

**RULES OF THE NEW ZEALAND ANAESTHETIC  
TECHNICIANS' SOCIETY INCORPORATED**

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# RULES OF THE NEW ZEALAND ANAESTHETIC TECHNICIANS' SOCIETY INCORPORATED

## 1. DEFINITIONS AND INTERPRETATION

### Definitions

1.1 In these regulations, unless the context otherwise requires:

"**Act**" means the Incorporated Societies Act 1908.

"**Additional Director**" means an additional member of the Executive Committee for the time being, appointed in accordance with clause 6.2.

"**Additional Fees**" has the meaning given to that term in clause 4.2.

"**Affiliated Body Representatives**" means the representatives of each of the New Zealand Society of Anaesthetists Incorporated and the New Zealand National Committee of the Australian and New Zealand College of Anaesthetists appointed to the Executive Committee.

"**Annual Subscription**" means the annual payment (plus GST if any) to be made by Members to the Society, fixed in accordance with clause 4.1.

"**Annual General Meeting**" means the annual general meeting of the Society convened and conducted in accordance with these regulations.

"**Auditor**" means the person appointed in accordance with clause 12.1.

"**AUT**" means Auckland University of Technology

"**Business Day**" means a day on which registered banks are open for business in Auckland, excluding Saturdays, Sundays and public holidays.

"**Chairperson**" means the chairperson of the Society appointed in accordance with these regulations.

"**Confidential Information**" means any information:

- (a) relating to any details of the proceedings of the Society in general meeting, the Executive Committee and/or any committee or subcommittee of the Executive Committee; or
- (b) disclosed by one Member to another in connection with the affairs or proceedings of the Society on the express basis that such Information is confidential; or
- (c) relating to the terms of reference, results or any details as to the preparation of any reports or research undertaken by or on behalf of the Society; or
- (d) relating to any details as to the Financial Statements and other accounts, agenda for meetings, minutes or any other written material relating to the affairs or proceedings of the Society; or

- (e) relating to any intellectual property which may be, or which becomes at any time, the property of the Society; or
- (f) which might reasonably be expected by the Society to be confidential in nature.

"**Director**" means a member of the Executive Committee for the time being, appointed in accordance with these regulations.

"**Examiner**" means a person resolved from time to time by the Executive Committee to be an examiner for the Society.

"**Executive Committee**" means the board of directors for the time being elected to manage the affairs of the Society pursuant to these regulations.

"**Financial Year**" means the period from 1 April in each year to 31 March in the next year.

"**Financial Statements**" means proper financial statements giving a true and fair account of:

- (a) the income and expenditure of the Society during a Financial Year;
- (b) the assets and liabilities of the Society at the end of a Financial Year;
- (c) all mortgages, charges and securities of any description affecting any of the property of the Society at the end of a Financial Year.

"**Information**" includes the whole or any part of, and all copies and other means of reproduction or storage (whether in a visible, electronic or other form) of:

- (a) any intellectual property, including (without limitation) any opinion, projection, idea, concept, process, procedure, plan, design, programme, projection, study, know-how, expertise or other such property;
- (b) any document, data, statement, analysis, report, note, notebook, drawing, manual, letter or any other such material in any form.

"**Member**" means a person who is a member of the Society in accordance with these regulations and includes Full Members, Trainee Members and Provisional Members and "**Membership**" shall be construed accordingly.

"**Membership Category**" means a category of membership of the Society, as set out in clause 3.6.

"**Objects**" means the objects of the Society as set out in clause 2.2.

"**Registered Office**" means the registered office of the Society from time to time, as determined in accordance with clause 13.1.

"**Registrar**" means the person holding the office from time to time of Registrar of Incorporated Societies in terms of the Act.

**"Related Company"** has the meaning given to that term in section 2 of the Companies Act 1993.

**"Rules"** means these regulations, as from time to time amended, added to or rescinded by resolution of the Society in accordance with clause 17.1.

**"Secretary"** means the secretary of the Society appointed in accordance with these regulations.

**"Treasurer"** means the person holding the office from time to time of treasurer of the Society.

## **Interpretation**

1.2 In these regulations:

- (a) **"written"** and **"in writing"** include any means of reproducing words, figures and symbols in a tangible and visible form;
- (b) references made to these regulations include any amendments made to these regulations from time to time;
- (c) the singular includes the plural and vice versa, and words denoting any gender shall include all genders;
- (d) headings are inserted for a convenience only and shall be ignored in construing any matter;
- (e) references to clauses are to clauses in these regulations (unless stated otherwise);
- (f) all references to legislation are references to New Zealand legislation and include all subordinate legislation, any re-enactment of, or amendment to, that legislation and all legislation passed in substitution for that legislation;
- (g) references to a **"party"** **"person"** or **"entity"** include an individual, firm, company, corporation or unincorporated body of persons, any public, territorial or regional authority, any government, any agency of any government or of any such authority, and includes their respective successors, assigns, executors, and administrators.

## **2. NAME AND OBJECTS**

### **Name**

2.1 The name of the Society shall be New Zealand Anaesthetic Technicians' Society.

### **General**

2.2 The objectives for which the Society is established are:

- (a) to promote, contract and oversee theoretical, practical training and examination, for trainee Anaesthetic Technicians;

- (b) to issue appropriate Qualification Certification upon completion of Theoretical Training and Practical Exam;
- (c) to assess, monitor and sanction Registration requirements for Qualified and Trainee Technicians;
- (d) to keep and maintain a register of Qualified Anaesthetic Technicians and Trainee Anaesthetic Technicians;
- (e) to approve, assess and monitor hospitals for Training of Anaesthetic Technicians
- (f) to keep a list of Hospitals approved for the practical training;
- (g) to assess, monitor and sanction Standards of Practise and Codes of Conduct for Anaesthetic Technicians;
- (h) to establish and promote Continuing Education for Qualified Anaesthetic Technicians;
- (i) to ensure that all funds be used for the aims or purpose of Society in New Zealand;
- (j) to maintain close strategic alliances with The Australia and New Zealand College of Anaesthetists, the New Zealand Society of Anaesthetists and other professional groups with a common interest. To extend the knowledge in accordance with the PS8 document set by the Australia and New Zealand College of Anaesthetists or such other documents or standards as determined from time to time by resolution of the Executive Committee;
- (k) to promote and support information sharing;
- (l) to promote the professional status and public recognition of Anaesthetic Technicians; and
- (m) to take measure against any unqualified persons claiming to possess a Certificate of Proficiency of the Society;

### **Interpretation of Objects**

- 2.3 Each of the Objects, except where otherwise stated, shall be an independent main Object and shall in no way be limited by reference to, or inference from, any other Object or the name of the Society.

