

**CONSTITUTION OF THE
NEW ZEALAND
ORTHOTICS AND
PROSTHETICS SOCIETY
INCORPORATED**

Contents

Contents	2
1. Name	4
2. Charitable Status	4
3. Definitions	4
4. Purposes	5
5. Registered Office	7
6. Contact Person	7
7. Acts and Regulations	7
8. Membership	8
9. Categories of membership	8
10. Resignation	10
11. Annual Subscription	12
12. Annual General Meeting	12
13. Committee	16
14. Committee Meetings	18
15. Officers	19
16. Funds of the Society	23
17. Auditor	24
18. Dispute Resolution	24
19. Liquidation and removal from the register	28
20. Alterations to the constitution	29
21. Other	29
22. Notices	29

Schedule 1 – Code of Ethics	30
Schedule 2 – Competency Standards & Scope of Practice Guidance Tool	32
Schedule 3A – Terms of Reference – Conference Committee	38
Schedule 3B – Terms of Reference – Technical Committee	40
Schedule 3C – Terms of Reference – Education Committee	42
Schedule 3D – Terms of Reference – Website Committee	44
Schedule 4 – Duties of Officers	46

CONSTITUTION

1. NAME

The Name of the society is New Zealand Orthotics and Prosthetics Society Incorporated (in this **Constitution** referred to as the '**Society**').

2. CHARITABLE STATUS

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. DEFINITIONS

In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022;

Annual Subscription means the annual subscription fixed from time to time in respect of each category of membership in accordance with clause 11.2;

ANZOPA means a **Member** who is an associate member of the **Society**;

Application Fee means the fee payable by any person applying to be a **Member** of the Society as set at the AGM;

Committee means the **Society's** governing body and is comprised of the **Officers** elected in accordance with clause 12.5;

Conference Lead means the **Officer** elected in accordance with clause 12.5;

Constitution means the constitution of the Society set out in this document, including the Ethical Code;

Credentialing Lead means the **Officer** elected in accordance with clause 12.5;

Education Lead means the **Officer** elected in accordance with clause 12.5;

Ethical Code means the code set out in Schedule 2;

FNZOPA means a **Member** who is a fellow of the **Society**;

General Meeting means an annual general meeting or extraordinary general meeting of the Society;

Hon. FNZOPA means a **Member** who is an honorary fellow of the **Society**;

'Interested Member' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'Interests Register' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'Matter' means—

- (a) the **Society's** performance of its activities or exercise of its powers; or

- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

Member means a person who has consented to become a **Member** of the **Society**, has been properly admitted to the **Society** and who has not ceased to be a **Member** of the **Society** whether a **MNZOPA**, **ANZOPA**, **FNZOPA** or **Hon. FNZOPA**;

MNZOPA means a **Member** of the **Society**;

'Notice' to **Members** includes any notice given by email, post, or courier.

'Officer' means a natural person who is:

- (a) a member of the **Committee**, or
- (b) occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

Ordinary Resolution means a resolution that is approved by a simple majority of the **Members** or **Officers** (as the case may be) present or voting by proxy at the relevant meeting;

Orthotist means an allied health professional who, in conjunction with the medical profession, designs, fits and produces the orthoses prescribed by the medical profession for the use of their patients;

President means the president of the **Society** elected in accordance with clause 12.5;

Prosthetist means an allied health professional who, in conjunction with the medical profession, assesses patients with amputations or limb deficiencies and designs and fits prosthetic devices;

Secretary means the secretary of the **Society** for the time being elected in accordance with clause 12.5;

Society means the New Zealand Orthotics and Prosthetics Society Incorporated;

Special Majority Vote means a resolution of at least 75 percent of the **Members** or **Officers** (as the case may be) present or voting by proxy at the relevant meeting;

Technical Lead means the **Officer** elected in accordance with clause 12.5;

Technician means a person who provides technical assistance to **Orthotists** or **Prosthetists**;

Treasurer means the treasurer of the **Society** elected in accordance with clause 12.5;

Vice President means the vice president of the **Society** elected in accordance with clause 12.5; and

Website Lead means the **Officer** elected in accordance with clause 12.5.

4. PURPOSES

4.1 Purposes

The Society's purposes will be:

- (a) To represent **Orthotists** and **Prosthetists** and promote the orthotics and prosthetics profession in New Zealand;

- (b) To promote the training, education and professional status of **Orthotists** and **Prosthetists** and other members of the orthotics and prosthetics industry;
- (c) To promote honourable practice and decide questions of professional usage and courtesy among **Orthotists** and **Prosthetists**; and
- (d) To acquire, hold, administer, improve and dispose of such real and personal property as is necessary for the purpose of attaining these objectives.

4.2 **Effects Disallowed**

The **Society** must not operate for the purpose of, or with the effect of:

- (a) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- (b) having capital that is divided into shares or stock held by its **Members**; or
- (c) holding property in which its **Members** have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise).

4.3 **Financial Gain**

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- (a) engages in trade,
- (b) pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- (c) distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - (i) is a not-for-profit entity, and
 - (ii) is affiliated or closely related to the **Society**, and
 - (iii) has the same, or substantially the same, purposes as those of the **Society**.
- (d) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- (e) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- (f) provides benefits to **Members** or their families to alleviate hardship,
- (g) provides educational scholarships or grants to **Members** or their families,
- (h) pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests, or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- (i) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

- (j) on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

5. REGISTERED OFFICE

5.1 Place

The registered office of the **Society** will be at such place in New Zealand as the **Committee** from time to time determines.

5.2 Changes

Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- (a) at least 5 working days before the change of address for the registered office is due to take effect, and
- (b) in a form and as required by the Act.

6. CONTACT PERSON

6.1 Number of Contact Persons

The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

6.2 Contact Person

The Society's contact person must be:

- (a) At least 18 years of age, and
- (b) Ordinarily resident in New Zealand.

6.3 Appointment

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

6.4 Contact Details

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- (a) a physical address or an electronic address, and
- (b) a telephone number.

6.5 Changes

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

7. ACTS AND REGULATIONS

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

8. MEMBERSHIP

8.1 Minimum Numbers

The Society shall maintain the minimum number of **Members** required by the Act.

8.2 Becoming a Member: consent

- (a) Membership of the **Society** is open to any person who qualifies to become a **Member** under any of clauses 9.1, 9.3, 9.5 or 9.7.
- (b) Every applicant for membership must consent in writing to becoming a **Member**.
- (c) **Members** shall conduct themselves so as to serve the public interest by applying their specialised skills with honesty and integrity and in so doing uphold the dignity, standing and reputation of the discipline and the **Society**.

8.3 Becoming a Member: process

- (a) An applicant for membership must pay the **Application Fee**, complete and sign an application form stating whether they are applying to be a MNZOPA or ANZOPA, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.
- (b) The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.
- (c) The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

8.4 Contact Details

Every **Member** shall provide the **Society** that **Member's** name and contact details in writing (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

8.5 Rights of Membership

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

8.6 Annual Subscription

If a **Member** joins the **Society** later than 1 August in any year, the **Annual Subscription** and any other fees payable in the first year of that **Member's** membership will be determined on a pro rata basis.

9. CATEGORIES OF MEMBERSHIP

9.1 MNZOPA

A person will be entitled to become a **MNZOPA** if the Credentialing Committee advises the **Committee** that:

- (a) The applicant has attained the orthotics and/or prosthetics related qualifications specified by the Credentialing Committee from time to time; or
- (b) In the Credentialing Committee's opinion, the applicant has sufficient competence in the orthotics and/or prosthetics field to warrant the conferral of membership;
- (c) The **Committee** agrees with the Credentialing Committee's advice; and
- (d) The applicant acknowledges and agrees to be bound by this **Constitution**.

9.2 **MNZOPA Rights**

MNZOPA status confers on a **Member** the right to be involved in and advised of the **Society's** activities and includes the right to one vote at all meetings of the **Society**.

