

**Australasian College of Health Service Management
— Aotearoa Incorporated**

ACHSM-Aotearoa

Constitution

Confirmed at Annual General Meeting
11 June 2024

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1.0 Name

The name of the society is the **Australasian College of Health Service Management – Aotearoa Incorporated**. It is commonly known as **ACHSM – Aotearoa**. In these Rules it is referred to as the 'Society'.¹

2.0 Definitions

In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

ACHSM means the Australasian College of Health Service Management

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Annual General Meeting means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

Associated Person means a person who:

- may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member
- may have a financial interest in a person to whom any matter being dealt with by any Member (as a National Council Member, or in any General Meeting, or otherwise for the Society) relates
- is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a National Council Member, or in any General Meeting, or otherwise for the Society) relates
- may be interested in the matter because the Society's constitution so provides.
- but no such Member will be deemed to have any such interest:
 - merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
 - if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or
- if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under the Act or the Society's constitution; or if that Member is an officer of a union and that Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

¹ The Constitution was updated at the June 2024 AGM to reflect the Incorporated Societies Act 2022 which replaced the Incorporated Societies Act 1908

President means the National Council Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

Clear Days means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

Council The governing body is known as the National Council.

National Council Member means a member of the National Council, including the President, Secretary and Treasurer.

General Meeting means either an Annual General Meeting or a Special General Meeting of the Society.

Matter means (a) the Society's performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person properly admitted to the Society who has not ceased to be a member of the Society.

Notice to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information will not invalidate any meeting or its proceedings or any election.

Register of Interests means the register of interests of National Council Members kept under these Rules.

Register of Members means the register of Members kept under these Rules.

Rules means the rules in this document.

Secretary means the National Council Member responsible for, among other things, the Register of Interests, and recording the minutes of General Meetings and National Council meetings. ACHSM undertakes some of the functions of the role of Secretary, such as keeping the Register of Members. Specific duties are agreed with ACHSM and documented in a Memorandum of Understanding (MOU).

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Treasurer means the National Council Member responsible for, among other things, overseeing the finances of the Society.

3.0 Purposes of Society

The **Australasian College of Health Service Management — Aotearoa Incorporated** (ACHSM-Aotearoa) operates as a branch of ACHSM in New Zealand and has a MOU with ACHSM. The MOU outlines the relationship, services provided by ACHSM to ACHSM-Aotearoa such as holding the register of Members and financial arrangements associated with membership.

The primary purposes of the Society are to:

- 3.1 advance excellence in health and disability services leadership and management in New Zealand by:
 - a) advancing the highest professional standard of leadership and management practice;

- b) supporting members in their professional and educational advancement; and
- c) being the recognised representative of health and disability leadership and management in New Zealand.

3.2 In order to achieve the purposes of the Society, the Society may without limitation:

- a) promote excellence in health and disability service management and practice;
- b) provide advisory services and co-ordinate services to assist members to function effectively within the health and disability sector;
- c) provide support, training, mentorship and examination of persons who desire to attain professional recognition as health or disability service managers or who contemplate becoming health or disability service managers;
- d) provide and distribute information and resources to members and the wider sector network;
- e) provide the wider health and disability sector with advice on management practice in New Zealand;
- f) promote networking and co-operation among members by means of meetings, workshops, seminars and conferences – these may be held by virtual means;
- g) encourage active participation by members in the Society;
- h) encourage awareness of Te Tiriti o Waitangi and cultural diversity in New Zealand;
- i) be recognised as a leader and credible voice in health and disability opinion;
- j) co-operate with health and disability service organisations, associations and bodies having purposes similar to the purposes of the Society; and
- k) provide any support and services that are consistent with the purposes of the Society.

3.3 The Society must not operate for the purpose of, or with the effect of:

- a) any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law; or
- b) returning all or part of the surplus generated by the Society's operations to Members, in money or in kind; or
- c) conferring any kind of ownership in the Society's assets on Members but the Society will not operate for the financial gain of Members simply if the Society;
- d) engages in trade;
- e) for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual;
- f) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
- g) provides benefits to members of the public or of a class of the public and those persons include Members or their families;

- h) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms);
- i) pays any Member interest at no more than current commercial rates on loans made by that Member to the Society; or
- j) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

3.4 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.

