

RULES of the ASSOCIATION OF EMERGENCY CARE TRAINING PROVIDERS INCORPORATED

TITLE

1. The Association shall be called the Association of Emergency Care Training Providers Incorporated ("AECTP").

REGISTERED OFFICE

2. The Registered Office of the AECTP will be situated at such place as the Board shall decide from time to time.

DEFINITION OF THE AECTP

3. The AECTP will consist of a group of Emergency Care Training Providers administered by a national executive known as the Board.
4. The AECTP shall represent the interests of the organisations and individuals that constitute its members and shall provide an opportunity for other individual persons to also participate in its activities.

OBJECTS

5. The objects of the AECTP shall be:
 - (a) To represent member organisations.
 - (b) To act as the recognised industry representative body.
 - (c) To act as a conduit to key stakeholders where appropriate.
 - (d) To be recognised as a "Peak Body" by NZQA.
 - (e) To add credibility to member organisations.
 - (f) To support and assist in the development of industry standards.
 - (g) To provide networking and support opportunities to members.
 - (h) To keep members up to date with current industry standards and developments.
 - (i) To provide recognised professional development through industry conferences and forums.
 - (j) To facilitate ideas and motivation.
 - (k) To respect the independence of individual member organisations.

MEMBERSHIP OF AECTP

1. Membership of the AECTP shall be divided into the following categories:
 - (a) Organisational (or Full) membership.
 - (b) Intermediate membership.
 - (c) Affiliate
2. Any organisation wishing to join the AECTP in any membership category will submit an application designed for the purpose, to the Board. The Board will decide by resolution to accept or otherwise the application and advise the applicant of the outcome in a reasonable and timely manner. The Board may at its discretion offer membership in a category different to that applied for.
3. Any organisation or individual wishing to join the AECTP as an affiliate Member shall submit an application designed for the purpose to the Board. The Board will decide by resolution to accept or otherwise the application and advise the applicant of the outcome in a reasonable and timely manner.
4. Any organisation wishing to join and remain a **Full Member** of the AECTP must comply with the following:
 - (a) Be a Tertiary Education Organisation (TEO) registered and accredited by New Zealand Qualifications Authority (NZQA), as a Category 1 or 2 provider, to provide emergency care and/or First Aid Unit Standards to a standard determined by the Board from time to time, and to maintain that standard.
 - (b) Agree to abide by the Rules of the AECTP;
 - (c) Agree to abide by the AECTP's Code of Ethics document; and
 - (d) Agree to abide by the current NZQA unit standards, CMR and other associated documents provided from time to time by **NZQA or** other industry standard setting bodies.
5. **Full Membership** will allow the member to nominate individuals to stand for appointment/election to the Board and to vote where permitted by these Rules on Board elections and AECTP decisions. The Board will determine from time to time the member benefits applicable to this category of membership, but it is intended to be as full as circumstances permit. New Zealand Red Cross and St John will each be Full AECTP Members.

6. **Intermediate membership** will allow for New Zealand Qualifications Authority Category 3 & 4 Providers to work towards gaining category 1 or 2 status. Intermediate membership does not allow an organisation/provider to appoint organisation members or employees to stand for appointment/election to the Board or vote at Board Elections or AECTP decisions.
Intermediate members will be actively working towards Full membership within the first two years of membership, or as approved by the Board. The Board will request a status update during this period.
If the desired status has not been reached by, or within, the time frame set, the Board will review further options with the organisation/provider, on a case-by-case basis.
Intermediate members will not be entitled to utilize the AECTP logo.
7. **Affiliate Membership** may include any organisation or interested individuals with a demonstrated interest in the first aid training industry but does not allow an organisation or interested individuals to appoint individual organisation members or employees to stand for appointment/election to the Board or to vote at Board elections or AECTP decisions, nor utilise the AECTP logo. The Board shall determine from time to time the extent of member benefits that this class of membership shall be entitled to,
8. Members shall pay an annual subscription of such amount as the Board shall from time to time determine. Non-payment of a subscription after three months of the due payment date, will constitute grounds for the Board to expel the member from the AECTP.
9. Any member whose subscriptions are fully up to date and is not otherwise indebted to AECTP may resign membership by giving 7 days prior written notice to the Board. The member's rights shall cease immediately on resignation. As a subscription is an annual sum, in the event of a resignation AECTP is not obliged to provide any partial reimbursement of membership fees.

THE BOARD OF THE AECTP

10. The Board shall be the governing body of the AECTP. It shall consist of eight member representatives, comprising six appointed member representatives and two elected member representatives.
 - a. The six appointed member representatives will be:
 - i. Two member representatives appointed by New Zealand Red Cross. These representatives may

be removed replaced or re-appointed from time to time, as New Zealand Red Cross might determine.

