

Federation of Primary Health Aotearoa New Zealand

Constitution for Adoption on 29 March 2021

1. NAME/INGOA

- a) The name of the Federation will be the Federation of Primary Health Aotearoa New Zealand Incorporated (FPH) "the Federation".

2. 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.
- 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.

3. PRINCIPLES/MĀTĀPONO

- a) The Federation will be committed to:
 - i. Respecting the partnership between Māori and the Crown in accordance with Te Tiriti o Waitangi.
 - ii. Ensuring members have the opportunity to be involved in decisions that affect their organisations and primary health services.

4. OBJECTS/WHĀINGA

- a) 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 to:
 - i. Promote health and wellbeing, on behalf of members for the benefit of the population of New Zealand.
 - ii. Promote primary and community health through integrated multi-agency and multi-professional partnerships.
 - iii. Foster effective partnerships between providers and communities.
 - iv. Foster and nurture key strategic relationships at a local and national level.
 - v. Encourage collaboration and the sharing of resources, good practice and, information across Members and the wider sector.
 - vi. Contribute to the development and implementation of health policy at a national level.
 - vii. Carry out other activities consistent with the charitable objects of the Federation.
 - viii. Be the voice of primary health care for the health, well-being and benefit of all New Zealanders.
 - ix. Promote primary health to be the central function and main focus of New Zealand's health system.
 - x. Promote protect and improve the sustainability and interests of the primary health sector.
 - xi. Pursue meaningful responses to the differences in health access and outcomes between different populations in New Zealand and to tackling these inequities.
 - xii. Promote primary health as being practical, scientifically sound, socially acceptable and enabled by technology.
 - xiii. Embrace the principles of the Te Tiriti o Waitangi by working in partnership, ensuring participation and protecting the health of Māori.
 - xiv. 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.
 - xv. Acknowledge the specific needs and differences of our communities and the services required to support them.

5. POWERS/TAKETAKE

- a) The Federation will have the following powers:
- b) 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.
- c) 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.
- d) To invest surplus funds in any way permitted by law for the investment of incorporated Federation funds and upon such terms as the Board thinks fit.
- e) 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.

- f) 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 objects of the Federation.
- g) All such activities detailed above are to be carried out within the parameters of the approved budget.

6. MEMBERSHIP/HUANGA

- a) 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 Federation may, subject to the Board's approval, become a member of the Federation by application in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Federation.
- b) Membership of the Federation shall be subject to approval by the Board and open to any Incorporated Society, Charity or Limited Company which:
 - i. Is a body that 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,
 - ii. Holds a primary health care contract, or is a professional/membership organisation whose members hold a primary health care contract, or,
 - iii. 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.
 - iv. The Board may establish additional non-voting membership categories provided they are consistent with the principles, objects and powers of the Federation. 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 Board.
- c) Pays the membership subscription as set from time to time by a General Meeting of the Federation
- d) Application for membership should be made in writing to the secretary stating that the applicant:
 - i. Wants to become a member
 - ii. Supports the purpose of the Federation, and
 - iii. Agrees to comply with the Federation's constitution, including paying the relevant membership subscription.
- e) 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.
- f) 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.
- g) 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.

7. EXPULSION OF MEMBERS/TE PANAI A O TE MEMA

- a) The procedure for expulsion of members will be as follows:
- b) 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.
- c) 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.
- d) The Board will give the member at least fourteen (14) days written notice of the meeting. The notice will:
 - i. sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
 - ii. inform the member that if the Board is not satisfied with the member's explanation the Board may expel the member from the Federation.
- e) 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.
- f) 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.

8. GENERAL MEETINGS/NGĀ HUI WHĀNUI

- a) General Meeting refers to both Annual General Meeting and Special General Meeting, unless otherwise specified.
- b) 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.
- c) 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.
- d) A proxy form shall be sent with each notice calling a General Meeting.
- e) The General Meeting will be chaired by the current Chairperson of the Board. In the absence of the Chairperson the meeting will elect a person to chair the meeting from among the members present.
- f) 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.
- g) 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.

- h) 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.
- i) Voting will be by a show of hands unless otherwise agreed by members.
- j) The quorum for a General Meeting will be at least half of the members personally present or by their approved proxies or nominees
- k) 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.

9. ANNUAL GENERAL MEETINGS/NGĀ HUI A TAU

- a) The Annual General Meeting will be held within five (5) months of the end of the financial year.
- b) The Annual General Meeting will carry out the following business:
 - i. Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.
 - ii. Receive the Board's report on the activities of the Federation over the last year and the proposed priorities and directions for the Federation in the current year.
 - iii. 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.
 - iv. Elect the officers and other ordinary members of the Board of the Federation
 - v. Decide whether to appoint an auditor to audit the Federation's accounts for the forthcoming financial year.
 - vi. Conduct any other business which may properly be brought before the meeting.
 - vii. The quorum for an Annual General Meeting will be at least half of the members personally present or by their approved proxies or nominees

10. SPECIAL GENERAL MEETINGS/NGĀ HUI OHORERE

- a) 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 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.
- b) A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.
- c) A quorum for an Annual General Meeting will be at least half of the members personally present or by their approved proxies or nominees.

