

From
Lieutenant Colonel Alastair Todd
Private Secretary to
TRH The Duke and Duchess of Gloucester



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THE ORDER OF ST. JOHN

14 OCT 2019

11th October 2019

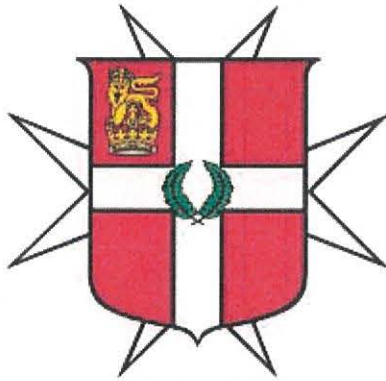
Dear Sir

Thank you for your letter of 2nd October 2019 enclosing a review of the Rules of the Priory in New Zealand of the Most Venerable Order of the Hospital of St John of Jerusalem.

I can confirm that The Duke of Gloucester, as Grand Prior, has given his approval for these changes by signing and dating the enclosed, as requested.

Yours faithfully
Alastair

Vice Admiral Sir Paul Lambert KCB



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



11 OCTOBER 2019

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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PRIORY RULES

THESE RULES are made by the Grand Prior of **THE MOST VENERABLE ORDER OF THE HOSPITAL OF ST JOHN OF JERUSALEM** on the recommendation of the Prior and Priory Chapter of the Priory under the Statutes of the Order. They revoke and replace all previous Rules of the Priory.

1. Status of Rules

- 1.1 These Rules are authorised pursuant to the “St John Statutes effective from 12 December 2018”, which comprise the Schedule to the Current Royal Charter.
- 1.2 These Rules are made under Statute 19 for the government of the Priory.
- 1.3 These Rules are, with the Current Royal Charter and the Statutes, the Rules of the Priory as a Board incorporated under the Charitable Trusts Act 1957, and registered with the Charities Commission under the Charities Act 2005.

2. The Priory

- 2.1 The Order is an Order of Chivalry. It exists to perform charitable works and its objects and purposes are set out in the Statutes. Two Foundations have been constituted to further the objects of the Order: the St John Eye Hospital in Jerusalem (the “Hospital Foundation”); and the St John Ambulance (the “St John Ambulance Foundation”).
- 2.2 The Priory in New Zealand is an Establishment of the Order, under the supreme authority of the Sovereign Head of the Order and the Grand Prior.
- 2.3 The Priory was incorporated on 12th February 1997 as a Board under the Charitable Trusts Act 1957 and registered under the Charities Act 2005 on 30 June 2008 and exists for charitable purposes. Its registered office is at the Headquarters of the Priory.
- 2.4 The Priory is governed by the Prior and Priory Chapter. The Priory has the immediate general control and supervision of the affairs and work of the Order and the Order Members resident in New Zealand.
- 2.5 The Priory ranks equally with all other Priories and participates with them in the government of the Order.
- 2.6 The Priory contributes to the Order internationally including support for the Hospital Foundation, and it controls and manages the operation of the St John Ambulance Foundation in New Zealand.
- 2.7 The Priory’s geographical area of authority is New Zealand.¹ The Grand Prior may assign responsibility to the Priory for any other territory under such terms and conditions as may be prescribed.

¹ Note: See definition of “New Zealand” in clause 4.1.

3. Interpretation

- 3.1 These Rules are subject to the provisions of the Current Royal Charter, the Statutes and the Regulations. The Priory must at all times comply with the provisions of the Current Royal Charter, the Statutes and the Regulations. In the event of conflict or inconsistency, the provisions of the Current Royal Charter, the Statutes and the Regulations shall prevail.
- 3.2 Reference in these Rules to any action, power or discretion of the Priory includes the lawful exercise thereof by the Prior, Priory Chapter or Priory Board.

4. Definitions²

4.1 In these Rules:

- (a) “**Acts**” means the Charitable Trusts Act 1957 and the Charities Act 2005, and “**Act**” means either of them;
- (b) “**Appointed and Elected Chapter Members**” means members of Priory Chapter appointed or elected under Rule 11.3(e) and Rule 11.3(f) or any Rule under previous Rules, which provided for the appointment or elections of members of Priory Chapter, and members of Priory Chapter whose tenure has been extended pursuant to Rule 11.5 but does not include the Prior, the Chancellor, the Bailiffs and Dames Grand Cross and the immediate past-Chancellor;
- (c) “**Appointed Priory Board Members**” means members of the Priory Board appointed under Rule 13.3(c) and Rule 13.3(d) or any Rule under previous Rules, which provided for the appointment of members of the Priory Board, and members of the Priory Board whose tenure has been extended pursuant to Rule 13.6 but does not include the Chancellor and the Deputy Chancellor;
- (d) “**Area Committee**” means an administrative unit within a Region, and includes existing Area Committees and District Committees;
- (e) “**Chancellor**” means the person appointed under Rule 10;
- (f) “**Chief Executive Officer**” means the person appointed under Rule 17;
- (g) “**Current Royal Charter**” means the Royal Charter dated 15 March 1955 and the Supplemental Royal Charter dated 29 April 1974, as amended by the Order in Council made 21 July 1999 and the Order in Council made 17 December 2002 (the latter taking effect from 1 January 2004), all issued by the Crown in right of the United Kingdom of Great Britain and Northern Ireland, and includes those Royal Charters as they may be further amended from time to time;
- (h) “**Deputy Chancellor**” means the person (if any) appointed under Rule 10.6;
- (i) “**Members**” means members of the Priory;

² Note: “Grand Prior”, “Grand Council” defined in Statutes.

