
CONSTITUTION OF NEW ZEALAND RESUSCITATION COUNCIL INCORPORATED



NEW ZEALAND RESUSCITATION COUNCIL INCORPORATED

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1	NAME
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The name of the incorporated society shall be the ***NEW ZEALAND RESUSCITATION COUNCIL INCORPORATED.***

2	DEFINITIONS
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The following definitions shall apply:

- 2.1 “**Act**” shall mean the Incorporated Societies Act 2022, any regulations enacted thereunder and any amendment or successor legislation thereto.
- 2.2 “**Aim**” shall have the meaning set out in Article 3.1 of the Constitution.
- 2.3 “**Charitable Purposes**” shall have the meaning set out in Article 3.2 of the Constitution.
- 2.4 “**Constitution**” shall mean this constitution as it may be altered from time to time in accordance with the Act.
- 2.5 “**Council**” shall mean this incorporated society, the ***NEW ZEALAND RESUSCITATION COUNCIL INCORPORATED.***
- 2.6 “**Deputy Director**” shall mean that the person appointed to that position on the Executive Committee in accordance with Article 9 of this Constitution.
- 2.7 “**Director**” shall mean that the person appointed to that position on the Executive Committee in accordance with Article 9 of this Constitution.
- 2.8 “**Executive Committee**” shall have the same meaning as “*committee*” in section 5(1) of the Act.
- 2.9 “**First Aid**” shall mean the initial care provided for an acute illness or injury to preserve life, alleviate suffering, prevent further illness or injury, and promote recovery. First aid can be initiated by anyone in any situation, including self-care.
- 2.10 “**Government**” shall mean the government of New Zealand.
- 2.11 “**Resuscitation**” shall mean the management of immediate threats to life by restoration and/or maintenance of airway breathing, and circulation.
- 2.12 “**Representative**” shall mean a person appointed in accordance with Article 6.2.1.
- 2.13 “**Treasurer**” shall mean that the person appointed to that position on the Executive Committee in accordance with Article 9 of this Constitution.
- 2.14 “**Secretary**” shall mean that the person appointed to that position on the Executive Committee in accordance with Article 9 of this Constitution.

3	AIM AND CHARITABLE PURPOSES
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The Aim and Charitable Purposes for which the Council is established are:

3.1 Aim:

The Aim is to:

- 3.1.1 foster and promote excellence and consistency of education and practice of Resuscitation and First Aid.

3.2 Charitable Purposes:

The Charitable Purposes are to:

- 3.2.1 To advance education by developing and promoting guidelines for the training and practice of Resuscitation and First Aid.
- 3.2.2 To advance education by providing a forum for exchange of ideas and coordination of all aspects of Resuscitation and First Aid.
- 3.2.3 To benefit the New Zealand public by fostering interaction and coordination between member organisations.
- 3.2.4 To benefit the New Zealand public by generating interest in and promoting Resuscitation and First Aid training and practice, including the development and promotion of knowledge resources.
- 3.2.5 To advance education by gathering and collating scientific information regarding all aspects of Resuscitation and First Aid as well as recommending a modification of practice where appropriate based on such information.
- 3.2.6 To benefit the New Zealand public by promoting simplicity and uniformity in techniques and terminology regarding Resuscitation and First Aid.
- 3.2.7 To advance education by providing an advisory and resource service regarding techniques, teaching methods and teaching aids relating to Resuscitation and First Aid.
- 3.2.8 To advance education by fostering research into methods of teaching and practice of Resuscitation and First Aid.
- 3.2.9 To support and enhance education on Resuscitation and First Aid practices, guided by te ao Māori principles, for the benefit of New Zealand communities.
- 3.2.10 To benefit the New Zealand public and international community by engaging with other bodies with similar objects to the Charitable Purposes, both in New Zealand and overseas.
- 3.2.11 To benefit the New Zealand public by considering and advising on the means of preventing circumstances in which Resuscitation and First Aid may become necessary.
- 3.2.12 To do all such acts and things as are incidental, or subsidiary to all or any of the above Charitable Purposes.

