



Constitution

1. Introductory Rules

1.1 Name

The name of the **Society** is The New Zealand Wound Care **Society** Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

The **Society** is already registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the **Full Members** of the **Society** held once per year, during which, among other things, reports on the **Society's** activities and finances will be received and considered.

'Area Coordinator' means an elected volunteer responsible for organising local study days, to facilitate knowledge sharing, promote membership, and support the **Society's** aims.

'Advisory Group' means any specialist group approved by the **National Committee** to carry out specific tasks, an example includes the Pressure Injury Advisory Group (PIAG).

'Chairperson' means the **Executive Officer** responsible for chairing **General Meetings** and **National Committee** meetings, and who provides leadership for the **Society**.

'Constitution' means the rules in this document.

‘Deputy Chairperson’ means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

‘Executive Officer’ means either the President, Vice President or Treasurer.

‘Executive Committee’ means the President, Vice President and Treasurer.

‘Full Member’ means a person who has consented to become a member of the **Society** and has been properly admitted to the **Society**.

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Full Members** of the **Society**.

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

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

‘Life Member’ means a person honoured by the **Society** and elected as a **Life Member** by resolution of a General Meeting. They have full voting rights.

‘Matter’ means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a member of the **Society** who falls into any one of the membership categories.

‘National Committee’ means the Society’s Governing body Committee. Made up of **Regional Representatives**, **Area Coordinators** and the **Executive Officers**.

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

‘Officer’ means a natural person who holds any of the following roles:

- An elected **Regional Representative**.
- An appointed representative to the **National Committee** from another professional body.
- A person in a position within the **Society** with significant influence over its management or administration, including the President, Vice President or Treasurer.

Professional-body Representative means an appointed representative from a professional group within the **Society** membership

"Regional Representatives" means the **Officers** of the **Society** who are duly elected to represent a designated geographic area of the **Society** on the **National Committee** or governing committees. Geographical areas are assigned numbers.

'Register of Members' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

'Special General Meeting' means a meeting of the **Full Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.4 Purpose

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- benefitting the community.

1.5 Aim

i. **The Aim of the Society is to:**

improve outcomes and quality of life for people with wound and skin integrity problems, by promoting and encouraging best practice in wound prevention and management across all healthcare settings.

ii. The **Society** will achieve this by, but is not limited to:

- a) serving as a recognised voice at international, national and local levels on issues related to wound healing and skin integrity.
- b) advancing education on wound care and skin integrity at international, national and local levels.
- c) supporting members' education and professional development through scholarships.
- d) encouraging innovation in wound management by awarding research grants.
- e) establishing advisory groups and collaborating with key stakeholders.
- f) maintaining the NZWCS website as a hub for education and resources for both healthcare professionals and the public.
- g) sharing information and newsletters with members.
- h) participating in relevant national and international forums and contributing to guideline development.

- iii. Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**

1.6 Act and regulations

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

1.7 Restrictions on society powers

- i. The **Society** must not be carried on for the financial gain of any of the members.
- ii. The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—
 - a) The **Society** does not have the power to borrow money.
 - b) No member or person associated with a member of the **Society** shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from professional services to the organisation rendered in the course of business, charged at no greater rate than current market rates.

1.8 Registered office

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

- i. Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
 - a) at least 5 working days before the change of address for the registered office is due to take effect, and
 - b) in a form and as required by the **Act**.