3.5 Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

4.0 Act and Regulations

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

5.0 Registered office

The registered office of the Society will be at such place in New Zealand as the National Council from time to time determines, and changes to the registered office will immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

6.0 Power to borrow money

The Society does not have the power to borrow money.

7.0 Other powers

In addition to its statutory powers, the Society:

- a) may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- b) may invest in any investment in which a trustee may lawfully invest.

8.0 Members

8.1 Minimum number of Members

The Society will maintain the minimum number of Members required by the Act.

8.1 Types of Members

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- Member: A Member is an individual admitted to membership under these Rules and who has not ceased to be a Member.
- ACHSM membership criteria will determine the status of membership, being Member, Associate Fellow or Fellow. There is a student category for those studying for health management related qualification(s).
- Life Member: A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of the National Council passed by a unanimous resolution of those National Council Members present and voting. A Life Member will have all the rights and privileges of a Member and will be subject to all the same duties as a Member except those of paying subscriptions.
- Honorary Member: An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a National Council passed by a unanimous majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

8.2 Becoming a Member - consent:

Members of ACHSM-Aotearoa shall be those whom ACHSM has admitted or in the future shall admit to membership. Completion of the application information meets the requirements of consent for membership of ACHSM and the ACHSM – Aotearoa Branch.

8.3 Becoming a Member - application:

An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as required ACHSM. Signing the application indicates consent to join ACHSM.

New Zealand members of the ACHSM, upon payment of the annual membership fee to ACHSM, shall also automatically become Members of ACHSM - Aotearoa.

When an applicant has been deemed to meet the requirements for membership by ACHSM, ACHSM will send to the applicant written notice of the acceptance and a request for payment of the applicable fee. Fees are to be remitted to ACHSM directly.

ACHSM may accept or decline an application for membership. ACHSM must advise the applicant of its decision (but is not required to provide reasons for that decision).

8.4 Obligations and rights

Every Member will provide the ACHSM with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise ACHSM of any changes to those details.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

8.5 Other obligations and rights

All Members (including National Council Members) will promote the interests and purposes of the Society and will do nothing to bring the Society into disrepute.

A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment, online programmes/ activities and other property) if all subscriptions and any other fees have been paid to the Society by due date, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

Any Member that is a body corporate will provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person will be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

The National Council may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access or use.

8.6 Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year will be set by ACHSM.

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar months of the date the same was due for payment will be considered as unfinancial and will (without being released from the obligation of payment) have no membership rights and will not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 months of the due date for payment of the subscription, any other fees, or levy ACHSM may terminate the Member's membership (without being required to give prior notice to that Member).

8.7 Ceasing to be a Member

A Member ceases to be a Member:

- on death, or
- by resignation from that Member's class of membership by notice to ACHSM, or
- on termination of a Member's membership following a dispute resolution process under these Rules.

8.8 Obligations on resignation

A Member who resigns or whose membership is terminated under these Rules:

- remains liable to pay all subscriptions and other fees to the Society's next balance date,
- will cease to hold himself or herself out as a Member of the Society, and

- will return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
- will cease to be entitled to any of the rights of a Society Member.

8.9 Becoming a member again

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of ACHSM.

However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by ACHSM on the recommendation of the National Council.

9.0 **General meetings**

9.1 Annual General Meetings

An Annual General Meeting will be held once a year on a date and at a location (including online) determined by the National Council and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings will apply.

9.2 Annual General Meetings: business

The business of an Annual General Meeting will be to:

- a) confirm the minutes of previous Society Meeting(s),
 - b) adopt the annual report on Society business,
 - c) adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
 - d) consider any motions,
 - e) consider any general business.
- f) the National Council will, at each Annual General Meeting, present the following information:
- an annual report on the affairs of the Society during the most recently completed accounting period,
 - the annual financial statements for that period, and
 - notice of any disclosures of conflicts of interest made by National Council Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

9.3 Special General Meetings

- a) Special General Meetings may be called at any time following resolution by the National Council. The National Council must call a Special General Meeting if the Secretary receives a written request signed by at least fifteen (15) per cent of Members. Any Notice of a Special General Meeting must state the business that the Special General Meeting is to deal with.
- b) The Rules relating to the procedure to be followed at General Meetings will apply to a Special General Meeting, and a Special General Meeting will only consider and deal with the business specified in the National Council's resolution or the written request by Members for the Meeting.

