

# NEW ZEALAND RESUSCITATION COUNCIL INCORPORATED

## 1 NAME

The name of the incorporated society shall be the ***NEW ZEALAND RESUSCITATION COUNCIL INCORPORATED*** (called "the Council").

## 2 DEFINITIONS

The following definitions shall apply-

- 2.1 "Resuscitation" shall mean the management of immediate threats to life by restoration and/or maintenance of airway breathing, and circulation.
- 2.2 "Representatives" shall mean persons appointed in accordance with rule 6.2.1.

## 3 AIM AND OBJECTS

The aim and objects 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.

### 3.2 Objects

The objects are to:-

- 3.2.2 develop and promote guidelines for training in resuscitation.
- 3.2.1 provide a forum for discussion and coordination of all aspects of resuscitation.
- 3.2.3 foster interaction and coordination between member organisations.
- 3.2.4 foster interest in, and promulgate information regarding resuscitation.
- 3.2.5 gather and collate scientific information regarding all aspects of resuscitation; to recommend a modification of practice where appropriate on the basis of such information.
- 3.2.6 promote simplicity and uniformity in techniques and terminology regarding resuscitation.
- 3.2.7 provide an advisory and resource service regarding techniques, teaching methods and teaching aids relating to resuscitation.
- 3.2.8 foster research into methods of teaching and practice of resuscitation.
- 3.2.9 establish regular communications with other bodies with similar objects, both in New Zealand and overseas.

3.2.10 consider and advise on the means of preventing circumstances in which resuscitation may become necessary.

3.2.11 do all such acts and things as are incidental, or subsidiary to all or any of the above objects.

## **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 those 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 rule 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 objects 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 objects 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 such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the objects 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 objects.
- 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 objects of the Council 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 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.12 In furtherance of the objects of the Council 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.
- 4.13 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.
- 4.14 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Council.
- 4.15 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.

- 4.16 To print and publish any newspapers, periodicals, books or leaflets that the Council may think desirable for the promotion of its objects.
- 4.17 In furtherance of the objects of the Council to amalgamate with any one or more incorporated societies having objects altogether or in part similar to those of the Council.
- 4.18 In furtherance of the objects 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.
- 4.19 In furtherance of the objects 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.
- 4.20 To make donations for patriotic, charitable or community purposes.
- 4.21 To transact any lawful business in aid of New Zealand in the prosecution of any war in which New Zealand is engaged.
- 4.22 To do all such other things as are incidental or conducive to the attainment of the aims and objects and the exercise of the powers of the Council.

## **5 MEMBERSHIP**

The membership of the Council at incorporation shall consist of the following organisations which shall be represented in accordance with rule 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 Ambulance Education Council Inc  
New Zealand Defence Force  
New Zealand Nurses Organisation  
New Zealand Red Cross  
Private Emergency Care Association of New Zealand Inc  
Royal Australasian College of Surgeons  
Surf Life Saving New Zealand Inc  
The Cardiac Society of Australia and New Zealand  
The National Child Health Research Foundation (represented through New Zealand Cot Death Association)

St John  
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  
Core Instructors of New Zealand (CINZ)

such other organisations as may be admitted to membership by the Council in general meeting in accordance with rule 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 1908 and these rules, 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.

## **6 MEMBERS**

- 6.1 The Hon Secretary shall keep a Register of Members of the Council showing such details as the Executive Committee may from time to time require.

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 NZRC 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 Council has the right to rescind an organization's membership if that organization 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 in general meeting may by a two-third majority resolution exercise disciplinary powers in respect of any member where such member (or the representative of that member) has in the opinion of the Council in general meeting engaged in conduct which is unbecoming of a member or which, in the opinion of the Council, in general meeting may be prejudicial to the interests of the Council, or of its members, or which is in breach of these rules.
- 7.2
- 7.2.1 for the purposes of rule 7.1 the expression "disciplinary powers" means the power to do any one (1) or more of the following:
- 7.2.1.1 expel the member;
- 7.2.1.2 suspend the member for any period not exceeding one (1) calendar year;
- 7.2.1.3 reprimand the member.
- 7.2.2 The Council in general meeting shall not exercise disciplinary powers in respect of the conduct of any person or member unless not less than two (2) weeks in advance there has been given to that person or member notice of the time and place at which the question of disciplinary action in respect of the conduct of that person is to be brought before the Council in general meeting.
- 7.2.3 Copies of any notices required to be given under rule 7.2.2 shall be sent by pre-paid post not less than one (1) week in advance to each member.
- 7.2.4 Any member to whom notice is required to be sent under rule 7.2.3 above, shall be entitled to be heard by the Council in general meeting before it exercises disciplinary powers in respect of the conduct of or directly affecting that person.
- 7.2.5 the decision of the Council in general meeting will take effect upon receipt by the member of notice of the decision of the Council in general meeting.
- 7.3 Any member who has been expelled thereupon ceases 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.
- 7.4 The expulsion or suspension of a member shall terminate any then current appointment of any representative of that member.
- 7.5 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 these rules.