1.9 Contact person

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

- i. The **Society's** contact person must be:
 - a) At least 18 years of age, and
 - b) Ordinarily resident in New Zealand.
- ii. The contact person will be the Administrator and at least one **Officer**

- ii. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - a) a physical address or an electronic address, and
 - b) a telephone number.
- iii. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

2. Membership

2.1 Minimum number of members

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

2.2 Types of members

Classes and eligibility are as follows:

- i. **Full Member**
 A **Full Member** is an individual admitted to membership under this **Constitution** and who has not ceased to be a **Member**.
 - a) Full Membership shall be open to all health professionals in New Zealand or overseas with an interest in wound care.
 - b) Full Membership excludes those that would fall under Commercial Membership or **Society** Sponsors.
 - c) Professional denotes a formal qualification.
- ii. **Student Member**
 - a) Student membership denotes students who are undertaking full-time undergraduate study in a health profession.
 - b) They must supply a valid student ID or any appropriate documentation to establish their identity and study course.
- iii. **Life Member**
 - a) A **Life Member** is a person honoured for highly valued services to the **Society**, elected as a **Life Member** by resolution of a **General Meeting** passed by a majority of those **Members** present and voting.
 - b) A **Life Member** shall have all the rights and privileges of a **Full Member** and shall be subject to all the same duties as a **Full Member** except those of paying subscriptions and levies.
- iv. **Corporate Account**
 - a) Must be a representative of a health care provider or academic institution involved in health-related education and/or research

- b) Is the identified contact and liaison person for their staff corporate members.
- c) Staff groupings consist of not less than five (5) and not more than twenty (20) health professionals who share a common employer.
- d) Large organisations can have more than one Corporate Account.
- e) Further named members can be added to a staff group within the maximum number throughout the year (e.g. if you have 16 and want to add an additional 4 to make the maximum of 20).

v. Corporate Staff Member

- a) Has access to information and services provided by the **Society** as for **Full Members**, except for voting rights.
- b) They must work in health care or an academic institution involved in health-related education and/or research, who have a common employer and are managed by the Corporate Account Manager.
- c) If a staff member leaves their employer and thus the Corporate Staff Membership, their **Society** membership ceases on their last day of employment or when their employer removes them from their staff list, whichever is the earliest.

vi. Commercial Membership

- a) Commercial membership shall be available for companies or employees of companies involved in research, development, marketing, and sales of health care products or services.
- b) Commercial members do not have access to research grants, or scholarships or have voting powers in the **Society**.

2.3 Becoming a member: consent

Every applicant for membership must apply using the **Society** website.

2.4 Becoming a member: process

An applicant for membership must apply using the online form on the **Society** website and agree to the Code of Conduct during the registration process.

The membership subscription details of every **Member** shall be retained in the **Society's** membership records.

2.5 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly update their subscription details online if these details change. All **Members**

shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

- i. Only **Full Members** and **Life Members** have voting rights but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- ii. The **National Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

2.6 Subscriptions and fees

- i. An annual subscription shall be payable on submission of an application form to join the **Society**.
- ii. Any **Member** failing to pay the annual subscription within two (2) calendar months of the date the same was due for payment shall be considered as unfinancial and shall not be entitled to any discounts on events.
- iii. The level of subscription shall be determined by ordinary resolution at the Annual General Meeting with the following provisions:
 - a) the level of subscription may be varied according to the category of membership.
 - b) the **National Committee** shall have the power to reduce the subscription in any case of individual hardship.
- iv. Due to the added workload involved with taking up the office of President, Vice-President or Treasurer, these positions will receive free **Full Membership** while the person is in office.
- v. For first-time members of the **Society**, there may be a one-off joining fee to cover administration costs. This charge will be on top of the Membership Subscription and set by the **National Committee**.
- vi. Renewing Membership Subscriptions – a two (2) month grace period in which the Member can back-date their subscription and continue their membership, so as not to disadvantage the Member. After this time, they will be treated as a New Member and any fees set under Clause (v) above may be incurred over and above the membership subscription fee.

2.7 Ceasing to be a member

- i. A **Member** ceases to be a **Member** when —
 - a) by resignation from that **Member's** class of membership by email, by that **Member** to the Administrator, or
 - b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
 - c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

- d) the **Member** has failed to pay a subscription, levy or other amount due to the **Society**. If such arrears are not paid within two (2) calendar months of the due date for payment of the subscription, any other fees, or levy the **National Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).
 - e) if, in the opinion of the **National Committee** the **Member** has brought the **Society** into disrepute.
- ii. Should a member behave in a manner which, in the opinion of the **National Committee**, directly contravenes the stated Aims of the **Society** and/or the Code of Conduct, the **National Committee** shall follow the Complaints Policy as outlined in 9: Dispute Resolution.
- iii. No refund of the subscription or any part of the subscription will be payable under any circumstances.

