



NEW ZEALAND
STERILE SCIENCES
ASSOCIATION INC

Te Tōpūtanga Pūtaiao Whakparakore o Aotearoa Manatōpū

**New Zealand Sterile Sciences Association
Incorporated
Constitution & Rules
2025**

New Zealand Sterile Sciences Association Inc.

Constitution & Rules

2025

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Dated this Nineteenth day of September 2025

1. NAMES

Throughout these Rules, the following terms are used:

“The Act” means the Incorporated Societies Act 2022.

“The Association” and/or **“NZSSA”** is the "New Zealand Sterile Science Association Incorporated" created by these Rules.

“Sterile Sciences” encompasses the reprocessing of reusable medical devices in any health service organisation (HSO) and non-health related facilities and on occasion the processing of single use devices and single patient use devices that are supplied unsterile from the manufacturer with validated instructions for processing.

An **“HSO and a non-health facility”** is any organisation providing a health service whereby the practice of reprocessing reusable medical or other devices is conducted. This includes but is not limited to Public and Private Hospitals, GP Practices, Dental practices, tattoo studios and private clinics.

2. REGISTERED OFFICE / CONTACT PEOPLE

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

- 2.1: The registered office of the Association of office shall be the professional address of the current Treasurer during their term.
- 2.2: The Registrar shall be notified of this change of address immediately after an election of a new Treasurer.
- 2.3 The Contact Person will be the Treasurer, the Secretary and the President of the Association or such other persons as agreed by the National Executive and notified to the Registrar of Incorporated Societies from time to time.

3. PURPOSES

The Association's objectives are:

- 3.1: To foster, promote and encourage interest among the members of the Association and others in the study of medical device reprocessing sciences.
- 3.2: To promote and encourage the implementation and upgrading of principles and practices of medical device reprocessing sciences.
- 3.3: To encourage the publication of any useful information relating to Sterile Sciences practices.
- 3.4: To promote conferences for the consideration of all questions concerning medical device reprocessing.
- 3.5: To liaise with other sterilisation 'associations' throughout the world in an effort to increase knowledge and understanding of medical device reprocessing sciences and to share that information with all members.
- 3.6 To work with government departments and regulatory authorities to improve practice and increase the understanding of Sterile Sciences practices.

4. MEMBERSHIP

The Association will have six categories of members being:

- 4.1: A **Member**, who is a person employed in the reprocessing of reusable medical devices in a Health Service Organisation (HSO), or non-health facility, or is directly involved with the sterile sciences (ie. education delivery, management of the service) and who has paid the annual subscription.
- 4.2: A **Graduate Member**: sterilising personnel who have graduated from the Sterilising Technology, or recognized entry level sterile sciences qualification, and is officially recognized by the Association and who has paid the annual subscription.

- 4.3: A **Registered Member**: a qualified technician who has applied for and gained registration and has paid the annual subscription. If registration is not maintained, the designation will revert to Graduate Member. Registered members shall pay the annual subscription.
- 4.4: An **Associated Member**: any member or employee of a body, organisation or company that is directly engaged in some aspect of medical device processing but who is not currently employed in a HSO, or non-health facility and who has paid the annual subscription. This would include an organisation or company that provides products and services to HSO's and non-health facilities.
- 4.5 An **Honorary Member**: a 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.
- 4.6 A **Life Member**: 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 any outstanding contribution to the practice of sterile sciences.

The National Executive shall apply the following criteria when considering whether to elect a person to the position of Life Member. In particular, whether the person:

- 4.6.1 Has contributed in a proactive, positive and professional manner for the benefit of the Association and its members; and has been an executive member for a minimum of two consecutive terms.
- 4.6.2 Has attended Executive and/or AGM meetings and participated in a positive and professional manner.
- 4.6.3 Maintained professionalism at all times.
- 4.6.4 Has not brought the NZSSA Inc. or the sterile sciences fraternity in New Zealand into disrepute in any way.
- 4.6.5 Actively worked on projects throughout their term(s) as an executive member.
- 4.6.6 Actively supported the Association and its members.