4 POWERS

The powers of the Council are:

- 4.1 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to the Charitable Purposes of the Council provided that the Council shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Council under or by virtue of Article 23.
- 4.2 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the Charitable Purposes of the Council provided that in case the Council shall receive any property subject to any trusts the Council shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.3 To enter into any arrangements with Government or any authority that is incidental or conducive to the attainment of the Charitable Purposes and the exercise of the powers of the Council; to obtain from Government or any such authority any rights, privileges and concessions which the Council may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.4 To appoint, employ, remove or suspend any persons as may be necessary or convenient for the Charitable Purposes of the Council.
- 4.5 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing of any unsecured notes, debentures or other securities of the Council, or in or about the Council or promotion of the Council or in the furtherance of its Charitable Purposes.
- 4.6 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Council's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof.
- 4.7 To invest and deal with the money of the Council not immediately required in such manner as may from time to time be thought fit.
- 4.8 To take, or otherwise require, and hold shares, debentures or other securities of any company or body corporate.
- 4.9 In furtherance of the Charitable Purposes, to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of moneys or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

- 4.10 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Council's property or assets present or future and to purchase, redeem or pay-off any such securities.
- 4.11 In furtherance of the Charitable Purposes, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Council.
- 4.12 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Council's property of whatsoever kind sold by the Council, or any money due to the Council from purchasers and others.
- 4.13 To take any gift of property whether subject to any special trust or not, for any one or more of the Charitable Purposes of the Council.
- 4.14 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Council, in the shape of donations, annual subscriptions or otherwise.
- 4.15 To print and publish any online or printed material that the Council may think desirable for the promotion of its Charitable Purposes.
- 4.16 In furtherance of the Charitable Purposes of the Council to amalgamate with any one or more incorporated societies having Charitable Purposes altogether or in part similar to those of the Council.
- 4.17 In furtherance of the Charitable Purposes of the Council to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated societies with which the Council is authorised to amalgamate.
- 4.18 In furtherance of the Charitable Purposes of the Council to transfer all or any part of the property, assets, liabilities and engagements of the Council to any one or more of the incorporated societies with which the Council is authorised to amalgamate.
- 4.19 To make donations for charitable or community purposes to further the Charitable Purposes.
- 4.20 To do all such other things as are incidental or conducive to the attainment of the Charitable Purposes and the exercise of the powers of the Council.

5 MEMBERSHIP

The membership of the Council shall consist of the following organisations which shall be represented in accordance with Article 6 hereof.

5.1 Membership shall be limited to the following organisations:

Australasian College for Emergency Medicine;
 Australian and New Zealand College of Anaesthetists;
 Australian and New Zealand Intensive Care Society;
 New Zealand Defence Force;
 New Zealand Nurses Organisation;
 New Zealand Red Cross;
 Royal Australasian College of Surgeons;
 Surf Life Saving New Zealand Inc;
 The Cardiac Society of Australia and New Zealand;
 National Child Health Research Foundation (Cure Kids);
 Hato Hone St John;
 Wellington Free Ambulance;
 The Paediatric Society of New Zealand;
 The Royal Australasian College of Physicians;
 The Royal Life Saving Society New Zealand;
 The Royal New Zealand College of General Practitioners;
 The Royal New Zealand College of Urgent Care;
 The National Heart Foundation of New Zealand
 CORE Instructors of New Zealand (CINZ);
 New Zealand College of Midwives
 Advanced Paediatric Life Support New Zealand Inc
 Fire and Emergency New Zealand;
 Australasian College of Paramedicine; and

such other organisations as may be admitted to membership by the Council in general meeting in accordance with Article 5.2.

5.2 Application for Membership

Organisations seeking membership of the Council may make application for membership in such form as may be approved by the Council from time to time.

5.2.1 Subject to the Incorporated Societies Act 2022, the Charities Act 2005 and this Constitution, the Council in general meeting may determine different classes of membership and the rights and obligations attaching to those classes from time to time.

5.2.2 Every application for membership shall be made in writing by the applicant and shall be made supported in writing (in such form as approved by the Council from time to time) by two members of the Council and shall be accompanied by such further information or evidence as the Council shall from time to time prescribe.

5.2.3 At the next meeting of the Council in general meeting after the receipt of any application for membership, such application shall be considered by the

Council in general meeting, which shall thereupon determine upon the admission or rejection of the applicant. Admission of a member shall require a majority vote of two-thirds of the votes cast at the meeting. In no case shall the Council in general meeting be required to give any reason for the rejection of an applicant.

- 5.2.4 Where an applicant has been accepted for membership the Secretary shall forthwith send to the applicant a written notice of acceptance and a request for the payment of the entrance fee (if any) and annual membership fee. Upon payment of the entrance fee (if any) and annual membership fee the applicant shall become a member of the Council provided that if such payment is not made within three calendar months from the date of the notice, the Council may in its discretion cancel its acceptance of the applicant for membership.
- 5.2.5 For the avoidance of doubt, an application for membership made in writing by any person with the express or implied authority to act on behalf of the applying organisation shall constitute that organisation's consent to becoming a member of the Council.

