RULES OF
THE PUBLIC HEALTH ASSOCIATION
OF NEW ZEALAND INC

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- amended 07 September 2015 at AGM

Louise Delany, PHANZ President

Layla Lyndon-Tonga, PHANZ Vice President (Maori Caucus)

Martin Witt, PHANZ Treasurer
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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 advocate 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 and values of the Association and who pays an annual subscription.

4.2 The Association shall maintain a register of members. Personal information shall be retained, used and disclosed consistent with the principles set out in the Privacy Act 1993.

4.3 An application for membership of the Association may be made either on-line via the Association’s website or by a written application with the Association’s Registrar. The applicant shall be admitted to membership when the initial subscription has been received and the application has been acknowledged by the PHA in a letter confirming membership.

4.4 Each financial member of the Association shall be entitled to vote at general meetings and to elect the President and Executive Council as provided for in these Rules and any relevant By-law.

4.5 The Executive Council may admit as a Life Member of the Association any member who in its opinion has rendered conspicuous service to the Association. Life Members shall be entitled to the same membership rights and privileges as other members without payment of membership subscriptions. Not more than two Life Members shall be admitted in any financial year and the total number of Life Members shall not at any time exceed twenty.
5. **CESSATION OF MEMBERSHIP**

5.1 A member may, at any time, resign from the Association by sending to the Registrar of members 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 aims of the Association and contrary to its values. Such a member and an officer 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 determine their own terms of reference for local management, provided that these terms of reference do not conflict with the aims of the Association or with any other rules or bylaws.

7.3 Each branch shall:
   a. hold an Annual General Meeting for the purpose of electing branch officers and committee; and
   b. provide an annual report 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 The Executive Council shall determine national strategy and policy for the Public
Health Association, in consultation with its members, 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.

9.2 There shall be an Executive Council of the Association which shall be constituted by
nine members, including a President, Treasurer, and seven Executive Councillors.

9.3 All Executive Council positions will be held for a two-year term. All positions may be
held for a second two-year term if re-elected. No member shall serve in the same
capacity for more than four consecutive years.

9.4 The President shall be elected by individual votes of registered Public Health
Association members from nominations received from Branches and Caucuses.
Nominations from individual members will not be received.

9.5 The Executive Council will appoint a suitably qualified person as Treasurer. Such
person so appointed shall (subject to them holding Public Health Association
membership) have equal voting rights as other members of Council.

9.6 There shall be two Vice-Presidents, one of whom will be Maori, elected from among
sitting Executive Councillors by their fellow Councillors.

9.7 Three Executive Councillors shall be elected by registered members of the Public
Health Association from nominations received from Branches. Nominations from
individual members will not be received. Nomination and voting shall be conducted
according to the processes prescribed by the Public Health Association Election
Bylaw.

9.8 In addition to the three Executive Councillors elected from those nominated by
Branch members, there shall be two Executive Councillors selected and appointed by
members of the Maori caucus, one Executive Councillor selected and appointed by
members of the Pacific Branch, and one Executive Councillor selected and appointed
from the Asian caucus.

9.9 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.
9.10 The Executive Council shall meet at least twice each year and when required by any four members thereof. Five members shall constitute a quorum.

9.11 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.

9.12 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 of 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 changed 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.