

# CONSTITUTION

## The Society of Cardiopulmonary Technology (NZ) Incorporated

July 2016

1. The name of the society is “The Society of Cardiopulmonary Technology (N.Z.) Incorporated”.

### AIMS

2. The aims for which the Society is established are:
  - a) to improve the training, education and professional status of persons engaged in the science and practice of cardiopulmonary technology
  - b) to provide for the delivery of lectures, the holding of classes and examinations, the establishment of scholarships and the granting of prizes, diplomas and certificates of merit and efficiency in connection with the science and practice of cardiopulmonary technology
  - c) to promote, organise and conduct conferences in connection with the science and practice of cardiopulmonary technology
  - d) to set professional standards, code of ethics, guidelines, standards of practice and other such matters as the Society may think necessary or desirable to promote the objects of the Society
  - e) to prescribe minimum qualifications and work experience for those employed as Provisional Clinical Cardiac Physiology Technicians, Clinical Cardiac Physiology Technicians, Provisional Clinical Cardiac Physiologists and Clinical Cardiac Physiologists or equivalent
  - f) to develop and promote professional development and career pathways for those employed under (e) above
  - g) to establish a bureau to which members may apply for advice and assistance in obtaining suitable employment and in other professional matters
  - h) to arrange for union, alliance or incorporation with the Society or affiliation to the Society of any society or association not formed for profit and having objects kindred to those of the Society
  - i) to borrow any moneys required for the purposes of the Society and to give security for the repayment thereof
  - j) to invest the moneys of the Society not immediately required in any manner the Society may think fit
  - k) to undertake and execute any trusts the undertaking whereof may be deemed conducive to the promotion of the Society’s objects
  - l) to do all such other lawful things as may be incidental or conducive to the attainment of the foregoing objects or any of them
  - m) to support and promote the registration of Clinical Cardiac Physiology Technicians and Clinical Cardiac Physiologists or equivalent

- n) to employ person(s) in order to achieve these objectives as deemed necessary

## **MEMBERSHIP**

3. The Society shall maintain a register of its members who shall be divided in the following classes, namely: Associate Members, Ordinary Members and Affiliate Members.
4. The right and privileges of every member shall be personal to them and shall not be transferable or transmissible by their own act or by operation of law. For the purposes of registration the number of members of the Society shall be declared unlimited.
5. a) A person shall be eligible for membership as an Associate member of the Society upon satisfying the Council:
- i. that they are a fit and proper person to be admitted to membership of the Society
  - ii. that they are employed as a Provisional Clinical Cardiac Physiology Technician, Provisional Clinical Cardiac Physiologist, or equivalent
  - iii. for the role of a Provisional Clinical Cardiac Physiology Technician, that they have attained such standard of education as the Council may from time to time prescribe, the Council ruling as of October 2006 being they must provide proof of achieving competency at a level of NCEA level 1 (Year 11) or higher, or any equivalent standard acceptable to the Council.
  - iv. for the role of a Provisional Clinical Cardiac Physiologist, that they have attained such minimum standard of education as the Council may from time to time prescribe, the Council ruling as of Oct 2008 being they must provide proof of an undergraduate degree in Science.
- b) Every applicant for membership as an Associate member of the Society shall:
- i. apply for membership and sign an undertaking that they will in the event of their election be governed by the rules and regulations of the Society and will advance the objects of the Society so far as shall be within their power. Every such application and declaration shall be in such form as the Council shall from time to time prescribe.
  - ii. be proposed by a person having personal knowledge of the applicant and is an Ordinary or Affiliate Member of the Society. Every such proposal shall be in writing in such form as the Council shall from time to time prescribe.
  - iii. pay the annual subscription payable on such election in respect of the current year.
- c) The names of applicants for admission as Associate members shall be submitted to the Council for election. The acceptance or refusal of any application shall be in the absolute discretion of the Council who shall not be required to assign their reason for any such refusal.

