



Constitution of Allied Health Aotearoa New Zealand Incorporated

THE SOCIETY

Allied Health Aotearoa New Zealand Incorporated (AHANZ) is a grouping of professional associations which come together in the furtherance of the purposes set out below. The Member Associations retain their autonomy and ability to act independently. This Constitution represents the way in which the Member Associations wish to conduct their affairs when they come together as AHANZ Incorporated.

1.0 Name

- 1.1 The name of the society is ALLIED HEALTH AOTEAROA NEW ZEALAND Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 4 December 2013.

2.0 Registered Office

- 2.1 The Registered Office of the Society is 17 Sea Vista Drive, Pukerua Bay, Porirua 5026, or any other location that the Chairperson decides. Changes to the Registered Office shall immediately be notified to the Register of Incorporated Societies in a form and as required by the Statute.
- 2.2 The Contact Persons for the Society are the Executive Director and the Chairperson, or other person(s) designated by the Executive Committee.

3.0 Purposes of the Society

- 3.1 The purposes of the Society are:
- a) To advance the health and well-being of New Zealanders;
 - b) To raise the profile of Allied Health professions;
 - c) To develop reciprocal relationships between the health sector and key stakeholders;
 - d) To advocate on behalf of AHANZ Member Associations;
 - e) To provide advice to Minister(s), the Ministry of Health, and other relevant government agencies;
 - f) To provide a forum to discuss issues of common interest to Member Associations;
 - g) To share resources, information and experience;
 - h) To promote sector workforce development.
- 3.2 In giving effect to these purposes, AHANZ shall encourage policies and practices that reflect New Zealand's cultural diversity and shall, in particular, have due regard to the provisions, spirit and intent of Te Tiriti o Waitangi.

4.0 Powers

- 4.1 To further its purposes, the Society has the following powers:
- a) To raise funds by levies, subscription, fees, and sponsorship as may be agreed by the Member Associations, and to accept donations or grants;
 - b) To borrow money and provide security if authorised by majority vote at a Society Meeting;
 - c) To record, print and publish such material as Member Associations agree is desirable for the promotion of the purposes of the Society;
 - d) To affiliate with any society, body or association having similar purposes to those of the Society;
 - e) To employ the Executive Director and any other staff for the purposes of the Society;
 - f) To establish and dissolve sub-committees to act on behalf of the Society.

GOVERNANCE OF THE SOCIETY

5.0 Governance and Management

- 5.1 In-year governance of the Society shall be undertaken by the Executive Committee who will undertake the role in accordance with the Strategic Plan, Annual Plan and Annual Budget approved at the Annual General Meeting.
- 5.2 The role of the Executive Committee shall include, but not be limited to:

- a) Appointing and overseeing the role of the Executive Director, Chairperson, and any other office bearers deemed necessary from time-to-time;
- b) Developing the strategy and goals for adoption at the Annual General Meeting;
- c) Recommending the criteria and approvals process for new Member Associations of the Society;
- d) Ensuring the Society's finances and risk are managed appropriately;
- e) Overseeing compliance responsibilities;
- f) Keeping an up-to-date register of the Member Associations of the Society;
- g) Employing staff, setting terms and conditions of employment, and monitoring performance;
- h) Setting policies and making decisions on the expenditure of the Society.

6.0 Executive Committee

6.1 The purpose of the Executive Committee is to:

- a) Administer, manage and control the Society;
- b) Carry out the purposes of the Society, and use money or other assets to do that;
- c) Manage the Society's financial affairs, including purchasing appropriate indemnity insurance and approving the annual financial statements for presentation to the Member Associations at the Annual General Meeting;
- d) Delegate responsibility and co-opt members where necessary;
- e) Ensure that all Member Associations follow the Constitution;
- f) Decide the times, dates and agenda for Society Meetings and General Meetings;
- g) Propose Membership fees, including subscriptions and levies, for ratification by Member Associations at the Annual General Meeting.

6.2 The Executive Committee will comprise between five and seven elected members (representatives from Member Associations) inclusive, as determined at the Annual General Meeting, one of whom shall be the Chairperson. The maximum size of the Executive Committee, including any co-opted members, will be eight people.

