

# NZAO RULES

2020

Updated Rules signed by:

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## RULES OF NEW ZEALAND ASSOCIATION OF OPTOMETRISTS INC

### **RULE 1 - NAME**

The name of the Society shall be "NEW ZEALAND ASSOCIATION OF OPTOMETRISTS INCORPORATED", hereinafter referred to as "the Association".

### **RULE 2 - OBJECTS**

The objects of the Association shall be:

- (a) To represent the collective views of members and to promote the role of optometry in the provision of the highest standard of primary vision care.
- (b) To promote the highest standard of optometric education through the provision of undergraduate and graduate scholarships, continuing education and vision research.
- (c) To support the international community through participation in international and regional optometric organisations and the voluntary provision of optometric services in developing countries.

### **RULE 3 - MEMBERSHIP**

The Association shall consist of six classes of members, viz:

- (a) Ordinary Members;
- (b) Retired Members;
- (c) Life Members;
- (d) Honorary Members;
- (e) Student Members;
- (f) Associate Members.

### **RULE 4 - ORDINARY MEMBERSHIP**

- (a) **Eligibility**  
Every person complying with the following conditions shall be eligible for Ordinary Membership:
  - (i) That the applicant is registered as an optometrist under

the Health Practitioners Competence Assurance Act 2003 and holds a current Annual Practising Certificate.

- (ii) That the applicant's character and professional reputation are to the satisfaction of the Council.
- (iii) That the applicant is engaged in and devotes regular hours to the practice of Optometry.
- (iv) That the applicant each year fulfils the Continuing Education requirements as specified from time to time by the Council.

(b) **Application and Election**

- (i) Application for Ordinary Membership shall be made in writing on such form as may be issued from time to time by the Council. Such form of application shall bear the signature of the applicant. Before approving any application, a nominee of the Council may interview the applicant.
- (ii) All applications shall be made to the Council, whose decisions by a majority vote shall determine election.
- (iii) A rejected applicant may lodge an appeal against the rejection. Such appeal shall be submitted by the Council to the next Annual General Meeting, and a majority vote thereat shall decide the issue.

## **RULE 5 - RETIRED MEMBERSHIP**

Any Ordinary Member of the Association who by reason of retirement from the practice of optometry ceases to be eligible for the Ordinary Membership shall, upon giving to the Executive Officer written notice of the desire to be transferred to retired membership, become a Retired Member accordingly. The Executive Officer shall inform the Branch in whose area the retired member resides of the changes in status.

## **RULE 6 - LIFE MEMBERSHIP**

(a) **Eligibility**

Any member who has conferred some extraordinary service to the Association may be elected a Life Member.

(b) **Nomination and Election**

Nomination for Life Membership shall be by the Council to a General Meeting, and election shall be by a two-thirds majority of those present and voting.

## **RULE 7 - HONORARY MEMBERSHIP**

(a) **Eligibility**

The Association may admit as an Honorary Member any person whom the Association may desire to honour in this manner.

(b) **Nomination and Election**

(i) Nomination for Honorary Membership shall be by the Council to an Annual General Meeting, and election shall be by a majority vote at the meeting.

(ii) Honorary Membership shall automatically terminate at the conclusion of the next Annual General Meeting. However the Council, in its discretion, may by resolution from year to year continue such Honorary Membership for the ensuing year.

## **RULE 8 - STUDENT MEMBERSHIP**

(a) **Eligibility**

The Association may admit as a Student Member any person who is studying in the B. Optom. programme at the University of Auckland or an equivalent programme at any other institution approved by Council.

(b) **Election**

Election for Student Membership shall be by majority vote of the Council.

## **RULE 9 - ASSOCIATE MEMBERS**

(a) **Eligibility**

The Association may admit as an Associate Member any person who, although not being a registered optometrist or a final year student, is closely associated with research, teaching or clinical practice in the field of optometry or a closely related discipline.

(b) **Nomination and Election**

(i) Nomination for Associate Membership shall be by two members of the Association to the Council, and election shall be by a majority vote of the Council.

(ii) Associate Membership shall automatically terminate at the conclusion of the next Annual General Meeting; however, the member may be re-nominated and re-elected.

## **RULE 10 - TERMINATION OF MEMBERSHIP**

Membership in any class may be suspended or terminated in the manner and upon the conditions following:

(a) **Resignation**

Resignation from membership shall be by written notice to the Executive Officer and subject to the provisions of Rule 10(d) shall take effect from the date of its acceptance by the Council.