9.4 Procedure

- a) The National Council will give all Members at least 14 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- b) The General Meeting and its business will not be invalidated because one or more Members do not receive the Notice.
- c) All financial Members may attend, speak and vote at General Meetings:
 - in person, or
 - by a signed written proxy in favour of an individual entitled to be present at the meeting and received by electronic means, or handed to, the Secretary before the commencement of the General Meeting, or
 - through the authorised representative of a body corporate as notified to the Secretary.
- d) No General Meeting may be held unless at least fifteen (15) percent of eligible financial Members attend. This will constitute a quorum.
- e) If, within half an hour after the time appointed for a General Meeting a quorum is not present, the General Meeting – if convened upon request of Members – will be dissolved; in any other case it will stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy will be deemed to constitute a sufficient quorum. No decisions may be made if a quorum is not present.
- f) General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- g) All General Meetings will be chaired by the President. If the President is absent, the meeting will elect another National Council Member to chair that meeting.
- h) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote
- i) Any person chairing a General Meeting may:
 - With the consent of any that General Meeting adjourn the General Meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- j) The National Council may put forward motions for the Society to vote on ('National Council Motions'), which will be notified to Members with the Notice of the General Meeting.
- k) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 20 Clear Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

9.5 Minutes

Minutes must be kept by the Secretary of all General Meetings.

10.0 National Council Composition

The National Council will consist of a minimum of 6 and not more than 12 National Council Members who are:

- Members; and
- natural persons; and
- not disqualified by these Rules or the Act.

and will include:

- a President, who will also be nominated to the Board of Directors of ACHSM on behalf of the Society.
- a Secretary and a
- Treasurer.

Membership shall where reasonable include representatives from across the health sector including Māori representation.

10.1 Qualifications

Prior to election or appointment, every National Council Member must consent in writing to be a National Council Member and certify in writing that they are not disqualified from being appointed or holding office as a National Council Member by these Rules or the Act Sec 47.²

The following persons are disqualified from being appointed or holding office as a National Council Member:

- a) a person who is under 18 years of age,
- b) a person who is an undischarged bankrupt,
- c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- d) a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4,
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),

² Incorporated Societies Act 2022 Consent and Certificate of Officer – Template IS22-CCO

- v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- f) a person subject to:
 - i. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - ii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - iii. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

10.2 Election or appointment

The election of National Council Members will be conducted as follows

- a) National Council Members will be elected during Annual General Meetings. However, if a vacancy in the position of any National Council Member occurs between Annual General Meetings, that vacancy may be filled by resolution of the National Council (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a National Council Member by these Rules or the Act).
- b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a National Council Member by these Rules or the Act, will be received by the Secretary at least 28 Clear Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- c) Votes will be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie will be resolved by the incoming National Council (excluding those in respect of whom the votes are tied).
- d) Two Members (who are not nominees) or non-Members appointed by the President will act as scrutineers for the counting of the votes and destruction of any voting papers.
- e) The failure for any reason of any financial Member to receive such Notice will not invalidate the election.

10.3 Term

The term of office for all National Council Members will be 3 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each National Council Member's term of office, although a National Council Member may be re-appointed for a further term or terms.

No National Council Member will serve for more than 10 consecutive years.

No President will serve for more than 3 consecutive years as President.

10.4 Removal

Where a complaint is made about the actions or inaction of a National Council Member (and not in the National Council Member's capacity as a Member of the Society) the following steps will be taken:

- The National Council Member who is the subject of the complaint, must be advised of all details of the complaint.
- The National Council Member who is the subject of the complaint, must be given adequate time to prepare a response.
- The complainant and the National Council Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the National Council (excluding the National Council Member who is the subject of the complaint) if it considers that an oral hearing is required.
- Any oral hearing will be held by the National Council (excluding the National Council Member who is the subject of the complaint), and/or any oral or written statement or submissions will be considered by the National Council (excluding the National Council Member who is the subject of the complaint).
- If the complaint is upheld the National Council Member may be removed from the National Council by a resolution of the National Council or of a General Meeting, in either case passed by a simple majority of those present and voting.

