



# CONSTITUTION AND RULES

JULY 2006

# New Zealand Sterile Services Association Constitution & Rules

July 2006

## INDEX

Section	Page
1 Name	2
2 Registered Office	2
3 Objectives	2
4 Membership	3
5 Application for Membership	3
6 Subscriptions	4
7 Cessation of Membership	4
8 Annual General Meetings	4
9 Special General Meetings	5
10 Quorum for General Meetings	5
11 Procedure at General Meetings	6
12 Method of Voting	7
13 Chapters	8
14 National Executive	8
15 Vacancies	9
16 Management of business	9
17 Duties of the Secretary	10
18 Appointment and Duties of the Treasurer	10
19 Duties of the President	11
20 Duties of the Vice President	11
21 Funds of Association	12
22 Auditor	12
23 Alteration to Rules	12
24 Winding Up	13

**1. NAME**

The Association shall be called the "New Zealand Sterile Services Association Incorporated", hereinafter referred to as the "Association".

- 1.1: A Sterile Services department shall be defined as one in which the regular assembly of instrument sets, dressing packs and other items of supplementary equipment takes place or in which such items are sterilised.

**2. REGISTERED OFFICE**

The registered office of the Association shall be at such place as the National Executive from time to time determine:

- 2.1: The professional address of the elected President shall be recognised as the registered office of the Association during his / her term of office.
- 2.2: The registrar shall be notified of this change of address immediately after an election of the President.

**3. OBJECTIVES**

- 3.1: To foster, promote and encourage interest amongst the members of the Association and others in the study of the Sterile Services concept and allied problems with a view to increasing the efficiency of the service provided by hospitals in New Zealand to patients and the public generally.
- 3.2: To promote and encourage the implementation and upgrading of principles and practices of sterilisation.
- 3.3: To encourage the publication of any useful information concerning Sterile Service practices.
- 3.4: To promote conferences for the considerations of all questions relating to Sterile Services and allied fields.

**4. MEMBERSHIP**

**Classification:**

Member, Associate Member, Honorary Member, Life Member, Graduate Member

**Qualification**

- 4.1: A Member shall be a permanent employee of a Sterile Services department administered by Private Hospitals, Clinics or District Health Boards and who has paid the annual subscription as determined from time to time.
- 4.2: An Associate Member is any member or employee of a body organisation or company that is directly engaged in some aspect of sterilisation but who is not currently employed in a Sterile Services department, and who has paid the annual subscription as determined from time to time.
- 4.3: An Honorary Member is any person who, by unanimous vote of the National Executive, has been elected an Honorary member by virtue of the fact that their membership will add prestige to the Association.
- 4.4: A Life Member is any person who, by unanimous vote, has been elected such by the National Executive in recognition of services rendered to the Association or its Objectives or who has made an outstanding contribution to the practice of sterilisation.
- 4.5 A Graduate member is any person who has graduated from a Sterilising Technology course, that is officially recognised by the Association and whose name appears in the Associations Graduate Register.

**5. APPLICATION FOR MEMBERSHIP**

Application for membership shall be submitted to the National Treasurer in writing on the appropriate form. Membership of the Association shall be effective upon approval of a completed form and receipt of the specified subscription.

Every member shall be given a copy of the Constitution and Rules on joining the Association.

The National Secretary shall notify in writing each applicant who may be refused membership. Upon request the National Executive shall assign a reason for declining an application for membership.

**6. SUBSCRIPTIONS**

- 6.1: The annual subscription payable by members in advance shall be fixed by an Annual General Meeting and shall remain current until altered by a subsequent Annual General Meeting.
- 6.2: Associate Members shall be liable to pay subscriptions at the Members' rate.
- 6.3: Applicants having their membership approved during the course of a financial year shall be liable to pay the full year's fee.

**7. CESSATION OF MEMBERSHIP**

The National Executive shall be empowered to declare any person no longer a Member or Associate member should they:

- 7.1: Tender their resignation in writing and this be accepted by the National Executive.
- 7.2: In the opinion of the National Executive violate the Association Constitution and Rules or conduct themselves to the detriment of the Association; provided that, before being expelled, such a Member or Associate Member shall have the opportunity to give the National Executive any explanation or defence he/she may think fit.
- 7.3: Failure to pay annual subscription within two months of the date of it becoming due.

**8. ANNUAL GENERAL MEETINGS**

- 8.1: There shall be held once in each year on such a date and at such a place as the National Executive shall decide a general meeting of members of the Association.
- 8.2: The audited financial statement must be submitted to members at the AGM. This statement must then be sent to the Registrar of Incorporated Societies.
- 8.3: Members may submit remits, reports, or other matters for discussion at this meeting. Such remits or proposals to be

forwarded in writing to reach the National Secretary not later than four weeks prior to the date of the Annual General Meeting.

- 8.4: Notice of this meeting and of the business to be transacted thereat together with a copy of the annual report and statement of accounts shall be posted to every member not later than 14 days prior to the date fixed by the National Executive for the meeting.

