

# **RULES OF THE WAIKATO BAY OF PLENTY BRANCH OF THE NEW ZEALAND DENTAL ASSOCIATION INCORPORATED**

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# RULES OF THE WAIKATO BAY OF PLENTY BRANCH OF THE NEW ZEALAND DENTAL ASSOCIATION INCORPORATED

## 1. NAME

This Branch of the New Zealand Dental Association (Incorporated) shall be called “The Waikato Bay of Plenty Branch of the New Zealand Dental Association Incorporated”.

## 2. MISSION AND PURPOSES

**2.1 Branch Status:** The Branch has been formed, and is recognised by the NZDA, as a branch of the NZDA for the better advancement and achievement of the NZDA’s mission and purposes, and it is intended that the Branch shall maintain that recognition and status as a branch of the NZDA.

**2.2 Mission:** The Branch’s mission is to promote and support, in particular in the Branch Area, the NZDA’s mission, which is to advocate for dentists and dental specialists nationwide in New Zealand, offering professional development, knowledge-sharing and trusted representation that sets the benchmark for accessible prevention and treatment in New Zealand communities, and the NZDA’s related purposes.

**2.3 Purposes:** The Branch’s purposes, which are to be pursued in furtherance of and consistently with the Branch’s mission and the NZDA’s mission and purposes and may be pursued by the Branch alone or in conjunction with the NZDA and/or any other branch of the NZDA, are as follows:

2.3.1 To foster the welfare, advancement and protection of the Branch and its Members, and the engagement and involvement of Members in the Branch and the NZDA.

2.3.2 To enhance communication between Members of the Branch and convene meetings of the Branch’s membership and the dental profession.

2.3.3 To provide Members with services that enhance collegiality and better patient and practice management and clinical care.

2.3.4 To enhance dental knowledge, including facilitating and encouraging the presentation, promotion and propagation of material relating to dentistry and the allied sciences and discussion of such material.

2.3.5 To foster and promote opportunities for continuing professional development.

2.3.6 To provide grants for the promotion of dental and allied sciences, and the dental welfare of the public.

2.3.7 To support dental and oral health research in New Zealand and disseminate evidence-based information to the public relating to dentistry, and particularly relating to prevention and the dental welfare of the public.

2.3.8 To observe, maintain and enforce, as applicable, the Branch Rules, the NZDA Rules, any applicable Branch and NZDA charters and other policies and procedures, and the NZDA’s Code of Ethics, Clinical Governance Documents, and system of Peer Review.

2.3.9 To actively monitor and evaluate legislation impacting the practice of dentistry.

2.3.10 To advocate on behalf of Members and the public for the improvement of oral health in New Zealand.

The Branch’s purposes do not include, and the Branch is not to be carried on for, pecuniary or financial gain as proscribed under Current Societies Legislation.

**2.4 Capacity/Powers:** In order to advance and achieve the Branch Mission and Purposes, and subject to these Rules, the NZDA Rules, and any applicable legislation or other law, the Branch has:

2.4.1 full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and

2.4.2 for the purposes of Rule 2.4.1, full rights, powers and privileges.

### 3 INTERPRETATION

**3.1 Defined Terms:** In these Rules, unless the context otherwise requires a different interpretation:

**“NZDA”** or **“New Zealand Dental Association”** means the incorporated society called **New Zealand Dental Association Incorporated** (registration number 222812, NZBN 9429042678885).

**“NZDA Rules”** means the rules governing the constitution, governance and operation of the NZDA, including any valid amendments to those rules from time to time.

**“Branch”** means the incorporated society called the **Waikato Bay of Plenty Branch of the New Zealand Dental Association Incorporated**.

**“Branch Area”** means the Waikato and Bay of Plenty regions, the boundaries of which shall be determined from time to time by the NZDA Board.

**“Branch Executive”** means the governing body of the Branch constituted in accordance with Rule 11, comprising **“Branch Officeholders”**, the **“Branch Delegate”** and any other Branch Executive members.

**“Branch Mission and Purposes”** means the mission and purposes of the Branch as set out in Rule 2.

**“Branch Rules”** or **“Rules”** means these rules governing the constitution, governance and operation of the Branch, including any valid amendments to these rules from time to time.

**“General Meeting”** means a meeting of the Branch’s membership, being either an Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM).

**“Member”** means an individual who is a member of the Branch in accordance with Rules 4 to 10.

**“Membership Register”** means the record of the membership of the Branch maintained in accordance with Rule 7.

**“NZDA Board”** means the Board that is the governing body of the NZDA, constituted in accordance with the NZDA Rules.

**“NZDA Advisory Council”** means the Advisory Council of the NZDA, constituted in accordance with the NZDA Rules.

**“Register of Dentists”** means the Register of that name kept by the Registrar of the Dental Council pursuant to the Current Dental Act.

**“Current Dental Act”** means the Health Practitioners Competence Assurance Act 2003 and its amendments and any legislation enacted in replacement thereof.

**“Dental Legislation”** means the Current Dental Act and any regulations made thereunder.

“**Current Societies Act**” means the Incorporated Societies Act 1908 and its amendments and any legislation enacted in replacement thereof.

“**Societies Legislation**” means the Current Societies Act and any regulations made thereunder.

“**Disqualification Criteria**”, in relation to any position under these Rules, means undischarged bankruptcy, mental incapacity, conviction for any offence involving fraud or dishonesty, and any other disqualification criteria applicable to officers of societies under Societies Legislation and to officers of charitable entities under the Charities Act 2005.

“**Salaried Dentist**” means an exclusively institution-based dentist receiving remuneration from that institution.

“**Specialty**” means a special branch of dentistry involving the application of particular knowledge, experience and training and which is recognised as such by the Dental Council of New Zealand.

“**Specialist**” means a dentist registered as a specialist by the Dental Council of New Zealand.

