



DRAFT AMENDMENTS TO RULES AGM 2008

Rules Of The New Zealand Wound Care Society Inc.

- (c) The Treasurer shall be responsible each year for the preparation of a set of Annual Accounts, which shall be audited by a qualified auditor and presented to the Annual General Meeting for approval.
- (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 will fund the President to attend the World Union of Wound Healing Societies meeting up to a maximum of \$5,000. The President will ensure representations of NZWCS at the meeting and report back to the committee.*
- (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.

12. 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- (a) The Rules of the Society may be altered, added to or rescinded by a two-thirds majority resolution of the Annual General Meeting.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.

13. 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. Where possible assets held by the Society shall pass by Charitable Donation to a Society or group with similar aims to The New Zealand Wound Care Society.

1. The Name of the Society

The name of the Society shall be "The New Zealand Wound Care Society Incorporated".

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 tissue viability.*

To be achieved by:

- Education at national and local level
- Support for education by awarding scholarships
- Working parties
- Website
- Resources, such as journals and newsletters

2. 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 with an interest in wound care.
 - ii. Professional denotes a formal qualification.
- (b) Student membership
 - i. Student membership denotes students who are undertaking full time study *in a health profession*.
 - ii. not in paid employment.
- (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. *Each group must supply a list of members as a term of membership renewal, and each of these members will have their own membership card. Each member can have access to the member section of the website. Individual membership details can be altered annually as necessary. A area co-ordinators 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), but existing named members can only be changed at membership renewal. Fees will be in 2 bands 5-10 members and 11-20 members.*
- (d) Commercial Membership
 - Commercial membership shall be available for companies, or employees of companies, involved in wound care treatment or research.
- (e) *Voting rights - ????????*

3. Membership Subscription

- (a) An annual subscription shall be payable on the first day of July each year.
- (b) The level of subscription shall be determined by ordinary resolution at the Annual General Meeting with the following provisions:
- The level of subscription may be varied according to category of membership.
 - The Committee shall have the power to reduce the subscription in any case of individual hardship.
- (c) Any person who joins part way through the year will be liable for the full subscription for that year, AND will also be entitled to receive any information previously distributed in that year.

4. Termination of Membership

- A member will cease to be a member if:
 - the member resigns in writing to the secretary; or
 - the member fails to pay the annual subscription within two (2) calendar months after the due date; or
- Should a member behave in a manner which in the opinion of the Committee directly contravenes the stated Aims of the Society, the Committee shall:
 - Call a special meeting at which the member is invited to attend to defend himself/herself.
 - The meeting shall vote on whether or not to expel the member.
 - The member is to be informed in writing of the decision to expel him/her
- No refund of subscription or any part of the subscription will be payable under any circumstances.

5. National Committee

- (a) The National Committee shall consist of a President, an Honorary Treasurer and up to ten (10) other members.
- (b) The President, National Committee, and Coordinators from even-numbered areas will be voted in in 2006, and all subsequent even years, at the Annual General Meeting, and shall take office at the conclusion of the AGM.
- (c) The Treasurer, and Coordinators from odd-numbered years will be voted in in 2007, and all subsequent odd years, at the Annual General Meeting, and shall take office at the conclusion of the AGM.
- (d) Only full members shall be eligible for election to the National Committee.

- Nominations for membership of the National Committee shall be received from the floor at the Annual General Meeting.
- 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 10) to elect replacement officers. OR, the National Committee shall have the power to request nominations and election by postal vote.

6. 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 14 below.

7. Meetings of the National Committee

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

- 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.
 - Receipt and adoption of President's Annual Report.
 - Receipt and adoption of Treasurer's Annual Report.
 - Receipt and adoption of Annual Accounts of the Society.
 - Election of the Chairperson *(on even years)* Treasurer *(on odd 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.*
 - Determination of the annual Subscription.
 - Any alterations to the constitution*
 - Any other business which the meeting agreed to discuss.
- 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.
- A quorum at an Annual General Meeting shall be thirty percent (30%) of membership or twenty (20) members, whichever is the lesser. *(should this now be 30 members with our increased numbers?)*

Special General Meeting

- 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.
- Any such request shall state fully the business to be discussed at the meeting.
- 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.
- A quorum at a Special General Meeting shall be twenty-five (25) members.

9. Voting at General Meetings

- Only full members of the Society shall be eligible to vote at a General Meeting of the Society.
- Any resolution at a General Meeting shall be carried by a simple majority of votes cast by show of hands.

10. 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 Committee and in the presence of two (2) members of the Committee thereby authorised to affix the seal who shall sign the deed or document to which the seal is so affixed.

11. Financial Provisions

- All monies collected on behalf of the Society shall be paid into a bank account in the name of the Society.
- 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.