

# **Primary Health Alliance Incorporated**

## **Constitution**

### **1. NAME/INGOA**

The name of the society will be the Primary Health Alliance Incorporated; in this constitution called "the Society".

### **2. PRINCIPLES/MĀTĀPONO**

The Society will be formed as a charitable organisation in New Zealand and will be committed to:

- 2.1 Respecting the partnership between Māori and the Crown in accordance with Te Tiriti o Waitangi (the Treaty of Waitangi); and
- 2.2 Ensuring members have the opportunity to be involved in decisions that affect their organisations and enrolled populations.

### **3. OBJECTS/WHĀINGA**

The objects of the Society will be to provide national leadership on key issues affecting the Primary Health Care Strategy and Primary Health in New Zealand. In particular the Society will:

- 3.1 Advocate with regards to health and wellbeing, on behalf of members for the benefit of the population of New Zealand.
- 3.2 Promote primary and community health through integrated multi-agency and multi-professional partnerships.
- 3.3 Foster effective partnerships between providers and communities.
- 3.4 Foster and nurture key strategic relationships at a local and national level.
- 3.5 Encourage collaboration and the sharing of resources, good practice and, information across Members and the wider sector.
- 3.6 Contribute to the development and implementation of health policy at a national level.
- 3.7 Promote and support enrolled list-based primary and community care.
- 3.8 Promote General Practitioners as overarching clinical guardians for patient level primary and community care supported where appropriate by nominated care co-ordinators.
- 3.9 Carry out other activities consistent with the charitable objects of the society.

### **4. POWERS/TAKETAKE**

The Society will have the following powers:

- 4.1 To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 4.2 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.

- 4.3 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Executive Committee thinks fit.
- 4.4 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as a majority of the members think fit.
- 4.5 To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Society.
- 4.6 All such activities detailed above are to be carried out within the parameters of the approved budget.

## **5. MEMBERSHIP/HUANGA**

- 5.1 Any organisation holding a primary health care contract, or any membership organisation whose members hold a primary health care contract, which agrees with the objects of the Society may, subject to the Executive Committee's approval, become a member of the Society by application in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Society.
- 5.2 A register of members of the Society will be maintained by the Executive Committee in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.
- 5.3 Any member may resign membership of the Society by giving not less than 3 months prospective written notice to the Chairperson. The Executive Committee will maintain a record of any resignation.
- 5.4 If a current subscription has not been paid by any member, membership will cease three (3) months after a subscription has lapsed.
- 5.5 The Executive Committee may establish additional non-voting membership categories provided they are consistent with the principles, objects and powers of the Society. Such new categories are to be ratified at the first available full membership meeting. Applications for such non-voting membership shall be subject to review and decision by the Executive Committee.

### **Expulsion of members/Te panaia o te mema**

- 5.6 The procedure for expulsion of members will be as follows:
  - 5.6.1 Any person or organisation may make a complaint to the Executive Committee that the conduct of a member of the Society is or has been injurious to the character of the Society. Every such complaint will be in writing and addressed to the Chairperson.
  - 5.6.2 If the Executive Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the member's conduct.
  - 5.6.3 The Executive Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:
    - 5.6.3.1 sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
    - 5.6.3.2 inform the member that if the Executive Committee is not satisfied with the member's explanation the Executive Committee may expel the member from the Society.

- 5.6.4 If in the meeting the Executive Committee decides to expel the member from the Society the member will cease to be a member of the Society.
- 5.6.5 A member expelled by the Executive Committee may within fourteen (14) days give written notice of appeal to the Chairperson. The Chairperson will then call a Special General Meeting to take place within twenty eight (28) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.

## **6. GENERAL MEETINGS/NGĀ HUI WHĀNUI**

"General Meeting" refers to both Annual General Meeting and Special General Meeting, unless otherwise specified.