(b) **Suspension and Expulsion**

(i) *Misconduct*: A member may be suspended or expelled from membership of the Association if guilty of professional misconduct in accordance with Rule 21.

(ii) *Arrears of Subscription*: The Council may in its sole and absolute discretion suspend the membership of any member who is one year or more in arrears in the payment of the annual subscription or of any other moneys due or payable to the Association. Notice of such suspension shall be given to the member concerned by courier delivery. Should such member pay all outstanding moneys within such period or periods of the date of the suspension as the Council may determine, the membership may in the sole and absolute discretion of the Council be reinstated. Should such member fail to pay all such outstanding moneys within the said period or periods, or in the event of the arrears having been paid, should the Council nonetheless determine not to reinstate the membership of such member, then the Council may in its sole and absolute discretion expel such member. The Executive Officer shall advise the Branch in whose area the member resides of the action of the Council.

(iii) *Eligibility to Practise*: The membership of any Ordinary, Retired or Life Member may be suspended or terminated as the Council sees fit upon such member ceasing to hold a practising certificate under the Health Practitioners Competence Assurance Act 2003.

(iv) *Failure to Comply with Continuing Education Requirement*: The Council may in its sole and absolute discretion suspend the membership of any member who has failed, in any year, to fulfil the Continuing Education requirements referred to in Rule 4(a)(iv) hereof. Notice of such suspension shall be given to the member concerned by courier delivery. Should the member subsequently remedy the default by making up and completing the outstanding Continuing Education requirements, or comply with such special requirements as the Council in its sole and absolute discretion may impose, within such time period as allowed by the Council, the membership may in the sole and absolute discretion of the Council be reinstated. Should the member fail to remedy the default or fail to comply with the Council's special requirements within such time

period as allowed by the Council, the Council may, in its sole and absolute discretion expel such member. The Executive Officer shall advise the Branch in whose area the member resides of the action of the Council.

(c) **Re-admittance**

Any persons who may have been expelled from membership pursuant to Clause (b) of this Rule may apply to the Council for re-admittance to membership of the Association after a period of twelve calendar months from the date of such expulsion. The Executive Officer shall advise the Branch in whose area the member resides of the action of the Council.

(d) **Effect of Resignation, Suspension and Expulsion**

Any member resigning from the Association or for any other reason ceasing to be a member thereof and any member whose membership is suspended, during the period of suspension shall forfeit all rights and privileges of membership.

## **RULE 11 - RIGHTS OF MEMBERS**

- (a) All Ordinary Members and Life Members shall have equal rights of attending meetings, speaking, voting and holding office in the Association.
- (b) Retired Members shall have the right to attend and speak at meetings but shall not have the right to vote or hold office.
- (c) The Council may, in its discretion, call meetings of Ordinary and Life Members only.
- (d) Honorary Members shall have the right to attend and speak at meetings but shall not have the right to vote or hold office.
- (e) Student Members shall have the right to attend and speak at any social or educational activity and business meetings of the Association or of any local Branch but shall not have the right to vote or hold office. The Student Member who is the nominee of The New Zealand Optometrical Students' Association shall have the right to vote but not to hold office. Student Members may receive communications of the Association at the discretion of Council.
- (f) Associate Members shall have, at the discretion of the Council, the right to receive any communication of the Association and to attend any social or educational activities and business meetings of the Association or of any Branch, but shall not have the right to vote or hold office.
- (g) Any Ordinary Member, Retired Member or Life Member may inspect the books, minutes, accounts and other official records of the Association, provided such inspection is made in the presence of at least one member of the Council

together with the Executive Officer at a time and place determined by the Council.

- (h) The Association may at any time issue a certificate of membership under its seal to any financial Ordinary Member, Retired Member or Life Member applying for the same. Such certificates shall be issued subject to conditions prescribed from time to time by the Council, but shall at all times remain the property of the Association and shall be returned to the Council upon request.
- (i) Any member whose subscription is twelve months or more in arrears shall not be eligible for office, nor hold office, be permitted to nominate members for membership, or be permitted to attend Branch or Association meetings, or to vote, until such time as the arrears are fully paid.