“**Young Dentist**” means a recently graduated dentist within their first five years of practice.

“**Code of Ethics**” means the Code of Ethics currently adopted by the NZDA Board and any amendments or any replacement Code of Ethics made or adopted by the NZDA Board in terms of the NZDA Rules.

“**Clinical Governance Documents**” refer to NZDA documents relating to minimum standards to be observed by Members of the NZDA in the practice of dentistry.

“**Peer Review**” means the system of Peer Review currently adopted by the NZDA Board and any amendments, or any replacement Peer Review made or adopted by the NZDA Board in terms of the NZDA Rules.

- 3.2 Consistency with NZDA Rules:** Unless the context otherwise requires, to the fullest extent possible these Rules are to be interpreted in a manner consistent with the NZDA Rules and terms used in these Rules have the same meaning as those terms have when used in the NZDA Rules.

## 4 MEMBERSHIP

- 4.1 Number of Members and Types of Membership:** The number of Members of this Branch of the NZDA is unlimited and shall consist of individuals who are:

*4.1.1 Full Members.*

*4.1.2 Associate Members.*

*4.1.3 Student Members.*

*4.1.4 Honorary Associate Members.*

*4.1.5 Honorary Members.*

*4.1.6 Honorary Life Members.*

- 4.2 Relationship with NZDA Membership:** To become and to remain a Member of the Branch, a person who is eligible to be a member of the NZDA must contemporaneously be a member of the NZDA.

- 4.3 Full Members:** Full Members are Members of the Branch who have been duly elected as Full Members under Rule 6 (or became Full Members in accordance with any previous rules of the Branch and continue as Full Members under these Rules). A Full Member shall pay a subscription, as set at an Annual General Meeting, and shall have full rights and privileges of membership under these Rules.
- 4.4 Discounted Full Members:** Such Full Members who are:
- 4.4.1 Salaried Dentists;*
- 4.4.2 Dentists working part-time (less than 500 hours a year); and*
- 4.4.3 New Graduate members,*
- shall pay a reduced subscription, as set at an Annual General Meeting.
- 4.5 Associate Members:** Any Full Member of the Branch who ceases to [*reside or practise*] in the Branch Area and who does not wish to retain full membership may apply to the Branch Executive to become an Associate Member, and any such application shall be determined by the Branch Executive. An Associate Member shall pay a subscription as set at an Annual General Meeting, shall not be entitled to any vote, but shall have the privilege of attending any meeting of the Branch and such other privileges as may be conferred under these Rules.
- 4.6 Student Members:** Any Student Member of the NZDA may apply to the Branch Executive for a recommendation to the Branch as a Student Member. Such recommendation shall be brought forward to the next General Meeting for confirmation. If granted, a Student Member shall enjoy all the privileges of other Members except those of holding office and voting and shall not have the liability of a Member as regards subscriptions. Every Student Member shall cease to be a Student Member on graduation.
- 4.7 Honorary Associate Members:** In such special circumstances as the Branch may deem proper, the Branch may elect any person who is eligible to become an Associate Member to be an Honorary Associate Member entitled to all the privileges of an Associate Member without payment of any subscription or fee.
- 4.8 Honorary Members:** Members of the dental profession and persons of scientific eminence, and persons who have rendered distinguished service to the Branch, or to the promotion of dental or allied sciences, or who, in the opinion of the Branch will further or advance the interests of the Branch, may be elected Honorary Members of the Branch in General Meeting on the recommendation of the Branch Executive. Such election shall be for the duration of one year, or such other period in excess of one year as the Branch shall decide. An Honorary Member shall have none of the liabilities of Members as regards subscriptions and shall not be entitled to any vote, but shall have the privilege of attending any General Meeting in their years of membership, and such other privileges as may be conferred under these rules.
- 4.9 Honorary Life Members:** Any person being a member of the dental profession who has given exceptional service to the Branch may be elected an Honorary Life Member by the Branch in General Meeting on the recommendation of the Branch Executive. An Honorary Life Member shall have none of the liabilities of members as regards subscriptions but subject thereto, shall have all the rights and privileges of a Full Member. Any Member may nominate a person to become an Honorary Life Member, such nominations to be forwarded in confidence to the President, who shall refer them to the Branch Executive.
- 4.10 Nature of Membership.** In relation to all types of membership of the Branch:
- 4.10.1 membership is voluntary and a person must consent to becoming a Member;
- 4.10.2 the rights of Members are personal and are not transferable; and

4.10.3a person shall remain a Member until ceasing to be a Member in accordance with the provisions of these Rules.

## 5 DISTINGUISHED SERVICE AWARD

The Branch may at any Annual General Meeting or any Special General Meeting elect, for a Distinguished Service Award, any member who has given distinguished service to the Branch over a significant period. A member awarded Distinguished Service shall have all the privileges of membership and shall still be liable for subscriptions or levies. Nominations for this award shall be made in writing and shall be signed by at least two full members of the Branch, and shall be submitted to the Secretary of the Branch for recommendation by the Branch Executive Committee one month before any such Annual General Meeting or Special General Meeting at which a nomination will be considered.

## 6 ELIGIBILITY AND ELECTION OF FULL MEMBERS

- 6.1 Eligibility to Apply:** Any member of the NZDA who is resident and/or practises in the Branch Area may apply for election as a Full Member.
- 6.2 Application for Membership:** Such application shall be in writing in the form approved by the Branch Executive from time to time. An application shall be signed by the candidate applying for membership of the Branch and also signed by at least two Members of the Branch, one at least of whom shall have personal knowledge of the candidate. The application form shall contain an undertaking by the applicant to abide by the Branch Rules, the NZDA Rules and the Code of Ethics. The subscription for the current subscription year must be paid on election.
- 6.3 Handling of Application:** Such application shall be made to the Branch Secretary (via the Branch Administrator) who shall, after establishing the applicant's eligibility for membership, place the application before the next Branch Executive meeting and then convey the application to the Branch membership.
- 6.4 Membership Approval:** The name of every candidate for membership together with the names of any nominators shall be conveyed to all Members of the Branch prior to a General Meeting and if no objections to admission to membership are received by the Branch Secretary at least 48 hours prior to the meeting, the candidate shall be admitted to membership at that meeting. If any objection to membership is received earlier than 48 hours prior to the meeting then the objection shall be considered by the Branch Executive who will respond to the objector. If this objection cannot be resolved, then election shall be by ballot. No candidate shall be elected to membership by ballot unless at least two thirds of the Members who are present and are sufficient for the required quorum and who exercise their vote, vote for membership. Members may be elected only at a General Meeting of the Branch.

