

RULES OF THE

PHARMACEUTICAL SOCIETY OF NEW ZEALAND INCORPORATED – JUNE 2018



PHARMACEUTICAL SOCIETY
of New Zealand Incorporated

The Rules of the Society were ratified at the fourth Annual General Meeting of the Pharmaceutical Society of New Zealand Incorporated in September 2008 and lodged with the Companies Office. These Rules replaced the former Constitution.

Further Amendments as follows:

Amendments to the Rules Ratified 14 September 2009

Three further amendments were ratified at the fifth Annual General Meeting of the Society held 14 September 2009.

- 1. Section 3 Interpretation – addition of definition of the Pharmaceutical Society of New Zealand on page 2-3*
- 2. Section 6 Membership – addition of a category of membership under section 6.1.9 and definition in Clauses 6.1.9.1 on page 4*
- 3. Section 22 Winding Up – section 22.2 has new wording to comply with Charities Commission requirement regarding winding up process appropriate for obtaining Charitable Status on page 12.*

Amendments to the Rules Ratified 16 September 2010

Two amendments were ratified at the sixth Annual General Meeting of the Society held 16 September 2010.

- 4. Section 4.2 new wording to comply with the change in the legislation to CW(1)(c) of Income Tax 2007.*
- 5. Section 16.4 change in the terms of service for Office Bearers to enable succession planning and provision of a level of continuity.*

Amendments to the Rules Ratified 10 June 2012

In addition to a general revision of the rules, the following twelve material changes were made to either clarify process or to clarify the content of the rules themselves.

- 6. Rule 3 Interpretation – Rule 3 was expanded to reflect to and align with the changes made in the sections that follow.*
- 7. Rule 4 Objects – Rule 4 was expanded with two additional objects.*
- 8. Rule 5 Branches – The rule defining branches was rewritten to better reflect current realities and strengthen the relationship between Branches and the National Organisation.*
- 9. Rule 6.3 – The Society's register to include honorary members and fellows and that a Member shall promptly notify the Chief Executive Officer in writing of any changes to address or any other particulars maintained by the Society.*
- 10. Rules 7 (Fellows of the Society) and 8 (Honorary Members) added to for clarity.*
- 11. Rule 12.4 - Voting Rights. Words "to be determined by the chairperson of a meeting in good faith. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the chairperson of the meeting will have a casting vote in the event of an equality of votes cast for and against the matter in question" have been added for clarity of process.*
- 12. Rule 12 – Rule 12.11 sets the context for a special meeting and Rule 12.13 clarifies the voting rights of members.*

13. *Rule 13.3 Elections – The rule describing the biannual elections of the National Executive was changed to allow voting for the Executive to be moved back to the month of September from July. This also aligns the annual election of Officers from within the National Executive at the November meeting as the first meeting of the new Executive following its election.*
14. *Rule 14.3 wording added for clarification of who shall chair National Executive meetings.*
15. *Rule 14.10 - Power to Co-opt. Rule 14.10 was added to allow “the National Executive to have the power to co-opt such persons as it deems fit (on such terms as determined by the National Executive) to advise the National Executive or its committees. The rule change allows for a widening of sector advice to the National Executive.*
16. *Rule 16 - Officers of the Society. Rules 16.3-16.8 were rewritten to better define the process for election of the Office Bearers of the Society, with the term of office based on performance and the election of officers annually. An indication of succession is made based on merit for the Vice President to succeed the President, yet maintaining some flexibility for any other National Executive Member to be elected as President, or for a VicePresident not wishing to serve as President to not do so.*
17. *Rule 17.3 - Powers of Chief Executive Officer. The rule 17.3.2 was further defined.*

Amendments to the Rules Ratified 29 May 2016

Two amendments were ratified at the twelfth Annual General Meeting of the Society held 29 May 2016.