## **RULE 12 - FEES**

- (a) All persons applying for Ordinary Membership of the Association shall, on application, pay an entrance fee of such amount as shall from time to time be fixed by the Association in Annual General Meeting.
- (b) All Ordinary, Retired and Student Members shall pay an annual subscription of such amount or amounts as shall from time to time be fixed by the NZAO Council in advance of each financial year at the preceding annual general meeting.
- (c) The Association in Annual General Meeting may fix a different rate of subscription payable for the first year of membership by Ordinary Members who have completed their qualifying examination less than twelve months before the date of their application for membership.
- (d) The Association in Annual General Meeting may fix a lesser subscription to be payable by Ordinary Members who hold a full time salaried position with a Government funded Hospital environment, Government Department, teaching institution or other regular approved employer, and who do not derive any other income from the practice of optometry.
- (e) Any Ordinary Member who, within the sixty days following the conclusion of an Annual General Meeting, writes to the Executive Officer stating that it is their intention in the current financial year to practice optometry for an average of not more than twenty hours per week, may apply for a reduction to the annual subscription payable pursuant to Rule 12(b) hereof. The Council may, in its discretion, determine such reduced subscription as it thinks fit in the circumstances, but subject to any directions or recommendations of the Annual General Meeting of the Association.

### **RULE 13 - OVERSEAS LEAVE OF ABSENCE**

- (a) The Executive Officer may, on the application of any member, grant leave of absence during any period in which the member is temporarily out of New Zealand.
- (b) In each case where such leave is granted it shall be deemed to commence on the day the member leaves New Zealand and to terminate on the day the member returns to New Zealand.
- (c) During any period of leave of absence the member, while remaining a member of the Association, shall be required to pay such annual subscription as the Council may decide.
- (d) During any period of leave of absence the member shall retain all the privileges of membership and shall remain subject to all the duties and responsibilities of membership.

### **RULE 14 - FINANCIAL YEAR**

The Financial Year of the Association shall commence on the first day of July and the accounts of the Association shall be closed on the thirtieth day of June in each year.

### **RULE 15 - GENERAL MEETINGS**

- (a) **Annual General Meeting**  
The Annual General Meeting of the Association shall be held during the months of September and October upon such date or dates as may be decided by the Council and at a place appointed by the previous Annual General Meeting. Members shall be given at least eight weeks' notice by circular of such meeting. Notwithstanding the foregoing the Council may at any time alter the date and place of the meeting should it consider this course necessary.
- (b) **Special General Meeting**  
A Special General Meeting may be called by the Council if it considers circumstances so require, or shall be called on the requisition of not less than twenty per cent (20%) of the Ordinary and Life members, who shall state in such requisition the object of the meeting. As soon as practicable after receiving such requisition the Council shall give members at least twenty eight days' notice by circular of the time and place and reason for such Special General Meeting.
- (c) **The Chair**  
At a General Meeting the chair shall be taken by the President, or, in the absence of the President, the Vice President, or in the absence of both, a person to chair the meeting shall be appointed by those present.



- (d) **Quorum**  
Fifty Ordinary and Life Members shall constitute a quorum at a General Meeting.

## **RULE 16 - VOTING**

- (a) Except where otherwise provided, voting at all General Meetings shall be by show of hands, but on a demand of one fifth of those members present and eligible to vote, including any valid proxies held by members, a ballot shall be conducted.
- (b) The person chairing any General Meeting may exercise a casting vote in addition to a vote as an Ordinary or Life Member.
- (c) **Proxy**
  - (i) Ordinary and Life Members if not personally present at any General Meeting shall have the right to vote by proxy on any motion and amendments upon which Council in its sole discretion may confer the right. Such motion shall be circulated to all members at least twenty eight days prior to the meeting at which it is to be considered.
  - (ii) Proxies shall be Ordinary or Life Members of the Association and the instruments appointing the same shall be in writing under the hand of the appointer whose signature shall be attested by a witness. The instrument may be endorsed to instruct the proxy as to how the vote is to be cast.
  - (iii) The instrument appointing a proxy shall be deposited at the Registered Office of the Association not less than seventy two hours before the time fixed for holding the meeting at which the vote is to be exercised.
- (d) The Council may in its sole discretion take a postal ballot of all Ordinary and Life Members on any question that it considers of sufficient importance.