2.8 Obligations once membership has ceased

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

- i. shall cease to hold themselves out as a **Member** of the **Society**, and
- ii. shall return to the **Society** all material provided by the **Society** (including any membership certificates, badges, promotional materials such as banners, handbooks and manuals).
- iii. shall cease to be entitled to any of the rights of a **Society Member**.

2.9 Becoming a member again

Any former **Member** may apply for readmission in the manner prescribed for new applicants.

However, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **National Committee Meeting**.

3. Officers

3.1 Qualifications and records of officers

Every **Officer** must be a natural person who —

- i. has consented in writing to be an **Officer** of the **Society**, and
- ii. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**, and

- iii. each certificate shall be retained in the **Society's** records.

Officers must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely —

- i. a person who is under 16 years of age
- ii. a person who is an undischarged bankrupt
- iii. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- iv. a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- v. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - a) an offence under subpart 6 of Part 4 of the **Act**
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c) an offence under section 143B of the Tax Administration Act 1994
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- vi. a person subject to:
 - a) a banning order under subpart 7 of Part 4 of the **Act**, or
 - b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- vii. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

3.2 Officer duties

At all times, each **Officer**:

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

3.3 Regional Representatives

- i. The role may be a dual role with the **Area Coordinator**. In areas where both the **Regional Representative** and the **Area Coordinator** share responsibilities, only one vote will be counted at Meetings.
- ii. **Life Members** or **Full Members** are eligible for a position as **Regional Representative**.

3.4 Executive committee meetings

Other than as prescribed by the **Act** or this **Constitution**, the **National Committee** or any subcommittee may regulate its proceedings as it thinks fit.

- i. A quorum is not needed for an **Executive Committee** Meeting, as only day-to-day management of the **Society** is discussed; no other decisions can be made without the **National Committee's** approval.
- ii. Powers of the **Executive Committee** meeting shall cover:
 - (a) operational management of the **Society**, including day-to-day financial planning.
 - (b) management of any staff or contractors to the **Society**
 - (c) formulating motions and reports for the **National Committee** for consideration

4. Other Positions, Sub-committees and Groups

4.1 Area Coordinators

Area Coordinators are nominated by members to deliver educational programs and support wound education within their geographical area.

- i. **Area Coordinators** are encouraged to attend **National Committee** meetings and have voting rights if their **Regional Representative** is not present at the meeting.
- ii. The **Area Coordinator** role may be shared.
- iii. If not before, vacancies are announced with the notice of the AGM. Nominations are called in the Annual General Meeting (AGM) notice and given a ten working day deadline. Members of the relevant area will be emailed to seek objections. If no objections are raised, and there is only one nominated person, the election is considered confirmed and will be ratified at the AGM. If multiple nominations are received, the role may either be shared by mutual agreement or decided by an email poll among members of that area.

4.2 NZWCS conference planning group

This group consists of Executive Officers, NZWCS Conference Convenor, an appointed Conference Contractor and **Society** Representative, if any.

The budget sits with the contracted Conference Contractor.

4.3 Advisory groups

An Advisory Group is a specialist group formed to carry out specific tasks on behalf of the **Society**. Each Advisory Group is responsible for creating a Terms of Reference for the group and abide by these terms.