- ii. Two member representatives appointed by St John. These representatives may be removed replaced or re-appointed from time to time, as St John might determine.
 - iii. Two independent provider representatives appointed by the Professional Emergency Care Association of New Zealand Incorporated (PECANZ), and who are at the time of appointment current members of PECANZ. These representatives may be removed replaced or re-appointed from time to time, as PECANZ might determine. In the event PECANZ ceases to exist or otherwise fails to make an appointment under this clause then the New Zealand Red Cross and St John shall have the right, jointly but not severally, to appoint two independent provider representatives for such term not exceeding 4 years (provided no employee of New Zealand Red Cross or St John shall be appointed by those organisations under this sub-clause).
- b. The two elected member representatives will be elected from two AECTP Full Member organisations by the Full Members. It is intended that New Zealand Red Cross, St John and PECANZ will not nominate any of their employees to be these positions (those organisations have the right to appoint their own Board representatives.) If these representative groups cease to exist, become inactive, or chose not to take up their allocated board appointments the board can decide to fill vacant Board seats by means they deem suitable with a view to maintaining the viability of AECTP.
 - c. An election will be held every two years to select the elected positions on the Board.
 - d. Elected Board members may stand for re-election for a period not exceeding three consecutive terms (making a maximum total of six years). Where a period exceeds six years, the Board by unanimous decision, may propose a further term, not exceeding two years, before submission for reelection.
 - e. Elections will be held by ballot conducted in such manner as the Board shall determine from time to time. Postal ballots

shall be allowed provided all Full Members are sent voting material and ballot papers and are afforded a reasonable time to consider and then cast a vote. For a ballot to be valid, at least half of the Full Membership must cast a vote.

- f. People standing for election will be nominated by a Full Member and complete a nomination form provided for the purpose.
 - g. Board members must resign from the Board if they cease to be employed by the member organisation through which they were appointed or elected.
 - h. The Board may co-opt an independent Board member from time to time, where added skills or expertise may be required to supplement Board deliberations.
- 11. At the first meeting of the Board held after the Annual Meeting the Board shall elect from among its members, a Chair, and a Deputy Chair. Other office holders may be elected or appointed from time to time, as the Board requires.
 - 12. Elected Members of the Board may not be substituted.
 - 13. The Board shall have the right at its sole discretion to remove any elected Board member who fails to attend two successive meetings.
 - 14. In the event of an appointed Board position becoming vacant during a term, the organisation initially appointing the Board member will appoint a replacement.
 - 15. In the event of an elected Board position becoming vacant during a term, the Board may appoint a replacement from the AECTP membership for the term of the original appointment.
 - 16. In the event of a vacancy affecting an office holder, the office will be re-elected by the Board.
 - 17. A quorum of five members shall constitute a meeting of the Board.

APPOINTMENT OF SUB-COMMITTEES

- 18. The Board may appoint at any time and for any purpose of the AECTP, a subcommittee comprising people as deemed necessary by the Board.
- 19. The Board will appoint the Chair of the sub-committee from the AECTP Membership.

20. The Board will determine the Terms of Reference of each sub-committee.
21. The Board may dissolve any sub-committee at any time.

POWERS OF THE BOARD

22. The Board shall be the supreme authority in all matters connected with the affairs of the AECTP, and shall carry out the Objects of the AECTP and without affecting the generality of its powers shall have authority to:
 - i. Accept or otherwise applications for membership.
 - j. Make enquiries to ascertain the validity of membership applications.
 - k. Expel members from membership of the AECTP if found guilty, in the opinion of the Board, of misconduct, or of any breach of rules, or of conduct inimical to the welfare or reputation of the AECTP.
 - l. Enter into contracts on behalf of the AECTP and expend the funds of the AECTP in carrying out the work and objects of the AECTP.
 - m. Appoint delegates or representatives to external bodies.
 - n. Bring or defend legal proceedings when necessary, including proceedings for the recovery of debts and overdue subscriptions owed to the AECTP.
 - o. Carry out and enforce any other aims, objects, and interests of the AECTP.
 - p. To adopt such policies and procedures for the operation of the AECTP as may be consistent with these Rules and designed to carry out the Objects of the AECTP.
 - q. To approve modify and change, and to promote and publish, a Code of Ethics for Members, and to monitor compliance with the said Code amongst members.

DUTIES OF OFFICEHOLDERS

The status and duties of Office holders shall be as follows:

23. Chair: The Chair of the Board shall be Chair of the AECTP and shall perform all controlling and supervisory duties usually pertaining to the office of Chair. The Chair shall preside at all meetings of the Board.
24. Deputy Chair: in the absence of the Chair, the Deputy Chair shall act in his/her place.

25. Treasurer: to undertake such financial activities as the Board shall decide from time to time, with due expedition and competence.
26. Secretary: to undertake such secretarial and other duties as the Board shall decide from time to time, with due expedition and competence.