- (j) **“New Zealand”** includes its dependencies;
- (k) **“Nominations and Appointments Panel”** means the standing committee appointed by Priory Chapter to oversee the processes for the nomination, appointment and election as the case may be of members of Priory Chapter, the Priory Board and the Region Trust Boards;
- (l) **“Order”** or **“Order of St John”** means the Most Venerable Order of the Hospital of St John of Jerusalem, a body incorporated in the United Kingdom by a Royal Charter dated 14 May 1888 and now governed by the Current Royal Charter, the Statutes and the Regulations;
- (m) **“Order Members”** or **“Members of the Order”** means persons possessing the qualifications set out in Statute 33 of The Statutes who, having been duly admitted to the Order, have not ceased for any reason to be Order Members;
- (n) **“Prior”** means the person referred to in Rule 9;
- (o) **“Priory”** means The Priory in New Zealand of the Most Venerable Order of the Hospital of St John of Jerusalem;
- (p) **“Priory Chapter”** means the Priory Chapter of the Priory described in Rule 11;
- (q) **“Priory Officers”** means such persons as are appointed under Rule 16, or appointed under previous Rules, which provided for the appointment of Priory Officers and Priory Officers whose term has been extended pursuant to Rule 16.5;
- (r) **“Priory Regulations”** means Regulations made by Priory Chapter under Rule 12.1(f);
- (s) **“Priory Secretary”** means the Secretary of the Order who shall be appointed by the Prior and shall hold office during the pleasure of the Prior or until resignation and shall perform such duties as shall be determined by Priory Chapter from time to time;
- (t) **“Priory Board”** means the body constituted under Rule 13;
- (u) **“Region”** means a region established under Rule 19;
- (v) **“Region Trust Board”** means Trustees, known as Board Members, incorporated as a Board under the Act to administer a Region;
- (w) **Regulations”** means the St John (Order) Regulations 2003 made under the Statutes.
- (x) **“Statutes”** means the St John Statutes effective from 12 December 2018;
- (y) **“St John the Baptist Day”** means the 24th of June in any year;

- (z) “**Triennium**” means a period of three years commencing at midnight on the eve of St John the Baptist’s Day, calculated from 1999; and each such subsequent period;
 - (aa) “**St John**” in common usage may mean the Order, or the work of St John in New Zealand.
- 4.2 The definition in these Rules of the “Priory” reflects the incorporation of St John in New Zealand under the Act, and for the purposes of that Act, comprises all Members pursuant to Rule 5.1 of these Rules.
- 4.3 Any headings used in these Rules are for reference purposes only and are not to be taken into account in construing these Rules; words in the masculine gender include the feminine gender, and words in the singular include the plural and vice versa.
- 4.4 A reference to a law or provision of law or the Statutes or Regulations includes amendments, re-enactments or replacements of that law or provision of law or the Statutes or Regulations.
- 4.5 Unless the context otherwise requires, terms defined in the Statutes and the Regulations have the same meanings when used in these Rules.
- 5. Members of The Priory**
- 5.1 The Members of the Priory are Order Members and all persons who are engaged in any aspect of the work of St John being:
- (a) Volunteers, being persons who participate as volunteers in the affairs and work of St John in New Zealand;
 - (b) Employees of the Priory.
- 5.2 The Priory shall maintain a roll of Members.
- 5.3 Each Member shall undertake to know, respect and observe these Rules, to promote the objects of the Priory and to protect its charitable status.
- 5.4 Membership of the Priory may be suspended or terminated in circumstances prescribed by Priory Regulations, provided however that Order Members shall not cease to be Members of the Priory (but may be suspended) until their membership of the Order is terminated.
- 5.5 For the avoidance of doubt, these Rules do not cover the employment, or engagement as a volunteer, of an Order Member. Nothing herein shall operate to preclude the suspension and/or termination of the employment/volunteer roles of an Order Member who is an employee/volunteer of the Priory, or other disciplinary action against an Order Member who is an employee. Membership of the Order shall be determined as a separate matter in accordance with Schedule 1 (Regulation 33) of the Priory Regulations.

6. Objects

6.1 The objects of the Priory are to promote, maintain and carry on the objects of the Order set out in Statute 4 of the Statutes.

6.2 The objects of the Order are repeated as Schedule 1 to these Rules.

7. Powers

7.1 The Priory has all those powers which, consistent with the Statutes, are necessary for or conducive to the attainment of its objects. Without limitation to the generality of the foregoing, the Priory may exercise any or all of the specific and non-exclusive powers set out in Schedule 2 to these Rules.

7.2 The powers of the Priory shall be exercised by the Prior with the assistance of Priory Chapter, or by the Priory Board under authority delegated to it by Priory Chapter, or otherwise as authorised by the Priory, Priory Chapter or the Priory Board.

8. Structure of The Priory

8.1 In governing the Priory, the Prior and Priory Chapter are assisted by a Priory Board established under these Rules.

8.2 To enable it to achieve its objects, the Priory has provided for a structure of Region Trust Boards and Area Committees.

9. Prior

9.1 The Prior is appointed by the Grand Prior, and holds office at the pleasure of the Grand Prior for such term as may be specified. Under the Grand Prior, the Prior holds supreme authority over the Priory.

9.2 The Prior may delegate such of the Prior's functions to the Chancellor as he or she sees fit and may vary or rescind all or any of the functions delegated at any time.

10. Chancellor

10.1 The Chancellor is appointed by the Grand Prior on the recommendation of the Prior after consultation with Priory Chapter and the Priory Board, and holds office during the pleasure of the Grand Prior.

10.2 The Chancellor is appointed for a Triennium or the balance of a Triennium, but at the pleasure of the Grand Prior may be reappointed.

10.3 The Chancellor shall be an Order Member and the deputy of the Prior, and may be appointed to the Grand Council of the Order if the Prior so determines.

10.4 If the Prior is absent or unable to act, the Chancellor shall act for the Prior and represent St John in New Zealand.

10.5 The Chancellor may attend any meeting of St John in New Zealand.

- 10.6 After consultation with Priory Chapter and the Priory Board, the Prior may appoint a Deputy Chancellor to hold office for a term not exceeding three years.
- 10.7 The Deputy Chancellor shall be an Order Member, shall become a member of Priory Chapter, shall act for the Chancellor if the Chancellor is absent or unable to act, and shall have such powers and responsibilities as the Prior, on the recommendation of the Chancellor in consultation with the Priory Chapter, shall from time to time determine.

