

# Rules of the Cosmetic Appearance Nurses New Zealand Incorporated (CANN)

## 1. Name

The name of the Society is the: Cosmetic Appearance Nurses New Zealand Incorporated and hereafter referred to as CANN

## 2. Interpretation of terms

In this document, unless the context otherwise requires, the words below have the following meanings:

Act: The Incorporated Societies Act 1908

Committee: The committee members of CANN elected according to the rules to manage the affairs of CANN under these rules

President: President of CANN as voted by members

Treasurer: The person appointed to perform the duties of a treasurer of CANN

Secretary: The person appointed to perform the duties of a secretary of CANN

Chairman: Nominated to run the meeting in absence of the president

Registered Nurse: NZ Registered Nurse (NZRN) with current practicing certificate

Member: Each person who shall from time to time be a member of CANN under the categories act set out in rules

Seal: Common seal of CANN

Month: Calendar month

Ordinary Resolution: a resolution of CANN in general meeting based by a majority of not less than 10 percent of such members entitled to vote in person by proxy at such general meeting

Special Resolution: A resolution of CANN in general meeting passed by a majority of not less than 75% of such Members entitled to Vote in person or by proxy at such general meeting.

Working Day: Refers to any day of the week except NZ recognised public holidays, regional anniversary holidays and the period commencing 24<sup>th</sup> Dec in any year and ending on the 5<sup>th</sup> January the following year

Registrar means the person holding office from time to time as Registrar of the Incorporated Societies in terms of the Act

Rules means these rules as added to, amended or modified from time to time.

Society: Is the above-named society

## 3. CANN Society Objectives

- a. To develop a society for nurses with expertise in cosmetic medicine
- b. To develop a pathway for nurses to become members of CANN
- c. To interact with peers within cosmetic medicine
- d. To act as liaison between members of CANN
- e. To provide a forum to advance knowledge in cosmetic medicine in New Zealand
- f. To develop nursing standards in this expertise.
- g. To establish national standards of training and qualification
- h. Provide governance of standards, education and auditing to maintain these standards
- i. To provide a recertification pathway for members
- j. To obtain vocational branch recognition satisfactory to Nursing Council of New Zealand
- k. To carry out any other activities which may seem to CANN, capable of being achieving the above objectives, for the purpose of improving the status or efficiency of CANN members
- l. To compile and maintain a register of CANN members
- m. To nominate area representatives for CANN throughout New Zealand
- n. To consider, support and promote improvements in the law relating members and generally watch over and protect the interests of the members of CANN
- o. To take on a lease, hold or purchase property in the name of CANN for the purposes of providing a registered office for CANN
- p. To purchase or rent office equipment for said registered office
- q. To invest, control and dispose of monies of CANN, not immediately required for its purposes, considered by the committee in the best interests of CANN
- r. To do all such things thought to be conducive to the attainment of the above objectives
- s. To exercise all powers conferred on CANN by the Incorporated Societies Act, 1908

#### 4. Disposition of Funds

- a. The income of CANN will be applied solely towards the promotion of the objectives of CANN, as set forth in these rules. No portion shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, to the profit of any member of CANN except as provided in articles 4b and 4c
- b. Payment may be made, of reasonable and proper remuneration to any committee member or member of CANN for any actual services rendered to CANN and expenses incurred in providing that service

- c. The manager/secretary of CANN shall be remunerated appropriately, as determined by the discretion of the committee, following each year of service in that office, for services to the committee and CANN
- d. Pecuniary gain is not a purpose of CANN

#### 5. Registered Office

The registered office of CANN shall be situated in such a place in New Zealand as shall be determined from time to time. The committee will inform the Register of Incorporated Society the address of the society's registered office

#### 6. CANN Member Objectives and Ethics

- a. To conduct nursing practice according to NZ Nursing Council Code of Conduct
- b. Members will deal with their clients and fellow peers in an honest manner
- c. To respect the rights of clients according to legislative requirements of NZ
- d. To provide competent treatments to clients, whilst respecting the rights and welfare of clients
- e. To recommend appropriate treatments to the clients in an environment compliant with standards
- f. To continue with ongoing education within cosmetic medicine as required by NZ Council of Nurses for practicing certificate
- g. To refer to other health professionals when required and be available to provide own expertise for peer support when requested

#### 7. CANN Member

- a. Member holds
  - (i) current annual practising certificate
  - (ii) current indemnity insurance as per MPS or NZNO membership
  - (iii) current clinical oversight by either a NZSCM Doctor, Dermatologist, Cosmetic Dentist or Plastic Surgeon. Submissions of oversight from a doctor experienced in cosmetic medicine may be considered and accepted by the committee
  - (iv) current resuscitation certification at a minimum of level 4 (within the last 3 years)
- b. Member is required to update these documents through the online portal annually and CANN committee or manager are to audit compliance
- c. Member agrees to abide to rules held in the constitution regarding safety, MCNZ statement on cosmetic procedures, MCNZ statement on advertising

