



New Zealand Society of Anaesthetists
(Incorporated)

Constitution

NEW ZEALAND SOCIETY OF ANAESTHETISTS (Inc.) CONSTITUTION 2021

1. NAME

- 1.1 The name of the Society is the “New Zealand Society of Anaesthetists Incorporated”.

2. PURPOSE

- 2.1 The purpose of the Society is to promote the provision of safe anaesthesia and perioperative medical care, primarily in New Zealand.

The purpose of the Society is to promote and foster safe anaesthesia and perioperative care in New Zealand through the education and support of medically registered anaesthesia providers and pain service providers.”

- 2.1.1 Assist members in the performance of their duties as anaesthetists through advocacy, community and education.
- 2.1.2 Promote and support professionalism in the practice of anaesthesia and perioperative medicine.
- 2.1.3 Support the mental health and wellbeing of anaesthetists.
- 2.1.4 Promote the provision of safe anaesthesia and perioperative medical care in developing countries primarily in the New Zealand Region.
- 2.1.5 Enter into such arrangements with other organizations as will further the purpose of the Society.

3. MEMBERSHIP

- 3.1 Membership of the Society will be one of 3 major classes:

- 3.1.1 Ordinary Members: Medical practitioners in one of the following 3 categories:

- (i) Active members who will be practising Anaesthetists.
- (ii) Retired members who will have been active members of the Society but are no longer engaged in the practice of Anaesthesia.
- (iii) Trainee members will be practising Anaesthetists who are working towards a postgraduate qualification in Anaesthesia.

- 3.1.2 Honorary Members will be persons who due to their special interest in, or conspicuous services to the Specialty of Anaesthesia, are nominated by the Executive Committee and elected at a General or Special Meeting as Honorary Members. Honorary Membership will normally be conferred upon persons who have been of direct service to the New Zealand Society of Anaesthetists. They will not be expected to take an active part in the Society’s affairs and will, if anaesthetists, usually reside in countries other than New Zealand. They will not be eligible to vote, hold office or form part of the quorum at meetings of members.

- 3.1.3 Life Members will be members of the Society who have made outstanding contributions to Anaesthesia in New Zealand, and/or to the New Zealand Society of Anaesthetists. They will be nominated by the Executive Committee and elected as Life Members at a General Meeting of the Society. They will be eligible to vote, to hold office and form part of the quorum at meetings of members.

- 3.1.4 Associate Members will be persons other than Anaesthetists practising in New Zealand, who would normally be Ordinary Members, this can be extended at the

approval of the Executive Committee to include non-anaesthetic pain physicians. Such membership will be confined to receipt of Society membership correspondence, including any Newsletter of the Society and attendance at Scientific meetings. They will not be eligible to vote or hold Executive office or form part of the quorum at meetings of members.

- 3.2 Prospective Ordinary and Associate Members must apply to the Society. These applications will be subject to approval by the Executive Committee.
- 3.3 New members will pay the relevant pro rata current year's subscription.
- 3.4 Resignation from the Society must be notified in writing to the Society's Office.
- 3.5 The Executive Committee may require the resignation of a member of the Society. Such a resignation will be subject to appeal to the next Annual General Meeting of the Society when a decision of the majority of members present and entitled to vote will be binding.

4. HEADQUARTERS

- 4.1 The Executive Committee will from time to time decide the location of the headquarters of the Society which may be different from the registered office of the Society.

5. OFFICERS OF THE SOCIETY

- 5.1 The Officers of the Society will be a President, a Vice-President, an Immediate Past President, an Honorary Secretary, a Treasurer, and such other officers as shall be considered necessary from time to time by the Society at the Annual General Meeting.
- 5.2 The Executive Committee shall consist of the Officers of the Society, and six Ordinary Members who will be elected in accordance with section 8 of this constitution.
- 5.3 Any vacancy occurring on the Executive Committee during its term of office, or any vacancy not filled by election, may be filled by a nominee or nominees of the Executive Committee or that part of the Executive Committee then remaining.
- 5.4 The Executive Committee may co-opt additional members for the Executive Committee (being together less than a majority of the Executive Committee after their appointment) at its discretion. Co-opted members of the Executive Committee will have full voting rights and may form part of the quorum of the Executive Committee.