6 MEMBERS

- 6.1 The Secretary shall keep an up-to-date Register of Members of the Council showing such details as the Executive Committee may from time to time require and as required by the Incorporated Societies Act 2022.
- 6.2
- 6.2.1 Each member shall be entitled to appoint from time to time one Representative by notice in writing delivered to the office of the Council. Such Representative shall have and may exercise on behalf of that member all rights of membership (until such appointment is revoked by notice in writing delivered to the office of the Council or the member ceases to hold membership in the Council for any reason).
- 6.2.2 At all general meetings of the Council, each Representative shall be entitled to attend and shall have one vote.
- 6.3 Training conducted by organizations holding membership of council are expected to conform to the New Zealand Resuscitation Council guidelines.
- 6.4 A member shall cease to be a member of the Council if:
- 6.4.1 the member resigns by notice in writing to the Executive Committee in which case membership shall cease at the expiration of thirty days from the receipt by the Executive Committee of the notice, or such earlier date as the Executive Committee shall determine, but the member shall continue to be liable for any fees and all arrears due and unpaid at the date of the resignation and for all other moneys due by the member to the Council.
- 6.4.2 the Council has the right to rescind an organisation's membership if that organisation is seen to be in breach of membership rules.

- 6.5 The Representative shall cease to be a Representative if:
- 6.5.1 the Representative resigns by notice in writing to the Executive Committee;
 - 6.5.2 the Representative should die;
 - 6.5.3 the Representative be declared mentally incapable;
 - 6.5.4 the Representative's appointment is revoked by the member to which the appointment relates.

7 DISCIPLINARY POWERS

- 7.1 The Council may exercise disciplinary powers in respect of any member where such member (or the Representative of that member) has had a complaint made against them in accordance with Article 31 of this Constitution and is, following investigation and determination of the complaint in accordance with Article 31, found to have engaged in conduct which is unbecoming of a member or may be prejudicial to the interests of the Council, or of its members, or which is in breach of this Constitution.
- 7.2 Without limiting Article 31, for the purposes of Article 7.1, the expression "*disciplinary powers*" means the power to do any one (1) or more of the following:
- 7.2.1 expel the member;
 - 7.2.2 suspend the member for any period not exceeding one (1) calendar year; and/or
 - 7.2.3 reprimand the member.
- 7.3 Any disciplinary powers exercised in accordance with this Article 7 shall take effect upon receipt by the member or Representative against whom the disciplinary powers are to be exercised of notice of the decision-makers' determination.
- 7.4 Any member who has been expelled shall cease to be a member of the Council. Any member who has been suspended shall not during the period of suspension be entitled to attend meetings of the Council or otherwise exercise any of the rights or privileges of membership of the Council or to be a Representative of a member.
- 7.5 The expulsion or suspension of a member shall terminate any then current appointment of any Representative of that member.
- 7.6 The Council shall be entitled to publish lists in its magazine or other official publications of members who have been expelled, suspended or reprimanded pursuant to this Constitution.

8 MEMBERSHIP FEES

- 8.1 The entrance fee and membership fees for each class of membership shall be a sum as the Council shall from time to time at any general meeting so determine PROVIDED THAT the fee of any member in any category may be reduced or waived in

return for services rendered to the Council including the defrayment of travelling expenses.

- 8.2 The entrance fee and membership fees for each class of membership shall be payable at such time and in such manner as the Council in general meeting shall from time to time determine.

9 MEMBERSHIP OF EXECUTIVE COMMITTEE

9.1 The Executive Committee of the Council shall consist of the Director, Deputy Director, Secretary, Treasurer, as elected by council in accordance with Article 9.5, and up to two (2) other Representatives of the Council as the Council in general meeting may from time to time elect or appoint.

9.2 Subject to this Constitution, at each alternate annual general meeting of the Council, three (3) members of the Executive Committee for the time being shall retire from office but shall be eligible for re-election. The past Director may remain an active member of the Executive Committee if deemed appropriate.

9.3 Notwithstanding Executive Committee members' eligibility for re-election under Article 9.2 above, no Executive Committee member or Director may seek re-election as an Executive Committee member for a period at an annual general meeting which takes place more than three (3) years after that Executive Committee member was elected to the Executive Committee.

