

NEWTOWN UNION HEALTH SERVICE INCORPORATED RULES

1. Name

The name of the Society will be the Newtown Union Health Service Incorporated (referred to in these Rules as the "Service").

2. Aims

2.1 To provide very low-cost, accessible, quality, and innovative primary health care services that improve the health outcomes and wellbeing of our community members.

2.2 To develop and promote a model of primary health care delivery, which is consistent with

- Recognising Te Tiriti O Waitangi
- Commitment to the Declaration of Alma Ata and holistic health care
- Cultural responsiveness
- Strong stakeholder relationships
- Community engagement and commitment to social justice

2.3 To assist members to improve their own health status.

2.4 To advocate for the development of healthy communities.

2.5 To provide a healthy working environment for employees and maximise and develop their skills.

3. Powers

- a) To purchase, lease, hire or otherwise acquire any real or personal property.
- b) To sell, let, mortgage or otherwise dispose of, or deal with any of the property or assets of the Service.
- c) To construct, maintain or alter any buildings or property.
- d) To borrow, raise or invest money on such terms, as may be thought fit.
- e) To employ, retain or engage people.
- f) To do all such other things which will further the Aims of the Service.

4. Non-Profit Status

4.1 The Service will not engage in any activities involving private profit for its members.

4.2 No benefit or advantage, whether or not convertible into money, or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in paragraphs (a) to (d) of the second proviso to section 61(27) of the Income Tax Act 1976, or enactment in amendment thereof or in substitution therefore, where that person is able, by of that capacity as such person specified therein, in any way, (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded, or derived, except as specifically exempted by that section.

5. Te Tiriti O Waitangi

5.1 Te Tiriti O Waitangi principles of partnership are fundamental to the philosophy and activities of the Service.

- 5.2 The Service recognises the relationship with tangata whenua is based upon participation, partnership and protection and improvement of Māori well-being.
- 5.3 The Service will recognise the relationship through appointments to the Board as described in Clause 15 below.
- 5.4 The Service will recognise Te Tiriti O Waitangi principles by:
- a) Maintaining consultation with tangata whenua through the Service's Kaumātua and Māori representatives on the Board.
 - b) Ensuring the Service's policies are directed to improving Māori health outcomes is a key priority of the Service.
 - c) Supporting tino rangatiratanga by assisting Māori toward managing their own health needs, healthcare and wellbeing.

6. Membership

- 6.1 The following will be eligible to become members of the Service provided they live in the geographical area defined by the Central, Southern and Eastern suburbs of Wellington and are 18 years of age or more.

Members must conform to one or more of the following conditions:

- a) Enrolled patients or staff of the Service who agree to membership
- b) Persons with an interest in the governance of the Service and who support the aims of the service and may live beyond the geographical area described in 6.1
- c) Union members may become members when they are enrolled as patients of the Service.
- d) The Service will keep an updated list of all current members and contact will be made every two years to gain agreement for continued membership. The Board shall appoint a subcommittee to manage this process.
- e) Membership shall be ratified at a meeting of the Board and acceptance of membership shall be at the discretion of the Board.

7. Termination of Membership

- 7.1 Members may resign their membership by notifying the Board.
- 7.2 If, in the opinion of the Board, any member has acted in a way that is harmful to the Service the Board shall advise the member in writing that their membership may be terminated. That member may be expelled provided that:
- a) The Board notifies the member concerned in writing of the proposed expulsion and the reasons for it.
 - b) The member concerned is given an opportunity to be heard by the Board considering the expulsion.
 - c) The member has a right of appeal to a General Meeting.

8. Membership Fee

The Board may from time to time set a membership fee. The fee may be voluntary.

9. General Meetings

General Meetings will be held from time to time or when requested by at least ten members.

10. Annual General Meetings

10.1 In each year one general meeting will be the Annual General Meeting and will be held no later than 15 months after the previous Annual General Meeting.

10.2 The business of the Annual General Meeting will include the appointment of the Service's Board, the presentation of the Service's annual report and audited annual accounts, and appointment of the auditor.

11. Notice for General Meetings

Fourteen days' notice of General Meetings including the Annual General Meeting will be given to members by means such as placing notices in the waiting rooms of NUHS, and by additional means such as the website, direct electronic communication and appropriate media advertising.

The Notice shall include any Notices of Motion to be put to the meeting.

12. Holding of General Meetings

12.1 The quorum for general meetings will be ten members.

12.2 General Meetings will be convened by the Chairperson of the Board.

13. Voting at General Meetings

13.1 All members present will be eligible to vote at General Meetings.

13.2 Board members may attend General Meetings and will be eligible to vote.

13.3 Each member present and Board member will have one vote.

13.4 Voting at General Meetings will be by voice or show of hands. Any member may call for a secret ballot on any vote.

14. Board

14.1 A Board will be appointed at the Annual General Meeting to provide direction to carry out and adhere to the aims of the service, to enable required skills for that purpose and that views appropriate to reflecting consumer/community views are represented.