11. Priory Chapter

- 11.1 Priory Chapter is the governing body of the Priory and advises the Prior on all matters relating to the immediate general control and supervision of the affairs and work of St John in New Zealand, and has the responsibilities set out in Rule 12.
- 11.2 Priory Chapter shall meet at least once a year which shall commence on 1 July. Meetings of Priory Chapter shall be convened by the Prior upon not less than 21 days' notice in writing.
- 11.3 Priory Chapter shall comprise:
- (a) the Prior;
 - (b) the Chancellor;
 - (c) the Deputy Chancellor, if so appointed, provided that no person so appointed may serve more than six consecutive years as a member of Priory Chapter with effect from St John the Baptist Day 2014. For the avoidance of doubt, any such person so appointed shall be eligible for election or appointment to Priory Chapter following a stand down period of at least three years;
 - (d) Bailiffs Grand Cross and Dames Grand Cross normally resident in New Zealand;
 - (e) nine persons, being three Order Members of any grade from each Region, who have been Order Members for at least six consecutive months immediately prior to their election by Order Members in that Region in accordance with Rule 11.6(a), or elected under previous Rules and any elected member of Priory Chapter whose tenure has been extended;
 - (f) three Members appointed by the Chancellor on the recommendation of the Nominations and Appointments Panel from the pool of Order Members nominated by the Region Trust Boards for appointment in accordance with Rule 11.6(b), or appointed under previous Rules and any other appointed member of Priory Chapter whose tenure has been extended;
 - (g) the immediate past-Chancellor, should he or she wish to sit on Chapter, for up to three years from the date on which he or she vacates the office of Chancellor, provided that he or she may not thereafter serve a further term on Chapter without a stand down period of at least one Triennium.

- 11.4 Subject to Rule 11.5, all Appointed and Elected Chapter Members may hold office for up to one term of three years, and may be eligible for re-appointment or re-election at the expiry of that term, provided that:
- (a) the maximum consecutive terms that a person may hold office is for two consecutive terms of three years or six consecutive years in aggregate; and
 - (b) any person who has held office for the maximum term as contemplated by Rule (a) may be eligible for re-appointment or re-election after a stand down of at least three years.
- 11.5 Notwithstanding the term for which a person has been appointed or elected (including appointment or election under previous Rules), the Chancellor may recommend to Priory Chapter that any such person may continue to hold office in that position for a term or terms longer than three years where the Chancellor considers it to be in the best interests of the Priory. On such recommendation, Priory Chapter may determine that the term or terms of any such member of Priory Chapter are extended (with such extension being deemed to render that member's tenure continuous and not giving rise to a vacancy), provided that Priory Chapter shall not extend the term or terms of any person under this Rule if it results in that person holding office for more than nine consecutive years.
- 11.6 Where vacancies arise on Priory Chapter, new persons will be appointed in accordance with the following:
- (a) For the election of a member of Priory Chapter under Rule 11.3(e):
 - (i) the Nominations and Appointments Panel shall conduct a nominations and elections process with the Region Trust Board to fill the position for each Region; and
 - (ii) once the process for nominations and elections has been completed under Rule 11.6(a)(i), the Secretariat of the Nominations and Appointments Panel shall inform the Chancellor of the candidate with the most votes so that the Chancellor may confirm their appointment as a member of Priory Chapter,

provided that for the purposes of this Rule 11.6(a), a vacancy in the position of an elected member of the Priory Chapter does not occur if that member's term is extended.
 - (b) For the appointment of a member of Priory Chapter under Rule 11.3(f):
 - (i) the Nominations and Appointments Panel shall conduct a nominations process for the purposes of presenting a list of candidates to the Chancellor; and
 - (ii) the Chancellor will consider the list of candidates provided under Rule 11.6(b)(i) and shall appoint the candidate from that list as a member of Priory Chapter,

provided that for the purposes of this Rule 11.6(b), a vacancy in the position of an appointed member of the Priory Chapter does not occur if that member's term is extended.

- 11.7 Meetings of Priory Chapter shall always be opened and closed with the prayers of the Order.
- 11.8 A quorum of Priory Chapter shall be not less than fifty per cent (50%) of its membership. There shall be no proxies.
- 11.9 The Prior shall normally preside at Priory Chapter meetings but in the absence of the Prior, the Chancellor shall preside. In the absence of both, the Deputy Chancellor (if so appointed) shall preside, but if the Deputy Chancellor is absent or there shall have been no appointment to that office, the senior Order Member of Chapter present shall preside.
- 11.10 Each member present shall have one vote. The member presiding shall have a casting vote.
- 11.11 No resolution or recommendation of Priory Chapter shall be valid without the assent of the Prior in writing.
- 11.12 Notwithstanding the provisions above, any other Order Member may attend any meeting of Priory Chapter and, with the consent of the member presiding, may speak but may not vote.
- 11.13 Except as required by these Rules Priory Chapter may regulate its own procedure.
- 11.14 Nothing in these Rules that would operate to otherwise limit or restrict the maximum term of service of a member of Priory Chapter shall derogate from the provisions of Rule 10.1, which will always prevail.

12. Responsibilities of Priory Chapter

- 12.1 Priory Chapter shall have the following general responsibilities:
 - (a) monitor and regulate observance of the objects of the Priory and the principles and precepts of the Order;
 - (b) establish the vision and purposes of the Priory;
 - (c) receive annually from the Priory Board for consideration and approval a strategic plan for the Priory for the following five years, pursuant to Rule 14.3(a);
 - (d) approve and publish a Charter confirming the Priory's commitment to health and safety, maintain delivery and compliance with the laws of New Zealand and regularly monitor and review its observance and performance in the operation of the Priory;
 - (e) ensure that the best use is made of the total financial resources of the Priory;

- (f) make Regulations to give full effect to these Rules or as may be deemed necessary or expedient for the conduct, control or management of the Priory;
- (g) formulate a New Zealand position on Order issues;
- (h) ensure the Priory prescribes disciplinary procedures for Members;
- (i) recommend to the Prior amendments to these Rules;
- (j) seek and receive from the Priory Board such assistance as Priory Chapter shall deem necessary for the purposes of carrying out its responsibilities under this Rule 12.

