

## Rules of The New Zealand Wound Care Society Incorporated

(amended December 2018)

### 1. The Name of the Society

The name of the Society shall be "The New Zealand Wound Care Society Incorporated" (hereafter referred to as the Society).

### 2. The Aim of the Society shall be

- To improve outcomes and quality of life for patients with wound and skin integrity problems.
- To provide and encourage best practice wound management across all health care settings.
- To be a recognised voice at national and local level in any issues relating to wound healing or maintaining skin integrity.

#### To be achieved by:

- Education at national and local level;
- Support for education and professional development by awarding scholarships;
- Support for innovation in wound management with an annual research grant;
- Working parties;
- NZWCS Website;
- Resources, such as journals and newsletters.

### 3. Membership of the Society

There shall be four categories of membership, applications for which shall be made IN WRITING to the Society. These categories shall be:

#### (a) Full Membership

- i. Full membership shall be open to all health professionals in New Zealand and overseas with an interest in wound care. Resources will be emailed only. Overseas postage on any hard copy documentation requested, must be covered by the member.
- ii. Professional denotes a formal qualification.

#### (b) Student membership

- i. Student membership denotes students who are undertaking full time undergraduate study in a health profession.

#### (c) Corporate Membership

Corporate membership shall be available to groups of not less than five (5) and not more than twenty (20) health professionals who share a common employer. Their employer must be a health care provider or academic institution involved in health-related education and/or research. Each group must supply a list of members and their email addresses at the time of membership renewal, including an identified contact person for the group. Individual membership details can be altered annually as necessary. Area co-coordinators will receive member details. Further named members can be added to a 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). If a member leaves the group, their membership may be transferred to a new member, and the NZWCS Administrator must be notified of the change as soon as possible. Large organisations can have more than one corporate group.

#### (d) Commercial Membership

Commercial membership shall be available for companies, or employees of companies, involved in research, development, marketing and sales of health care products.

### 4. Membership Subscription

- (a) An annual subscription shall be payable on submission of an application form to join the Society.

- (b) The level of subscription shall be determined by ordinary resolution at the Annual General Meeting with the following provisions:
  - i. the level of subscription may be varied according to category of membership.
  - ii. The National Committee shall have the power to reduce the subscription in any case of individual hardship.

## **5. Termination of Membership**

- (a) A member will cease to be a member if:
  - i. the member resigns in writing to the secretary; or
  - ii. the member fails to pay the annual subscription within two (2) calendar months after the due date;

or

- (b) Should a member behave in a manner which in the opinion of the National Committee directly contravenes the stated Aims of the Society, the National Committee shall:
  - i. Call a special meeting at which the member is invited to attend to defend himself/herself.
  - ii. The meeting shall vote on whether or not to expel the member.
  - iii. The member is to be informed in writing of the decision to expel him/her.
- (c) No refund of subscription or any part of the subscription will be payable under any circumstances.

## **6. National Committee**

- (a) The National Committee shall consist of a National Executive, being the President, Vice-President and the Honorary Treasurer, plus one National Committee Member representing each NZWCS Area to a maximum of fourteen (14) representatives. Officers of the National Committee shall hold their position for a term of two years and may be re-elected at the end of their term.
- (b) The President, and the National Committee Members and Area Coordinators from even-numbered areas will be elected at the Annual General Meeting **falling on odd years (commencing in 2011)** and shall take office at the conclusion of the AGM.
- (c) The Vice-President, Treasurer, and the National Committee Members and Coordinators from odd-numbered areas will be elected at the Annual General Meeting **falling on even years (commencing in 2012)** and shall take office at the conclusion of the AGM.
- (d) Only full members shall be eligible for election to the National Committee.
- (e) Nominations for membership of the National Committee shall be received from the floor at the Annual General Meeting.
  - i. The definition of floor is in terms of modern communications practices.
- (f) Should positions of officers of the National Committee become vacant during the year, the National Committee shall have the power to request a Special General Meeting (see 9d) to elect replacement officers, or, the National Committee shall have the power to request nominations and election by postal vote.

## **7. Powers of the National Committee**

- (a) The National Committee shall have full power to manage all the affairs of the Society in pursuance of the Aims of the Society.
- (b) The National Committee shall have the power to Co-opt not more than two (2) members of the Society PROVIDED THAT such powers shall be subject to the provision of Section 13 below.
- (c) The National Committee shall have the power to recommended 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.
- (d) The National Committee shall have the power to reduce the subscription in any case of individual hardship (see rule 4, (b), ii).
- (e) The National Committee shall have the power to appoint an Administrator for the Society.

## **8. Meetings of the National Committee**

- (a) The National Committee shall meet at least four (4) times between each Annual General Meeting, the date being set and notified to National Committee Members at least twenty-one (21) days prior to the meeting.

- (b) The President of the Society shall be the Chairperson of meetings of the National Committee. In absence of the President, the Vice-President shall act as Chairperson.
- (c) 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.
- (d) A quorum at meetings of the National Committee shall be Eight (8) members.
- (e) When a National Committee member is unable to attend a scheduled National Committee meeting, the Area Coordinator of that same area may join the meeting as a replacement. The Area Coordinator, who must be a full member of the society, will be able to contribute to the meeting on behalf of the National Committee member and vote on any motions tabled. The Area Coordinator may join the National Committee meetings in addition to the National Committee member, however, only one vote per area will be accepted.