## 7 MEMBERSHIP REGISTER

- 7.1 Member Details:** The name of every Member, the Member's place of residence, practising address and other contact details, the date they became a Member, and any other membership information required to be kept for the purposes of these Rules and compliance with current Societies Legislation shall be entered in a suitable type of Membership Register as approved by the Branch Executive from time to time. The register must enable all Members of each class of membership and all Specialists, Salaried Dentists and Young Dentists respectively to be separately identified.
- 7.2 Administration:** The Membership Register is to be kept and administered by the Branch Secretary, who shall ensure that required Member details are entered therein

as notified at the time of a Member's admission to membership and in the event of any subsequent changes to a Member's details as notified or confirmed in writing by a Member. A Member must notify the Branch/Branch Secretary of any change to their details on the register within 30 days of the change.

- 7.3 **Cessation of Membership:** The Branch Secretary, upon learning that any person has for any reason ceased to be a Member of the Branch, shall record such fact alongside the name of such person in the Membership Register.
- 7.4 **Reliance on Register:** For the purpose of notifying/convening any General Meeting of the Branch and other such matters under these Rules, the Membership Register shall be deemed to be a correct and complete list of the Members of the Branch and their contact details and other information at the relevant time.
- 7.5 **Disclosure to NZDA:** The Branch/Branch Secretary may disclose the Membership Register and information included on the register to the NZDA, and shall provide to the NZDA's Chief Executive, annually and two months prior to the NZDA's Annual General Meeting, a full list of the Branch's Members.

## 8 CONDUCT OF MEMBERS

No Member shall:

- 8.1 **Dental Legislation:** conduct, assist in, or be in any way connected with a practice the conduct of which is contrary to all or any of the provisions of current Dental Legislation; or
- 8.2 **Use of Branch Name:** associate the name of the Branch with any project, group or organisation without the specific written permission of the Branch; or
- 8.3 **Rules, Code of Ethics and Peer Review:** commit any breach of or fail to abide by the Branch Rules, the NZDA Rules, or the procedures or any ruling provided or made under such rules or the Code of Ethics or Peer Review.

## 9 MEMBER SUBSCRIPTIONS

- 9.1 **Impact on Member Privileges:** A Member of the Branch shall not be entitled to exercise any of the privileges of a Member until all appropriate dues are paid by the Member, including any subscriptions for the subscription year in which they become a Member and for each subsequent subscription year. No Member may hold any office in the Branch if any subscription payable by the Member to the Branch is in arrears.
- 9.2 **Annual Subscriptions:** Unless these Rules provide otherwise, every person elected as a Member of the Branch shall be liable to pay an annual subscription fee, for the subscription year adopted by the Branch. The Branch Executive will recommend the amount of such annual subscriptions for approval at each Annual General Meeting, and the recommended amount, or a different amount, shall be approved at each Annual General Meeting.
- 9.3 **Subscription Payments:** In relation to a Member's subscription payments:
  - 9.3.1 The first subscription year's subscription shall cover and be in proportion (to the nearest quarter) to the residue of that subscription year, and shall be payable immediately upon election as a Member.
  - 9.3.2 The subscription for each subsequent subscription year shall be payable before or no later than 1 month after the start of the relevant subscription year. If any subscription payable has not been paid, the Member's privileges shall be suspended in accordance with Rule 9.1 until the subscription is paid.
  - 9.3.3 A subscription shall be considered in arrears for the purpose of Rule 18.3 if and to the extent that it has not been paid within 3 months of the date on or by which

the relevant subscription was payable under Rule 9.3.1 or 9.3.2 an additional fee of 10% of the subscription arrears or \$25 (whichever is greater) shall be payable by the Member.

9.3.4 In relation to payment of any subscription by credit card or other such method, a Member may be required to pay an additional charge to cover any transaction cost or expense incurred by the Branch.

**9.4 Subscription Refunds:** The Branch Executive has the power to refund part of a subscription in the event of a Member ceasing or altering their membership or membership status.

**9.5 Entrance Fee:** At any Annual General Meeting or at an Extraordinary General Meeting held for the purpose, the Branch shall have the right to impose an entrance fee on new Members if the Branch considers it desirable to do so.

## 10 TERMINATION OF MEMBERSHIP

A Member of the Branch shall cease to be a Member:

**10.1 Death:** when the member dies; or

**10.2 NZDA Membership:** if the Member ceases to be a member of the NZDA, and contemporaneous membership of the NZDA is required under Rule 4.2; or

**10.3 Resignation:** if by notice in writing to the Branch/Branch Secretary the Member resigns from membership; or

**10.4 Removal:** if the member is expelled or struck off in accordance with Rule 17,

but cessation of membership under Rules 10.2 to 10.4 does not absolve the former Member of liability to the Branch for any subscription arrears and/or for any other amount due and payable to the Branch.

## 11. LEAVE OF ABSENCE

The following provisions apply:

**11.1** Any financial member who is leaving the Branch area and intends returning within a period of two years may apply to the Branch in writing for leave of absence. This period may be extended on re-application. Upon returning to the Branch area membership may be resumed by making written application to the Branch Secretary, provided that such member is a member of the New Zealand Dental Association in good standing. The member will not be liable for any subscription during the term of absence.