9.4 An Executive Committee member or Director who has become ineligible to seek re-election due to Article 9.3 above shall be eligible to seek election at the annual general meeting following the one at which their replacement on the Executive Committee was elected.

9.5 The election of officers and other members of the Executive Committee shall take place in the following manner:

9.5.1 Any member of the Council shall be at liberty to nominate any Representative to serve as an officer or other member of Executive Committee.

9.5.2 The nomination, which shall:

- a) be in writing;
- b) be signed by the nominated person and their proposer;
- c) confirm that the nominated person has read and understood the provisions of this Constitution;
- d) confirm that the nominated person will uphold the provisions of this Constitution if elected;

shall be lodged with the Secretary prior to the commencement of the annual general meeting at which the election is to take place.

9.5.3 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Representative present, personally or by proxy, at the annual general meeting shall be entitled to

- vote for any number of such candidates not exceeding the number of vacancies.
- 9.5.4 Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken at the meeting.
- 9.6 Any member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 9.7 Any member of the Executive Committee may be removed from office where that Executive Committee member has had a complaint made against them in accordance with Article 31 of this Constitution and, following investigation and determination of the complaint in accordance with Article 31, the appointed decision maker deems removal of that Executive Committee member from office appropriate.
- 9.8 The Executive Committee member's removal shall take effect upon receipt by that Executive Committee member of notice of the decision-makers' determination.
- 9.9 For the avoidance of doubt, the Council, in a general meeting and acting by two-thirds majority vote, may act as "*decision maker*" for the purposes of Article 31 where a complaint against a member of the Executive Committee alleges that member or Representative has engaged in conduct which, in the opinion of any two (2) or more remaining members of the Executive Committee, may warrant that Executive Committee member's removal from office, provided that Articles 31.8 – 31.13 and 31.17 are complied with.
- 9.10 The Executive Committee shall have power at any time to appoint any Representative to fill any casual vacancy on the Executive Committee until the next annual general meeting and co-opt up to three (3) Representatives as additional members of the Executive Committee, who shall hold office until the next annual general meeting.
- 9.11 The continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Executive Committee, the continuing member or members may act for the purpose of increasing the number of members of the Executive Committee or for summoning a general meeting of the Council, but for no other purpose.
- 9.12 The Executive Committee shall appoint an individual (or individuals), whether a member (or members) of the Executive Committee or not, to act as the Council's contact person (or contact persons) for the purposes of section 113 of the Incorporated Societies Act 2022 and during any period in which the position of contact person is vacant that role shall be filled by the Secretary.

10	FUNCTIONS OF THE EXECUTIVE COMMITTEE
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10.1 Except as otherwise provided by this Constitution and subject to resolutions or directions of the Council in general meeting the Executive Committee:

10.1.1 shall have the general control and management of the administration of the affairs, property and funds of the Council;

10.1.2 shall have authority to interpret the meaning of this Constitution and any matter relating to the Council on which this Constitution are silent; and

10.1.3 may exercise all the powers of the Council including:

- a) to borrow or raise or secure the payment of money and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Council in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Council's property, both present and future, and to purchase, redeem or pay off any such securities;
- b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in New Zealand for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Council, and to provide and pay off any such securities; and
- c) to invest in such manner as the members of the Council in general meeting may from time to time determine.

11 MEETINGS OF EXECUTIVE COMMITTEE

11.1 The Executive Committee shall meet at least three (3) times in each calendar year.

11.2 Meetings by telephone or audiovisual link:

11.2.1 For the purpose of this Constitution the contemporaneous linking together by telephone or audiovisual link of a number of the members of the Executive Committee, not less than the quorum, including the Secretary, whether or not any one or more of the members is out of New Zealand, shall be deemed to constitute a meeting of the Executive Committee. All the provisions in these Articles as to meetings of the Executive Committee shall apply to such meetings by telephone or audiovisual link so long as the following conditions are met:

- a) All the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be entitled to notice of a meeting by telephone or audiovisual link and to be linked by telephone or audiovisual link for the purpose of such meeting. Notice of any such meeting may be given on the telephone or by audiovisual link.
- b) Each of the members taking part in the meeting by telephone or audiovisual link must be able to hear each of the other members taking part at the commencement of the meeting.

