



**The Regulations of the
Priory in New Zealand of the Most
Venerable Order of the Hospital
of St John of Jerusalem**

The Order of St John in New Zealand and its Values

St John is a Charity with a Volunteer Ethos, independent of government and business, which serves the New Zealand community through its work for the relief of sickness, distress or suffering, without distinction as to race or creed.

Its work demands a high standard of professionalism in the services it offers the community. It seeks such external financial support as is essential to the achievement of its humanitarian purposes.

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Part I: Regulations Relating to Specific Priory Rules (Regulations 1 to 23)

1 Regulation 1: Interpretation and Definitions (Rules 3 & 4)

- 1.1 Regulations are subject to the Priory Rules and, in the event of conflict or inconsistency; the provisions of the Rules prevail. Definitions in the Priory Rules shall, unless expressly stated otherwise, apply to these Regulations.
- 1.2 In these Regulations:
- a **"Rule"** means one of the Rules in the Priory Rules, under which these Regulations have been made.
 - b **"St John personnel"** (who in common usage may be referred to as St John members) means:
 - c **"The Members of the Priory"** as specified in Rule 5;
 - d **"St John Youth"**, comprising Youth members, and Penguins and their leaders.
 - e **"Volunteers"** and **"Employees"** bear the meanings attributed to them in Regulations 2.1 and 2.2 respectively.
- 1.3 Reference in these Regulations to any specific position is to be read to mean any other designated person carrying responsibility for the role of the specific position to which reference is made.
- 1.4 Any headings used in these Regulations are for reference purposes only and are not to be taken into account in construing these Regulations; words in the masculine gender include the feminine gender and words in the singular include the plural and vice versa.

2 Regulation 2: Members of the Priory (Rule 5)

2.1 Volunteers (Rule 5.1b)

"Volunteers" for the purpose of Rule 5.1b means persons who, beyond the scope of any remunerated responsibilities, participate of their own volition in the affairs and work of St John in New Zealand, as a service to the community without expectation of payment or reward. A person does not cease to be a volunteer by reason only of remuneration for any specific work of limited duration.

2.2 Employees (Rule 5.1c)

"Employees" includes persons other than volunteers employed and remunerated for the affairs and work of St John in New Zealand.

2.3 Privileges and Obligations of Members

- a Membership of the Priory confers the opportunity to participate in the affairs and work of St John in New Zealand, to share in the fellowship of those with a common interest in the charitable purposes of St John, and to vote in respect of some elective positions within the Priory.

- b Membership carries the obligation to uphold the charitable purposes of St John and the objects and vision of the Priory.

2.4 Roll of Members (Rule 5.2)

The roll of Members of the Priory shall include and identify Order Members, and contain records of other Members of the Priory, maintained as required by the Chief Executive Officer.

2.5 Termination of Membership (Rule 5.4)

Membership of the Priory shall terminate when:

- a A Member resigns; or
- b A volunteer Member ceases to participate in the affairs and work of St John, and does not otherwise qualify for continued membership; or
- c An employee ceases employment and does not otherwise qualify for continued membership; or
- d An Order Member is removed from the roll of Order Members, unless Priory Chapter determines otherwise.

2.6 Other Grounds for Termination of Membership (Rule 5.4)

Membership of the Priory may also be terminated, subject to Regulation 2.8, if a Member is found to have:

- a Acted contrary to the undertaking in Rule 5.3; or
- b Brought St John, its works and reputation, or the Priory or any part of the Priory, into disrepute; or
- c Failed to meet any requirements for continued membership of the Priory; or
- d Been convicted of a serious offence as defined in a Code of Conduct.

2.7 Procedure for Termination of Membership (Rule 5.4)

Before action is taken to terminate the membership of a Member under Regulation 2.6, a Board of Inquiry shall be established by the Chancellor or the Chief Executive Officer under delegation in accordance with Schedule 1 to these Regulations; but the membership of an Order Member may not be terminated while his or her name remains on the roll of Order Members. In lieu of termination of membership, and if the Board of Inquiry so recommends, the membership of a Member may be suspended for a fixed duration.

2.8 Suspension of Membership (Rule 5.4)

In lieu of any proceedings for the termination of membership, the Chancellor, or the Chief Executive Officer subject to the Chancellor's confirmation, may suspend the membership of a Member for such period as he or she considers appropriate, separate and apart from any action taken under Regulation 32 of these Regulations.

3 Regulation 3: Prior (Rule 9)

The Prior shall be a person of influence in the New Zealand community who will actively support and defend the traditions and charitable purposes and objects of St John, and possess expertise, qualities, characteristics and attributes to lead the Priory effectively.

4 Regulation 4: Chancellor (Rule 10)

- 4.1 The Chancellor shall provide leadership for St John in New Zealand within the context of the traditions and charitable purposes and objects of the Order.
- 4.2 Subject to any directions he or she may receive from the Prior, the Chancellor may intervene in respect of the affairs and work of St John in New Zealand and take such action as he or she considers appropriate in the name of the Priory. The Chancellor shall not be answerable for any such action, except to the Prior.