- d. Member agrees to not advertise or promote their association with CANN unless they are to become a CANN certified injector
- e. CANN Certified Injector according to protocol as laid out in the CANN accreditation application and audit documentation
- f. Member has completed and passed to 80% a competence assessment regarding safety, side effects, storage and dilution of cosmetic products
- g. Member has met the CANN and Nursing Council triennial requirements educational hours in the field of cosmetic medicine. Documentation provided as necessary
- h. Member meets all the requirements of being a CANN member as listed above
- i. Member participates in the CANN triennial quality assurance program for Re-accreditation
- j. Honorary Member awarded in recognition, to a medical person Dr/RN who has contributed to CANN

## 8. Member Entitlements

- a. The right to vote
- b. Use of the society logo
- c. Use of the society name for marketing purposes
- d. An annual membership certificate
- e. A person who ceases to become a member is not entitled to use the CANN logo or letters of the society i.e. CANN

## 9. Register of Members:

- a. The Secretary shall establish and maintain a Register of Members specifying the name and address of each person who is member together with the date on which the person became a member
- b. The Register of Members shall be kept at the registered office of CANN and shall be open for inspection by any member at any reasonable time

## 10. Applying for Membership

Applicant is required to submit

Documentation as per Rule 7 criteria

- a. Applications shall be reviewed and voted on by committee members. The decision of the majority of the committee members shall be conclusive and applicant notified
- b. After application acceptance and payment of joining fee and first yearly subscription, the applicant will become a member of CANN
- c. Membership shall be granted at the discretion of the committee and the committee shall not be required to provide reasons for any refusal of application for membership

## 11. Subscriptions:

- a. A joining fee (as set by the committee) will be payable with the first subscription
- b. Any person whose membership is terminated, or lapsed longer than 12 months, shall pay a joining fee on making a new application to join CANN
- c. The fees and subscriptions payable by members shall be determined from time to time by the committee

- d. Any member failing to pay their subscription within three months from the due date of membership, may be struck off the register of members by a resolution of the committee and may be liable for collection fees

## 12. Termination of Membership

12.1 A member shall cease to be member of CANN if they:

- a. Send to CANN, not less than 1 month's written notice of Termination, email notification from email address held on CANN membership records. On receipt of notice they shall cease to be a member of CANN at the end of said one month from the date of the termination notice being served. Termination shall not relieve the member from payment of any moneys being due to CANN
- b. Is expelled by a resolution passed according to rules 12
- c. Is convicted of any offence under New Zealand laws
- d. Has been guilty of any act or default discreditable to CANN, in the sole discretion of a majority of members at a general meeting
- e. Wilfully commits any breach of rules or regulation of CANN that applies to members. CANN reserves the right to:
  - (i) Fine such Member a sum not exceeding \$10,000; or
  - (ii) May suspend such member; or
  - (iii) May expel such member
- f. Fails to pay annual subscription or other fee payable to CANN within three months after fee due

12.2. Re-admittance as a member will require reapplication for membership and will be subject to a joining fee after an absence of 24 months

12.3. Any member of CANN may be suspended or expelled at an extraordinary general meeting of CANN under the following conditions:

- a. The resolution passed by two-thirds of CANN members voting whether in person or proxy
- b. Any member who is found liable under Rule 12.1b, Rule 12.1d, Rule 12.1e shall be entitled to appear personally before the Committee to offer any explanation verbally, in writing or to be represented at that meeting before the resolution is passed
- c. At least 1 months' notice of the meeting shall be given to all members and such notice shall be deemed as a requisition for the purpose of convening a special general meeting of members pursuant to Rule 15.3 Any resolution to fine a member at such meeting shall be passed by Ordinary Resolution.

d. Any resolution to suspend or expel a member at such meeting shall be passed by Special Resolution

12.4 A member who had been expelled or suspended is not entitled to have their subscription for the current year refunded

12.5 Any member expelled or suspended from CANN in accordance with the above rules shall forfeit all rights to, or claims on CANN funds

### 13. Members Rights and Ethics

a. The rights, privileges and obligations of a member are not assignable

b. The rules, regulation and ethics of CANN in force time to time shall be observed by all members

### 14. Members Liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of CANN or the costs, charges and expenses on the winding up of CANN is limited to the amount, if any, unpaid by the member to CANN in respect of that members annual subscription

In the event CANN becomes liable to any party as a result of the member's action or inaction whether in whole or part. Then the member shall indemnify CANN for any loss suffered by CANN in proportion to the members' contribution in making CANN liable to another party