6. DUTIES AND POWERS

- 6.1 The duties of the Committee and Officers will be as follows:
 - 6.1.1 The Executive Committee will manage the affairs of the Society in all respects except to the extent required to be determined at a meeting of members under this constitution or by law. It will be the duty of the President and Honorary Secretary to obtain the views of the Officers of the Society on matters of significance to the Society, either by calling an Executive Meeting, or by correspondence (including electronic media).
 - 6.1.2 The President will preside at all meetings, will represent the Society on all official occasions, and will perform all the duties ordinarily belonging to the office of President unless otherwise delegated by the President to another Executive member. They will present a report to the Annual General Meeting.
 - 6.1.3 The Vice-President will be a deputy for the President in the event of the latter being unable or unwilling to act. In the event of the presidential office for any reason

falling vacant, the Vice-President will become the President for the remainder of the current year.

- 6.1.4 The Honorary Secretary will be responsible to the Executive Committee and will perform all the duties ordinarily belonging to the office of a Secretary. They will oversee the minutes of all meetings, including the minutes of the Annual General Meeting, for publication to all members, and the minutes of Executive Meetings.
- 6.1.5 The Treasurer will be responsible to the Executive Committee and will perform all the duties ordinarily belonging to the office of Treasurer. They will present an Annual Budget, and annual financial statements, and will receive and disburse the funds of the Society.
- 6.2 Notwithstanding any other provision, the Society shall not expend any money:
 - 6.2.1 Other than to further purposes recognised by law, nor
 - 6.2.2 For the sole personal or individual benefit of any member.
- 6.3 Any transactions between the Society and any member, officer or member of the Board, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to:
 - 6.3.1 A fair and reasonable reward for services performed,
 - 6.3.2 Reimbursement of expenses properly incurred,
 - 6.3.3 Usual professional, business or trade charges, and
 - 6.3.4 Interest at no more than current commercial rates.
- 6.4 The Executive Committee will have the power to invite a representative of such other organisations as will further the interests of the Society, or its members, to attend Executive Meetings, as observers/advisers. Such a representative will have no voting rights. Expenses will not be met by the Society unless agreed to by the Executive Committee. The Executive Committee may appoint one of its members to represent the Society at meetings of such other organisations as will further the interests of the Society, or its members. This function may be delegated to ordinary members of the Society at the Executive's discretion.
- 6.5 The Executive Committee will have the power to appoint ordinary or associate members, or to establish subcommittees or networks to undertake specific tasks on its behalf. The Executive shall determine their terms of reference. The Executive will appoint ordinary members or associate members of the Society to act as members of such subcommittees. The Executive shall appoint the Chair of any such subcommittee, and the Chair may be ex officio a member of the Executive Committee but without the right to vote or form part of the quorum at meetings of the Executive Committee.

In all circumstances they will be responsible to the Society through the Executive Committee, and minutes of the subcommittee shall be reported to the Executive Committee.
- 6.6 A Chief Executive Officer appointed to manage Society affairs will be responsible to the Society through the Executive Committee.

7. EXPENSES OF OFFICERS

- 7.1 Subject to prior approval by the Executive Committee, reasonable travel, accommodation and meal expenses may be refunded to members of the Society when they are required to travel on Society business. Such expenses will require full documentation for audit purposes.
- 7.2 Subject to approval by the Executive Committee on an annual basis and recorded in the Minutes, an allowance for incidental personal expenses incurred by the President of the Society in the course of their duties may be refunded without documentation.

8. ELECTION OF OFFICERS

- 8.1 Officers will be elected by means of a 2 yearly secure electronic ballot of all financial members.
- 8.2 Office holders can be removed after a majority vote of no confidence by the Executive Committee.
- 8.3 Officers to be elected include: The President-Elect (who will automatically become the President at the conclusion of the AGM the year following the ballot), an Honorary Secretary, Treasurer, and six other Representatives.
- 8.4 Should a vacancy occur it may be filled by a nominee of the Executive Committee in accordance with section 5.3 of this constitution.
- 8.5 The nominee will remain in office until the next ballot.
- 8.6 All financial members shall be entitled to seek election as Officers or as ordinary members of the Executive Committee.
- 8.7 A ballot for the election of Officers will be organised and conducted in a confidential manner by the Chief Executive Officer. Nominations will be called for in NZSA publications. Nominees must be financial members of the Society and must be nominated and seconded by financial members.
- 8.8 Regulations for the conduct of the election of Officers shall be determined from time to time by the Executive Committee, provided that:
- 8.9 The President-Elect: The President-elect will be elected by bi-annual ballot, and will hold office as Vice-President, ordinarily until the next Annual General Meeting when they will become President. The President will usually hold office for 2 years, and on retiring will become Immediate Past-President for 1 year.
- 8.10 Honorary Secretary: An Honorary Secretary will be elected by bi-annual ballot and they will be eligible for re-election. The term of office of the Honorary Secretary will not normally exceed 6 years. The immediate past Honorary Secretary may be appointed as Assistant Honorary Secretary at the prerogative of the Executive.
- 8.11 Treasurer: A Treasurer will be elected bi-annually by ballot, and they will be eligible for re-election. The term of office of the Treasurer will not normally exceed 6 years.
- 8.12 Ordinary Members of the Executive Committee: The members of the Society will bi-annually elect 6 representatives to the Executive Committee by ballot.
- 8.13 The term of office for Executive Committee members will not exceed 12 years in all, including time representing the Society as a trainee member.

