



RULES

OF THE PUBLIC HEALTH ASSOCIATION

OF NEW ZEALAND INC

Adopted May 1988

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Sarah Helm, Wellington Branch Executive Council Representative

Eileen Brown, Wellington Branch Chairperson

Jemma Diedrichs, Wellington Branch member

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1. NAME

1.1 The name of the Association is the "Public Health Association of New Zealand (Incorporated)"

2. AIMS

2.1 The following aims of the Association will be carried out in accordance with the Treaty of Waitangi

- To promote informed public debate on health and health services
- To participate in the formulation and evaluation of health policy
- To promote research and disseminate knowledge relevant to the health of New Zealanders
- To support informed and co-ordinated action on public health issues
- To support and encourage the development of trained and effective people working for health
- To be a strong and informed advocat for health
- To develop an efficient and effective organisation through which the aims can be achieved

3. POWERS

3.1 For the purpose of giving effect to the foregoing aims, the Association may

- (a) hold or arrange meetings;
- (b) receive subscriptions from members,
- (c) apply for and accept money by way of grant, gift, contract, bequest or otherwise to further the aims of the Association
- (d) direct or grant sums of money within new Zealand out of the Association's funds for research or study or the promotion of health or health services in any one or more of the areas nominated in rule 2.1 hereof,
- (e) invest the monies of the Association not immediately required in such securities as may from time to time be determined,
- (f) receive, obtain and hold lands, money, securities and other property real or personal,
- (g) execute any special trusts in connection with monies or property received, obtained and held by the Association provided that the application of such funds shall be within New Zealand,
- (h) apply the capital and income of the funds and property of the Association or any part thereof within New Zealand, subject to such trusts (if any), for or towards those aims,
- (i) print or publish or assist in or promote the printing of any newspaper, periodicals, books, monographs, articles, leaflets or other literary undertakings that the Association may think desirable for the promotion of its aims and distribute such publications as it may think fit,
- (j) enter into any arrangement or agreement or become a member of or subscribe to or affiliate with any other organisation, whether incorporated or not, having aims altogether or in part similar to those of the Association,
- (k) borrow or lend money and guarantee loans as prescribed in the Bylaws,
- (l) purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any other association or company having aims altogether or in part similar to those of the Association,
- (m) purchase, apply for or otherwise acquire copyrights, privileges, exemptions, certificates, licences, patents, trademarks or the like which may be deemed necessary or convenient for any or all of the aims of the Association and transfer and otherwise deal with same,
- (n) insure against all risks, liabilities and eventualities as may seem advisable and supply the proceeds of any claim under any insurance in such manner for such purpose as shall be thought fit,

- (o) employ such personas as the Association may deem necessary and pay such sums to such employees, whether by way of remuneration or bonus, as the Association may deem reasonable and proper,
- (p) grant pensions, allowances and gratuities to employees or former employees of the Association or to the dependants of such personas and provide a benevolent or similar fund for such purchases,
- (q) do all such other lawful things as are incidental or conducive to the attainment of those aims or any of them, and
- (r) carry out any one or more of these aims independently or exclusively of the remaining aims

3.2 Any or all of the aims of the Association may be carried out in any part of New Zealand.

4. MEMBERSHIP

4.1 Membership is open to any person with a commitment to the aims of the Association

4.2 The Association shall maintain a register of members

4.3 An applicant for membership of the Association shall lodge a written application with the Executive Council. The applicant shall be admitted to membership when the initial subscription has been received and the application approved by the Executive Council

4.4 Each member of the Association shall be entitled to vote at general meetings as provided for in these Rules

5. CESSATION OF MEMBERSHIP

5.1 A member may, at any time, resign from the Association by sending to the Secretary a written notice of resignation

5.2 The Executive Council may, by resolution, expel from the Association any members whose actions are considered detrimental to the interests of the Association and contrary to its policy. Such a member and the Secretary of the Branch of that member shall have notice of at least 60 days of the intended resolution for expulsion. The member shall have the opportunity to attend the meeting at which the resolution is moved for expulsion and give any explanation or defence as the member may desire either orally or in writing. A member who has been expelled may apply for re-instatement after two years

