

RULES OF THE
COLLEGE OF NURSES AOTEAROA
(NEW ZEALAND) INC.



October 2017

CONTENTS PAGE

CONTENTS PAGE	2
1. NAME	3
2. DEFINITIONS	3
3. OFFICE	4
4. VISION	4
5. PHILOSOPHY	4
6. PURPOSE	5
7. MEMBERSHIP	5
8. BOARD	7
9. ELECTION OF THE BOARD	7
10. BOARD PROCESS	8
11. OFFICE BEARERS	9
12. POWERS	10
13. FINANCE	10
14. COMMON SEAL	11
15. COMMITTEES	12
16. ANNUAL GENERAL MEETING	12
17. SPECIAL MEETING	12
18. QUORUM AT MEETINGS	13
19. VOTING AT MEETINGS	13
20. ALTERATION TO THE RULES	13
21. WINDING UP	14

<p>RULES OF</p> <p>COLLEGE OF NURSES AOTEAROA (NEW ZEALAND) INC.</p>

1. NAME

The name of the Society shall be College of Nurses, Aotearoa (New Zealand) Inc.

2. DEFINITIONS

Associate is used in this context to indicate collective membership to the College.

The Board means the Board of Management of the College as a whole, or any number of the Board members not being less than a quorum.

Board member means a member of the Board of the College.

Caucus is a forum for members to meet to discuss developments in nursing and make decisions which relate directly to themselves and are related to the work of the College. The College has two caucuses, Maori and Non-Maori.

Censor is the person approved by the Board to review all applications for admission to the College.

Chair does not mean Co-Chairperson. The Co-Chairperson is the elected head of the Board. Chair refers to a person chairing a meeting in her/his absence.

Co-Chairperson. The Co-Chairperson refers to the elected/appointed heads of the Board to reflect the bicultural nature of the College, where one person represents the Maori caucus and the other person represents the non-Maori caucus. They will jointly share the roles and responsibilities of the Chairperson.

College means the society of the College of Nurses, Aotearoa (New Zealand) Inc.

Executive Director means the person employed by The Board to manage the business of the College.

Ex-officio member means a member or fellow who is not an appointed Board member and who is seconded by the Board for their specific knowledge and/or skills, to undertake specified activities of the Board.

In writing and *written* include printing, e-mail and other modes of representing or reproducing words and figures in a visible form.

Meeting means any Annual General Meeting (AGM) or Special Meeting held in accordance with these rules.

Member means a member classified under these rules as a Fellow or a Member.

Office means the registered office of the College.

Officer means such person as from time to time fills any one or more of the offices contemplated in rule 12.

Register means the register of members.

Registered Nurse means categories of Registered Nurse as defined by the Nurses Act 1977, and amendments 1983, 1989 with the exception of Registered Obstetric Nurse. Also excluded are Enrolled Nurses.

Regulations means regulations made pursuant to these rules.

Rules and *these present* mean the rules at present constituted or as from time to time altered by special resolution.

Tangata Whenua means Maori.

Tikanga process (which related to Rule 9.2(b)) means the values associated with the appointment process, which upholds the mana and prestige of nominee(s).

Year means the whole year and not just the student year.

The words *he* and *she* are interchangeable and so may apply to the opposite sex.

3. OFFICE

The registered office of the College shall be at such place in New Zealand as the College may from time to time determine.

4. VISION

The vision of the College is for professional excellence in nursing practice in a negotiated relationship with tangata whenua. The College recognises Te Tiriti o Waitangi as the foundation document of this nation.

The College provides a united focus for examining issues relevant to nursing practice and health of the community.

5. PHILOSOPHY

Nurses are health professionals whose practice is based on a unique body of knowledge. Nursing knowledge emerges from the collective wisdom of nursing practice. Nursing theory and research underpin the unique body of knowledge that guides and directs nursing education. The knowledge, wisdom and culture of nursing are integral to developing professional excellence.

