

Constitution and Rules

of the

**New Zealand Ambulance
Association Incorporated**



Adopted 15 February 2017

Constitution and Rules of the New Zealand Ambulance Association Incorporated

The following shall be the Rules of the New Zealand Ambulance Association Incorporated.

1 Name

- 1.1 The name of the organisation shall be the New Zealand Ambulance Association Incorporated, (hereinafter referred to as "NZAA").

2 Registered Office

- 2.1 The registered office shall be at such place in New Zealand as the Executive of the NZAA may from time to time decide.

3 Objects

- 3.1 The objects for which the Organisation is established are:
- (a) To promote the members' collective employment interests.
 - (b) To promote health and safety issues.
 - (c) To assist and advise its members.
 - (d) To hold and use the funds of the NZAA as NZAA may consider necessary or proper in payment of costs and expenses and furthering or carrying out any of the objects of the NZAA.
- 3.2 Pecuniary gain is not an object and purpose of NZAA.

4 Membership

4.1 Membership

- (a) Membership of the NZAA shall be members, paid or unpaid, each being a person involved in any ambulance service, or
- (b) Any person who agrees with the objects of the NZAA may, subject to the Executive approval, become a member of the NZAA by application in writing and upon payment of the membership subscription.

4.2 Application for Membership

- (a) Every application for membership shall be made in writing (including electronically), to the Executive on a form prescribed by the Executive. Every applicant shall pay an entrance fee, the amount of which shall be fixed by the Executive.
- (b) At the next meeting of the Executive, after receipt of the completed application form, including appropriate subscription payment, the application may be considered, having regard to these rules and the details given by the applicant. The Executive may, in accordance with its usual procedure at its usual meetings, approve or decline any such applications for membership as in its discretion it shall see fit.
- (c) Provided the applicant is approved by the Executive, the applicant's name shall be entered in the Register of Members.

4.3 Rules and Duties of Members

- (a) All members shall be subject to these Rules.
- (b) Every member shall be provided with a copy of these Rules free of charge.
- (c) The Secretary shall keep a Register of all members. Such Register will be open for inspection by any member.
- (d) All members shall promote the objectives of the NZAA and do nothing to bring it into disrepute.

4.4 Subscriptions

- (a) Shall be rated by majority decision at the Annual General Meeting.
- (b) No person shall be permitted to vote who is in arrears with any subscription.

4.5 Resignations

- (a) Any member who wishes to withdraw from membership of the NZAA shall give notice in writing to the Executive to that effect and shall pay all subscriptions and levies due to the date of such notice.
- (b) The Executive shall have the power to remove from the Register of Members any member whose subscription is three months in arrears; such power to be exercised only after resolution has been passed by the Executive at a duly constituted meeting.
- (c) Any member who has resigned or been removed pursuant to these Rules shall return to the Secretary any documents, papers, pamphlets, advertising material which he/she may have acquired as a right of privilege of membership and also any property belonging to the NZAA.

5 Funds and Assets

5.1 General

- (a) The funds and assets of the NZAA shall be under the control of the Executive.
- (b) If at any time a decision is made to pay members salaries, honorariums or remuneration, such payments must be reasonable and relative to that which would be paid in an arms-length transaction (open market value).
- (c) Any money of the NZAA may be invested by the Executive, in such manner as it may from time to time determine.
- (d) The Executive may, for any of its objects, borrow or raise money and for the purpose of securing payment therefore, may charge or mortgage or otherwise secure all or any of its real or personal property.
- (e) The end of the financial year shall be the 31st March.
- (f) An annual review of accounts is not required, but may be done if deemed so by the Executive or simple majority of members at a Special Meeting, or Annual General Meeting.
- (g) The Executive may sell, lease, exchange, mortgage or otherwise deal with all or any of the real or personal property of the NZAA.

5.2 Grants, Donations and Gifts

- (a) The Executive may make grants and subsidies in favour of deserving objects, whether the same are similar to NZAA or not.
- (b) The Executive may take gifts of property, whether subject to any special trusts or not, for any one or more of the objects of the NZAA.