5. APPLICATION FOR MEMBERSHIP

- 5.1 All applications for membership shall be submitted through the membership login portal on the NZSSA Inc. website, and will include the Applicant's consent to becoming a member. All applications will be processed within 20 working days of receiving the membership fees. Membership of the Association shall be effective upon approval, by the Treasurer of a completed application and receipt of the specified subscription.
- 5.2 A current version of the Constitution and Rules shall be made available through the Association website.
- 5.3 The Secretary shall notify in writing any applicant who has been refused membership and include the reason for declining as agreed by the National Executive.
- 5.4 The Secretary shall maintain a register of current members, which will include their contact details (such register to comply with the requirements of the Privacy Act 2020).

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, Graduate Members and Registered Members shall all be liable to pay annual subscriptions at the Members rate unless agreed otherwise at an Annual General Meeting.
- 6.3: On acceptance of the application a membership remains current for a period of 12 months from the date of approval.

7. CESSATION OF MEMBERSHIP

The National Executive shall be empowered by a majority vote to declare any person no longer a Member, Graduate Member, Registered Member, Associate Member, Honorary Member or Life Member should they:

- 7.1 Tender their resignation in writing and this be accepted by the National Executive.
- 7.2 Fail to pay annual subscription within two months of the date of it becoming due (if applicable to their membership).
- 7.3 In the opinion of the National Executive, violate the Association's Code of Ethics set out in clause 8 below in a manner that justifies the cessation of their membership. The National Executive, when considering a breach of the Code of Ethics shall ensure that the member in question is provided with all material that the National Executive has and be given the opportunity to address the National Executive about the alleged breach before a decision is made.

8. CODE OF ETHICS

- 8.1 Members shall never use their authority or office for personal gain, and shall seek to uphold and enhance the standing of the Association.
- 8.2 Members shall promote the highest possible standards of professional competence among those for whom they are responsible.
- 8.3 Members shall comply with standard of practice, AS 5369:2023 Reprocessing of reusable medical devices and other devices in health and non-health facilities.
- 8.4 Members shall reject any business practice which may reasonably be deemed to be improper or be considered a conflict of interest to the Association. A conflict of interest could be a situation whereby the member's responsibilities at work are affected by interests or responsibilities they have in their private life. The different types of conflict could include financial, non-financial, conflict of roles and predetermination. (Auditor General New Zealand)
- 8.5 Members should not leave themselves open to compromise. Any personal interests which may impinge on or influence member's duties should be declared. Executive Members must complete a conflict of interest form and inform the President immediately of any changes to that status.
- 8.6 The confidentiality of information received in the course of a member's duty shall not be used for personal gain, and information given never designed to mislead.

- 8.7 Members should not bring the Association into disrepute by placing themselves in a position whereby they may have, or been deemed by others to have been **improperly** influenced in making a business or professional decision.
- 8.8 The Association is a voluntary professional organisation with no jurisdiction regarding individual or national decisions in relation to management of personnel or contractual arrangements or issues. These are to be dealt with locally by members and or their union representative.

9. ANNUAL GENERAL MEETINGS

- 9.1 Annual General Meetings shall be held once in each year, no later than 15 months after the previous AGM, and on such a date and at such a place as the National Executive shall decide.
- 9.2 A report of operations and affairs, together with the audited financial statements of the Association must be made available to the members & Executive Members at the AGM. The audited financial statement shall be made available to the membership on the Association website. This statement shall be submitted to the Charities Commission within 6 months of the start of the new financial year.

Note: As a registered charity, filing the statement with the Charities Commission fulfils the requirement to file with the Registrar of Incorporated Societies.

- 9.3 Members may submit remits, reports, or other matters for discussion at this meeting. Such remits or proposals to be supplied in writing to reach the National Secretary not later than four weeks prior to the date of the Annual General Meeting.
- 9.4 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 provided electronically to every member not later than 10 working days prior to the date fixed by the National Executive for the meeting.
- 9.5 There must be a quorum of ten members from the Association, in addition to the members from the National Executive.
- 9.6 National Executive Officers must disclose any conflicts of interest to the AGM.

- 9.7 Minutes must be kept of every General Meeting and circulated to members within 4 weeks of the meeting.