5 Regulation 5: Priory Chapter (Rule 11)

- 5.1 Priory Chapter represents the international Order of St John in New Zealand.
- 5.2 Persons elected or appointed to Priory Chapter:
 - a Are members of Priory Chapter in their own right;
 - b Are not delegates or representatives;
 - c Shall exercise their personal judgement in the wider interests of St John.
- 5.3 Unless otherwise agreed by the Chancellor on a case by case basis, persons elected or appointed to Priory Chapter may not be:
 - a members of the Priory Board or a Region Trust Board; or
 - b employees of St John.
- 5.4 Persons elected or appointed to Priory Chapter may be:
 - a members of an Area Committee;
 - b a Priory Officer; or
 - c engaged in any voluntary work for the Order in New Zealand.
- 5.5 The procedure for the election of members of Priory Chapter under Rule 11.3e, or the appointment of members under Rule 11.3f, shall be prescribed by Priory Chapter or at its direction.
- 5.6 Order Members may attend a meeting of Priory Chapter as observers.
- 5.7 In making any recommendations to Priory Chapter under Rule 11.5, the Chancellor shall seek advice from the Nominations and Appointments Panel. For the purposes of determining what is in the best interests of the Priory under Rule 11.5 the Chancellor and Priory Chapter shall take into account:
 - a critical timing issues for Priory Chapter; and/or

- b the range of diversity, skills and governance experience of the members of Priory Chapter; and/or
- c the health of any member of Priory Chapter; and/or
- d any other factor that the Chancellor considers relevant for extending or reducing the term for a Priory Officer or member of Priory Chapter'

6 Regulation 6: Responsibilities Of Priory Chapter (Rule 12)

6.1 Delegation to the Priory Board (Rule 12.5)

- a Priory Chapter's delegation to the Priory Board shall be by a formal instrument of delegation.
- b Priory Chapter may amend or replace the formal instrument from time to time.

6.2 Sub-delegation to Region Trust Boards (Rule 12.5)

- a The Priory Board shall approve a formal instrument of sub-delegation to each Region Trust Board.
- b The Priory Board may amend or replace the formal instrument from time to time.

6.3 Honours Committee (Rule 12.3)

- a The Honours Committee shall comprise the Chancellor as Convenor, the Registrar, one representative from each Region who must be an Order Member and such other persons as may be appointed by Priory Chapter of whom at least three shall be Order Members of Grades I or II and one only who shall be a person who is neither an Order member nor a Member of the Priory; and may include Members of the Priory who are not members of Priory Chapter (provided that those Members eligible under the provisions of Rule 5.1c may not be in the majority).
- b The majority of the Committee must comprise Order Members;
- c A quorum shall consist of the Chancellor, the Registrar and two other Order Members.
- d The specific responsibilities of the Honours Committee shall be to:
 - i Recommend admissions to and promotions within the Order, the award of Priory Votes of Thanks, and the award of the Life Saving Medal or a Certificate of Honour of the Order, or the Meritorious Service Certificate of the Priory;
 - ii Subject to any criteria prescribed by the Order, recommend eligibility criteria for the award within the Priory of the Service Medal of the Order;
 - iii Consider nominations for the award of civil honours which recognise service to the Order.
 - iv Maintain oversight of any inquiry conducted under Schedule 1 of these Regulations that may result in the termination of an Order Member's Membership of the Order, to ensure that each inquiry is conducted in accordance with these Regulations.

- e Nominations for the award of civil honours recognising service to the Order shall not be initiated within the Priory without the prior consent of the Honours Committee.
- f The Honours Committee shall recommend to Priory Chapter criteria for the conferment of all honours and awards for approval by Priory Chapter (which shall include the admission and promotion of Order Members necessary for effective future leadership within the Priory), and shall establish such procedures as are necessary for ensuring that each case complies with the criteria.
- g The Honours Committee shall recommend to Priory Chapter criteria governing the award to any person of any form of recognition for service to St John other than those listed in 6.3.d.i above, including honorary status within St John.
- h Determine any other matter referred to it by the Prior, Priory Chapter, the Chancellor, Priory Secretary, Order Matters Director or Chief Executive Officer.

6.4 **Nominations and Appointments Panel (Rule 12.3)**

- a Priory Chapter shall establish a Nominations and Appointments Panel ('Panel'), which shall be a standing committee of Priory Chapter. The Panel shall comprise six members appointed by Priory Chapter, who shall be:
 - i the Chancellor;
 - ii two members of Priory Chapter with wide governance experience;
 - iii two members who are not Order Members, and considered by Priory Chapter to be otherwise independent of the Priory, with wide governance experience; and
 - iv one member of the Priory Board with professional governance experience.
- b The Panel shall organise its affairs and conduct its business in accordance with its Terms of Reference, which shall be prepared and adopted by Priory Chapter, and amended from time to time as Priory Chapter sees fit.
- c The Panel's purpose shall be to govern and oversee the nomination, appointment and election process for all appointments to Priory Chapter, the Priory Board and the Region Trust Boards, including the appointment of the Chancellor and Priory Officers, in accordance with its Terms of Reference.
- d The Panel shall notify the Chancellor where it has determined that any candidate nominated as part of a Panel's process is unsuitable to be appointed or to stand for election. In its notification to the Chancellor, the Panel shall set out its reasons for such a determination, which may (without limitation) include evidence:
 - i that the candidate has a major conflict of interest;
 - ii that the candidate has an unsatisfactory Police record; or
 - iii that the candidate is not of good standing.
- e Where the Chancellor receives a notification from the Panel under Regulation 6.4d, the Chancellor may determine that a candidate is unsuitable to be appointed or to stand for election. Before making such a determination, the Chancellor shall:

- i notify the relevant candidate of the Panel's notification and the reasons for its determination that the candidate is unsuitable;
- ii seek a response from that candidate to the Panel's determination and provide a reasonable timeline for the candidate to provide that response; and
- iii consider any response given by the candidate within the timeline provided in making the determination.