Unless otherwise resolved by the **National Committee**—

- i. Each Advisory Group shall operate in accordance with its approved Terms of Reference, which must include its purpose, quorum requirements, and key performance indicators (KPIs). This is to be displayed on the NZWCS website.
- ii. An Advisory Group must not commit the **Society** to any financial expenditure without express authority from the **National Committee**, and
- iii. Any Advisory Group may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next meeting.
- iv. Each Advisory Group shall make a verbal or written report to the **National Committee**
- v. Other than as prescribed by the **Act** or this **Constitution**, the **National Committee** may regulate its proceedings as it thinks fit.
- vi. If the Advisory Groups apply for funding from the **National Committee**, then a funding form should be submitted to the **National Committee** to be approved.
- vii. The **National Committee** may appoint or disband Advisory Groups consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit.
- viii. The **Executive Committee** may disband an Advisory Group at any time, particularly if its objectives have been met, it is no longer active, or it is not functioning effectively in accordance with its Terms of Reference and key performance indicators (KPIs). Before disbanding a Group, a member of the **Executive Committee** will notify the Group in writing or attend a meeting to communicate the proposed decision. The Group may be suspended while any objections are submitted and considered in good faith. A final decision must be made by the **National Committee** and is subject to its ratification.
- ix. An Advisory Group must not further delegate any of its powers.

5. General Meetings

5.1 Procedures for all general meetings

- i. The **National Committee** shall give **Members** at least 20 **Working Days**' written **Notice** of any **General Meeting** and the business to be conducted at that **General Meeting**.
- ii. That **Notice** will be emailed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General**

Meeting and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

- iii. Only **Full Members**, and **Life Members** may vote at **General Meetings**.
 - a) Voting is in person,
 - b) No proxy voting shall be permitted.
- iv. A quorum at a General Meeting shall be thirty per cent (30%) of **Full Membership** or twenty-five (25) **members**, whichever is the lesser.
- v. If, within 15 minutes after the time appointed for a meeting, a quorum is not present, the meeting, if convened upon request of **Members**, shall be dissolved. In any other case, it shall stand adjourned to a day, time and place determined by the President of the **Society**, and if at such adjourned meeting a quorum is not present, those **Members** present in person shall be deemed to constitute a sufficient quorum.
- vi. If a quorum is not reached at an Annual General Meeting, a notice of the revised date shall be sent to members not less than ten (10) days prior to the new meeting date.
- vii. Each **Full Member** and **Life Member** is entitled to one vote on any motion at a General Meeting. Voting shall be by voice or show of hands, unless a secret ballot is demanded by the chairperson or by two or more Full or **Life Members** present.
- viii. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting**
- ix. Any decisions made when a quorum is not present are not valid.
- x. The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than fifty-one percent (51%) percent of the **Full Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication), each proposed by or on behalf of 1 or more **Full** or **Life Members**. A **Full** or **Life Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).
- xi. **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

- xii. All **General Meetings** shall be chaired by the President. If the President is absent, the meeting shall elect another member of the **National Committee** to chair that meeting.
- xiii. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- xiv. Any person chairing a **General Meeting** may —
 - a) with the consent of a simple majority of **Full** and **Life Members** present at any **General Meeting**, adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - b) direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson, be removed from the **General Meeting**, and
 - c) in the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- xv. The **National Committee** may propose motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **General Meeting**.
- xvi. Any **Full or Life Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Administrator** or **National Committee** at least 7 **Working Days** before that meeting. The **Full or Life Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Administrator** or **National Committee** before written **Notice** of the **General Meeting** is given to **Full** and **Life Members**, notice of the motion shall be provided to **Full Members** with the written **Notice** of the **General Meeting**.

5.2 Minutes

The **Society** must keep minutes of all **General Meetings**.