## **9. SPECIAL GENERAL MEETING**

A special General Meeting of the Association may be called as follows:

- 9.1: By virtue of a resolution of the National Executive.
- 9.2: By virtue of a resolution of a General Meeting of Members.
- 9.3: Upon a requisition signed by ten members specifying the object thereof, delivered to the National Secretary.
- 9.4: Any such Special General Meeting shall be held as soon as convenient after the passing of such resolution or the receipt of such requisition, at such a time and place as the National Executive shall fix, not later than 30 days thereafter.
- 9.5: Fourteen days previous notice in writing shall be sent to every member at his or her registered address, specifying the time, place and object of such Special Meeting, and no business shall be transacted thereat, other than that specified in the notice.

## **10. QUORUM FOR GENERAL MEETINGS**

- 10.1: A meeting of members may proceed to business if ten members from the Association are present.
- 10.2: Any meeting duly constituted may adjourn from time to time for any period not exceeding 28 days, but no business shall be transacted at the adjourned meeting other than that contained in the notice convening the original meeting.

## **11. PROCEDURE OF GENERAL MEETINGS**

- 11.1: At all General Meetings the Chairperson, who shall be the President in Office at the commencement of the meeting, or in

his / her absence any other duly elected Chairperson shall take the Chair.

11.2: Every Member present in person shall be entitled to vote. Every Member not present in person shall be entitled to one vote exercised by proxy in writing on any motion previously notified in writing to all members not less than two weeks before the date of the meeting.

11.3: In the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote. No person shall be appointed a proxy who is not a Member of the Association. Every instrument of proxy whether for a specified meeting or otherwise, shall comply as nearly as possible with the following form:

I \_\_\_\_\_ of \_\_\_\_\_ being a

Member of the NZ Sterile Services Association Inc.

Hereby appoint \_\_\_\_\_ as my proxy to

vote for me and on my behalf at the General Meeting of the

Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 2\_\_\_ and

at any adjournment thereof.

As witness my hand this \_\_\_\_\_ day of 2\_\_\_

Signed: \_\_\_\_\_

NZSSA membership number: \_\_\_\_\_

11.4: All proxies shall be handed to the Secretary before the meeting commences.

11.5 Associate, Life and Honorary Members shall not have the power to vote at any Association Meeting, except where a Life Member is still actively working in a Sterile Services department, they shall retain their voting rights.

## **12**     ***METHOD OF VOTING***

- 12.1: Every question submitted to any member shall be decided in the first instance by a show of hands. Every Member present in person shall have one vote. In addition, members not present but entitled to vote by proxy in accordance with Rule 11 may do so. The member exercising the proxy shall indicate to the meeting the name of the member so voting.
- 12.2: At any meeting unless a poll is demanded of the Chairperson by at least 3 members present, a declaration by the Chairperson that the resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or evidence of the fact without proof of the number or proportion of the votes recorded in favour of against such resolution. If a poll be demanded it shall be taken in such a manner and at such place as the Chairperson may direct and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. On a poll every member present in person shall be entitled to one vote and every member not present in person shall be entitled to one vote by proxy on motions previously notified to all members in accordance with Rule 11.
- 12.3: Provided that, in order to provide facilities for distant members at times other than at the Annual General Meeting, if any matter should arise which, in the opinion of the National Executive, should be referred to all members for a decision then the National Executive may conduct a postal vote. In such a case, all members will be posted a voting paper setting out clearly the matter upon which a decision is required, the method by which the actual vote is to be recorded, and the time by which voting papers must have been posted to or lodged with the National Secretary.

## **13.**     ***CHAPTERS***

For the purposes of the Constitution, election and tenure of office, and for the establishment of District Chapters, New Zealand shall be divided as follows:

North Island chapter - 6 Executive member  
South Island chapter - 4 Executive members

Executive members will be given a region to represent, and members in those regions will be notified as to who will represent them on the Executive.

#### **14 NATIONAL EXECUTIVE**

14.1: The affairs of the Association shall be administered by 12 members: A President, a Secretary and 10 members from the 2 Chapters as defined in Rule 13. These shall be elected by Postal Vote or if necessary at the National A.G.M.

14.2: All nominees must signify their acceptance in writing to the Secretary at the time of nomination.

14.3: All members shall retire every three years but will be eligible for re-election.

14.4: If the number of qualified and eligible persons validly nominated is not more than the positions to be filled, the person so nominated shall be declared to be duly elected.

14.5: Any Annual General Meeting shall have the power to vary the number of members in the National Executive.

14.6: Honorary and Associate Members are not eligible for election to Executive Office.

14.7: All members of the Executive including the President and Secretary are to be nominated and seconded in writing by two financial members of the Association. Nominations must be presented to the Secretary three months prior to the tri-annual General Meeting of Elections.

#### **15 VACANCIES**

The National Executive shall have the power to appoint a member to fill any casual vacancy on the National Executive until the next Annual General Meeting, and any such person so appointed shall retire at the next Annual General Meeting, when a by-election for that position shall take place.