7 Regulation 7: Priory Board (Rule 13)

- 7.1 Under Rule 13.1, in addition to the requirement of Regulation 8.1, the Priory Board shall provide an immediate report to Priory Chapter through the Chancellor of the action taken in respect of an urgent matter not included in the matters delegated to it.
- 7.2 Members of the Priory Board:
- a Are members of the Board in their own right;
 - b Are not delegates or representatives; and
 - c Shall in their deliberations exercise their personal judgement in the best interests of St John.
- 7.3 The Chancellor shall, after consulting with the Nominations and Appointments Panel, recommend to Priory Chapter members of the Priory Board to be appointed in accordance with Rule 13.7.
- 7.4 Unless otherwise agreed by the Chancellor on a case by case basis, persons appointed to the Priory Board may not be:
- a members of a Region Trust Board appointed under Rule 13.3d; or
 - b employees of St John.
- 7.5 Persons appointed to the Priory Board may be:
- a members of an Area Committee;
 - b a Priory Officer; or
 - c engaged in any voluntary work for the Order in New Zealand.
- 7.6 General procedures for the conduct of meetings of the Priory Board (Rule 13.11) will be set out in the Priory Board, Board Charter, as adopted and amended by the Priory Board from time to time.
- 7.7 In making any recommendations to Priory Chapter under Rule 13.6, the Chancellor shall seek advice from the Nominations and Appointments Panel. For the purposes of determining what is in the best interests of the Priory Board under Rule 13.6, the Chancellor and Priory Chapter shall take into account:
- a critical timing issues for the Priory Board; and/or

- b the range of diversity, skills and governance experience of the members of the Priory Board; and/or
- c the health of any member of the Priory Board; and/or
- d any other factor that Priory Chapter considers relevant for extending or reducing the term for a member of the Priory Board.

8 Regulation 8: Responsibilities of the Priory Board (Rule 14)

- 8.1 The requirement in Rule 14.1 for the Priory Board to report regularly to Priory Chapter will normally be satisfied by formal communication from the Board circulated within 14 days of each meeting by the Chief Executive Officer to members of Priory Chapter.
- 8.2 The Priory Board shall report any interpretation of a Rule or Regulation required under Rule 14.5 to Priory Chapter with any recommendation for a change or other course of action.

9 Regulation 9: The St John Ambulance Foundation (Rule 15)

- 9.1 The operation of St John in New Zealand has been assigned to the Prior and Priory Chapter. Its activities include the provision for the community of ambulance, first aid and other health related services, first aid training and programmes that help people live independently and improve their wellbeing.
- 9.2 These activities may be provided separately, combined, modified, extended or discontinued by Priory Chapter after consultation with the Priory Board.
- 9.3 The Chief Executive Officer may appoint St John personnel with the requisite qualifications or experience for the co-ordination and technical direction of all or any of these activities, and to report to him or her about these activities.

10 Regulation 10: Priory Officers (Rule 16)

- 10.1 Priory Chapter shall appoint the following Priory Officers to provide advice to the Prior, the Chancellor, and Priory Chapter as appropriate:
 - a Priory Secretary, who shall be the Secretary of Priory Chapter, and the Committees of Priory Chapter;
 - b Priory Dean, on ecclesiastical matters;
 - c Hospitaller, on the Hospital Foundation;
 - d Registrar, on Membership of the Order;
 - e Director of Ceremonies, on ceremonial and protocol matters;
 - f Principal Medical Officer;
 - g Volunteers Advisor;
 - h Maori Advisor;

- i Librarian;
- j Any other Officer.

Priory Officers do not become ex officio members of Priory Chapter by virtue of their appointment: but a Priory Officer may already be a member of Priory Chapter, the Priory Board or a Region Trust Board.

10.2 Any person appointed a Priory Officer must be an Order Member.

11 Regulation 11: Chief Executive Officer of the Priory (Rule 17)

- 11.1 The Chief Executive Officer holds office under a contract of employment: and if the contract is silent on tenure and termination, the Chief Executive Officer holds office at the pleasure of the Priory Board subject to not less than three months' notice.
- 11.2 In carrying out the responsibilities under Rule 17.2 and under Rule 17.3, the Chief Executive Officer may require Region Trust Boards to provide such assistance and accept such direction as may be relevant to and essential for the satisfactory discharge of those responsibilities and duties.
- 11.3 The Chief Executive Officer shall make such appointments to the staff of the Headquarters of the Priory as he or she considers appropriate for the efficient operation of the Headquarters and for the effective discharge of his responsibilities and duties.
- 11.4 The Chief Executive Officer shall, unless exceptional circumstances prevent him from doing so, attend all meetings of Priory Chapter, the Priory Board, the Honours Committee and the Nominations and Appointments Panel of Priory Chapter. He or she shall act as secretary to Priory Chapter, the Priory Board, the Honours Committee and Nominations and Appointments Panel.
- 11.5 The Chief Executive Officer may hold office as the Priory Secretary pursuant to Rule 17.6 if so appointed.
- 11.6 An executive management group shall assist the Chief Executive Officer in carrying out his duties. The Chief Executive Officer shall:
 - a Have authority to appoint an additional member or additional members if, in his opinion, it is desirable to do so;
 - b Convene the group at regular intervals, and set its tasks;
 - c Report regularly to the Priory Board, and convey any views on issues that may be of interest or of concern to it;
 - d Seek the group's response to any issue referred to it through the Chief Executive Officer by the Priory Board or the Chancellor;
 - e Encourage discussion on issues of concern to Regions or Area Committees.

12 Regulation 12: Regions and Region Trust Boards (Rule 19)

12.1 Region Structure

In Rule 19 reference to actions or discretions of the Priory means the exercise thereof by:

- a The Prior or Priory Chapter under Rules 19.1 and 19.4;
- b The Priory Board under Rule 19.6 and 19.7f.

12.2 Region Structure

- a There shall be such Regions, as Priory Chapter may determine from time to time;
- b The Priory Board may issue such instructions as it deems appropriate concerning the provision of specified services or products or the negotiating of contracts for specified services or products within or extending beyond the boundaries of any one Region.
- c Region Trust Boards shall provide such assistance to and accept such direction from the Chief Executive Officer as required by Regulation 11.2.
- d Members of Region Trust Boards:
 - i Are members in their own right;
 - ii Are not delegates or representatives;
 - iii Shall exercise their personal judgement in the best interests of St John.
- e Members of Area Committees are members in their own right, and shall exercise their personal judgement in the best interests of their community consistent with the wider interests of St John.
- f An Area Committee shall not incorporate under any Act of Parliament.