9.3 **FNZOPA**

A person will be entitled to become a **FNZOPA** if the Credentialing Committee advises the **Committee** that:

- (a) The applicant has been a **MNZOPA** for at least 20 years;
- (b) The applicant is proficient in the orthotics and/or prosthetics field;
- (c) At least two **Members** with **MNZOPA** status who are personally aware of the applicant's proficiency in the orthotics and/or prosthetics field advise the **Committee** in writing of the applicant's proficiency and suggest that the applicant be appointed a **Member** with **FNZOPA** status;
- (d) The **Committee** concurs with the advice given in accordance with clause (c); and
- (e) The applicant acknowledges and agrees to be bound by this **Constitution**.

9.4 **FNZOPA Rights**

FNZOPA status confers on a **Member** the right to be involved in and advised of the **Society's** activities and includes the right to one vote at all meetings of the **Society**.

9.5 **ANZOPA**

A person will be entitled to become an **ANZOPA** if the Credentialing Committee advises the **Committee** that:

- (a) The Credentialing Committee believes that, even though the applicant has not attained the qualifications or competence necessary to become a **Member** with **MNZOPA** status, the applicant has obtained sufficient experience and knowledge working in the orthotics and/or prosthetics industry to become a **Member**; and
- (b) The **Committee** agrees with the Credentialing Committee's advice; and
- (c) The applicant acknowledges and agrees to be bound by this **Constitution**.

9.6 **ANZOPA Rights**

ANZOPA status confers on a **Member** the right to be involved in and advised of the **Society's** activities, but does not include the right to vote at any meeting of the **Society**.

9.7 **Hon. FNZOPA**

A person will be entitled to become an **Hon. FNZOPA** if the Credentialing Committee advises the **Committee** that:

- (a) In the Credentialing Committee's opinion, the applicant has made an outstanding contribution in the orthotics and/or prosthetics field; and
- (b) The **Committee** agrees with the Credentialing Committee's advice; and
- (c) The applicant acknowledges and agrees to be bound by this **Constitution**.

9.8 **Previous Affiliation Not Required**

For the avoidance of doubt, a person is entitled to be a **Member** with **Hon. FNZOPA** status even if that person has not had any previous affiliation to the **Society**.

9.9 **Hon. FNZOPA Rights**

Hon. FNZOPA status confers on a **Member** the right to be involved in and advised of the **Society's** activities and includes the right to one vote at all meetings of the **Society**.

10 **RESIGNATION**

10.1 **Censure or Suspension**

The **Committee** may, by ordinary resolution, censure or suspend the membership of any **Member** following the completion of the dispute resolution process under this **Constitution**.

10.2 **Resignation**

A **Member** ceases to be a **Member**—

- (a) by resignation from that **Member's** class of membership by written notice to the **Committee** signed by that **Member**, or
- (b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- (c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- (d) by resolution of the **Committee** where—
 - (i) The **Member** has failed to pay an **Annual Subscription**, levy or other amount due to the **Society** and notice has been given in accordance with clause 11.3.
 - (ii) The **Member** has breached the provisions of the **Constitution**.
 - (iii) The **Member** has failed to abide by the Code of Ethics (Schedule 1);
 - (iv) The **Member** has failed to abide by the Standards of Practice set out in the Guidelines (Schedule 2); or
 - (v) In the opinion of the **Committee** the **Member** has brought the Society into disrepute

with effect from (as applicable)—

- (i) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- (ii) the date of termination of the **Member's** membership under this **Constitution**, or

(iii) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

(iv) the date specified in a resolution of the **Committee**

and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

10.3 **Obligations Upon Cessation of Membership**

A **Member** who has ceased to be a **Member** under this **Constitution**—

- (a) remains liable to pay all subscriptions and other fees to the **Society's** next balance date;
- (b) shall cease to hold himself or herself out as a **Member** of the **Society**; and
- (c) shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals);
- (d) shall cease to be entitled to any of the rights of a **Society Member**.

10.4 **Re-Admission**

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**. But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

10.5 **Notice Required**

Before any **Member** is censured or their membership is suspended or terminated in accordance with clause 10.1 or 10.2, the **Committee** will notify the **Member** concerned of the possible censure, suspension or termination by notice in writing. Such notice will be given at least 30 days prior to the meeting of the **Committee** at which the **Member's** censure, suspension or termination is to be decided.

10.5 **Attendance at Committee Meeting**

Any **Member** who may be censured or whose membership may be suspended or terminated in accordance with this clause 10 may attend and address the **Committee** meeting at which the **Member's** censure, suspension or termination is to be decided. However, the **Member** may not be present when the **Committee** votes on the **Member's** censure, suspension or termination.

10.6 **Appeal**

A **Member** who is censured or whose membership is suspended or terminated in accordance with clause 10.1 or 10.2, may, within 10 **Working Days** of the **Committee's** decision, appeal the **Committee's** decision to a special meeting of the **Committee**. At that meeting, the **Committee** may, by **Ordinary Resolution**, confirm or annul the censure or the suspension or termination of the **Member's** membership.

10.7 **Annulment of Decision**

If a **Member's** censure, suspension or termination is annulled in accordance with clause 10.6, the **Committee** may impose such conditions on the annulment as it considers fit.

11 **ANNUAL SUBSCRIPTION**

11.1 **Payment**

Every **Member** will pay the **Annual Subscription** and any other monies that the **Member** owes to the **Society** by the date specified by the **Committee (Due Date)**.

11.2 **Annual Subscription**

The **Committee** will recommend the **Annual Subscription** for the following year to the **Annual General Meeting**. The **Annual Subscription** determined at the **Annual General Meeting** will be effective from the following year beginning 1 April unless otherwise agreed at the **Annual General Meeting**.

11.3 **Failure to Pay**

If a **Member** does not pay the **Annual Subscription** within one month of the **Due Date**, the **Treasurer** will advise the **Member** of the **Member's** failure to pay by notice in writing (**Reminder Notice**). If the **Member** does not pay the **Annual Subscription** within one month of the date of the **Reminder Notice**, the **Treasurer** will issue a final notice (**Final Notice**) advising the **Member** that the **Member's** membership could be suspended or terminated if they do not pay the **Annual Subscription** within 10 **Working Days** of the date of the **Final Notice**. If the **Secretary** has not received the **Member's Annual Subscription** within 10 **Working Days** of the date of the **Final Notice**, the **Secretary** will advise the **Committee**, who may suspend or terminate the **Member's** membership by **Ordinary Resolution**. Notwithstanding such suspension or termination, the **Member** will still be liable to pay the **Annual Subscription** and any other monies owing to the **Society**.

11.4 **Reinstatement**

Any **Member** who has their membership suspended or terminated in accordance with clause 10.1 may, at the **Committee's** discretion, be reinstated if the **Member** pays the **Annual Subscription** and any other monies that the **Member** owes to the **Society**.

11.5 **Special Circumstances**

The **Committee** may waive or defer a particular **Member's** obligation to pay the **Annual Subscription** if the **Committee** considers that special circumstances apply.

11.6 **Residing Overseas**

Any **Member** who advises the **Secretary** in writing that he or she is residing overseas for the time being is only liable to pay one-third of the **Annual Subscription**. Any such **Member** will be liable to pay the full **Annual Subscription** when they resume residence in New Zealand.

12 **ANNUAL GENERAL MEETING**

12.1 **Procedures for all General Meetings**

(a) The **Committee** shall give all **Members** at least 40 **Working Days'** written **Notice** of

any **General Meeting** and of the business to be conducted at that **General Meeting**.

- (b) No business other than the business specified on the **Notice** may be brought before a **General Meeting**, unless this requirement is waived by a majority of **Members** attending or voting by proxy at the **General Meeting**.
- (c) Any **Member** who wishes to move any motion at a **General Meeting** will notify the **Secretary** at least 3 months' prior to the **General Meeting** and the **Secretary** will ensure that a copy of the motion with the moving **Member's** name is sent to each **Member** with the **Notice**. Where this is not practicable, the **Secretary** will send to each **Member** a summary of the motion stating where the full text of the motion may be seen.
- (d) That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of **Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- (e) Only financial **Members** may attend, speak and vote at **General Meetings**—
 - (i) in person, or
 - (ii) by a signed original written proxy or email from the registered email address of the **Member**, in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** not less than 48 hours before the commencement of the **General Meeting**, or
 - (iii) through the authorised representative of a body corporate as notified to the **Committee**, and
 - (iv) no other proxy voting shall be permitted.
- (f) An instrument of proxy will be as near as possible to the following form:

I, [] of [], being a financial Member of the NEW ZEALAND ORTHOTICS AND PROSTHETICS SOCIETY INCORPORATED, and therefore entitled to vote at a General Meeting, hereby appoint [] of [] another Member, and failing them, [] of [] another Member, to vote for me at the General Meeting scheduled on [] or its substitute.

