



# New Zealand Hospital Pharmacists' Association Incorporated

Te Kāhui Whakarite Rongoā Hōhipera o Aotearoa

## Constitution and Rules

Adopted by the NZHPA in replacement of all previous rules by resolution on 6<sup>th</sup> September 2014

### 1. NAME

The Association shall be called the 'New Zealand Hospital Pharmacists' Association Incorporated' (**NZHPA; the Association**). The supplementary Māori title shall be 'Te Kāhui Whakarite Rongoā Hōhipera o Aotearoa'.

The Association was formed on 26 July 1952 and incorporated as an Incorporated Society on 14 August 1952 as the New Zealand Hospital Pharmacists' Association Incorporated. In October 1998 the name of the Association was changed to the New Zealand HealthCare Pharmacists' Association Incorporated. The Association's name was changed back to the New Zealand Hospital Pharmacists' Association Incorporated in March 2009.

### 2. REGISTERED OFFICE

The Registered Office of the Association shall be at such place as the Executive determines.

### 3. OBJECTS

The objects of the Association shall be:

- 3.1 To increase the standing, influence and profile of hospital and clinical pharmacy.
- 3.2 To improve the quality of patient care by encouraging the rational and effective use of medicines.
- 3.3 To promote the role of the pharmacist within a multi-disciplinary approach to medicine therapy irrespective of setting.
- 3.4 To establish and promulgate standards and guidelines in all relevant areas of pharmacy practice.
- 3.5 To promote the development of the pharmacy technician role and its contribution to patient care.
- 3.6 To promote and provide continuing education and interaction between members through conferences, seminars and special interest groups.
- 3.7 To foster a strong and positive corporate unity within the membership.
- 3.8 To generate the resources to maintain and expand the activities of the Association.
- 3.9 To administer educational grants and awards to members.
- 3.10 To promote research into the practice and administration of pharmacy.
- 3.11 To promote the career opportunities for members.
- 3.12 To encourage contact and co-operation with other relevant organisations.

#### **4 MEMBERSHIP**

Subject to clause 6, membership shall be open to:

- 4.1 Any Pharmacist and Hospital (District Health Board or private hospital) Pharmacy Technician who espouses the objectives of the Association.
- 4.2 A person admitted as an Associate Member in accordance with Clause 5.3.
- 4.3 An organisation admitted as a Corporate Member in accordance with Clause 5.4.
- 4.4 A person elected an Honorary Member in accordance with Clause 5.5.

#### **5 CLASSES OF MEMBERSHIP**

The Association shall consist of the following classes of members:

##### **5.1 Ordinary Member**

Being a member as defined in Clauses 4.1 who has not been admitted as a Fellow.

##### **5.2 Fellow**

- 5.2.1 A member with 15 years experience in hospital pharmacy or clinical pharmacy practice may on application be admitted as a Fellow where in the opinion of the Executive this is merited.

Application in writing must be made to the Secretary. Copies of published work or thesis related to hospital pharmacy or clinical pharmacy practice must accompany the application.

- 5.2.2 A member may be elected a Fellow at an Annual General Meeting on the recommendation of the Executive, in recognition of distinguished service to the profession of hospital pharmacy or in clinical pharmacy practice.
- 5.2.3 A Fellow may use the designation FHPA after his or her name on documents.

##### **5.3 Associate Member**

- 5.3.1 A Pharmacist who is non-practicing or overseas, an Intern Pharmacist, non-Hospital Pharmacy Technician, Undergraduate Pharmacy Student, Student Pharmacy Technician or a non-pharmacist who espouses the objectives of the Association may be admitted as an Associate Member at the discretion of the Executive.
- 5.3.2 An Associate Member shall be liable for an annual subscription and have the right to attend and speak at any General Meeting of the Association, but shall not be entitled to vote or hold office.

##### **5.4 Corporate Member**

- 5.4.1 An organisation, which has an association with, or an interest in hospital pharmacy or clinical pharmacy practice, may be admitted as a Corporate Member at the discretion of the Executive.
- 5.4.2 A Corporate Member shall be liable for an annual subscription and shall have the right to have a representative attend and speak at any General Meeting of the Association, but a representative of a Corporate Member shall not be entitled to vote or hold office.

## **5.5 Honorary Member**

- 5.5.1 An Honorary Member may be elected by the Executive from among individuals other than pharmacists who, by their work in the health service, the teaching of prospective clinical pharmacists, or otherwise by having contributed to the advancement of hospital pharmacy or clinical pharmacy practice, merit such election.
- 5.5.2 An Honorary Member shall have the right to attend and to speak at any General Meeting of the Association but shall not be entitled to vote or hold office. An Honorary Member shall not be liable for annual subscriptions nor have any interest in the funds of the Association whether on winding up or otherwise.