6.3 The Executive Committee will have the power to co-opt additional Committee members from time to time to ensure adequate skill mix, representation of professional interests and to enhance its capacity to respond to issues as they arise. Co-opted Committee members have voting rights on the Committee. The term for a co-opted member will be one year, or less. A co-opted member may be reappointed with a maximum term of three years.

6.4 A Member Association may nominate a candidate for a position on the Executive Committee not less than 10 working days before the Annual General Meeting. Candidates must have attended at least two Society Meetings within the last 12 month period. Where a vote is needed, this will be conducted in accordance with Clause 18.6.

- 6.5 Executive Committee members are voted on to the committee for a two year term, and they can serve a maximum of three terms. At the end of a two year term they must either stand for re-election or retire. No more than three committee members can retire at any one AGM. Newly elected Executive Committee members will take office immediately upon their election.
- 6.6 Executive Committee meetings may be held via video or telephone conference, or other formats as the Executive Committee may decide.
- 6.7 A quorum for meetings of the Executive Committee shall be 50% plus 1 of all current Committee members, including co-opted members. Each meeting will be chaired by the Chairperson of the Society or, in their absence, by a person appointed by the Executive Committee.
- 6.8 Decisions of the Committee shall be by consensus. Where consensus cannot be reached by majority vote. The Chairperson does not have a casting vote.
- 6.9 The Executive Committee will meet at least three (3) 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.
- 6.10 A member of the Executive Committee may resign office by signing a written notice of resignation and giving it to the Chairperson. The notice of resignation is effective when it is received by the Chairperson or at a later time specified in the notice.
- 6.11 A person ceases to be a member of the Executive Committee if:
- a) they do not attend three (3) consecutive Committee meetings without leave of absence;
 - b) they resign in accordance with Clause 6.10;
 - c) they are not elected for a term renewal at an Annual General Meeting;
 - d) they become disqualified under section 42(2) of the Incorporated Societies legislation;
 - e) they die;
 - f) their member organisation is no longer a member of the Society; or
 - g) they otherwise vacate office.
- 6.12 The Executive Committee may set up subcommittees to deal with particular aspects of its affairs and to report back to the Society.

7.0 Chairperson

- 7.1 The Executive Committee will biennially elect by majority vote a chairperson who shall become the chairperson for the entire Society and for the Executive Committee.

- 7.2 If the Chairperson resigns mid-term, the Executive Committee has the power to elect a new Chairperson, who will finish the term of the Chairperson that resigned. At the end of the term they may choose to stand for election as Chairperson.
- 7.3 The Chairperson is responsible for:
- a) Ensuring that the Constitution is followed;
 - b) Convening Society Meetings and establishing whether or not a quorum (half of the Member Associations) is present;
 - c) Chairing Meetings, deciding who may speak and when;
 - d) Overseeing the operation of the Society;
 - e) Providing a report on the operations of the Society at each Annual General Meeting;
 - f) Acting as a spokesperson for the Society.

8.0 Liability

- 8.1 No Member Association or employee of the Society will be personally liable for any liability of the Society, or for any act done or omitted by the Society or by any Member Association or employee of the Society in good faith and in what they believe to be the best interests of the Society while carrying out or exercising the functions, duties, or powers of the Society, except to the extent that Committee members meet their personal obligations under the Incorporated Societies Act.
- 8.2 A person who has been a member of the Executive Committee remains liable under any and all relevant legislation for acts and omissions and decisions made while that person was a member of the Executive Committee.

9.0 Dispute Process

- 9.1 A disagreement or conflict is a dispute if:
- (a) it is between
 - (i) 2 or more Member Associations; or
 - (ii) 1 or more Member Associations and the Society; or
 - (iii) 1 or more Member Associations and 1 or more officers; or
 - (iv) 2 or more officers; or
 - (v) 1 or more officers and the Society; or
 - (vi) 1 or more Member Associations or officers and the Society; and
 - (b) the disagreement or conflict relates to an allegation that
 - (i) a Member Association or an officer has engaged in misconduct; or
 - (ii) a Member Association or an officer has breached, or is likely to breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act; or
 - (iii) the Society has breached, or is likely to breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act; or

- (iv) a Member Association's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.
- 9.2 The procedures followed to resolve the dispute must be consistent with the rules of natural justice, as set out in the Society's Dispute Resolution Policy.
- 9.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 9.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required, the parties must within 10 working days:
 - a) Notify the Chairperson and the Executive Committee of the dispute; and
 - b) Agree to or request the appointment of a mediator or the use of a tikanga-based practice.
- 9.5 Any costs associated with the dispute process will be shared by all parties involved in the dispute.
- 9.6 If the mediation process or tikanga-based practice does not resolve the dispute, the parties may seek to resolve the dispute at law.