This proxy applies to all items on the agenda/This proxy applies only to the items specified on the attached agenda.*

SIGNED: DATE:

** Choose an option*

- (g) No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting either in person or by proxy and this will constitute a quorum.
- (h) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present

those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

- (i) Unless otherwise provided for in this **Constitution**, a **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot. If a secret ballot is demanded it will be taken immediately. The demand of a secret ballot will not prevent the continuance of a meeting for the transaction of any business other than the question for which the secret ballot was demanded. When required for the purposes of a secret ballot, the chairperson shall nominate two **Members** to be the returning officers.
- (j) Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by secret ballot.
- (k) Any decisions made when a quorum is not present are not valid.
- (l) Written resolutions may not be passed in lieu of a **General Meeting**.
 - (i) **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
 - (ii) All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice-President** shall chair that meeting. If neither of those **Officers** is present within 15 minutes of the start of the **General Meeting**, the **Members** may elect another person to chair the **General Meeting** by majority vote.
 - (iii) Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
 - (iv) Any person chairing a **General Meeting**—
 - (A) May with the consent of a simple majority of **Members** present at any **General Meeting**, or must if so directed by a majority of **Members** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - (B) May direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - (C) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
 - (v) The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General**

Meeting.

- (vi) Any **Member** may request that a motion be voted on at a General Meeting, by giving notice to the **Secretary** or **Committee** at least 20 Working Days before that meeting. The **Member** may also provide information in support of the motion. If notice of the motion is given to the **Secretary** or **Committee** before written Notice of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written Notice of the **General Meeting**.

12.2 Postal Ballot

- (a) The **Committee** may and will, if required by not less than 10 **Members** in writing, submit any question concerning the **Society** to a postal ballot of all **Members**. The postal ballot will be conducted by the **Secretary** and the question will be decided by a majority of those actually voting.
- (b) An email transmission which is received by the **Secretary** and which purports to have been sent by a **Member** shall for the purposes of this provision be taken to be in writing and signed by that **Member** at the time of receipt of the email transmission by the **Secretary**.

12.3 Minutes

- (a) The **Society** must keep minutes of all **General Meetings**.
- (b) Declaration of the result of a vote by the **President** (or chairperson) of the **General Meeting** will be conclusive and the **Secretary** will record the result of the vote in the minute book. Such entry will be evidence of the result of the vote without proof of the number or proportion of the votes recorded.

12.4 Annual General Meetings

- (a) An **Annual General Meeting** shall be held on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- (b) The **Annual General Meeting** must be held no later than the earlier of the following—
 - (i) 6 months after the balance date of the **Society**
 - (ii) 15 months after the previous **Annual Meeting**.

12.5 Business at Annual General Meetings

The business of an **Annual General Meeting** shall be to—

- (a) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**;
- (b) adopt the annual report on the operations and affairs of the **Society**;
- (c) adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements including an audited statement of account from the **Treasurer** (prepared in accordance with clause 17);
- (d) set any **Annual Subscriptions** and **Application Fee** for the current financial year

taking into account the recommendations of the **Committee**;

- (e) elect **Officers** for the ensuing year to hold the positions set out at clause 13.1;
- (f) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**;
- (g) appoint an auditor for the ensuing year; and
- (h) consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information—

- (a) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- (b) the annual financial statements for that period, and
- (c) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

12.6 **Special General Meetings**

- (a) **Special General Meetings** may be called at any time by the **President** or by the **Committee** by resolution.
- (b) The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 **Members**.
- (c) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- (d) The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

13 **COMMITTEE**

13.1 **Committee composition**

- (a) The **Committee** will consist of not less than 9 **Officers** who will hold the following positions:
 - (i) President
 - (ii) Secretary
 - (iii) Treasurer
 - (iv) Vice-President
 - (v) Education Lead
 - (vi) Conference Lead
 - (vii) Technical Lead
 - (viii) Website Lead
 - (ix) Credentialing Lead

- (b) **Officers** shall act in accordance with the Duties of Officers set out in Schedule 4.
- (c) A majority of the **Officers** on the **Committee** must be either:
 - (i) **Members** of the **Society**, or
 - (ii) representatives of bodies corporate that are **Members** of the **Society**.

13.2 **Functions of the Committee**

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

13.3 **Powers of the Committee**

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

13.4 **Sub-committees**

- (a) The **Committee** will appoint persons to five sub-committees as follows:
 - (i) Education Committee comprising the President or a nominee, Education Lead, Orthotic Representative, Prosthetic Representative;
 - (ii) Credentialing Committee comprising President or a nominee, Credentialing Lead, Education Representative, Orthotic Representative, Prosthetic Representative;
 - (iii) Conference Committee comprising President or a nominee, Conference Lead, Education Representative, Technical Representative, Website Representative;
 - (iv) Technical Committee comprising President or a nominee, Technical Lead, Technical Representative Orthotics, Technical Representative Prosthetics;
 - (v) Website Committee comprising President or a nominee, Website Lead, Education Representative, Technical Representative, Conference Representative, Credentialing Representative;
- (b) Each sub-committee shall act in accordance with the Terms of Reference set out in Schedule 3.
- (c) Unless otherwise resolved by the **Committee**—
 - (i) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
 - (ii) each member of a sub-committee shall have one vote and in the event of a tied vote on any resolution the **President** shall have a casting vote;
 - (iii) no sub-committee shall have power to co-opt additional members,
 - (iv) a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
 - (v) a sub-committee must not further delegate any of its powers.
- (d) The Committee Leads of each of these sub-committees may co-opt additional

members to their sub-committee from time to time. These co-opted members shall not be **Officers** nor entitled to vote at **Committee** meetings.

- (e) The **Committee** may appoint additional sub-committees for any particular matter concerning the activities of the **Society** at any time by co-opting **Members** of the **Society**. The sub-committee will act in accordance with the **Committee's** instructions. The **President** or their nominee will be chairperson of any sub-committee so formed.
- (f) Any decisions arrived at by any sub-committee must be presented to the **Committee** for ratification and can only be implemented following that ratification.

13.5 **General matters**

- (a) The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
- (b) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

14 **COMMITTEE MEETINGS**

14.1 **Procedure**

- (a) The quorum for **Committee** meetings is a majority of the **Officers**.
- (b) A meeting of the **Committee** may be held either—
 - (i) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (ii) by means of audio, or audio and visual communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (c) A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- (d) If at a meeting of the **Committee**, the **President** is not present, the **Vice-president** shall be chairperson of the meeting. The chairperson shall have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- (e) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

14.2 **Frequency**

- (a) The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the chairperson or **Secretary** but not less than six times per year.
- (b) The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give

to all **Committee** members not less than 20 **Working Days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

15 OFFICERS

15.1 Qualifications of officers

- (a) Every **Officer** must be a natural person who—
 - (i) has consented in writing to be an **Officer** of the **Society**, and
 - (ii) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**
- (b) **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—
 - (i) a person who is under 16 years of age
 - (ii) a person who is an undischarged bankrupt
 - (iii) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
 - (iv) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - (v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - (A) an offence under subpart 6 of Part 4 of the **Act**
 - (B) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - (C) an offence under section 143B of the Tax Administration Act 1994
 - (D) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - (E) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - (vi) a person subject to:
 - (A) a banning order under subpart 7 of Part 4 of the **Act**, or
 - (B) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (C) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - (D) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - (vii) a person who is subject to an order that is substantially similar to an order

referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

- (c) Prior to election or appointment as an **Officer** a person must—
 - (i) consent in writing to be an **Officer**, and
 - (ii) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.
- (d) Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

15.2 **Officers' duties**

At all times each **Officer**:

- (a) shall act in good faith and in what they believe to be the best interests of the **Society**,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- (d) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (i) the nature of the **Society**,
 - (ii) the nature of the decision, and
 - (iii) the position of the **Officer** and the nature of the responsibilities undertaken by them.
- (e) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- (f) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

15.3 **Election or appointment of Officers:**

The election of **Officers** shall be conducted as follows.