### **Pecuniary Gain Not An Object**

- 2.4 (a) The Society shall not have as one of its Objects the pecuniary gain of Members.
- (b) Subject to clauses 2.4(c), 7.3(f) and 18.2, no Member shall be entitled to receive any dividend out of any subscriptions, fees, donations or other income or funds of the Society.

- (c) Any Member may enter into any agreement or arrangement with the Society for the supply of any goods or services to the Society on an arms length, commercial basis.

### **Formation of the Society**

- 2.5 The antecedents of the Society were formed in August 2001 by amalgamating the Anaesthetic Technicians Board and the New Zealand Society of Anaesthetic Technicians. The Anaesthetic Technicians Board was formed in November 1992 to replace the Anaesthetic Training Committee, which was disestablished by the Minister of Health on the 31st December 1992.

## **3. MEMBERSHIP**

### **First Members**

- 3.1 The first Members shall be those persons whose signatures appear on the application for incorporation of the Society.

### **Form of Application**

- 3.2 All applications for Membership shall be made to the Executive Committee in writing as prescribed by the Executive Committee from time to time. Any application for Membership from persons who have defaulted in payment of their annual Subscription to the Society shall be accompanied by a reinstatement fee set by the Society plus the annual Subscription for the preceding Financial Year in advance.

### **Acceptance/Refusal of Applications**

- 3.3 The Executive Committee shall have absolute discretion to accept or refuse applications for Membership and shall not be bound to give any reason for its acceptance or refusal.
- 3.4 Any Member who is accepted into the Society shall have that person's name or names entered into the Members register by the Executive Committee or the Secretary upon the Society receiving that person's first annual subscription in advance.
- 3.5 All persons who are accepted for Membership shall receive:
  - (a) a receipt upon the payment of the annual Subscription;
  - (b) an Association membership card; and
  - (c) for qualified Members, a current practicing certificate,

provided that the membership card and practicing certificate shall remain the property of, and be returned to, the Society upon the Member resigning or the Membership in respect of a Member being cancelled or terminated.

### **Categories of Members**

- 3.6 Membership of the Society shall be divided into three Membership Categories and shall be restricted as follows:
- (i) Full Membership, which shall be available only to those members who have passed the set anaesthetic technician examinations, or hold a qualification, approved by the Executive Committee;
  - (ii) Trainee Membership, which shall be available only to those members who are trainee anaesthetic technicians; and
  - (iii) Provisional Membership, which shall be available only to those members who have applied to the Society but have not completed two years postgraduate training or experience approved by the Executive Committee.
- 3.7 Each Member shall belong to one Membership Category only at any given time and the Executive Committee shall have an absolute discretion to determine, and shall not be bound to give any reason for determining, the Membership Category for which any Member or application for membership of the Society qualifies.

### **Change in Membership Categories**

- 3.8 Any Member may apply for a change to his, her or its Membership Category for the next Financial Year by giving written notice to the Executive Committee at least 20 Business Days before the end of the current Financial Year, specifying the Membership Category to which that Member wishes to belong during the next Financial Year. The Executive Committee may give effect to such application, or decline to do so, in accordance with the discretion conferred on it pursuant to clause 3.7.
- 3.9 A Full Member ceasing, in the opinion of the Executive Committee, to satisfy any of the criteria for that Membership Category shall immediately, unless the Executive Committee resolves otherwise or such Member resigns, cease to be a Full Member and shall become a Provisional Member instead.

### **Cancellation of Membership**

- 3.10 Any Member may, by resolution of the Executive Committee, have his, her or its Membership cancelled if:
- (a) that Member:
    - (i) suspends, for 120 Business Days or longer, or ceases, his, her or (if not a natural person) its principal professional or business activities; or
    - (ii) is adjudicated bankrupt (or commits any act or bankruptcy); or

- (iii) goes into liquidation (otherwise than for a solvent restructuring which has been previously approved in writing by the Executive Committee (which approval may not be unreasonably withheld)) or if a receiver or statutory manager has been appointed in respect of that Member or any material part of its assets or if any event analogous in nature has occurred in respect of that Member under the laws of any relevant jurisdiction; or
  - (iv) makes any assignment to, or enters into an arrangement for the benefit of, its creditors (other than for the purposes of a solvent restructuring); or
  - (v) becomes, or if any of that Member's property becomes, the subject of an order made pursuant to the Protection of Personal and Property Rights Act 1988;
- (b) in the opinion of the Executive Committee, that Member has broken any of the Member's undertakings to the Society or any of the regulations or by laws of the Society or shall be guilty of disreputable conduct or conduct prejudicial to the interests of the Society.

### **Resignation of Members**

- 3.11 Any Member may resign from Membership by giving to the Secretary written notice to that effect. Resignation shall not release a member from liability for payment of any annual Subscription and any Additional Fees owing to the Society by that Member.

### **Effect of Cancellation or Change in Status**

- 3.12 Unless the Executive Committee determines otherwise, the cancellation of any Membership of the Society pursuant to clause 3.10 shall not:
- (a) entitle the Member concerned to a refund of any Annual Subscriptions or Additional Fees paid to the Society or a change in the status of a Member pursuant to clause 3.6 or clause 3.7;
  - (b) relieve the Member concerned from liability to pay any Annual Subscriptions or Additional Fees, which have fallen payable at the time of such cancellation of Membership.