10.5 Cessation of National Council membership

A National Council Member will be deemed to have ceased to be a National Council Member if that person

- a) ceases to be a Member of ACHSM, or
- b) resigns by giving written notice to the National Council, or
- c) their term expires in accordance with Rule 10.4.

Each National Council Member will within one month of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former National Council Member.

10.6 Functions

From the end of each Annual General Meeting until the end of the next, the Society will be governed by the National Council, which will be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.

10.7 Officers' duties Mandatory

At all times each National Council Member:

- a) will act in good faith and in what he or she believes to be the best interests of the Society,
- b) must exercise all powers for a proper purpose,
- c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,

- d) when exercising powers or performing duties as a National Council Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the National Council Member and the nature of the responsibilities undertaken by him or her,
- e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

10.8 Powers

Subject to these Rules and any resolution of a General Meeting the National Council may:

- exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and
- enter into contracts on behalf of the Society or delegate such power to a National Council Member, sub-committee, employee, or other person.

10.9 Sub-committees

The National Council may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the National Council:

- the quorum of every sub-committee is half the members of the sub-committee,
- no sub-committee will have power to co-opt additional members,
- a sub-committee must not commit the Society to any financial expenditure without express authority, and
- a sub-committee must not further delegate any of its powers.

10.10 General issues

The National Council and any sub-committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution will be recorded in the minutes of the next National Council meeting.

Other than as prescribed by the Act or these Rules, the National Council or any sub-committee may regulate its proceedings as it thinks fit.

These Rules and the resolutions of General Meetings, the decisions of the National Council on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules will be final and binding on all Members.

10.11 Conflicts of interest

A member of the National Council and/or of a sub-committee is interested in a matter if the member of the National Council and/or sub-committee:

- a) may obtain a financial benefit from the matter; or
- b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
- c) may have a financial interest in a person to whom the matter relates; or
- d) is a partner, director, member of the National Council and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

However, a member of the National Council and/or sub-committee is not interested in a matter—

- a) merely because the member of the National Council and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- b) if the member of the National Council's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
- c) if the member of the National Council's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the National Council in carrying out the member of the National Councils and/or sub-committee's responsibilities under the Act or the Rules; or
- d) if the member of the National Council and/or sub-committee is a member of the committee of a union and the member of the National Council's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

A member of the National Council and/or sub-committee who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- a) to the National Council and/or sub-committee; and
- b) in an interests register kept by the National Council.

Disclosure must be made as soon as practicable after the member of the National Council and/or sub-committee becomes aware that they are interested in the matter.

A member of the National Council and/or sub-committee who is interested in a matter—

- a) must not vote or take part in the decision of the National Council and/or sub-committee relating to the matter; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but

c) may take part in any discussion of the National Council and/or sub-committee relating to the matter and be present at the time of the decision of the National Council and/or sub-committee (unless the National Council and/or sub-committee decides otherwise).

However, a member of the National Council and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of National Council Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee will consider and determine the matter.

11.0 National Council meetings

11.1 Frequency

The National Council will meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.

11.2 Procedure

The quorum for National Council meetings is at least half of the number of National Council Members.

12.0 Records

12.1 Register of members

ACHSM will keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, their consent to becoming a member, and any other information required by these Rules or prescribed by Regulations under the Act.

12.2 Contents of Register of members

The information contained in the Register of Members will include each Member's:

- postal address
- phone number (landline and/or mobile)
- email address (if any)
- the date the Member became a Member,
- occupation, and
- whether the Member is financial or unfinancial

Every Member will promptly advise the Secretary of any change of their contact details.

12.3 Access to Register of members

With reasonable notice and at reasonable times, ACHSM will make the Register of Members available for inspection by Members and National Council Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

12.4 Register of interests

The Secretary will at all times maintain an up-to-date register of the interests disclosed by National Council Members.