10. SPECIAL GENERAL MEETINGS

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

- 10.1 By virtue of a resolution of the National Executive.
- 10.2 By virtue of a resolution passed at an Annual General Meeting calling for a subsequent Special General Meeting.
- 10.3 Upon a requisition signed by ten members specifying the object thereof, delivered to the National Secretary.
- 10.4 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.
- 10.5 Ten working days' prior notice in writing shall be sent to every member at his or her registered email 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.

11. QUORUM FOR SPECIAL GENERAL MEETINGS

- 11.1 A meeting of members may proceed to business if ten members from the Association are present, in addition to the National Executive.
- 11.2 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.

12. PROCEDURE AT GENERAL MEETINGS

- 12.1 A General Meeting shall be notified by the Secretary to members at least 10 working days in advance of the meeting date. Notification may be given by email.

- 12.2 A quorum for a General Meeting will be 10 in addition to the National Executive.
- 12.3 At all General Meetings the Chairperson, who shall be the President in Office at the commencement of the meeting (or in their absence any other Chairperson elected by a simple majority of Members in attendance at the relevant meeting) shall take the Chair.
- 12.4 The following information must be presented at all General Meetings:
- Agenda for the meeting
 - Meetings of most recent special, general or annual general meetings
 - Summary of motions to be put forward at the General Meeting
- 12.5 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 10 working days before the date of the meeting.
- 12.6 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.
- 12.7 Every instrument of proxy whether for a specified meeting or otherwise, shall comply as nearly as possible with the following format:

I _____ of _____ being a
 Member of the Sterile Sciences Association Incorporated 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 _____ 20__ and
 at any adjournment thereof.

As witness my hand this _____ day of _____ 20__

Signed: _____

NZSSA Inc. membership (number) _____

- 12.8 All proxies shall be emailed or handed to the National Secretary, or nominated member of the National Executive, before the meeting commences.
- 12.9 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 the Sterile Science field as described if they were a full Member, they shall retain their voting rights.
- 12.10 Minutes must be kept of every General Meeting and circulated to members within 4 weeks of the meeting.

13 METHOD OF VOTING

- 13.1 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 12 may do so. The member exercising the proxy shall indicate to the meeting the name of the member so voting.
- 13.2 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.
- 13.3 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 12.
- 13.4 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 an

electronic vote. In such a case, all members will be supplied with 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 be lodged with the National Secretary.

14 NATIONAL EXECUTIVE

- 14.1 The affairs of the Association shall be administered by a committee of the Association comprising 10 members: a President, a Secretary and 8 members ("**National Executive**"). The Vice President is elected and verified by the National Executive from the ten members elected. Members from outside hospital environments are to be encouraged to be on the National Executive.
- 14.2 The functions and powers of the National Executive shall be as set out in clause 16.
- 14.3 National Executive shall be elected through a process of nomination, or if necessary at the National Annual General meeting as set out in the clause following:
- 14.3.1 All members of the Executive including the President and Secretary are to be nominated and seconded in writing by two members of the Association who have paid their annual subscriptions.
- 14.3.2 Nominations must be presented to the Secretary three months prior to the tri-annual General Meeting of Elections.
- 14.3.3 Honorary and Associate Members are not eligible for election to the National Executive, unless there is overwhelming agreement from the whole executive body that the associate member has no conflict of interest and that they will bring useful expertise to the association governance. No more than two associate members may be on the National Executive at any time
- 14.3.4 All nominees must complete the Executive Nomination Form and return it to the National Secretary at the time of nomination.