- c) At the commencement of the meeting each member must acknowledge his/her presence for the purpose of a meeting of the Executive Committee to all the other members taking part.
- 11.2.2 A member may not leave the meeting by disconnecting the telephone or audiovisual link unless the member has previously obtained the express consent of the chairperson of the meeting. A member shall be presumed conclusively to have been present and to have formed part of the quorum at all times during the meeting by telephone or audiovisual link, unless he or she has previously obtained the express consent of the meeting's chairperson to leave the meeting as aforesaid.
- 11.2.3 A minute of the proceedings at such meetings by telephone or audiovisual link shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting and by the Secretary.
- 11.3 A special meeting of the Executive Committee shall be convened by the Secretary on the requisition in writing signed by not less than two (2) members of the Executive Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted at the meeting.
- 11.4 At every meeting of the Executive Committee a simple majority of members elected and/or appointed to the Executive Committee shall constitute a quorum.
- 11.5 Subject to previous provisions in this Article 11, the Executive Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and, in the case of equality of votes, the questions shall be deemed to be decided in favour of the status quo.
- 11.6 A member of the Executive Committee shall not vote in respect of any contract or proposed contract with the Council in which the member is interested (as "*interested*" is defined by Article 32), or any matter arising therefrom, and, if the member does so vote, the vote shall not be counted.
- 11.7 Not less than fourteen (14) days' notice shall be given by the Secretary to members of the Executive Committee of any meeting of the Executive Committee. Such notice shall state the general nature of the business to be considered.
- 11.8 The Director shall preside as chairperson at every meeting of the Executive Committee, or, if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting, or is unwilling to act, the Deputy Director shall preside or if the Deputy Director is not present at the meeting, or is unwilling to act, then the members of the Executive Committee present may elect one (1) of their number to be chairperson of the meeting.
- 11.9 If within half an hour from the time appointed for the commencement of an Executive Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee shall lapse.

- 11.10 All acts done by any meeting of the Executive Committee, or of a sub-committee, or by any person notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that the members of the Executive Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.
- 11.11 A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Executive Committee.

12 SUB-COMMITTEES

- 12.1 The Council and/or the Executive Committee may delegate any of their powers, including that of co-option, to a sub-committee consisting of such Representatives as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations or directions that may be imposed on it by the Council or Executive Committee (as the case may be) from time to time.
- 12.2 A sub-committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- 12.3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-committee shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the question shall be deemed to be decided in favour of the status quo.

13 TIMING OF ANNUAL GENERAL MEETINGS

- 13.1 The annual general meeting shall be held within six (6) months following the close of the financial year.

14 BUSINESS AT ANNUAL GENERAL MEETINGS

- 14.1 The business to be transacted at an annual general meeting of members shall be:
- 14.1.1 the receiving of the Executive Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Council for the preceding financial year;
- 14.1.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year;

- 14.1.3 if required under this Constitution, the election of members of the Executive Committee in accordance with Article 9.5;
- 14.1.4 the appointment of committees which the Council in general meeting considers will assist the affairs of the Council;
- 14.1.5 the appointment of an auditor;
- 14.1.6 other business as requested in writing by a member of the Council giving twenty-eight (28) days' notice and clearly stating the nature of the business.

15 SPECIAL GENERAL MEETINGS

- 15.1 The Secretary shall convene a special general meeting of members:
 - 15.1.1 when directed to do so by the Executive Committee; or
 - 15.1.2 on the requisition in writing signed by not less than two (2) members of the Executive Committee or not less than five (5) members of the Council. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted at the meeting.
- 15.2 Other than the requirements for convening special general meetings set out in Article 15.1 above, the requirements and arrangements for special general meetings shall be the same as those for general meetings.

16 GENERAL MEETINGS

- 16.1 At any general meeting the number of Representatives of member organisations required to constitute a quorum shall be a simple majority of such Representatives.
- 16.2 No business shall be transacted at any general meeting unless a quorum of Representatives is present at the time when the meeting proceeds to business. For the purposes of this Article '*Representative*' includes a person attending as a proxy.
- 16.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee or members, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 16.4 The meeting's chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17	NOTICE OF MEETINGS
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- 17.1 The Secretary shall convene all general meetings of the Council by giving not less than twenty-one (21) days' notice of any such meeting to the members of the Council PROVIDED THAT notice of any general meeting of the Council at which it is proposed to put a motion to the meeting that the Constitution be amended, rescinded or added to shall require three (3) calendar months' notice.
- 17.2 The manner by which such notice shall be given shall be determined by the Executive Committee. Notice of a general meeting shall clearly state the nature of the business to be discussed at the meeting. Notice of a general meeting at which it is proposed to put a motion to the meeting that the Constitution be amended, rescinded or added to shall in addition be signed by not less than two (2) members of the Executive Committee or Representatives of members PROVIDED THAT signature of such Representatives shall be endorsed by an authorised officer of the member (other than the Representative).

