

NEWTOWN UNION HEALTH SERVICE INCORPORATED CONSTITUTION

1. Name

The name of the Society will be the Newtown Union Health Service Incorporated (referred to in these Rules as the "Service", Society or NUHS) (Te Puna-Waiora-Whakakotahitanga Hauora).

2. Aims

To provide very low-cost, affordable, accessible, quality, and innovative primary health care services that improve the health outcomes and wellbeing of the NUHS population
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
- To assist patients to improve their own health status.
- To advocate for the health of whanau and communities
- To provide a healthy working environment for employees and maximise and develop their skills.

3. Contact Person

- 3.1 A contact person will be appointed by the Board to fulfil the obligations of Section 26(1)(g) of the Incorporated Societies Act 2022.
- 3.2 Ordinarily the contact person will be the principal employee / CEO.
- 3.3 Should the contact person leave the society, or otherwise be unable to act as contact person, a new contact person must be appointed and notified within 20 days as per the requirements of the ACT

4. Definitions

In this constitution, unless the context requires otherwise, the following words and phrases have the following meanings: -

- "Annual General Meeting" means a meeting of the members of Newtown Union Health Service held once per year which, amongst other things, will receive reports on the activities and finances
- "Officers" are elected or appointed Board Members
- "Principal employee" means the person employed in the role of Chief Executive
- "Tangata Whenua" refers to any people or person who whakapapa to Māori descent
- "Union member" means a person who is a member of any registered New Zealand trade union under the Employment Relations Act 2000.

5. Powers

- 5.1 To purchase, lease, hire or otherwise acquire any real or personal property.
- 5.2 To sell, let, mortgage or otherwise dispose of, or deal with any of the property or assets of the Service.
- 5.3 To construct, maintain or alter any buildings or property.
- 5.4 To borrow, raise or invest money on such terms, as may be thought fit.
- 5.5 To employ, retain or engage people.
- 5.6 To perform all such other activities which will further the Aims of the Service.

6. Non-Profit Status

- 6.1 The Service will not be carried on for the financial gain of any of its members and/or officers.

7. Te Tiriti O Waitangi

- 7.1 Te Tiriti O Waitangi principles of partnership are fundamental to the philosophy.
- 7.2 The Service recognises Māori as Tangata Whenua and that the relationship with tangata whenua is based upon Te Tiriti o Waitangi through the principles of participation, partnership and protection of Māori well-being.
- 7.3 The Service will recognise the relationship through appointments to the Board as described in Clause 25 below.
- 7.4 The Service will recognise Te Tiriti O Waitangi principles by:-
 - Maintaining consultation with tangata whenua through the Service's Kaumātua and Māori representatives on the Board.
 - Ensuring the Service's policies are directed to improving Māori health outcomes is a key priority of the Service.
 - Supporting tino rangatiratanga by assisting Māori toward managing their own health needs, healthcare and wellbeing.
 - Applying mana enhancing principles and practices

8. Membership

- 8.1 To join as a member of the service applicants must be aged 18 years old or over and meet one or more of the following conditions: -
 - a) Enrolled patient or staff member of the Service who agrees to membership.
 - b) A Person with an interest in the governance of the Service and who supports the aims of the service to be confirmed.
 - c) A Union member when they are enrolled as a patient of the Service.
- 8.2 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.

Membership shall be ratified at a meeting of the Board and acceptance of membership shall be at the discretion of the Board.

9. Termination of Membership of Members and/or Officers

- 9.1 Members or officers may resign their membership by notifying the Board.
- 8.2 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 or officer concerned in writing of the proposed expulsion and the reasons for it.
 - b) The member or officer concerned is given an opportunity to be heard by the Board considering the expulsion.
 - c) The member or officer has a right of appeal to a General Meeting.
 - d) The member or officer can call for a dispute.

10. Dispute resolution

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Society and/or its members in relation to specific allegations set out below: -

The disagreement or conflict may be between any of the following persons: -

- 2 or more Members
- 1 or more Members and the Society
- 1 or more Members and 1 or more Officers
- 2 or more Officers
- 1 or more Officers and the Society
- 1 or more Members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations: -

- A Member or an Officer has engaged in misconduct
- A Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- The Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- A Member's rights or interests as a member have been damaged or Member's rights or interests generally have been damaged.

- 10.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:-
- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - sets out any other information or allegations reasonably required by the Society.
- 10.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that: -
- the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and sets out the allegation to which the dispute relates.
- 10.3 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

- 10.4 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- 10.5 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 10.6 The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

11. How complaint is made

- 11.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that: -
- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and sets out any other information reasonably required by the Society.
- 11.2 The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that: -
- states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and sets out the allegation to which the dispute relates.
 - The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

12. Person who makes complaint has right to be heard

- 12.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
If the Society makes a complaint the Society has a right to be heard before the complaint is resolved or any outcome is determined; and an Officer may exercise that right on behalf of the Society.
- 12.2 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if: -
- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

13. Person who is subject of complaint has right to be heard

13.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent'): -

- has engaged in misconduct; or
- has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
- has damaged the rights or interests of a member or the rights or interests of Members generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if: -

- the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the respondent's written statement or submissions (if any) are considered by the decision maker.

