

Rules of the New Zealand Dermatology Nurses Society Incorporated (NZDN)

THE SOCIETY

The Society is constituted by resolution dated 19th November 2009

1.1 Name

1.2 The society shall be known as the "New Zealand Dermatology Nurses Society Incorporated" (NZDNS).

2.1 Registered Office

2.2 Registered Office of the Society is:

c/o Carly Scapens
Skin Centre Tauranga
171 Cameron Road
Tauranga 3110

3.1 Purposes of Society

The objects of the Society are those charitable objects and purposes which are recognised by the law and High Court of New Zealand as being charitable to advance education and provide a public benefit to the members of the community by:

- 3.2 The cultivation and promotion of dermatology nursing in New Zealand, increasing the public's understanding and awareness of dermatological conditions.
- 3.3 Becoming recognised as a professional organisation of all dermatology nurses in New Zealand, to provide an identity for nurses concerned with the education and care of people requiring dermatological intervention.
- 3.4 Developing and disseminating standards of practice for dermatology nursing in New Zealand to enhance public safety and promote excellence and education in dermatological care.
- 3.5 Encouraging, promoting and providing the development of educational programmes/seminars for dermatology nurses and those interested in dermatology. Education should ideally be evidence based and peer reviewed.
- 3.6 Encouraging and supporting research into dermatology nursing issues and the application of current research in practice.
- 3.7 Acting as an advocate in nursing, health and other related issues in the care of people with dermatological conditions.
- 3.8 Providing a communication network for all members including conferences and disseminating information on issues pertaining to dermatological nursing.
- 3.9 Actively facilitating the ongoing strategic and professional development of dermatology nurses in conjunction with the appropriate health authorities.
- 3.10 Communicating and liaising with other dermatological

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organisations at a national and international level.

- 3.11 Liaising with appropriate authorities on relevant social and health issues to advance the attainment of any of the above objects.

MANAGEMENT OF THE SOCIETY

4.1 Managing Committee

- 4.2 The business of the Society shall be conducted by a managing committee ("the Committee") comprising of the following persons:

- a) The Chairperson;
- b) The Chairperson Elect or 1 committee member;
- c) The Secretary;
- d) The Treasurer; and
- e) The Treasurer Elect or 1 Committee members as decided by the society.

- 4.3 Only Members of the Society may be a Committee member.

- 4.4 There shall be a minimum of three Committee Members and this number would be considered a quorum.

- 4.5 The managing committee shall not exceed 5 members at any one time.

- 4.6 The term of a committee member being for a maximum of 3 years unless otherwise agreed by the members at an AGM.

- 4.7 No officer or member of the Committee shall be personally liable for the acts or defaults of any other Officer or member of the Committee or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.

- 4.8 The officers, committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

5.1 Appointment of Committee members

- 5.2 At a Society Meeting, the Members may decide by majority vote:

- a) How large the Committee will be;
- b) Who shall be members of the Committee; and
- c) How long each person will be a Committee Member (The Term)

6.1 Cessation of committee members

- 6.2 Persons cease to be Committee Members when:

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- a) They resign by giving written notice to the Committee.
- b) They are removed by majority vote of the Society at a Society Meeting.
- c) Their Term expires.

6.3 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

7.1 Nomination of committee members

- 7.2 Nominations will be called for by the Secretary, from its Members, in sufficient time for all Members to be notified with information about the candidates circulated with the official voting paper. Closing date and time for the return of postal, fax or electronic ballots will be one (1) week prior to the Annual General Meeting.
- 7.3 If there are insufficient valid nominations received under sub rule 7.1 above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- 7.4 If the position of any Committee Member becomes vacant between Society Meetings, the Committee shall appoint another Committee Member to fill that vacancy until the next Society Meeting.
- 7.5 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

8.1 Functions of the committee

- 8.2 Subject to the directions of the Society in Annual, Special or General meetings, the management of the Society's affairs shall be vested in the Committee, which may exercise all powers and do all acts and things which may be exercised or done by the Society and which are not expressly directed or required to be exercised or done by it in Annual and Special General Meetings. Without prejudice to the general powers of the Committee, it is hereby expressly directed that the Committee shall be entrusted with and may exercise and perform all or any of the following powers and duties:
 - a) To enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes, provided that such negotiations, contracts are not in conflict with its objects.

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- b) To make provision of the signing or endorsing of cheques or other negotiable instruments on behalf of the Society and to open such accounts as the Committee may think fit.
- c) To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the objects of the society or for the purpose of furthering any of such objects.
- d) Fill any vacancies occurring in the committee by appointing a specific person to hold office until the next elections.
- e) Co-op or form sub-committees as necessary for any special project of activity. Where a person who is co-opted is not a full member of the Society, they shall not have voting rights. Any co-op or sub-committee group is answerable to an appointed Committee Member and or the Chairperson.
- f) To exercise all rights, powers and duties which under these Rules are required to be performed by the Committee.
- g) To engage, control and dismiss the Society's servants and paid officials and to exercise all such administrative power as may be necessary to affect its purpose.