SOCIETY MEMBERSHIP

10.0 Obligations of Membership

- 10.1 Member Associations have the rights and responsibilities set out in this Constitution.
- 10.2 All Member Associations shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 10.3 As much as possible a representative of each Member Association will attend each meeting of the Society, and/or provide written responses to requests for feedback on issues of concern to the Society.

11.0 Admission of Member Associations

- 11.1 Membership of the Society is open to national member associations which represent allied health professions as defined by the Society.
- 11.2 All Member Associations are required to have:
 - a) a Code of Ethics;

- b) a defined general scope of practice or standards of practice;
 - c) competence standards and a mechanism for monitoring compliance with the standards (for associations other than those regulated under Statute);
 - d) a robust public complaints process (for associations other than those regulated under Statute).
- 11.3 Individual practitioners within Member Associations:
- a) will be autonomous practitioners;
 - b) will practice in an evidence-based paradigm, using an internationally recognised body of knowledge to protect, restore and maintain optimal physical, sensory, psychological, cognitive, social and cultural function; and
 - c) may utilise or supervise assistants, technicians and support workers.
- 11.4 Associations which, as determined by Member Associations at a Society Meeting, satisfy the criteria for admission to membership will be admitted to the Society.
- 11.5 Membership of the Society is conditional on the payment of an annual membership subscription.
- 11.6 Every applicant for membership must consent in writing to becoming a member.

12.0 Additional Members

- 12.1 Additional membership categories may be agreed by resolution of the Society at a General Meeting within the scope of the purpose of the Society as set out in this Constitution.

13.0 Cessation of Membership

- 13.1 Any Member Association may resign from the Society by giving a minimum of six [6] months' written notice to the Chairperson.
- 13.2 After due inquiry, the Society has the authority to terminate the membership of any Member Association for behaviour that brings the Society into disrepute.
- 13.3 The Society has the authority to terminate the membership of any Member Association after three [3] months of non-payment of subscription/fees.
- 13.4 No Member Association resigning or having their membership terminated will be entitled to a refund of any subscription or levy paid by them and/or a waiver of any monies owing to them.

14.0 Readmission

- 14.1 Any Association which has resigned from the Society may apply for readmission by following the membership application procedures as agreed at a General Meeting.

MONEY AND OTHER ASSETS OF THE SOCIETY

15.0 Finances

- 15.1 The financial sustainability and liability of the Society shall be protected at all times.
- 15.2 The income of the Society will be applied solely towards the promotion of the purposes of the Society and cannot be used for the personal benefit of Member Associations, the Executive Director, or members of the Executive Committee.
- 15.3 The financial year of the Society begins on 1 January of every year and ends on 31 December of that year.
- 15.4 A review of the Society's financial accounts will be carried out annually by an accountant agreed by the Executive Committee.

SOCIETY MEETINGS

16.0 Conduct of Meetings

- 16.1 The Society has three types of meetings: Society Meetings, Special General Meetings, and an Annual General Meeting.
- 16.2 Society Meetings are meetings for Member Associations held throughout the year and are a way for the Executive Committee to engage with the Member Associations, and for Member Associations to engage with each other. These meetings are not required to have formal notice. There must be at least two Society Meetings held per year.
- 16.3 The Society will meet, adjourn and otherwise regulate its meetings, including General Meetings, as it may think fit.
- 16.4 Society meetings and General Meetings may be held via video or telephone conference, or other formats as the Executive Committee may decide.