18	POSTAL BALLOT
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- 18.1 In respect of any business which may be validly considered at any general meeting pursuant to this Constitution, the Executive Committee may (in lieu of such meeting) conduct a postal or electronic ballot of members (hereinafter referred to as a "**Postal Ballot**") in accordance with the provisions of this Article.
- 18.2 At least twenty-one (21) days' prior to the closing date of a Postal Ballot, the Secretary shall send to all members, ballot papers giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in a form, which may or may not be electronic, and with such content as the Executive Committee may approve), and shall give all members notice of the closing date of the Postal Ballot.
- 18.3 The Secretary shall receive all voting forms received from members in respect of a Postal Ballot and shall promptly advise the Executive Committee of the result of the Postal Ballot. Any voting form received at the office or by the appointed electronic means after 5:00pm on the closing date of a Postal Ballot shall be deemed to be invalid and shall not be counted.
- 18.4 In the event of an equal number of votes in respect of any business for which a Postal Ballot is conducted, the Director shall have a second and casting vote.
- 18.5 In all other respects, subject to this Constitution, the Executive Committee shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have power to make regulations for that purpose.
- 18.6 In the event of any dispute by any member in relation to the validity or conduct of any Postal Ballot, such member shall within thirty (30) days of the closing date of such Postal Ballot, give notice in writing to the Executive Committee delivered to the national office of the Council, stating the grounds of that member's complaint. The

Executive Committee may thereupon either itself investigate the complaint or may appoint a sub-committee for the purpose. After hearing the complaint, the Executive Committee shall determine the matter, and its decision thereupon shall be final unless a complaint is made pursuant to the disputes resolution procedure set out in Article 31 of this Constitution.

19	RULES OF MEETINGS
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Unless otherwise provided by this Constitution, at every general meeting:

- 19.1 The Director shall preside as chairperson or if there is no Director or if they are not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Director shall be the chairperson, or if the Deputy Director is not present or is unwilling to act, then the Representatives present shall elect one of their number to be chairperson of the meeting.
- 19.2 The meeting's chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- 19.3 Every question, matter or resolution shall be decided by a majority of votes of the Representatives present.
- 19.4 Every Representative present shall be entitled to one (1) vote and in the event of an equality of votes, the meeting's chairperson shall have a second or casting vote. No Representative shall be entitled to vote at any general meeting if the member who appointed the Representative in accordance with Article 6.2.1 is in arrears in payment of its annual subscription for more than twelve months.
- 19.5 Voting shall be by show of hands unless not less than one-fifth of the Representatives present demand a ballot. The chairperson of the meeting shall appoint two (2) Representatives to conduct the secret ballot in such manner as the meeting's chairperson shall determine and the result of the ballot as declared by the meeting's chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 19.6 A Representative may vote in person or by proxy and, on a show of hands, every Representative present personally or by proxy shall have one (1) vote and in a secret ballot every Representative present in person or by proxy shall have one (1) vote.
- 19.7 The instrument appointing a proxy shall be in writing, in such form as is approved by the Executive Committee, or if none is approved in the common or usual form, under the hand of the appointor duly authorised in writing. A proxy may, but need not, be a Representative. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 19.8 Where it is desired to afford Representatives an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the form contained in Schedule 1 of this Constitution or a form as near thereto as circumstances permit.

- 19.9 The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 19.10 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Executive Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Executive Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting, or the chairperson of the next succeeding general meeting. The minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.
- 19.11 A member or member's proxy shall be considered present at a general meeting whether that member or member's proxy is physically present or present by audio or audiovisual link. A show of hands may also be carried out by audiovisual link. The Council may, by ordinary resolution, establish and amend specific procedures for attendance and voting via audio or audiovisual link.

20 ADMINISTRATIVE INSTRUCTIONS/REGULATIONS

The Executive Committee may from time to time make, amend or repeal administrative instructions or regulations, not inconsistent with this Constitution, for the internal management of the Council and any administrative instruction or regulation may be set aside by any general meeting of the Council.