- 14.3.5 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. They are to be notified in writing. The Nominee is to reply in writing that they accept (or don't accept) the nomination onto the National Executive.
- 14.3.6 If the number of qualified and eligible persons validly nominated is greater than the positions to be filled, a voting process will be carried out via the NZSSA electronic voting system and then ratified at the next AGM.
- 14.3.7 The Treasurer is nominated by the National Executive. This happens each time an Executive member nomination process is conducted, i.e., every three years and must be completed by the incoming National Executive. The incumbent is to be reconfirmed as the Treasurer on the other two years the nomination process is not conducted.
- 14.4 Following election, any member of the National Executive is required to declare any conflict that arises during their term of office.
- 14.5 The National Executive may nominate up to three of its members to be a "contact person" for the Association.
- 14.6 Grounds for removal of members of the National Executive -
- Unless removed earlier, all members of the National Executive including the President, Vice President, Secretary and Treasurer shall hold office for three years unless they retire earlier, but will be eligible for re-election. The President's may not serve more than two consecutive terms in office.
- Any Executive Committee Member can be removed from office for bringing or being reasonably likely to bring the NZSSA Inc. into serious disrepute. This decision is to be discussed and decided upon by the Executive Members.
- 14.7 Any Annual General Meeting shall have the power to vary the number of members in the National Executive.

15 VACANCIES

All Executive Body Vacancies shall be advertised to its members. A recruitment process will be undertaken by members of the Executive Body to identify the successful applicant(s).

16 FUNCTIONS AND POWERS OF THE COMMITTEE - MANAGEMENT OF BUSINESS – National Executive Meetings

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 The National Executive may appoint any member to act as the Association's representative. Anyone acting in this capacity must report, in writing, to the Executive, following any meeting they attend. They must also express to any meeting the views of the National Executive that have previously been agreed.

16.3 No member, appointed by the National Executive to act as the Association's representative, has delegated authority to act on the Association's behalf unless authorised to do so by the National Executive.

16.4 If there is a vacancy for a Contact Person, the National Executive must select a new Contact Person and notify the Registrar of Incorporated Societies within 20 working days of such vacancy arising.

16.5 Any costs incurred in representing the Association in an official capacity will be reimbursed. This includes any loss of income that results from such representation. Relevant receipts and documentation to support any claim for loss of income will be promptly reimbursed.

16.6 All executive members must sign the Code of Conduct (Appendix E) and fulfil the expectations as a representative of the NZSSA Inc.

16.7 All executive members must be currently Registered with the NZSSA at the time of nomination; and must maintain their registration with the NZSSA

16.8 The National Executive shall have power to:

- 16.8.1 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 or by any resolution of the Association it is subject to the approval and authorisation of a General Meeting.
- 16.8.2 Engage, remove, or discharge all employees required to conduct the Association's affairs and may fix their duties, salaries or other remuneration.
- 16.9 Meetings of the National Executive shall be governed by the following provisions:
 - 16.9.1 They 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.
 - 16.9.2 Any six of the National Executive shall form a quorum.
 - 16.9.3 Every question at such meetings shall be determined by a majority of votes; if the votes are equal, the President or Chairperson acting on their behalf, shall have a casting vote in addition to their vote as a member of the National Executive.
- 16.10 Any and all complaints forwarded to the National Executive shall be managed and responded to within a reasonable timeframe. See Appendix F.

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 is to attend all meetings of the Association and National Executive. If they are unable to undertake their Secretary Duties at any time, then a proxy Secretary can be seconded by the 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 they shall transcribe into minutes of the meeting and email to the executive within 4 weeks of the meeting taking place.

- 17.4 The Secretary shall summon all meetings. The agenda for the meetings shall be emailed to the executive no less than 1 week before the meeting.
- 17.5 The Secretary shall prepare the Annual Report which will be presented to the Association's members by the President.
- 17.6 The Secretary shall maintain a register of current members of the Association, and an Interests Register in relation to members of the National Executive.
- 17.7 The Secretary shall in all things act in the discharge of their duties under the direction and control of the National Executive.
- 17.8 See further Role Description for the Secretary under Appendix A.

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. See Clause 14.3.7.
- 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 prepare payment of all accounts, which will then be authorised for payment by the two members (other than the Treasurer) nominated by the National Executive. The reason for payments and the amount paid must be documented and included in the NZSSA Inc. Financial Documents.
- 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 The Treasurer shall keep and make all entries required to be inserted in the Register of Members.
- 18.8 The Treasurer has no voting rights in either the AGM, NZSSA Inc. Special General Meetings or the Executive Body Meetings. The Treasurer is to only be involved with the duties of the Treasurer and nothing more unless agreed to by the NZSSA Inc. President and the NZSSA Treasurer.
- 18.9 See further Role Description of Treasurer under Appendix B

