

# Federation of Primary Health Aotearoa New Zealand Incorporated

## Constitution

### DEFINITIONS AND INTERPRETATIONS

- a. Annual General Meeting means the annual meeting of the Federation convened and held in accordance with this Constitution.
- b. Federation means the Federation of Primary Health Aotearoa New Zealand Incorporated.
- c. Board means the governing committee of the Federation constituted under Section 5, each member of which is a "Board member".
- d. Code of Professional and Ethical Conduct means the code of professional and ethical conduct as may be approved by the Board from time to time.
- e. Complaints Policy and Procedure means the complaints policy and procedure for Members of the Federation as may be approved by the Board from time to time.
- f. Chairperson means a Board member or independent co-opted Board member appointed as chair by a majority of the Board.
- g. Financial Year shall mean the 12-month period ending on 30 June in every year.
- h. In writing means hand-written, printed or electronic communication of words or a combination of these methods.
- i. Member means a member of the Federation with voting rights.
- j. Registered Office shall be the New Zealand street address of the Secretariat of the Federation or at any other New Zealand street address, which may be decided by the Board.
- k. Rules means these rules as may be amended from time to time.
- l. Secretariat means the administrative arm of the Federation, which manages the day-to-day operations and undertakes other duties as delegated by the Board. Board members, Members, paid staff, consultants or any other person or body as determined by the Board from time to time, may undertake secretariat activities.
- m. Special Resolution means a resolution that requires not less than two-thirds (66%) of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.
- n. The Act means the Incorporated Societies Act 1908 and any amendments or substitutions.

### NAME / INGOA

- 1.1 The name of the Federation will be the Federation of Primary Health Aotearoa New Zealand Incorporated (FPH) "the Federation".
- 1.2 The location of the Registered Office shall be as determined by the Board from time to time.

### PURPOSE / WHĀINGA

- 2.1 The purpose of the Federation will be to provide national leadership on key issues affecting primary health in New Zealand. In particular the Federation will aim:
  - a. To be the voice of primary health care for the health, well-being and benefit of all New Zealanders;
  - b. To promote primary health to be the central function and main focus of New Zealand's health system;
  - c. To promote, protect and improve the sustainability and interests of the primary health sector;
  - d. To contribute to the development of health strategy, policy and implementations;
  - e. To foster effective partnerships and collaborations;

- f. To pursue meaningful responses to the differences in health access and outcomes between different populations in New Zealand and to tackling these inequities;
- g. To promote primary health as being practical, scientifically sound, socially acceptable and enabled by technology;
- h. To embrace the principles of the Treaty of Waitangi by working in partnership, ensuring participation and, protecting the health of Maori;
- i. To ensure a consumer focus is applied to primary health policy and provision, with the inclusion of the consumer voice and being responsive to consumer needs;
- j. To acknowledge the specific needs and differences of our communities and the services required to support them; and,
- k. To undertake such acts or matters as may be necessary or expedient for the purposes of the Federation or identical or conducive to the attainment of the purpose of the Federation.

## **POWERS / TAKETAKE**

- 3.1 The Federation will have the following powers:
- a. To use its funds as the Board 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.
  - b. 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 Board thinks necessary or proper for the purpose of attaining the objects of the Federation 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.
  - c. To invest surplus funds in any way permitted by law and upon such terms as the Board thinks fit.
  - d. 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.
  - e. To do all things as may from time to time be necessary or desirable and legal to give effect to and attain the objects of the Federation.
- 3.2 All such activities detailed above are to be carried out within the parameters of the approved budget.

## **MEMBERSHIP / HUANGA**

- 4.1 Membership of the Federation shall be subject to approval by the Board and open to any Incorporated Society, Charity or Not-For-Profit Limited Company which:
- a. Is a body which supports the purposes of the Federation, is national or rohe in their perspective and which has a current interest in primary health and primary health service access needs of New Zealanders; or,
  - b. Holds a primary health care contract, or is a professional/membership organisation whose members hold a primary health care contract, or,
  - c. Is a relevant primary health agency with a national or multi-region focus, which, in the opinion of the Board of the Federation, supports the purposes of the Federation.
- And
- d. Pays the membership subscription as set from time to time by a General Meeting of the Federation.
- 4.2 Application for membership should be made in writing to the secretary stating that the applicant:
- a. Wants to become a member
  - b. Supports the purpose of the Federation, and
  - c. Agrees to comply with the Federation's constitution, including paying the relevant membership levy.