18. *Rule 16.2 describing the nomination process for Office Bearers was deleted as such an internal process step is no longer required for the National Executive to elect its officers.*
19. *Membership category 6.1.9 – Life Members was added to rules 9.1, 9.2 and 13.1 to ensure Life Members are able to use the designatory letters MPS or FPS and are eligible to vote in National Executive elections.*

Amendments to the Rules Ratified 24 June 2018

Two amendments we ratified at the fourteenth Annual General Meeting of the Society held 24 June 2018.

20. *Rule 6.4.2 to be amended to reduce non-payment period for membership removal from 3 months to 6 weeks.*
21. *Rule 13.3 to be amended to close the gap between the election of National Executive members and the annual appointment of officers at their November meeting.*

1 Name

- 1.1 The name of the society shall be the “Pharmaceutical Society of New Zealand Incorporated” hereinafter referred to as the “Society”.

2 Registered office

- 2.1 The registered office of the Society shall be at such place as the National Executive shall from time to time determine. Notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

3 Interpretation

- 3.1 In the interpretation of these rules unless the context otherwise requires:

Annual Practising Certificate means a certificate issued by the Pharmacy Council under the Health Practitioners Competence Assurance Act 2003;

Branches means the local bodies of the Society which operate on a regional basis throughout New Zealand, and each of them;

Charitable Purpose means any purpose (whether it relates to the relief of poverty, the advancement of education or religion or any other matter beneficial to the community) which shall be regarded as charitable by the law for the time being of New Zealand provided however that any such charitable purpose is also regarded as charitable under relevant statute regulations or ordinances of New Zealand relating to income tax, estate duty, gift duty or other similar impost;

Chief Executive Officer means the person appointed by the National Executive pursuant to Rule 17.1 to be the principal executive officer of the Society and to undertake such duties as are determined by the National Executive;

Fellow means a Member who is also designated a Fellow pursuant to Rule 7;

Honorary Member means a person designated as such pursuant to Rule 8;

Intern Pharmacist means a person who is registered as such with the Pharmacy Council;

Member means a Member of the Society as defined in Rule 6.1 and unless the context requires otherwise, includes Honorary Members;

National Executive means the governing body elected in accordance with these Rules;

Office Bearers means the President, Vice President and Treasurer appointed pursuant to Rule 16.1 and each of them;

Pharmacist means a person who is registered as such with the Pharmacy Council;

Pharmacy Council is the statutory body established under the Health Practitioners Competence Assurance Act 2003;

Register of Members means the register established and maintained in accordance with Rule 6.3;

Rules means these rules as amended or replaced from time to time;

The Pharmaceutical Society of New Zealand refers to the statutory body for registration of pharmacists constituted under various Pharmacy Acts and dissolved by the Health Practitioners Competence Assurance Act 2003.

4 Objects

4.1 The objects of the Society ('Objects') are:

4.1.1 To monitor, support and further the interests of Members and the profession of pharmacy in New Zealand including the professional, ethical, educational and developmental aspects of the profession.

4.1.2 To cooperate with any other society, college, corporation or organisation having similar objects.

- 4.1.3 Generally to promote in any manner which the National Executive thinks fit the interests of the profession and the public in relation to the profession.
 - 4.1.4 Generally to promote Charitable Purposes associated with the pharmacy profession.
 - 4.1.5 To do all things incidental or conducive to attainment of the above Objects.
- 4.2 Moneys or other property received by or held by the Society to be applied towards Charitable Purposes must only be applied towards Charitable Purposes and in no circumstances may the Society allow any benefit or advantage to be derived from the application of such moneys or property in contravention of section CW42(1)(c) of Income Tax Act 2007.
- 4.3 The Members shall not be associated for the purposes of pecuniary gain and shall not be deemed to be associated for pecuniary gain merely by reason of the circumstances in section 5 of the Incorporated Societies Act 1908.