## **5.6 Life Member**

- 5.6.1 A member who has ceased active pharmacy practice and who in the opinion of the Executive has deemed to have given exceptional service to the Association shall be granted life membership.
- 5.6.2 A Life Member shall have all the rights of an Ordinary member, but shall not be liable for annual subscriptions.

## **5.7 Retired Member**

- 5.7.1 A member who has reached the age of 65 shall on application be eligible to retain their membership status as a Retired Member.
- 5.7.2 A Retired Member shall have all the rights of an Associate Member and shall be liable for a payment of 25% of the Ordinary Member annual subscription.

## **6 APPLICATION FOR MEMBERSHIP**

- 6.1 Those eligible and desiring to become members of the Association shall complete and submit to the Administrator an application on a form to be made available by the Administrator.
- 6.2 The Administrator shall bring before the next convenient meeting of the Executive all applications for membership received since the previous meeting. The Executive shall decide whether or not an applicant shall be accepted as a member and shall not be required to assign any reason for its decision, other than to the applicant should this be requested.

## **7 SUBSCRIPTIONS**

- 7.1 The annual subscription payable by members shall be fixed at an Annual General Meeting on the recommendation of the Executive, and shall remain current until altered at a subsequent Annual General Meeting.
- 7.2 The Association's financial year shall commence on 1 June.
- 7.3 Persons applying for membership between 1 June and 30 November in a given financial year are liable for payment of the full annual subscription.
- 7.4 Persons applying for membership between 1 December and 31 May in a given financial year are liable for payment of 50% of the full annual subscription.
- 7.5 A rejoining fee payable by persons whose membership has lapsed shall be fixed at an Annual General Meeting on the recommendation of the Executive and shall remain current until altered at a subsequent Annual General Meeting.

## **8 TERMINATION OF MEMBERSHIP**

A member of the Association shall cease to be a member:

- 8.1 If the member gives written notification of resignation to the Administrator; or
- 8.2 If the member ceases to hold the qualification by virtue of which membership was secured; or
- 8.3 If the member is in arrears with payment of the annual subscription at 30 September of the year payment is due; or
- 8.4 If, in the opinion of the Executive, the conduct or business of a member is not in the best interests of the Association, hospital pharmacy, or of the profession of pharmacy. The Executive in its deliberations shall give the member, or the member's representative, the opportunity of being heard.
- 8.5 If membership ceases because of request by a member or because of non-payment of subscription, the Executive shall have power to reinstate on payment of a rejoining fee and annual subscription.

## **9 ANNUAL GENERAL MEETING**

- 9.1 A General Meeting of members, to be called the Annual General Meeting of the Association, shall be held once each year in the month of September or such other month as the Executive may decide.
- 9.2 At each Annual General Meeting the Executive shall present a report of the Association's activities during the previous year, together with an audited statement of the Association's financial accounts of the previous year.
- 9.3 Members may submit remits, reports, or other proposals for discussion at the Annual General Meeting. Such remits, reports or other proposals must be sent in writing to reach the Administrator not later than thirty days prior to the date of the Annual General Meeting.
- 9.4 Notice in writing of the date, time and place of the Annual General Meeting, together with the agenda and a copy of the annual report and financial statement, shall be sent to every member not less than fourteen days prior to the date fixed by the Executive for the meeting.

## **10 SPECIAL GENERAL MEETING**

- 10.1 A Special General Meeting of the Association may be called:
  - 10.1.1 By virtue of a resolution of the Executive; or
  - 10.1.2 By virtue of a resolution at a General Meeting of members.
  - 10.1.3 Upon a requisition being received by the Administrator signed by twenty-five voting members specifying the business to be considered by the meeting.
- 10.2 Any such Special General Meeting shall be held at a time and place to be fixed by the Executive, being not later than 30 days after the passing of such resolution or the receipt of such requisition. At its discretion, the Executive may restrict the meeting to a specified class of member.
- 10.3 Notice in writing of any Special General Meeting shall be sent to every member not less than fourteen days prior to the meeting specifying the date, time, place and business to be considered at such special meeting. No business shall be transacted at a Special General Meeting other than that specified in the notice.