### **Members Conduct**

- 3.13 Every Member of the Society who is a member of the Executive Committee, a member of a sub-committee of the Society or who holds office for the Society shall be bound to observe these regulations and the Code of Conduct described in regulation 3.14. In addition, no Member of the Society shall enter into any contract or pledge the credit of the Society or represent or hold out that he/she has the power to do so without specific written instruction from the Executive Committee.

## **Code of Conduct**

3.14 The Societies Code of Conduct is:

- (a) To maintain the highest level of professionalism at all times.
- (b) To promote the continuation of the Society as the recognised professional body for anaesthetic technicians in New Zealand.
- (c) To treat the society's business as confidential and only release information to others with the Executive Committees approval.
- (d) To promote the use of a team approach within the Society the Executive Committee and its Committees.
- (e) To put the welfare of New Zealand's anaesthetic assistance profession foremost.
- (f) To uphold the laws of New Zealand.
- (g) To conduct itself in an ethical, moral, respectful and non-discriminatory manner.
- (h) To maintain positive relationships with other members of health professional groups.

## **4. ANNUAL SUBSCRIPTIONS AND ADDITIONAL FEES**

### **Annual Subscription**

4.1 The annual Subscription for each Financial Year shall be recommended by the Executive Committee to the Society in general meeting and fixed by the Society in general meeting from time to time. The annual Subscription may, at the determination of the society, be at a lower level for Trainee Members and Provisional Member than for Full Members.

### **Additional Fees**

4.2 The Executive Committee may from time to time fix additional fees (referred to in these regulations as "**Additional Fees**"), which shall:

- (a) be levied amongst such Members as the Executive Committee considers appropriate;
- (b) be applied by the Executive Committee for such purposes as it considers appropriate (provided that such purposes are within the Objects);
- (c) not, in respect of any Member levied with such Additional Fees, be more in aggregate in any Financial Year than the Annual Subscription payable for the same year by that Member (unless that Member agrees otherwise in writing).

### **Payment of Subscriptions**

- 4.3 Unless the Executive Committee determines otherwise, the relevant Annual Subscription payable by each Member are due on or before 31 March in each Financial Year and must be paid no later than 60 Business Days after that date, unless such Member has given, at least 20 Business Days prior to the expiry of the previous Financial Year, notice to the Society of his, her or its intention to terminate his, her or its membership.

### **Payment of Additional Fees**

- 4.4 Any Additional Fees payable by any Member shall be paid in full by such Member within 60 Business Days of the later of:
- (a) the date determined by the Executive Committee for payment of such Additional Fees;
  - (b) the date the particular Member was notified in writing of the amount of Additional Fees to be paid by that Member.

### **Non-payment of Subscriptions or Additional Fees**

- 4.5 The Executive Committee shall have an absolute right to suspend all the rights and privileges of Membership enjoyed by any Member who fails to pay any Annual Subscription or Additional Fees within the period specified for their payment.

## **5. EXECUTIVE COMMITTEE**

### **Administration**

- 5.1 The administration of the Society shall be vested in the Society in general meeting, and shall be delegated to the Executive Committee as provided in these regulations.

### **Composition of Executive Committee**

- 5.2 The Executive Committee shall include Chairperson Elect, Chairperson, Outgoing Chairperson, Secretary, Treasurer, Communications/PR Role, Auckland University of Technology Liaison Officer, Registration Examination Officer, Professional Development Officer, Registrar, Affiliated Body Representatives (NZSA and the National Committee of ANZCA).

At any one time, the Executive Committee shall consist of no less than 8 and not more than 12 persons (each of whom shall be referred to as a "Director" for the purposes of these regulations), such appointments to be made in accordance with these regulations and up to four Additional Directors may be appointed in accordance with the procedure set out in clause 6.2.

- 5.3 The Executive Committee shall be elected at an Annual General Meeting for a maximum term of three years, with nominations from members of the Society made on the appropriate forms, provided that a member of the Executive Committee may be re-elected for one or more further terms not exceeding three years each in accordance with these regulations.

## **Signing Documents**

- 5.4 All documents and written announcements requiring execution or signing on behalf of the Society must be signed by the Chairperson or any other person or persons from time to time approved generally, or specifically in relation to a document or class of documents, by resolution of the Executive Committee.

## **Duties of Executive Committee**

- 5.5 The duties of the Executive Committee shall include:
- (a) convening and attending Annual General Meetings and other general meetings of the Society when required to do so in accordance with these regulations and likewise convening and attending meetings of the Executive Committee and of all subcommittees (if any) of the Executive Committee;
  - (b) giving all such notices as the Society may instruct or which the Society may be required to give to Members in the manner provided in these regulations;
  - (c) keeping minutes of all meetings of the Society and of the Executive Committee and all subcommittees (if any) meetings and entering those minutes in the minute books kept for that purpose;
  - (d) performing, or supervising the performance of, the clerical work for, and the maintenance of proper records of, the Society;
  - (e) maintaining a Membership register;
  - (f) giving all such notices, certificates or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act;
  - (g) issuing and receiving correspondence on behalf of the Society;
  - (h) receiving all fees, subscriptions, levies and other moneys paid to the Society and issuing receipts;
  - (i) opening and operating a current bank account in the name of the Society;
  - (j) making such deposits and investments in the name of the Society as the Executive Committee may determine from time to time;
  - (k) paying all accounts and making all advances passed for payment by the Executive Committee;
  - (l) keeping all financial records of the Society and ensuring their safe keeping together with any security documents;
  - (m) dealing with any Members who breach these regulations or who fail to pay fees, annual Subscriptions or other moneys properly payable by that Member within the prescribed period; and

- (n) preparing, or causing to be prepared, and submitting to the Auditor as soon as practicable after each Financial Year, the Financial Statements for that Financial Year.