5.3 Annual General Meetings: When they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **National Committee** and

consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than 6 months after the balance date of the **Society**

- i. Notice of the Annual General Meeting shall be sent to every **member** not less than twenty (20) days prior to the date of the meeting. Such notice shall state the time and place of the meeting and details of the business to be transacted.
- ii. Notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

5.4 Annual General Meetings: Business

- i. Confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- ii. Declare any conflicts of interest.
- iii. The **National Committee** must, at each **Annual General Meeting**, present the following information on the operation and affairs of the **Society** during the most recently completed accounting period, which include.
 - a) Receipt and adoption of President's Annual Report.
 - b) Receipt and adoption of Treasurer's Annual Report.
 - c) Receipt and adoption of the **Society's** Performance Report as per the Charities Services requirements.
- iv. Elections:
 - a) The President, any **Regional Representatives**, and **Area Coordinators** from even-numbered areas will be elected at the Annual General Meeting falling on odd years and shall take office at the conclusion of the AGM.
 - b) The Vice-President, Treasurer, and the **Regional Representatives** and **Area Coordinators** from odd-numbered areas will be elected at the Annual General Meeting falling on even years and shall take office at the conclusion of the AGM.
 - Only **Full Members** or **Life Members** shall be eligible for election as either an **Executive Officer** or **Regional Representative** to the **National Committee**.
 - **Area Coordinators** can be **Full, Life** or **Corporate Members**.
 - c) If more than one nomination for a position is received, then a vote is undertaken as per General Meeting rules.

- d) Nominations for **Executive Officer** positions can be received from the floor at the Annual General Meeting. The definition of floor is in terms of modern communications practices.
 - e) If no nominations have been received for the regional representative or area coordinator positions for a particular geographical area before the meeting, nominations may also be received from the floor at the Annual General Meeting
 - f) The **professional-body representative** can be re-elected in odd years for a term of two years.
 - g) Notwithstanding these dates, if a position is vacant at the AGM it may be filled in any year.
- iv. Determination of the Annual Subscriptions.
 - v. Review of constitution: as per Charities Services requirements. Confirm key information about the **Society** and make any changes as seen fit.
 - vi. Consider any motions of which prior notice has been given.
 - vii. Any other business that the meeting agreed to discuss.

5.5 Special general meetings

Special General Meetings may be called at any time by the **National Committee** by resolution.

The **National Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Full Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **National Committee's** resolution or the written request by **Full or Life Members** for the **Meeting**.

6. National Committee Meetings

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

that **Act**, and this **Constitution**. All **National Committee** positions are on a volunteer basis.

6.1 Powers of the National Committee

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

- i. The **National Committee** shall have full power to manage all the affairs of the **Society** in pursuance of the Aims of the **Society**.
- ii. The National Committee may accept or decline an application for membership at its sole discretion. The National Committee must advise the applicant of its decision.
- iii. The **National Committee** shall have the power to recommend that **Life Membership** be bestowed on a NZWCS Member who has contributed outstanding service to the **Society**. Any recommendation for **Life Membership** must be ratified at an AGM by a majority vote.
- iv. The **National Committee** may engage and remunerate individuals or organisations to provide administrative, event management, financial, or other services, as determined by the **National Committee**, to support the purposes and operations of the **Society**.
- v. An **Executive Officer** or **Regional Representative** can be removed from their position if they have been absent from four (4) **National Committee** meetings without leave of absence.
- vi. Should positions become vacant during the year, the **National Committee** shall have the power to appoint as per below section 6.5 Composition.

6.2 Meetings

- i. The **National Committee** shall meet at least four (4) times between each **Annual General Meeting**. The **Administrator**, or other **National Committee** member nominated by the **National Committee**, shall give to all **Committee** members not less than 20 **Working Days**' notice of **National Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.
- ii. The President of the **Society** shall be the **Chairperson** of meetings of the **National Committee**. In the absence of the President, the Vice-President shall act as Chairperson.
- iii. At meetings of the **National Committee**, each member, including the **Chairperson**, shall have one vote, provided that in the case of equality of votes the Chairperson shall have a second casting vote.

- iv. The quorum for **National Committee** meetings shall be a minimum of eight (8) voting members. This includes **Executive Officers** (President, Vice President, and Treasurer) and **Regional Representatives**. **Area Coordinators** do not count towards the quorum unless acting as a proxy for an absent **Regional Representative**.
- v. The **Area Coordinator** is encouraged to join the **National Committee** meetings in addition to the **Regional Representative**.
 - a) Only one vote per area will be accepted
 - b) When a **Regional Representative** is unable to attend a scheduled **National Committee** meeting, the **Area Coordinator** of that same area may vote on any motions tabled.