9. ELECTION PROCESS:

- 9.1 Nominations will be called for, and the ballot conducted, at such a time so that the new Executive can be announced at, and take office, at the conclusion of the AGM on a bi-annual basis.
- 9.2 Nominations shall be called for not less than three months before the date of the AGM.
- 9.3 Where there is more than one candidate for any position, a secure electronic ballot will be held.
- 9.4 Where there is only one candidate for any position, they will be declared elected unopposed at the AGM.
- 9.5 Voting papers shall be circulated to members' nominated addresses not less than one month prior to the AGM.
- 9.6 Voting papers must be returned by post to the Registered Office of the Society not less than two weeks before the date of the AGM.
- 9.7 Candidates will be elected by the greatest number of valid votes.
- 9.8 Results will be declared at the AGM.

10. MEETINGS

- 10.1 Meetings of Members: Meetings of the members of the Society may be of 2 kinds, namely Annual and Special meetings.
 - 10.1.1 Annual General Meeting. The date and location of this meeting will be at the discretion of the Executive Committee. It will ordinarily be held in conjunction with an annual scientific meeting of New Zealand anaesthetists. The quorum will be 20 members present in person or by proxy.
 - 10.1.2 Special General Meetings. The Executive Committee may call these at such times, locations and for such purposes as may be determined by the Executive Committee. The quorum will be 20 members present in person or by proxy.
 - 10.1.3 The Honorary Secretary will give at least 4 weeks' notice of the Annual General Meeting which may be given through NZSA publications to all members. Special Meetings of the Society may be notified to all members through NZSA publications or other means such that at least 4 weeks' notice is given.
 - 10.1.4 Voting at all meetings of members or the Executive Committee will be by show of hands unless a secret ballot is requested. Upon a ballot each member of the Society or member of the Executive Committee (as the case may be) will have 1 vote.
 - 10.1.5 A secure electronic ballot of all ordinary and life members will be permitted for any matter raised at a General or Special Meeting if a special motion to that effect is passed at the appropriate meeting.
 - 10.1.6 A member of the Society may appoint a proxy to attend and exercise his or her rights at a meeting of members, in accordance with procedures determined from time to time by the Executive Committee.

10.2 Executive Meetings

10.2.1 Meetings of the Executive Committee will be held in the manner as determined by resolution of the Executive Committee from time to time, or in the absence of procedure determined by the Executive Committee, in the manner as determined by the President from time to time. There will ordinarily be not less than 2 meetings each year. Telephone or virtual meetings will be permissible.

10.2.2 The quorum for meetings of the Executive Committee will be half of its members either in person or meeting via telephone or other electronic media. A resolution of the Executive Committee will be passed if approved by a majority of those present at the relevant meeting (being not less than a quorum) and being entitled to vote. A resolution of the Executive Committee may be passed in writing signed by a majority of the Executive Committee (not being less than a quorum) entitled to attend meetings of the Executive Committee and entitled to vote, and may consist of 2 or more documents in the same form signed by one or more Executive Committee members.

11. ORDER OF BUSINESS AT MEETINGS

11.1 At Annual General Meetings:

At Annual General Meetings the order of business will be as follows:

- i. Apologies
- ii. Minutes
- iii. President's Report
- iv. Financial Report
- v. Election of Officers
- vi. General Business

11.2 At Special Meetings:

At Special Meetings the order of business will be as follows:

- i. Apologies
- ii. General Business

12. EXPRESSIONS OF SOCIETY OPINION

12.1 No member shall state an opinion to be that of the Society unless that member receives the prior approval from the President and Chief Executive Officer.