## **RULE 17 - ELECTION OF COUNCILLORS AND OFFICERS**

- (a) **Office Bearers**  
Subject in all respects to Clause 17(b) the Council shall consist of seven Councillors elected in accordance with the provisions of Rules 17 and 18 hereof.
- (b) **Term of Office and Rotation of Elected Councillors**
  - (i) Councillors elected in 1997 shall hold office until a further special ballot to be held before 30 April 1998 to be called in accordance with these Rules.
  - (ii) At this ballot the elected Councillors shall each retire but shall be eligible for re-election.

- (iii) The ballot shall be for a Council composed of six (6) members to be elected from the eligible membership at large.
- (iv) The retiring President shall on expiration of his or her term be automatically appointed to the Council for as long as his or her successor holds office. Consequently the Council shall number seven (7). Should this result in a vacancy amongst the elected Councillors the Council shall appoint a member to the Council pursuant to Rule 20(b).
- (v) The Councillors elected in accordance with Rule 17(b)(iii) shall hold office until the Annual General Meeting of the Association to be held in 1999. Three elected Councillors will then retire. The retiring Councillors shall be decided by drawing lots but shall be eligible for re-election. The continuing Councillors shall continue to hold office until the Annual General Meeting of the Association to be held in the year 2000.

Two Councillors will retire at the Annual General Meeting of 2001 and at each Annual General Meeting thereafter. The retiring councillors will be determined by self-nomination or by ballot of those who were not elected in the previous year (the ballot to exclude the serving President). Retiring Councillors shall be eligible for re-election.

- (vi) A retiring President shall be eligible for re-election once he or she ceases to be automatically appointed to the Council.
  - (vii) Councillors shall hold office for a period of two years and shall then retire but will be eligible for re-election.
  - (viii) There shall in each year be an election to fill the vacancies existing on the Council by reason of the retirement of those Councillors whose term of office has expired.
  - (ix) Retiring Councillors shall cease to hold office at the conclusion of the Annual General Meeting at the expiration of their term.
  - (x) Newly elected Councillors shall take office at the conclusion of the Annual General Meeting following their election.
  - (xi) A member appointed to fill an extraordinary vacancy on the Council shall hold office for only the unexpired portion of the term of office.
- (c) **Officers**
- (i) A President and Vice President shall be elected from the Councillors in accordance with Rule 19(b).
  - (ii) The President and Vice President shall assume office at the conclusion of

the Annual General Meeting following their election and shall hold office until their successors assume office.

## **RULE 18 - ELECTION OF COUNCILLORS**

### **(a) Nominations**

- (i) Nominations for the office of Councillor shall be called for at least sixty (60) days prior to the Annual General Meeting and nominations shall be made in writing and signed by two members of the Association as proposer and seconder and also by the candidate as evidence of consent thereto.
- (ii) All nominations must be received by the Executive Officer at least thirty five days before the Annual General Meeting. No nomination shall be withdrawn after the date upon which nominations close.

### **(b) Insufficient Nominations**

In the event of nominations being less than the number of vacancies the Council shall have the power to nominate sufficient members to fill the numbers of vacancies. This power must be exercised not more than seven days after the date upon which nominations close.

### **(c) Excess Nominations**

- (i) In the event of nominations exceeding the number of vacancies, voting shall be by postal ballot, voting papers to be in the hands of the Executive Officer fourteen days before the Annual General Meeting.
- (ii) The following procedures shall be followed when a postal ballot is required. The Executive Officer shall immediately after nominations have closed appoint from members of the Association other than candidates, two scrutineers of whom not more than one may be a member of the Council. If, for any reason, the number of scrutineers is reduced to less than two, a member to fill such vacancy shall be forthwith appointed by the Executive Officer.
- (iii) The ballot papers shall show the names of the candidates together with the names of their respective proposers and seconders, and the date on which the ballot closes and shall give a clear explanation of the method of voting. Accompanying each ballot paper shall be a résumé of each candidate in a form to be approved by the Council.
- (iv) In any such postal ballot members shall vote for candidates up to the number of candidates required to fill the vacancies.
- (v) The President shall have a casting vote in the event of two or more candidates receiving an equal number of votes.

### **(d) Declaration of Those Elected**

The President upon being satisfied that the election has been concluded will instruct the Executive Officer to declare to the members the names of those

elected.