12.3 Authorities and Finance

- a Pursuant to Rule 19.7a, each Region Trust Board shall ensure that each Area Committee in its Region has the appropriate authorities to carry out its functions in accordance with any national or regional requirements relating to the affairs and work of St John and each Area Committee is responsible to the Region Trust Board for the exercise of those authorities.
- b Pursuant to Rule 19.7f, each Region Trust Board shall be responsible for the preparation and auditing of annual consolidated Financial Statements for its Region to be submitted, through the Priory Board, to Priory Chapter.
- c Each Area Committee in a Region shall submit to the Region Trust Board a timely annual Financial Statement in an approved form to enable the regional consolidated Financial Statement to be prepared and audited.
- d In this Regulation "Area Committee" shall include any Existing Trust (as referred to in Rule 34) in a Region.

13 Regulation 13: Property (Rule 20)

13.1 Definitions and Purpose

In these Regulations:

- a "Property" means anything in respect of which legally enforceable rights of ownership, possession or use may be exercised: whether consisting of tangible property or of intangible property;
- b "Land and buildings" includes any tenure thereof (e.g. lease, licence) or any interests or easements therein;
- c All property is exclusively for the purposes of the affairs and work of St John in New Zealand, provided however that the Priory Board may approve, subject to such conditions as it may impose, the acquisition or use of property for a purpose other than the affairs and work of St John, if such acquisition or use is exclusively for the support of the affairs and work of St John.

13.2 Allocation and Transfer

- a The Priory and the Region Trust Boards are "trust holding corporations" for the purposes of Statute 26(4);
- b Any property not allocated or transferred to the Priory shall be subject to the rights and powers of the Order reserved in the Statutes.

13.3 Delegated Authority

- a In performing the functions delegated to them pursuant to Rule 19.2, subject to such instructions as the Priory Board may issue from time to time, Region Trust Boards are authorised to acquire property for the affairs and work of St John in New Zealand and to dispose of the same;
- b Subject to Regulation 13.3a, a Region Trust Board may authorise Area Committees in its Region to acquire property for the affairs and work of St John in New Zealand, and to dispose of the same.

13.4 Tangible Property

Land and buildings, vehicles and other tangible property may be improved and shall be maintained and repaired or replaced as required.

13.5 Intellectual Property

- a The Order or the Priory Board may issue directions for the protection and the use of intellectual property of St John, whether or not other material is lawfully associated with it. The Priory Board shall ensure that those instructions are observed.
- b The Priory Board shall issue a schedule of the principal intellectual property of St John.
- c Any instance of unauthorised or competing use of the intellectual property of St John shall be reported immediately to the Chief Executive Officer.

- d St John personnel shall not use or copy, or permit to be used or copied, any intellectual property of St John whether for personal gain or other benefit, or in a manner which will or may discredit or cause injury or loss to St John, or for any other unauthorised purpose.

13.6 Records

- a The Chief Executive Officer shall maintain a record of all St John land and buildings and such other property in such detail as the Chief Executive Officer considers appropriate.
- b Region Trust Boards shall ensure that details of all such property in their Regions are supplied to the Chief Executive Officer, and are updated on a continuing basis.

13.7 Internal recording of property

- a No separate beneficial title to St John property resides in any component part of the Priory as against any other component part.
- b This Regulation does not preclude the inclusion of property for recording or accounting purposes in the records of any component part of the Priory.
- c "Component part" includes a Region Trust Board, an Existing Trust as referred to in Rule 34.1, and trustees holding property for an Area Committee.

14 Regulation 14: Debts and Liabilities (Rule 21)

- 14.1 So far as may be practicable any contract for the work of St John in New Zealand shall include provision for unsatisfied liability under the contract to be met only out of property owned by or allocated to the Priory pursuant to Rule 20.
- 14.2 All such contracts shall be recorded in permanent copy, and held by, or a record and details thereof provided to, the Chief Executive Officer.
- 14.3 The Priory Board shall prescribe financial and other limits and requirements for Region Trust Boards and their Area Committees to contract for the affairs and work of St John in circumstances where debts and liabilities will or may be incurred.
- 14.4 In the application of this Regulation, consideration shall always be given to ensuring, so far as it is possible, that the operating capacity of St John throughout New Zealand is not adversely affected.

15 Regulation 15: Investments (Rule 22)

- 15.1 In establishing a prudent investment policy for the Priory under Rule 22.1, the Priory Board shall require a conservative strategy to be followed throughout the Priory.
- 15.2 The Priory Board may appoint as Investment Manager a person whom it is satisfied after inquiry is a proper and competent person to act in that capacity and may delegate to him or her under such directions as it may impose the authority to:
 - a Make, redeem, buy and sell investments;

- b Advise on making, redeeming, buying and selling investments which are under the delegated control of Region Trust Boards or Existing Trusts.
- 15.3 The Headquarters of the Priory under the Chief Executive Officer shall maintain a record of all investments under Rule 22.1 in such detail as the Chief Executive Officer considers appropriate.

16 Regulation 16: Seal (Rule 23)

In Rules 23.2 and 23.3, but without prejudice to the over-riding authority of the Prior conferred by Statute 48(2), reference to action by the Priory refers to the lawful exercise thereof by the Priory Board.

17 Regulation 17: Release of Information (Rule 24)

- 17.1 There is good reason not to release information pursuant to Rule 24.1 if the release of that information, internally or externally, will or may be prejudicial to the interests of St John or of any St John personnel.
- 17.2 Procedures relating to the release of information covering the affairs and work of the Priory shall be as prescribed from time to time by the Priory Board.

18 Regulation 18: Limitation of Liability and Indemnity (Rule 25)

- 18.1 The Priory Board may arrange indemnity insurance for those persons referred to in Rule 25.1.
- 18.2 Region Trust Boards may arrange similar insurance in respect of their Board Members and Officers.