FINANCIAL YEAR

27. The financial year of the AECTP shall begin on the 1st April and shall terminate on the 31st March, provided that the Board may by ordinary resolution at any Annual Meeting alter the dates for convenient termination of the financial year.

ANNUAL MEETING OF THE AECTP

28. The Annual Meeting of the AECTP shall be held by 30 November each year. The place, date and time of each Annual Meeting will be determined by the Board. AECTP Full Members will be provided with no less than 28 (twenty-eight) days advance notice of the meeting and the business to be considered.
29. The business of the Annual Meeting shall be:
 - r. To confirm the Minutes of the previous Annual Meeting.
 - s. To receive the Annual Report and Financial Statements.
 - t. To elect members to the Board in accordance with these Rules.
 - u. To elect a Reviewer of Accounts.
 - v. To fix the Annual subscription for the ensuing twelve months.
 - w. To consider any other general business which may be brought before the meeting.

Any other business under this Rule above must be submitted in writing and received by the Board at the AECTP office no later than 42 (forty-two) days prior to the holding of the Annual Meeting.

At Annual Meetings of the AECTP the consideration of the Annual Report, Balance Sheet, and the election of office holders shall be deemed to be "routine business" within the meaning of this section

NOTICES

30. Any notices or communications from the association to a member shall be in writing forwarded by post fax or email to the last known contact address provided by the member.

ANNUAL REPORT

31. The Chair at each Annual Meeting shall furnish a full report of the affairs of the AECTP for the previous year.

MEETINGS OF THE BOARD

32. The Secretary shall convene a meeting of the Board whenever so instructed by resolution of any Meeting of the Board, or on written request of the Chair, or of four Board members.
33. No business except routine business shall be dealt with at any meeting of the Board unless such business shall be brought before the meeting in the form of a remit, notice of motion or by letter; each remit, notice of motion or letter shall be lodged with the Secretary not less than 7 (seven) days before the date of the meeting.
34. The Secretary shall give every member of the Board at least 7 (seven) days' notice of the date, place and time of each such meeting. In each notice there shall be included a full notice of all agenda items and supporting material.
35. A meeting can be held using the contemporaneous linking together by instantaneous communication device of members of the Board.
36. No less than four meetings of the Board will be held in each financial year.
37. At all meetings of the Board all Board members may speak and vote.

PROCEDURE AND VOTING AT MEETINGS OTHER THAN BOARD MEETINGS

38. Postal voting by Full Members may be allowed where the Board so determines, but proxy voting is prohibited.
39. All Full Members shall have one vote.
40. Special General Meetings of the AECTP may be called at any time by the Board and must be called if 50 percent (i.e., half) of the Full Membership of the AECTP request such a meeting. Any requisition shall specify in writing the object of the proposed meeting.
41. The Board shall give Full Members at least 21 (twenty-one) days

advance notice, by mail fax or email, of the holding of any Special General Meeting.

REMOVAL OF OFFICE HOLDERS, BOARD MEMBERS AND AECTP MEMBERS

42. Office holders shall be removable from office by the vote of a majority of Board members present at a Board meeting.
43. A person may be removed from Board membership by a vote of five Board members supporting the move at a Board meeting, provided no less than 21 (twenty-one) days' notice has been given to the person concerned and that a fair and diligent process has been afforded the affected person.
44. An AECTP Full Member may be expelled by a vote of five Board members supporting the move at a Board meeting, provided that a fair and diligent process has been afforded the affected member.
45. An AECTP Intermediate and Affiliate Member may be expelled by a vote of five Board members supporting the move at a Board meeting, provided that a fair and diligent process has been afforded the affected member.
46. The Board may at any time in its sole discretion immediately suspend any Full, Intermediate or Affiliate Member for such time as may be considered desirable, pending consideration of any proposal to expel that member. The Board shall also have the power to immediately suspend any member which is in breach of the Code of Ethics.
47. Before the Board shall expel or remove or otherwise punish any member for any offence other than the non-payment of subscription or fees, they shall be given 21 (twenty-one) days written notice of the intention to deal with the case. Every such member shall have the right to appear before the Board and offer defense either orally or in writing and may also call evidence in support of the case, along with a summary of facts.
48. The sitting Board has the right to decline nominations for Board positions.

EXPENSES

49. The AECTP may pay the reasonable expenses of its Board members and subcommittee members to attend all meetings and associated functions, or events as agreed to by the Board.

FUNDS AND PROPERTY OF THE AECTP

50. All funds and property of the AECTP shall be held and disposed of in the corporate name of the AECTP, which as such may sue and

be sued, and may recover any monies due to the AECTP.