## **RULE 19 - THE COUNCIL**

- (a) The Councillors shall constitute the Council which shall be the governing body of the Association.
- (b) **Special Meeting**
  - (i) The Council shall in each year meet on a date between the time of declaration of those elected (Rule 18(d)) and the closure of the Annual General Meeting to consider no business other than the election of the President, Vice President and Honorary Members in accordance with Rules 7(b) and 17 (c) (i).
  - (ii) At this meeting of the Council, but at no other, in addition to current Councillors, newly elected Councillors who are about to assume office may attend and vote.
  - (iii) At this meeting of the Council, but at no other, those eligible to attend but not personally present may vote by proxy. Proxies shall be Councillors. No person may be appointed proxy for more than one Councillor. Subject to the foregoing, the provisions of Rule 16(c)(ii) and (c) (iii) shall apply.
- (c) In addition to the meetings of the Council provided for, the Council shall meet not less than three times a year at such time and place as it may from time to time determine.
- (d) The person chairing the meetings of the Council shall be the President, or, a person elected by those present.
- (e) The person chairing the meeting will have a deliberative and a casting vote.
- (f) Four members personally present shall constitute a quorum at a Council meeting provided that for the purposes of the meeting referred to in paragraph (b) of this Rule a member represented by proxy shall be deemed to be personally present.
- (g) Any Councillor being absent from two consecutive meetings without furnishing a written explanation to the satisfaction of the Council shall be deemed to have vacated the office as a Councillor.

## **RULE 20 - DUTIES AND POWERS OF THE COUNCIL**

In addition to the duties and powers imposed or conferred upon it elsewhere in these Rules:

- (a) The Council shall oversee the management and control of the affairs and finances of the Association and shall have all administrative and other powers necessary for properly carrying out the objects of the Association, but not

inconsistent with these Rules.

- (b) The Council shall have the power to fill any vacancy which may occur within its ranks.
- (c) The Council shall have power to make, alter or repeal any by-law necessary for the conduct of the Association.
- (d) The Council shall submit to the Annual General Meeting a report of the previous year's work and activity and a financial statement for that year certified by the Auditor appointed under Rule 24.
- (e) The Council may in its sole and absolute discretion extend as it thinks fit any time or period of time required by these Rules for the doing of any act or thing whether or not such time or period of time may already have been passed PROVIDED HOWEVER that the provisions of this Rule shall not extend to Rule 17 hereof without the prior sanction of a General Meeting of the Association.
- (f) The Council shall have the power to define which classes of membership may use the trademarks registered by the Association.
- (g) The Council shall have the power to pay honoraria for services provided to the Association by any member including Councillors.
- (h) A meeting of the Council may be held either:
  - (i) By a number of the Councillors who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
  - (ii) By means of telephone communication pursuant to Clause (i) of this Rule.
- (i) The contemporaneous linking together by telephone of a number of the Councillors not less than the quorum, whether or not any one or more of the Councillors is out of New Zealand, shall be deemed to constitute a meeting of the Council. The following conditions shall be met in relation to a telephone meeting:
  - (i) All the Councillors for the time being entitled to receive notice of a meeting of the Councillors shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given on the telephone;
  - (ii) If all reasonable efforts are made to contact a Councillor to give notice of a meeting, including by telephone, and the Councillor cannot be contacted notice of the meeting shall be deemed to have been given.
  - (iii) Each of the Councillors taking part in the meeting by telephone must be able to hear each of the other Councillors taking part at the commencement of the meeting;



- (iv) At the commencement of the meeting and at or about the closure of the meeting each Councillor must acknowledge his presence for the purpose of a meeting of the Councillors to all other Councillors taking part;
- (v) A Councillor may not leave the meeting by disconnecting his telephone unless he or she has previously obtained the express consent of the chairperson of the meeting. A Councillor shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless he or she has previously obtained the express consent of the chairperson to leave the meeting;
- (vi) A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting; and
- (vii) For the purposes of this Clause "telephone" shall include television or any other audio and visual device which permits instantaneous communication.