## **11 PROCEDURE AT GENERAL MEETINGS**

- 11.1 At any General Meeting twenty-five voting members of the Association shall constitute a quorum.
- 11.2 At all General Meetings the President in office at the commencement of the meeting shall take the chair. In the President's absence, another Executive member shall be elected Chairman.
- 11.3 Every question submitted to a meeting shall be decided in the first instance by voice or show of hands. Every member eligible to vote and present in person shall have one vote.
- 11.4 At any meeting a declaration by the Chairman that a resolution or motion has been decided by voice or a show of hands shall be accepted and recorded in the Minutes without proof of the number of votes, unless a poll is demanded by at least three members.
- 11.5 Every question submitted to a meeting shall be determined by a majority of votes. If the voters are equal, the Chairman shall have a casting vote in addition to the Chairman's vote as a member of the Association.
- 11.6 If any matter should arise which, in the opinion of the Executive, or by resolution carried at a General Meeting, should be referred to all members for a decision, then the Executive shall conduct a postal or electronic vote. In such a case all members eligible to vote shall have sent to them a voting paper setting out clearly the matter upon which a decision is required, the method upon which a vote is to be recorded, and the date and time by which votes must be received by the Administrator or other person appointed by the Executive to receive voting papers.
- 11.7 Any meeting duly constituted may adjourn for a period not exceeding twenty eight days, but no business shall be transacted at the adjourned meeting other than that contained in the notice convening the original meeting.

## **12 EXECUTIVE**

- 12.1 The affairs of the Association shall be administered by an Executive consisting of six members (four of whom must be registered pharmacists) elected at an Annual General Meeting who shall hold office for three years. After this period they shall be eligible for re-election, but only for two additional terms after which there must be a break of two years before being eligible for election again (a total of 3 x 3 year terms).
- 12.1.2 The Executive will carry out the duties as determined by the Executive and published from time to time in the Executive position profiles.
- 12.2 The President elected by the Executive at a meeting held within 48 hours following the conclusion of the Association's Annual General Meeting who shall hold office for one year and be eligible for re-election for two successive terms (a total of 3 x 1 year terms).
- 12.2.1 The President may be paid such honorarium as the Executive determines.
- 12.3 The Immediate Past President who shall on retirement from the office of President, if not eligible to remain on the Executive (i.e. their three year term of office has concluded) or re-elected to the Executive, remain a member of the Executive ex officio until the next Annual General meeting and shall then retire. After a break of two years, shall be eligible for re-election to the Executive.

- 12.4 The Vice-President who shall be appointed by the Executive from among members of the Executive.
- 12.5 The Treasurer who shall be appointed by the Executive from among members of the Executive.
- 12.5.1 The Treasurer may be paid such honorarium as the Executive determines.
- 12.6 The Secretary who shall be appointed by the Executive from among members of the Executive.
- 12.6.1 The Secretary may be paid such honorarium as the Executive determines.
- 12.7 The Executive will be paid a nominal meeting fee for attendance at Executive meetings. Such fees will be set by the Executive at the first Executive meeting following the Association's Annual General Meeting.
- 12.8 Election of the Executive
  - 12.8.1 An election shall be conducted by postal or electronic ballot of all members eligible to vote to fill the vacancies created by members completing a term of office.
  - 12.8.2 Nomination of candidates for the Executive shall be submitted to the Administrator on a form designed for the purpose.
  - 12.8.3 Nominations will contain the following details:
    - a) The full name and address of the nominee;
    - b) The person's written consent to be so nominated; and
    - c) The names and addresses of the member(s) proposing his or her nomination.
    - d) A resume of the nominee's biographical details and reasons for being elected, in a form suitable for circulation to Members, in not more than 500 words.
  - 12.8.4 Nominations shall close on a day to be fixed by the Executive.
  - 12.8.5 The Administrator shall, not less than four weeks before the date fixed for the closing of nominations, advertise to all members the date for the closing of nominations, the last date fixed for receiving voting papers should a poll be required and the place where the nominations and voting papers shall be received.
  - 12.8.6 If nominations exceed the number of vacant positions, the Administrator shall make available to each qualified elector a ballot paper and the biographical summary of each candidate.
  - 12.8.7 The elector after completing the papers shall return them so as to reach the Administrator no later than the date specified on the ballot paper.
- 12.9 The terms of office of the six Executive members shall commence such that two are elected each year.
- 12.10 Newly elected Executive members shall take office immediately after the Annual General Meeting at which their election is announced.
- 12.11 The new Executive will meet within 48 hours following the conclusion of the Association's Annual General Meeting to appoint its officer bearers.
- 12.12 The Executive shall have the power to appoint a member to fill any casual vacancy on the Executive until the expiration of the term of the member who caused the vacancy. The member so appointed shall be eligible for re-election at the end of that term.

### **13 INDEMNITY**

- 13.1 Every Executive member shall be indemnified by the New Zealand Hospital Pharmacists' Association from all losses and expenses incurred by them in connection with the discharge of their duties, except in the case of their wilful default or negligence.