21 ALTERATION OF CONSTITUTION

- 21.1 Subject to the Act this Constitution may be amended, rescinded or added to from time to time by a resolution carried at any general meeting provided that no such amendment, rescission or addition will affect the exclusively charitable nature of the Council's Charitable Purposes, the prohibition on personal profit and the requirement that surplus assets must be given to a charitable entity within New Zealand upon the Council's winding up as required by this Constitution and no such amendment, rescission or addition shall be valid until the same shall have been registered in accordance with the Act.
- 21.2 No amendment, rescission or addition to this Constitution, including to/of this Article 21.2 shall be made that would enable the activities of the Council be carried on for the private pecuniary profit of any individual or in any manner which would result in the Council becoming either ineligible for registration, or eligible for de-registration, as a charity in New Zealand.

22 COMMON SEAL

The Executive Committee shall provide for a common seal of the Council and for its safe custody. The common seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be counter-signed by the Secretary, or by a second member of the Executive Committee, or by some other person appointed by the Executive Committee for that purpose.

23 FUNDS AND ACCOUNTS

- 23.1 The funds of the Council shall be invested in the name of the Council in such bank or other investment as the Executive Committee may from time to time direct.
- 23.2 Proper books and accounts shall be kept and maintained, either in written or printed form in the English language showing correctly the financial affairs of the Council and the particulars usually shown on books of a like nature.
- 23.3 All moneys shall be invested as soon as practicable after receipt thereof.
- 23.4 All amounts of twenty (20) dollars or over shall be paid by electronic transfer by any two (2) of the Director, Deputy Director, Secretary, Treasurer or other persons authorised from time to time by the Executive Committee.
- 23.5 All expenditure shall be approved or ratified at an Executive Committee meeting.
- 23.6 As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
- 23.6.1 the income and expenditure for the financial year just ended;
and
 - 23.6.2 the assets and liabilities, and of all mortgages, charges and securities affecting the property of the Council at the close of that year.
- 23.8 All such statements shall be examined by the auditor, who shall present their report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 23.9 The income and property of the Council, whenever derived, shall be used and applied solely in promotion of its Charitable Purposes and in the exercise of its powers, as set out herein, and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Council provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by it to the Council, or otherwise owing by the Council to it or of remuneration to any officers or employees of the Council, or to any member of the Council or other person in return for any services actually rendered to the Council PROVIDED FURTHER THAT nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Council or reasonable and proper rent or premises demised or let to the Council.

24 DOCUMENTS

The Executive Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Council.

25 FINANCIAL YEAR

The financial year of the Council shall close on 30 June in each year.

26 DISTRIBUTION OF SURPLUS ASSETS

If the Council shall be put into liquidation or otherwise wound up, in accordance with the provisions of the Incorporated Societies Act 2022, and there remains, after satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the members of the Council, but shall be given or transferred to some other society, institution, association, organisation, or trust that is not carried on for the private benefit of an individual, and whose funds are applied entirely or mainly for benevolent, philanthropic, cultural, charitable, sporting, or public purposes in New Zealand, particularly such that has (or have) objects similar to the Charitable Purposes of the Council, within New Zealand.

27 LIQUIDATION

Members of Council may resolve to put the Council into liquidation pursuant to Section 208 of the Act. No such motion shall be put to a special general meeting of the Council unless three (3) calendar months' notice has been given to all members.

28 POLICY

In all matters of policy concerning the practice and teaching of Resuscitation, the name of the Council may not be used by the members or associates in relation to policy statements, unless the Council in general meeting has given prior approval to those policy statements.

29 SUBSCRIBERS

The Society may have any numbers of subscribers who shall make an annual donation or pay a subscription to the Society. Subscribers will not enjoy voting rights or other privileges of membership. Subscribers may be invited to serve on committees appointed by the Council from time to time and may receive such benefits as the Council or its Executive shall from time to time approve. The admission of persons as subscribers shall be at the sole discretion of the Executive which shall have the right to remove any person from the list of subscribers without assigning any reason therefore.

30 GENERAL ASSEMBLIES

The Council may call public meetings for any purpose, but the Council shall not be bound by any direction or resolution of such meetings.