12.2 In addition to the foregoing, Priory Chapter shall have specific responsibility to:

- (a) oversee and review the performance of the Priory Board and regularly receive from it pursuant to Rule 14.1, formal reports on the exercise of the authorities delegated to it by formal Instrument of Delegation for the control and supervision of the affairs and work of the Order in New Zealand;
- (b) seek and receive in a timely manner from the Priory Board a formal report on any urgent matter on which it has acted on behalf of Priory Chapter pursuant to Rule 13.1;
- (c) approve the Annual Report of the Priory;
- (d) receive from the Priory Board the draft Annual Budget for the operation of the Priory for comment by Priory Chapter having regard to the requirements of Rule 12.1(e) and for reference back to the Priory Board for further assessment;
- (e) receive the duly audited Financial Statements of the Priory;
- (f) receive the Annual Reports and Financial Statements of Region Trust Boards.

12.3 Priory Chapter shall establish an Honours Committee and may also establish such other committees as it deems appropriate to assist it in the conduct of its affairs; and may disestablish such committees.

12.4 Except where specifically provided by Priory Regulations, any Member of the Priory may be appointed to any Committee established by Priory Chapter provided that those members eligible under the provisions of Rule 5.1(b) may not be in the majority. Such appointments shall be for an initial term of three years, but may by mutual agreement be extended by Priory Chapter.

12.5 Priory Chapter shall delegate such authority as it sees fit to the Priory Board. The Priory Board shall sub-delegate such authority as it sees fit to Region Trust Boards.

13. Priory Board

13.1 There shall be a Priory Board which shall act under the authority delegated to it by Priory Chapter, but may act on behalf of Priory Chapter on any urgent matters not

included in the authority delegated and shall report on all such matters to Priory Chapter.

- 13.2 The Chancellor shall convene a meeting of the Priory Board at least six times each year but may convene more frequent meetings.
- 13.3 Subject to Rule 13.4, The Priory Board shall comprise:
- (a) the Chancellor, who shall be the Chairman, provided however that Priory Chapter may in exceptional circumstances authorise the Priory Board to appoint another of its members to be the Chairman;
 - (b) the Deputy Chancellor, if so appointed by the Prior; who shall be the Chairman if the Chancellor or the Chairman appointed pursuant to Rule 13.3(a) is not present at any meeting;
 - (c) three members from the Region Trust Boards, being one member appointed from the candidates nominated by each Region Trust Board in accordance with the process set out in Rule 13.7(a), or appointed under previous Rules and any other member of the Priory Board whose tenure has been extended;
 - (d) three other members, each appointed in accordance with the process set out in Rule 13.7(b), who possess expertise, qualities, characteristics and attributes relevant to the governance and management of the Priory, or appointed under previous Rules and any other member of the Priory Board whose tenure has been extended.
- 13.4 The Priory Board shall comprise, in addition to those members of the Priory Board referred to in Rule 13.3, any persons who became members of the Priory Board in accordance with previous Rules, whose tenure has not expired or ceased. On the expiry of the term of the appointment for those persons, those extra positions will remain vacant on the Priory Board, and from that time onwards, the Priory Board shall comprise only those members referred to or appointed in accordance with Rule 13.3.
- 13.5 Subject to Rule 13.6, all Appointed Priory Board Members may hold office for one term of up to three years and may be eligible for re-appointment at the expiry of that term, provided that:
- (a) the maximum consecutive terms that a person may hold office as a member of the Priory Board is two consecutive terms of three years, or six consecutive years in aggregate; and
 - (b) any person who has held their position for the maximum terms as contemplated by Rule 13.5(a) may be eligible for re-appointment after a stand down of at least three years.
- 13.6 Notwithstanding the term for which a person has been appointed (including appointment under previous Rules) as a member of the Priory Board, Priory Chapter may, on the recommendation of the Chancellor, determine that any such person may continue to hold office in that position for a term or terms longer than three years, provided Priory Chapter considers it to be in the best interests of the Priory Board

(with such extension being deemed to render that member's tenure continuous and not giving rise to a vacancy). Priory Chapter shall not extend the term or terms of any person under this Rule if it results in that person holding office for more than nine consecutive years.

13.7 Where vacancies arise on the Priory Board, new members shall be appointed in accordance with the following process:

(a) for the appointment of a member of the Priory Board under Rule 13.3(c):

- (i) the Secretariat of the Nominations and Appointments Panel, in consultation with the Region General Manager, shall request the relevant Region Trust Board to make nominations detailing in that request any skills requirements for potential candidates;
- (ii) the relevant Region Trust Board shall nominate up to three candidates, who must ordinarily reside within its Region, and who the Region Trust Board considers meet the relevant skills requirements sought in the request;
- (iii) once all nominations have been received under Rule 13.7(a)(ii), the Nominations and Appointments Panel shall create a shortlist of candidates for provision to the Priory Board for consideration; and
- (iv) the Priory Board shall consider the list of candidates provided following which the Chancellor shall recommend to Priory Chapter for confirmation or otherwise the preferred candidate's appointment as a member of the Priory Board,

provided that for the purposes of this Rule 13.7(a), a vacancy in the position of a member of the Priory Board does not occur if that member's term is extended;

(b) for the appointment of a member of the Priory Board under Rule 13.3(d):

- (i) the Nominations and Appointments Panel shall conduct a nominations process for the purposes of providing to the Priory Board for consideration a shortlist of candidates; and
- (ii) the Priory Board shall consider the list of candidates provided following which the Chancellor shall recommend to Priory Chapter for confirmation or otherwise, the Priory Board's preferred candidate's appointment as a member of the Priory Board,

provided that for the purposes of this Rule 13.7(b), a vacancy in the position of a member of the Priory Board does not occur if that member's term is extended.