- (a) **Officers** shall be elected during an **Annual General Meeting**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
- (b) A candidate's written nomination on the approved nomination form, accompanied

by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Secretary** at least 10 **Working Days** before the date of the **Annual General Meeting**. The nomination form shall identify the position to which the nominee wishes to be elected. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

- (c) Votes shall be cast by secret ballot. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- (d) Two **Members** (who are not nominees) or non-**Members** appointed by the chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (e) The failure for any reason of any financial **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- (f) It is recommended that there is balanced representation between orthotists and prosthetists on the **Committee** to ensure appropriate guidance for both professions. Therefore, in addition to **Officers** elected under the foregoing provisions, the **Committee** may appoint other **Officers** to achieve this balance, or for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

15.4 **Term**

- (a) The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.
- (b) No **President** shall serve for more than 4 consecutive years as **President**.

15.5 **Removal of Officers**

An **Officer** shall be removed as an **Officer** by **Ordinary Resolution** of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- (a) The **Officer** elected to the **Committee** has been absent from 2 or more consecutive **Committee** meetings without leave of absence from the **Committee**;
- (b) The **Officer** has brought the **Society** into disrepute;
- (c) The **Officer** has failed to disclose a conflict of interest;
- (d) The **Committee** passes a vote of no confidence in the **Officer** with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

15.6 Ceasing to hold office

- (a) An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- (b) Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

15.7 Conflicts of interest

- (a) An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - (i) to the **Committee** and/or sub-committee, and
 - (ii) in an **Interests Register** kept by the **Committee**.
- (b) Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- (c) An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
 - (i) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
 - (iii) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- (d) However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- (e) Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- (f) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

15.8 General

Officers will be entitled to claim their reasonable and actual travelling and out-of-pocket expenses incurred while engaged in the affairs of the **Society**. Receipts for such expenses must be given to the **Treasurer** within one month of the affairs to which they relate.

16 FUNDS OF THE SOCIETY

16.1 Finances: Control and management

- (a) The funds and property of the **Society** shall be—
 - (i) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - (ii) devoted solely to the promotion of the purposes of the **Society**.
- (b) The **Committee** shall maintain bank accounts in the name of the **Society**.
- (c) The **Committee** may invest surplus funds in the name of the **Society** in accordance with s 30 of the Trusts Act 2019.
- (d) All money received on account of the **Society** shall be banked within 5 **Working Days** of receipt.
- (e) All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- (f) The **Committee** must ensure that there are kept at all times accounting records that—
 - (i) correctly record the transactions of the **Society**, and
 - (ii) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- (g) The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- (h) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.
- (i) No private pecuniary profit shall be made by any **Member** of the **Society**, Except that:
 - (i) Any **Member** including any **Officer** may receive full reimbursement for all expenses properly incurred by that **Member** in connection with the affairs of the Society including reasonable and actual travelling costs for all **Officers** to attend **Committee** meetings;
 - (ii) The **Society** may pay reasonable and proper remuneration to any **Member** in return for services actually rendered to the **Society** provided however that any **Member**, or any person associated with a **Member** who is to receive remuneration in accordance with this clause shall not by virtue of that **Member's** capacity in any way determine or materially influence the amount of the remuneration to be paid.
- (j) The **Committee** may appoint administrative staff to see to the day-to-day activities of the **Society** and will ensure there is a specific job description for each position outlining the duties required.

16.2 **Balance date**

The **Society's** financial year shall commence on 1 April of each year and end on 31 March of the following year (the latter date being the **Society's** balance date).

17 **AUDITOR**

17.1 **Accountant**

The end of year financial accounts will be prepared by a qualified accountant, with no less than 10 years of relevant professional accounting experience, at the end of each financial year no later than 8 weeks prior to the date of the **Annual General Meeting**.

17.2 **Auditor**

An auditor, with at least 10 years of relevant professional audit experience and who is not an **Officer** of the **Society**, will be nominated at the **Annual General Meeting** to review the financial accounts for the next three financial years.

17.3 **Review**

The auditor may review all books, papers, accounts and documents relating to the affairs of the Society for the nominated financial year. The relevant yearly statements will be audited by the auditor and, if correct, certified in writing by the auditor before they are submitted to the **Members** at the **Annual General Meeting**.

17.4 **Nomination**

The **Members** may by simple majority at a **General Meeting** request that an auditor be nominated for a specific financial year that falls outside the three year audit requirement provided under clause 17.2.

18 **DISPUTE RESOLUTION**

18.1 **Meanings of dispute and complaint**

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

(a) The disagreement or conflict may be between any of the following persons—

- (i) 2 or more **Members**
- (ii) 1 or more **Members** and the **Society**
- (iii) 1 or more **Members** and 1 or more **Officers**
- (iv) 2 or more **Officers**
- (v) 1 or more **Officers** and the **Society**
- (vi) 1 or more **Members** or **Officers** and the **Society**.

(b) The disagreement or conflict relates to any of the following allegations—

- (i) a **Member** or an **Officer** has engaged in misconduct
- (ii) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the Act

- (iii) the **Society** has breached, or is likely to breach, a duty under the Society's **Constitution** or bylaws or the Act
 - (iv) a **Member's** rights or interests as a member have been damaged or **Member's** rights or interests generally have been damaged.
- (c) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
 - (i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (ii) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (iii) sets out any other information or allegations reasonably required by the **Society**.
- (d) The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 - (i) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (ii) sets out the allegation to which the dispute relates.
- (e) The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- (f) A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- (g) All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- (h) The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

18.2 How a complaint is made

- (a) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
 - (i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (ii) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - (iii) sets out any other information reasonably required by the **Society**.
- (b) The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 - (i) states that the **Society** is starting a procedure for resolving a dispute in

- accordance with the **Society's Constitution**; and
- (ii) sets out the allegation to which the dispute relates.
- (c) The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

18.3 **Person who makes a complaint has right to be heard**

A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

- (a) If the **Society** makes a complaint—
 - (i) the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (ii) an **Officer** may exercise that right on behalf of the **Society**.
- (b) Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing (if any) is held before the decision maker; and
 - (iv) the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

18.4 **Person who is subject of complaint has right to be heard**

- (a) This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this Act; or
 - (iii) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - (i) the respondent is fairly advised of all allegations concerning the respondent,

with sufficient details and time given to enable the respondent to prepare a response; and

- (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (iv) an oral hearing (if any) is held before the decision maker; and
- (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

18.5 Investigating and determining dispute

- (a) The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

18.6 Society may decide not to proceed further with a complaint

- (a) Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
 - (i) the complaint is considered to be trivial; or
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (A) that a **Member** or an **Officer** has engaged in material misconduct:
 - (B) that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the Act:
 - (C) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
 - (D) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (E) the person who makes the complaint has an insignificant interest in the matter; or
 - (F) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
 - (G) there has been an undue delay in making the complaint.

18.7 Society may refer complaint

- (a) The **Society** may refer a complaint to—
 - (i) a subcommittee or an external person to investigate and report; or
 - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

- (b) The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

18.8 **Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

18.9 **Decision**

Following the completion of the above process, the decision makers may recommend to the **Committee** that a **Member** be censured, suspended or that their membership be terminated. The **Committee** may by ordinary resolution censure, suspend or terminate the membership of a **Member**.

19 **LIQUIDATION AND REMOVAL FROM THE REGISTER**

19.1 **Resolving to put society into liquidation**

- (a) The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- (b) The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- (c) The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- (d) Any resolution to put the **Society** into liquidation must be passed by a 75% majority of all **Members** present and voting.

19.2 **Resolving to apply for removal from the register**

- (a) The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- (b) The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- (c) The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- (d) Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

19.3 **Surplus assets**

- (a) If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

- (b) On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a not-for-profit organisation within New Zealand to be chosen by the Public Trustee.

