

# **CONSTITUTION AND RULES**

## **NEW ZEALAND SELF-MEDICATION INDUSTRY ASSOCIATION INCORPORATED**

### **NAME**

1. The name shall be the New Zealand Self-Medication Industry Association Incorporated, hereinafter referred to as the Association.

### **OFFICE**

2. The Office of the Association shall be at such place any General Meeting may from time to time so determine.

### **DEFINITION**

3. For the purpose of this Association, an industry product is defined as being any product, mainly for use in self-medication, intended or recommended for internal or external human use, manufactured or sold or supplied *either* for a defined therapeutic purpose (where that purpose is achieved wholly or principally by pharmacological, immunological or metabolic means) *or* to enhance the general well-being and health status of consumers.

These products are available to consumers “over-the-counter” and include non-prescription medicines, dietary supplements and any other complementary healthcare product that meets legislative requirements.

### **OBJECTS**

4. The objects of the Association are:
  - (i) To ensure high quality, safe and effective industry products are available to all New Zealand consumers, for the purpose of responsible self-medication.
  - (ii) To promote, aid, foster and maintain the highest standards of integrity in the formulation, manufacture, marketing and distribution of industry products to the general public.
  - (iii) To be concerned with and recognise all relevant legislation and to promote and implement within the industry, voluntary codes of self-regulation.
  - (iv) To maintain dialogue with government and professional bodies, with the express objective of reclassifying to ‘non prescription’ status those medicines considered to be safe and effective for self-medication.
  - (v) To advise the public in the responsible use of industry products for self-medication and encourage greater awareness of label information on industry products.

- (vi) To promote communication, dialogue, co-operation and unity between members of the Association throughout New Zealand.
- (vii) To represent and communicate on behalf of the industry on all official and public matters involving self-medication industry products.
- (viii) To do all such other things as may appear necessary, or desirable, or incidental, or conducive, to the attainment of the above objects or any of them.

### **MEMBERSHIP**

5. (a) Membership shall be categorised as follows:
- (i) Full Membership of the Association shall be open to any person or body corporate engaged in New Zealand in the manufacture or marketing and/or distribution of industry products (“Full Member”).
  - (ii) Membership shall also be open to any person or body corporate engaged in New Zealand solely and exclusively in the manufacture or marketing and/or distribution of complementary healthcare products (“CHC Member”).
  - (iii) Associate Membership shall be available to any person or body corporate directly or indirectly associated with the self medication industry and who has been invited by the Executive or by a General Meeting to become an Associate Member of the Association. Associate Members shall be given such rights and privileges and shall be invited to such meetings or portions of meetings, as the Executive or General Meeting may from time to time decide, but shall have no voting rights nor be eligible to stand for Office.
- (b) Applications for admission to the Association shall be considered by the Executive which shall be the sole and final judge of an applicant’s qualification and/or eligibility for membership. Majority approval of the Executive is required for admission. Applications for membership must be in writing to the Secretary and the prescribed form shall incorporate a notification that the applicant will abide by all rules, regulations and decisions of the Association.
- (c) Membership may be terminated by voluntary withdrawal provided the member gives notice in writing of such intentions and all financial obligations to the Association have been met.
- (d) Membership may be terminated if in the opinion of the Executive the interests of the members of the Association as a group are in any way jeopardised as a result of the conduct of a member. Such a member will

be given notice in writing and given the right of explanation or objection at a meeting of the Executive. If after a hearing the majority of the Executive consider the member should cease to be a member of the Association the membership shall thereupon be determined.

- (e) If any member of the Association shall in the opinion of the Executive be guilty of any conduct of the kind referred to in Rule 5(d), but not so as to require they cease to be a member, the Executive may instead of requiring them to resign impose a fine not exceeding \$10,000 (Ten Thousand Dollars). This fine being due and payable immediately by the member to the Association.
- (f) All rights, privileges and interests of a member of the Association shall cease on termination of membership, but shall not release the member from any previous liability to the Association.

#### **OFFICERS AND EXECUTIVE**

- 6. (a) The Association shall be governed by an Executive consisting of up to eleven (11) members, one of whom shall be the immediate Past President if he or she is willing to act, the appointments being made in the following manner:
  - (i) Up to nine (9) members who are representatives of Full Members shall be elected at each Annual General Meeting and who shall hold office in terms of clause 6(b);
  - (ii) The Office of Immediate Past President is to be filled by the retiring President; and
  - (iii) One (1) member shall, at the discretion of the Executive, be co-opted from amongst the CHC Members.
- (b) All members of the Executive shall hold office for two (2) years, at which time they will retire but be eligible for re-election (or reappointment in the case of the co-opted member) for a further two (2) year term.
- (c) Nomination for membership of the Executive (excepting that of Immediate Past President) shall be in writing in the hands of the Association Secretary not later than 14 days before the date of the Annual General Meeting. Provided however should there prove to be insufficient nominations to fill the Executive positions, nominations may be made at the Annual General Meeting.
- (d) The positions of President and Vice-President of the Association shall be determined by vote of the elected Executive following each Annual General Meeting from amongst those elected under clause 6(a)(i), which persons shall hold office up to (and including) the next Annual General Meeting.