## **RULE 21 - DISCIPLINE WITHIN THE ASSOCIATION**

### **(a) Investigation Committee**

- (i) There shall be an Investigation Committee which shall consist of three members of the Association; one, who shall Chair the Committee, shall be a member of the Council and the other two shall not be members of the Council. The members of the Committee shall be appointed annually by the Council at its first meeting following the Annual General Meeting of the Association. Casual vacancies shall be filled by the Council as they occur.
- (ii) Should any complaint be received by the Association, or should it come to the notice of the Council or the Executive Officer, that any member of the Association has been guilty of professional misconduct as defined in Rule 21(e), the matter shall forthwith be referred by the Executive Officer to the Investigation Committee.
- (iii) The Investigation Committee shall with all reasonable expedition investigate the matter and having obtained such information as it considers necessary and such explanations as the member concerned may wish to offer, shall either:
  - (A) Resolve that no further action be taken
  - or
  - (B) Refer the matter to the Disciplinary Committee for hearing.

- (iv) Before taking the final action required of it by the foregoing sub-paragraph (iii) the Investigation Committee may take such steps as it thinks fit to have the matter referred to it resolved in a manner satisfactory to it.
- (v) The Investigation Committee shall report its proceedings to the Council from time to time.

(b) **Disciplinary Committee**

- (i) There shall be a Disciplinary Committee which shall consist of three members of the Association, other than members of the Council or the Investigation Committee, who shall be appointed annually by the Council at its first meeting following the Annual General Meeting of the Association. The Committee shall appoint a person to chair its meetings. Casual vacancies shall be filled by the Council as they occur.
- (ii) Where any matter is referred to the Disciplinary Committee by the Investigation Committee, the Executive Officer shall as soon as practicable give to the member concerned by courier delivery, not less than 28 days' notice of the date, time and place fixed for the hearing of the matter.
- (iii) The Investigation Committee shall cause one of its members, or another member of the Association or a solicitor or counsel instructed by it, to present to the Disciplinary Committee the information and evidence necessary for the proper consideration of the matter.
- (iv) The Disciplinary Committee shall give the member concerned every reasonable opportunity of being heard in connection with the matter and provided the member has given to the Executive Officer not less than 14 days' notice of the member's desire in that behalf, shall permit the member to be represented by a solicitor or counsel or a member of the Association.
- (v) The Disciplinary Committee may appoint a legal assessor, who may be present at the hearing, and who may at any time advise the Committee on any legal matter.
- (vi) In all other respects the Disciplinary Committee may regulate its own procedure, including the appointment of a layperson to be a member of the committee for the purposes of hearing and considering a particular matter.
- (vii) After the completion of the hearing the Disciplinary Committee shall either:
  - (A) Dismiss the case; or
  - (B) Hold the complaint proved, in which event the Committee shall

impose one or more of the following:

1. Pronounce a verdict that the complaint has been proved but impose no penalty.
2. Censure the member.
3. Order the member to pay to the Association such sum as the Committee shall fix for or on account of costs of the investigation and the hearing.
4. Order the member to pay to the Association by way of penalty such sum, not exceeding \$5,000.00 as it thinks fit.
5. Suspend the member from membership of the Association for a period not exceeding 18 months.
6. Advise the Council to institute proceedings for the expulsion of the member from the Association.
7. Advise Council to refer the matter to the Optometrists and Dispensing Opticians Board appointed under Section 114 of the Health Practitioners Competence Assurance Act 2003.
8. Order the member to pay to the complainant or complainants such sum not exceeding \$5,000.00 as the committee sees fit.

(viii) The decision of the Disciplinary Committee shall immediately be conveyed to the member by courier delivery.

(c) **Appeals**

- (i) The member may appeal to the Council against a decision of the Disciplinary Committee.
- (ii) Notice of the appeal shall be lodged with the Executive Officer of the Association not later than 28 days after the date of the posting of the decision of the Committee to the member.
- (iii) Upon receipt of an appeal against a decision of the Disciplinary Committee, the Council shall determine the time, date and place for the hearing of the appeal.
- (iv) An appeal to the Council shall be by way of rehearing but except with the leave of the Council no witnesses shall be called.
- (v) In all other respects the appeal shall be dealt with in the same manner as a hearing of the Disciplinary Committee and the provisions of subparagraphs (ii) to (iv) of paragraph (b) of this Rule shall with necessary

amendments apply accordingly.

- (vi) After hearing the appeal the Council shall either:
  - (A) Dismiss the appeal in which event the decision of the Disciplinary Committee shall stand;  
or
  - (B) Allow the appeal entirely in which event the decision of the Disciplinary Committee shall have no effect;  
or
  - (C) Allow the appeal in part by modifying the penalty imposed by the Disciplinary Committee in which event the penalty as modified shall apply.

