

# **New Zealand Hospital Scientific Officers' Association Incorporated**

- 1 NAME: The Association shall be named the New Zealand Hospital Scientific Officers Association Incorporated, hereinafter called the Association.
- 2 DEFINITIONS: The following words shall have the meaning hereinafter specified unless there be something in the text inconsistent therewith:-
  - 2.1 Scientific Work shall be such research, advisory, teaching, developmental, clinical, or other duties that require a science degree for their proper performance.
  - 2.2 Financial Member means a member who has paid all subscriptions and levies due.
  - 2.3 The Officers of the Association shall be Chairman, Secretary, and Treasurer.
  - 2.4 Representative Areas: The regions surrounding Auckland and Hamilton; Palmerston North and Wellington; Christchurch; and Dunedin, shall be the four representative areas.
- 3 REGISTERED OFFICE: The registered office of the Association shall be at such place or places as the Committee shall from time to time determine.
- 4 OBJECT: The Object of the Association will be to promote and protect the interests of the scientists employed within, or associated with, the health services of New Zealand.
- 5 MEMBERSHIP: Any scientist deemed by the Committee to be eligible to be engaged in scientific work in the health service may become a member.
- 6 ELECTION TO MEMBERSHIP: Eligible persons shall apply in writing to the Secretary. Membership shall commence on election to membership by the Committee, and after payment of the initial subscription.
- 7 CESSATION OF MEMBERSHIP:
  - 7.1 Resignations from financial members shall be given to the Secretary in writing and shall take effect from that date.
  - 7.2 Expulsions: The Committee may resolve to expel a member who has not been a financial member for twelve months or more, or cannot be contacted, or who acts in a manner considered unanimously by the Committee to be prejudicial to the Association. Reinstatement shall be on such terms as the Committee sees fit.
- 8 SUBSCRIPTIONS:
  - 8.1 The subscription shall be an amount as is from time to time determined by a General Meeting.
  - 8.2 Subscriptions shall become due on the date set by the Committee.
  - 8.3 The Treasurer shall send a personal account to all members where possible at least one month before the due date.
- 9 COMMITTEE:
  - 9.1 The management and control of the affairs of the Association shall be vested in the Committee, but subject to the provisions of the Constitution.
  - 9.2 The Committee shall be elected at the Annual General Meeting.
  - 9.3 The Committee shall consist of the Officers and three other financial members. The Officers should be from the same representative area.

- 9.4 The Chairman shall be responsible to the Association and the Committee to regulate the General Meetings and Committee meetings. The Chairman shall be the general representative of the Association.
- 9.5 The Secretary shall be responsible to the Committee to maintain records of the Association, and to oversee its assets and properties. The Secretary shall be the executive officer of the Association.
- 9.6 The Treasurer shall be responsible to the Committee for the financial management of the Association.
- 9.7 The Officers shall receive retire annually, but be eligible for re-election.
- 9.8 The power to call a Committee meeting shall rest with the Chairman. The Chairman shall be required to call a Committee meeting within twenty one days of being requested to do so by two Committee members. Notice of the intention to hold a Committee meeting shall be made to Committee members at least seven days before the date set for the meeting.
- 9.9 The Secretary shall notify Committee members whenever possible, especially those unable to be present at the meeting, of impending notices of motion and other business to be transacted, so that these members may be able to express an opinion or vote by proxy.
- 9.10 Four members including one Officer shall be a Committee quorum.
- 9.11 Decisions of the Committee shall be made by a simple majority of the votes of the members present together with any proxies on a specific topic. In the event of an equal number of votes cast for and against any resolution or question, the Chairman shall have a casting vote as well as deliberate vote. The mode of voting shall be decided by the Chairman of the Meeting.
- 9.12 In the event of any casual vacancies, the Committee shall appoint a replacement.
- 9.13 The Committee may appoint sub-Committees. The Chairman and Secretary shall be ex officio members of such sub-Committees. Sub-Committees shall be responsible to the Committee to whom regular reports shall be made. All sub-Committees shall be reconstituted annually by the Committee.
- 9.14 AGM Venue: The Committee shall, early in its term of office, decide the venue and date of the Annual General Meeting for the year. Wherever possible, the meeting should be in May.
- 9.15 Representative Area of the Officers: The Annual General Meeting shall determine from which representative area the Officers shall be drawn in the year following the current year.
- 10 FINANCE AND PROPERTY:
- 10.1 The Association's fund shall be deposited in bank accounts or trustee investment accounts on behalf of and in the name of the Association. The Treasurer shall keep proper accounts of all monies due to or payable by the Association. The Association accounts shall be audited as directed by the Committee.
- 10.2 The Books of Accounts shall always be open to the inspection of any Committee member. The funds of the Association may be invested in any securities authorised by law for the investment of trust funds. All payments shall require authorisation by the Committee and cheques shall normally be signed by the Treasurer or one of the Officers.
- 10.3 The end of the Financial year shall be 31 March. The accounts of the Association shall be audited and certified by some duly qualified person, not a member of the Association. The statement of income and expenditure and balance sheet shall be submitted to the Annual General Meeting for approval.
- 10.4 Levies: In the event of the income from subscriptions and other sources not being sufficient to meet the expenditure of the Association, the Committee shall be empowered to make a levy on all members of the Association. In the event that such a levy would be insufficient to meet the expenditure, a Special General Meeting shall be held to consider what steps should be taken.