## **9. Annual General Meeting**

- (a) An annual General Meeting will be held each year at a date to be determined by the National Committee but not later than September each year at which the following business shall be conducted.
  - i. Receipt and adoption of President's Annual Report.
  - ii. Receipt and adoption of Treasurer's Annual Report.
  - iii. Receipt and adoption of Annual Accounts of the Society.
  - iv. Election of the President (on **odd** years), Vice-President **and** Treasurer (on **even** years), and members of the National Committee and Area co-ordinators, according to year allocation. Notwithstanding these dates, officers can resign at the end of any year.
  - v. Determination of the annual Subscription.
  - vi. Any alterations to the constitution.
  - vii. Any other business, which the meeting agreed to discuss.
- (b) Notice of the Annual General Meeting shall be sent to every member not less than twenty-one (21) 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.
- (c) A quorum at an Annual General Meeting shall be thirty percent (30%) of membership or thirty (30) members whichever is the lesser.
- (d) Special General Meeting
  - i. A Special General Meeting shall be convened by the Administrator upon the request of the National Committee or upon written request of one-third of the members of the Society.
  - ii. Any such request shall state fully the business to be discussed at the meeting.
  - iii. Notice of a Special General Meeting shall be sent to every member not less than twenty-one (21) days prior to the date of the meeting. Such notice shall state time and place of the meeting and the business to be transacted PROVIDED THAT no business other than that for which notice has been given shall be transacted at a Special General Meeting.
  - iv. A quorum at a Special General Meeting shall be twenty-five (25) members.

## **10. Voting at General Meetings**

- (a) Only full members of the Society shall be eligible to vote at a General Meeting of the Society.
- (b) Any resolution at a General Meeting shall be carried by a simple majority of votes cast by show of hands (or verbally via teleconference).

## **11. Common Seal**

The Common Seal of the Society shall be that adopted by the National Committee who shall be responsible for the safe custody and control thereof.

Whenever the Common Seal is required to be affixed to any deed or document the Seal shall be affixed pursuant to a resolution of the National Committee and in the presence of two (2) members of

the National Committee thereby authorised to affix the seal who shall sign the deed or document to which the seal is so affixed.

## **12. Financial Provisions**

- (a) All monies collected on behalf of the Society shall be paid into a bank account in the name of the Society.
- (b) All payments made on behalf of the Society shall be made by cheque or Internet banking. Such cheques shall be signed by the Treasurer, and one other member of the National Committee, who shall be authorised by the National Committee as a signatory. Receipts shall be signed by the Treasurer or by his or her delegate.
- (c) The Treasurer shall be responsible each year for the preparation of a set of Annual Accounts, which will be presented to the Annual General Meeting for approval. The Society will be governed by any changes in Account Reporting by the Charities Commission.
- (d) The National Committee shall be empowered to invest any monies of the Society PROVIDED THAT any such investment shall be approved by the Auditor.
- (e) Any such reasonable expenses as are incurred by members of the Society in undertaking any activity on behalf of the Society may be met by the Society PROVIDED THAT the decision of the National Committee as to the amount of expenses is full and final.
- (f) The Society shall fund a professional Administrator position to manage the day-to-day running of the Society, according to a job description agreed to by the National Committee. This position may not be undertaken by a member of the Society.
- (g) 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:
  - i. Professional services to the organisation rendered in the course of business, charged at no greater rate than current market rates; or
  - ii. Interest or money lent at no greater than current market rates.

## **13. Alteration of the Rules**

Shall be subject to the provisions of the Incorporated Societies Act 1908.

- (a) The Rules of the Society may be altered, added to or rescinded by a two-thirds majority resolution of the Annual General Meeting.
- (b) The National Committee shall be empowered to vary these rules to allow for the proper functioning of the Society PROVIDED THAT any such variations shall be agreed by at least ten (10) further members of the National Committee and FURTHER PROVIDED THAT any such variation shall be ratified by a two-thirds majority of the next Annual General Meeting, or shall cease to be operative.
- (c) No addition to or alteration or rescission of the rules shall be approved if it affects the pecuniary profit clause or dissolution of the society clause.

## **14. Dissolution of the Society**

In accordance with Section 24 of the Incorporated Society's Act 1908, the Society may be dissolved by a resolution passed by a simple majority of all the valid votes cast by members voting at a General Meeting or at a Special General Meeting convened for the purpose of which twenty-one (21) days notice shall have been given to the members. A simple majority is half the votes plus one. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society, and no members will participate in any surplus arising from the dissolution of the Society. If any assets remain after the dissolution of the Society and the settlement of all the Society's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has aims similar to those of The New Zealand Wound Care Society Inc.

This is a true and certified copy of the NZWCS Rules and has been accepted and approved by all National Executive Committee members and the NZWCS membership. Acknowledgement of this approval can be found in the National Executive Committee minutes dated 11<sup>th</sup> December 2017.



Prudence Lennox – NZWCS President