In practising the art of nursing, nurses walk through people's landscapes for varying lengths of time. The spirit, science and art of nursing involves assisting people throughout their lives and encouraging a sense of individual dignity and cultural well-being. Nurses have a responsibility to negotiate with and advocate for people in their quest for health. Negotiations and advocacy will be in the social, economic and political spheres.

Health is about living in harmony with oneself and the environment. There are personal, spiritual, cultural and collective perceptions of health.

6. PURPOSE

The purpose of the College is to:

- a) to promote and facilitate professional development in the area of clinical practice, nursing management, nursing education and research;
- b) to monitor, comment and advise on consistency and outcomes of education for nursing practice;
- c) to identify, examine and take action on issues of significance to nursing practice and the health of the community;
- d) to disseminate information on issues of significance to nurses;
- e) to adopt a collegial relationship with other professional bodies;

7. MEMBERSHIP

Te Kauniherā o Nga Neehi Māori The National Council of Māori Nurses may from time to time define the criteria for, and nominate for membership, people who have given excellent service either to the Māori or to the wider community.

7.1 Membership to the College shall be through one of the following classes:

- (a) Fellows;
- (b) Honorary Fellows;
- (c) Members;
- (d) Such other class or classes as the College may create.

7.2 The Fellows of the College shall be:

- a) Every person admitted by the Board as a Fellow of the College in accordance with regulations made from time to time by the Board.

b) Any person on whom, having given exceptional service to nursing or to the health of the community on a national level, the Board confers an Honorary Fellowship.

c) All Honorary Fellows, providing their membership is continuous, shall have all the rights of Fellows excepting voting or governmental rights.

7.3 The members of the College shall be every person admitted in accordance with the rules and regulations of the College.

7.4 Membership is conferred on any person or corporate body only when the College accepts an application for membership; and rejection of an application does not require a given reason.

7.5 Criteria for membership:

a) Member:

A nurse registered under the Health Practitioners Competence Assurance Act 2003, within the scopes of practice of Registered Nurse and Nurse Practitioner.

b) Fellow:

A Registered Nurse, who has practised nursing for not less than five years, and who has made an outstanding contribution to professional excellence in New Zealand nursing to the benefit of the nursing profession and/or the health of the community. This is to be demonstrated by professional leadership **and one** of the following:

(i) Academic achievement leading to research and publication.

(ii) Demonstrated professional excellence in clinical nursing practice.

(iii) Advancement to nursing through education, innovation or research.

7.6 A copy of the Rules of the College shall be made available to each member of the College upon admission and payment of subscription and she shall be deemed to be bound thereby.

7.7 Members may resign by delivering written notice of resignation to the Executive Director or to the registered office, and their resignation will be effective from that time.

7.8 The Board Members may expel a member by vote of not fewer than two-third majority of the Board at a Special Meeting. Notice both of the meeting and of the charges shall be given to that member, who is entitled to attend, with or without support, to show cause for continuation of membership or to give written explanation for the conduct that caused the charge.

8. BOARD

The Board shall consist of not more than six elected Board Members. Three Non-Maori Board Members. Three Maori Board Members elected by the Maori members.

8.1 The term of a Board member is 4 years – refer to rules 9.3 and 9.4.

8.2 Resignation by a Board member is effected identically with the means in rule 7.8.

8.3 The Co-Chairpersons of the Board shall preside at all meetings, if present within ten minutes of the scheduled start; otherwise the members present may choose an acting chair to preside who will continue to chair the meeting if the Co-Chairpersons arrive during the meeting.

8.4 A quorum for Board meetings will be one more than half of the elected Board Members.

9. ELECTION OF THE BOARD

9.1 Nominations for vacancies will be written, signed by two associates (Fellows or Members, excluding sitting Board members), countersigned by the candidate and forwarded to the College within the requested time frame. If there is more than one nomination to fill a vacancy in an area, balloting lists of nominees in alphabetical order shall be forwarded to each eligible voter for electronic voting.