19 Regulation 19: Membership of the Order (Rule 27)

- 19.1 The roll of Order Members required by Rule 27.1 shall be maintained in conjunction with the roll of Members of the Priory as stated in Regulation 2.4.
- 19.2 An Order Member who intends to reside normally in another country and elects to be transferred to the Roll of that country's Establishment, or to the Central Roll (in terms of the St John (Order) Regulations) shall inform the Headquarters of the Priory to enable the Registrar to effect that Member's transfer.
- 19.3 An Order Member who resides in another country, but who elects to remain on the Roll of the Priory in New Zealand is required to fulfil the requirements of Membership of the Order in the Priory in New Zealand.

20 Regulation 20: Tenure of Appointment (Rule 28)

The procedure relating to suspension or removal from office pursuant to Rule 28.1 is set out in Schedule 1 to these Regulations.

21 Regulation 21: Conduct (Rule 29)

- 21.1 Priory Chapter on the recommendation of the Priory Board shall approve and issue Codes of Conduct under Rule 29.2, which shall be published.

- 21.2 Appropriate standards of conduct and integrity in the Codes of Conduct shall apply to employees of the Priory pursuant to their contracts of employment.

22 Regulation 22: Resolution of Disputes (Rule 30)

22.1 Definitions:

For the purpose of Rule 30:

- a "Dispute or disagreement" means any dispute, disagreement or difference of opinion affecting the affairs and work of St John including the application of the Rules, these Regulations, Codes of Conduct, or any instructions, general or specific, applying to St John personnel;
- b "The Priory" includes the Region Trust Boards, Existing Trusts, Area Committees and subordinate bodies.

22.2 Resolution Process

- a St John personnel shall actively seek to resolve disputes and disagreements expeditiously and amicably at the lowest practicable level except in the case of an Order Member whose conduct will or may result in an Investigation and or Inquiry where that Order Member's Membership of the Order might become an issue (and, in which case Schedule 1 of the Regulations will always apply).
- b If any dispute or disagreement cannot be so resolved satisfactorily or if the Chancellor or the Chief Executive Officer, in the interests of St John, so requires, it shall be resolved in accordance with the procedure set out in Schedule 1 to these Regulations.

23 Regulation 23: Existing Trusts (Rule 34)

- 23.1 Pursuant to Rule 34.1, the Chief Executive Officer shall compile a register of all or any St John Trusts or Trust Boards which exist for the purposes and work of St John in New Zealand.
- 23.2 The Priory Board shall review the functioning of such St John Trusts or Trust Boards, and make appropriate recommendations to Priory Chapter thereon.
- 23.3 The trusts or rules of a St John Trust or Trust Board shall not be altered without the prior approval of Priory Chapter.
- 23.4 The Chief Executive Officer shall also record any community or other trusts or trust boards established outside St John (whether or not St John personnel are involved) the purpose or one of the purposes of which is to benefit the work of St John in New Zealand; and shall advise the Priory Board.

Part II: General Regulations

24 Regulation 24: Lines of Communication

- 24.1 The effective operation of St John in New Zealand depends on the free and rapid flow of information within St John. All means of communication shall be utilised to disseminate general and useful information as widely as possible.
- 24.2 The normal channel of communication is from the Chief Executive Officer at the Headquarters of the Priory to the General Manager of the Region Trust Boards, and from the General Manager of the Region Trust Boards to the Executive Officers or Chairmen of Area Committees; and vice versa.
- 24.3 Formal communication between the Priory in New Zealand and the Sovereign Head, the Grand Prior, any Great Officers, the International Secretariat of the Order, the St John Eye Hospital in Jerusalem, other Establishments and Foundations of the Order and St John Associations shall be undertaken only by the Headquarters of the Priory.
- 24.4 Communication with the Prior or the Chancellor shall be conducted only through the Chief Executive Officer.
- 24.5 External communication with persons or organisations on matters which will or may have implications for the Priory shall only be conducted through the Chief Executive Officer.

25 Regulation 25: Services and Products

The Priory Board shall determine, when necessary, whether any service or product is a service or product that is consistent with the objects or purposes of St John.

26 Regulation 26: St John Youth

- 26.1 Youth members are a valued component of St John but are not subject to all the obligations of Members of the Priory. While not Members of the Priory, they may, nevertheless, participate in the work of St John, and appropriate standards of conduct and performance shall be established.
- 26.2 Provision shall be made for the organisation of St John Youth, and include a Youth Code of Conduct.
- 26.3 There shall be a roll of St John Youth maintained in a form prescribed by the Chief Executive Officer.
- 26.4 The Priory shall have in place a Youth Protection Policy.

27 Regulation 27: Elections

- 27.1 Where the Rules and these Regulations or the Rules or Trust Deeds of the Region Trust Boards provide for the election of persons to specified positions, the procedure for the timing and conduct of elections will be prescribed (a) in the case of the Priory Rules and/or these

Regulations by Priory Chapter or at its direction; and (b) in the case of the Rules and/or Trust Deeds of the Regions, by the Region Trust Board concerned or at its direction.

- 27.2 In the event that an election is held pursuant to the Rules, these Regulations or the Trust Deeds of the Region Trust Boards, and two or more candidates receive an equal amount of votes, the Chancellor shall, acting on the recommendation of the Nominations and Appointments Panel, determine which candidate shall hold the specified position for which the election was held.
- 27.3 In making their determination under Regulation 27.2, the Chancellor and the Nominations and Appointments Panel shall take into account the range of diversity, skills and governance experience of each of the candidates.

28 Regulation 28: Protection of the Interests of St John

- 28.1 St John is a worldwide charity serving humanity through its work for the relief of sickness, distress or suffering. Its reputation is a valuable asset, and negligent, careless or unprofessional conduct, or thoughtless or unfortunate action affecting the community will or may have the potential to damage or adversely affect the work or reputation of St John.
- 28.2 The circumstances of any matter that will or may adversely affect the interests of St John shall be investigated expeditiously and resolved or otherwise dealt with at the lowest practicable level, having regard to the nature and extent of the matter concerned.
- 28.3 St John personnel having initial responsibility for investigating the circumstances shall notify the next higher authority, who may, on receiving the notification or subsequently, assume responsibility.
- 28.4 The Prior or the Chancellor may intervene at any time in any investigation or inquiry in any manner deemed appropriate.
- 28.5 If appropriate the provisions of Regulation 33 of these Regulations shall apply.
- 28.6 Other Proceedings:
- a These procedures are independent of actions initiated by the Crown or any public body or third party for alleged breaches of law or contract or otherwise.
 - b Notwithstanding any provision in these Regulations, the Prior or the Chancellor may take such action as is considered proper for breach of contract or to prevent, remedy or seek recompense for the consequences of conduct damaging to St John or its work, property or reputation by personnel or a body within St John.

