to take under any contract with a member whether such contract is a contract of employment, a contract for services, or any contract whatsoever.

21. REGULATIONS

- 21.1** The Council may make Regulations not repugnant to these Rules.
- 21.2** The Council may amend, repeal, replace, add to or otherwise change the Regulations.
- 21.3** Prior to Council effecting Clauses 21.1 and 21.2 above, the Council shall consult with the Faculty Boards.

22. AMENDMENTS TO RULES

No part of the Rules may be amended, repealed, replaced, added to, or otherwise changed except as follows:

- (a) Either the Council by resolution or any forty (40) or more voting members may in writing propose any such change by submitting the same to the Deputy President at least sixty (60) days prior to the Annual or Special General Meeting at which the same is to be considered.
- (b) Notice of such proposal shall be given to members at least thirty (30) days before the said meeting.
- (c) An affirmative vote of at least two-thirds of the voting members present at the meeting shall be required for the adoption of any such proposal.

23. WINDING UP

Dissolution of the College

The College shall be dissolved upon a referendum, stating such, being passed by a two-thirds majority of voting members. Any assets remaining after due settlement of the affairs of the College shall be paid to a charitable body nominated by the Council.