9.2 Vacancies on the Board

a) Provided that the conditions in rule 9.1 (a) are met, candidates will be accepted for nomination to a Board vacancy reflective of the register (Maori or Non-Maori) the candidate has elected to join, and has been entered on, if they are a current financial member of the College.

b) Appointment to the Board shall be made as follows: a Maori Board appointment will be made by the Maori caucus and a non-Maori appointment shall be made by the non-Maori caucus. The method of decision-making for the non-Maori caucus will be by postal/electronic ballot. The method of decision-making for the Maori caucus shall be by consensus, which may include a tikanga process¹ or if the Maori caucus so chooses by voting in the same manner as the non- Maori caucus.

9.3 The retirement of a Board member shall be effective from the conclusion of the Board meeting prior to the AGM.

9.4 A Board member due to retire after a term of four years may be invited to extend their term in increments of 2 years up to a total of 4 years, such invitation will be a consensus decision of the Board.

¹[This may include but not limited to this may include presentation of pepeha, kaumatua support and endorsement by Maori College members.](#)

10. BOARD PROCESS

The control and management of the business and affairs of the College shall be conducted by and vested in the Board members.

10.1 In all matters requiring decisions to be made, there must be either an equal number of Maori and Non-Maori voting members present or in the absence of equal numbers, then all decisions made must be unanimous.

10.2 For a term not exceeding four years, the Board members may delegate to a maximum of three members of the Board, the responsibility of ensuring that chairpersons of the Censor's Office and Ad Hoc Committees have the appropriate skills.

10.3 The Board is responsible for resourcing and supporting the Office of Censors and Ad Hoc Committees which are described in section 16.

10.4 An appointed Board member may at any time be removed and replaced by the Board using the same processes as at rule 7.8.

10.5 The Board shall meet at least once every year for the transaction of business at a place and time that they may determine, or as the Co-Chairpersons may direct. The Board may adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

10.6 The Board may declare vacant the seat of a Board member who is absent from three consecutive Board meetings.

10.7 At every meeting of the Board or any committees of the Board, the Co-Chairpersons or chair of the meeting shall be entitled to a deliberative and casting vote.

10.8 The Board shall have the power to appoint such committees as it thinks fit and may delegate to them all or any of its functions or powers. The Board may appoint a committee chairperson for any committee but failing such appointment, the committee may from time to time appoint one of its number as chairperson of that committee.

10.9 The chairperson of any committee of the Board shall preside at all meetings of the committee. If the chairperson is not present at any meeting of the committee, the members of the committee present may choose one of their number to be chairperson of the meeting and the committee member chosen shall preside at such meeting accordingly.

10.10 For the purpose of these rules, the linking together by telephone of a number of Board members not less than the quorum, whether or not any one or more of the Board members is out of New Zealand, shall be deemed to constitute a meeting of the Board and all the provisions in these rules as to meetings of the Board shall apply to such meetings by telephone so long as the following conditions are met:

a) All the Board members for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given on the telephone.

b) Each of the Board members taking part of the meeting by telephone must be able to hear each of the other Board members taking part at the commencement of the meeting.

c) At the commencement of the meeting each Board member must acknowledge their presence and indicate that they are there for the purpose of the meeting.

10.11 Excepting by the express consent of the Co-Chairpersons of the Board, a member may not leave the telephone meeting, and with that exception a member shall be presumed to have been present and to have formed part of the quorum for the duration of the meeting.

10.12 A minute, certified as correct by the Co-Chairpersons, shall be sufficient evidence of such proceedings, and of their adherence to necessary formalities.

10.13 The Board, at its discretion, may second ex-officio Board members or fellows to undertake specified activities of the Board with the aim of enabling the Board to meet its strategic goals. Ex-officio Board members will not have voting rights regarding Board business.

10.14 The Board is responsible for appointing, resourcing and supporting the Executive Director position and other roles as required.