5 Branches

- 5.1 The Branches of the Society operating as at the date of adoption of these Rules shall be considered Branches of the Society. Branches operate on a regional basis throughout New Zealand to facilitate collegiality and support between Members at a local level, to represent the views of the Branch to the National Executive and to keep Members informed of Society matters.
- 5.2 Branches must at all times adhere to and operate in a manner consistent with the Objects of the Society
- 5.3 With the approval of the National Executive, Branches can be established, amalgamated, put into recess or disestablished.
- 5.4 A Member shall be affiliated with the Branch operating in the geographical region in which that Member resides.
- 5.5 A local committee for each Branch will be elected by those Members of the Society affiliated with the relevant Branch. Elections of the local committee and the appointment of a Branch President will be conducted in such manner as determined by the Branch.
- 5.6 Management and financial control of the Branches rests primarily with the National Executive who can delegate responsibility for the Branch to the local committee.
- 5.7 The Society may provide an annual grant to each Branch to enable the Branch to carry out its activities and provide sufficient support to affiliated Members. The local committee shall determine how such financial support is managed and apportioned within the Branch.
- 5.8 The Branch President of each Branch shall provide a written activity report to the National Executive prior to the balance date of the Society. Such report shall specify the purposes for which the annual grant received from the National Executive was used or is intended to be used, together with any additional information specified by the National Executive from time to time.

6 Membership

- 6.1 Membership shall be open to all those who meet the definitions within the categories below and who apply in writing to the Registered Office of the Society.

- 6.1.1 Pharmacist Members (Practising)
 - 6.1.1.1 Pharmacists, registered with the Pharmacy Council and holding an Annual Practising Certificate issued by the Pharmacy Council.
- 6.1.2 Pharmacist Members (Non practising)
 - 6.1.2.1 Pharmacists, registered with the Pharmacy Council but not holding an Annual Practising Certificate issued by the Pharmacy Council.
- 6.1.3 Retired
 - 6.1.3.1 Persons who were previously registered as pharmacists with the Pharmacy Council provided that at the time of resignation they were in good standing with the Pharmacy Council.
- 6.1.4 Intern Members
 - 6.1.4.1 Intern Pharmacists.
- 6.1.5 Pharmacy Technician Members
 - 6.1.5.1 Persons who are qualified as Pharmacy Technicians or Dispensary Technicians.
- 6.1.6 Student Members
 - 6.1.6.1 Undergraduate students of pharmacy.
 - 6.1.6.2 Pharmacy Technicians in training.
- 6.1.7 Qualified Non-registered Persons
 - 6.1.7.1 Non-registered persons who hold a tertiary qualification in pharmacy from an institution recognised by the Society.
- 6.1.8 Existing Members
 - 6.1.8.1 The Members of the Society as at the date of the adoption of these Rules shall be entitled to membership of the Society.
- 6.1.9 Life Members
 - 6.1.9.1 Members who have been continuous Members of the Pharmaceutical Society of New Zealand Incorporated and/or the previous Pharmaceutical Society of New Zealand for at least fifty years and who, in the opinion of the National Executive, have given exceptional service to the Society, may be designated as Life Members.
- 6.2 The Society may refuse membership to any person of whom the National Executive has reasonable belief that their past conduct justifies their not being allowed membership of the Society.
- 6.3 The Society shall maintain a Register of Members in respect of all Members (including Honorary Members and Fellows) that records the following information:
 - 6.3.1 the full name of the Member;

- 6.3.2 the current mailing and emailing address of the Member;
- 6.3.3 the date of admission to and cessation from the membership;
- 6.3.4 such other information as the National Executive may require from time to time.
- 6.3.5 A Member shall promptly notify the Chief Executive Officer in writing of any changes to that Member's address or any other particulars maintained by the Society under Rule 6.3.

6.4 Removal of Members

- 6.4.1 A Member who wishes to resign must do so in writing.
- 6.4.2 The National Executive can have a Member removed from the membership roll for the non payment of any fees due to the Society if the fees remain unpaid for 6 weeks after the due date.
- 6.4.3 The National Executive can have a Member removed from the Register of Members if the National Executive reasonably believes the Member has been guilty of conduct that would justify the removal of the name from the Register of Members.