5.6 The duties of the Executive Committee may be performed by any person, such as the Secretary, the Treasurers and other officers, as the members of the Executive Committee shall determine appropriate from time to time by resolution. The Executive Committee may from time to time by resolution determine by laws of the Society (not being contrary to these Rules) prescribing the functions and responsibilities of the officers of and sub-committees (if any) of the Society, and other procedural matters relating to the functions and administration of the Society.

#### **Appointment of Secretary**

5.7 The Secretary shall be the person (who need not be a natural person) appointed by the Executive Committee from time to time, upon such terms as the Executive Committee considers appropriate in its absolute discretion.

#### **Confidentiality**

5.8 The Chairperson, Secretary and every Director and Member shall maintain as confidential at all times, and shall not at any time, directly or indirectly:

- (a) disclose or permit to be disclosed to any person; or
- (b) use for itself; or
- (c) use to the detriment of the other party,

any Confidential Information except:

- (i) as required by law;
- (ii) as is already or becomes public knowledge, otherwise than as a result of a breach of this clause;
- (iii) as authorised by resolution of the Society in general meeting;
- (iv) as is necessary for the performance of an obligation in or pursuant to these regulations;
- (v) in the manner set out in clause 5.4.

#### **Disclosure**

5.9 Any of the Confidential Information referred to in clause 5.8, if released either in whole or in part, shall be released:

- (a) to the persons, at the times, upon the terms, and in the form determined from time to time by the Executive Committee in its absolute discretion; or
- (b) by the Chairperson, the Secretary or such other person as the Executive Committee may authorise for such purpose.

## **Vacancies of Offices**

- 5.10 If an Executive Committee Director or any Society sub-committee member is absent for more than 3 meetings in any one year, the Executive Committee has the right to appoint another Member to the position and the current Director shall be required to step down.
- 5.11 In the event of a vacancy the Executive Committee shall ask for applications for the position either at the Annual General Meeting, via the Website of the Society, by correspondence with the Members or by co-opting an appropriate Member.

## **6. DIRECTORS**

### **First Directors**

- 6.1 (a) The First Directors shall be elected by a majority of the Members present in person or by proxy and entitled to vote at the first general meeting of the Society.
- (b) In the event of any deadlock in voting between Members in any of the circumstances dealt with in the preceding provisions of this clause, the Chairperson shall declare, in his or her absolute discretion, which of the candidates for the Executive Committee (from those who are the subject of the deadlock in voting) shall represent the Members (as the case may be) and the Chairperson's declaration shall be binding on all Members notwithstanding the deadlock in voting.
- (c) If any position on the Executive Committee is, for whatever reason, not able to be filled in accordance with the preceding provisions of this clause 6.1, the right to fill that position shall be offered by the Chairperson to such of the Members as the Chairperson shall choose, for election by a majority of such Members present in person or by proxy and entitled to vote at the first general meeting of the Society, provided that if, following compliance with this clause, such position(s) on the Executive Committee remain unfilled, the Executive Committee shall nevertheless be deemed to have been validly elected.

### **Additional Directors**

- 6.2 The Executive Committee may, by resolution, appoint a maximum of four Additional Directors upon the following basis:
- (a) an Additional Director must, in the reasonable opinion of the Executive Committee, be willing and able to make a significant contribution to the achievement of the Objects and be able to satisfy specified positions on the Executive Committee or within the Society;
- (b) an Additional Director may be appointed for such a term as the Executive Committee considers appropriate, provided that such appointment shall terminate automatically at the start of the next Annual General Meeting (unless the Additional Director has resigned earlier);

- (c) additional Directors shall:
  - (i) count for a quorum of the Executive Committee;
  - (ii) be entitled to all of the rights and privileges of other Directors;
  - (iii) unless the context requires or these regulations provide otherwise, be subject to each of the provisions of these regulations dealing with Directors

and the appointment of any Additional Directors shall be determined by the Executive Committee and shall not require the approval of any of the Affiliated Body Representative on the Executive Committee.

### **Restrictions**

- 6.3 (a) No person shall be or become a Director or an Additional Director:
  - (i) who is not a natural person;
  - (ii) if he or she is an undischarged bankrupt or is the subject of an order made under Part I of the Protection of Personal and Property Rights Act 1988; and
- (b) No Director shall hold more than one seat on the Executive Committee.

### **Retirement at Annual General Meeting**

- 6.4 All Directors (other than Additional Directors) shall be deemed to retire at the expiry of the term for which they were appointed provided that each Director so retiring may, provided that such Director does not fall within the ambit of any of the restrictions set out in clause 6.3, offer himself or herself for re-election.

### **Directors Qualifications**

- 6.5 Each Director shall:
  - (a) be appointed to the Executive Committee, shall hold a current annual practicing certificate relevant to their qualification and if an Anaesthetic Technician, Full Membership with the Association;
  - (b) be a permanent resident of New Zealand;
  - (c) have a duty to complete all reasonable requirements asked of them by the Society in their capacity as a Director within suitable time frames and following the guidelines laid down in these regulations.
- 6.6 The Executive Committee may remove any Director for bankruptcy, neglect of duties or professional misconduct.

### **New Directors**

- 6.7 (a) Not less than 21 Business Days prior to each year's Annual General Meeting after the first general meeting of the Society, the Chairperson shall call for nominations from all Members for persons to hold office as Directors.
- (b) The nominations referred to in clause 6.7(a) shall be in writing, but in all other respects shall be in such form, and shall be called for and received at such times, as the Chairperson considers appropriate.
- (c) If at least 75% in number of the Members nominate the same Director to represent them then, subject to the provisions of clause 6.3 and to that person consenting to act as a Director, he or she shall be deemed appointed as a Director, immediately following the retirement of the outgoing Executive Committee, at the next Annual General Meeting.
- (d) The determination of the Chairperson in respect of all matters dealt with in this clause shall be final.