11. OFFICE BEARERS

The officers of the College shall be the:
Co-Chairpersons

Ex-officio officers
Chief Censors (2)
Chairperson Ad Hoc Committee(s)

11.1 All staff employed may be suspended, removed or dismissed by the Board.

11.2 Board members shall be eligible for appointment to an officer's position for a period of two years per position after which all positions will be reviewed by the Board. Appointment to an officer's position will follow similar principles as outlined in rule 9.1 (b).

11.3 The Board may invite Fellows or Members to assist as ex-officio officers on any one of its committees. Ex-officio officers will be subject to the provisions concerning appointed officers.

11.4 Any Fellow who is a Registered Nurse may be appointed by the Board to be Chief Censor for a period of two years. By consensus agreement of the Board and acceptance of the Chief Censor this period may be extended indefinitely.

11.5 If one of the Co-Chairpersons is unable to fulfil duties for the full term of office, a nominated person from the existing Board will be appointed to this position.

11.6 All Board Members due to retire shall do so at the Board meeting at which their successors are elected and shall be eligible for re-election in accordance with rule 9.2.

12. POWERS

For the aforesaid purposes of the College, the Board shall have the following powers to:

- a) purchase, hire or otherwise acquire, real or personal property, rights or privileges.
- b) raise money by subscriptions and to grant any rights and privileges to subscribers;
- c) borrow, raise or secure moneys, and in particular, by mortgages, debentures or debentures secured upon any or all of the College property, assets or undertaking.
- d) make, draw, accept, discount and execute any promissory notes, bills of exchange, debentures or other negotiable instruments;
- e) invest, lend and deal with the moneys of the College not immediately required upon such securities as the Board may think fit including power to make investments to the investment agencies of the contributing bodies;
- f) appoint, direct or control, suspend or remove any secretary, treasurer, clerk, agents or servants, and to fix their remuneration;
- g) make, adopt, vary and publish rules, by-laws and regulations dealing with any of the matters comprised in the abovementioned purposes and to take steps as shall be deemed necessary or advisable for enforcing such rules, regulations, by-laws and conditions;
- h) receive or decline gifts of money or property made for any of the purposes of the College, whether or not subject to any special trust, conditions or obligations.

13. FINANCE

The funds and property of the College shall be devoted to the purposes specified in these rules, and excepting in return for actual services rendered, no portion of such funds or property shall be paid or transferred directly or indirectly, by way of allowance or otherwise, to members.

13.1 The Board shall have the power to open bank accounts. All receipts shall be banked in accounts in the name of the College.

13.2 The Board shall control the bank accounts of the College and shall decide from time to time the manner in which and by whom cheques and other banking documents shall be signed.

13.3 All payments shall be made by cheques duly signed or electronic payment as delegated and authorised for payment by the Board.

13.4 The financial year for the College shall be from 1 July to 30 June in the following year.

13.5 An auditor shall be a member of the New Zealand Society of Accountants selected by the Board.

13.6 The accounts of the College shall be audited before 30 September in each and every year and the auditor's report shall be circulated with the accounts prior to the AGM.

13.7 All annual subscriptions shall be set by the College Board and shall be due and payable on the anniversary month of joining.

13.8 Every person upon application as a member of the College shall pay an administration fee as set by the College Board.

13.9 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of any income benefit or advantage whatsoever.

13.10 In any case in which the Board and/or the Executive Director is of the opinion that the payment of the subscription will constitute a hardship to that member, or a member proposes to be absent from New Zealand for a period of not less than twenty four calendar months, the Board and/or the Executive Director may use its discretion to allow the reduction of the subscription fee due. The Board and/or the Executive Director may waive payment of any subscription by any member.

13.11 If any member of the College is in arrears with an annual subscription for a period of three months from the due date then her membership shall lapse forthwith save the Board may extend the time for payment or waive payment in full or part.

14. COMMON SEAL

The College shall adopt a Common Seal and such seal shall be kept under the control of the Executive Director.