5.3 Investments

- (a) The NZAA may subscribe to or purchase, take or acquire shares, debentures, or securities in, or may promote or become members of, or grant financial assistance to any company, society or corporation or any body of persons not incorporated or any trust.
- (b) The NZAA may subscribe or apply for and take or acquire by purchase, or otherwise, and hold shares in or otherwise become a member of any mutual insurance company, society or association, whether the liability of members thereof be limited by shares or guarantee or shall be unlimited and enter into any guarantees as a member of any such company, society, or association, the liability of those members shall be limited by guarantee.

- (c) The NZAA may act as agents for and introduce members to Fire, Accident, Indemnity and general insurance offices, including any Mutual Insurance Company, Society or Association in which NZAA shall be a member and especially in relation to professional indemnity.

6 Publications

- 6.1 The NZAA may print, publish, sell and distribute newspapers, journals, periodicals, books, bulletins, leaflets or other literature, that may from time to time be deemed desirable for the promotion of any one or more of the objects of the NZAA.

7 Discipline

- 7.1 Powers of Expulsion – if the conduct of any member appears to the Executive to endanger or to be likely to endanger the order, reputation, and welfare of the NZAA, or if any member shall, in the opinion of the Executive, be guilty of conduct likely to affect prejudicially the affairs of the NZAA, the Executive may terminate the membership of such member, but shall first give such member not less than 10 days notice in writing of its intention to act under this rule and in such notice inform the member that they have the right to appear personally before the Executive, which shall then proceed to hear the charges. A two-thirds majority of the full Executive shall be required to effect such expulsion. The decision of the Executive shall be final.

8 Meetings

8.1 Annual General Meeting

- (a) The Annual General Meetings of the NZAA shall be held no later than the 20th July in each year, or such other month as shall be determined by the NZAA members, upon a date and at a time and place to be fixed by the Executive and/or the NZAA members for the following purposes:
 - (i) To receive from the Executive a report, balance sheet and statement of accounts for the preceding year;
 - (ii) To elect the Executive for the ensuing year;
 - (iii) To consider and conduct such other business as may properly be brought forward.

- (b) All business other than that set out in paragraph 8.1 (a) (i) to (iii) shall be deemed to be special business, of which notice must be given to members in the notice calling the meeting.
- (c) The NZAA shall provide no less than 10 days notice in writing to members of the Annual General Meeting by either post, email, telephone or other such suitable notification method or combination of such methods.

8.2 Special Meetings

Special Meetings of the NZAA may be called at any time and place as the Executive may appoint.

8.3 Quorum

Five members, including at least one member of the Executive, represented in person at any Annual General Meeting or Special Meeting of the organisation shall constitute a quorum. If, within half an hour of the time appointed for the commencement of the meeting, a quorum is not present, the meeting shall stand adjourned to a date within fourteen days of such meeting and if, at the adjourned meeting, a quorum is not present, then the meeting shall lapse.

8.4 Voting rights

8.4.1 Voting at the Annual General Meeting and Special Meetings

- (a) At the Annual General Meeting or at a Special Meeting each member present shall be entitled to vote.
- (b) If a vote is to be by a show of hands, each member present shall be entitled to one vote, the outcome of which be determined by a simple majority.
- (c) Where voting is by ballot, each member present shall be entitled to one vote, and the meeting shall appoint scrutineers to determine the outcome by simple majority.
- (d) In the case of collective agreement matters, only paid ambulance officers are entitled to vote, such as with ratification.

8.4.2 Voting Other than By Attendance at the Annual General Meeting or Special Meetings

Where the issue is the election of the Executive, a matter determined by the Executive, or demanded by a majority of members to require a ballot of all NZAA members, the outcome of which be determined by a simple majority:

- (i) An electronic mail ballot may be conducted using the internet, or telephonically. Members without internet/electronic access or without

a cellphone or telephone, may apply to the NZAA Secretary for a voting form. Return of the completed voting form to the NZAA Secretary must be within the time period set.

- (ii) The Executive shall appoint a Returning Officer to supervise the counting of votes. The Returning Officer must neither be a member of the Executive, nor a candidate for election in elections for the Executive.
- (iii) Members shall be advised of the outcome of such ballots, which may obviate the need for a Special Meeting.
- (iv) In the case of the election of Executive Members, electronic voting may be conducted prior to the Annual General Meeting, the results of which will be aggregated with the votes of those attending the Annual General Meeting who have not voted electronically.