14. Investigating and determining dispute

14.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

14.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

15. Society may decide not to proceed further with complaint

15.1 Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if: -

- the complaint is considered to be trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member or an Officer has engaged in material misconduct;
 - that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
 - that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or

- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- there has been an undue delay in making the complaint.

16. Society may refer complaint

The Society may refer a complaint to: -

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

17. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:-

- impartial; or
- able to consider the matter without a predetermined view.

18. Membership Fee

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

19. General Meetings

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

20. Annual General Meetings

- 20.1 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.
- 20.2 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.

21. 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.

22. Holding of General Meetings

- 22.1 The quorum for general meetings will be ten members.
- 21.2 General Meetings will be convened by the Chairperson of the Board.

23. Voting at General Meetings

- 23.1 All members present will be eligible to vote at General Meetings.
- 23.2 Board members may attend General Meetings and will be eligible to vote.
- 23.3 Each member present and Board member will have one vote.
- 23.4 Voting at General Meetings will be by voice or show of hands. Any member may call for a secret ballot on any vote.
- 23.5 In the event of a tie in voting the Chairperson of the Board shall have the right to a casting vote

24. Board

The 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 their views appropriate to reflecting consumer/community views are represented.

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

- Two union persons appointed by the Council of Trade Unions
- One representative nominated from tangata whenua.
- Two staff members from different disciplines of the Service one whom must be from a clinical background
- One representative nominated from Te Roopu (Māori staff)
- The Principal Employee of the Service.
- 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).

24.1 Functions of the Board

From the end of each Annual General Meeting until the end of the next the society shall be under the direction and supervision of the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that act, and this Constitution

24.2 Nominations for the Board

These will be made in writing within 14 days prior to the Annual General meeting. The nomination will be presented for endorsement at the Annual General Meeting of the service.

24.3 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.

24.4 The Board will appoint a Chairperson and Treasurer. These positions may not 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.

24.5 The Board may at any meeting appoint two or more of its committee to a sub-committee.

24.6 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.

- 24.7 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.
- 24.8 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.
- 24.9 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 Principal Employee.
- 24.10 Conflicts of interest must be declared at Board meetings.
- 24.11 Voting and decision making at Board meetings
- 24.12 A quorum comprises two-thirds (to the lower number) of members of the Board.
- 24.13 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. (note to team -this means a casting vote is not applicable)
- 24.14 Voting and decision making may be in person by telephone/video/web conference, email other electronic means.

25. Sub-Committees and Co-opting

- 25.1 From time to time the Board may establish sub-committees for the purpose of fulfilling the functions of the service.
- 25.2 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.
- 25.3 The Chairperson of the sub-committee must be a Board member.
- 25.4 Every activity and proceeding of a sub-committee shall be submitted to a meeting of the Board for approval.
- 25.5 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.
- 25.6 The Board may delegate some or all of its powers to a sub-committee.
- 25.7 The Board has the right to revoke any delegation given to a sub-committee.

26. Control of Funds

- 26.1 The funds and property of the Society shall be –
- Controlled, invested and disposed of by the Board, subject to this Constitution, and
 - Devoted solely to the promotion and purposes of the Society
- 26.2 The Board will ensure there are kept at all times accounting records that –
- Correctly record the transactions of the Society, and
 - Allow the Society to produce financial statements that comply with the requirements of the Act, and
 - Enable the financial statements to be readily and properly audited
- 26.3 The Board will establish and maintain a satisfactory system of control of the Societies accounting records
- 26.4 The Service must provide full audited accounts annually.
- 26.5 All funds received by or on behalf of the Service will be paid into the Service's bank account.
- 26.6 The Board will authorise four members to manage financial transactions on its behalf.
- 26.7 All financial transactions drawn on the Service's account will be signed by two of the four persons authorised by the Board.

27. Amendment of the Rules

- 27.1 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.
- 27.2 Any proposed amendment must be in writing and shall be included in full in the notice calling the General Meeting.
- 27.3 Approval at the General Meeting must be by the resolution being passed by the relevant majority of those entitled to vote at the meeting.
- 27.4 A relevant majority is a simple majority of the votes of those members entitled to vote and voting on the question.
- 27.5 If the vote is a tie the Board Chairperson may exercise a casting vote.
- 27.6 Resolutions for amendment to the rules cannot be passed in lieu of a General Meeting

28. 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.

29. 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.

30. Common Seal

- 30.1 The common seal of the Service will be kept by the Secretary.
- 30.2 The common seal will be affixed with the signatures of two persons designated by the Board.