20 ALTERATIONS TO THE CONSTITUTION

20.1 Amending this constitution

- (a) All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- (b) The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a 75% majority of those **Members** present and voting.
- (c) That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- (d) Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 25% of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (e) At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- (f) When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

21 OTHER

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

22 NOTICES

Unless otherwise specified in this **Constitution**, any **Notice** required to be given will be in writing and may be served on a **Member** either personally or by posting it or by electronic means to the **Member** at the address last notified by the **Member** to the **Society**.

SCHEDULE 1 – CODE OF ETHICS

1. ALL MEMBERS WILL AT ALL TIMES:

- 1.1 remember the interests and self-respect of all patients are of prime importance
- 1.2 be aware of their scope of practice and refer patients accordingly
- 1.3 endeavour to work with other health professionals to provide the best treatment in the best interests` of the patient
- 1.4 act in a professional manner when dealing with patients, peers and other professional bodies
- 1.5 cultivate a spirit and practice of the Society and co-operation with all fellow Members and all members of the Allied Health and Medical professions
- 1.6 use their skills for the benefit of the Allied Health and Medical professions and the general public
- 1.7 support the Society, abide by the rules and advance the Allied Health and Medical professions by all legitimate means
- 1.8 acknowledge the NZOPA and use their skills and knowledge to benefit the Society
- 1.9 provide services to users in a professional manner that puts their wellbeing and health outcomes first
- 1.10 honestly represent themselves as well as their services to the patient and all others concerned
- 1.11 observe similar restrictions in their personal relations with users of prosthetic and orthotic services as are normally accepted by the Allied Health profession

2. NO MEMBER WILL:

- 2.1 claim to heal or cure the conditions of any patient
- 2.2 solicit work, either directly or indirectly, in any manner considered by the Committee to be professionally improper
- 2.3 pay, either directly or indirectly, any person to introduce clients to themselves
- 2.4 publish any advertisement in any form of media if that advertisement is in any way misleading, deceptive, or derogatory to the Society or the medical profession
- 2.5 recommend or administer any medical treatment or medication requiring oral or injected drugs unless authorised to do so.

3. MEMBERS MUST ACT ETHICALLY AND MAINTAIN STANDARDS OF PRACTICE

- 3.1 Members will uphold and be guided by recognised professional codes of ethics where applicable
- 3.2 Members are responsible for maintaining their professional standards
- 3.3 Members will use knowledge and skills and demonstrate expected competencies for the benefit of patients
- 3.4 Members are accountable for practicing safely within their scope of practice

- 3.5 Members will maintain and update professional knowledge and skills
- 3.6 Members will participate in peer support and review
- 3.7 Members will accurately maintain up-to-date and comprehensive records related to Orthotic, Prosthetic and rehabilitation services.

4. MEMBERS WILL RESPECT THE RIGHTS AND DIGNITY OF PATIENTS

- 4.1 Members acknowledge Te Tiriti o Waitangi/Treaty of Waitangi as a founding document of Aotearoa New Zealand, and will apply the principles of the Treaty while promoting equitable opportunity for positive health outcomes within the context of Māori health (models), including whānau (family health), tinana (physical health), hinengaro (mental) and wairua (spiritual health).
- 4.2 Members acknowledge the cultural diversity that exists within Aotearoa New Zealand and aim to practice in an inclusive patient-centred manner
- 4.3 Members will provide information to enable the patient to exercise informed choice and consent regarding their treatment plan relating to Orthotic and Prosthetic services subject to, in each of the above, the maintenance of professional standards as set out in NZOPA Competency Standards
- 4.4 Members will safeguard confidentiality and privacy of information obtained within the professional relationship
- 4.5 Members will help patients understand their rights and acknowledge their responsibilities
- 4.6 Members will provide for and respect patients' personal privacy
- 4.7 Members will practice within the principles of the Treaty of Waitangi.

5. ORTHOTIC AND PROSTHETIC SERVICES WILL BE DELIVERED IN A WAY THAT JUSTIFIES PUBLIC TRUST AND CONFIDENCE

- 5.1 Members will maintain valid professional qualifications
- 5.2 Members will ensure that CPD practices are followed to maintain skill levels
- 5.3 Members will use professional knowledge and skills to promote patient safety and wellbeing
- 5.4 Members will take responsibility for being familiar with and will comply with legislative requirements, regulations and codes of patients' rights
- 5.5 Members will comply with all government contracts and with workplace policies and procedures
- 5.6 Members will follow Health and Safety legislation and workplace requirements to maintain safety standards for patients, staff and others in Orthotic and Prosthetic services
- 5.7 Members will act in ways that contribute to the good standing of the NZOPA

6. CONDUCT IN QUESTION

- 6.1 Examples of behavior, related or unrelated to Orthotic & Prosthetic service delivery, that could be considered as a basis for a complaint about conduct are:
 - (a) A Court conviction for criminal offence(s) that leads to or brings a custodial sentence
 - (b) Compromising patient/client safety or wellbeing through:

- (i) inability to perform duties satisfactorily
- (ii) neglect of responsibilities
- (iii) inadequate observation/documentation
- (iv) violation of patient's rights
- (v) maltreatment
- (vi) inappropriate use of force or intimidation
- (vii) causing injury or bodily harm
- (viii) physical, verbal or sexual abuse
- (c) failure to comply with legislated requirements/ethical principles
- (d) improper disclosure of personal information about patients
- (e) harmful imposition of political, religious or cultural views
- (f) harmful imposition of health practices/options
- (g) offer/acceptance of bribes, or other favours, or sexual advances
- (h) failure to observe fiscal constraints, misappropriating funds or property
- (i) attempting to defraud, dishonest dealings and/or falsifying records
- (j) Discrimination under the Human Rights Act 1993
- (k) Other unlawful conduct

Schedule 2 –Competency Standards & Scope of Practice Guidance Tool



COMPETENCY STANDARDS

The role of the orthotist/prosthetist is to promote quality of life through a client centred approach to the provision of orthotic and prosthetic treatment

DOMAIN 1 > COLLABORATIVE PRACTICE

Communicates and establishes rapport in order to deliver client-centred care

ACTIVITY	PERFORMANCE INDICATORS
1.1 Interacts effectively with client and/or carer	1.1.1 Ensures the client is the focus of the care pathway 1.1.2 Ensures all interactions with the client and/or carer demonstrate respect, honesty, empathy and dignity and are conducted in a culturally appropriate manner 1.1.3 Ensures the client and/or carer is aware of their rights and responsibilities 1.1.4 Obtains informed consent from the client and/or carer prior to the provision of care 1.1.5 Listens effectively to the client and/or carer 1.1.6 Encourages the client and/or carer to participate and provide feedback 1.1.7 Provides prompt, accurate and comprehensive information in clear terms to enable the client and/or carer to make an informed decision 1.1.8 Uses all available resources to enhance communication
1.2 Interacts effectively with other health professionals	1.2.1 Receives and develops client referrals, professional handovers, health professional team reports and care plans 1.2.2 Respects, acknowledges and utilises the expertise of other health professionals 1.2.3 Establishes and maintains effective working relationships with other health professionals to enhance collaborative practice and client access to care 1.2.4 Actively participates within the health professional team and seeks opportunities to demonstrate professional excellence
1.3 Interacts effectively with external bodies	1.3.1 Provides clinical justification for prescribed orthotic/prosthetic client treatment 1.3.2 Provides relevant information in order to facilitate client access to care