7 **Fellows of the Society**

The National Executive may in its discretion by ordinary resolution designate as a Fellow of the Society any Member who in their opinion has made an outstanding and significant contribution to the advancement of pharmacy in New Zealand. The National Executive may from time to time establish guidelines and statements of practice around the process for awarding fellowships.

8 **Honorary Members**

The National Executive may in its discretion by ordinary resolution designate as an Honorary Member of the Society any person whether or not that person is a pharmacist who in their opinion has rendered distinguished service to the Society or to pharmacy in New Zealand. Honorary Members shall enjoy the benefits of membership of the Society but shall not be entitled to vote at any Annual General Meeting or Special Meeting.

9 **Designatory letters**

- 9.1 Any Members in categories 6.1.1, 6.1.2, 6.1.3 and 6.1.9 above are entitled to use the designation MPS to signify they are Members of the Pharmaceutical Society of New Zealand Inc.
- 9.2 Any Members in categories 6.1.1, 6.1.2, 6.1.3 and 6.1.9 above who have been designated as Fellows are entitled to use the designation FPS to signify they are Fellows of the Pharmaceutical Society of New Zealand Inc.

10 **Membership fees**

- 10.1 Every Member shall pay such membership fees (if any) as determined from time to time by the National Executive.
- 10.2 The National Executive may prescribe different fees for different classes of membership.

11 Alteration to Rules

Alteration of any of these Rules shall be made by either:

- 11.1 A resolution passed by a majority of at least two thirds of those Members present (in person or by proxy) and entitled to vote at a properly constituted meeting of the Society; or
- 11.2 Postal or electronic ballot of all Members eligible to vote and passed by a majority of at least two thirds of those Members voting.

12 Annual General Meetings and Special Meetings

- 12.1 The Society shall hold an Annual General Meeting on a date and at a place fixed by the National Executive.
- 12.2 The Quorum for an Annual General Meeting shall be 40 Members present (in person or by proxy) within half an hour of the time fixed for the commencement of the meeting.
 - 12.2.1 Where the quorum numbers are not met the meeting shall be adjourned to a time and place fixed by the National Executive.
 - 12.2.2 At the adjourned meeting the quorum requirements shall be as above.
 - 12.2.3 Where the quorum requirements of the adjourned meeting are not met those present (in person or by proxy) at the adjourned meeting shall be deemed to constitute a quorum.
- 12.3 The chair of any Annual General Meeting or Special Meeting shall be:
 - 12.3.1 the President;
 - 12.3.2 in the President's absence, the Vice President; or
 - 12.3.3 in the Vice-President's absence, the Chief Executive Officer.
- 12.4 At any meeting a resolution put to the vote of the meeting shall be decided by a majority by:
 - 12.4.1 voices; or
 - 12.4.2 a show of hands; or
 - 12.4.3 a secret ballot,

to be determined by the chairperson of a meeting in good faith. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the chairperson will have a casting vote in the event of an equality of votes cast for and against the matter in question.
- 12.5 At the Annual General Meeting the Members shall receive and consider the Annual Report and audited Financial Statements of the Society and conduct any other business notified to the Members in the notice of meeting.
- 12.6 The National Executive may whenever they think fit convene a Special Meeting.
- 12.7 The Quorum for a Special Meeting shall be:

- 12.7.1 Forty Members present (in person or by proxy) within half an hour of the time fixed for the commencement of the meeting;
- 12.7.2 Where the quorum numbers are not met the meeting shall be dissolved.
- 12.8 A Special Meeting must be called by the Chief Executive Officer within 30 days of receiving a request signed by not less than 50 Members.
- 12.9 Any request for a Special Meeting as in 12.8 above must state the business to be transacted at the meeting.
- 12.10 Matters to be considered at any Annual General Meeting or Special Meeting must be lodged with the Chief Executive Officer not less than 30 days before the proposed date of meeting.
- 12.11 Only matters on the agenda may be voted on at an Annual General Meeting. Members may raise other matters for discussion but no vote may be taken on such matters. Only matters set out in the notice convening a Special Meeting may be considered and voted on at the Special Meeting and no other matters may be raised for discussion.
- 12.12 At least 14 days notice of any Annual General Meeting or Special Meeting (exclusive of the day on which the notice is served or deemed to be served and the day on which the meeting is to be held) must be given to all Members.
- 12.13 All Members of the Society defined under Rule 6.1 of the Rules (except those defined in Rule 6.1.6 as Student Members, and those defined in Rule 8 as Honorary Members) are entitled to vote at any Annual General Meeting or Special Meeting.
- 12.14 Any Member eligible to vote as in Rule 12.13 above may, by written notice to the Chief Executive Officer at least 48 hours prior to the scheduled meeting, appoint a proxy, who must be a Member of the Society, to vote on their behalf.
- 12.15 Notices of all meetings of the Society shall be deemed to be duly given if sent in any of the following ways:
- 12.15.1 posted to the last known address of a Member not less than 14 days before the meeting;
- 12.15.2 transmitted by facsimile to the last known address of a Member not less than 14 days before the meeting;
- 12.15.3 sent by way of electronic mail to the last known address of a Member not less than 14 days before the meeting.

Such notices shall contain the date, time and place of the meeting, the type of meeting and the business to be discussed and conducted at the meeting and any resolutions to be voted on at the meeting.

13 National Executive

- 13.1 The National Executive shall consist of seven fee-paying Members of the Society, elected by Members within the categories of membership set out in Rules 6.1.1 to 6.1.5, 6.1.7 and 6.1.9 and eligible to vote, of which no less than five National Executive members so elected shall be pharmacists.
- 13.2 Every Member of the Society as in Rule 13.1 is entitled to vote for the National Executive.

- 13.3 In October of each alternate calendar year an election shall be conducted by postal or electronic ballot to fill the vacancies created by members of the National Executive completing a term of office.
- 13.4 Each person shall be elected to the National Executive for a term of four years.
- 13.5 Each member of the National Executive is eligible for re election for a maximum of a further two terms after which there must be a break of four years before being eligible for re-election again.
- 13.6 Members of the National Executive shall be elected as follows:
- 13.6.1 Nomination of candidates for the National Executive shall be submitted to the Chief Executive Officer on a form designed for the purpose. The nominee indicating acceptance shall sign such nominations.
- 13.6.1.1 Nominations shall close on a day to be fixed by the National Executive.
- 13.6.2 The Chief Executive Officer 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.
- 13.6.3 If nominations exceed the number of vacant positions, the Chief Executive Officer shall by post or by suitable electronic communication, supply to each Member of the Society eligible to vote a voting paper or a secure electronic method of voting. A brief biographical summary of each candidate, and a short position statement from each candidate, if available, will be provided to each Member of the Society eligible to vote.
- 13.6.4 The voting Member after completing the papers shall seal them in the accompanying envelope, endorse her/his full name and signature on the envelope and return it so as to reach the Chief Executive Officer no later than the date specified on the voting paper. Alternatively if an electronic vote is the method selected for the election, the voting Member should use the secure electronic means to vote electronically.
- 13.7 If there is a resignation from the National Executive then an election shall be held to replace the retiring member for the balance of that member's term unless the balance of the term of office is less than twelve (12) months then the member will not be replaced until the next election.

14 Proceedings of National Executive

- 14.1 The quorum for a meeting of the National Executive shall be five members of which at least four shall be pharmacists.
- 14.2 Meetings of the National Executive can be called by:
- 14.2.1 the President; or
- 14.2.2 in the President's absence, the Vice President; or
- 14.2.3 in both the President and the Vice President's absence, the Chief Executive Officer.