9.1 Roles of Committee Members

9.2 The Chairperson's role is to:

- a) Ensure that the Rules are followed;
- b) Convene Meetings;
- c) Chair Meetings, deciding who may speak and when;
- d) Oversee the operation of the Society;
- e) Give a report on the operation of the Society at each Annual General Meeting;
- f) Advise the Registrar of Incorporated Societies of any rule changes;
- g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

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h) Act as Webmaster for the NZDNS website

Chairperson Elect:

Undertake above duties as delegated by the Chairperson and be mentored by the current Chairperson to increase understanding of the role in preparation for progressing into this position.

9.3 The Secretary's role is too:

- a) Record the minutes of Meetings; and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting
- b) Hold the Society's records, documents and books;
- c) Receive and reply to correspondence as required by the Committee
- d) Retain the common seal of the Society, if the Society has a common seal.

9.4 The Treasurer's role is to:

- a) Collect and receive all payments made to the Society. These payments must be banked with fourteen days after the Treasurer receives them;
- b) Keep the Register of Members;
- c) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- d) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in a Meeting;
- e) Forward the annual financial statements for the Society to the Charities Commission upon approval by the Members at an Annual General Meeting.

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Treasurer Elect:

Undertake above duties as delegated by the Treasurer and be mentored by the current Treasurer to increase understanding of the role in preparation for progressing into this position.

- 9.5 The Committee shall meet when summoned by the Secretary; three members shall be a quorum. The Secretary shall summon a Committee meeting not less than three (3) times each year, one in conjunction with the Annual General meeting. In addition, when requested to do so in writing by two or more members of the Committee, the Secretary must summon a meeting within 28 days of receipt of such request. The committee meetings maybe held in person, or via electronic means, such as conference video or conference call.

SOCIETY MEMBERSHIP

10.1 Types of Members

10.2 A Member may be an Ordinary Member or Associate Member.

10.3 An Ordinary member has the rights and responsibilities set out in these rules and shall fulfil the following requirements:

- a) A registered nurse practicing or with an interest in dermatology nursing resident in New Zealand.
- b) Ordinary members will pay any levy to the New Zealand Dermatology Nurses Society Incorporated as set by the Annual General Meeting.

10.4 The committee shall have power to elect as Associate members such applicants who shall fulfil the following requirements:

- a) Allied health professionals employed or practicing in a specialty pertaining to dermatology.
- b) Registered nurses practicing or with an interest in dermatology nursing not resident in New Zealand.
- c) He or she is employed in an activity relevant to dermatology.
- d) Members of consumer groups interested in dermatology nursing.
- e) Associate members may not hold office, propose nominations or motions or have voting rights.
- f) Associate members will pay any levy to the New Zealand

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Dermatology Nurses Society incorporated as set by the Annual General Meeting.

11.1 Admission of members

11.2 To become a Member, a person ("the Applicant") must:

- a) Complete an application form, if the Committee requires this; and
- b) Supply any other information the Committee requires.

11.3 The Committee may interview the Applicant when it considers Membership applications.

11.4 The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary or Associate Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

12.0 The Register of Members

12.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, address, telephone number, email address and occupation of all Members, and the dates at which they became Members.

12.2 If a Member's address or telephone number changes, that member shall give the new address or telephone number to the Secretary.

12.3 Each Member shall provide such other details as the Committee requires.

13.0 Cessation of membership

13.1 Any Member may resign by giving written notice to the Secretary.

13.2 A Member may have his or her membership terminated in the following way:

- a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the member ("the Committee's Notice").

The Committee's Notice must:

- 1) Explain how the member is breaching the Rules or acting

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in a manner inconsistent with the purposes of the Society.

- 2) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's membership.
- 3) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
- 4) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.
- 5) 14 days after the member received the Committee's Notice, the Committee may in its absolute discretion by majority vote, terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the member's receipt of the Termination Notice.
- 6) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the member chooses, the Member may provide the Secretary with a written explanation of the events as the member sees them ("the Members Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 7) When the Member is heard at a Society meeting, the Society may question the Member and the Committee Members.
- 8) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

14.0 Re-admission of former members

14.1 Any former Member who has resigned may apply for

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re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

15.0 Obligations of Members

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

MONEY AND OTHER ASSETS OF THE SOCIETY

16.0 Use of money and other assets

16.1 Any income, benefit, or advantage must be used to advance the educational and charitable purposes of the organisation.

16.2 No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.

17.0 Joining fees, subscriptions and Levies

17.1 The Society shall decide by majority vote at a Society meeting:

- a) What a Member must pay to join the Society ("Joining Fee")
- b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

17.2 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society that Member shall have a further period of one calendar month to pay the Subscription or levy. After the calendar month period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

17.3 If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Committee may determine the member's membership shall be deemed to have been terminated and the member shall cease to hold himself or herself out as a member of the Society, and shall return to the Society all material produced by the Society.