DOMAIN 2 > PROVISION OF CLINICAL CARE

Develops and manages a client centred care plan

ACTIVITY	PERFORMANCE INDICATORS
2.1 Collects client information	2.1.1 Identifies subjective and objective information to enable development of an appropriate orthotic/prosthetic care plan 2.1.2 Selects assessment techniques, outcome measures and other tools/instruments based on evidence, which are relevant to the client's presentation 2.1.3 Performs assessment professionally, safely and effectively
2.2 Appraises the validity and importance of acquired information	2.2.1 Accesses and utilises evidence to guide clinical decisions
2.3 Develops client centred treatment goals and care plan	2.3.1 Facilitates client and/or carer to establish personal goals 2.3.2 Considers the information obtained, the client and/or carer's goals and evidence when formulating treatment options 2.3.3 Discusses treatment options with the client and/or carer to support client centred care and informed choice 2.3.4 Discusses short and long term treatment goals with the client and/or carer 2.3.5 Identifies clients who require collaborative care and liaises with the health professional team to ensure integrated care planning 2.3.6 Determines and justifies the design details of the orthosis/prosthesis prescription 2.3.7 Includes client, carer and/or health professional team education and follow-up when planning treatment 2.3.8 Selects appropriate outcome measures
2.4 Evaluates, fits and/or modifies orthoses and prostheses, in relation to the treatment goals	2.4.1 Considers all relevant characteristics of the client during orthosis/prosthesis fitting and review processes 2.4.2 Uses appropriate techniques to ensure optimal fit and function of the orthosis/prosthesis 2.4.3 Reviews the client at appropriate intervals to evaluate fit, function, quality and safety of the orthosis/prosthesis 2.4.4 Evaluates and monitors treatment outcomes using patient feedback and/or outcome measures 2.4.5 Modifies treatment to ensure best possible outcomes are maintained 2.4.6 Discusses progress toward goals with the client and/or carer
2.5 Documents all aspects of care	2.5.1 Adheres to legislative and organisational requirements for all documentation 2.5.2 Maintains legible, concise and accurate documentation using contemporary methods 2.5.3 Safely and securely stores information and acts to maintain confidentiality whilst ensuring availability of information to other health professionals involved in the care pathway

DOMAIN 3 > PROVISION OF ORTHOSES AND PROSTHESES

Ensures the safe manufacture of orthoses and prostheses as part of the care plan

ACTIVITY	PERFORMANCE INDICATORS
3.1 Undertakes and/or coordinates the manufacture of orthoses and prostheses	3.1.1 Utilises appropriate casting, measuring and/or cast modification techniques to facilitate fabrication 3.1.2 Fabricates and/or coordinates the optimal fabrication of orthoses/prostheses 3.1.3 Performs and/or coordinates required modifications of orthoses/prostheses
3.2 Ensures the safety of orthoses and prostheses	3.2.1 Assesses the orthosis/prosthesis for structural safety at appropriate intervals 3.2.2 Ensures the orthosis/prosthesis is compliant with manufacturer guidelines and standards

DOMAIN 4 > SERVICE MANAGEMENT AND IMPROVEMENT

Contributes to the delivery of safe, quality and effective services

ACTIVITY	PERFORMANCE INDICATORS
4.1 Prioritises individual work load	4.1.1 Facilitates appropriate completion of treatment 4.1.2 Demonstrates an ability to triage individual client case load within broader facility requirements for client care 4.1.3 Facilitates appropriate completion of all supportive activities
4.2 Coordinates information relevant to client funding	4.2.1 Determines available funding for prescribed care plan 4.2.2 Prepares and/or coordinates submission of client funding documentation as required 4.2.3 Prescribes and designs orthosis/prostheses to achieve optimal outcomes within the approved budget for client treatment 4.2.4 Understands and conforms to funding arrangements, budget allocations, statistical reporting and financial transaction requirements relevant to the work place
4.3 Contributes to service evaluation and improvement activities	4.3.1 Recognises service gaps or inefficiencies and works collaboratively to identify solutions 4.3.2 Participates in audit processes and quality improvement initiatives

DOMAIN 5 > PROFESSIONAL VALUES AND BEHAVIOURS

Practices in accordance with professional, ethical and legislative standards

ACTIVITY	PERFORMANCE INDICATORS
5.1 Adheres to workplace safety requirements and identifies potential risks	5.1.1 Adheres to legislation and workplace guidelines relating to safety 5.1.2 Identifies workplace hazards and acts to eliminate or reduce risks
5.2 Adheres to client safety requirements and practices duty of care	5.2.1 Recognises the responsibility to do no harm 5.2.2 Complies with relevant laws, regulations, policies and guidelines 5.2.3 Abides by applicable codes of ethics and conduct 5.2.4 Recognises and responds appropriately if client is at risk
5.3 Recognises professional role and scope of practice	5.3.1 Works within professional scope of practice, consent of client and/or carer and authority of employer 5.3.2 Seeks assistance or refers on when beyond own level of competence 5.3.3 Recognises where further training is required to conduct competent practice

DOMAIN 6 > LIFE-LONG LEARNING AND REFLECTIVE PRACTICE

Maintains and extends professional competence and contributes to the learning and development of others

ACTIVITY	PERFORMANCE INDICATORS
6.1 Undertakes and contributes to professional development	6.1.1 Undertakes independent learning to further own knowledge and skills on a continuous basis 6.1.2 Shares skills and knowledge with health professional colleagues and students 6.1.3 Participates in health professional training and research as opportunities arise 6.1.4 Seeks out leaders within the profession for advice and mentoring 6.1.5 Offers constructive feedback and assistance to other health professionals
6.2 Demonstrates an enquiring approach to practice	6.2.1 Assesses and critically analyses sources of evidence 6.2.2 Demonstrates a systematic approach to analysis and decision making 6.2.3 Integrates evidence and new learning into practice to improve health outcomes for clients 6.2.4 Demonstrates knowledge of new techniques and technology relevant to orthotics/prosthetics 6.2.5 Critically and continuously evaluates practice