13.8 A quorum of the Priory Board shall be not less than three quarters of its membership.

- 13.9 The Priory Board may elect one of its members to preside if neither the Chancellor (nor the Chairman appointed pursuant to Rule 13.3(a)) nor the Deputy Chancellor is at any meeting.
- 13.10 Each member present shall have one vote. The member presiding shall have a casting vote.
- 13.11 Subject to Priory Regulations, the Priory Board may regulate its own procedure and may establish such committees as appropriate to assist it in the conduct of its affairs; and may disestablish such committees.

14. Responsibilities of The Priory Board

- 14.1 The Priory Board is responsible to Priory Chapter for the exercise of the authorities delegated to it, by formal instrument of delegation, for the control and supervision of the affairs and work of St John in New Zealand, and shall report formally and regularly to Priory Chapter.
- 14.2 The Priory Board is also responsible to Priory Chapter for supervising the unity, control and management of the Priory; for ensuring that the charitable status of the Priory is not compromised; for sub-delegating authority to Region Trust Boards; for monitoring the exercise of the authority sub-delegated to each Region Trust Board; and for ensuring that the Priory and its Members act lawfully and observe the Rules, Priory Regulations and policies of the Priory.
- 14.3 The Priory Board shall perform the following specific functions:
- (a) submit each year for approval by Priory Chapter a strategic plan for the Priory for the following five years;
 - (b) approve each year a Regional plan, including an operating plan, which is consistent with the strategic plan and operating plan of the Priory, submitted by each Region Trust Board;
 - (c) ensure the implementation of the Priory's Health and Safety management in terms of the Health and Safety Charter established by Priory Chapter, and submit a report annually on its observance and performance;
 - (d) approve an annual budget for each Region;
 - (e) monitor progress on the implementation of Regional plans and Budgets;
 - (f) ensure the preparation of the Priory's Annual Report, and the preparation and audit of the Priory's Financial Statements.
- 14.4 The Priory Board shall assist Priory Chapter to carry out its responsibilities under Rule 12.
- 14.5 The Priory Board, subject to the overriding authority of the Prior and Priory Chapter, and subject to Rule 3.1, shall resolve the interpretation of any provision of the Rules, Priory Regulations and the policies of the Priory, and the application of any direction of the Grand Council of the Order affecting the Priory.

15. The St John Ambulance Foundation

- 15.1 The control and management of the St John Ambulance Foundation, in so far as it concerns its operation in New Zealand, has been assigned to the Prior and Priory Chapter by the Grand Prior and the Grand Council.
- 15.2 The core activities in the operation of the St John Ambulance Foundation in New Zealand are the provision in the community of ambulance, first aid and other health related services and first aid training and programmes to help people live independently and improve their wellbeing.

16. Priory Officers

- 16.1 Priory Chapter, on the recommendation of the Chancellor, may appoint Priory Officers and, where considered appropriate, Deputy Priory Officers, to undertake such duties as Priory Chapter may determine.
- 16.2 Priory Officers shall attend all meetings of Priory Chapter and speak about their duties.
- 16.3 Priory Officers shall be accountable to and report directly to Priory Chapter through the Chancellor.
- 16.4 Subject to Rule 16.5, all Priory Officers may hold office for up to one term of three years, and may be eligible for re-appointment at the expiry of that term, provided that:
 - (a) the maximum consecutive terms that a Priory Officer may hold office is for two consecutive terms of three years or six consecutive years in aggregate;
 - (b) any Priory Officer who has held office for the maximum term as contemplated by Rule 16.4(a) may be eligible for re-appointment after a stand down of at least three years; but
 - (c) a Priory Officer may be appointed to a different Priory Officer role without standing down for three years.
- 16.5 Notwithstanding the term for which a Priory Officer has been appointed (including appointment under previous Rules), the Chancellor may recommend to Priory Chapter that any Priory Officer may continue to hold office in that position for a term or terms longer than three years where the Chancellor considers it to be in the best interests of the Priory. On such recommendation, Priory Chapter may determine that the term or terms of any such Priory Officer are extended provided that Priory Chapter shall not extend the term or terms of any person under this Rule if it results in that person holding office for more than nine consecutive years.

17. Chief Executive Officer of The Priory

- 17.1 The Chief Executive Officer of the Priory shall be appointed by the Priory Board and hold office pursuant to the Priory Regulations.

- 17.2 The Chief Executive Officer shall have overall responsibility for the operations of the Priory and its Headquarters, and for providing leadership and co- ordination throughout the Priory in the achievement of its strategic and operating goals.
- 17.3 The specific duties and responsibilities of the Chief Executive Officer shall be determined by the Priory Board, and the incumbent shall be responsible to the Board through the Chairman for the proper discharge of those duties and responsibilities.
- 17.4 The Chief Executive Officer may attend any St John meeting in New Zealand.
- 17.5 If deemed appropriate by the Prior, the Chief Executive Officer may hold office as the Priory Secretary during the pleasure of the Prior.

18. Headquarters of The Priory

- 18.1 The Headquarters of the Priory is under the control of the Chief Executive Officer, and shall be responsible as the central administrative body of the Priory for directing and overseeing the implementation of Priory policies, and specifically for:
- (a) developing policy initiatives for consideration by the Priory Board and by Priory Chapter;
 - (b) prescribing arrangements and procedures for the systematic and co-ordinated implementation of policies adopted by the Priory Board;
 - (c) undertaking such other activities as may be prescribed by Priory Chapter, the Priory Board, or committees of Priory Chapter or the Priory Board;
 - (d) preparing the Annual Budget and Operating Plan;
 - (e) preparing the Annual Report including the Financial Statements of the Priory;
 - (f) maintaining such records of St John's property and investments in New Zealand as are required by the Priory Board, and exercising due care in the management of funds allocated to it;
 - (g) co-ordinating the unity of the Priory; and
 - (h) promoting the achievements of St John.