12.5 Access to other information

A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.

The Society must, within a reasonable time after receiving a request:

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- d) refuse to provide the information, specifying the reasons for the refusal.
- e) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
 - i. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - ii. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - iii. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - iv. withholding the information is necessary to maintain legal professional privilege, or
 - v. the disclosure of the information would, or would be likely to, breach an enactment, or
 - vi. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
 - vii. the request for the information is frivolous or vexatious.

If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society—

- a) that the Member will pay the charge; or
- b) that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

13.0 Finances

13.1 Control and management

The funds and property of the Society will be:

- controlled, invested and disposed of by the National Council, subject to these Rules, and
- devoted solely to the promotion of the purposes of the Society.

13.2 Balance date

The Society's financial year will commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date).

14.0 Dispute resolution

14.1 Raising disputes

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint.

A grievance or complaint may be between two members or more, between officers, or between a member(s) and officer(s).

A grievance/disagreement or complaint is defined as a dispute if it also relates to an allegation that:

- An officer or a member has engaged in misconduct, or
- A member's rights or interests have been damaged, or there has been (or is likely to be) a breach by members, officers, or the society of a duty under –
 - The society's constitution, or
 - The Incorporated Societies Act 2022.

All Members (including the National Council) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a grievance or complaint, and the National Council, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement. (see also Section 14.3)

14.2 Investigating disputes

This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the National Council may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The National Council or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- will consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

Where the decision-maker decides to investigate and deal with a grievance, the following steps will be taken:

- The complainant and the Member, or the Society which is the subject of the grievance, must be advised in writing of all details of the grievance and informed that the society is starting a procedure for resolving a dispute in accordance with the society's constitution.
- The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing will be held by the decision-maker, and/or any written statement or submissions will be considered by the decision-maker.
- Where the decision-maker decides to investigate and deal with a complaint, the following steps will be taken:
 - The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
 - The Member complained against must be given an adequate time to prepare a response.
 - The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.

An oral hearing may be held by the decision-maker, and/or any written statement or submissions will be considered by the decision-maker.

A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more National Council Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

14.3 Resolving disputes

The decision-maker may:

- dismiss a grievance or complaint if:
 - the complaint is trivial or without foundation; or
 - the complaint does not appear to disclose or involve any allegation as per the items in Section 14.1 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 undue delay in making the complaint.
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members will comply),
- uphold a complaint and:
 - reprimand or admonish the Member, and/or
 - suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
 - order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

15.0 Winding up

Process

The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

The National Council must propose the Society be wound-up.

The Secretary will give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the National Council in respect to such notice of motion. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a *simple* majority of all Members present and voting.

Following the passing of a resolution to wind-up at a General Meeting the proposal will be put to all members. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a *simple* majority of all Members.

15.2 Surplus assets

If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution will be made to any Member.

On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities will be vested in another organisation(s) or body(ies) within New Zealand having purposes similar to the purposes of the Society.

However, on winding up by resolution under this Rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with these Rules in all other respects.

16.0 Alterations to the Rules

16.1 Amending these Rules

The Society may amend or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

Any proposed motion to amend or replace these Rules will be signed by at least 10 per cent of eligible Members and given in writing to the Secretary at least 28 Clear Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 28 Clear Days before the General Meeting at which any amendment is to be considered the Secretary will give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the National Council has.

When an amendment is approved by a General Meeting it will be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and will take effect from the date of registration.

17.0 Other

17.1 Common seal

The common seal of the Society must be kept in the custody of:

A National Council Member

the Secretary, or

the President

The common seal may be affixed to any document:

- a. by resolution of the National Council, and must be countersigned by two National Council Members or by one National Council Member and: the Secretary or the President
- b. by such other means as the National Council may resolve from time to time.

17.2 Contact person

The Society's Contact Officer must be:

- A National Council Member, and
- At all times be resident in New Zealand, and
- Not disqualified under the Act from holding that office,

and will be the Secretary or the President

Any change in that Contact Officer or that person's name or contact details will be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.

17.3 Bylaws

The National Council from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members will be inconsistent with the Act, regulations made under the Act, or these Rules.