**11.2** A financial member may also apply for leave of absence if staying in the area but not practising due to parental leave or ill health, provided that such leave is for a minimum of six months.

## 12 BRANCH EXECUTIVE ROLE, COMPOSITION AND PROCEEDINGS

**12.1 Role and Capacity/Powers:** The Branch Executive is the governing body of the Branch. The operation and affairs of the Branch must be managed by, or under the direction or supervision of, the Branch Executive, and the Branch Executive may exercise the full capacity and powers of the Branch, at all times with a view to effectively and successfully advancing and achieving the Branch Mission and Purposes.

**12.2 Composition:** The Branch Executive will comprise a minimum of 6 and a maximum of 12 individuals, who must also be Members of the Branch, as follows:



**12.2.1** The Branch Officeholders.

**12.2.2** The Branch Delegate to the NZDA Advisory Council.

**12.2.3** Up to 6 additional Members elected by the Branch membership.

**12.3 Meetings:** The Branch Executive must meet from time to time, as necessary or appropriate to carry out its role, and in relation to such meetings:

**12.3.1** meetings may be held by Branch Executive members meeting together physically and/or by means of audio, audio and visual, or any other form of communication suitable for conducting meetings (which must be reasonably accessible to all members and must enable all members attending the meeting to hear each other and contribute at all times);

**12.3.2** meetings will be convened by the Branch Secretary in accordance with a schedule of meetings approved by the Branch Executive and/or at the direction of the President or any two or more Branch Executive members, and the Branch Secretary must give all members not less than 14 days' notice of each meeting including the date, time and other details for attending the meeting and the agenda for the meeting (unless all members waive such notice requirement);

**12.3.3** at least 4 Branch Executive Members], including the President and/or the Vice President (unless, in exceptional circumstances, neither of those positions is filled), must be present to establish a quorum, and no meeting will commence unless a quorum is established within 30 minutes of the scheduled start of the meeting and, once a meeting has commenced, no items of business will be transacted if at any time a quorum is no longer established;

**12.3.4** each meeting will be chaired by the President, if present at the meeting, or otherwise by the President-Elect]/[Vice President (and the chair of a meeting may relinquish that position for part of the meeting, to another member elected by and from those present, if there is a conflict of interest in relation to any matter);

**12.3.5** the chair of a meeting will endeavour to achieve decision-making by consensus, but resolutions may be passed by majority vote;

**12.3.6** each member present at a meeting will have one vote on any resolution (except in the case of a material conflict of interest in relation to the subject matter of the resolution, in which case the affected member must not be involved in deliberations or vote on the matter), and in the case of an equality of votes the chair will have a casting vote; and

**12.3.7** in all other respects, Branch Executive meetings will be regulated and conducted in accordance with any other applicable policies or procedures adopted by the Branch Executive from time to time and otherwise as the Branch Executive (and if necessary, the chair of a meeting) thinks fit.

**12.4 Written Resolutions:** The Branch Executive may make decisions by written resolution in lieu of a meeting, for which purpose:

**12.4.1** any written resolution must be signed or approved in writing by all of the Branch Executive members for the time being;

**12.4.2** any such resolution may consist of several documents in like form each signed or approved in writing by one or more Branch Executive members, and an electronic scanned copy or other facsimile of any such signed resolution or written approval shall be as valid and effective as the original with effect from its transmission; and

**12.4.3** any such resolution will be as valid and effective as if the resolution, including all matters and decisions set out in the resolution, had been discussed and resolved at a duly convened Branch Executive meeting.

**12.5 Records:** The Branch Executive and Branch Secretary shall ensure full records of all Branch Executive meetings and resolutions are kept and maintained, by way of a minute book or other appropriate records, and that such records are circulated to all Branch Executive members within 14 days of the relevant meeting or resolution and remain available as part of the Branch's records for at least 7 years.

**12.6 Validity of Proceedings:** The convening and holding of any Branch Executive meeting, including any resolution passed at such meeting, and any written resolution of the Branch Executive, and any act done by any person acting as a Branch Executive member in relation to those matters will be valid and effectual even if it is later discovered that there was some defect in the election or appointment of any such member, or that any such member was for any reason disqualified from holding office, or that there was accidental failure to comply with any rules and regulations relating to meetings, resolutions and other acts set out in these Rules or any other applicable policies or procedures.

### 13 BRANCH EXECUTIVE MEMBERS

**13.1 Branch Officeholders:** The Branch Officeholders shall be eligible Members of the Branch elected or appointed to hold the following positions:

13.1.1 President.

13.1.2 Vice President.

13.1.3 Branch Secretary.

13.1.4 Branch Treasurer.

Apart from the positions of President and Vice President, a person may be elected or appointed to hold any two of those positions at the same time.

**13.2 Branch Delegate:** The Branch Delegate shall be an eligible Member of the Branch elected or appointed to represent the Branch on the NZDA Advisory Council. For the avoidance of doubt, the Branch Delegate may be one of the Branch Officeholders.

**13.3 Other Executive Members:** The other members of the Branch Executive (up to 6 shall be eligible Members of the Branch elected by the Branch membership.

**13.4 Elections:** In relation to the election of Branch Officeholders, the Branch Delegate and other Branch Executive members:

11.4.1 Branch Executive members shall be elected annually, by a show of hands, at the Branch's Annual General Meeting, and shall take office at the conclusion of the Annual General Meeting at which they are elected. Nominations for election shall be in writing, signed by the nominee and by a proposer and seconder who shall both be Members of the Branch, and shall be notified to the Branch/Branch Secretary at least 14 days prior to the relevant Annual General Meeting, and the Branch Secretary must notify Members of the nominations for election at least 7 days prior to the meeting.