19. Regions and Region Trust Boards

- 19.1 The Priory may, consistent with the unity, and effective control and management of the Priory, establish Regions, disestablish Regions or adjust the boundaries of Regions.
- 19.2 Each Region shall be administered by a Region Trust Board to which responsibility for prescribed functions within the Region shall be delegated by the Priory Board.
- 19.3 Each Region Trust Board shall observe and be subject to these Rules, Priory Regulations and instructions issued by the Priory, and shall adopt and declare

adherence to the charitable principles and precepts embodied in the objects of the Priory.

- 19.4 The Rules of each Region Trust Board and any amendments thereto shall be subject to the approval of the Priory and shall contain such provisions as the Priory shall determine to be necessary or desirable.
- 19.5 Each Region Trust Board shall be representative of St John and local communities and shall include persons with expertise, qualities, characteristics and attributes appropriate to its functions.
- 19.6 The Priory may suspend or vary the authority delegated to any Region Trust Board or impose such conditions of operation within a Region as it determines.
- 19.7 Subject to the foregoing, each Region Trust Board shall be responsible for:
 - (a) establishing an appropriate structure of Area Committees in its Region including the right to create an Area Committee and to close or disband an Area Committee;
 - (b) achieving the strategic and operating goals of the Priory within its Region;
 - (c) submitting each year for approval by the Priory Board a Regional plan, including an operating plan, which is consistent with the strategic plan and operating plan of the Priory;
 - (d) ensuring the funding of St John activities within its Region;
 - (e) contributing to the costs of the operation of the Priory and its international obligations;
 - (f) providing such reports, including financial reports, in such format as the Priory shall determine;
 - (g) ensuring that the affairs and work of the order are enhanced and promoted throughout the region, and that its area committees are representative of the local communities whose interests they serve; and
 - (h) ensuring that in carrying out its responsibilities it acts in accordance with its Rules and complies with the Act and all other relevant statutes and regulations.
- 19.8 Subject to the supreme authority of the Prior, and the provisions of Rule 25, if a Region Trust Board is unable to meet any of its liabilities, the Priory shall discharge the liability and have a right of reimbursement against the Region Trust Board. If an Area Committee within a Region is unable to meet any of its liabilities and the Region Trust Board is unable to do so, the Priory may discharge the liability and have a right of reimbursement against the Region Trust Board and the Area Committee.

20. Property

- 20.1 All property is vested in the Order, and the Priory has and may exercise on behalf of the Order all of the Order's power of control and disposition over the property.
- 20.2 All property held or acquired by the Priory (whether by an instrument of allocation or in its own name) is held or acquired subject always to the provisions of any deed, trust or instrument governing that property. Allocated property shall be vested in the name of the Priory, or subject to Priory Regulations, of a Region Trust Board.
- 20.3 Intellectual property of the Order and St John, including its Arms, Badge, Cross, Name or abbreviations thereof, and trademarks, shall not be used except for the purposes of St John or for identifying the Order, St John or the Priory in New Zealand
- 20.4 In addition to the power of allocation, property described in an instrument of transfer pursuant to the Statutes may be transferred to the Priory, subject to any special trusts impressed upon the property at the time of acquisition.
- 20.5 Priory Regulations may prescribe procedures for acquiring, holding, maintaining and disposing of property and for protecting, using and exploiting intellectual property.

21. Debts and Liabilities

- 21.1 The Priory shall be responsible for debts and liabilities properly incurred within New Zealand and, subject to Rule 19.8, shall prescribe by Priory Regulations procedures to be observed in circumstances where debts and liabilities will or may be incurred.

22. Investments

- 22.1 Any property of St John that is not required for current expenditure, including property allocated or transferred to the Priory under the Statutes, may be invested in accordance with prudent investment policy established by the Priory Board, and subject to any limitations that the Priory Board may impose, in any of the investments following, that is to say:
 - (a) in the case of property allocated under Statute 37 in accordance with the powers of investment of the Order as set out in Statute 42;
 - (b) any investment authorised by the law for the time being in force in New Zealand for the investment of trust funds; or
 - (c) any investment authorised by the deed, trust or instrument governing the property to be invested.

23. Seal

- 23.1 The Seal of the Priory shall comply with Statute 61 and shall also be the Common Seal of the Priory as a Board incorporated under the Act.
- 23.2 The Seal shall be in the custody of the Chief Executive Officer and its use shall be regulated by the Priory.

- 23.3 The Seal shall be affixed in the presence of two persons authorised by the Priory.
- 23.4 The Chief Executive Officer shall maintain a register of all documents to which the Seal is affixed and the date of affixing.

24. Release of Information

- 24.1 The Priory shall be guided by the general principle that information concerning the affairs and work of the Priory should be released unless there is good reason not to do so. However, to encourage a free exchange of views amongst members, the deliberations, but not the result of these deliberations, of Priory Chapter and other bodies of the Priory are confidential to their members.

25. Limitation of Liability and Indemnity

- 25.1 Subject to any law of New Zealand, the Prior, each member of Priory Chapter (and its committees), the Priory Board (and its committees) Region Trust Boards (and their committees) and each Priory Officer shall not be liable:

- (a) for the acts, defaults or neglect of any other member of Priory Chapter, the Priory Board, Region Trust Boards or other Priory Officer or any volunteer or employee of the Priory; or
- (b) for any loss, damage or expense to the Priory from any error of judgement or oversight or otherwise in the due conduct of that person's duties and functions, unless arising from a wilful act or wilful default or wilful neglect by that person.

- 25.2 Without limitation to any right or claim conferred by any law of New Zealand, each Member of the Priory and duly engaged agents of the Priory shall be indemnified out of the funds of the Priory from and against costs, expenses and liability incurred in the due conduct of duties or engagement unless incurred as a result of a wilful act or wilful default or wilful neglect by that person.