5.3 The Executive Council may regard as lapsed the membership of any member whose annual subscription has not been received within three months after the due date and may forthwith remove that member's name from the register of members

6. MEMBERSHIP SUBSCRIPTIONS

6.1 The Executive Council shall determine the annual subscription for each member each year and decide the due date for payment

7. BRANCHES

7.1 A branch of the Association may be established, with the consent of Executive Council in any part of New Zealand. The Executive Council shall make Bylaws prescribing the rules for the formation of a branch and eligibility for membership

7.2 Branches shall make rules for their local management, provided that those rules

- (a) do not conflict with the aims of the Association or with any other rules or Bylaws of the Association, and
- (b) are approved by the Executive Council

- 7.3 Each branch shall provide an annual report and accounts to the Executive Council within twenty-one days after the end of the Association's financial year

8. SECTIONS

- 8.1 Sections of the Association may be established to provide a framework within which members sharing a special interest may develop their professional skills, exchange views and information, guide the career aspirations of junior members and ensure that the special interest is properly represented in the affairs of the Association
- 8.2 All members of sections must be members of the Association
- 8.3 Sections shall make rules for their management, provided that those rules
- (a) do not conflict with the aims of the Association or with any other rules or Bylaws of the Association, and
 - (b) are approved by the Executive council
- 8.4 Each section shall provide an annual report and audited accounts to the Executive Council within twenty-one days after the end of the Association's financial year

9. EXECUTIVE COUNCIL

- 9.1 There shall be an Executive Council of the Association which shall be constituted by the President, eight elected members, three Maori Caucus representatives, and one Asian Caucus representative. The eight elected members will be nominated by the branches at their Annual General Meetings as their representatives to Council being one representative per branch
- The roles of Vice President and Treasurer will be elected by the whole of Council from the eight elected representatives, the three Maori Caucus representatives, and the Asian Caucus representative
- 9.2 The Executive Council shall be elected by and from among the members of the Association according to the voting system prescribed in the Bylaws. Subject to these rules they shall hold office from the end of the AGM at which their election is declared until the expiry of their two year term
- 9.3 Any Membership of the Association may nominate or second nominations for President, Vice President or Treasurer
- 9.4 At the first AGM after these Rules comes into effect there will be an election for six members of the Executive Council, three designated to serve a one year term and three to serve a two year term. Thereafter all terms of office will be two years
- 9.5 No member shall serve in the same capacity for more than four consecutive years
- 9.6 If any office mentioned becomes vacant, the Executive Council may appoint a member to fill the vacancy and the member so appointed shall hold office until the next succeeding annual general meeting
- 9.7 The Executive Council shall make policy and oversee its implementation. It has the power to make, amend or rescind Bylaws provided they do not conflict with the Rules of the Association
- 9.8 The Executive Council shall meet at least twice each year and when required by any four members thereof. Five members shall constitute a quorum
- 9.9 Each member of the Executive Council shall have one vote at a meeting of that Council and in case of an equality of votes the motion shall be lost
- 9.10 The Executive Council may make decisions without any meeting in accordance with the Bylaws

10. GENERAL MEETINGS

- 10.1 The Secretary shall convene a general meeting of the Association whenever authorised by the Executive Council, or at the written request of fifteen members acting jointly, by notifying all members in writing, twenty one clear days before the date of the meeting
- 10.2 No business shall be transacted at any general meeting unless a quorum of fifteen members is present at the commencement of such business. The general meeting shall consider only those matters for which it was called
- 10.3 A member of the Association may vote at a general meeting in person or by proxy
- 10.4 A question arising at a general meeting shall be determined on a show of hands, a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution
- 10.5 Upon a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one vote. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 10.6 If the instrument appointing a proxy is not received at the office of the Association, or at such other place specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, it shall not be treated as valid
- 10.7 Every instrument appointing a proxy shall be in writing signed by the appointer and shall be in or to the effect of the following form:

Public Health Association of New Zealand

Received by	Date	Time	
1.			of
			Being a financial member of the Public
Health Association of New Zealand, hereby appoint			of
On my behalf at the Annual (of Special, if applicable) General meeting of the Association to be held on the	day of	19	and at any adjournment thereof
SIGNED at	this	day of	19

11. ANNUAL GENERAL MEETING

- 11.1 The Association shall, in each year, hold an annual general meeting. Written notification of the Annual General Meeting shall be sent to all members not later than twenty-one days before the meeting. The procedures shall be the same as those prescribed for general meetings (Rule 10)
- 11.2 The Annual General Meeting shall be within six months of the close of the financial year on the day the Executive Council determines
- 11.3 The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year
- 11.4 The ordinary business of the annual general meeting shall be
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting,
 - (b) to receive and consider reports (including financial statements and audited accounts where applicable) from the Executive Council, branches, sections, the Auditor, and

- employees of the Association on the activities of the Association during the preceding financial year,
- (c) to receive the report on the election of officers and members of the Executive Council,
- (d) to appoint the Auditor, and
- (e) the annual general meeting may consider other business

12. FINANCE

- 12.1 True accounts shall be kept
 - (a) of all sums of money received and expended by the Association and the matter-in respect of which the receipt or expenditure takes place, and
 - (b) of the property, credits and liabilities of the Association
- 12.2 Subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association at the offices of the Association
- 12.3 The Treasurer shall ensure that all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association are faithfully kept in such form and manner as the Executive Council may direct
- 12.4 The accounts, books and records referred to in the Rules shall be kept at the Association's office or at such place as the Executive Council may decide.
- 12.5 The Executive Council shall determine the financial year of the Association

13. AUDIT OF ACCOUNTS

- 13.1 At each annual general meeting, the members present shall appoint a person who is not a member of the Association to be Auditor of the Association
- 13.2 A person so appointed shall hold office until the next succeeding annual general meeting, and shall be eligible for reappointment
- 13.3 If an appointment is not made at an annual general meeting the Executive Council shall be delegated by the annual general meeting to appoint an Auditor of the Association for the then current financial year of the Association
- 13.4 If the office of Auditor becomes vacant, the Executive Council shall appoint a person to fill the vacancy and the person so appointed may hold office until the next succeeding annual general meeting
- 13.5 Once at least in each financial year, the accounts of the Association shall be examined by the Auditor under the provisions set out in the Bylaws
- 13.6 The Auditor shall certify as to the correctness of the financial statements of the Association and shall report thereon to the members present at the annual general meeting

14 SEAL OF THE ASSOCIATION

- 14.1 There shall be a seal of the Association and the Executive Council shall provide for the safe custody of the Seal
- 14.2 The Seal shall be affixed to any document only with the authority of the Executive Council. Every document to which the Seal is affixed shall be signed by the President or some other person appointed by the Executive Council for this purpose

15 ALTERATION OF RULES

- 15.1 These Rules may be changed by a resolution passed by a two-thirds majority of the valid votes cast by those members present (in person or by proxy) at a general meeting or by two-thirds of valid votes cast by postal ballot
- 15.2 Notice of proposed changes to these Rules shall be given to members not less than twenty-eight days prior to the general meeting
- 15.3 No amendment or addition to the existing rules or adoption of new rules shall be approved which would affect the charitable nature of the Association

16 WINDING UP (DISSOLUTION AND DISPOSITION OF PROPERTY)

- 16.1 The Association may be wound up in the manner provided by the Incorporated Societies Act 1908 or any Act passed in substitution for it
- 16.2 Notice of the proposed winding-up shall be sent to all members not less than six weeks before the general meeting at which the resolution is to be proposed
- 16.3 If, upon the winding-up or dissolution of the Association, there remains, after the satisfaction of all debts and liabilities, any assets whatsoever the same shall, according to a resolution passed by a majority of two-thirds of the members of the Association, be given or transferred to one or more organisations engaged in activities related to one or more of the aims of the Association, being a charitable organisation within New Zealand
- 16.4 A Branch or Section may be wound up in accordance with the provisions of the Bylaw