- 4.3 A register of members of the Federation will be maintained by the Board in accordance with the provisions of the Incorporated Societies Act 1908 and subsequent enactments. The register shall include each member organisation's full name, address, incorporated status, details of the professions and members they represent and, full contact details. All details held on the register may be shared with all Federation members to support the purpose of the Federation.
- 4.4 Any member may resign membership of the Federation by giving not less than 3 months prospective written notice to the Chairperson. The Board will maintain a record of any resignation.
- 4.5 If a current subscription has not been paid by any member, membership will cease six weeks after a subscription has lapsed and reinstatement of membership shall be conditional upon payment of the overdue subscription plus any current subscription at the time of re-application.
- 4.6 The procedure for expulsion of members will (other than as set out in 4.5) be as follows:
- Any person or organisation may make a complaint to the Board that the conduct of a member of the Federation is or has been injurious to the character of the Federation. Every such complaint will be in writing and addressed to the Chairperson.
  - If the Board considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Board and to offer a written and/or oral explanation of the member's conduct.
  - The Board will give the member at least fourteen (14) days written notice of the meeting. The notice will:
    - sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
    - inform the member that if the Board is not satisfied with the member's explanation the Board may expel the member from the Federation.
  - If in the meeting the Board decides to expel the member from the Federation the member will cease to be a member of the Federation.
  - A member expelled by the Board 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.
  - The resolution process shall otherwise be as agreed by the Board.

## **GOVERNANCE / TE KOMITI WHAKAHAERE**

- 5.1 The day-to-day Governance of the Federation shall be delegated by the full membership to a Board which, in turn, shall be supported by any sub-committees as determined as necessary by the Board.

### Board:

- 5.2 The Board will comprise a minimum of seven and a maximum of twelve Board members who shall be representative of members' interests as follows:
- a. A minimum of three and a maximum of five representatives elected by PHO (or PHO representative organisation) members
  - b. A minimum of three and a maximum of five representatives elected by non-PHO (or non-PHO representative organisation) members (which may include but not limited to community pharmacy, allied health, community midwifery, NGOs)
  - c. The Board will have the power to co-opt additional Board members from time to time to ensure appropriate Maori and consumer representation as well as adequate capacity, capability and representation of member interests, including but not limited to: iwi, consumer, geographic location and health professions, and to enhance its capacity to respond to issues as they arise.

- 5.3 The Board shall annually elect the Chairperson of the Federation from its elected/nominated or co-opted Board members and which may include the appointment of an independent chair.
- 5.4 The Chief Executive (or equivalent) shall confirm those planned resignations and call for new nominations at least 30 days in advance of the scheduled Annual General Meeting.
- 5.5 The Chief Executive (or equivalent) shall circulate ballot papers (which may be electronic) at least 14 calendar days in advance of the Annual General Meeting to relevant members per 5.2 above. The ballot process shall confirm the number of vacancies in each classification. Relevant, paid-up members shall be entitled to a maximum number of votes corresponding with the vacancies available.
- 5.6 No member of the Board may continue as a Board member for more than 3 years without resigning and standing for re-election as set out in 5.4 above.
- 5.7 The Board will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Board or among its named officers until the next Annual General Meeting.
- 5.8 Notifications calling for nominations to vacant Board positions are to be sent in writing to all Members at least 30 days prior to the Annual General Meeting.
- a. All nominations must be in the hands of the Secretariat 20 days prior to the Annual General Meeting.
  - b. A proposer and seconder must sign the nominations. The nominee must also agree in writing to accept nomination. Proposer, seconder and nominee must all be separate organisational Members of the Federation.
  - c. In the event the nominations received do not exceed the number of vacancies, the Board may declare that nominees duly elected without the need for a ballot of any kind.
  - d. Voting forms, whether paper or electronic, shall be forwarded to all Members no later than 15 days prior to the Annual General Meeting.
  - e. Voting must be concluded at least 5 days before the Annual General Meeting.
  - f. The Board may appoint two scrutineers to determine the result of the election.
- 5.9 As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- 5.10 The Board is collectively responsible for ensuring that the Federation complies with the Act and that individual Board members comply with these Rules.
- 5.11 Board members must exercise their powers and discharge their duties—
- a. In good faith in the best interests of the Association;
  - b. For a proper purpose;
  - c. With care and diligence; and
  - d. To avoid and declare any potential or perceived conflicts of interest
- 5.12 Board members and former Board members must not make improper use of—
- a. Their position
  - b. Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person; or
  - c. To cause detriment to the Federation.