### **Alternate Directors**

- 6.8 Each Director (other than Additional Directors) shall have the power from time to time, by written notice to the Secretary to appoint any person to act as an alternate Director in place of such Director whenever that Director is unable to attend to his or her duty as a Director. Any such alternate Director:
- (a) may be removed or suspended from office by notice in writing to the Society from the Director by whom such alternate Director was appointed;
- (b) shall be entitled to receive notice of meetings of the Executive Committee and to attend and vote at such meetings if the Director by whom such alternate Director was appointed is not present;
- (c) shall be entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director insofar as that Director by whom he or she was appointed has not exercised or performed them;
- (d) shall, while acting as a Director, be responsible to the Society for his or her own acts and defaults and shall not be deemed to be the agent of the Director by whom he or she was appointed.

### **Casual Vacancies on Executive Committee**

- 6.9 In the event of any casual vacancy on the Executive Committee (whether caused by the death, resignation, or ineligibility of a Director or by some other circumstance) the Chairperson shall call for written nominations and, if necessary, conduct a written ballot to fill such casual vacancy at the earliest reasonable opportunity (adopting, with any necessary modifications, the same procedure as is set out in clause 6.2). For the avoidance of doubt, the appointment of any Director as Chairperson shall not create a casual vacancy on the Executive Committee.

## **Reimbursement for Expenses Only**

- 6.10 Directors shall not be entitled to any remuneration for their services as such, but Directors shall be entitled to reimbursement for reasonable expenditure by way of travelling and other out of pocket expenses incurred in connection with the business of the Society and in attending Meetings of the Executive Committee or committees of the Executive Committee.

## **Affiliated Body Representatives**

- 6.11 The Affiliated Body Representatives shall be appointed by their respective affiliated bodies in accordance with the regulations of those affiliated bodies and the Executive Committee may (but shall not be obliged to) require evidence that the appointment of any Affiliated Body Representative has been elected according to the procedures of their affiliated body.

## **7. PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

### **General**

- 7.1 (a) Subject to these regulations, the Executive Committee shall meet no less than four times a year for the dispatch of business and adjourn or otherwise regulate its meetings and procedures as it sees fit.
- (b) The Executive Committee may meet at such time and place as the Chairperson considers reasonably appropriate, and the Secretary shall, upon the request of the Chairperson or any four Directors, convene a meeting of the Executive Committee by giving no less than 2 Business Days' prior written notice to each Director.
- (c) The Executive Committee may meet to conduct its business by teleconference, video conference or via other media approved from time to time by resolution of the Executive Committee in accordance with such procedures as determined from time to time by resolution of the Executive Committee. Attendance at those meetings by teleconference, video conference or other media will be deemed to be attendance in person for the purposes of satisfying quorum and/or voting requirements.

### **Quorum**

- 7.2 (a) 5 of the total number of Directors on the Executive Committee from time to time shall form a quorum for a Executive Committee meeting.
- (b) No business of the Executive Committee shall be conducted at any time when less than a quorum is present.
- (c) If, within half an hour after the time appointed for the holding of an Executive Committee meeting, a quorum is not present:

- (i) the meeting shall be adjourned for no more than 5 Business Days at such time, day and place as the Executive Committee may determine; and
    - (ii) at least 2 Business Days' prior written notice of such adjourned meeting shall be given to each Director, specifying that such notice is given pursuant to this Rule.
  - (d) If, within half an hour after the time appointed for the holding of any Executive Committee meeting adjourned in accordance with clause 7.2(c), a quorum is not present, then the Director(s) present at that time shall be a quorum.
- 7.3
- (a) The Chairperson shall, subject to clause 7.3(b), be the natural person appointed from time to time by the election of the Members only and not by the Executive Committee or any sub committee of the Society.
  - (b) Subject to the consent of such person to so act, the first Chairperson shall be elected by a majority of votes of the Members present and entitled to vote at the first general meeting of the Society, such election to be the first item on the agenda for such meeting and to be conducted in the manner determined by the person chairing that meeting.
  - (c) The Chairperson will be deemed to be a Director but the Chairperson must be either be a Member or a director, employee or office-holder of a Member.
  - (d) The Chairperson shall be entitled to attend and vote at all Executive Committee Meetings in the capacity of a Director and, in the case of a casting vote to be exercised in accordance with clause 7.4, in the capacity of Chairperson also.
  - (e) The Chairperson may, in addition to any other rights or privileges conferred on the holder of that office in or pursuant to these regulations:
    - (i) attend all Executive Committee meetings, general meetings of the Society, and all meetings of sub-committees (if any) of the Executive Committee;
    - (ii) receive all Information (including copies of all documents and written communications) relating to the running of the Society.
  - (f) The Chairperson shall be entitled to an annual honorarium of an amount which shall be recommended by the Executive Committee and approved by the Society at each Annual General Meeting, such honorarium to be payable at the time and in the manner determined by the Executive Committee. The Chairperson, in his or her capacity as such, may not vote on any resolution of the Executive Committee relating to the Chairperson's honorarium.
  - (g) All references to the Chairperson in the other provisions of these regulations relating to proceedings of the Executive Committee or of the Society in general meeting shall, unless the context otherwise requires, be deemed references also to any person chairing a Executive Committee meeting or general meeting of the Society in place of the Chairperson in accordance with these regulations.

### **Voting by Chairperson**

- 7.4 The Chairperson shall have a casting vote in the case of a tie in votes of the Executive Committee.

### **Chairperson to Preserves Best Interests of the Society**

- 7.5 The Chairman shall take any action required to conserve the interests of the Society provided that the Executive Committee are first notified of the Chairperson's intention to undertake such actions.

