



Health Coalition
Aotearoa

Health Coalition Aotearoa Incorporated Society

Rules of Health Coalition Aotearoa Incorporated

Final Version - May 27, 2019

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1.0 Name

- 1.1 The name of the society is Health Coalition Aotearoa Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 5th May 2019.

2.0 Registered Office

School of Population Health, University of Auckland, Park Rd, Grafton Auckland 1023 (attention Professor Boyd Swinburn).

3.0 Purposes of the Society

- 3.1 The main purpose of the Society is to benefit the community by promoting health for all New Zealanders, especially through the prevention of harm from the unhealthy products of tobacco, alcohol and unhealthy foods (as defined by the World Health Organisation)
- 3.2 The Society will advance health education and promotion by using scientific analyses, a variety of communication approaches, and anything necessary or helpful to achieve its main purpose
- 3.3 Pecuniary gain is not a purpose of the Society
- 3.4 The work done by the Society will be based on the best scientific evidence available and national and international experience
- 3.5 The Society's work is non-partisan (i.e non-party political)
- 3.6 The Society will abide by the principles of Te Tiriti o Waitangi and promote pro-equity actions to improve health

4.0 Society membership

- 4.1 Membership shall comprise two categories:
 - 4.1.1 Member organisations, including non-governmental organisations, research entities, professional societies and colleges, as permitted in ss29-31 of the Incorporated Societies Act 1908.
 - 4.1.2 Individual members, such as academics, health professionals and members of the public.
- 4.2 Members have the rights and responsibilities set out in these Rules and must declare any conflicts of interest.
- 4.3 To become a Member, the Applicant must:
 - 4.3.1 Complete an application form, as the Board requires; and
 - 4.3.2 Pay any subscription fee that might be determined by the Society or Board from time to time and which may include any joining fee of the society and/or levy struck as determined by the Society.
 - 4.3.3 Be interviewed by Board representatives, if the Board considers this necessary

- 4.4 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.
- 4.5 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

5.0 Obligations of Members

- 5.1 All Members (including Board members) shall promote the purposes of the Society, comply with its Rules, declare any potential conflicts of interest, pay fees as outlined in 4.3.2, and shall do nothing to bring the Society into disrepute.

6.0 Cessation of Membership

- 6.1 Any Member may resign by giving written notice to the Secretary.
- 6.2 Membership may be terminated by the Board if it considers that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Society may give written notice of this to the Member
- 6.3 If any Member does not pay a subscription or levy determined by the Society by the date set by the Board, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated.

7.0 Governance and Management of the Society

- 7.1 The Society shall be governed by an elected Board
- 7.2 Only Members of the Society may be Members of the Board.
- 7.3 Board members shall be elected at the Annual General Meeting and the Board will elect members to the positions of chair, treasurer, secretary
- 7.4 There shall also be on the Board: a representative from each of the Society’s Expert Advisory Panels; Maori and Pasifika Members, and; otherwise adequate diversity and expertise.
- 7.5 Normally, the Board would have a maximum of 10 members
- 7.6 The Board can co-opt other members to the Board, as needed, to ensure adequate expertise, representation and diversity

8.0 Appointment of Board members

- 8.1 At a Society’s Annual General Meeting, the Members shall elect Board members
- 8.2 Nominations for members of the Board shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded by Members.

- 8.3 A term of appointment for Board membership shall be three years with usually one or two terms being served. Initial appointments may vary from this in order to stagger the succession through the Board.
- 8.4 If any Board Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.
- 8.5 Board vacancies between Annual General Meetings may be filled by co-opted Members

9.0 Responsibilities of the Board

- 9.1 The responsibilities of the Board are to:
 - 9.1.1 Act in good faith and in the Society's best interests, and use their powers for a proper purpose;
 - 9.1.2 Administer, manage, and control the Society in compliance with relevant legislation, the Society's Rules and purposes;
 - 9.1.3 Manage the Society's financial affairs: including determining how to raise and borrow funds, control expenditure and invest surplus funds; ensuring the Society does not incur any obligation it cannot fulfil or create substantial risk of loss to the Society's creditors; and including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - 9.1.4 Set accounting policies consistent with the accounting standards framework mandated by the Financial Reporting Act 2013;
 - 9.1.5 Establish expert advisory panels and delegate responsibility to committees as required;
 - 9.1.6 Ensure that all Members follow the Rules;
 - 9.1.7 Decide how a person becomes a Member, and how a person stops being a Member;
 - 9.1.8 Decide the times and dates for General Meetings, and set the agenda for those Meetings;
 - 9.1.9 Decide procedures that satisfy the requirement for natural justice for dealing with complaints and grievances;
 - 9.1.10 Recommend any Membership fees, including subscriptions and levies, to Members at the Annual General Meeting;
 - 9.1.11 Make regulations ("by-laws") and express the Society's tikanga.
 - 9.1.12 Employ people for the purposes of the society
 - 9.1.13 Exercise any power a trustee might exercise
 - 9.1.14 Invest in any investment that a trustee might invest in

- 9.2 The Board has all of the powers of the Society, and its decisions are binding on the Society, unless the Board's power is limited by these Rules, or by a majority decision of the Society.
- 9.3 The Board may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to these Rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.
- 9.4 Matters not covered in these rules shall be decided upon by the Board.