- 6.1 The quorum for a General Meeting will be half of the members present in person or by proxy or by nominee.
- 6.2 At least fourteen (14) days written notification of each General Meeting will be given to members at the current address for such members recorded in the register of members. It will be the responsibility of members to keep the office of the Society informed of their contact details.
- 6.3 Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Executive Committee. Full information will be provided concerning any proposed amendments to the constitution or any matter which is the business of a Special General Meeting. Such information will be supplied to any member requesting it.
- 6.4 A proxy form shall be sent with each notice calling a General Meeting.
- 6.5 The General Meeting will be chaired by the current Chairperson of the Executive Committee. In the absence of the Chairperson the meeting will elect a person to chair the meeting from among the members present.
- 6.6 A member may be represented at a General Meeting by proxy or by nominee appointed by notice orally or in writing to the Chairperson and received prior to the meeting. A member will have the right at any time to change, withdraw or revoke the appointment of the member's proxy or nominee by notice orally or in writing to the Chairperson.
- 6.7 All resolutions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this constitution, be made by a majority vote.
- 6.8 Only current full members present in person or by proxy or by nominee, will be eligible to vote. Invited guests such as potential members will be eligible to attend meetings and speak.
- 6.9 Voting will be by a show of hands unless otherwise agreed by members.

## **7. ANNUAL GENERAL MEETINGS/NGĀ HUI A TAU**

- 7.1 The Annual General Meeting will be held within five (5) months of the end of the financial year.
- 7.2 The Annual General Meeting will carry out the following business:
  - 7.2.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.

- 7.2.2 Receive the Executive Committee's report on the activities of the Society over the last year and the proposed priorities and directions for the Society in the current year.
- 7.2.3 Receive the balance sheet and statement of income and expenditure for the past year and set (or ratify if previously set) the subscription fee based upon estimated income and expenditure for the coming year.
- 7.2.4 Elect the officers and other ordinary members of the Executive Committee of the Society (see section 9.1).
- 7.2.5 Decide whether to appoint an auditor to audit the Society's accounts for the forthcoming financial year.
- 7.2.6 Conduct any other business which may properly be brought before the meeting.

**8. SPECIAL GENERAL MEETINGS/NGĀ HUI OHORERE**

- 8.1 Special General Meetings may be called by the Executive Committee or by a written request made by at least five (5) members and delivered to the Secretary. Where the meeting has been called on the written request of five (5) members it will be called within thirty (30) days of the delivery of that request to the Chairperson.
- 8.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members (see section 6.3).

**9. EXECUTIVE COMMITTEE/TE KOMITI WHAKAHAERE**

- 9.1 The Executive Committee will be composed of a minimum of 3 elected members and a maximum of six elected members. However, the Executive Committee will have the power to co-opt Executive Committee members from time to time to ensure adequate capacity, capability and representation of rural and urban interests, geographic location, and the size of member organisations, and to enhance its capacity to respond to issues as they arise. The Executive Committee shall annually elect the Chairperson from its elected or co-opted members.
- 9.2 The Executive Committee will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Executive Committee or among its named officers until the next Annual General Meeting.
- 9.3 Elected members of the Executive Committee will retire at each Annual General Meeting, but will be eligible for re-election at the same and subsequent meetings. Newly elected Executive Committee members will take office immediately upon their election.
- 9.4 Nominations for elected positions on the Executive Committee, including officer-bearers, may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Chairperson at least seven (7) days before the day fixed for the Annual General Meeting. If there are insufficient nominations to fill the vacant positions on the Executive Committee, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
- 9.5 The procedure for meetings will be as follows:
  - 9.5.1 A quorum will be three quarters (3/4) of its members.
  - 9.5.2 If a member of the Executive Committee, including an office-bearer, does not attend two (2) consecutive meetings without leave of absence that