14.2 The Board will be made up of ten members of the Service including the following:

- a) Two union persons appointed by the Council of Trade Unions
- b) One representative nominated from tangata whenua.
- c) Two Clinical staff members from different disciplines of the Service
- d) The Principal Employee of the Service.

- e) Up to four community members elected at the Annual General Meeting of the Service. Two of those appointed/elected will be patients of the Service.
Note: A staff member may not take up a non-staff member position on the Board (such as a community member).
- f) One representative nominated from Te Roopu [Māori staff].

- 14.3 Nominations for the Board will be made in writing within 14 days prior to the Annual General Meeting. The nominations will be presented for endorsement at the Annual General Meeting of the Service.
- 14.4 The Board will meet at least bi-monthly, with no less than seven meetings per year. These will be held as and when required, with a minimum notice period to be 14 days, except in case of an emergency meeting where the chairperson will take steps to notify all Board members.
- 14.5 The Board will appoint a Chairperson and Treasurer. These positions may not to be held by staff members of the Service. The Board will endorse the Secretary's position which is to be held by the Principal Employee.
- 14.6 The Board may at any meeting appoint two or more of its committee to a sub-committee.
- 14.7 Co-option to the Board for a specified/defined period to acquire specific skills or knowledge is permitted through agreement of a majority of Board members.
- 14.8 The length of term for all Board members is to be two years, with a right of re-election for further consecutive terms (re-elections are to be staggered when possible). In each case, if there is no suitable nominee, or the nominee is not approved by a majority, the vacancy can be filled at a later date by appointment but expires at next AGM.
- 14.9 Non-attendance at three or more consecutive meetings, without apology or reasonable grounds (as determined by the Board Chair), may result in termination of Board membership.
- 14.10 Any deliberate undermining of agreed Board decisions may result in termination of Board membership. No individual Board member has authority to make public statements concerning the business of the Board or Service unless agreed at a Board meeting or later authority sought from the Chairperson, or if unavailable, from the Principle Employee.
- 14.11 Conflicts of interest must be declared at Board meetings.

15. Voting and decision making at Board meetings

- 15.1 A quorum comprises two-thirds (to the lower number) of members of the Board.
- 15.2 All resolutions or decisions require a majority of not less than 75% of members present at the meeting or complying with conditions of 15.3.
- 15.3 Voting and decision making may be in person by telephone/video/web conference, email or other electronic means.

16. Sub-Committees and Co-opting

- 16.1 From time to time the Board may establish sub-committees for the purpose of fulfilling the functions of the service.

- 16.2 Two or more members may be appointed by the Board to form a sub-committee. The sub-committee may co-opt other people who are not Board members or members of the Service. The Chairperson of the sub-committee shall make recommendations to the Board of all appointments to sub-committees, requiring Board approval before any appointment can be confirmed.
- 16.3 The Chairperson of the sub-committee must be a Board member.
- 16.4 Every activity and proceeding of a sub-committee shall be submitted to a meeting of the Board for approval.
- 16.5 Each appointment, resignation or removal of a person co-opted onto a sub-committee will be formally documented in the Minutes of the Board. Appointment of a co-opted member shall be for a period established by the Board but shall not extend beyond the next Annual General Meeting.
- 16.6 The Board may delegate some or all of its powers to a sub-committee.
- 16.7 The Board has the right to revoke any delegation given to a sub-committee.

17. Control of Funds

- 17.1 The Service must provide full audited accounts annually.
- 17.2 All funds received by or on behalf of the Service will be paid into the Service's bank account.
- 17.3 The Board will authorise four members to manage financial transactions on its behalf.
- 17.4 All financial transactions drawn on the Service's account will be signed by two of the four persons authorised by the Board.

18. Alteration of the Rules

- 18.1 The Rules of the Service may be added to, altered or rescinded by resolution at a General Meeting provided that there is no addition, alteration or rescission changes to the charitable nature of the Service.
- 18.2 Any proposed change(s) shall be included in the notice calling the General Meeting.

19. By Laws and Regulations

The Board may make, amend or rescind by-laws as long as they are consistent with this Constitution and the charitable nature of the Service.

20. Winding Up

In the event of the Service winding up any surplus assets will be distributed by the outgoing Board to one or more charitable organisation(s) within New Zealand with Aims that are complementary to the NUHS Aims. They cannot be distributed to any member unless members have an entity that has charitable status.



21. Common Seal

21.1 The common seal of the Service will be kept by the Secretary.

21.2 The common seal will be affixed with the signatures of two persons designated by the Board.