**13.5 Casual Vacancies:** If, for any reason, any casual vacancy arises in relation to any Branch Executive position:

13.5.1 In the case of the position of President, either the Vice President or, if there is no Vice President, then another Branch Executive member appointed by the Branch Executive, shall hold the position temporarily, until the conclusion of the next Annual General Meeting (at which a new President shall be elected).

13.5.2 In the case of any other Branch Executive membership position, another Branch Executive member or a Member appointed by the Branch Executive may hold that position temporarily, until the conclusion of the next Annual General Meeting (at which the vacancy can be filled by way of election). The Branch Executive

must appoint a person under this Rule 13.5.2 to fill any casual vacancy of the Branch Secretary position as soon as practicable.

**13.6 Removal by Membership:** Any Branch Executive member may be removed from office before the expiry of their term by the Branch membership, by resolution at a General Meeting of which at least one calendar month's written notice has been given to each Member specifying the intention to submit a motion to the remove the relevant Branch Executive member. A Branch Executive member may be removed from office under this Rule 13.6 only on the grounds of a material breach of Branch Executive obligations, fraud or dishonest conduct, or any other conduct bringing the Branch into disrepute or having any other material adverse effect (financial, reputational or otherwise) on the Branch.

**13.7 Disqualification/Cessation of Office:** A person shall not be elected or appointed to hold any Branch Executive position, and if already elected or appointed shall cease to hold such position, if any of the Disqualification Criteria apply to that person. A person shall also cease to hold any such position:

**13.7.1** when their term ends at the conclusion of an Annual General Meeting (unless the person has been re-elected as a Branch Executive member; or

**13.7.2** when the person dies; or

**13.7.3** if the person ceases to be a Member in accordance with Rule 10; or

**13.7.4** if the person resigns by giving notice in writing to the Branch/Branch Secretary;  
or

**13.7.5** if the person is removed from office in accordance with Rule 13.6;

**13.7.6** if the person fails to attend three consecutive Branch Executive without leave of absence from the Branch Executive.

**13.8 Records and Notification:** The Branch Executive and Branch Secretary shall ensure that:

**13.8.1** full records are kept and maintained in relation to the election, appointment, removal or cessation of office of any Branch Officeholder, Branch Delegate or other Branch Executive member, as part of the Branch's records; and

**13.8.2** the election, appointment, removal or cessation of office of any Branch Secretary and any Branch Delegate is notified to the NZDA's Chief Executive as soon as practicable (and not later than one month after the election, appointment, removal or cessation).

**13.9 Statutory Contact Person:** Unless the Branch Executive determines otherwise, the Branch Secretary shall be the statutory contact person for the Branch, for the purposes of current Societies Legislation and any other relevant legislation.

## 14 COMMITTEES/SUB-COMMITTEES

**14.1 Formation/Appointment:** The Branch Executive may from time to time direct the formation of, and appoint, any committee or sub-committee (however described) to support and assist the Branch Executive in carrying out its role, with terms of reference as the Branch Executive deems advisable. Membership of a committee or sub-committee need not be restricted to Branch Executive members or Members.

**14.2 Records:** Full and accurate records of committee or sub-committee matters, including membership, terms of reference and proceedings (including meetings and resolutions) must be kept and maintained, by way of a minute book or other appropriate records, as part of the Branch's records.

## 15 MANAGEMENT/PERSONNEL

The Branch Executive may from time to time engage a Branch Manager-Administrator and/or any other personnel to support and assist with the day-to-day management and administration of the Branch and its operation and affairs.

## 16 GENERAL MEETINGS

**16.1 Annual General Meetings:** An Annual General Meeting of the Members of the Branch shall be held after the end of each Branch financial year (and no later than 15 months after the previous AGM), at such time and place as the Branch Executive may determine. The business of each AGM shall be as follows:

**16.1.1** The presentation of the Branch Executive's annual report to the membership on the operation and affairs of the Branch for the most recently completed financial year and the financial statements of the Branch (reviewed or audited, as applicable) for that financial year. The Branch Secretary shall forward a certified copy of such financial statements to the Registrar of Incorporated Societies following the AGM.

**16.1.2** The election of Branch Officeholders, the Branch Delegate and any other Branch Executive members pursuant to Rule 13.4.

**16.1.3** The appointment of an independent, suitably qualified person to review (or audit) the Branch's financial statements for the current financial year.

**16.1.4** The determination and approval of annual membership subscriptions, and any proposed entrance fee if applicable.

**16.1.5** The determination and approval of any Branch donations or other payments, and/or other transactions, if applicable.

**16.1.6** Any proposed alteration(s) to the Rules included in the notice of the AGM.

**16.1.7** Any other business, provided that any proposed motion in relation to such other business must be notified in writing to the Branch Secretary not less than 24 hours prior to the commencement of the AGM.

**16.2 Extraordinary General Meetings:** The Branch Secretary shall, at the direction of the President or any 3 members of the Branch Executive or upon receipt of a requisition in writing signed by 7 or more Members, call an Extraordinary General Meeting of the Branch to deal with any business (including any proposed motion), such meeting to be held at such time and place as the Branch Executive may determine. At any such EGM, no business shall be transacted other than the business included in the notice convening the EGM (which may include business additional to that specified in the original direction or requisition).

**16.3 Notice and Conduct of General Meetings:** In relation to any General Meeting:

**16.3.1** The Branch Secretary must ensure that all Members are notified in writing of the General Meeting, for which purpose:

- (a) subject to any specific notification and timing requirements under these Rules, Members must be notified in writing of the date, time and place of the meeting no less than 14 days prior to the meeting; and
- (b) in the case of any proposed alteration to the Rules, any proposed winding up or dissolution of the Branch, and any business for which an Extraordinary General Meeting is called, the notification must include reasonable particulars of that proposal or business (including any proposed motion(s) relating to the proposal or business).