### 15. Committee

15.1 The affairs and business of CANN should be controlled and managed by the committee consisting of the following, with the power to co-opt subcommittees when required

President: convenes meetings of CANN and ensures that the rules are followed

Secretary: is to keep a Register of Members, prepare notices for general meetings, keep minutes of all meetings, and keep the official stamp or common seal of CANN in safe keeping

Treasurer: to keep proper financial records, to bank all money received by CANN, to pay all accounts, to prepare annual accounts, and to file the annual accounts (financial statements) with the Registrar of Incorporated Societies

Up to three other members making the total committee up to six people

15.2 At the annual general meeting (AGM) two members of the committee shall retire on rotation and be eligible for re-election

#### Eligibility and Nominations

15.3 Any member entitled to vote shall be eligible for election to the committee except that no member entitled to vote who, at the time of nomination, has been under any financial liability to CANN for a period of at least two months, shall be eligible for election

15.4 Written nominations for the committee signed by two members entitled to vote and accompanied by the written consent of the candidate who must be a member entitled to vote in the form prescribed by the committee shall be lodged with the secretary not less than five working days prior to the date of the annual general meeting

15.5 Every retiring member of the committee shall be eligible for re-election and be deemed to be nominated, unless he or she has previously signified to the secretary in writing a desire not to seek re-election

15.6 If in any year, the number of members nominated for the committee is not more than three the persons so nominated shall, at the AGM, be declared elected members of the committee for the ensuing year

15.7 If in any year the number of members nominated for the committee exceed three the candidates to be elected to the committee shall be determined by a ballot held at the AGM

15.8 If in any year the number of members nominated for the committee is less than three, those nominated shall be deemed to be elected to the committee at the AGM. At the meeting the President shall invite nominations for the remaining positions on the committee, and if an election is necessary a ballot shall be held

15.9 Any vacancies on the committee following elections under Rule 15.8 shall be filled by the committee

#### Vacancies on the Committee



15.10 Any vacancy occurring in the committee between one AGM and the next may be filled by the committee. A person appointed to fill such vacancy shall retire at the next AGM and shall be deemed to be re-nominated in terms of Rule 15.5

#### Co-opt

15.11 The Committee shall have the right to co-opt as it thinks fit, such member or members not exceeding three to be a member or members of the committee. A co-opted member shall have the same rights as an ordinary member of the committee.

#### Media Spokesperson

The chairperson or other committee member delegated by the chairperson shall be the media spokesperson for CANN

### 16. Committee Meetings

16.1 The committee shall meet at such times and places as it determines, but shall meet at least twice in each period of twelve months following an AGM

#### Place of Meeting

16.2 A meeting of the committee may be held either:

- a. By a number of the committee, which constitutes a quorum, being assembled together at the place date and time appointed for the meeting or
- b. By means of audio, teleconference, or audio and visual communication by which all members of the committee participating and constituting a quorum, can simultaneously hear each other throughout the meeting

#### President

16.3 The president shall preside at all meetings of the committee at which he or she is present. In the absence of the president, the secretary shall preside. In the absence of both the president, the secretary, the members present shall appoint one of their number to preside at that meeting.

#### Voting

16.5 All questions before the committee shall be decided by consensus. However, where a consensus decision cannot be reached on a question, it shall, unless otherwise specified in these rules, be put as a motion to be decided by a majority of votes. If the voting is tied, the president shall have a second or casting vote

#### Powers of Committee

16.6 Without prejudice to the general powers conferred by these rules, the committee shall have the following powers:

- a. It shall be responsible for the management of the affairs of CANN including the control and investment of the CANN's funds.
- b. It may make by-laws and regulations for the internal conduct of CANN and engage such staff as may be necessary for the conduct of CANN
- c. It may build, purchase, lease, rent, hold and/or furnish any building or premises for the use of members of CANN and may from time to time dispose of some or any part of it
- d. It may make and give receipts, releases and other discharges for moneys payable to the CANN and for the claims and demands of CANN
- e. It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of CANN
- f. It may invest and deal with any money of CANN upon such security and in such manner as it thinks fit, and it may from time to time, vary such investments,
- g. It may borrow or otherwise raise money in such a manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of CANN (whether present or future) and to purchase, redeem or pay off any such securities.
- h. It shall keep minutes of all meetings of the committee and of all general meetings of members
- i. It shall ensure that proper books of account are kept by the secretary who shall present an annual statement of income and expenditure, together with a balance sheet to the members at the AGM
- j. It shall exercise all the rights, powers and duties which under these rules are required to be performed by the committee

## 17. General Meetings

### 17.1 Annual General Meeting

An annual general meeting (AGM) shall be held yearly, after March 31st each year, at such a place, date, and time as the committee shall determine. The AGM shall be held:

- a. To receive an annual report and address from chair
- b. Receive statement of accounts from previous year
- c. Receive reports from the Committee
- d. Accept new members to CANN
- e. To elect a committee for the following year
- f. To elect a president
- g. To decide on any resolutions submitted to the meeting in accordance with CANN rules
- h. Consider and decide any other matter which may properly be brought before the meeting. The president shall have discretion to determine if any matter is proper to be brought before such meeting
- i. To discuss matters arising related to CANN
- j. Voting shall be on voices unless a show of hands or poll is called. The President shall have a second or casting vote. Each member entitled to vote shall have only one vote

- k. A member entitled to vote may exercise his or her right to vote either by being present in person at a General Meeting or by Proxy
- l. A proxy for a member entitled to vote is entitled to attend and be heard at a General Meeting as if the proxy were that member entitled to vote.
- m. A proxy must be appointed by notice in writing signed by the member entitled to vote and the notice must state whether the appointment is for a particular meeting or specified term
- n. No proxy is effective at a General Meeting unless a copy of the notice of appointment of such proxy is produced before the start of the meeting

#### 17.2 Special Meetings

- a. All general meetings other than AGM shall be called extraordinary general meetings
- b. The committee may convene an extraordinary meeting when they deem necessary
- c. A special general meeting of the members may be called by receipt of a request in writing for such a meeting, stating the reason for having the meeting and signed by at least 30% of such being members entitled to vote

#### 3. Notice of Meetings

- a. Notice of an AGM shall be given 2 months prior via email, social media and website notification
- b. For an extraordinary general meeting of CANN, for the purpose of passing a special resolution a minimum of 1 months' notice is required

#### 4. Quorum

No business may be transacted at any AGM unless a quorum is present. Thirty (30) percent of members entitled to vote in person or by proxy and present personally shall constitute a quorum for a General Meeting

#### 18. Common Seal of CANN

CANN shall have a common seal which shall be kept in the custody and control of the Secretary. CANN shall execute any document pursuant to a resolution of the committee passed for that purpose by affixing the common seal in the presence of two members of the committee

#### 19. Finance

19.1 All moneys received on account of CANN shall be paid into the account of CANN with its bankers and shall be acknowledged by an officer or a paid employee of CANN

19.2 All cheques drawn upon by the bankers of CANN shall be signed by two members in such a manner and by such persons as the committee shall from time to time determine

19.3 The treasurer shall keep a proper account of the income and expenditure of CANN; of the matters of which such income and expenditure arises, and of the property, credits and liabilities of CANN, and shall produce the account books, properly written up, when required by the committee

19.4 The financial year of CANN shall be from the first day of April in one year to the thirty first day of March in the next year

19.5 At least once in every year the accounts of CANN made up to the 31st day of March preceding, shall be compiled by a chartered accountant who is a member of the Chartered Accountants of Australia New Zealand (CAANZ) and shall be printed and issued to every member, together with the notice of the annual general meeting. CANN financial statements will be audited every three years unless this is extended at auditor The AGM for a further period of three years and this shall be done by a member of CAANZ

19.6 The secretary shall file with the Registrar within 10 working days after the AGM, the financial statements required to be filed under Section 23 of the Act

## 20. Alteration of rules

20.1 The Rules of CANN may be altered, added to or rescinded by a Special Resolution at any General Meeting provided that notice setting out such alteration, addition or rescission is made available to members with the notice of the meeting not less than 1 month prior to the meeting

20.2 The committee shall within 5 working days register any such alteration, addition or rescission with the Registrar

## 21. Making of By Laws

The committee shall have the power to make, alter, or rescind by-laws not consistent with these rules for the conduct and behaviour of members or any other matter related to the affairs of CANN. By-laws shall take effect and become binding on all members, unless within that time written notice of objection signed by 30 % of such members entitled to vote is received by the secretary, in which case, such notice shall be deemed to be requisition for the purpose of convening a special general meeting of members pursuant to rule 17.3.b

## 22. Liquidation of CANN

CANN may at any time go into liquidation by Special Resolution at any General Meeting of CANN provided this winding up resolution is confirmed at a subsequent General Meeting called for that purpose and as required by section 24 of the act. In the event of CANN going into liquidation the surplus assets of CANN shall, after payment of its debts and liabilities and the costs and expenses of the winding up, be divided equally among all members entitled to vote and upon completion of such division CANN shall be dissolved

## 23. Indemnity

23.1 The members of the committee shall be indemnified by CANN for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default.

23.2 Limitation of Liability

No member of the committee, auditor, secretary or other officer shall be liable for the acts or defaults of any other member of the committee, auditor, secretary or other officer, or for any other member of the committee, auditor, secretary or other officer, or for any loss or expense happening to CANN, unless the same happens from his or her own wilful default