- 25.3 The Priory shall indemnify the Order and its other Establishments (through a Deed of Indemnity) from and against all liabilities which might arise from the acts or omissions of the Priory or its Members and others acting for it.

- 25.4 The Deed of Indemnity shall indemnify the Grand Prior, the other Officers of the Order, the Grand Council, the members of the Grand Council, the Executive Committee and the members of the Executive Committee.

26. Inquiry

- 26.1 No person dealing with the Priory shall be concerned to inquire as to the authority for or validity or propriety of anything done or agreed to be done by the Prior, Priory Chapter (and its committees) the Priory Board (and its committees) or Priory Officers for or on behalf of the Priory; nor be affected by any notice or information of the removal or non-appointment or lack of authority of any Priory Officer unless formal notice in writing is given to any person before anything is done or agreed to be done as aforesaid.

27. Membership of The Order

- 27.1 The Priory shall maintain a roll of Order Members normally resident in New Zealand.
- 27.2 Order Members are appointed to or promoted within the Order under the Statutes, which prescribe Grades of membership and their signifying letters. These letters may be used by Order Members in the context of any occasion or matter connected with their participation in the work of the Order, or for inclusion in any publication of a biographical nature, or in such other circumstances as set out in the Order's Statutes, Regulations or Grand Council Instructions.
- 27.3 The Priory may recommend that the membership of an Order Member should cease in accordance with the Order's Statutes, Regulations or Grand Council Instructions.
- 27.4 Order Members shall contribute to the Priory such Foundation Dues and Oblations as may be prescribed under the Statutes or, subject thereto, by Rules made by the Prior.
- 27.5 Order Members shall observe the obligations of membership prescribed by or under the Order's Statutes, Regulations or Grand Council Instructions of and by the Code of Conduct agreed and approved by Priory Chapter.

28. Suspension and Removal

- 28.1 Priory Regulations may be made by Priory Chapter to prescribe the procedure relating to the suspension or removal from office of the holder of any position in the Priory (other than the Chancellor), including subordinate bodies, where those positions are held by persons elected or appointed thereto. For the avoidance of doubt, this rule shall not apply to the Chief Executive Officer or other persons employed on salary under any contract of employment.

29. Conduct

- 29.1 St John is a disciplined organisation and the Prior may exercise such powers and authorities in respect of all Members of the Priory as he or she determines to be in the best interests of the Order.
- 29.2 The Priory shall prescribe by means of Codes of Conduct standards of conduct and integrity for both Order Members and Members.
- 29.3 The Priory is apolitical.

30. Resolution of Disputes

- 30.1 The Priory shall determine any dispute or disagreement arising within the Priory, and no proceedings relating thereto shall be taken or threatened by anybody, Member or employee of the Priory.
- 30.2 The Priory shall prescribe procedures for the resolution of disputes and disagreements by Priory Regulations.

31. Charitable Status

- 31.1 As the Priory exists for charitable purposes, no part of any income or other funds of the Priory shall be used for the private pecuniary profit of any individual person.

32. Amendments

- 32.1 Subject to the provisions of the Acts, the Grand Prior may, on the recommendation of the Executive Committee, make rules for the government of the Priory (including its powers and functions and the composition of the Priory Chapter) and, thereafter, such rules shall be capable of addition, amendment or revocation from time to time by the Grand Prior on the recommendation of the Prior and the Priory Chapter, and having regard to the advice of the Executive Committee.
- 32.2 The Grand Prior may suspend temporarily all or any part of the operation of the Priory or any rules applicable to it and may, on the recommendation of the Grand Council and subject to the provisions of the Acts, vary these Rules or dissolve the Priory or any of the Priory's subordinate organisations.
- 32.3 Subject as provided in Rule 32.2, these Rules may only be amended by a proposal from the Priory Chapter to the Grand Prior, which is approved by the Grand Prior on the recommendation of the Executive Committee (or by the Lord Prior on its behalf). The Priory shall comply with all applicable provisions of the Acts in relation to any such amendments.

33. Winding Up

- 33.1 If the Priory is wound up as a Board under the Act or removed from the Register, its assets continue as assets of the Priory under the Statutes; but if the Priory is abolished under the Statutes, its surplus assets after satisfaction of its liabilities shall vest (if not already vested) in the Order in ownership and possession and the Order and its Foundations will resume the immediate general control and supervision or management of the affairs and work of the Order and the operation of the Foundations in New Zealand; and otherwise the surplus assets will be transferred to a successor of the Order or another organisation in New Zealand having the same or similar charitable and humanitarian purposes as the Order determines or as the High Court of New Zealand directs.

34. Existing Trusts

- 34.1 A St John Trust or Trust Board currently existing for the purposes and work of the Order or St John shall observe and be subject to these Rules, Priory Regulations and instructions issued by the Prior, and shall adopt and declare adherence to the charitable principles and precepts embodied in the objects of the Priory; and no further such Trusts or Trust Boards shall be established without the approval of the Prior.

35. Transitional Provisions

- 35.1 All persons appointed or elected to office or service for a Triennium or the balance of a Triennium or for other specified period which ends after the date of commencement of these Rules shall continue in office or service as if appointed or elected under these

Rules, whether or not the appointment or election is authorised or provided for under these Rules.

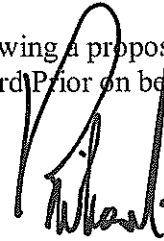
- 35.2 All regulations, resolutions, actions and decisions taken or made by the Priory before the date of commencement of these Rules shall continue and remain in force until repealed or revoked.

36. Amendment and Commencement

- 36.1 These Rules amend the previous Rules of the Priory as from the [●] day of [●] 2019.

- 36.2 These Rules shall come into force on the [●] day of [●] 2019.

MADE by the Grand Prior under his hand and the Seal of the Order following a proposal by the Prior and Priory Chapter of New Zealand and on the advice of the Lord Prior on behalf of the Executive Committee, this [11] day of [OCTOBER] 2019.