- 16.3.2** At least 10 voting Members (Full Members and/or Honorary Life Members) must be present, in person, in order to establish and maintain a quorum required to commence and conduct any business at the General Meeting.
- 16.3.3** The President, or if the President is absent the Vice President, shall chair the General Meeting, but if neither of those officeholders is present within 15 minutes after the scheduled start time for the meeting, the meeting will be chaired by another Branch Executive member (or in the absence of any such person, another Member) elected to chair the meeting by the Members present. Once a person has taken the chair, the person shall retain that position during the meeting notwithstanding the later arrival of the President or Vice President.
- 16.3.4** Full Members and Honorary Life Members of the Branch present at the General Meeting shall be entitled to vote.
- 16.3.5** Every question or motion submitted to the General Meeting shall be decided in the first instance by a show of hands, but the chair of the meeting or any two Members present may demand that a question or motion be determined by ballot and the chair shall decide the method of holding the ballot.
- 16.3.6** Unless these Rules require otherwise, a question or motion submitted to the General Meeting may be decided by a simple majority of votes cast at the meeting. In the case of an equality of votes (both on a show of hands and at a ballot), the chair shall have a casting vote (in addition to the chair's deliberative vote as a Member).
- 16.3.7** All resolutions passed at the General Meeting shall be binding on all Members, whether they are at the meeting or not. A declaration by the chair of the meeting that a resolution has been carried or lost, together with an entry in the records of the Branch, shall be conclusive evidence of the fact.
- 16.3.8** No Member shall be allowed at any General Meeting to address the chair of the meeting more than once upon any resolution or amendment, unless permission of the chair has been given, excepting the mover of the resolution, who shall be entitled to a general right of reply, and this will end the discussion.
- 16.3.9** The General Meeting, provided a quorum is present, may be adjourned for any period not exceeding one calendar month.
- 16.3.10** In all matters of procedure not specifically covered in these Rules, the procedure to be followed shall be settled by the chair.

**16.4 Records:** The Branch Executive and Branch Secretary shall ensure that full records of all General Meetings and resolutions are kept and maintained, by way of a minute book or other appropriate records, and that such records remain available as part of the Branch's records for at least 7 years.

**16.5 Validity of Proceedings:** In case of any irregularity occurring in the convening or holding of any General Meeting and the same not being noticed and objected to at the time, all proceedings, including resolutions passed, at such meetings shall be of the same force and validity as if no such irregularity had occurred. However, if any irregularity shall be noticed and objected to, the meeting shall decide thereon, and such decision shall be final and conclusive.

## 17 ALTERATION OF RULES

**17.1 Proposal for Approval at General Meeting:** No Rule shall be altered, added to or rescinded, and no new Rule made, except at an Annual General Meeting or Extraordinary General Meeting, and unless a written notice specifying the nature and object of the proposed alteration, repeal or new Rule, signed by the proposer and seconder, shall have been given to the Branch Secretary at least one month prior to such Annual General Meeting or Extraordinary General Meeting.

- 17.2 Member Notification:** The Branch Secretary shall notify all Members entitled to attend General Meetings of the proposed alteration, repeal or new Rule, at least 14 days prior to the General Meeting at which the membership is to deliberate and vote on the matter.
- 17.3 NZDA Board Approval:** Any such alteration, repeal or new Rule must be approved in writing by the NZDA Board and shall not have any force or effect until such approval is obtained.

## 18 MEMBER DISCIPLINARY ACTION

- 18.1 Referral of Matters to the NZDA Board:** If a Member of the Branch, being also a member of the NZDA:

- 18.1.1** is removed from the Register of Dentists as a result of misconduct; or
- 18.1.2** is convicted of any crime within the meaning of the Crimes Act 1961 or any amendment thereto or statute enacted in lieu thereof; or
- 18.1.3** is convicted of any offence under any Dental Legislation; or
- 18.1.4** has incurred an effective order of suspension or imposition of a penalty by the Health Practitioners Disciplinary Tribunal pursuant to any Dental Legislation; or
- 18.1.5** is found by the Branch Executive after due enquiry to be, or potentially be, guilty of conduct which is or may be either detrimental to the honour and interest of the dental profession or calculated to bring the profession into disrepute; or
- 18.1.6** is found by the Branch Executive after due enquiry to have committed, or potentially committed, a breach of the NZDA Rules, or the Code of Ethics or Peer Review or any of the procedures or rulings thereunder; or
- 18.1.7** is found by the Branch Executive after due enquiry to have failed, or potentially failed, to fully comply with the procedures or rulings of any Peer Review process;

then:

- 18.1.8** the Branch Executive may refer the matter to the NZDA Board, for disciplinary action to be taken by the NZDA Board under the NZDA Rules;
- 18.1.9** if a sanction is imposed on the Member under the NZDA Rules, by way of expulsion, suspension or reprimand, a corresponding sanction shall be imposed in relation to their membership of the Branch and the Member shall be notified in writing of the sanction and shall comply with the notice; and
- 18.1.10** if the sanction is expulsion or suspension from membership of the Branch, such sanction does not absolve the person of liability for any subscription arrears and/or any other amount due and payable to the Branch.
- 18.2 Branch Executive Determination and Referral to a General Meeting:** In relation to any matter set out in Rules 18.1.1 to 18.1.7 and any other Member conduct that may constitute a breach of these Rules:
- 18.2.1** the Branch Executive may review the matter and, after due enquiry, determine its own position regarding whether any of the circumstances set out in Rules 18.1.1 to 18.1.7 apply and/or whether the Member's conduct constitutes a breach of these Rules and, if applicable, determine any recommended sanction in relation to the Member's membership of the Branch;
- 18.2.2** where Rule 18.1.1 applies, the Member shall be liable to expulsion or suspension from membership, and where any of Rules 18.1.3 to 18.1.7 applies or the Branch Executive determines that the Member's conduct constitutes a breach of these Rules, the Member shall be liable to expulsion or suspension or reprimand;

**18.2.3** if the Branch Executive determines that a sanction should be imposed, the Branch Executive's determination and recommended sanction shall be referred to a General Meeting for the membership to vote on the matter, and the membership may vote to approve the Branch Executive's determination and recommended sanction or a lesser sanction, or to exonerate the Member;

**18.2.4** the Member shall be notified in writing of any General Meeting resolution to expel, suspend, reprimand or exonerate the Member and shall comply with the notice; and

**18.2.5** if the sanction of expulsion or suspension from membership of the Branch is imposed, such sanction does not absolve the person of liability for any subscription arrears and/or any other amount due and payable to the Branch.