- (e) Unless leave of absence has been applied for in writing and has been granted by the Association Executive, a member of the Executive being absent for more than three (3) consecutive meetings in any one year shall be deemed to have forfeited such seat on the Executive.
- (f) In addition to clause 6(a)(iii) above, the Executive shall have the power to co-opt the services of any person or member of the Association. If co-opted in an Executive capacity to fill a vacancy, this person shall have the full powers of an Executive member; if co-opted in an advisory capacity there shall be no voting rights.
- (g) The Executive shall have the power to appoint an Executive Director in accordance with agreed contractual terms and conditions renewable on an annual basis.
- (h) The Executive shall exercise all the powers and perform all the duties for which the Association is established and shall have power to do all such things as may be conducive to the attainment of the objectives of the Association or any of them.

#### **PRESIDENT**

- 7. (a) THE duties of the President shall be to preside at all Executive and General Meetings of the Association and to report upon all matters affecting the work of the Association.
- (b) The President shall have a deliberative and where necessary a casting vote at all Executive or General Meetings

#### **EXECUTIVE MEETINGS**

- 8. (a) Fourteen (14) clear days notice shall be given to members of the Executive of Executive Meetings provided it shall be within the power of the President, by written notice to the Association Secretary, to call meetings of special urgency without compliance with this provision.
- (b) At the request of the President or of any three other members of the Executive the Association Secretary shall upon receiving such a request call a meeting of the Executive at the earliest possible date.
- (c) At all meetings of the Executive four(4) shall form a quorum provided however that either the President or Vice-President are present.

#### **SECRETARY & TREASURER**

- 9. The Secretary and Treasurer will be appointed by and be responsible to the Executive. The duties of the Secretary shall be to arrange and to provide secretarial services for all General Meetings of the Association and all Executive Meetings; to record all minutes; to forward to all members as promptly as possible copies of all remits, notices of motion and minutes of General Meetings.

The Treasurer shall receive all monies due to the Association from levies or from other sources and pay the same into a bank account in the name of the

Association; prepare annually (or at such times as a General Meeting may require) a balance sheet for submission to the Auditor; recover all debts due to the Association and generally carry out the instructions of the President, Executive and General Meetings and the expressed policy of the Association.

#### **GENERAL MEETINGS**

10. (a) Each year the Association shall hold an Annual General Meeting of the Association at such time and place as the Executive may determine. A Special General Meeting shall be called by the Executive or by the Secretary on receipt of a written requisition from any ten members.
- (b) A General Meeting shall be called by notification to all members 28 clear days before the day of the meeting.
- (c) At General Meetings attendance of 50% of the financial members of the Association shall constitute a quorum.

#### **STATEMENTS ON BEHALF OF THE ASSOCIATION**

11. Statements on behalf of the Association shall be made to interested third parties, only by a member of the Executive after majority approval by the Executive of such a statement or by the President. In the case of a statement by the President, it shall preferably be notified to the members of the Executive prior to its release or as soon as possible thereafter.

#### **VOTING AT GENERAL MEETINGS**

12. (a) Voting normally shall be by show of hands of those present and where any body corporate is represented at the meeting by more than one person, each body corporate shall in such case be entitled to record only one vote.
- (b) Any member present may require a vote to be taken by ballot.
- (c) Where any vote or ballot is taken, only those members who are financial members shall be entitled to vote.
- (d) Voting by proxy, provided that proxies are in writing or electronically communicated and in the hands of the Secretary before the commencement of the meeting, shall be allowed on the basis of one vote per member.
- (e) Any resolution which changes the Constitution or Rules shall be considered carried by a two-thirds majority vote of members present including proxies. Any other resolution shall be considered carried by a simple majority vote of members.

#### **FINANCIAL YEAR**

13. The financial year of the Association shall close on 31 December in each year.

### **SUBSCRIPTIONS AND LEVIES**

14. (a) The annual subscription payable by members shall be such sum and on such a basis as determined in advance by each Annual General Meeting after considering the recommendation of the Executive.
- (b) In the event of additional expenditure being incurred or decided upon in any year in connection with carrying out the objects of the Association, an Annual General Meeting or Special General Meeting may authorise additional levies on members in proportion to the annual subscription by each member.

### **BANK ACCOUNT, CHEQUES AND RECEIPTS**

15. The Association Bank Account shall be operated by the joint signatures of either any two members of the Executive or a member of the Executive and the Treasurer. The Treasurer to have the power to endorse any cheques or other negotiable instruments payable to the Association and to issue receipts.

### **INVESTMENT OF FUNDS**

16. The Association may from time to time invest and re-invest on such securities and upon such terms as it shall think fit the whole or part of its funds which are not required for the immediate business of the Association.

### **AUDITOR**

17. The Association shall at every Annual General Meeting appoint an Auditor to hold office for the ensuing year.

### **ALTERATION OF RULES**

18. Any alterations, amendments or additions to these rules shall be made at any Annual or Special General Meeting. Proposed alterations, amendments or additions shall be notified to the Secretary at least 21 days before the date of the Meeting at which they will be given consideration. The Secretary shall thereupon notify each member of the details of any such proposed alteration.

### **WINDING UP**

19. (a) Any resolution to wind up the Association must be carried by a bare majority vote of members at a General Meeting especially called to consider the matter. Upon passing of such resolution the Executive shall appoint a liquidator to conduct such winding up process.
- (b) Any available funds after settlement of all liabilities shall be disposed of in such a manner as the General Meeting decides.

### **COMMON SEAL**

20. (a) The common seal of the Association will be fully held in the custody of the Secretary.
- (b) Authorisation to use the common seal will be vested in the President of the Association and the Treasurer of the Association.

-----

*This Constitution and Rules was amended and approved unanimously by those Full Members of the New Zealand Self Medication Industry Association Incorporated present at the Annual General Meeting held 30<sup>th</sup> October 2014*