14.1 Where the Common Seal of the College is to be affixed to any document, it shall be affixed to that document pursuant to a resolution of the Board and authenticated by the signatures of two members of the Board.

15. COMMITTEES

The following rules refer to the two committees of the College which are:

Office of Censors
Ad Hoc Committee(s)

15.1 The Office of Censors and any Ad Hoc Committee(s) shall consist of one elected Board member (or one ex-officio member) and at least three members of the College elected by postal ballot in *Te Puawai*, with an equal number of Maori and non-Maori members unless Maori members of the Board agree to unequal numbers.

15.2 In all matters requiring decisions to be made, there must be either an equal number of Maori and Non-Maori voting members present or in the absence of equal numbers, then all decisions made must be unanimous.

15.3 An ex-officio member shall be appointed in the event that elected members to committees have insufficient expertise specific to that committee's task.

15.4 No one member may sit on more than one committee.

15.5 At each AGM the Board shall ensure that each committee comprises of equal numbers of Maori and Non-Maori members.

15.6 The chairperson of any committee of the College shall preside at all meetings of the committee. If the chairperson is not present at any meeting of the committee, the members of the committee present may choose one of their number to be chairperson of the meeting and the committee member chosen shall preside at such meeting accordingly.

15.7 The Board may appoint committee members to bring the membership to the required number whenever vacancies occur.

16. ANNUAL GENERAL MEETING

The AGM shall be held no later than 31 October in each calendar year upon a date to be appointed by the Board.

17. SPECIAL MEETING

A Special Meeting of the College may be called at any time:

- a) by the Board;
- b) by the Co-Chairpersons or the Executive Director of the College;
- c) by a requisition stating the business of the meeting, signed by at least thirty College associates. On receiving such a requisition, the Executive Director shall

within seven (7) days of its receipt notify members of a meeting date failing which one of the signatories may call the meeting.

17.1 Fourteen (14) days notice of a Special Meeting shall be given by notice posted or emailed to the last known address of each member.

17.2 No business other than that specified in the notice calling the Special Meeting shall be conducted at such meeting.

18. QUORUM AT MEETINGS

A quorum at any AGM or Special Meeting of the College shall be a minimum of ten (10) members.

19. VOTING AT MEETINGS

At every AGM or Special Meeting of the College remits may be discussed and a consensus decision made within each caucus and these decisions will be presented at a combined meeting. All remits or resolutions must be circulated to all members at least 21 days prior to the AGM or Special Meeting at which they will be considered.

19.1 Where consensus cannot be reached within each caucus, a vote shall be taken with the Co-Chairperson acting as Chairperson having the casting vote in the case of a tied vote.

19.2 In the event that each caucus presents conflicting decisions, a spokesperson from each group will summarise the reason for their decision after which a vote may then be taken.

19.3 Voting may be by show of hand, voices or secret ballot/poll and will be decided by a show of hands prior to the vote being taken. Proxy votes should be allowed but must be submitted in writing either prior to, or at, the meeting.

19.4 A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact.

20. ALTERATION TO THE RULES

These rules may be amended, revoked or added to at the AGM of the College or at any Special Meeting thereof convened for that purpose provided that any amendment, revocation or addition shall be passed by a majority of two-thirds of the members present and voting.

20.1 These rules shall not be altered in any way which prevents the College from complying with the provisions of Section 61 (25) of the Income Tax Act 1976 or which materially changes the purpose of the College.

20.2 Any amendment, revocation or addition made to these rules shall take effect as from the date of registration of such amendment, revocation or addition with the Registrar of Incorporated Societies.

20.3 Notice of every proposed alteration or amendment intended to be moved at any meetings shall be lodged with the Executive Director at least twenty-one calendar days prior to the meeting.

21. WINDING UP

Upon the winding up of the College and after payment of all costs, debts and liabilities of the College, the remaining assets (including land and buildings) shall be distributed to approved charitable organisations within New Zealand with preference being given to organisations having the same or similar objects as the College.