(d) **Subsequent Action**

- (i) In the event of a penalty under sub-paragraph (B)(6) of Rule 21 (b) (vii) being imposed by the Disciplinary Committee and upheld if an appeal has been lodged, the Council shall as soon as practicable place the matter before a duly constituted General Meeting of the Association. At this meeting, the record of the evidence given at the Disciplinary Committee hearing and the reasons for decision of that Committee, if any, and the record of any appeal, shall be presented and the member shall be invited to appear and may be heard. The Association may then by a two-thirds majority vote of the members present and entitled to vote at the meeting, expel the member from the Association.
- (ii) In the event of the Disciplinary Committee advising the Council to refer any matter to the Optometrists and Dispensing Opticians Board and the decision being upheld if an appeal has been lodged, the Council shall forthwith forward to the Optometrists and Dispensing Opticians Board the evidence presented to the Disciplinary Committee and its reasons for the decision, if any, and the record of any appeal, and request the Board to take appropriate action under its statutory powers.
- (iii) Should the Association in General Meeting not expel the member or should the Optometrists and Dispensing Opticians Board not de-register the member the matter shall be referred back to the Disciplinary Committee which shall impose on the member such lesser penalty as it thinks fit.
- (iv) Any moneys ordered by the Disciplinary Committee or the Council to be paid to the Association or to the complainant or complainants in accordance with the foregoing provisions shall be a debt due by the member to the Association and recoverable at law accordingly.

(e) **Professional Misconduct**

The term "professional misconduct" shall, for the purpose of this Rule include any of the following matters:

- (i) That a member has acted in breach of these Rules or of any bylaw made under the authority of these Rules or of any Rule made under the authority of the Association by any of its affiliated Branches.
- (ii) That a member has been convicted of a crime involving dishonesty as defined by Section 2 of the Crimes Act 1961.
- (iii) That a member has been guilty of a breach of professional ethics or has otherwise been guilty of improper or infamous conduct or conduct which constitutes malpractice or negligence in connection with the practice of optometry or brings or is likely to bring discredit on the optometric profession.

**RULE 22 - HEADQUARTERS AND REGISTERED OFFICE**

- (a) The National Office and Registered Office of the Association shall be situated in a place to be determined by the Council from time to time.

**RULE 23 - THE EXECUTIVE OFFICER**

- (a) The Council shall appoint a person who shall be known as the Executive Officer, who need not be a member of the Association and who shall be subject to a contract of employment with the Council.
- (b) The Executive Officer shall implement the policy of the Council, shall receive all moneys on behalf of the Association and shall keep all books that may be deemed necessary for fully and correctly showing the receipts and expenditure, funds and effects, and all the affairs of the Association, and shall produce the same, together with a certified bank statement as and when required by the Council. The Executive Officer shall also produce for the Council an audited Balance Sheet and an audited Income and Expenditure Statement of the Association for each financial year. The Executive Officer shall also carry out in conjunction with the Council, all the necessary duties pertaining to the election of officers.
- (c) The Executive Officer shall also have charge of the Minute Book and shall ensure all the meetings, transactions and proceedings of the Association are recorded therein. The Executive Officer shall conduct the correspondence of the Association and shall ensure all other general secretarial duties are performed.

## **RULE 24 - AUDITOR**

A duly qualified person shall be appointed at each Annual General Meeting of the Association to act as an Auditor for the ensuing year. The Auditor shall receive for services such payments as may be agreed upon by the Council.

## **RULE 25 - CONTROL OF FUNDS**

All moneys received by or on behalf of the Association shall be paid into a banking account in the name of the Association. All withdrawals therefrom shall be authorised by the Council and shall bear the signatures of any two of the following, namely the Executive Officer and three Council members duly authorised by a resolution of a Council meeting.

## **RULE 26 - ADMINISTRATION OF FUNDS**

- (a) The income and property of the Association shall be applied to the objects of the Association and the funds of the Association may be expended or invested in such manner as may be approved by the Council or by a General Meeting.
- (b) The Association shall have the power to borrow any moneys for the purpose of furthering the objects of the Association upon such terms and upon such securities as may be decided by the Council or by a General Meeting.