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, AGM and other meetings to ensure optimal usage of time and all business on the agenda is addressed in a timely manner.
- 19.4 Liaise 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 provider of the Sterilising Technology education programmes.
- 19.6 Promote the NZSSA inc. as and when appropriate.
- 19.7 Provide leadership and direction to Association and its members, and maintains a good working relationship with all members.
- 19.8 Monitor progress of all National Executive projects.
- 19.9 Communicate regularly with members via the Association magazine.
- 19.10 See further the Role of President under Appendix C

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.
- 20.3 The Vice President of the Association may be paid such remuneration as the National Executive shall from time to time determine.
- 20.4 See further Role of Vice-President under Appendix D

21 CONTROL AND MANAGEMENT OF FINANCES - 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 payments (outgoings) on such a bank account shall be authorised / signed by the two approved nominees of the National Executive other than the Treasurer.
- 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 arm's 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 must not affect the non-profit aims, personal benefit or winding up clauses.
- 21.5 Payment of an Honorarium is a voluntary token payment for specific duties. On an annual basis the Executive can approve the payment of an Honorarium to any member who has volunteered and carried out specific duties, of an ongoing nature and to an acceptable standard. It is not intended as an entitlement for particular National Executive positions. Any payment will be tax inclusive and subject to deduction at the appropriate rate.

- 21.6 All regular and non-regular payments exceeding the value of \$1,000 must be approved by the National Executive – Majority vote. A non-regular payment could be when breaking term deposits; paying for sponsorships (courses and travel) and attendance to the World Congress Conferences.

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 CONSTITUTION OR THE RULES

This Constitution or any rules of the Association may be altered, added to, or rescinded:

- 23.1 In the case of technical amendments permitted under section 31 of the Act, by the National Executive following the process set out in that section.
- 23.2 In any other case, at any General Meeting of which at least 10 working 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. (Majority Rule of votes from attendees shall apply in this instance)
- 23.3 By electronic 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 an electronic ballot.
- 23.4 The Association shall register any alteration or addition to this Constitution or these rules as required by any statutory provision for the time being in force.
- 23.5 No rescission, alteration or amendment to this Constitution shall be effective unless it is in writing, and 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 single New Zealand registered health-related charitable organisation selected by a simple majority of the National Executive.

Authorised Signatory

Authorised Signatory

Authorised Signatory

Appendices

A Role Description – Secretary

Desirable Attributes:

The Secretary should:

- be organized
- have computer skills
- be a good communicator
- be able to take minutes and write letters
- be able to keep confidential matters confidential.

The more standard duties include

- Notify Charities Commission and Registrar of Incorporated Societies of all changes to the Association Executive Officers.
- Notify Charities Commission and Registrar of Incorporated Societies of a change of the Association's registered address.
- Within 6 months after the annual general meeting, lodge the annual report to the Charities Commission.
- Obtain from the Treasurer the Annual Income and Expenditure Statement and Assets and Liability Statement.
- Apply to Companies Office, Incorporated Societies for approval to alter NZSSA rules within 28 days after the alteration is passed by special resolution.

More unusual duties that can arise:

- Apply to the Companies Office, Incorporated Societies for approval of a name change within 1 month after passing a special resolution.
- Notify the Companies Office, Incorporated Societies of a special resolution in relation to wind up and distribution of the assets of the association.

Administrative roles include:

- Maintain Association records including Membership Register and Interests Register.
- Manage minutes of National Executive meetings, including recording the Minutes

- Develop meeting agendas in consultation with other National Executive members and distribute at least one week prior to the meeting
 - Be familiar with all current Association documents
 - Be responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements
-

B Role Description – Treasurer

The role of the Treasurer is to be responsible for the financial supervision of the NZSSA to allow the Executive Committee to provide good governance. The Treasurer is responsible to regularly report on the Association's financial status to both the Executive Committee and the wider membership.

Desirable Attributes:

- Good Organizational Skills
- Has some financial expertise
- Ability to maintain accurate records
- Dedicated Association member
- Honest/Trustworthy
- Computer skills
- Good communication skills
- Be able to keep confidential matters confidential.