29 Regulation 29: Negotiation and Legal Proceedings

- 29.1 The Priory at all levels shall seek to negotiate the settlement of all issues involving St John before resorting to legal proceedings. St John personnel shall actively pursue this policy in good faith in dealing with third parties, including national and local government and government agencies.
- 29.2 If not directly involved, the relevant General Manager and the Chief Executive Officer shall be notified of issues that are under negotiation but may result in legal proceedings, to ensure that the reputation of St John is monitored and protected.

- 29.3 Legal proceedings shall not be threatened or issued in the name of St John without the consent of the Prior, the Chancellor, or the Chief Executive Officer and subject to such requirements and restraints as may be imposed. The Prior, the Chancellor, or the Chief Executive Officer may, if the issue is of regional significance only, authorise a Region Trust Board to issue proceedings, consistent with delegated authorities. The Priory Board shall be notified.
- 29.4 The Chief Executive Officer or a person authorised by him or her (but subject to such requirements and restraints as he or she may impose) is exclusively authorised to accept service of legal proceedings issued against the Priory (whether correctly named or not), or to ratify and assume the supervision of proceedings issued against a Region Trust Board or an Existing Trust or St John personnel in respect of any St John work in New Zealand.

30 Regulation 30: Conflict of Interest

- 30.1 St John personnel shall not engage in conduct where a conflict of interest may arise, whether alone or in concert with another or others. All conflicts of Interest will be declared and registered in a Conflict of Interest Register;
- 30.2 A conflict of interest means activity of any St John personnel which will or may adversely affect the work and the interests of St John, and includes conduct that will or may:
- a Hinder or adversely affect the provision of the work of St John;
 - b Benefit a third party at the expense of the work of St John;
 - c Result in personal pecuniary gain, or pecuniary gain to a third party;
 - d Adversely influence the provision or retention of the work of St John by virtue of their position;
 - e Damage or adversely affect the reputation of St John.
 - f In determining whether a conflict of interest exists, Regulation 33 may be invoked.
 - g No Order Member shall be a member of a specified body as defined in the Statutes of the Order.

31 Regulation 31: Grievances

- 31.1 A grievance means the genuine concern of a person that he or she is personally disadvantaged, offended or endangered in connection with his association with St John.
- 31.2 If any such person makes known a grievance (not being a dispute or disagreement under Regulation 22.1a) the grievance shall be examined expeditiously by an appropriate senior St John member. The procedure for so doing will be set out in the relevant human resources dispute resolution policy.

32 Regulation 32: Suspension from Duty

- 32.1 Subject to confirmation as appropriate by the Chief Executive Officer, or by the Chairman of a Region Trust Board or his Region General Manager, a Member or employee of the Priory

may, in the interests of St John, be suspended from performing any specific St John duty for such period as may be appropriate.

- 32.2 Without limitation, grounds for suspension from duty under Regulation 32.1 may include issues of safety, patient care, legal requirements, experience, capability, and any other circumstances where the work and reputation of St John may be adversely affected.
- 32.3 Where a person is suspended, he or she shall be formally advised of the grounds for suspension and be entitled to respond.
- 32.4 A suspended person may request that the facts of the suspension be investigated under Schedule 1 to these Regulations.
- 32.5 Any decision to suspend a person from duty must take into account any legal requirements including the terms of any contract of employment or engagement.
- 32.6 No decision to suspend from duty a person who is an Order Member shall have any effect upon the status of that person as an Order Member, unless an Inquiry conducted by a Board of Inquiry convened for the purpose pursuant to Schedule 1 to these Regulations shall result in a recommendation from the Priory that Membership in the Order of that Order Member be terminated.

33 Regulation 33: Investigation and Inquiry

- 33.1 Schedule 1 to these Regulations sets out the procedures for the internal resolution of disputes and disagreements and other matters referred to therein, and offers a means of establishing facts and gathering information. Except in the case of an Order Member whose conduct will or may result in an Investigation and or Inquiry where that Order Member's Membership of the Order might become an issue (and in which case Schedule 1 will always apply) The Prior or the Chancellor may direct that the procedures should be stayed until other proceedings under Regulation 28 or otherwise are resolved or until the Prior or the Chancellor directs otherwise.
- 33.2 In respect of Investigations and Inquiries conducted pursuant to Schedule 1 of these Regulations, and where no provision of the Priory Rules or of these Priory Regulations specifically applies, the Chancellor shall ensure that in each case there shall be clearly

allocated and recorded responsibilities of the role of the Priory Secretary, the Order Matters Director and the Registrar respectively in relation thereto.

34 Regulation 34: Conditions of Service

- 34.1 The Priory shall ensure that its volunteers and employees understand and acknowledge the charitable character and voluntary ethos of St John.
- 34.2 The Chief Executive Officer shall prescribe the form of acknowledgement for use throughout the Priory.

35 Regulation 35: Amendments and Saving

- 35.1 These Regulations may be amended or revoked and replaced by Priory Chapter.
- 35.2 The amendment or revocation of any Regulation shall not affect the validity of any action or appointment made before amendment or revocation. These Regulations shall not affect the validity of any action or appointment made before the Prior's assent.

