



**RULES OF
NEW ZEALAND AGED CARE
ASSOCIATION**

October 2021

Table of contents

1.	Name	2
2.	Interpretation	2
3.	Objects	4
4.	Membership	5
5.	Life and Affiliate Members	5
6.	Board	6
7.	Sub-committees	8
8.	General Meetings	8
9.	Quorum	9
10.	Voting	9
11.	Saving	10
12.	Chief Executive Officer	10
13.	Auditor	11
14.	Common Seal	11
15.	Subscriptions	11
16.	Levy	11
17.	General Powers	11
18.	Powers of Investment	11
19.	Borrowing Powers	11
20.	Power to make Regulations	12
21.	Alterations to Rules	12
22.	Branches	12
23.	Code of Conduct	13
24.	Media and Independent Actions	14
25.	Winding Up	14
26.	Constraint on Distribution to Members	15
27.	Register of Members	15
28.	Register Office	15

1. NAME

- 1.1 The name of the Association shall be "New Zealand Aged Care Association Incorporated" and shall be duly registered and incorporated under The Incorporated Societies Act 1908.

2. INTERPRETATION

- 2.1 In these Rules, unless the context otherwise requires:

- (a) "Association" means New Zealand Aged Care Association Incorporated.
- (b) "Associated Person" means:
 - (i) persons who are partners to whom the Partnership Act 1908 applies;
 - (ii) bodies corporate that consist substantially of the same members or shareholders or that are under the control of the same persons;
 - (iii) a body corporate and a person who has the power, directly or indirectly, to exercise, or control the exercise of the rights to vote attached to 50 per cent or more of the voting securities of the body corporate; or
 - (iv) a body corporate and a person who is a director of the body corporate.
- (c) "Board" means the board of the Association from time to time duly elected at any general meeting of the Association or, until such time as the first meeting is held, the Transitional Board.
- (d) "Branch" means any Branch of the Association formed in accordance with these Rules.
- (e) "Chairperson" means the Chairperson for the time being of the Association as duly elected at any general meeting or, until such meeting is held, the person specified in clause 6.11.
- (f) "Chief Executive Officer" means the person duly appointed as suitable by the Board.
- (g) "Deputy Chairperson" means a deputy Chairperson for the time being of the Association.
- (h) "Health Care Facility" means a facility at which Health Care Services are provided.
- (i) "Health Care Services" means services that are Hospital Care, Residential Disability Care, or Rest Home Care.
- (j) "Hospital Care" means services that are children's health services, geriatric services, maternity services, medical services, mental health services, or surgical services (or services of two or more of those kinds) provided:
 - (i) in premises held out by the person providing or intending to provide the services as being capable of accommodating 2 or more of the people for whom the services are provided for continuous periods of 24 hours or longer; and
 - (ii) in consideration of payment (whether made or to be made, and whether by the Crown, the people for whom the services are provided, or any other person).

- (k) "Large Operator" means a Member which meets the criteria for qualification as a Larger Operator, such criteria to be specified by the Board from time to time, and published on the Association's website.
- (l) "Manager" includes any person duly appointed to manage a Health Care Facility or premises at which a Member provides Health Care Services.
- (m) "Member" means a Provider or an owner of a Health Care Facility admitted to membership of the Association pursuant to these Rules.
- (n) "Month" means a calendar Month.
- (o) "Office" means the registered office of the Association as notified to the Registrar of Incorporated Societies pursuant to section 18 of the Incorporated Societies Act 1908.
- (p) "Past Chair" means a person appointed by the Board to the role of Past Chair under clause 6.13(b).
- (q) "Provider" means a person certified under the Health and Disability Services (Safety) Act 2001, excluding any person owned or controlled directly or indirectly by the Government of New Zealand;
- (r) "Region" means any one of the five regions referred to under these rules being:
- + Northern Region
 - + Midland Region
 - + Central Region
 - + Upper Southern Region and
 - + Lower Southern Region.
- (s) "Regional Branch Representative" means any of the representatives elected to the Board to represent the Members of one of the five Regions.
- (t) "Register" means the Register of Members required to be kept pursuant to these Rules.
- (u) "Registrar" means the Registrar of Incorporated Societies under the Incorporated Societies Act 1908.
- (v) "Residential Disability Care" means residential care provided in any premises for 5 or more people with an intellectual, physical, psychiatric, or sensory disability (or a combination of 2 or more such disabilities) to help them function independently.
- (w) "Rest Home Care" means services that are residential services provided for 3 or more people unrelated by blood or marriage (or a relationship in the nature of marriage) to the person providing the services:
- (i) in premises held out by the person providing the services as being principally a residence for people who are frail because of their age; and
 - (ii) in consideration of payment (whether made or to be made, and whether by the Crown, the people for whom the services are provided, or any other person).