- 16.5 The Chairperson shall chair meetings, or if the Chairperson is absent, the Society shall elect a person representing one of the Member Associations to chair that meeting.
- 16.6 Minutes (including names of those present) will be kept of the proceedings of each meeting of the Society.
- 16.7 No Society, Annual or Special General Meeting may be held unless at least 50% plus 1 of Member Associations attend (this will constitute a quorum). Quorum must be met at the commencement of the meeting and must be maintained during the transaction of the business of the Society.
- 16.8 The requirements for Special and Annual General Meetings are set out below.
- 16.9 Special General Meetings may be called upon the request of the Chairperson or of any three Member Associations. The business of the Special General Meeting must be contained within the request of the Member Associations. Notice of the Special General Meeting must be circulated to all Member Associations within two weeks of the request being received. The Special General Meeting must be held within two months of the request being received.
- 16.10 An Annual General Meeting shall be called by the Chairperson in each calendar year and held on a date within six (6) months of the end of the financial year and not more than 15 months after the last Annual General Meeting. Member Associations must be given 30 calendar days' notice of any General Meeting. The notice must specify the business proposed for transaction at the meeting. The notice will be circulated to members electronically or by other means as determined by the Executive Committee, and notice of the meeting will be deemed to be served on the Member Association on the same day as transmission.
- 16.11 Notices of resolution from Member Associations must be received by the Executive Committee at least four (4) weeks before the Annual General Meeting. They must be supported in writing by at least five (5) additional Member Associations.
- 16.12 Notice of proposed alterations to the Constitution must be given in writing to Member Associations not less than 14 days prior to the date of the General Meeting.
- 16.13 The business of an Annual General Meeting is to:
- a) Confirm any minutes of the previous General Meeting(s);
 - b) Receive the Executive Committee's report on the operation and affairs of the Society;
 - c) Receive the balance sheet and statement of income and expenditure for the past year;
 - d) Set the subscription fee based upon estimated income and expenditure for the coming year.
 - e) Elect the members of the Executive Committee of the Society;

- f) Appoint an auditor, if required, to audit the Society's accounts for the forthcoming financial year;
- g) Approve amendments to the Constitution of the Society;
- h) Present notice of the disclosures or type of disclosures made (including a brief summary of the matters, or types of matters, to which those disclosures relate); and
- h) Conduct any other business which may properly be brought before the meeting.

16.14 All Member Associations may vote at General Meetings. Each Member Association shall be entitled to vote and each individual vote shall carry the same weight. Voting at meetings will be restricted to one representative of each Member Association.

16.15 The method and form of voting (including electronic voting) at any General Meeting will be determined by the Executive Committee and notified to the Membership in the notice of the General Meeting.

16.16 Any method or form of voting must be trusted, transparent, secure, suitable for the Society, and include measures to allow for scrutiny and authentication of the votes and the process.

16.17 A motion or ordinary resolution must be passed by a majority of the votes cast by eligible voters who are present at the General Meeting. In the case of an equality of votes, the Chairperson will have a casting vote.

16.18 Proxy voting will not be allowed.

COMMON SEAL

17.0 Common seal

17.1 The Society shall provide a common seal for the Society, which shall only be used by the authority of the Society duly recorded through resolution at an Executive Committee meeting.

ALTERING THE CONSTITUTION

18.0 Altering the Constitution

- 18.1 The Society may alter or replace this Constitution at a General Meeting by a resolution passed by a 75 percent majority of Member Associations present or by prior voting if agreed by the Executive Committee.
- 18.2 No addition to or alteration of the Constitution shall be approved if it affects the non-profit aims, personal benefit clause or the winding-up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 18.3 No addition to or alteration of Clause 3, Clause 18.2 or Clause 19 shall be made which affect the non-profit body status of the Society. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

WINDING UP

19.0 Winding up

- 19.1 The Society may be wound up by a resolution passed by a majority of Member Associations at a General Meeting.
- 19.2 If the Society is wound up:
- a) The Society's debts, costs and liabilities shall be paid.
 - b) Surplus Money and Other Assets of the Society may be disposed of:
 - i) By resolution; or
 - ii) According to the provisions in the Incorporated Societies Act 1908 : [see S.27 of the Act]; but
 - iii) No distribution may be made to any Member Association.
 - c) The surplus Money and Other Assets shall be distributed to:
 - i) another organisation or body having objects similar to the objects of the Society;
or
 - ii) another charitable organisation or purpose within New Zealand.