Schedule 1 (Regulation 33)

Procedure for Internal Resolution of Disputes, Disagreements and Other Matters

1 Introduction

- 1.1 This Schedule sets out a procedure designed for the internal resolution of disputes and disagreements under Regulation 22, membership status under Regulation 2.8, and future status of an office holder under Regulation 20.1.
- 1.2 This Schedule is also appropriate for inquiring into issues where it is necessary to establish facts and gather information.
- 1.3 If the action or conduct of a person is in issue, procedure under this Schedule must be objective and accord with the principles of natural justice as described in Clause 7.1 of this Schedule: "It is not enough for justice to be done; it must also manifestly be seen to be done."
- 1.4 It should be noted that an Act or Statutory Regulation may affect the affairs and work of St John, and may require a statutory procedure to be followed in certain circumstances in addition to proceedings under this Schedule.

2 Procedure

- 2.1 Unless the Chancellor or the Chief Executive Officer decides otherwise a dispute or disagreement will normally be referred first to mediation.
- 2.2 Mediation is an informal process to seek a satisfactory resolution to a dispute or disagreement with the co-operation of the parties.
- 2.3 A Formal Investigation is more formal than mediation but less formal than a Board of Inquiry.
- 2.4 A Board of Inquiry is a formal procedure, which may follow a Formal Investigation.
- 2.5 If the Chancellor or the Chief Executive Officer and the persons or bodies involved agree, an issue may be referred to arbitration in lieu of any process in this Schedule.

3 Mediation

- 3.1 The parties to a dispute or disagreement may themselves arrange for mediation by a neutral person, but if they are unable to agree to do so, or upon a neutral person, the responsible St John authority shall appoint a neutral person to mediate.
- 3.2 The mediator may handle the mediation in any manner he or she considers desirable, seeking only to facilitate an acceptable resolution of the dispute or disagreement by the parties involved, as quickly and as amicably as is possible, or to assist St John personnel to reach a determination.
- 3.3 The responsible St John authority is the Area Committee Chairman, the Region Trust Board Chairman or Region General Manager, the person in charge of the relevant St

John Ambulance Foundation activity (determined by the Chief Executive Officer in case of doubt), or the Chancellor or the Chief Executive Officer.

- 3.4 Once ratified by the responsible St John authority, the result of the Mediation of a dispute or disagreement, if successfully achieved, is binding on the parties to the mediation.
- 3.5 If mediation of a dispute or disagreement fails, the dispute or disagreement shall be referred to a Formal Investigation, or, if the Chancellor or the Chief Executive Officer so decides, to a Board of Inquiry.

4 Formal Investigation

- 4.1 A Formal Investigation will inquire into and establish the facts of a dispute or disagreement or other issue and will determine if there are reasonable grounds for further action to be taken.
- 4.2 A Formal Investigation may be convened by the Chancellor or the Chief Executive Officer, unless a Board of Inquiry is mandatory.
- 4.3 If the dispute or disagreement or other issue has significance within a Region only, a Formal Investigation may be convened by the Region Trust Board Chairman, or the Region General Manager, unless a Board of Inquiry is mandatory.
- 4.4 The Formal Investigation shall be initiated expeditiously, and shall report its findings to the convenor within the time or extended time specified, and otherwise as soon as may be.
- 4.5 The Formal Investigation shall be conducted by one or more persons provided however that if the Formal Investigation involves an Order Member, it shall be conducted by one or more Order Members.
- 4.6 The Formal Investigation shall be guided by the Guidelines for the Conduct of Inquiries set out in Clause 7 below, to the extent that they are applicable.
- 4.7 When a situation arises where the conduct of an Order Member may result in an Investigation and/or Inquiry pursuant to Schedule 1 of these Regulations, the Region General Manager of the Region in which that Order member is normally resident shall immediately notify the Chancellor who shall in turn immediately notify the Priory Secretary the Order Matters Director and the Registrar.
- 4.8 As a member of the Priory Honours Committee charged with maintaining the oversight of any Inquiry conducted under this Schedule 1 to these Regulations that may result in the termination of an Order Member's membership of the Order, the Registrar shall be the Priory Officer responsible and accountable to the Chancellor through the office of the Priory Secretary for ensuring that the Inquiry is conducted in accordance with these Regulations.
- 4.9 In the performance of his duties in terms of clause 4.8, the Registrar shall:
 - a Within 10 working days of being advised that a matter involving an Order Member has arisen;
 - b Give notice in writing to all members of the Priory Honours Committee supported by a summary of the available information;

- c Give notice in writing to the Order Member concerned of the allegations made, a summary of the available information, details of the initial process to be followed to investigate matters, and the possibility that a formal Board of Inquiry may follow if termination of membership of the Order becomes an issue.
- d At each meeting of Priory Chapter thereafter submit a confidential written report outlining progress with matters currently under action and or concluded since the previous meeting of Priory Chapter, provided that in each and every case such written report shall have first been submitted to and received the approval of the members of the Priory Honours Committee.
- e Establish and maintain a confidential file ("the file") containing all correspondence, file notes, reports, and other relevant documents and material (each of which shall be dated and carry the name and designation of the author); and
- f At no less than regular calendar monthly intervals review the file with the Priory Secretary to ensure that the Inquiry is being advanced and proceeding towards a timely resolution consistent with clause 7 of this Schedule 1 to these Regulations.

5 Board of Inquiry

- 5.1 A Board of Inquiry will inquire into a dispute or difference or other issue and make findings and recommendations thereon.
- 5.2 5.2.A Board of Inquiry shall be established in the following circumstances:
 - a If the dispute or difference or other issue involves the membership of a Member of the Priory;
 - b If the inquiry may result in a recommendation from the Priory that membership of the Order of an Order Member be terminated;
 - c If the inquiry involves the future status of the holder of an office or position pursuant to Rule 28.1 under Regulation 20;
 - d If the inquiry involves the Priory Board, a committee of Priory Chapter, or a Region Trust Board or an Area Committee;
- 5.3 If the inquiry involves a member of the Priory Board, a Region Trust Board or Priory Chapter, or a Priory Officer
- 5.4 A Board of Inquiry may be established by the Chancellor or the Chief Executive Officer: but if the dispute or disagreement or other issue has significance within a Region only, a Board of Inquiry may be established by the Chairman of the Region Trust Board.
- 5.5 The Board of Inquiry shall conduct its inquiry expeditiously and submit a report with its recommendations to the convenor within the time or extended time specified, or otherwise as soon as may be; but always consistent with a full and thorough investigation.
- 5.6 The Board of Inquiry shall consist of not less than two persons, of whom at least one shall be an Order Member. If the Board of Inquiry involves an Order Member it shall consist of a majority of Order Members.