Specific duties include but are not limited to:

- Provide advice to the National Executive committee in their management of the Association's finances
- Administer all financial affairs of the NZSSA Inc.
- Lead the annual budget process and ensure an appropriate annual budget is provided to the National Executive committee for approval
- Ensure development and National Executive committee review of financial policies and procedures
- Support any required auditing processes
- Receipt of all incoming monies
- Bank all monies received
- Prepare all payments of accounts for approval by nominated signatories
- Maintain accurate records of all income and expenditure
- Ensure that all receipts and payments concur with bank deposits and withdrawals
- Present financial reports at committee meetings

- Arrange and dispatch invoices for payment
- Issue membership renewal notices at least one month before expiry
- Keep accurate record of all membership payments
- Be a signatory on Association account
- Have and maintain secure access to electronic accounting packages, ie Xero, IRD, Charities Commission

Resources required:

- Computer
- Printer and scanner

C Role Description – President

The role of the President is to provide the principal leadership and responsibility for the organisation and the National Executive committee.

Desirable Attributes:

The President should:

- Be well informed of all NZSSA Inc. activities and able to provide oversight
- Be a person who can develop good relationships internally and externally
- Be forward thinking and committed to meeting the overall goals of the Association
- Have a good working knowledge of the Constitution, rules and duties of office bearers
- Be able to work collaboratively with other National Executive committee members
- Be a good listener and attuned to the interests of members and other interest groups
- Be a good role model and a positive image for the NZSSA Inc. in representing the Association in other forums
- Be a competent public speaker
- Be able to keep confidential matters confidential.

Specific duties include but are not limited to:

- Chair all National Executive committee meetings ensuring that they are run efficiently and effectively
- Act as a signatory for the Association in all legal purposes and financial purposes

- Regularly focus the National Executive committee’s attention on matters of Association governance that relate to its own structure, role and relationship to any paid employees
- Periodically consult with National Executive committee members on their role, to see how they are going and help them to optimize their contribution
- Work with the National Executive committee to ensure:
 1. The necessary skills are represented on the team and that a succession plan is in place to help find new National Executive committee members when required
 2. Goals and relevant strategic and business plans are developed in order to achieve the goals of the NZSSA Inc.
- Work with the National Executive to manage any future paid employees of the Association including recruitment, retention, salary and performance reviews, etc.
- Serve as a spokesperson for the NZSSA Inc. when required
- Communicate with the Presidents of similar associations from around the globe and with the world forum WHFSS
- Assist in the development of partnerships with sponsors, funding agencies, local and state government, shared facility users and organizations that are relevant to the goals of the NZSSA Inc.

D Role Description – Vice President

The role of the Vice President of the NZSSA Inc is to shadow the President in providing leadership and responsibility for the organisation and the National Executive committee and to step into the President’s roles where needed. It is often considered that the Vice President will succeed the President and that this role is in preparation.

Desirable Attributes:

The Vice President should:

- Be well informed of all organisation activities and able to provide oversight
- Be a person who can develop good relationships internally and externally
- Be willing to step in for the President of the NZSSA Inc. where needed including chairing meetings
- Be forward thinking and committed to meeting the overall goals of the NZSSA Inc.
- Have a good working knowledge of the NZSSA Inc. Constitution, rules and duties of office bearers

- Be able to work collaboratively with other National Executive members
- Be a good listener and attuned to the interests of members and other interest groups
- Be a good role model and a positive image for the Association in representing the NZSSA Inc. in other forums (e.g. AHANZ meetings or relevant conferences)
- Be a competent public speaker
- Be able to raise concerns with the President when they arise
- Be able to keep confidential matters confidential.

Specific duties include but are not limited to:

Specific duties include but are not limited to:

1. In the event of the President being unable to fulfill his/her duties to step into that role
2. In the absence of the President, chair Committee meetings ensuring that they are run efficiently and effectively
3. Be an alternate signatory for the NZSSA Inc. for legal purposes and financial purposes
4. Assist the President in deciding which matters are dealt with by the National Executive.
5. Coordinate NZSSA Inc. planning to ensure appropriate plans are developed, presented to and reviewed by the National Executive and Membership, and enacted as required
6. Represent the NZSSA Inc. at meetings and forums as agreed with by the President
7. Other duties as nominated by the President and / or National Executive committee

E Expectations and Code of Conduct for Executive Members

The purpose of this document is to set out the standards of behaviour expected of NZSSA Inc. Executive Committee Members. In agreeing to be part of the National Executive committee, each member must also agree to adhere to these codes at all times.