## **16      *MANAGEMENT OF BUSINESS***

- 16.1: The National Executive shall have control and management of the affairs and work of the Association and its properties and funds and all of its activities carried on, or by, or on account of the Association.
- 16.2: It shall have power to enter into and make contracts by or on behalf of the Association, for any of the objects for which it is formed, including the purchases and contracts relating to land excepting such contracts (if any) as by the Rules of any resolution of the Association are directed to the subject to the approval and authorisation of a General Meeting, and all such contracts shall be signed and attested as they direct from time to time.
- 16.3: It may engage, remove, or discharge all employees required to conduct the Association's affairs and may fix their duties, salaries or other remuneration.
- 16.4: Meetings of the National Executive shall be held at such times as the President of National Executive may direct, or upon receipt of a requisition signed by not less than three members of the National Executive to convene a meeting, the President or the Secretary shall cause a meeting to be convened.
- 16.5: Any six of the National Executive shall form a quorum.
- 16.6: Every question at such meetings shall be determined by a majority of votes; if the votes are equal, the President or Chairperson acting on his/her behalf, shall have a casting vote in addition to his/her vote as a member of the National Executive.

## **17      *DUTIES OF THE SECRETARY***

- 17.1: The Secretary of the Association may be paid such remuneration as the National Executive shall from time to time determine.
- 17.2: The Secretary shall attend all meetings of the Association and National Executive.

- 17.3: The Secretary shall record correctly the names of the National Executive present at their meetings and the minutes of the Proceedings of all meetings, which he/she shall transcribe into minutes of the meeting.
- 17.4: The Secretary shall summon all meetings.
- 17.5: The Secretary shall prepare and present the Annual Report.
- 17.6: The Secretary shall in all things act in the discharge of his/her duties under the direction and control of the National Executive.

## **18 APPOINTMENT AND DUTIES OF THE TREASURER**

- 18.1: The Treasurer of the Association shall be appointed by the National Executive and may be paid such remuneration as the National Executive shall from time to time determine.
- 18.2: The Treasurer shall receive all monies and issue receipts for same.
- 18.3: The Treasurer shall see that such monies are deposited without delay to the credit of the Association in the Bank determined by the National Executive.
- 18.4: The Treasurer shall pay all accounts, which have been passed for payment by the two members nominated by the National Executive.
- 18.5: The Treasurer shall keep a proper record of all receipts and payments.
- 18.6: The Treasurer shall submit a financial statement to the National Executive when requested and prepare and present the Annual Balance sheet.
- 18.7: All payments exceeding the value of \$1,000 must be approved by all Executive.
- 18.8: The Treasurer shall keep and make all entries required to be inserted in the Register of Members.

## **19 DUTIES OF THE PRESIDENT**

- 19.1: The President of the Association may be paid such remuneration as the

National Executive shall from time to time determine.

- 19.2: The President shall carry out all objectives of the Association as outlined in the Constitution and Rules.
- 19.3: Shall chair the Executive and AGM meetings so that time is not wasted and all business on the agenda is addressed in a timely manner.
- 19.4: Liase with the Secretary and the Treasurer to ensure that the affairs of the NZSSA are being carried out according to the Constitution and Rules.
- 19.5: Communicate regularly with Executive members, and Course co-ordinators.
- 19.6: Promote the NZSSA as and when appropriate.
- 19.7: Provide leadership and direction to Association and it's members, and maintains a good working relationship with all members.
- 19.8: Monitor progress of all Executive projects.
- 19.9: Communicate regularly with members via 'Supplyline'.

## **20 *DUTIES OF VICE PRESIDENT***

- 20.1: If for any reason the President is not available to carry out their duties, the Vice President will assume these duties until the President is ready to resume their duties.
- 20.2: The Vice President is elected from the current serving Executive.

## **21 *FUNDS OF THE ASSOCIATION***

- 21.1: The National Executive shall have the power to open and operate an account or accounts in the name of the Association, in any trading or savings bank carrying out business in New Zealand. All cheques drawn on such a bank account shall be signed by the two approved nominees of the National Executive.

- 21.2: No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 21.3: Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.
- 21.4: Any future changes to the Constitution and Rules shall not affect the non-profit aims, personal benefit or winding up clauses.

## **22     *AUDITOR***

An Auditor shall be appointed by the National Executive of the Association. The reports of the Auditor shall be submitted with the annual accounts.

## **23     *ALTERATION TO THE RULES***

The rules of the Association may be altered, added to, or rescinded:

- 23.1: At any General Meeting of which at least 14 days notice has been given to members, provided that such notice shall contain a copy of, or state briefly the substance of the resolution to be moved at the General Meeting so called.
- 23.2: By postal ballot of all members entitled to vote where in the opinion of the National Executive, or of the majority of members present at a General Meeting the interests of the Association would best be served by a postal ballot.
- 23.3: The Association shall register any alteration in, or addition to these rules as required by any statutory provision for the time being in force.
- 23.4: No rescission, alteration or amendment to these rules shall be effective until registered with the Registrar of Incorporated Societies at the Companies Office.

**24 WINDING UP**

In the event of the Association being wound up, any surplus, after payment of all liabilities, shall be disposed of by the persons who comprise the National Executive at the date of such a winding up, to a registered health related charitable organisation.