### **Chairperson to Chair Executive Committee Meetings**

- 7.6 The Chairperson shall chair all meetings of the Executive Committee at which he or she is present. If the Chairperson is not present, or being present is unwilling to take the chair at any such meeting, then those Directors who are present shall choose one of their number to chair that meeting.

### **Executive Committee Resolutions**

- 7.7 (a) Resolutions of the Executive Committee shall be passed by a simple majority of those Directors present and entitled to vote, although any Director may request a written ballot on any issue.
- (b) Notwithstanding any contrary provision in these regulations, a resolution in writing signed by all the Directors shall be as valid and effectual as it had been passed at a meeting of the Executive Committee duly convened and constituted.

### **Validity of Executive Committee's Actions**

- 7.8 All acts properly done by any meeting of the Executive Committee or by any person acting as a Director, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as such, or that they or any of them were disqualified from the office of Director, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
- 7.9 (a) The Executive Committee may appoint Committees to undertake functions of the Society in relation to its objectives and may delegate to the committees such powers and responsibilities as the Executive Committee deems appropriate and report on those matters to the Executive Committee.
- (b) Persons appointed to such committees need not be Directors or Members.
- (c) The Executive Committee shall regulate the proceedings of all sub-committees at its complete discretion.
- (d) The Executive Committee, in its absolute discretion, may grant any person appointed to a sub-committee reimbursement for reasonable expenditure by way of travelling and other out-of-pocket expenses incurred in connection with the business, and in attending meetings, of that sub-committee.

- 7.10 No sub-committee shall remove or alter or implement any regulations (including these regulations) or guidelines without approval from the Executive Committee unless requested to do so by the Executive Committee and all sub-committees shall operate in a legal manner and abide by any statutes, enactments, regulations or constitutions relevant to them.
- 7.11 Any delegation by the Executive Committee to a sub-committee may be revoked and no such delegation shall prevent the exercise of any power or the performance of any function by the Society or the Executive Committee.
- 7.12 The number and duties of appointees to the sub-committees will be determined by the Executive Committee and delegated to the sub-committee as outlined in the "Terms of Reference" provided by the Executive Committee for that sub-committee. A sub-committee's Terms of Reference shall contain the following information:
- (a) the purpose of the sub-committee;
  - (b) accountability;
  - (c) the number of sub-committee appointees (each sub-committee shall have a minimum of 3 people); and
  - (d) reporting requirements.
- 7.13 The Executive Committee shall call for applications for sub-committee positions from interested parties and appoint a sub-committee coordinator to head each sub-committee who shall be responsible for overseeing the sub-committee and its delegated project. In the event of more than one application, the Executive Committee will vote for the candidate most suitable for the position and if no applicants are suitable the Executive Committee may co-opt one of its Directors into the coordinators role.
- 7.14 The coordinator and the sub-committee shall be accountable to the Executive Committee and the coordinator shall provide the Executive Committee with progress information at each Executive Committee meetings or as requested and all decisions and recommendations of sub-committees shall be presented to the Executive Committee for finalisation by voting before initiating any changes.

#### **Executive Committee Minutes and Records**

- 7.15 (a) The Executive Committee shall cause proper minutes to be kept of all proceedings of all meetings of the Society the Executive Committee, and of all committees of the Executive Committee.
- (b) All business transacted at each such meeting and the minutes of such meeting signed by the Chairperson shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.
- (c) All minutes of the Society and the Executive Committee meetings shall be made available to Members or posted on the Societies website, for access by members, within three weeks of the meeting. All minutes of any sub-committee meeting shall also be freely available to Members at the request of any Member.

- (c) The Executive Committee shall be permitted, prior to display to Members, to edit the minutes of any meeting of the Executive Committee but only where such edits are for the specific purpose of maintaining the confidentiality of applicants for Membership and not to withhold information affecting that applicants Membership.

## **8. MEETINGS**

### **Annual General Meeting**

- 8.1 (a) The Society shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such, and the matters to be dealt with at that meeting, in the notices calling such meeting. Such matters shall include (without limitation):
  - (i) considering and approving a report from the Executive Committee on the activities of the Society since the last Annual General Meeting of the Society and any proposed activities of the Society;
  - (ii) approving the Financial Statements for the last Financial Year.
- (b) Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- (c) Each year's Annual General Meeting shall be held at such time and place as the Executive Committee shall determine.

### **Other General Meetings**

- 8.2 A general meeting other than an Annual General Meeting shall be convened by the Secretary whenever required by the Chairperson or the Executive Committee or by written requisition signed by not less than 10 current Members.

### **Powers of the Society in General Meeting**

- 8.3 (a) The Society in general meeting may, by resolution passed by not less than a majority of the votes of the Members which are present in person or by proxy and are entitled to vote at such meeting, exercise all powers authorities and discretions of the Society, notwithstanding that any such power, authority or discretion may have been vested in the Executive Committee by or pursuant to these regulations.
- (b) For the avoidance of doubt, the voting entitlement of Members, for the purposes of this clause, shall be determined in accordance with clause 9.1.

### **Quorum**

- 8.4 No business shall be transacted at any general meeting of the Society unless a quorum of Members is present when the meeting proceeds to business. A quorum of Members shall be not less than 10 Members for the time being entitled to vote at general Meetings of the Society and present in person or by proxy.

## **Special Meetings**

- 8.5 Any agenda items for the Society or the Executive Committees' consideration shall be dealt with in accordance with the regulations governing Society or Executive Committee meetings, unless a situation arises requiring a Special Meeting of the Society which shall only be requested by a Member or a Director.
- 8.6 In the event of an application for a Special Meeting, the Chairman shall decide if a Special Meeting is appropriate and the format under which the Special Meeting shall be conducted. If a Special Meeting is to take place, the Secretary shall notify the Directors immediately and the Society shall, during the Special Meeting, only deal with the matter at hand and no other matters.