### **14 DISBURSEMENTS**

- 14.1 Executive members and Special Interest Group office bearers shall be reimbursed for out-of-pocket expenses or actual expenses incurred in carrying out the Association's business.

### **15. MANAGEMENT OF BUSINESS**

- 15.1 Meetings of the Executive shall be held at such times as the President or Executive may direct, or upon receipt by the Administrator of a requisition signed by not less than three members of the Executive requiring a convening of a meeting.
- 15.2 Any four members of the Executive shall form a quorum.
- 15.3 Every question at Executive meetings shall be determined by a majority vote. If the votes are equal the President, or Chairman, shall have a casting vote in addition to the Chairman's vote as a member of the Executive.
- 15.4 The Executive shall control and manage the affairs and work of the Association and its properties and funds and all activities carried on by or on account of the Association.
- 15.5 The Executive shall have the power to enter into and make contracts by or on behalf of the Association for any of the objects for which it is formed.
- 15.6 The Executive may engage, remove, or discharge all employees or contractors required to conduct the Association's affairs and may determine their duties and fix their salaries, and other remuneration.

### **16 SPECIAL COMMITTEES AND INTEREST GROUPS**

- 16.1 The Executive may establish special committees or groups to investigate or operate matters in which the Association is concerned or interested. Any Special Committee may include persons who are not members of the Association.
- 16.2 Every Special Committee or Group shall, subject to the control of the Executive, be responsible for the general administration of matters in respect of which it was established.

### **17 FUNDS OF THE ASSOCIATION**

- 17.1 The Executive shall have power to open and operate bank accounts in the name of the Association and to invest funds with financial institutions as it sees fit.
- 17.2 Trustees shall be appointed by the Executive and shall include the Treasurer, Secretary and President.
- 17.3 Payment of accounts shall be by cheque signed by two Trustees or by electronic transfer of funds through a system approved by the Executive.

17.4 The Executive may authorise the operation of sub-accounts by other trustees appointed by the Executive for specific purposes. Such accounts are to be kept to the satisfaction of the Treasurer to whom regular financial statements shall be made.

17.5 No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

Any payment for goods or services provided by members to the Association shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

## **18 AUDITOR**

18.1 An Auditor shall be appointed by the Executive. The Auditor's report shall be submitted with the annual accounts.

## **19 COMMON SEAL**

19.1 The Association shall have a seal bearing the registered name of the Association and the words 'Common Seal'. The seal shall only be used in pursuance of a resolution by the Executive and shall be attested to by the signatures of any two members of the Executive.

19.2 The seal shall remain in the custody of the Association's administrator.

## **20 WINDING UP**

20.1 If upon the 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 of the Association but shall be given or transferred to some other organisation or body having objects similar to the objects of the Association, or to some other charitable organisation or purpose, within New Zealand, as determined at a Special General Meeting called for this purpose.

## **21 ALTERATION OF CONSTITUTION AND RULES**

21.1 The Constitution and Rules of the Association may be altered, added to, or rescinded:

21.1.1 At any General Meeting of which at least fourteen days notice has been given to Members, provided that such notice shall contain a copy of, or state briefly the substance of the motion proposed; or

21.1.2 By postal **or electronic** ballot of all members entitled to vote, where in the opinion of the Executive, or of the majority of members present at a General Meeting, the interests of the Association would be best served by a postal or electronic ballot.

21.2 The Association shall register any alteration or addition to the Constitution and Rules as required by any statutory provision for the time being in force.

- 21.3 Notwithstanding clause 20.1, no addition to or alteration of the non-profit aims, payments to members clause 17.5 or the Winding Up clause 19.1 shall be approved without the approval of Inland Revenue.

## **22 INTERPRETATION**

- 22.1 If any matter arises which is not provided for in this Constitution, or if there is disagreement in the interpretation of any Rule, then the matter shall be determined by the Executive.

## **23 DEFINITIONS**

- 23.1 The 'Association' means the New Zealand Hospital Pharmacists' Association Incorporated (NZHPA), Te Kāhui Whakarite Rongoā Hōhipera o Aotearoa.
- 23.2 The 'Executive' means the Executive of the New Zealand Hospital Pharmacists' Association Incorporated.
- 23.3 'Pharmacist' means a person registered as such under the Health Practitioners Competence Assurance Act 2003.
- 23.4 'Intern Pharmacist' means a pharmacy graduate serving a period of practical training and registered as such under the Health Practitioners Competence Assurance Act 2003.
- 23.5 'Pharmacy Technician' is a pharmacy technician or dispensary technician defined as such by the Medicines Regulations 1984.
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