11. GOVERNANCE/TE KOMITI WHAKAHAERE

- a) Transition Clause. On adoption of this Constitution, current Board Members who have confirmed their intention to rollover their Board position will maintain their Board position until the 2022 annual general meeting or earlier if agreed.
- b) The Board will be composed of a minimum of 3 elected members and a maximum of 6 elected members. The Board will have the power to co-opt up to a maximum of 6 Board members from time to time to ensure adequate capacity, capability and representation of Māori, consumer, rural and urban, geographic and member organisation size perspectives.
- c) Each elected member will serve a two-year term.
- d) Co-opted members will be appointed for up to two-year terms as determined by the Board.

- e) The Board will annually elect a Chairperson from its elected or co-opted members, or it may appoint an independent Chairperson.
- f) 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.
- g) Elected members of the Board will retire at the second Annual General Meeting of their term and will be eligible for re-election. Newly elected Board members will take office immediately upon their election.
- h) Nominations for elected positions on the Board, 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 Secretariat at least seven (7) days before the day fixed for the Annual General Meeting.
- i) If there are insufficient nominations to fill the vacant positions on the Board, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
- j) The procedure for Board meetings will be as follows:
 - i. A quorum for a Board Meeting will be at least half of the Board members personally present.
 - ii. If a member of the Board, 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 Board, be removed from the Board.
 - iii. 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.
 - iv. If the voting is tied, the issue will be referred to the wider membership.
 - v. Each meeting will be chaired by the Chairperson of the Federation or, in her/his absence, by a person appointed by the Board.
- k) The Board 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 Board from time to time. All members of the Board, including office-bearers, will be given at least (7) days' notice of the meeting by the Chairperson, verbally or in writing.
- l) The Chairperson will ensure that a minute book is maintained which is available to any member of the Federation and which, for each meeting of the Board, records
 - i. the names of those present.
 - ii. all decisions which are required by the constitution or by law to be made by the Federation; and
 - iii. any other matters discussed at the meeting.
- m) The Board will at all times be bound by the decisions of the members at General Meetings.
- n) 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.

12. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS/KO NGĀ RAWA HEI PAINGA MŌ TE IWI

- a) Any income, benefit or advantage will be applied to the objects of the Federation.
- b) 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).

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

13. POWER TO DELEGATE/TŪRU TAKETAKE

- a) The Board 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 Board exercise or perform the delegated powers or duties in the same way and with the same effect as the Board could itself have done.
- b) Any committee or person to whom the Federation has delegated powers or duties will be bound by the charitable terms of the Federation and any terms or conditions of the delegation set by the Board.
- c) The Federation 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 Board.
- d) 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 Federation.

14. FINANCIAL ARRANGEMENTS/WHAKARITE PŪTEA

- a) The financial year of the Federation will be from 1 July to 30 June the following year.
- b) At the first meeting of the Board following each Annual General Meeting, the Board will decide by resolution the following:
 - i. how money will be received by the Federation.
 - ii. who will be entitled to produce receipts.
 - iii. what bank accounts will operate for the ensuing year, including the purposes of and access to accounts.
 - iv. policy concerning the investment of money by the Federation, including what type of investment will be permitted.
- c) The Board will ensure that true and fair accounts are kept of all money received and expended.
- d) Should members have agreed to appoint an auditor at the AGM, then the Board will arrange for the accounts of the Federation for that financial year to be audited by a person appointed for that purpose.

15. COMMON SEAL/TE TOHE TAKETAKE

- a) The Common Seal of the Federation will be kept in the custody and control of the Chairperson.
- b) 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.

16. INDEMNITY/INIHUATIA

- a) No Officer or member of the Board shall be liable for the acts or defaults of any other Officer or member of the Board, or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

- b) The Officers, Board and each of its members shall be indemnified by the Federation 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.

17. ALTERATION OF RULES/TE WHAKAREREKĒTANGA TURE

- a) The rules of the Federation may only be amended in any way by a 2/3 majority of eligible members personally present or by their approved proxies or nominees at any General Meeting provided that no addition to or alteration of the object's 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 Charities Commission.

18. MEDIATION & ARBITRATION/TAKAWAENGA

- a) 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.
- b) The mediation shall be terminated by-
 - i. The signing of a settlement agreement by the parties; or
 - ii. 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
 - iii. Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - iv. The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- c) If the mediation should be terminated as provided in this Constitution, 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.

19. ACTIVITIES LIMITED TO NEW ZEALAND/NGĀ MAHI KI AOTEAROA ANAKE

- a) The activities of the Federation will be limited to New Zealand.

20. DISPOSITION OF SURPLUS ASSETS/TE TUKU TOENGA RAWA

- a) 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.

- b) 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.