6. Associate members of the Society who have had a minimum of one year experience in a technical capacity in a cardiopulmonary department and have passed such qualifying examinations as the Council may from time to time prescribe or approve, shall be entitled to election by the Council as Ordinary Members of the Society.
7. a) Associate Members, Ordinary Members and Affiliate Members of the Society of Cardiopulmonary Technology (N.Z.) Incorporated will have equivalent status in the Society of Cardiopulmonary Technology (N.Z.) Incorporated.
8. a) The council may elect to Affiliate Membership, someone who works in the field of cardiology who has not gained an SCT qualification but holds other relevant qualifications as accepted by the SCT. A full CV is required for this membership type with copies of all qualifications.  
b) Every applicant for membership as an Affiliate member of the Society shall:
  - i. apply for membership and sign an undertaking that they will in the event of their election be governed by the rules and regulations of the Society and will advance the objects of the Society so far as shall be within their power. Every such application and declaration shall be in such form as the Council shall from time to time prescribe.
  - ii. pay the annual subscription payable on such election in respect of the current year
9. Any members of the SCSCCT (UK) shall be accepted as a member of equal status in the S.C.T. (N.Z.) Incorporated prior to commencing employment in NZ.
10. Subject as hereinafter provided, every member shall:
  - i. be entitled to attend and vote at all meetings of the Society;
  - ii. be entitled to introduce visitors to General Meetings of the Society other than when business of the Society is being discussed;
  - iii. be entitled to such further rights and privileges as the Council shall from time to time prescribe.
  - iv. only Ordinary and Affiliate members shall be eligible for membership of the Council.

11. The authorised abbreviations indicating membership of the Society and the class in the Society to which any member belongs shall be as follows: For a Fellow “F.S.C.T.”, for a Holder of Certificate of Proficiency “C.O.P.S.C.T.”, for a Holder of Postgraduate Diploma of Cardiac or Respiratory Technology “P.G.D.S.C.T.”, for an ordinary member “M.S.C.T.”, and for an Associate Member “A.S.C.T.”. No person shall adopt or describe themselves by any other abbreviation to indicate membership of the Society than that provided by this article. Any member acting in contravention of this regulation shall be liable to have their name removed from the Register by the Council, without proceedings being taken under hereof, but before doing so the Council shall give them notice of intention so to do and opportunity of being heard in their defence, if they shall think fit.
12. Subject to such regulations and upon payment of such fees as the Council may from time to time prescribe, the Council may issue to any member a diploma or certificate of membership. Every such diploma or certificate shall remain the property of the Society and on demand shall be returned to the Society.
13.
  - a) The annual membership subscription amount shall be determined each year at the Annual General Meeting. The amount set shall be reasonable to all members.
  - b) The annual subscription shall be due within 30 days of the invoice for the current year.
  - c) No election to membership shall become effective until the annual subscription payable on such election for the current year shall have been paid.
14. Subject as aforesaid any member whose annual subscription remains unpaid after the first day of June in any year, shall lose all their privileges until such a time as the subscription is paid.
15. The Council may, where in its opinion it is desirable to do so, reduce or remit the annual subscription or the arrears of annual subscription of any members.

## **RESIGNATION**

16.
  - a) Any member may retire from the Society by sending their resignation in writing to the secretary.
  - b) The Council may readmit to membership of the Society in any class any former member whose membership in such class has terminated, provided they satisfy the Council that they are worthy of readmission and pay such amount (if any) in respect of arrears of subscriptions as the Council may determine.

## **EXPULSION**

17. Any member whose subscription remains unpaid for one year may at the discretion of the Council be excluded from the Society and their name removed from the register.

18. a) If it shall appear to the Council or shall be represented to the Council by sufficient evidence that there is reason to suppose that any member of the Society has been guilty of conduct whether in connection with their membership of the Society or otherwise, which in the absence of satisfactory explanation would render them unfit to remain a member of the Society or be injurious to the character or the interests of the Society, the Council shall send such a member a statement in writing of the conduct imputed to them and shall appoint a special meeting of the Council for the consideration of the matter. At least fourteen days notice in writing shall be given to such member in order that they may appear before the Council, with legal representation if they so desire, and be heard if they think fit. If at such a meeting, or at any adjournment thereof, the Council shall be of the opinion that such a member ought to be excluded from the Society it shall be empowered to request them to resign, and if they do not resign within ten days they shall be liable by resolution of the Council to be excluded from the Society, and immediately upon such a resolution being passed they shall cease to be a member thereof.

### **ALTERATION OF RULES**

19. The rules governing the Society may be altered, added to or rescinded by a three-fifths majority of those present and voting at a general meeting at which such additions or amendments are considered and of which due notice has been given.
20. Any such alteration shall be submitted in duplicate to the Registrar of Incorporated Societies immediately after they have been approved and shall be accompanied by a statutory declaration, that the alterations have been made in accordance with the articles of the Society. Payment of the required fee, as determined by the Registrar, shall be sent with every such declaration.