## **Notice of General Meeting**

- 8.7 (a) Subject to clause 8.12(b), a notice of every general meeting of the Society shall be sent to every Member in the manner provided in clauses 10.1 and 10.2 not less than 15 Business Days before the date of such meeting.
- (b) Such notice shall specify the date, time and venue of such meeting
- (c) Except in the case of the general business to be considered at an Annual General Meeting, such notice shall specify all business and all notices of motion to be considered at such meeting and no business or notice of motion, which is not specified, shall be discussed or transacted at such meeting.
- (d) Notwithstanding any contrary provision, the requirements of this clause relating to notice and limiting the business to be transacted at any meeting may be modified in any particular case with the consent in writing of not less than 50% in number of all Members entitled to attend a meeting of the Society (provided that the modification of such requirements for any given meeting shall not be so construed or deemed to affect such requirements in respect of any other meeting of the Society).
- (d) All items for the agenda of every general meeting shall be received by the Executive Committee, or the Secretary, no later than 10 Business Days before the meeting and a final agenda shall be distributed to the Executive Committee no less than 7 Business Days before the meeting is held.

## **Failure to Give Notice**

- 8.8 The accidental omission to give notice to or the no receipt of any notice by any Member or any other person entitled to such notice shall not invalidate the proceedings of any general meeting to which such notice relates.

## **Chairperson of General Meetings**

- 8.9 (a) The Chairperson may chair any general meeting of the Society at which he or she is present.
- (b) If the Chairperson is not present, or being present is unwilling to take the chair, then those Directors who are present may select one of their number to chair

such meeting, or if for any reason no such selection is made by those Directors, then those Members entitled to vote at that meeting may elect any person who is entitled to be present to chair that meeting (provided that the person chairing the first general meeting shall, until the Chairperson is elected pursuant to clause 7.3(b), be the chairperson of the steering committee responsible for incorporation of the Society).

### **Voting**

- 8.10 At any general meeting of the Society:
- (a) a poll may be directed by the Chairperson or demanded by any Member present in person or by proxy and entitled to vote;
  - (b) a poll may be demanded either before the declaration of the result of a vote by a show of hands or immediately afterwards, but before the meeting moves to the next business or it adjourns;
  - (c) the Chairperson shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a poll, or by some other means;
  - (d) in the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Chairperson that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Society's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.

### **Adjournments**

- 8.11
- (a) If, within half an hour after the time appointed for the holding of a general meeting of the Society, a quorum is not present, the meeting, if convened on requisition of Members, shall be dissolved.
  - (b) In any other case, such meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day within 30 Business Days after the adjourned meeting and at such other time and place, as the Chairperson of the adjourned meeting shall determine.
  - (c) If at such adjourned meeting a quorum is not present within half an hour after the time appointed for holding the meeting, the Members present shall be a quorum.

### **Adjourned Meetings**

- 8.12
- (a) The Chairperson may adjourn any general meeting, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
  - (b) Members shall not be entitled to receive any notice(s) in respect of adjourned meetings, except when a general meeting has been adjourned for 10 Business Days or more, in which case notice of the adjourned meeting shall be given in the same manner as for the original meeting.

## **9. VOTES OF MEMBERS**

### **Number of Votes Per Member at General Meetings**

9.1 Members present and entitled to vote at general meetings of the Society shall be entitled to exercise one vote each, either in person or by proxy on the following basis:

- (a) Full Members present and entitled to vote at general meetings of the Society, shall for the purposes of such general meetings only, be entitled to exercise one vote each, either in person or by proxy;
- (b) Trainee Members shall not be entitled to vote at general meetings of the Society; and
- (c) Provisional Members shall not be entitled to vote at general meetings of the Society.

### **No Vote If Subscriptions/Fees Unpaid**

9.2 If any Annual Subscription or Additional Fee presently payable by any Member is overdue, that Member shall not be entitled to vote at any general meeting of the Society, whether in that Member's own right or as a proxy for another person.

### **Form of Proxy**

- 9.3
- (a) The instrument appointing a proxy shall be in writing and signed by the appointer and, in all other respects, shall be in such other form as the Executive Committee may determine from time to time.
  - (b) A proxy must be:
    - (i) the Chairperson; or
    - (ii) a Member of the Society, or an employee, officer, agent or shareholder of a Member, where that proxy is entitled to vote in its, his or her own right at the relevant general meeting.

### **Delivery of Instrument Appointing Proxy**

9.4 The instrument appointing a proxy shall be delivered to the Registered Office or to the Chairperson of the meeting before the time fixed for holding the meeting or adjourned meeting at which the person named in such instrument is authorised to vote, failing which the instrument appointing a proxy shall not be treated as valid.

## **10. NOTICES**

### **Form**

10.1 All notices and other communications required under these regulations shall be in writing and shall be delivered by hand or by properly addressed prepaid fast post or airmail postage or sent by facsimile transmission or be sent electronically, in the case of notices to or communications with:

- (a) any Member, shall be addressed to that Member at its address as set out in that Member's application for membership, or at that Member's registered office or last known place of business or residency, or at such other address as the Member may from time to time notify the Secretary in writing;
- (b) the Society, the Chairperson, the Secretary, any Director or the Executive Committee, shall be addressed to the intended recipient, c/o the Society at the Registered Office.

### **Time of Delivery**

10.2 Any notice or communication given in terms of clause 10.1 shall be deemed to have been delivered:

- (a) in the case of delivery by prepaid fast post or airmail postage, if:
  - (i) posted within New Zealand to a destination within New Zealand, two Business Days after posting;
  - (ii) posted within New Zealand to a destination outside New Zealand, five Business Days after posting.
  - (iii) posted outside New Zealand to a destination within New Zealand, five Business Days after posting;
- (b) in the case of transmission by facsimile, on receipt by the sender of a transmission report showing full transmission free of error to the intended recipient.