- 14.3 The Chair of any meeting of the National Executive shall be the President. In the absence of the President, the Chair shall be the Vice President, and in the absence of both the President and the Vice President the Chair shall be elected from the members of the National Executive present at the meeting.
- 14.4 All questions arising at any meeting of the National Executive are decided by a majority of the votes cast by the members present. In the event of equality of votes the Chair shall have an additional casting vote.
- 14.5 Any elected President of the National Executive may circulate, by letter or electronic transmission, to each member of the National Executive a document setting out a draft resolution and requesting each member to assent to the resolution within a specified period.
- 14.6 If a majority of the members of the National Executive, by letter or electronic transmission, signs or assents to a resolution circulated under Rule 14.4 the resolution is as valid and effective as if it had been passed at a meeting of the National Executive duly called and constituted.
- 14.7 Any such resolution may consist of several documents that are similar in form, each signed or appearing to have been sent by one or more members of the National Executive.
- 14.8 Every such resolution must be tabled at the next meeting of the National Executive held after the date on which the resolution takes effect.
- 14.9 The National Executive may from time to time appoint one or more committees, and:
- 14.9.1 any such committee may include or consist of persons who are not members of the National Executive; and
 - 14.9.2 the National Executive will define the role and regulate the procedure of each such committee in such manner as it thinks fit; and
 - 14.9.3 the National Executive may at any time discharge, alter, or reconstitute any such committee.
- 14.10 The National Executive shall have the power to co-opt such persons as it deems fit (on such terms as determined by the National Executive), to advise the National Executive or its committees. Co-opted personnel shall be entitled to attend meetings of the National Executive but shall not be entitled to vote at meetings of the National Executive.

15 Power and duties of members of the National Executive

15.1 Governing body

- 15.1.1 The National Executive is the governing body of the Society.

15.2 General Business Management

- 15.2.1 Subject to any other provision of these Rules, the business of the Society is managed by the members of the National Executive who may exercise all of the powers stated herein, which are not, by the law or by these Rules, required to be exercised by the Society at an Annual General Meeting or Special Meeting and may decide upon or take any action necessary (within the law and these Rules) to achieve the Objects of the Society.

15.3 Powers of the National Executive

15.3.1 The National Executive may take such lawful actions it reasonably considers necessary, proper or expedient for the purpose of attaining or furthering or carrying out the Objects of the Society, or promoting the interests of the Society or its Members including any acts or things as are incidental for these purposes.

16 Officers of the Society

16.1 The National Executive shall, on an annual basis, elect one of its members to be President, one of its members to be Vice President, and one of its members to be Treasurer (each an "Office Bearer" and together the "Office Bearers" of the Society).

16.2 The election of Office Bearers shall usually take place at the first meeting of the National Executive following the bi-annual election of its members pursuant to Rule 13.7 and thereafter at yearly intervals (or at such other meeting as the National Executive agree). The election will be conducted in such a manner as determined by the National Executive.

16.3 Subject to Rule 16.4, each Office Bearer is eligible to hold office for a term of one year from the date of their election under Rule 16.2.

16.4 In the event an Office Bearer is not re-elected as a member of the National Executive following the bi-annual election under Rule 13.7, the Office Bearer shall stand down from office for the remainder of his or her, one year term and the vacancy that occurs in the office of the relevant Office Bearer shall (if required at the National Executive's discretion) be filled from within the Board on a temporary basis until the next election of Office Bearers.

16.5 For so long as an Office Bearer continues to be a duly elected member of the National Executive, that Office Bearer shall be eligible for re-election in the same office, or for election as an Office Bearer in a different office.

16.6 All Office Bearers must be elected to office based on their merit, as demonstrated to the National Executive, taking into account (without limitation) their relevant qualifications, Society involvements, and experience, knowledge and skills in the areas of governance and leadership, and in respect of the pharmacy profession generally.