31 COMPLAINTS AND DISPUTE RESOLUTION

- 31.1 A member (for the purposes of this Article 31, “*member*” shall include that member’s Representative where appropriate) or an officer may make a complaint by giving to the Executive Committee (or a complaints sub-committee) a notice in writing that:
- 31.1.1 States that the member or officer is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - 31.1.2 Sets out the allegation to which the dispute relates and whom the allegation is against; and
 - 31.1.3 Sets out any other information reasonably required by the Council.
- 31.2 The Council may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that:
- 31.2.1 States that the Council is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - 31.2.2 Sets out the allegation to which the dispute relates and whom the allegation is against.
- 31.3 The information given under Articles 31.1.2 or 31.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 31.4 A complaint may be made in any other reasonable manner permitted by this Constitution.
- 31.5 A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 31.6 If the Council makes a complaint:
- 31.6.1 The Council has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 31.6.2 An officer may exercise that right on behalf of the Council.
- 31.7 Without limiting the manner in which the member, officer, or the Council may be given the right to be heard, they must be taken to have been given the right if:
- 31.7.1 They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 31.7.2 An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 31.7.3 An oral hearing (if any) is held before the decision maker; and
 - 31.7.4 The member’s, officer’s, or Council’s written statement or submissions (if any) are considered by the decision maker.

- 31.8 Articles 31.8 – 31.11 apply if a complaint involves an allegation that a member, an officer, or the Council (the “**Respondent**”):
- 31.8.1 Has engaged in misconduct; or
 - 31.8.2 Has breached, has breached, or is likely to breach, a duty under the Constitution or bylaws or the Incorporated Societies Act 2022; or
 - 31.8.3 Has damaged the rights or interests of a member or the rights or interests of members generally.
- 31.9 The Respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 31.10 If the Respondent is the Council, an officer may exercise the right on behalf of the Council.
- 31.11 Without limiting the manner in which the Respondent may be given the right to be heard, a Respondent must be taken to have been given the right if:
- 31.11.1 The Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
 - 31.11.2 The Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 31.11.3 An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 31.11.4 An oral hearing (if any) is held before the decision maker; and
 - 31.11.5 The Respondent’s written statement or submissions (if any) are considered by the decision maker.
- 31.12 The Council must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the Constitution, ensure that the dispute is investigated and determined.
- 31.13 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.
- 31.14 Despite Articles 31.12 & 31.13, the Council may decide not to proceed further with a complaint if:
- 31.14.1 The complaint is trivial; or
 - 31.14.2 The complaint does not appear to disclose or involve any allegation of the following kind:
 - a) That a member or an officer has engaged in material misconduct:
 - b) That a member, an officer, or the Council has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws or the Incorporated Societies Act 2022:
 - c) That a member’s rights or interests or members’ rights or interests generally have been materially damaged:

- 31.14.3 The complaint appears to be without foundation or there is no apparent evidence to support it; or
 - 31.14.4 The person who makes the complaint has an insignificant interest in the matter; or
 - 31.14.5 The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - 31.14.6 There has been an undue delay in making the complaint.
- 31.15 The Council may refer a complaint to:
- 31.5.1 A sub-committee or an external person to investigate and report; or
 - 31.5.2 A sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 31.16 The Council may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 31.17 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive Committee or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:
- 31.7.1 Impartial; or
 - 31.7.2 Able to consider the matter without a predetermined view.

32	CONFLICTS OF INTEREST
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- 32.1 A member, member of the Executive Committee, or any associated persons will be interested in a transaction or proposed transaction if they or their business or family associates, will receive any income, benefit or advantage whatsoever from that transaction.
- 32.2 A member, member of the Executive Committee, or any associated persons must, after becoming aware of the fact that they are interested in a transaction or proposed transaction of the Society, disclose the nature and extent of the interest (including monetary value if such can be quantified) to the other members by written notice to the Executive Committee.
- 32.3 No member, member of the Executive Committee, or any associated persons shall participate in, or materially influence, any decision made by the members or Executive Committee in respect of a transaction which that member, member of the Executive Committee, or any associated persons is interested in.
- 32.4 For the avoidance of doubt, the Council may enter into a transaction with a member, member of the Executive Committee, or any associated persons provided the other Executive Committee members resolve that:
- 32.4.1 It is appropriate to do so in all the circumstances; and
 - 32.4.2 Article 11.6 has been complied with; and
 - 32.4.3 Article 32.3 has been complied with.

FINAL

SCHEDULE 1 – PROXY APPOINTMENT INSTRUMENT

TO: NEW ZEALAND RESUSCITATION COUNCIL INCORPORATED

I, of

.....
being a representative of a member of the above-named Council, HEREBY APPOINT

.....
of
as my proxy to vote for me on my behalf at the (annual) general meeting of the Council, to be held
on the day of20 ,
and at any adjournment thereof.

Signed this day of 20

Signature

This form is to be used *in favour of/* against the following resolution;

.....
Strike out whichever is not desired (unless otherwise instructed, the proxy may vote as they think fit).