9 Executive

9.1 Membership of the Executive

- (a) The Executive shall consist of Chairperson, Vice Chairperson, Secretary, and Treasurer.
- (b) The Executive will normally be elected at the Annual General Meeting.
- (c) Every candidate for election or re-election to the Executive shall be a member nominated.
- (d) Each Executive member shall hold office for a term of one year, normally commencing from the date of the Annual General Meeting at which they were elected.
- (e) Each Executive member shall be deemed to retire at the date of the next Annual General Meeting. Any retiring Executive member shall be eligible for re-election and, if re-elected, will begin a new term of office.

9.2 Chairperson

- (a) A Chairperson shall be elected by the members present at the Annual General Meeting and shall hold office for one year, but shall be eligible for re-election.
- (b) The Chairperson, on retiring from office, shall occupy the office of the Immediate Past Chairman for one year, provided that the member remains a member of the NZAA.
- (c) The Chairperson shall:
 - (i) Preside at all Annual General Meetings, Executive Meetings, and other Special Meetings when present;
 - (ii) Sign minutes of the meetings;

- (iii) Generally conduct the meetings;
 - (iv) In the case of an equality of votes, have a casting vote.
- (d) In the absence of the Chairperson, a Vice Chairperson, being a person of the Executive, shall possess and may exercise in all respects the power of the Chairperson.

9.3 Powers of the Executive

- (a) The Executive shall take such steps as are necessary to further the objects of the NZAA and promote the collective employment interests of all members and shall have the power to exercise all the powers of the NZAA, save and except for such powers as shall be exercised only by members at the Annual General Meeting or at a Special Meeting.
- (b) The Executive may from time to time set up any sub-committee to exercise such powers as may be delegated to it by the Executive. The members of such committee shall be appointed by the Executive and may be members of the Executive and/or other NZAA members.

9.4 Banking

The Executive shall be empowered to open and operate a current or savings banking account at any such bank or banks as the Executive shall from time to time determine and nominate as the NZAA bankers and the NZAA bankers shall be authorised to accept, honour and act upon any cheques, withdrawals, drafts or any other documents signed on behalf of the NZAA by any two executive committee members.

10 Professional Standards

- 10.1 NZAA shall have a role in developing, maintaining and overseeing the professional standards of its members.
- 10.2 NZAA shall interface between its members and all other groups, parties, employers and interested entities on any matters relating to the professional standards of any financial members of the NZAA.

11 General

11.1 Seal

- (a) The common seal of the NZAA shall be that adopted by the Executive who shall be responsible for the safe custody and control of it.
- (b) Whenever the common seal of the NZAA is required to be affixed to any deed, document or other instrument, the seal shall be affixed pursuant to a resolution of the Executive or of a Special Meeting of the NZAA, by any two members and the Secretary.

11.2 Liquidation of New Zealand Ambulance Association Incorporated

- (a) The NZAA may go into liquidation if, at a Special Meeting of the NZAA, the members pass by a two thirds majority a resolution to do so, provided that this winding up resolution is confirmed at a subsequent Special Meeting called for the purpose and as required by Section 24 of the Incorporated Societies Act 1908.
- (b) If, upon winding up or dissolution, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the organisation, but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose within New Zealand.

11.3 Alteration of Rules

- (a) These rules may be altered, added to or rescinded or otherwise amended by a resolution passed by a two-thirds majority of financial members present at an Annual General Meeting or a Special Meeting of which ten days notice has been given.
- (b) Every such notice shall set out the proposed alteration, addition, rescission, or other amendment.
- (c) No addition to or alteration shall be approved if it affects the objects, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- (d) Duplicate copies of every alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Unions in accordance with the Employment Relations Act 2000 and the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908.

11.4 Mediation and Arbitration

Any dispute arising out of, or relating to this Constitution, may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiations between parties. Mediation may be initiated by either party writing to the other party, and identifying the dispute, which is being suggested for mediation. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediation Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc.

11.5 Indemnity

All members of the Executive and all members shall be indemnified as per the Incorporated Societies Act 1908.

11.6 Cases not provided for

Anything not provided for in these rules shall be decided by the Executive committee whose decision shall be final until such decision shall be superseded by an Annual General Meeting or a Special Meeting or a ballot of all NZAA members conducted pursuant to clause 8.4.2 .