**18.3 Subscription Arrears:** If any Member shall be in arrears with any subscription for not less than three months:

**18.3.1** the Branch Secretary shall notify the Member in writing that unless all subscriptions then in arrears, including any additional fee payable in respect of such arrears, are paid on or before the date of expiration of such notice, being not less than 28 days after the date of delivery, posting or transmission, the Member shall be struck off the Membership Register; and

**18.3.2** such person shall, upon the expiration of such notice without full payment of the arrears, be struck off the Membership Register and cease to be a Member (unless the Branch Executive determines that exceptional circumstances warrant an extension of time for full payment of the arrears).

## 19 COMPLAINTS AGAINST MEMBERS

**19.1 Initiation of Complaints:** Any Member or Members wishing to lodge a complaint against any other Member or Members may:

**19.1.1** put the complaint in writing before the Branch Executive, in which case the Branch Executive may, at its discretion, handle the complaint itself or refer the complaint to the NZDA Board; or

**19.1.2** notify the Branch of their intention to put a complaint directly to the NZDA Board, and then put the complaint in writing before the NZDA Board.

**19.2 Handling of Complaints:** In relation to the handling of any complaint initiated in accordance with Rule 19.1:

**19.2.1** If the Branch Executive receives and handles the complaint itself, the Branch Executive shall determine (either generally or for the particular case) the procedure to be adopted in dealing with and investigating the complaint and, after due enquiry, may determine that any implicated Member should be exonerated or that a sanction should be imposed on such Member, by way of expulsion, suspension or reprimand. If the complaint relates to a matter referred to in Rule 18.2 or the Branch Executive determines that a sanction should be imposed on the Member in relation to any other matter, Rules 18.2.3 and 18.2.4 shall apply (with any necessary modifications).

**19.2.2** If the NZDA Board receives the complaint from the Branch Executive or directly from the Member or Members lodging the complaint, the NZDA Board shall handle the complaint in accordance with the provisions of the NZDA Rules relating to disciplinary action and/or complaints against members of the NZDA (as applicable). If the complaint relates to a matter referred to in Rule 18.1 or if a sanction is imposed on the Member under the NZDA Rules in relation to any other matter, Rules 18.1.9 and 18.1.10 shall apply (with any necessary modifications).

## 20 PROPERTY/INCOME AND FINANCE MATTERS

- 20.1 Application for Branch Mission/Purposes:** The property and income of the Branch, from whatever source derived, shall be applied solely towards the advancement and achievement of the Branch Mission and Purposes, as set out in these Rules, and no portion thereof shall be paid or transferred, directly or indirectly by way of profit, to the Members of the Branch. For the avoidance of doubt, this Rule 20.1 shall not prevent the payment in good faith of remuneration to any Branch Executive member or other officer or servant of the Branch, or to any Member of the Branch or any other person, in return for services actually rendered to the Branch.
- 20.2 Branch Executive Control:** The property and income of the Branch, including all Branch funds and investments, shall be under the control of the Branch Executive.
- 20.3 General Meeting Authorisations:** No sum greater than \$1,000 shall be paid out of the property and income of the Branch by way of donation and no sum greater than \$5,000 shall be spent on capital items, unless such payment is authorised by a resolution passed at a General Meeting, and the Branch may only borrow such sums of money as authorised by a resolution passed at a General Meeting.
- 20.4 Reimbursement from Members:** If any Member of the Branch is paid or receives any dividend, bonus or other profit in contravention of these Rules, the Member shall reimburse the same to the Branch.
- 20.5 Books of Account:** The Branch Executive shall cause true accounts to be kept of the sums of money received and expended by the Branch, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Branch. The books of account shall be kept at the office of the Branch or at such place as the Branch Executive thinks fit. These accounts shall be presented for approval at each Branch Executive meeting.
- 20.6 Approval/Authorisation of Payments:** The Branch Manager or another person approved by the Branch Executive shall attend to the payment of all bills for the Branch, after all such bills have been approved for payment by the Branch Treasurer or President. Payments made from any Branch bank account shall be authorised by any two persons approved by the Branch Executive.

## 21 FINANCIAL STATEMENTS

- 21.1 Preparation and Filing:** The Branch Executive shall ensure that financial statements for the Branch are prepared, in accordance with all relevant requirements under current Societies Legislation and any other applicable law, at the end of each financial year, which shall be presented to the membership at the Annual General Meeting following the end of the relevant financial year and filed with the Registrar of Incorporated Societies in accordance with current Societies Legislation.
- 21.2 Independent Review (or Audit):** The Branch financial statements for each financial year shall be subject to a review or, if so determined by the Branch Executive or by resolution at a General Meeting or if required by law, an audit, such review or audit to be undertaken by an appropriately qualified person independent of the Branch and its Members.
- 21.3 Timing:** The financial statements, reviewed or audited (as applicable), are to be finalised within 6 months after the end of the relevant financial year and before the Annual General Meeting.

## 22 LIABILITY OF BRANCH EXECUTIVE MEMBERS AND OTHERS

- 22.1 Reimbursement:** Every Branch Executive and committee/subcommittee member and every other officer or servant of the Branch shall be reimbursed wholly or in part by the Branch out of its assets for all costs and expenses, including travel and other expenses, properly incurred by the person in carrying out the properly authorised business of the Branch.