- 5.7 The Board of Inquiry shall be guided by the Guidelines for the Conduct of Inquiries set out in Clause 7 below.
- 5.8 If a Board of Inquiry is to be established pursuant to Clause 5.2.1 or 5.2.2, then subject always to Regulations 2.7 and 32.6, and subject to notification to the Board of Inquiry, the Chancellor or the Chief Executive Officer may suspend the membership of a Member pending the recommendation of the Board, if in his opinion the suspension is in the interests of St John. The following provisions shall apply:
- a The Board of Inquiry shall not be influenced in its deliberations by the suspension, but may take it into account in its recommendation;
 - b If the Board of Inquiry recommends that neither termination of membership nor continued suspension of membership is justified, the Member concerned shall be restored to all entitlements accruing to him or her as if he or she had not been so suspended in the interim;
 - c Action taken under this clause is independent of action initiated under Regulation 32.

6 Formalities

- 6.1 The convenor of a Formal Investigation or a Board of Inquiry shall notify the Headquarters of the Priory, and provide a copy of the terms of reference and the name of the person or persons comprising the Formal Investigation or Board of Inquiry.
- 6.2 If the convenor of a Formal Investigation is not the Chancellor or the Chief Executive Officer, the convenor shall also supply a copy of the report to the Chief Executive Officer and advise him or her of any further action intended to be taken.
- a The convenor of a Board of Inquiry shall provide a copy of its findings and recommendations to the Chief Executive Officer, and advise him or her of any action intended to be taken.
 - b The Chief Executive Officer, after taking such advice as he or she considers justified, shall decide to what extent the content of any report or finding should continue to be treated as confidential, and the timing and control and manner of any announcement.

7 Guidelines for the Conduct of Formal Investigations and Boards of Inquiry

- 7.1 As a Formal Investigation or a Board of Inquiry may make findings or recommendations adverse to Members and employees of the Priory, it must observe the principles of natural justice in its deliberations by:
- a Acting fairly, in good faith and without bias;
 - b Giving Members and employees the opportunity of adequately stating their case;
 - c Advising Members and employees of information received from other sources;
 - d Correcting or contradicting any prejudicial statement already made.
 - e The membership of a Formal Investigation or a Board of Inquiry:

- f Need not have legal training or experience;
 - g Shall have had no direct connection with the dispute or difference or the persons involved;
 - h Shall comprise at least one person with a sound knowledge of StJohn;
 - i Shall have, or the Chairman shall have, qualities the convenor believes are necessary to conduct the Formal Investigation or the Board of Inquiry.
- 7.2 The convenor of a Formal Investigation or a Board of Inquiry must have regard to the nature and complexity of the dispute or difference in establishing a Formal Investigation or a Board of Inquiry:
- a One person may be sufficient for a Formal Investigation, but up to three persons may be appropriate if the dispute is more complex;
 - b A Board of Inquiry, a more formal procedure, will in most cases justify three persons;
 - c The terms of reference should be clear and simple, but should state the category of the formal proceeding, its personnel, and clearly identify the dispute or disagreement or other issue referred to it;
 - d The terms of reference should be accompanied by written material and other references necessary for the Formal Investigation or Board of Inquiry to understand the nature of the dispute or difference or other issue;
 - e Adequate time should be allowed for thorough investigation consistent with expeditious investigation;
 - f Headquarters or Region facilities (if appropriate) should be made available to facilitate the investigation;
 - g Appropriate legal advice should be sought at the request of the Formal Investigation or Board of Inquiry.
- 7.3 The Chairman shall ensure that:
- a The terms of reference are adhered to;
 - b The Formal Investigation or the Board of Inquiry is conducted expeditiously consistent with a proper investigation;
 - c No conclusions are formulated until all material, submissions and evidence have been received and considered;
 - d Reasons are included in the report or findings.
 - e Pending completion of the Investigation and/or Inquiry, regular monthly reports are furnished to the convenor outlining progress with matters currently under action and/or concluded since the previous monthly report to the convenor.
- 7.4 Upon receipt of each report from the Chairman pursuant to clause 7.4.5, the convenor shall promptly deliver a copy of that report to the Registrar to enable the Registrar to fulfil his duties pursuant to clause 4.9.

- 7.5 The Formal Investigation or the Board of Inquiry may, and shall if requested by a Member or employee of the Priory whose conduct is in question, permit that person to be heard in person or through a representative and to call such witnesses and produce such evidence as he or she considers necessary.
- 7.6 The Formal Investigation or the Board of Inquiry shall conduct hearings in an informal but orderly manner, and may request any other person whose evidence it considers relevant to the proceedings to be present, and may permit questioning.
- 7.7 The Formal Investigation or the Board of Inquiry must be mindful that it is not a judicial body, that its proceedings are not privileged, and that it has no power to compel persons to attend or administer an oath or an affirmation.
- 7.8 The Formal Investigation or Board of Inquiry may have to reach a conclusion on facts that are not entirely clear. In such circumstances it should, in descending sequence and importance, weigh direct evidence, circumstantial (indirect) evidence and hearsay evidence. It must also have regard to the effect of any adverse finding or determination upon a Member or employee of the Priory and indicate any mitigating or qualifying factors.
- 7.9 The report of the Formal Investigation or the Board of Inquiry is confidential to the convenor and after it is presented to the convenor the Formal Investigation or Board of Inquiry is over and has no further role to perform.