## **RULE 27 - DISPOSITION OF FUNDS**

Should the Association be dissolved, any assets which remain after payment of its liabilities shall not revert to any members of the Association but shall be applied in accordance with a decision of the Association at a General Meeting before its dissolution either as a donation to some other Society or Societies or to a trust for the benefit of some future optometrical society.

## **RULE 28 - COMMON SEAL**

The Seal of the Association shall consist of the words "The Common Seal of New Zealand Association of Optometrists Inc.". It shall be held in the custody of the Executive Officer and shall be used only when directed by resolution of the Council or a General Meeting. Upon an appropriate resolution of the Council or General Meeting the Seal shall be affixed to any document requiring execution by the Association by the Executive Officer in the presence of any two members of the Council and such two members and the Executive Officer shall attest such affixing.

## **RULE 29 - CHANGE OF ADDRESS**

Any notice required by these Rules to be delivered to any member shall be deemed to have been so delivered if sent to the last recorded address of such member. All members shall notify the Executive Officer in writing of any change in address.

## **RULE 30 - BRANCHES**

- (a) The Association may authorise the establishment of regional Branches. Special by-laws for the regulation and management of such Branches may be adopted by the Council.
- (b) Application for the formation of Branches shall be submitted to the Council which shall define the local area in which the Branch is to operate and the body of members which shall comprise it. The Council shall propose the formation of the Branch to a General Meeting.
- (c) Each Branch shall be known as New Zealand Association of Optometrists (Inc) ..... Branch.
- (d) A Branch shall consist of members of the Association.
- (e) Each Branch may govern itself in such manner as it thinks fit subject nevertheless to the provisions of these Rules and for that purpose shall be at liberty to make, repeal and alter its own Rules. Rules and amendments made by the Branches shall be submitted for approval to the Council and shall not come into operation unless and until they are approved by the Council. The Council may at any time vary or repeal any Rules previously authorised by it pursuant to this Rule.
- (f) The Council may deregister any Branch which, in the opinion of the Council, has conducted its affairs in such manner as to warrant deregistration.
- (g) If within sixty days after notice of any decision of the Council concerning the area or the Rules or the deregistration of any Branch, the Branch affected shall give notice to the Executive Officer of the Association requiring the matter to be referred to a General Meeting of the Association, it shall be referred either to the next Annual General Meeting or to a Special General Meeting, and the decision of the Council shall not have effect unless and until it has been confirmed by such General Meeting.
- (h) A Branch may submit a remit to the Council or to a General Meeting.
- (i) All communications from a Branch to the Ministry of Health, Optometrists and Dispensing Opticians Board, or similar body shall have the prior approval of Council.



### **RULE 31 - ALTERATIONS TO RULES**

- (a) Subject to Rule 31(b) and 31(c) the Rules of the Association may be altered by rescinding or amending existing Rules or adding new Rules by two-thirds majority of members present at an Annual General Meeting or any Special General Meeting called for that purpose. At least sixty days' notice shall be given in writing to the Executive Officer who shall notify members by circular within twenty-eight days of receipt of such notice.
- (b) No alteration to the Rules shall be valid nor take effect until it has been registered by the Registrar of Incorporated Societies.
- (c) No alteration shall be made to the Rules which in any way affects the Association's status as a non-profit organisation for taxation purposes.

### **RULE 32 - CODE OF ETHICS**

- (a) The Association shall prescribe a code of ethics for members of the Association. Without limiting the application of Rule 21(e)(iii) a breaching of the Code of Ethics shall constitute a breach of professional ethics for the purposes of that Rule.
- (b) The Code of Ethics may be amended or added to by a two-thirds majority of members present at an Annual General Meeting or any Special General Meeting called for that purpose. At least sixty days' notice of proposed alterations shall be given in writing to the Executive Officer, who shall notify members by circular within 28 days of receipt of such notice.

### **RULE 33 - INTERPRETATION**

In these Rules words importing the singular number include the plural number, and words importing the plural number include the singular number, and words importing the masculine gender include females. References to the Health Practitioners Competence Assurance Act 2003 shall include references to any subsequent legislation passed in amendment or substitution thereof.

### **RULE 34 - NO DISTRIBUTION TO MEMBERS**

The Association shall not make any payment of money nor any distribution of assets or any sort of property whatsoever to any member of the Association, except to reimburse a member for reasonable expenses incurred on behalf of the Association or to pay a member's reasonable remuneration for service performed for the Association.