## **11. ACCOUNTS**

### **Accounts at Executive Committee and General Meetings**

11.1 The Treasurer shall from time to time prepare, or cause to be prepared, and shall lay before:

- (a) the Executive Committee, such financial accounts, other than the Financial Statements, as are from time to time required by the Executive Committee and/or the Society in general meeting;
- (b) the Society at each Annual General Meeting, the Financial Statements for the previous Financial Year.

### **Copies to Members**

11.2 Copies of all Financial Statements and other financial accounts which are to be laid before the Society in general meeting, together with a copy of the Auditor's report (if any) shall be sent to every Member not less than five Business Days before the date of the relevant general meeting.

## **Finances**

- 11.3 The Society shall be financially self-supporting and the Society shall derive the funds of the Society from annual Subscription, Additional Fees, examination fees, donations and others sources determined.
- 11.4 The use of Society funds and any assets owned or under the control of the Society shall be determined by the Executive Committee and shall not be used by any Member unless directed by the Executive Committee, nor used in an unlawful manner or for any illegal purpose.
- 11.5 The Executive Committee shall approve all financial expenditure by the Society that in total exceeds \$500.00 (or such other sum approved at a general meeting of the Members) and any financial expenditure that in total is less than \$500.00 (or such other sum approved at a general meeting of the Members) shall be at the discretion of the Treasurer.
- 11.6 The Treasurer shall operate one or more bank accounts on the advice of the Executive Committee to obtain a prudent financial return on Society funds and all cheques, bills of exchange and promissory notes shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Society by the Chairperson, the Treasurer or by some other officer authorised by the Executive Committee, or in such other manner as the Executive Committee determines from time to time.

## **12. AUDITORS**

- 12.1 (a) An Auditor, who shall be a member of the New Zealand Society of Accountants, shall be appointed by the Executive Committee for the purposes set out in clause 12.1(b) and shall hold office until he or she resigns or is replaced at an Annual General Meeting.
- (b) The Auditor shall audit the Financial Statements and all other financial records of the Society prior to each year's Annual General Meeting.

## **13. REGISTERED OFFICE**

- 13.1 The registered office of the Society, or such place as the Executive Committee shall from time to time determines and, until the Executive Committee otherwise determines, shall be:

New Zealand Anaesthetic Technicians' Society  
C/- Karen Bennett  
2 Tamar Street  
Rongotea 4865  
New Zealand

## **14. COMMON SEAL**

- 14.1 The Society shall provide a common seal, which shall be in the custody of the Secretary and only be affixed to an instrument after the passing of a resolution of the Executive Committee and in the presence of the Chairperson or the Secretary and two members of the Executive Committee. All official documents signed by, for or on behalf of the society shall have the common seal affixed.

## **15. BYLAWS**

- 15.1 (a) The Society may in general meeting make bylaws for the conduct of the Society's affairs, provided that such bylaws are not repugnant to these regulations.
- (b) The Executive Committee may from time to time prepare draft bylaws and recommend the same for adoption by the Society.

## **16. LIABILITY OF MEMBERS**

- 16.1 (a) No action in law or otherwise shall lie in favour of any Member against any other Member, the Executive Committee, any Director, or the Secretary in respect of any matter or thing done or omitted to be done pursuant to these regulations, notwithstanding any irregularity or informality in the observance of these regulations (except in respect of any loss or expense arising from the wilful default of the person against whom such action is taken).
- (b) No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Society.
- (c) The society will ensure an appropriate level of Associations Liability Insurance for the purposes of professional business for the education and training of Anaesthetic technicians and registration of anaesthetic technicians is in place.

## **17. ALTERATION OF RULES**

- 17.1 (a) These regulations, and any by laws made under these regulations, shall not be amended, added to or rescinded except by resolution of the Society in a general meeting or Special Meeting called for that purpose, where such resolution is passed by not less than a 75% majority of the votes of the Members which are present and entitled to vote at such meeting, and unless written notice of the proposed amendment, addition or rescission shall have been given to all Members not less than 15 Business Days prior to the general meeting or Special Meeting.
- (b) No such amendment, addition or rescission shall be valid unless and until accepted by the Registrar.
- 17.2 An eligible Member supported by two seconders desiring to submit a motion proposing the changes in these regulations shall give notice of such a motion in writing specifying the changes proposed to the Registered Office no later than two months prior to the upcoming general meeting and the Executive Committee shall be empowered to call a Special Meeting for the purpose of making alterations to these regulations.

## **18. WINDING UP**

18.1 The Society may be wound up:

- (a) at an Annual General Meeting or a Special Meeting called for the purposes of winding up the Association, for which due notice is given to all Members and a majority of those Members voting pass a resolution to that effect; or
- (b) in accordance with the Act.

18.2 If, upon such winding up, there remains, after satisfaction of all debts and liabilities of the Society, any property and/or assets, such property and/or assets shall be:

- (a) paid to another charitable organisation or body within New Zealand as determined by resolution of the Executive Committee having objects similar to the Society (including such charitable organisation within New Zealand which is a Member); or
- (b) in the absence of any other charitable organisation or body having objects similar to the Society disposed of to any other organisation in New Zealand as determined by resolution of the Executive Committee which benefits health research or health education or has other public health benefits.

**SIGNED** on behalf of  
**NEW ZEALAND ANAESTHETIC TECHNICIANS' SOCIETY**  
by:

\_\_\_\_\_  
Signature

Karen Bennett

\_\_\_\_\_  
Name

Chairperson

\_\_\_\_\_  
Title

**SIGNED** on behalf of  
**NEW ZEALAND ANAESTHETIC TECHNICIANS' SOCIETY**  
by:

\_\_\_\_\_  
Signature

Michele Peck

\_\_\_\_\_  
Name

Incoming Chairperson

\_\_\_\_\_  
Title

**SIGNED** on behalf of  
**NEW ZEALAND ANAESTHETIC TECHNICIANS' SOCIETY**  
by:

\_\_\_\_\_  
Signature

Catherine Hepworth

\_\_\_\_\_  
Name

Secretary

\_\_\_\_\_  
Title