### **GENERAL MEETINGS**

21. Subject as hereinafter provided meetings of the Society shall be held at such times and in such places and shall be convened upon such notice as the Council may from time to time prescribe or appoint.
22. An Annual General Meeting shall be held each year in the months of August or September at such place as the Council shall determine and shall be specified as such in the notices calling it. The business of the Annual General Meeting shall be to receive and consider the accounts of the Society for the past year, and the reports of the Council and the Financial Reviewer.
23. A special General Meeting may be called by the Council at any time, and shall also be called on the requisition of, or in default may be convened by such requisitionists (not including Associate members), of the Society.

24.
  - a) The annual membership subscription amount shall be determined each year at the Annual General Meeting. The amount set shall be reasonable to all members. An Annual General Meeting and a Special General Meeting shall be called by twenty-one days notice in writing at least (exclusive in every case both on the day on which it is served or deemed to be served and on the day for which it is given), specifying the place, day and the hour of the meeting and the general nature of the business to be transacted.
  - b) The accident omission to give notice of a Meeting or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.
25. No business shall be transacted at an Annual General Meeting or at a special meeting of the Society unless a quorum of members shall be present at the time when the meeting proceeds to business; save as otherwise provided in these articles, six persons present in person shall be a quorum.
26. The Chairperson of the Council shall preside as Chairperson at every General Meeting of the Society or in their absence, another Council member.
27.
  - a) Every member present and entitled to vote shall have one vote and no more at General Meetings except the Chairperson who, in case of equality of votes, shall have a second or casting vote.
  - b) On a poll, votes may be given personally or by proxy.
  - c) The instrument of appointing a proxy shall be in writing under the hand of the appointer, or of their attorney duly authorised in writing. A proxy must be a member of the Society.
  - d) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of that power or authority shall be deposited at the office of the Society not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
28.
  - a) At any General Meeting a resolution put to the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairperson by at least five Members of the Society present in person or by proxy and entitled to vote.
  - b) Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried, or carried unanimously or 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 Society, shall be conclusive evidence of the fact without proof, of the number or proportion of the votes recorded in favour of, or against such resolution.
  - c) If a poll is duly demanded it shall be taken at such time and in such manner as the Chairperson shall direct provided that always a poll demanded on any question of adjournment shall be taken at the meeting.

- d) The Chairperson of any meeting shall be the sole and absolute judge of validity of every vote tendered at such meeting whether on a show of hands or on a poll and may allow or disallow votes tendered according as they shall be of the opinion that they same are, or are not, valid.
- e) The accidental omission to send a ballot paper to or the non-receipt of a ballot paper by, any person entitled to the same shall not invalidate any poll.

## **APPOINTMENT OF OFFICERS**

- 29. The affairs and property of the Society shall be managed by a Council which shall be the governing body of the Society.
- 30.
  - a) Unless otherwise determined by the Society in General Meeting the number of the Council shall be between seven and nine.
  - b) Membership of the Council shall be honorary and without remuneration as such.
  - c) A person, who is nominated to hold a Council position, must be a current Ordinary or Affiliate Member.
- 31. Members of the Council shall hold office for two years and are able to be nominated for reelection and reelected each two years, without a maximum term defined.
- 32.
  - a) No later than the first day of June in every year commencing with the year 1968 the Council shall send to each member entitled to vote a request for the nomination of persons to fill the vacancies about to occur on the thirty-first day of October next following among members of the Council.
  - b) After the issue of the Council's request for nominations and not later than the first day of July next following any two members (who are not in default with their subscriptions to the Society) may nominate any other qualified person (who is not in default as aforesaid) to fill any vacancy by delivering such nomination in writing to the Council, together with the written consent of such person to serve if elected.
  - c) Not later than the first of September in each year the Council shall send each member of the Society entitled to vote ballot paper containing the names of all persons duly nominated to fill the vacancies on the Council, and giving the names of the members by whom every such person is nominated.
  - d) Each member of the Society entitled to vote shall be entitled to such a number of votes as there are vacancies on the Council to be filled at election. Not more than one vote may be given to any one candidate by a member entitled to vote. Ballot papers shall be returned to the Council in such a manner as the Council shall from time to time determine and so as the reach the Council not later than the thirtieth day of September next following.