- 5.13 The business of the Federation must be managed by or under the direction of the Board.
- 5.14 The Board may exercise all the powers of the Federation except those powers that these Rules or the Act require to be exercised by general meetings of the Members.
- 5.15 The Board may—
- a. Appoint and remove the chief executive officer/Secretariat (or equivalent positions);
  - b. Approve (and from time to time amend) a Code of Professional and Ethical Conduct and a Complaints Policy and Procedure, both of which will be binding on all Members once notice is given to Members of them (which may be done in the same manner as a notice of meeting is given under Rule 6 b ii). That code of Professional and Ethical Conduct and the Complaints Policy and Procedure may be published on the Federation’s website.
- 5.16 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
- a. This power of delegation; or
  - b. A duty imposed on the Board by the Act or any other law.
- 5.17 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 5.18 The Board may, in writing, revoke a delegation wholly or in part.

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

- 6.1 "General Meeting" refers to regular Member Meetings and both Annual General Meeting and Special General Meeting, unless otherwise specified.
- 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 Federation 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 Board. 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 The quorum for a General Meeting will be half of the members to be present in person (or electronically if agreed in advance by the chair) or by proxy or by nominee.
- 6.5 General Meetings shall be held at intervals determined by the Board and using any medium determined by the Board including, but not limited to, face-to-face meetings, teleconference.
- 6.6 As all member organisations will retain their own sovereignty, all resolutions will be decided by consensus.
- 6.7 Only current paid-up members present in person or by proxy or by nominee, will be eligible to vote.

## **SPECIAL GENERAL MEETINGS / NGĀ HUI OHORERE**

- 7.1 Special General Meetings may be called by the Board or by a written request made by at least five (5) members and delivered to the Chairperson. 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.
- 7.2 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).

## **DISPUTES / TAUTOHE**

- 8.1 In the event of a dispute between Members or Member Representatives which is deemed in the Board's discretion to be a serious dispute of significance to the activities or functioning of the Federation, the Board may intervene to promote a resolution between the parties.
- 8.2 The Board may (if requested by one or more of the parties to a dispute referred to in Rule 8.1) intervene in such manner as it so determines (but without any obligation to do so) to promote a resolution between the parties.

## **INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO PURPOSES / KO NGĀ RAWA HEI PAINGA MŌ TE IWI**

- 9.1 The Board shall be responsible for the development and adherence to an annual plan, budget and membership subscription structure.
- 9.2 The Board is responsible for keeping proper accounting records of the Federation's financial transactions to allow the Federation's financial position to be readily ascertained.
  - a. Annual financial statements for presentation at each Annual General Meeting will be prepared in accordance with statutory requirements.
  - b. The income and property of the Federation shall be applied solely towards the promotion of the purpose of the Federation and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to any Member or those who have previously been Members.
  - c. Nothing shall prevent the payment in good faith of remuneration or payment for services or goods provided by any Member or employee of a Member for any service actually rendered to the Federation, provided that any contract for the engagement of that Member with the Federation has been fully disclosed to the Board. If the service is to be rendered by a Board member, that person shall not be present at any deliberations or vote on any matter in which he or she is financially interested.
  - d. Nothing shall prevent the reimbursement from the funds of the Federation, as may be decided by the Board, of expenses which are incurred by Board members, or officers in carrying out duties for the Federation which, by reason of offices held by them under these Rules they are required to perform, or duties for which they are specifically appointed by the Board.
  - e. The Board may use the funds of the Federation as it considers necessary, expedient or proper in payment of the costs and expenses in furthering or carrying out the objects of the Federation including the employment of solicitors, auditors, officers, agents, consultants and employees or others authorised to perform the functions delegated to the Secretariat.
  - f. The Federation may invest and deal with funds of the Federation not immediately required in such a manner as decided by the Board.

g. The Board may borrow or raise money from time to time, by the issue of debentures, bonds, mortgages or any other security based on all or any of the property and/or rights of the Federation and either with or without security. The borrowing may be upon such terms as to priority and otherwise as the Board thinks fit.

9.3 No member of the Federation or any person associated with a member shall participate in or materially influence any decision made by the Federation 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).

9.4 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

#### **COMMON SEAL / TE TOHE TAKETAKE**

10.1 The Common Seal of the Federation will be kept in the custody and control of the Chairperson.

10.2 When required, the Common Seal will be affixed to any document following a resolution of the Federation and will be signed by the Chairperson and one other person appointed by the Board.

#### **ALTERATION OF RULES / TE WHAKAREREKĒTANGA TURE**

11.1 The rules of the Federation 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, the pecuniary profit clause, the activities limited to New Zealand clause, or the winding up clause will be approved without the prior consent of the Department of Inland Revenue.

#### **ACTIVITIES LIMITED TO NEW ZEALAND / NGĀ MAHI KI AOTEAROA**

12.1 The activities of the Federation will be limited to New Zealand.

#### **DISPOSITION OF SURPLUS ASSETS / TE TUKU TOENGA RAWA**

13.1 The Federation 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.

13.2 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 Federation and as the members will decide in a General Meeting. If the Federation 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.