- 22.2 Insurance:** The Branch Executive may, if it sees fit, insure the person and/or property of any Branch Executive member, committee/subcommittee member, or other officer or servant of the Branch engaged on Branch business, provided that the Branch Executive considers that effecting such insurance is in the best interests of the Branch and the cost of effecting the insurance is fair to the Branch.
- 22.3 Indemnification:** Every Branch Executive and committee/subcommittee member shall be indemnified by the Branch out of its assets from or against any liability incurred by the person of whatever nature or kind which arises from any act or omission in the discharge of their duties hereunder or pursuant hereto or arises otherwise directly or indirectly from acting as a Branch Executive or committee/subcommittee member (including any costs and expenses incurred in the business or any action or proceeding taken against the person), but excluding any criminal liability or liability that arises from a failure by the person to act in good faith and in what the person believes to be the best interests of the Branch.
- 22.4 Limited Recourse:** Every Branch Executive and committee/subcommittee member and every other officer or servant of the Branch shall be chargeable only for money and securities actually received by them, notwithstanding the person signing any receipt for the sake of conformity, and shall be answerable and accountable only for their own acts, receipts, neglects or defaults, not for those of any other Branch Executive or committee/subcommittee member, or officer or servant, nor for those of any bank, broker or other person with whom any Branch property may be deposited, nor for the insufficiency or deficiency of any securities, nor for any other loss, unless the same is attributable to the person's own wilful default.
- 22.5 Limited Liability:** No Branch Executive or committee/subcommittee member shall be liable for any loss suffered or incurred by the Branch, and no action or proceeding for negligence, default, breach of duty, breach of trust or otherwise shall be taken by the Branch against any Branch Executive or committee/subcommittee member in relation to any such loss, in circumstances where the person to act in good faith and in what the person believes to be the best interests of the Branch and the loss is not attributable to the person's own wilful default.

## 23 CONTROL OF SEAL AND OTHER MATTERS

- 23.1 Branch Executive Control:** The Branch's seal (if a seal is required under Current Societies Legislation or the Branch chooses to have a seal), logo, website and databases shall be controlled by the Branch Executive and shall be administered and used in accordance with these Rules and otherwise as directed or authorised by the Branch Executive.
- 23.2 Use of Branch Seal:** Without limiting the manner in which the Branch may enter into any contract or execute any document in accordance with Current Societies Legislation or any other applicable law, the Branch may do so by affixing the Branch's seal accompanied by the signature of the Branch Secretary and the signature(s) of the President and/or the Branch Treasurer.

## 24 WINDING UP/DISSOLUTION

- 24.1 Decision to Wind Up/Dissolve Branch:** Without limiting the application of current Societies Legislation or any other relevant law, the Branch may be wound up or dissolved by a resolution receiving the affirmative votes of the majority of Members present and entitled to vote at a General Meeting, provided that all Members entitled to vote have been given due notice of the General Meeting and that notice included notice of the proposal to wind up or dissolve the Branch.
- 24.2 Distribution of Surplus:** If upon the winding up or dissolution of the Branch there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Branch but shall be given or transferred to the NZDA or some other not-for-profit body or bodies having purposes similar to the Branch Mission and Purposes, to be determined by Members of the Branch at or before the time of dissolution, or in default thereof as the Registrar of Incorporated Societies or the High Court (as the case may be) directs.

## 25 NOTICES

**25.1 Methods of Notice:** Unless these Rules expressly provide otherwise:

**25.1.1** any notice required by these Rules to be given to any Member must be in writing and may be given either personally or by sending or delivering it to the Member's address (physical, postal or electronic) shown in the Membership Register; and

**25.1.2** where notice is sent by post or electronically, service of the notice:

- (a) shall be deemed to be effected if the notice is properly addressed, prepaid and posted to the Member's physical or postal address, or properly addressed and transmitted at the sender's end to the Member's electronic address; and
- (b) unless there is evidence of earlier receipt:
  - (i) a notice sent by post in accordance with this Rule 25.1 shall be deemed to have been effected and received by the Member on the seventh day following the day on which the notice is posted; and
  - (ii) a notice sent electronically in accordance with this Rule 25.1 shall be deemed to have been effected and received by the Member at the expiry of 24 hours after the notice is transmitted.

**25.2 Validity of Meetings/Proceedings:** Accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member shall not invalidate the meeting or any proceedings at the meeting.

## 26 REPLACEMENT OF PREVIOUS RULES AND TRANSITIONAL MATTERS

**26.1 Replacement of Previous Rules:** These Rules come into effect once they have been registered under the Current Societies Act following their approval at a General Meeting in accordance with the Branch's previous rules, and these Rules repeal and replace those previous rules and any other previous rules of the Branch.

**26.2 Transitional Matters:** In relation to the transition to these Rules at the time they come into effect, unless the context requires otherwise:

**26.2.1** all Members under the Branch's previous rules immediately prior to these Rules coming into effect continue to be Members of the Branch under these Rules, under the relevant class of membership referred to in Rule 4, as if they had attained such membership under Rules 4 and 6 of these Rules;

**26.2.2** the members of the Branch Executive or equivalent body under the Branch's previous rules and, in relation to the Branch Delegate position, the Branch's Branch Delegate under the NZDA Rules immediately prior to these Rules coming into effect, become the Branch Officeholders, Branch Delegate and other Branch Executive members under these Rules, as if the Branch Executive had been constituted and the members had been elected or appointed to their respective positions under these Rules; and

**26.2.3** all other things done, including all contractual and other arrangements entered into, all decisions and appointments made, any by-laws, regulations or policies adopted and any proceedings commenced under the Branch's previous rules remain valid and effective and, if applicable, may be continued and completed under these Rules.