- e) The Council shall appoint two or more scrutineers for the purposes of the ballot. The ballot papers shall, when received, be delivered unopened by the Secretary to the scrutineers, who shall open them, count the votes and report the result to the next following meeting of the Society. In the event of the scrutineers being unable to report the election of the prescribed numbers of persons to fill the vacancies owing to an equality of votes, they shall submit the names of the candidates having the same number of votes to the President of the Society who shall determine by their casting vote or votes which candidates having such equality of votes shall be elected.
  - f) At least one but not more than three members resident in the South Island shall be elected to the council each year provided that a candidate is nominated. In the event of nine North Island candidates receiving more votes than any South Island candidate, the eight North Island candidates having the most votes shall be elected and the ninth Council member shall be that South Island candidate having more votes than any other South Island candidate.
  - g) Persons elected shall take their office on the first day of November next following their election.
33. The office of a member of the Council shall be vacated:
- a) If they become bankrupt or make a composition or arrangement with creditors;
  - b) If they become of unsound mind;
  - c) If they cease for any cause to be a member of the Society;
  - d) If they resign their office by notice in writing to the Society;
  - e) If they fail to attend three consecutive Council meetings unless the Council shall in its discretion otherwise determine;
  - f) If they cease to hold office by virtue of any provision of the act.
34. The Council may exercise all such powers of the Society as are not hereby, by the rules of the Society required to be exercised by the Society in a General Meeting.
35. a) The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- b) The Secretary shall on demand of the Chairperson or any three members of the Council convene a meeting of the Council at any time.
- c) At every meeting of the Council four members shall constitute a quorum.
- d) Business will be carried out using appropriate modern technology methods.
36. a) At the first meeting of the Council held next following the thirty-first day of October in every year the Chairman and the Honorary officers of the Society (if any) shall be elected by the Council. The Chairperson shall be elected by the Council from amongst their own number.
- b) The Chairperson and the Honorary officers of the Society shall each hold office for one year but shall be eligible for re-election: provided always that except by express resolution of the Council, the Chairperson and the Honorary officers shall continue in office until the election of their successors.

37. The Chairperson if present shall take the chair at Council meetings. In their absence the members of the Council present shall choose some other member of the Council to act as Chair person.
38. At any meetings of the Council each member shall have one vote. Any two members present shall be entitled to demand that the voting on any question shall be by ballot which shall be taken forthwith. Every question arising at a meeting of the Council shall be determined by a majority of votes. In a case of equality of votes the Chair person shall have a second or casting vote.
39. The Council may delegate any of its members to committees consisting of members of the Council and such other members of the Society as the Council shall think fit; provided that a minimum of one of the members of any such committee shall be members of the Council. Any such committees shall in the exercise of such powers delegated to them comply with any requirements and directions which the Council shall from time impose upon them.
40. a) The Council shall cause minutes to be made in books provided for the purpose of:
  - i. all appointments of officers;
  - ii. the names of the members of the Council present at each meeting of the Council and of any committee of the Council.
  - iii. all resolutions and proceedings of General Meetings of the Society and of the Council and of committees of the Council and minutes signed by any person purporting to be the Chairman of any such meeting of the Society, or of the Council or any committee aforesaid or by any Chairman of the next succeeding meeting shall be conclusive evidence of the facts therein recorded.b) No report of the proceedings of any meeting of the Council or of any committee of the Council shall be taken or published except with the consent of the Council previously obtained.  
c) The Council may arrange for the publication in any manner which it may deem advisable of such papers, documents and reports as may be considered by the Council to be likely to advance the objects of the Society.
41. The Council shall decide the dates and location of the examinations and may fix the fees payable for entry thereto. The Council shall appoint the examination committee/s which should be made up of Senior Clinical Cardiac Physiologists and in the case of examinations of Clinical Cardiac Physiology Technicians, a minimum of 1 Senior Clinical Cardiac Physiology Technician. At least one Council Member should be on the examination committee/s. The examination committee shall decide the format for the exams and shall elect an examination committee chairperson from one of its members.
42. The Council may from time to time appoint such officers and staff and assign to such persons such duties as it shall think fit. The Council may pay to such officers and staff such salaries, wages or remuneration as the Council shall think proper.

43. The Council may upon receipt to that effect from a Society with objects kindred to those of the Society arrange for the union, alliance or incorporation of such society to the Society, provided that such union, alliance or incorporation shall be sanctioned by a Special Resolution of the Society at a Special General Meeting convened for that purpose.
44. The Council shall elect to the office of President of the Society a person distinguished in any field of science or technology, such member of the Society upon whom it wishes to confer exceptional honour. The President shall hold office for a period of one year, but shall be eligible for re-election; provided that no person shall be President of the Society for a period more than three in succession.