10.0 Responsibilities of Officers

- 10.1 The Chair is responsible for:
 - 10.1.1 Ensuring that the Rules are followed;
 - 10.1.2 Convening Meetings and establishing whether or not a quorum (half of the Board membership plus one) is present;
 - 10.1.3 Chairing or delegating the chairing of meetings, deciding who may speak and when;
 - 10.1.4 Overseeing the operation of the Society;
 - 10.1.5 Providing a report on the operations of the Society at each Annual General Meeting.
- 10.2 The Secretary is responsible for:
 - 10.2.1 Recording the minutes of Meetings;
 - 10.2.2 Keeping the Register of Members;
 - 10.2.3 Holding the Society's records, documents, and books except those required for the Treasurer's function;
 - 10.2.4 Receiving and replying to correspondence as required by the Board;
 - 10.2.5 Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
 - 10.2.6 Advising the Registrar of Incorporated Societies of any rule changes
 - 10.2.7 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 10.3 The Treasurer is responsible for:
 - 10.3.1 Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - 10.3.2 Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies [see 8.1.d].

- 10.3.3 Providing a financial report at each Annual General Meeting;
- 10.3.4 Providing financial information to the Board as the Board determines.
- 10.4 Board members must exercise the degree of care and diligence of a reasonable person with such responsibilities. However, Board members may be indemnified for costs and liabilities they incur through committing wrongful acts in good faith while properly serving the Society.

11.0 Board Meetings

- 11.1 Board meetings may be held via video or telephone conference, or other formats as the Board may decide;
- 11.2 No Board Meeting may be held unless more than half of the Board Members attend;
- 11.3 The Chair shall chair Board Meetings, or if the Chair is absent, the Board shall elect a Board Member to chair that meeting;
- 11.4 All decisions of the Board shall be by consensus or by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 11.5 Only Board Members present, either in person or digitally, at a Board Meeting may vote at that Board Meeting.
- 11.6 When a potential conflict of interest exists for any Board member, that person must declare the nature of the potential conflict as soon as practicable and abide by the Board's decision about how to manage the potential conflict.

12.0 Cessation of Board Membership

- 12.1 Persons cease to be Board Members when:
 - 12.1.1 They resign by giving written notice to the Board.
 - 12.1.2 If clause 6.2 or 6.3 applies
 - 12.1.3 Their Term expires.
 - 12.1.4 They are disqualified by being an undischarged bankrupt, or prohibited from being an officer of an incorporated society under other relevant legislation.

13.0 Use of Money and Other Assets

- 13.1 The Society may only use money and other assets if:
 - 13.1.1 It is for a purpose of the Society;
 - 13.1.2 It is not for the sole personal or individual benefit of any Member; and
 - 13.1.3 That its use has been approved the Board.
- 13.2 Individual Board officers and members may receive reimbursement for reasonable out-of-pocket expenses or specified services,

- providing the benefits to the public are approved by the Board, and are acceptable to a General meeting of the Society.
- 13.3 All income, benefit, or advantage must be used to advance the charitable purposes of the organisation.
 - 13.4 No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
 - 13.5 Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
 - 13.6 Financial Year. The financial year of the Society begins on 01 April of every year and ends on 31 March of the next year.

14.0 Society Meetings

- 14.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 14.2 The Annual General Meeting shall be held once every year at a place and time determined by the Board.
- 14.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 14.4 The Secretary shall give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting and provide the appropriate reports, financial statements, nominees for Board elections, notice of motions and other agenda papers
- 14.5 All Members may attend and vote at Society Meetings. Attendance may be in person or by digital means.
- 14.6 Each Member (organisational and individual) has one vote and provision shall be made for proxy votes.
- 14.7 No Society Meeting may be held unless at least 5% of eligible Members attend to constitute a quorum.
- 14.8 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society shall elect another Board Member to chair that meeting. Any person chairing a Society Meeting has a casting vote
- 14.9 The business of an Annual General Meeting shall be:
 - 14.9.1 Receiving any minutes of the previous Society's Meeting(s);
 - 14.9.2 The Chair's report on the business of the Society;
 - 14.9.3 The Treasurer's report on the finances of the Society, and the Annual Financial Statements
 - 14.9.4 Election of Board Members;
 - 14.9.5 Motions to be considered;
 - 14.9.6 General business.

15.0 Common seal

- 15.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 15.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

16.0 Altering the Rules

- 16.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 16.2 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 16.3 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

17.0 Winding up

- 17.1 The Society may be wound up in compliance with relevant section of the Incorporated Societies Act 1908 by:
 - 17.1.1 A declaration by the Registrar of Incorporated Societies that the society is dissolved, if the Registrar is satisfied that the society:
 - i. Is no longer carrying on its operations; or
 - ii. Has been registered because of a mistake of fact or law.
 - 17.1.2 Members of the Society may decide to put the Society into liquidation if a general meeting of its members resolves to do so, following the process set out in s24 of the Act.
- 17.2 The Society's debts, costs and liabilities shall be paid;
 - 17.2.1 Surplus Money and Other Assets of the Society may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions of the Incorporated Societies Act 1908; but
 - 17.2.2 No distribution of cash may be made to any Member;
 - 17.2.3 The surplus Money and Other Assets shall be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

18.0 Definitions

18.1 In these Rules:

- 18.1.1 "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- 18.1.2 "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- 18.1.3 "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- 18.1.4 "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- 18.1.5 "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.