16.7 Without precluding any other member of the National Executive whose merit warrants them to hold office as President from being elected to that office, it is the intention that the Vice President will succeed to the office of President at the expiry of the President's term in office (provided the President is not re-elected) but any such succession will be subject to the Vice President demonstrating to the National Executive that he or she has sufficient merit to hold office as President (as per Rule 16.6).

17 Chief Executive Officer

17.1 Power to appoint

17.1.1 The members of the National Executive may appoint any person, not being a member of the National Executive, to the position of Chief Executive Officer for such period and on such terms as they think fit.

17.2 Not a member of National Executive

17.2.1 The Chief Executive Officer is not a member of the National Executive but may attend meetings of the National Executive at the National Executive's discretion.

17.3 Powers of Chief Executive Officer

17.3.1 The members of the National Executive may, upon such terms and conditions and with such restrictions as they think fit, delegate to the Chief Executive Officer any of the powers exercisable by them.

17.3.2 The delegation of any powers of the National Executive under Rule 17.3.1 shall not limit the exercise of such powers by members of the National Executive.

17.3.3 The members of the National Executive may at any time withdraw or vary any of the powers delegated to the Chief Executive Officer.

17.3.4 While the Chief Executive Officer is ultimately responsible for carrying out the functions delegated to him or her, he or she shall be entitled to delegate these functions to appropriate staff or officers of the Society.

18 Contracts

18.1 Contracts may be entered into:

18.1.1 A contract or other enforceable obligation may be entered into by the Society as follows:

18.1.1.1 An obligation which, if entered into by a natural person would be required to be by deed, must be entered into on behalf of the Society in writing under the common seal of the Society;

18.1.1.2 An obligation which, if entered into by a natural person, would be required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority;

18.1.1.3 An obligation which, if entered into by a natural person would not be required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

18.2 Informality

18.2.1 Despite Rule 18.1.1 no obligation entered into by or on behalf of the Society, under the authority an Ordinary Resolution of the National Executive is invalid only because the obligation was not entered into in accordance with that Rule.

19 Seal

19.1 The National Executive must provide for the safe custody of the common seal of the Society, which must be in such form as the National Executive decides.

19.2 The common seal may be used only by the authority of a resolution of the National Executive, or of a committee of the National Executive, and every document to which the seal is affixed must be signed by 2 persons, one of whom must be member of the National Executive, and the other may be a person authorised to sign that document or documents of that kind.

20 Funds

- 20.1 The National Executive will determine the control and investment of the funds of the Society.
- 20.2 The National Executive will determine the powers (if any) of the Society to borrow money.

21 Winding Up

- 21.1 The Society may be voluntarily wound up in accordance with section 24 of the Incorporated Societies Act 1908 and subsequent amendments and relevant legislation that may exist at the time of such dissolution. A decision to wind up the Society shall be by a resolution passed by a majority of at least two thirds of those Members present (in person or by proxy) and entitled to vote at a properly constituted Special Meeting of the Society.
- 21.2 If any property remains after the winding up or dissolution of the organisation and the settlement of all the organisation's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of the Pharmaceutical Society of New Zealand Incorporated.

22 Indemnity

- 22.1 Every member of the National Executive and of every committee established under these Rules, the Chief Executive and every other officer of the Society shall be indemnified by the Society from all losses and expenses incurred by them in connection with the discharge of their duties, except in the case of their wilful default.

23 Saving Clause

- 23.1 Any matter not specifically provided for in these rules that may arise, shall be decided upon by the National Executive whose decision shall be final.

24 General

- 24.1 If a dispute arises, which is not provided for in these Rules, or if any doubt or ambiguity exists as to the interpretation of these Rules, the matter will be determined by the National Executive whose decision will be conclusive and binding on all Members unless overturned by a duly constituted Annual General Meeting or Special Meeting of the Society.