Committee Members Shall:

- Be diligent in their role
- Attend 75% of Committee meetings held per year. In unavoidable situations forward their apology prior to the meeting.
- Understand that they shall receive reasonable reimbursement for travel costs to attend executive meetings.
- Treat all people associated with the NZSSA Inc., including members, external stakeholders, and other National Executive committee members with respect
- Always consider the welfare of the NZSSA Inc. members above own gain.
- Attend to their fiduciary responsibility and make decisions based on what is best for the NZSSA Inc., not for individual interest or gain
- Not take advantage of their position on the National Executive committee in any way
- Declare any Conflicts of Interest as they arise and act to ensure that these conflicts do not pose a risk to the organisation
- Advise if you are not able to be certified as an officer of a charity
- Understand and behave appropriately as an officer of a registered charity
- Be open to feedback from members and respond appropriately
- Be honest at all times
- Act as a positive role model with respect to good behaviour
- Adhere to the policies and procedures established by the Association
- Adhere to the legislative requirements of the Association
- Respect the resources of the NZSSA Inc. and only use these in Association related business
- Not receive gifts that result in personal financial benefit
- Always look for opportunities for improved performance of the Association and executive Committee functions
- Always represent the NZSSA Inc. in a professional manner
- Not speak to the media about any aspect of the Association that could damage the NZSSA Inc. or its reputation.

- Keep confidential matters confidential.
- Not discuss Executive Meeting discussions outside of the meetings unless advised by the NZSSA President to do so.
- Attain and maintain registration under the NZSSA.

I _____ Have read the above Code of Conduct and expectations of NZSSA Inc. Executive Committee members. I agree to the above terms and conditions of being an Executive Member of the NZSSA Inc.

Signature _____

Date _____

F Dispute Resolution Procedure

1 How complaint is made

- (1) A member or an officer may make a complaint by giving to the Executive Body (or a complaints subcommittee) a notice in writing that—
 - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the Association’s constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by the Association.
- (2) The Association 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—
 - (a) states that the Association is starting a procedure for resolving a dispute in accordance with the Association’s constitution; and
 - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) 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.
- (4) A complaint may be made in any other reasonable manner permitted by the society’s constitution.

2 Person who makes complaint has right to be heard

- (1) 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.
- (2) If the Association makes a complaint,—
 - (a) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an officer may exercise that right on behalf of the Association.
- (3) Without limiting the manner in which the member, officer, or Association may be given the right to be heard, they must be taken to have been given the right if—
 - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the member's, officer's, or Association's written statement or submissions (if any) are considered by the decision maker.

3 Person who is subject of complaint has right to be heard

- (1) This clause applies if a complaint involves an allegation that a member, an officer, or the Association (the **respondent**)—
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the society, an officer may exercise the right on behalf of the society.
- (4) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - (a) 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
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

4 Investigating and determining dispute

- (1) The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

- (2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

5 Society may decide not to proceed further with complaint

Despite [clause 4](#), the Association may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct;
 - (ii) that a member, an officer, or the Association has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act;
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

6 Association may refer complaint

- (1) The Association may refer a complaint to—
- (a) a subcommittee or an external person to investigate and report; or
 - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (2) The Association 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).

7 Decision makers

A person may not act as a decision maker in relation to a complaint if two or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

- 8 If the issue cannot be resolved, then mediation will be entered to in order to resolve the matter.

- 9 All decisions and outcomes will be recorded and filed.
 - 9.1 Person who is subject to the complaint will be informed in writing of all outcomes in a reasonable timeframe
 - 9.2 Person who makes the complaint will be informed in writing that the matter has been resolved. Care must be taken to ensure that any private information is not shared with this person if it is not reasonable to do so.