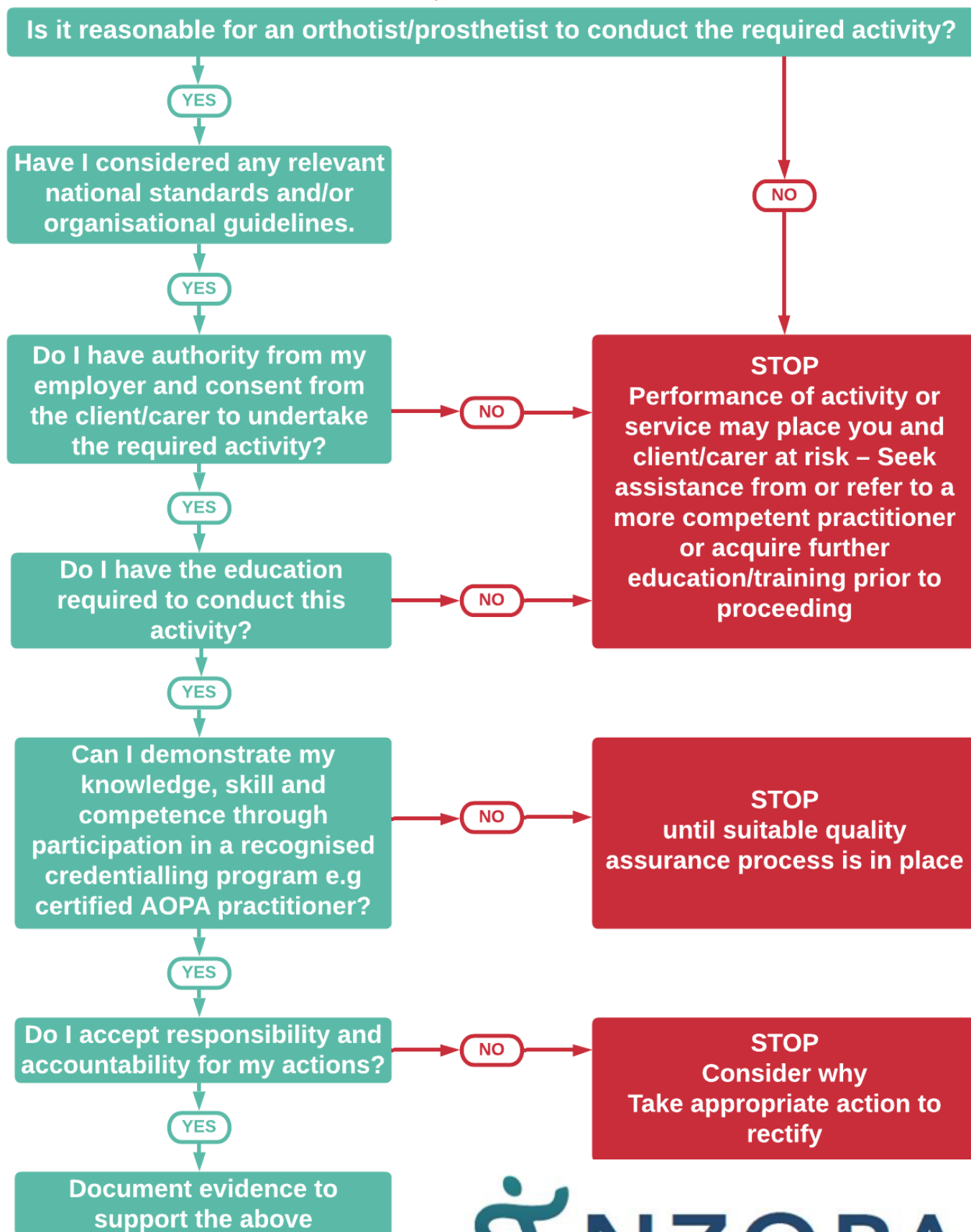


NEW ZEALAND ORTHOTICS AND PROSTHETICS ASSOCIATION

Scope of practice guidance tool

Scope of practice is defined as “the area or areas of your profession in which you have the knowledge, skills and experience to practice lawfully, safely and effectively, in a way that meets professional standards and does not pose any danger to the public or to yourself”.

Please ask yourself the following questions to assist with understanding the areas you are competent to practice in:



SCHEDULE 3A - TERMS OF REFERENCE –CREDENTIALING COMMITTEE

1. AUTHORITY FOR THE GROUP

This is determined by the Committee

2. PURPOSE

To develop and maintain an Accreditation programme to meet the credentialing goals set by the Committee in the strategic and planning business plans

3. DELEGATED AUTHORITY

The Credentialing Lead will report to and be a member of the Committee

4. DUTIES / SCOPE

- 4.1 Make individual Member accreditation decisions
- 4.2 Decide levels of individual membership
- 4.3 Receive and escalate concerns with individual Members to the Committee
- 4.4 Liaise with external tertiary education providers
- 4.5 Monitor trends in health and patient demographics
- 4.6 Promote and support CPD
- 4.7 Accredite courses
- 4.8 Provide Education and Technical Committees with recommendations for individual Member accreditation
- 4.9 Provide a range of CPD opportunities that meet the needs of Members as identified by Certification requirements and Member surveys;
- 4.10 Liaise with the Conference, Education, Website and Technical Committees
- 4.11 All decisions are to be approved by the Committee prior to incurring expenses;
- 4.12 Criteria developed by the Committee to evaluate and approve processes for credentialing is followed;
- 4.13 Financial transactions are administered through the Committee.

5. Membership

- 5.1 The President or their nominee; and
- 5.2 Credentialing Lead
- 5.3 Orthotic Representative
- 5.4 Prosthetic Representative
- 5.5 Sub-committee members may attend Committee meetings but do not have the right to vote.

6. Quorum

Not less than 3 sub-committee members.

7. Meetings

7.1 Meetings will be 2 monthly and will last for no longer than 1 1/2 hours.

7.2 Attendance will be a priority for all members.

7.3 Meetings will start and finish at the agreed time.

7.4 Action notes will be circulated within 2 working days.

7.5 Papers will be circulated at least two working dates before the meeting.

8. Conduct of business

The conduct of business will conform to duties defined in these Terms of Reference.

9. Equality statement

The members of the sub-committee will ensure that these Terms of Reference are applied in a fair and reasonable manner that does not discriminate on such grounds as race, gender, disability, sexual orientation, age, religion or belief.

SCHEDULE 3B - TERMS OF REFERENCE – CONFERENCE COMMITTEE

1. AUTHORITY FOR THE GROUP

This is determined by the Committee

2. PURPOSE

To develop and run an annual Conference programme to meet the goals set by the Committee in the strategic and planning business plans

3. DELEGATED AUTHORITY

The Conference Lead will report to and be a member of the Committee

4. DUTIES / SCOPE

- 4.1 Organise and run annual prosthetic and orthotic conference
- 4.2 Collect and appropriately utilise conference fees
- 4.3 Select internal and external speakers and papers
- 4.4 Secure external sponsorship
- 4.5 Liaise with the Education Committee and Technical Committee on key themes and approach
- 4.6 Liaise with the Credentialing Committee for accreditation of an event
- 4.7 Liaise with the Website Committee for Event Publicity and Registration
- 4.8 Send post conference communication to all Members
- 4.9 Promote and support CPD
- 4.10 Liaise with the Credentialing, Education, Website and Technical Committees
- 4.11 All decisions are approved by the Committee prior to incurring expenses;
- 4.12 Follow criteria developed by the Committee to evaluate and approve processes for credentialing;
- 4.13 Financial transactions are administered through the Committee.

5. MEMBERSHIP

- 5.1 The President or their nominee; and
- 5.2 Conference Lead
- 5.3 Orthotic Representative
- 5.4 Prosthetic Representative
- 5.5 Sub-committee members may attend Committee meetings but do not have the right to vote.

6. QUORUM

Not less than 3 sub-committee members.

7. MEETINGS

- 7.1 Meetings will be 2 monthly and will last for no longer than 1 1/2 hours.
- 7.2 Attendance will be a priority for all members.
- 7.3 Meetings will start and finish at the agreed time.
- 7.4 Action notes will be circulated within 2 working days.
- 7.5 Papers will be circulated at least two working dates before the meeting.

8. CONDUCT OF BUSINESS

The conduct of business will conform to duties defined in these Terms of Reference.

9. EQUALITY STATEMENT

The members of the sub-committee will ensure that these Terms of Reference are applied in a fair and reasonable manner that does not discriminate on such grounds as race, gender, disability, sexual orientation, age, religion or belief.

SCHEDULE 3C – TERMS OF REFERENCE – TECHNICAL COMMITTEE

1. AUTHORITY FOR THE GROUP

This is determined by the Committee

2. PURPOSE

To develop a Technical training programme each year to meet the learning and development goals set by the Committee in the strategic and planning business plans

3. DELEGATED AUTHORITY

The Technical Lead will report to and be a member of the Committee

4. DUTIES / SCOPE

- 4.1 Raise the profile of technical issues within the Society.
- 4.2 Plan and run training courses
- 4.3 Put together the Technical Programme for annual conference.
- 4.4 Promote and support CPD
- 4.5 Manage on-line learning
- 4.6 Assess courses
- 4.7 Provide the Credentialing Committee with recommendations for individual Member accreditation
- 4.8 Wherever possible, minimize cost to Members by pursuing sponsorship opportunities;
- 4.9 Provide a wide range of training options that meet the needs of Members as identified by Certification requirements and Member surveys;
- 4.10 Liaise with the Conference, Education, Website and Accreditation Committees
- 4.11 All decisions are to be approved by the Committee prior to incurring expenses;
- 4.12 Follow criteria developed by the Committee to evaluate and approve speakers, course content and sponsors;
- 4.13 Financial transactions are to be administered through the Committee.
- 4.14 Give Members sufficient notice of the Training programme to enable them to attend and/or receive approval from their employers

5. MEMBERSHIP

- 5.1 The President or their nominee; and
- 5.2 Technical Lead
- 5.3 Orthotist/Orthotic Technician
- 5.4 Prosthetist/Prosthetic Technician

5.5 Sub-committee members may attend Committee meetings but do not have the right to vote.

6. QUORUM

Not less than 3 sub-committee members:

7. MEETINGS

7.1 Meetings will be held 2 monthly and will last for no longer than 1 1/2 hours.

7.2 Attendance will be a priority for all members.

7.3 Meetings will start and finish at the agreed time.

7.4 Action notes will be circulated within 2 working days.

7.5 Papers will be circulated at least two working dates before the meeting.

8. CONDUCT OF BUSINESS

The conduct of business will conform to duties defined in these Terms of Reference.

9. EQUALITY STATEMENT

The members of the sub-committee will ensure that these Terms of Reference are applied in a fair and reasonable manner that does not discriminate on such grounds as race, gender, disability, sexual orientation, age, religion or belief.