- 10.5 The Committee may adopt any additional means of raising finance that it deems fit.
- 10.6 Dissolution of the Association shall be in accordance with the Incorporated Societies Act 1908, and its amendments. If upon winding up or dissolution of the Association and after the satisfaction of all debts and liabilities, there remain any property or funds whatsoever, the same shall be distributed to such similar professional organisations as the members determine. No funds shall be distributed to members.
- 10.7 Travelling expenses, if necessary, of the Committee members attending meetings shall be paid from the Associations' funds.
- 10.8 No member or persons associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage.
- 11 GENERAL MEETINGS:
- 11.1 An Annual General Meeting shall be held in each year and shall be convened by the Committee. The Committee shall within thirty days if it receives a signed petition from not less than twenty financial members of the Association, convene an Extraordinary General Meeting.
- 11.2 Reports: The Annual General Meeting shall receive a report from the Committee on the activities of the Association since the last annual report and an audited statement of income and expenditure and balance sheet.
- 11.3 Constitution amendments: The Annual General Meeting may propose amendments, additions or deletions to the Constitution. Notice of motion of such alterations, typewritten and signed by the mover and seconder, shall be in the hands of the Secretary at least thirty days before the date set for the meeting. Copies of such notices of motion are to be sent to all members at least seven days before the date of the meeting. The Secretary may, at his/her discretion, accept a notice of motion less than thirty days before the meeting, providing that copies of such motion can be sent to members at least seven days before the date of the meeting. Proposed amendments, additions or deletions agreed to by a simple majority at the Annual General Meeting shall be submitted to and approved by a postal ballot of all financial members and they shall be adopted when approved by a two-thirds majority of all votes validly cast.
- 11.4 No addition to or alteration or rescission of the rules shall be approved if it affects the pecuniary profit clause or winding up clause.
- 11.5 Resolutions and remits (typewritten and signed by the mover and seconder) shall normally be in the hands of the Secretary at least thirty days before the date set for the meeting. Copies of notices of motion or remits shall be sent to all members at least seven days before the date of the meeting. The Secretary may, at his/her discretion, accept such notices of motion or remits less than thirty days before the date of the meeting provided that copies of such notices of motion or remits can be sent to members at least seven days before the date set for the meeting.
- 11.6 Motions and remits may be accepted from the floor at an Annual General meeting and voted upon.
- 11.7 Voting: All questions or resolutions other than those dealing with alterations to the Constitution shall be decided by a simple majority taken by voice, show of hands, or ballot, as decided by the Chairman of the Meeting. Any proxy votes lodged in accordance with paragraph 11.8, shall be taken into account in any voting or ballot. Any two members have the right to demand a ballot on any question or resolution. In the event of an equal number of votes being cast for and against any resolution, the Chairman of the Meeting may have a casting as well as a deliberate vote.
- 11.8 Postal notice of the intention to hold a General Meeting must be sent to all financial members of the Association at least forty days before the date set for the Meeting. Accidental failure of any member to receive such notice shall not invalidate the holding of the meeting or the transaction of any business at that meeting. Notice of an Extraordinary Meeting shall be circulated in writing by the Secretary to all financial members not less than fourteen days before the date set for the meeting. Any decisions made at an Extraordinary Meeting shall be ratified by postal ballot of all financial members.

- 11.9 A proxy shall be a financial member of the Association. The instrument appointing a proxy shall be in writing and signed by the appointer. Such instruments shall state the date of the meeting for which they are intended and shall be lodged with the Secretary before the meeting commences.
- 11.10 Each financial member shall be entitled to one vote, whether present in person or represented by a proxy.
- 11.11 The quorum for a General Meeting shall be ten percent of the financial members, but if this number cannot be achieved, the Meeting may continue if the total members present together with notified proxies exceeds twenty percent of the membership.
- 11.12 The Chairman of the Meeting shall be the most senior officer present. The order of seniority being the Chairman, the Secretary, and the Treasurer.
- 12 **PUBLIC PRONOUNCEMENTS:** Pronouncements purporting to be the corporate view of the Association shall be made only by the Chairman, or by the Secretary who shall have gained the prior permission of the Chairman.
- 13 **RESPONSIBILITY OF MEMBERS:** Members are individually obliged to publically support the Association's Officers, Committee and Agents. Expressions of dissent shall be restricted to confidential discussion between members or by confidential communication to the Chairman or Secretary, or shall be raised at Meetings.
- 14 **INTERPRETATION OF THE CONSTITUTION:** Should a dispute arise at any meeting, including Committee meetings, as to the interpretation of any clause or article of the Constitution (including this one) the matter shall be referred to the Chairman for adjudication. If the matter should arise at a time other than a meeting, the problem shall be referred to the Chairman of the Association.