6.3 Procedure

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

6.4 Circular resolutions

"Circular Resolution" means a motion or decision proposed and voted upon by **National Committee** members via email or other electronic means, without convening a formal meeting. This method of decision-making shall be:

- i. Limited to special circumstances when a **National Committee** meeting cannot be easily arranged or when time is of the essence.

- ii. Used sparingly and not as a replacement for regular **National Committee** meetings.
- iii. Subject to the same quorum and voting majority requirements as decisions made in formal meetings.
- iv. Recorded in the minutes of the next formal **National Committee** meeting.

6.5 Composition

- i. The **National Committee** consists of:
 - a) **Executive Officers**,
 - b) One **Regional Representative** from each of the **Society's** geographic areas, up to a maximum of fourteen (14).
 - c) **Area Coordinators**
- ii. **Filling Vacancies:**
 - a) If a **National Committee** position becomes vacant during the year, the **National Committee** may seek nominations
 - b) Once nominations are received then all members of the affected geographical area will be notified by email, and objections will be invited. If no objections are received, the election is considered valid and will be confirmed at the next **National Committee** meeting.
- vii. All positions are for a two-year term; re-election is permitted.
- viii. Representation of Other Professional Bodies:
 - a) If a professional group within the NZWCS membership constitutes **15% or more** of total members, the **National Committee** will consider granting that group representation on the **National Committee**.
 - b) The representative must be a **Full Member** and will be **elected by the National Committee for a two-year term**, with re-election occurring in **odd-numbered years**.
- ix. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the '**Qualification of Officers**' rule above).

6.6 Conflicts of interest

- i. An **Officer** or member of a subcommittee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of

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

7. Records

7.1 Register of members

The **Society** shall keep an up-to-date Register of Members.

- i. For each current **Member**, the information contained in the Register of Members shall include —
 - a) their name, and
 - b) the date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and

- c. their contact details, including a physical address or an electronic address, a telephone number,
 - e) occupation,
 - f) whether the **Member** is financial or unfinancial.
- ii. Every current **Member** shall promptly advise the **Society** of any change to the **Member's** contact details.
- iii. The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
 - a) The former **Member's** name, and
 - b) The date the former **Member** ceased to be a **Member**.

7.2 Interests Register

The **National Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any subcommittee or advisory group.

7.3 Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**. The request must specify the information sought in sufficient detail to enable the information to be identified.

- i. The **Society** must, within a reasonable time after receiving a request —
 - a) provide the information, or
 - b) agree to provide the information within a specified period, or
 - c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
 - d) refuse to provide the information, specifying the reasons for the refusal.
- ii. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
 - a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or

- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
 - d) the information is not relevant to the operation or affairs of the **Society**, or
 - e) withholding the information is necessary to maintain legal professional privilege, or
 - f) the disclosure of the information would, or would be likely to, breach an enactment, or
 - g) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - h) the request for the information is frivolous or vexatious, or
 - i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- iii. If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —
 - a) that the **Member** will pay the charge; or
 - b) that the **Member** considers the charge to be unreasonable.
- iv. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

7.4 Privacy

- i. Relevant contact details of all membership types are shared with **Area Coordinators** and the **National Committee** in order to carry out the aims of the **Society**.