## **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 Chairperson, Deputy Chairperson, Hon. Secretary, Hon Treasurer, as elected by council in accordance with rule 9.3, 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 these rules, at each alternate annual general meeting of the Council, members of the Executive Committee for the time being shall retire from office, but shall be eligible for re-election. The past chairperson may remain an active member of the executive committee if deemed appropriate.
- 9.3 The election of officers and other members of the Executive Committee shall take place in the following manner:-
- 9.3.1 Any member of the Council shall be at liberty to nominate any representative to serve as an officer or other member of Executive Committee.
- 9.3.2 The nomination, which shall be in writing and signed by the nominated person and his or her proposer, shall be lodged with the Secretary prior to the commencement of the annual general meeting at which the election is to take place.
- 9.3.3 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.
- 9.3.4 Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken at the meeting.

- 9.4 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.
- 9.5 Any member of the Executive Committee may be removed from office at a general meeting of the Council where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by a two-thirds majority vote of the representatives present at such a general meeting.
- 9.6 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.
- 9.7 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 these rules 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.

## **10 FUNCTIONS OF THE EXECUTIVE COMMITTEE**

- 10.1 Except as otherwise provided by these rules 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;  
and
  - 10.1.2 shall have authority to interpret the meaning of these rules and any matter relating to the Council on which these rules are silent;
  - 10.1.3 may exercise all the powers of the Council including -
    - 10.1.3.1 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;

- 10.1.3.2 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
- 10.1.3.3 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:
- 11.2.1 For the purpose of these Rules the contemporaneous linking together by telephone of a number of the members of the Executive Committee, not less than the Quorum, including the Hon. 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 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 and to be linked by telephone for the purpose of such meeting. Notice of any such meeting may be given on the telephone.
  - b) Each of the members taking part in the meeting by telephone 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 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, unless he or she has previously obtained the express consent of the Chairperson to leave the meeting as aforesaid.
- 11.2.3 A minute of the proceedings at such meetings by telephone 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 thereat.
- 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 rule, 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, 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) day's 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 Chairperson 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 Chairperson shall preside or if the Deputy Chairperson 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 three (3) 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 these rules, the election of members of the Executive Committee in accordance with rule 9.3;
- 14.1.4 the appointment of committees and the election of chairperson of those 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 thereat.

## **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 rule "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 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**

- 17.1 The Secretary shall convene all general meetings of the Council by giving not less than twenty-one (21) day's 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 rules of the Council be amended, rescinded or added to shall require three (3) calendar month's 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 thereat. Notice of a general meeting at which it is proposed to put a motion to the meeting that the rules of the Council 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**

- 18.1 In respect of any business which may be validly considered at any general meeting pursuant to these rules, the Executive Committee may (in lieu of such meeting) conduct a Postal Ballot of members (in these rules referred to as "a Postal Ballot") in accordance with the provisions of this rule.
- 18.2 At least twenty-one (21) day's 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 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 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 Chairperson shall have a second and casting vote.
- 18.5 In all other respects, subject to these rules, 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 his or her 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.

## **19 RULES OF MEETING**

Unless otherwise provided by these rules, at every general meeting:-

- 19.1 The Chairperson shall preside as Chairperson or if there is no Chairperson or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairperson shall be the Chairperson, or if the Deputy Chairperson 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 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 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 rule 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 Chairperson shall determine and the result of the ballot as declared by the 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 following form or a form as near thereto as circumstances permit -

**"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 of ..... 199

,  
and at any adjournment thereof.

Signed this ..... day of ..... 19

Signature  
.....

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

*Strike out which ever is not desired (unless otherwise instructed, the proxy may vote as he  
or she thinks fit)."*

19.9 The instrument appointing a proxy shall be deposited with the Hon. 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.



## **20 ADMINISTRATIVE INSTRUCTIONS/REGULATIONS**

The Executive Committee may from time to time make, amend or repeal administrative instructions or regulations, not inconsistent with these rules, 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 RULES**

Subject to the provision of the Incorporated Societies Act 1908 these rules may be amended, rescinded or added to from time to time by a resolution carried at any general meeting PROVIDED THAT no such amendment will affect the charitable objects, the personal profit and winding up clauses of this Constitution and no such amendment, rescission or addition shall be valid until the same shall have been registered in accordance with the Act.

## **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 cheque signed by any two (2) of the Chairperson, Deputy Chairperson, Secretary, Treasurer or other persons authorised from time to time by the Executive Committee.
- 23.5 Cheques shall be crossed "not negotiable", except those in payment of wages, allowances or petty cash recouplements which may be open.

- 23.6 All expenditure shall be approved or ratified at an Executive Committee meeting.
- 23.7 As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of -
- 23.7.1 the income and expenditure for the financial year just ended;
  - and
  - 23.7.2 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 his or her 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 objects 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 servants 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, in accordance with the provisions of the Incorporated Societies Amendment Act 1993, 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 charitable organisation or organisations having objects similar to the objects of the Council, within New Zealand.

## **27 LIQUIDATION**

Members of Council may resolve to put the Council into liquidation pursuant to Section 24 of the Incorporated Societies Act 1908. No such motion shall be put to a special 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**

29.1 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**

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