### **COMMON SEAL**

45. The Council shall provide a common seal of the Society and make rules for the safe custody and for the use thereof, and it shall never be used except by the authority of the Council previously given.

### **CONTROL AND INVESTMENT OF FUNDS**

46. The Council shall cause proper books of account to be kept with respect to:
  - a) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
  - b) all sales and purchases of goods by the Society; and
  - c) the assets and liabilities of the Society.
47. The books of the account shall be kept at the registered office of the Society or at such other place or places as the Council shall think fit, and shall always be open to inspection of the Council.
48. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be imposed by the Society in General Meeting, the books of account shall be open to the inspection of all members during all business hours.
49. The financial year of the Society shall be from the first day of April to the thirty-first day of March in the following year. After the end of each year the Council shall cause to be prepared an income and expenditure account together with a balance sheet made up as at the end of that year which, after having been examined and certified by the Financial Reviewer, shall be laid before the Society at the next Annual General Meeting. A copy of the financial accounts along with other information as required shall be submitted to the Charities Service by 30 September annually.
50. A copy of the balance sheet, the profit and loss statement and the review report from the Financial Reviewer which is to be presented to the Society at the Annual General Meeting shall, not less than twenty-one days before the date of the meeting, be sent to every member.

51. The Society shall appoint a Chartered Accountant to review the annual financial statements of the Society (“the Financial Reviewer”). The Financial Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Financial Reviewer’s attention to cause the Financial Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Financial Reviewer must be a suitably qualified person, a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Financial Reviewer who is unable to act for some reason, the Committee shall appoint another Financial Reviewer as a replacement.

The Committee is responsible to provide the Financial Reviewer with:

- a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
  - b) Additional information that the Financial Reviewer may request from the Committee for the purpose of the review; and
  - c) Reasonable access to persons within the Society from whom the Financial Reviewer determines it necessary to obtain evidence.
52. All money received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account with a Bank or Savings Bank from time to time be fixed by the Council.
53. All cheques and withdrawal receipts shall be signed on behalf of the Society by the treasurer and one other member of the Council.
54. All funds of the Society not needed immediately for the ordinary purposes of the Society may be invested by the Council in the name of the Society in any investments which the trustees are or may, by Act of Parliament be authorised to invest trust moneys under their control with power at their discretion from time to time to vary or sell any of the investments of the Society and to invest the proceeds of such sale in the investments of a like nature.
55. Any part of the property or funds of the Society may be sold or disposed of with a view to the promotion of the objects of the Society by or according to the order and direction of the Council with the sanction of a Special General Meeting.
56. Every publication of the Society and every paper presented to the Society and accepted for the reading or for publication in full or in abstract and every paper read before the Society and the copyright thereof respectively shall be the property of the Society. The Council in such cases as it thinks fit shall have the power to release or surrender the rights of the Society in respect of any such publication or paper or copyright thereof. The rights of publishing all such papers or publications and the reports of the proceedings and discussions at meetings of the Society shall be reserved to the Council who may, if it thinks fit, give its consent to publication in approved cases.

57. Every member of the Council and other officer, if any, of the Society shall be accountable in respect of their own acts only and shall not be accountable for any acts done or authorised to which they shall not have expressly assented, and no member of the Council shall incur any personal liability in respect of any loss of damage incurred through mistake, error, oversight or omission, or any other matter or things done, authorised or suffered by them being done, authorised or suffered by them in good faith for the benefit of the Society, although in excess of their legal powers.
58. The income and the property of the Society shall be solely for the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Society: provided that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Society, or other person, in return for services rendered to the Society.

### **BORROWING POWERS**

59. The Society shall have the power to raise money from time to time by the issue of debentures, bonds or mortgages or any other security founded or based on all or any of the property and/or rights of the Society or without any security and upon such terms as to priority and otherwise as the Council shall think fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society in General Meeting.

### **WINDING UP**

60. The Society shall be wound up if, at a General Meeting, of which due notice is given, a majority of those voting by ballot pass a resolution to this effect.
61. If upon the winding up of the Society whether voluntarily or by the Registrar of Societies or otherwise there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Society. The remaining property must be given or transferred to another organisation that is charitable under New Zealand law or for some other charitable purpose recognised under New Zealand law.