8. Finances

8.1 Control and management

- i. The funds and property of the **Society** shall be—
 - a) controlled, invested and disposed of by the **National Committee**, subject to this **Constitution**, and
 - b) devoted solely to the promotion of the purposes of the **Society**.
- ii. The **Executive Committee** is responsible for overseeing the **Society's** day-to-day financial management. It shall meet at least three times per year and, in

- collaboration with the NZWCS Administrator, develop and approve an annual operations budget.
- iii. All funds collected on behalf of the **Society** must be deposited into a bank account held in the **Society's** name.
 - iv. All payments made on behalf of the **Society** must be processed via the **Society's** debit card or online business banking. Appropriate documentation must be uploaded to an online accounting system to ensure an audit trail. Any day-to-day payments outside the approved operational budget require approval from the **Executive Committee**.
 - v. Each year, the Treasurer and President are responsible for reviewing and approving the Performance Report prepared by the **Society's** assigned Chartered Accountant. The report shall then be presented at the Annual General Meeting for acceptance. The **Society** will comply with any changes in accounting and reporting requirements set by the Charities Commission.
 - vi. Under the Treasurer's direction, the Administrator is authorised to invest **Society** funds in higher interest-bearing bank accounts, provided these accounts are held in the **Society's** name with its current banking institution.
 - vii. Members may be reimbursed for reasonable expenses incurred while carrying out activities on behalf of the **Society**, provided that prior approval has been obtained from the Treasurer and/or the **Executive Committee**.
 - xiii. The **National Committee** must ensure that there are kept at all times accounting records that—
 - a) correctly record the transactions of the **Society**, and
 - b) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
 - xiv. The **Executive Committee** must establish and oversee a satisfactory system of control of the **Society's** accounting records.
 - xv. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

8.2 Balance date

The **Society's** financial year shall commence on 1st July of each year and end on 30th June (the latter date being the **Society's** balance date).

9. Dispute Resolution

9.1 Meanings of dispute and complaint

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

- i. The disagreement or conflict may be between any of the following persons—
 - a) 2 or more **Members**
 - b) 1 or more **Members** and the **Society**
 - c) 1 or more **Members** and 1 or more **Officers**
 - d) 2 or more **Officers**
 - e) 1 or more **Officers** and the **Society**
 - f) 1 or more **Members** or **Officers** and the **Society**.
- ii. The disagreement or conflict relates to any of the following allegations—
 - a) a **Member** or an **Officer** has engaged in misconduct
 - b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - c) the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- iii. All **Members** (including the **National Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- iv. The complainant raising a dispute, and the **National Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

9.2 How a complaint is made

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

- ii. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 - a) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b) sets out the allegation to which the dispute relates.
- iii. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- iv. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

9.3 The person who makes the complaint has the right to be heard

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

9.4 The person who is the subject of the complaint has the right to be heard

- i. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or

- c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- ii. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- iii. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- iv. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d) an oral hearing (if any) is held before the decision maker; and
 - e) the respondent's written statement or submissions (if any) are considered by the decision maker.

9.5 Investigating and determining disputes

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

9.6 The society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

- i. the complaint is considered to be trivial; or
- ii. the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a **Member** or an **Officer** has engaged in material misconduct;
 - b. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;

- c. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
- iii. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- iv. the person who makes the complaint has an insignificant interest in the matter; or
- v. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- vi. there has been an undue delay in making the complaint.

9.7 The Society may refer complaint

- i. The **Society** may refer a complaint to—
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- ii. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

9.8 Decision makers

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

- i. impartial; or
- ii. able to consider the matter without a predetermined view.

10. Liquidation and Removal from the Register

10.1 Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

- i. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- ii. The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- iii. Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

10.2 Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

- i. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- ii. The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- iii. Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

10.3 Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

11. Alterations to the Constitution

11.1 Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

- i. The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.
- ii. That amendment could be approved by a resolution passed in lieu of a meeting, but only if allowed by this **Constitution**.
- iii. Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 20 per cent of eligible **Members** and given in writing to the **Committee** at least 20 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- iv. At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered, the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

- v. When an amendment is approved by a **General Meeting**, it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.
- vi. If the **Society** is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

12. Other

12.1 Bylaws


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

Passed at The New Zealand Wound Care Society Incorporated, Annual General Meeting held on Thursday, 14th October 2025. At the Claudlands Conference Centre, Hamilton


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President
Rebecca Aburn

Date:14 October 2025


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Treasurer
Kate O'Dwyer

Date:14 October 2025