Grand Prior

Schedule 1

(Rule 6.2)

STATUTE 4: OBJECTS AND PURPOSES OF THE ORDER

1. The Order is a Christian order of chivalry and charity which has its roots in the ancient traditions of St John.
2. The Order's objects and purposes are the following three Principal Objects, namely:
 - (a) the encouragement of all that makes for the spiritual and moral strengthening of humanity in accordance with the first great principle of the Order embodied in the motto "Pro Fide";
 - (b) the encouragement and promotion of all work of humanity and charity for the relief of persons in sickness, distress, suffering or danger, without distinction of race, class or creed and the extension of the second great principle of the Order embodied in the motto "Pro Utilitate Hominum"; and
 - (c) the rendering of aid to the sick, wounded, disabled or suffering and the promotion of such permanent organisation during times of peace as may be at once available in times of civil emergencies or war, including if requisite the training and provision of technical reserves for the medical services of armed forces or any civil defence organisations,

and the following objects ancillary to those Principal Objects and to be pursued only in furtherance of those Principal Objects or any of them:

- (d) for the purpose of fostering the Principal Objects, the award (or the providing of advice and recommendations as to the award) of medals, badges or certificates of honour for special services in the cause of humanity, especially for saving life at imminent personal risk, whether to members of the Order or any Establishment or any other deserving person;
- (e) the support and encouragement of the St John Eye Hospital in Jerusalem and the clinics and research projects connected therewith;
- (f) the support and encouragement of Establishments, the objects and purposes of which include:
 - (i) the instruction of members of the public in the principles and practice of first aid, community health care and related subjects;
 - (ii) the preparation, publication and distribution of text-books and other training aids to facilitate such instruction and the organisation of examinations and tests for the purpose of issuing certificates of proficiency in such subjects;
 - (iii) the organisation, training and equipment of men, women and young persons to undertake, on a voluntary or remunerated basis either as

individuals or as organised groups, first aid, community health care and related activities, in any place as occasion or circumstance may require for the relief, transport, comfort or welfare of those in need;

- (iv) the instruction of young persons in first aid, health care, leadership and other subjects conducive to the education of good citizens;
- (v) the provision of trained personnel to give assistance to central or local government departments or to the armed forces at times of emergency in peace or in war;
- (vi) the formation of ambulance and medical comfort depots and the organisation and administration of transport by ambulance;
- (g) the formation and administration of establishments, councils, associations, centres or other subordinate bodies to facilitate the work of the Order in local geographical areas;
- (h) the maintenance of contact and the development of collaboration with kindred Orders and bodies;
- (i) the manufacture and distribution by sale or presentation of publications, equipment or materials useful for or connected with furthering the objects and purposes of the Order;
- (j) the receipt and acceptance of donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities or other assets whatsoever, and the borrowing, investing or raising of money with or without security for any objects or purposes of the Order and either subject to or free from any special trusts or conditions;
- (k) the maintenance, administration or development of all real and personal property vested in or under the control of the Order, and the sale, lease, mortgage, loan, exchange, gift, or any other disposition of the same as circumstances may arise or permit; and
- (l) the establishment and maintenance of libraries and museums and the collection of works of art and objects of historical interest relating to the Order,

provided always that the objects and purposes set out in this Statute 4 shall be limited to that which is or is ancillary to that which is charitable at law.

Schedule 2

(Rule 7)

SPECIFIC AND NON-EXCLUSIVE POWERS OF THE PRIORY

- (a) To acquire, hold, turn to account, maintain and dispose of property for the purposes of the affairs and work of the Order in New Zealand;
- (b) To take or grant leases, licences or other rights of possession or occupation of, or access to, property on such terms and conditions as the Priory shall decide;
- (c) To carry out or authorise any lawful activity on or in relation to or affecting land, or buildings or other improvements thereon, and to seek and pursue any consents or authorities necessary or expedient in relation thereto;
- (d) To charge or encumber any property in the furtherance of the objects and purposes of the Priory and the work of the Order to such extent as the Priory thinks fit;
- (e) To invest property in accordance with the Priory Rules;
- (f) To acquire carry on and dispose of any business or undertaking or any interest therein or to provide any services either alone or in conjunction with any other person;
- (g) To raise and borrow money from any source secured or unsecured and no person lending money to the Priory shall be concerned to enquire as to the application of the money;
- (h) To lend money to any person secured or unsecured;
- (i) To guarantee or be surety or indemnifier for the obligations of any person;
- (j) To defer or to forgive or forebear from pursuing or to settle any obligation to the Priory either in whole or in part;
- (k) To receive and solicit and to make such gifts and donations as are in the opinion of the Priory conducive to the attainment of its objects and purposes or otherwise for the benefit of the Order;
- (l) To operate accounts and credit and debit facilities and deal in money and negotiable securities and instruments;
- (m) To promote and publicise the objects and purposes of the Priory and the work of the Order and to protect and preserve the name and reputation of the Priory and the Order;
- (n) To contract, and enter into any arrangement, undertaking, or commitment with any person including contracts of insurance;

- (o) To promote support or oppose any laws or proposed laws (national or local), authorities, permissions, standards, policies or guidelines which may affect favourably or adversely the furtherance of the objects and purposes of the Priory or the work of the Order but not in contravention of the Priory Rules or any directive of the Grand Prior;
- (p) To engage such people upon such terms and in such capacities as the Priory thinks fit;
- (q) To charge for such services or activities as the Priory shall decide to be proper and reasonable having regard to the nature and work of the Order and the charitable status of the Priory;
- (r) To allocate or delegate such of these powers and authorities to Regional Trust Boards or otherwise as the Priory shall consider necessary or expedient; and
- (s) To do or undertake any other act, matter or thing which in the opinion of the Priory is necessary for or conducive to the furtherance of the objects and purposes of the Priory or the work of the Order.

In this Schedule, “person” shall include natural persons singly or collectively, bodies corporate or unincorporated statutory or otherwise, national or local government and emanation.