51. The funds, income and property of the AECTP from whatever source derived shall be applied solely toward promotion of the aims, objects and work of the AECTP; and no portion of the AECTP funds shall be paid directly or indirectly by way of dividend, bonus, or otherwise to members of the AECTP.
52. The surplus funds of the AECTP may be invested from time to time in any Manner in which trust funds may be invested according to the law of NewZealand.
53. No member of the AECTP or any person associated with a member shall participate in or materially influence any decision made by the AECTP in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
54. Any payment of any kind to a member shall be reasonable and relative to that which would be paid in an arms-length transaction.

CONTROL AND USE OF THE AECTP COMMON SEAL

55. The AECTP shall have a Common Seal worded "Association of Emergency Care Training Providers Incorporated, Common Seal", set up in a stamp. The Secretary of the Board shall have the custody of the Seal, which shall not be used except by resolution of the Board and in the presence of the Chair (or the Deputy Chair) and of two members of the Board, who shall sign every instrument to which the Seal is affixed, and every instrument shall be countersigned by the Secretary.

CONTINGENCIES NOT PROVIDED FOR

56. Any meeting of the Board may deal with any matter coming within the aims, interests, or Rules of the AECTP, but not specifically dealt with in the Rules.

ALTERATION TO THE RULES

57. These Rules may be altered, added to or rescinded only by a resolution of an Annual Meeting or a Special Meeting called for that purpose PROVIDED THAT:
 - x. Written notice of any proposed amendment shall be handed to the Secretary not later than 42 (forty-two) clear days prior to the date of the meeting. The Secretary shall give notice of such proposal, in writing, to all Full Members not less than

28 (twenty-eight) days prior to the date of the meeting, AND PROVIDING THAT:

- y. Any such motion shall be required to be carried by a bare majority of the total votes cast by Full Members at such meeting(s) of which notice to move such alteration has been given; except clauses required by law shall not be amended unless able to be done so within New Zealand law, AND FURTHER PROVIDING THAT:
- z. In the event that either of the organisations referred to in Rule 10 above are dissolved, the Board will be required to hold a Special Meeting to address any resulting constitutional issues.
- aa. No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/not-for-profit status. 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.

WINDING UP OF THE AECTP

- 58. The Full Members present at a Special Meeting of AECTP called for the purpose, of which meeting every Full Member of AECTP shall have been given not less than 28 (twenty-eight) days written notice, may resolve that the AECTP be wound up; and such winding up shall then be duly carried out in accordance with Statutory requirements. Any such resolution shall be required to be carried by a majority of at least two-thirds of the votes cast by the Full Members.
- 59. In the event of such winding up as afore said, all surplus assets after payment of all costs, debts and liabilities, shall subject to any trust affecting the same, be donated by the AECTP to any philanthropic or educative objects or to any Society or Organisation having objects similar to those of the AECTP. The Special Meeting which resolves to wind up AECTP shall also decide to whom the surplus assets shall be donated, and in the default of any resolution, the High Court of New Zealand shall decide. No member shall derive any personal pecuniary gain from such winding up action.

INTERPRETATION

- 60. In the Interpretation of these Rules (unless the context requires a different construction:)

"Act" refers to the Incorporated Societies Act 1908 as amended from time to time, and includes any Regulations made under that Act

which are in force from time to time and also any legislation replacing that Act.

"AECTP" refers to the Association of Emergency Care Training Providers Incorporated.

"Full membership" is defined in Rule 5 of these Rules, and "Full member" has a corresponding meaning.

"Intermediate membership" is defined in Rule 6 of these rules and "intermediate member" has a corresponding meaning.

"Affiliate membership" is defined in Rule 7 of these Rules, and "affiliate member" has a corresponding meaning.

"Code of Ethics" refers to any Code of Ethics of the AECTP in force from time to time.

"Board" means the Board for the time being of the Association as constituted under Rule 14 of these Rules.

"New Zealand Red Cross" refers to New Zealand Red Cross Incorporated.

"NZQA" refers to the New Zealand Qualifications Authority, a body established by the Education Act, and if at any time the New Zealand Qualifications Authority (or any successor body) is disestablished, includes its successor.

"Recognised" shall mean as recognised by the Board (or NZQA if listed).

"St John" refers to The Priory in New Zealand of the Most Venerable Order of the Hospital of St John of Jerusalem.

Headings are used in these Rules only as a visual aid and are to be disregarded in interpreting the Rules to which they relate.

Singular words include the plural number and vice versa, and a word of any gender includes the other gender and also the neuter.

WE HEREBY CERTIFY that the foregoing Rules were adopted for the Rules of the Association of Emergency Care Training Providers (AECTP) to be incorporated under the Incorporated Society Act 1908 by Resolution duly passed at a properly constituted General Meeting of the AECTP and of the Board held online over teams on the 23rd day of November 2021.

Shirley Kerr
Chair



Lesley Kidd
Treasurer



Graham Dennis
Board