SCHEDULE 3D – TERMS OF REFERENCE – EDUCATION COMMITTEE

1. AUTHORITY FOR THE GROUP

This is determined by the Committee

2. PURPOSE

To develop a work programme each year to meet the learning and development goals set by the Committee in the strategic and planning business plans

3. DELEGATED AUTHORITY

The Education Lead will report to and be a member of the Committee

4. DUTIES / SCOPE

- 4.1 Plan and Run training courses
- 4.2 Promote and support CPD
- 4.3 Put together the Clinical Programme for the annual conference
- 4.4 Manage on-line learning
- 4.5 Assess courses
- 4.6 Provide Credentialing Committee with recommendations for individual Member accreditation
- 4.7 Wherever possible, minimize cost to Members by pursuing sponsorship opportunities;
- 4.8 Provide a range of training options that meet the needs of Members as identified by Certification requirements and Member surveys;
- 4.9 Liaise with the Conference, Technical, Website and Credentialing Committees
- 4.10 All decisions are to be approved by the Committee prior to incurring expenses;
- 4.11 Follow criteria developed by the Committee to evaluate and approve speakers, course content and sponsors;
- 4.12 Financial transactions are to be administered through the Committee.
- 4.13 Give Members sufficient notice of the Training programme to enable them to attend and/or receive approval from their employers

5. MEMBERSHIP

- 5.1 The President or their nominee; and
- 5.2 Education Lead
- 5.3 Orthotic Representative
- 5.4 Prosthetic Representative
- 5.5 Sub-committee members may attend Committee meetings but do not have the right to vote.

6. QUORUM

Not less than 3 sub-committee members:

7. MEETINGS

- 7.1 Meetings will be held 2 monthly and will last for no longer than 1 1/2 hours.
- 7.2 Attendance will be a priority for all members.
- 7.3 Meetings will start and finish at the agreed time.
- 7.4 Action notes will be circulated within 2 working days.
- 7.5 Papers will be circulated at least two working dates before the meeting.

8. CONDUCT OF BUSINESS

The conduct of business will conform to duties defined in these Terms of Reference.

9. EQUALITY STATEMENT

The members of the sub-committee will ensure that these Terms of Reference are applied in a fair and reasonable manner that does not discriminate on such grounds as race, gender, disability, sexual orientation, age, religion or belief.

SCHEDULE 3E – TERMS OF REFERENCE – WEBSITE COMMITTEE

1. AUTHORITY FOR THE GROUP

This is determined by the Committee

2. PURPOSE

To develop and maintain the NZOPA Website to meet the goals set by the Committee in the strategic and planning business plans

3. DELEGATED AUTHORITY

The Website Lead will report to and be a member of the Committee

4. DUTIES / SCOPE

- 4.1 Develop and maintain easy-to-use Website
- 4.2 Maintain membership Database and Directory
- 4.3 Provide Online Join and Renewal membership options
- 4.4 Publish events from Conference, Education and Technical Committees
- 4.5 Accept online payment and registration for events and liaise with appropriate subcommittee and Committee;
- 4.6 Maintain a Professional Development system for Members in conjunction with Credentialing Committee;
- 4.7 Maintain online communication systems and E-Newsletters
- 4.8 Publish On Line Survey systems
- 4.9 Liaise with the Conference, Education, Credentialing and Technical Committees
- 4.10 All decisions are to be approved by the Committee prior to incurring expenses;
- 4.11 Follow criteria developed by the Committee to evaluate and approve processes for credentialing;
- 4.12 Financial transactions are to be administered through the Committee.

5. MEMBERSHIP

- 5.1 The President or their nominee; and
- 5.2 Website Lead
- 5.3 Orthotic Representative
- 5.4 Prosthetic Representative
- 5.5 Sub-committee members may attend Committee meetings but do not have the right to vote.

6. QUORUM

Not less than 3 sub-committee members.

7. MEETINGS

7.1 Meetings will be held 2 monthly and will last for no longer than 1 1/2 hours.

7.2 Attendance will be a priority for all members.

7.3 Meetings will start and finish at the agreed time.

7.4 Action notes will be circulated within 2 working days.

7.5 Papers will be circulated at least two working dates before the meeting.

8. CONDUCT OF BUSINESS

The conduct of business will conform to duties defined in these Terms of Reference.

9. EQUALITY STATEMENT

The members of the sub-committee will ensure that these Terms of Reference are applied in a fair and reasonable manner that does not discriminate on such grounds as race, gender, disability, sexual orientation, age, religion or belief.

SCHEDULE 4 - DUTIES OF OFFICERS

1. The President will:
 - (a) Be the Chief Executive Officer of the Society;
 - (b) Be responsible to the Committee for the administration of the Society.
 - (c) Preside as Chairman at all meetings, instruct the Secretary to call all meetings of the Society and verify the minutes of all meetings as correct prior to their circulation.
 - (d) Act as spokesperson for the Society; and
 - (e) Personally issue an annual report on the Society's business at the Annual General Meeting, which will include a list of Committee members who attended each meeting during the year.
2. The Vice-President will:
 - (a) Occupy the position of the President and perform their duties if for some reason the President is unable to carry out their duties; and
 - (b) Occupy the office of President until the next election should the office of the President become vacant.
3. The Secretary will:
 - (a) Be responsible for recording, retaining and circulating the minutes of all meetings.
 - (b) Issue and receive all correspondence pertaining to Society business;
 - (c) Advise all Members of all meetings in accordance with these Rules;
 - (d) Collect Annual Subscriptions, Application Fees and other monies due to the Society and promptly pass these to the Treasurer;
 - (e) Be empowered to act without immediate reference to the Committee in relation to such day to day repetitive matters as are authorized by the Committee;
 - (f) Act under the Committee's direction in all matters pertaining to the Society and be responsible to the Committee for all actions taken;
 - (g) Issue the required application forms and copy of this Constitution to any applicant for membership
 - (h) Receive all applications for membership in accordance with clause 8.3 and pass those applications on to the Treasurer;
 - (i) Keep an accurate register of Members' names, addresses and contact details;
 - (j) Deliver copies of the Society's annual financial statements to the Registrar of Incorporated Societies at the end of each financial year in accordance with the Act;
 - (k) Keep a record of all seminars, workshops and courses attended by Members; and

- (l) Advise the Registrar of Incorporated Societies of any change in the Society's principal office in accordance with clause 5.2;
 - (m) Deal with any changes made to this Constitution in accordance with clause 20.1; and
4. The Treasurer will:
- (a) Receive from the Secretary all monies due to the Society and issue a receipt for such sums;
 - (b) Deposit all monies in the bank account or other form of interest bearing deposit approved by the Committee;
 - (c) Present a verbal financial statement of accounts at each meeting of the Committee;
 - (d) Provide an audited statement of account to the President for inclusion in the Society's annual report and present this at the Annual General Meeting;
 - (e) Keep up to date proper books of accounts, including a cash receipt book, cash payments books, cheque book, bank deposit book, and investment accounts;
 - (f) Ensure that the Society's bank issues bank statements monthly;
 - (g) Produce all books of accounts at the President's or Committee's request and pass on all books of accounts to any person who may succeed them in office.
5. The Credentialing Lead will:
- (a) Chair the Credentialing Committee
 - (b) Follow the Terms of Reference (Schedule 3A) for the Credentialing Committee and lead the accreditation process for the NZOPA. The Credentialing Board Rules (Schedule 3A.1) will assist in guiding the sub-committee.
6. The Conference lead will:
- (a) Chair the Conference Committee
 - (b) Follow the Terms of Reference (Schedule 3B) for the Conference Committee
7. The Technical Lead will:
- (a) Chair the Technical Committee
 - (b) Follow the terms of Reference (Schedule 3C) for the Technical Committee
8. The Education Lead will:
- (a) Chair the Education Committee
 - (b) Follow the terms of Reference (Schedule 3D) for the Education Committee
9. The Website Lead will:
- (a) Chair the Website Committee
 - (b) Follow the Terms of Reference (Schedule 3 E) for the Website Committee