12.2 The Society's name and logo shall not be used without the prior specific approval of the Chief Executive Officer and the Executive Committee.

13. DUES

13.1 Ordinary active members, retired members, trainee members and associate members will pay such a fee as may be recommended by the Executive Committee and approved at the Annual General Meeting.

- 13.2 Life and Honorary members will pay no subscription.
- 13.3 Non-financial members will be ineligible to vote or hold office. Non-payment of the annual subscription within the year will be taken as implying resignation from the Society, unless or until such arrears are paid.
- 13.4 The subscription will be due on February 1 each year, in advance.

14. AMENDMENT TO CONSTITUTION

- 14.1 Any proposed revision of, or amendment to, the Constitution of the Society must find a proposer and seconder in the Executive Committee. It will then be submitted to referendum of all the members and will be carried by a 60 percent majority of valid votes returned which would together form not less than a quorum of members at an Annual General Meeting of the Society.
- 14.2 Provided that no amendment may be made which would alter:
 - 14.2.1 The exclusively charitable nature or tax-exempt status of the Society,
 - 14.2.2 The rules precluding members from obtaining any personal benefit from their membership, or
 - 14.2.3 The rules as to winding up.

15. COMMON SEAL

- 15.1 The Common Seal of the Society will be as adopted by the Executive Committee from time to time and will be kept in safe custody by the person determined by the Executive Committee from time to time. The Seal will be affixed in the presence of at least 2 members of the Executive Committee, on the authority of the Executive Committee.

16. CONTROL AND INVESTMENT OF FUNDS

- 16.1 All monies will be paid to the Registered Office of the Society.

The Treasurer will be responsible for banking and investment of these funds, but may delegate this responsibility to the Chief Executive Officer. Two signatories as determined by the Executive Committee will sign cheques or authorise electronic payments drawn on the bank account of the Society.
- 16.2 The Chief Executive Officer appointed may have access to a limited fund, as determined by the Executive Committee from time to time, for the purpose of paying day to day office expenses. Full records of all such expenses and payments will be kept.
- 16.3 The Chief Executive Officer may under delegation of the Executive Committee make capital purchases and expend funds in keeping with the Society's object and within the agreed annual budget as determined by the Executive Committee.
- 16.4 The Society will have the power to borrow money and operate a bank account including an overdraft facility. This will be actioned by 2 members of the Executive Committee after written consultation with, and the unanimous agreement of the remainder of the Executive.
- 16.5 Surplus funds of the Society may be invested in any of the ways authorised by law for the investment of Trust funds. Surplus funds may also be transferred from time to time, at the discretion of the Executive Committee for charitable purposes approved by the Committee.

16.6 The Executive Committee and its subcommittees will be required to keep, or procure the keeping of, full records of any financial matters enacted on behalf of the Society, so that these can be audited prior to presentation at the Annual General Meeting.

17. INDEMNITY

17.1 The members of the Executive Committee, the Honorary Secretary and other Officers of the Society shall be indemnified by the Society for all losses and expenses (including legal costs on a solicitor and own client basis) incurred or suffered by them in and about the discharge of their respective duties as Officers of the Society except as shall result from their own respective wilful default or criminal act or omission.

17.2 Indemnity and public liability insurances will be maintained by the Chief Executive Officer of the Society.

18. LIMITATION ON LIABILITY

18.1 No member of the Executive Committee, the Honorary Secretary or other Officer of the Society shall be liable for the acts or defaults of any other member of the Executive Committee, Honorary Secretary or other Officer, or for any loss or expense happening to the Society unless the same arose as a direct consequence of his or her own wilful default or criminal act or omission.

19. NOTICES

19.1 Notices and communications to or from members of the Society, Officers of the Society or the Executive Committee may be given in writing by electronic message system.

19.2 Notices will be deemed to be received:

19.2.1 In the case of notices or communications in writing, up to 10 business days after posting if posted from within New Zealand to the last known residential or professional address of the recipient.

19.2.2 In the case of notices or communications by electronic means (including e-mail), on the day of transmission of the notice or communication in full to the e-mail or other electronic address of the recipient if sent on a business day between 8.30 am and 5 pm, or on the following business day if sent outside those hours.

20. WINDING UP

20.1 The Society will be wound up if at a General Meeting, a majority of those voting, being not less than a quorum of members, pass a resolution to this effect following notice of that resolution having been sent to members. If, upon winding up the Society, either 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 will be distributed for an appropriate charitable purpose(s) as approved by the Society in General Meeting from time to time.