- member may, at the discretion and on decision of the Executive Committee, be removed from the Executive Committee.
- 9.5.3 All resolutions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.
- 9.5.4 If the voting is tied, the issue will be referred to the wider membership.
- 9.5.5 Each meeting will be chaired by the Chairperson of the Society or, in her/his absence, by a person appointed by the Executive Committee.
- 9.6 The Executive Committee will meet at least four (4) times every year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time. All members of the Executive Committee, including office-bearers, will be given at least (7) days notice of the meeting by the Chairperson, verbally or in writing.
- 9.7. The Chairperson will ensure that a minute book is maintained which is available to any member of the Society and which, for each meeting of the Executive Committee, records
- 9.7.1 the names of those present;
- 9.7.2 all decisions which are required by the constitution or by law to be made by the Society; and
- 9.7.3 any other matters discussed at the meeting.
- 9.8 The Executive Committee will at all times be bound by the decisions of the members at General Meetings.
- 10. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS/KO NGĀ RAWA HEI PAINGA MŌ TE IWI**
- 10.1 Any income, benefit or advantage will be applied to the objects of the Society.
- 10.2 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 10.3 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.
- 11. POWER TO DELEGATE/TŪRU TAKETAKE**
- 11.1 The Executive Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may without confirmation by the Executive Committee exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.
- 11.2 Any committee or person to whom the Society has delegated powers or duties will be bound by the charitable terms of the Society and any terms or conditions of the delegation set by the Executive Committee.
- 11.3 The Society will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.

- 11.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Society.

**12. FINANCIAL ARRANGEMENTS/WHAKARITE PŪTEA**

- 12.1 The financial year of the Society will be from 1 July to 30 June the following year.
- 12.2 At the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee will decide by resolution the following:
- 12.2.1 how money will be received by the Society;
  - 12.2.2 who will be entitled to produce receipts;
  - 12.2.3 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
  - 12.2.4 who will be allowed to authorise the production of cheques and the names of cheque signatories; and
  - 12.2.5 policy concerning the investment of money by the Society, including what type of investment will be permitted.
- 12.3 The Executive Committee will ensure that true and fair accounts are kept of all money received and expended.
- 12.4 Should members have agreed to appoint an auditor at the AGM, then the Executive Committee will arrange for the accounts of the Society for that financial year to be audited by a person appointed for that purpose.

**13. COMMON SEAL/TE TOHE TAKETAKE**

- 13.1 The Common Seal of the Society will be kept in the custody and control of the Chairperson.
- 13.2 When required, the Common Seal will be affixed to any document following a resolution of the Society and will be signed by the Chairperson and one other person appointed by the Executive Committee.

**14. INDEMNITY/INIHUATIA**

- 14.1 No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 14.2 The Officers, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

**15. ALTERATION OF RULES/TE WHAKAREREKĒTANGA TURE**

The rules of the Society may only be amended in any way by a 2/3 majority of eligible members personally present or their approved proxies or nominees at any General Meeting provided that no addition to or alteration of the objects clause (Section 3), the pecuniary profit clause (Section 10), the activities limited to New Zealand clause (section 17), or the winding up clause (Section 18) will be approved without the prior consent of the Department of Inland Revenue.

**16. MEDIATION & ARBITRATION/TAKAWAENGA**

- 16.1 Any dispute arising out of or relating to this deed may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to

the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of new Zealand Inc.

- 16.2 The mediation shall be terminated by-
- 17.2.1 The signing of a settlement agreement by the parties; or
  - 16.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
  - 16.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
  - 16.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 16.3 If the mediation should be terminated as provided in 16.2.2, 16.2.3, 16.2.4 any dispute or difference arising out of or in connection with this constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

**17. ACTIVITIES LIMITED TO NEW ZEALAND/NGĀ MAHI KI AOTEAROA ANAKE** The activities of the Society will be limited to New Zealand.

**18. DISPOSITION OF SURPLUS ASSETS/TE TUKU TOENGA RAWA**

- 18.1 The Society may be wound up if at a General Meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 18.2 Any surplus assets after the payment of all outstanding liabilities will be distributed among such community organisations in New Zealand that have charitable status and similar objects to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.