18.0 Additional Powers

18.1 The Society may for the purposes of the Society:

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- a) Employ people;
- b) Exercise any power a trustee might exercise;
- c) Invest in any investment that a trustee might invest in;

19.0 Financial Year

19.1 The financial year of the Society begins on 1st April of every year and ends on 31st March of the next year.

20.0 Cheques

- 20.1 Any Payment made by the Society above the value of fifty dollars must be by cheque or electronic deposit.
- 20.2 All cheques must be signed by two Committee members, with a total of three signatories.

21.0 Appointing an Auditor

21.1 At an Annual General Meeting, the Society may by majority vote appoint someone to audit the Society ("the Auditor"). The Auditor shall audit the Society's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22.0 Society Meetings

- 22.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 22.2 Minutes shall be kept of all Society meetings.
- 22.3 The Annual General Meeting shall be held once every year. The Committee shall determine when and where the Society shall meet. The Society shall aim to hold an educational meeting at least once each year in conjunction with the Annual General Meeting and independently, or in conjunction with any other special group of society of persons approved by the Committee.
- 22.4 Special General Meetings may be called by the Committee.
- 22.5 The Secretary shall give all Members at least 14 days written notice of:
 - a) The business to be conducted at any Society Meeting;
 - b) A copy of the Annual Report and Statement of Accounts, if the

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Society Meeting is an Annual General Meeting;

- c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
 - d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 22.6 All Members may attend Society Meetings. Only ordinary members may vote. A quorum for the Annual General meeting is eight members.
- 22.7 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Society Meeting. If the Secretary is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 22.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:
- a) Voice;
 - b) Show of hand; or
 - c) Secret ballot
 - d) Accept votes by proxy from absent Society Members

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

- 22.9 The business of an Annual General Meeting shall be;
- a) Any minutes of the previous Meeting(s);
 - b) The Chairperson's report on the business of the Society;
 - c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
 - d) Election of Committee Members;

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- e) Motions to be considered;
- f) General business; and
- g) Approval of plans for the balance of the current and next calendar years.

23.0 Motions at Society Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in Support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members".

- a) It must be voted on at the Society Meeting chosen by the member; and
- b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

23.2 The committee may also decide to put forward motions for the Society to vote on ("Committee Motions").

24.0 Committee Meetings

24.1 No Committee Meeting may be held unless more than half of the Committee Members attend in person or are linked into the meeting via electronic means.

24.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.

24.3 Decisions of the Committee shall be by majority vote. A vote by proxy can be accepted by a Committee member who is unable to participate in the meeting.

24.4 The Chairperson or person acting as Chairperson has a casting vote.

24.5 Subject to these Rules, the Committee may regulate its own practices.

25.0 Signing of Documents

25.1 The Society shall have a common seal. A document shall be executed on behalf of the Society if:

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- a) The common seal is attached to the document;
- b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member the committee.

26.0 Altering the rules

- 26.1 The Society may amend or replace these Rules at a Society Meeting by a resolution passed by a majority of those Members voting, provided that no amendment may be made which would alter:
- a) The exclusively charitable nature or tax-exempt status of the Society;
 - b) The rules precluding members from obtaining any personal benefit from their membership; or
 - c) The Rules as to winding up.
- 26.2 Any proposed motion to amend or replace these Rules shall be given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 26.3 At least 14 days before the General meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 26.4 When a Rule change is approved by a General Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

27.0 Winding up

- 27.1 The Society may be wound up under the provision of the Charitable Trusts Act 1957, or if applicable the Charities Act 2005, and on winding up or its dissolution by the Registrar, if there remains any property after the settlement of all the organisation's debts and liabilities the same shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to some other charitable organisation in New Zealand whose objects include in whole or in part, the objects set out in these Rules as the Trustees shall in their absolute discretion think fit and upon such terms and conditions as they shall prescribe.
- 27.2 In the event that the Trustees fail to make specification of any such surplus assets, then the balance of the funds shall be held upon such trusts for charitable purposes in New Zealand as the High Court of New Zealand shall in its absolute discretion

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determine.

28.0 Common Seal

28.1 The Society shall obtain a common seal which shall be in the custody of the Secretary/Treasurer. The common seal shall not be used except by resolution of the Committee. Any two (2) members of the Committee or any two (2) other persons appointed by the Committee for the purpose shall have power to affix the seal to such documents.

29.0 Definitions

28.1 In these Rules:

- a) "Cheque" means a personal cheque or a bank cheque.
- b) "Committee" means the Committee of the Society.
- c) "Committee Meeting" means a meeting of the Committee.
- d) "Committee Member" means any Member who is on the Committee.
- e) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to the Meeting.
- f) "Meeting" means an Annual General Meeting, and Special General Meeting, and any Committee Meeting.
- g) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- h) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- i) "Rules" means these rules, being the rules of the Society.
- j) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

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- l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.