- (x) "Rules" means the Rules of the Association for the time-being in force.
- (y) "Seal" means the common seal of the Association.
- (z) The singular includes the plural and conversely.
- (aa) A gender includes all genders.
- (bb) "In writing" and "written" shall be deemed to include printing, typewriting, and electronic modes of representing or reproducing words.

2.2 In the event of any dispute as to the interpretation, the interpretation of the Board shall be final and binding.

3. OBJECTS

3.1 The association is established as a not for profit industry organisation established for educational and other purposes relating to aged residential care in New Zealand.

3.2 The primary objects of the Association are:

3.2.1 To establish and maintain a high standard of quality care for all users of residential aged care facilities in New Zealand;

3.2.2 Assist and support members in promoting and providing aged care services so that they can continue to provide excellence in care at all levels within a sustainably funded sector;

3.3 In order to achieve the primary objects of the Association it also has the following objects:

3.3.1 To advocate policies and practices that advance access to quality aged care services for all New Zealanders;

3.3.2 Provide leadership and advocacy for the aged care sector;

3.3.3 To promote excellence in the management and provision of aged care services;

3.3.4 To promote and provide education and learning opportunities for members and the public;

3.3.5 To provide information for members and advisory and coordinating services to assist members to function effectively within the health care sector;

3.3.6 To publish and promote a code of conduct for New Zealand aged care providers;

3.3.8 To provide leadership and a united voice for the association's membership to government and the public;

3.3.9 To undertake any other activities which from time to time are seen by the association to be in the best interest of the aged care residential sector in New Zealand or advances the standards of aged care in New Zealand;

3.3.10 To do all such other lawful things as may be incidental or conducive to the promotion or carrying out of the foregoing objects of any of them.

4 MEMBERSHIP

4.1 Membership may be granted to any Provider and any owner of a Health Care Facility, approved by the Board for Membership provided that:

- (a) only one individual or organisation may be admitted to membership of the Association in respect of a single Health Care Facility; and
- (b) District Health Boards and other government owned or controlled providers shall not be eligible for Membership.

4.2 The Board may determine the number of persons that may represent each Member at meetings of the Association.

4.3 An applicant for Membership to the Association must disclose all Associated Persons of that applicant who are also Providers or who own a Health Care Facility. The application for Membership will be treated as an application on behalf of all such Associated Persons.

4.4 Each Member must advise the Association if any Associated Person of that Member becomes a Provider or the owner of a Health Care Facility.

4.5 Membership may be terminated by the Board where:

- (a) a Member is three (3) Months in arrears with any instalment of that Member's annual subscription and has not responded to two (2) consecutive written requests for payment sent to that Member;
- (b) a Member fails to pay any levy imposed by the Association in general meeting;
- (c) the Board is satisfied that the Member should be expelled in accordance with rule 23.3(d);
- (d) a Member, having paid the current year's and all previous years' subscriptions and levies, by notice in writing resigns from Membership, which is effective from the end of the current financial year; or
- (e) a Member fails to advise the Association under Rule 4.4 of any Associated Person of that Member who is either a Certified Provider or the owner of a Health Care Facility, where the Association has made a written request for such information.

5 LIFE AND AFFILIATE MEMBERS

5.1 Any person who has given outstanding service to the Association shall be eligible for life Membership of the Association, and such life Membership shall only be conferred at a general meeting, annual or special, of the Association. Any person who is a life Member of the New Zealand Private Hospitals Association Inc. or Residential Care NZ Inc. as at 28 February 2005 shall automatically be invited to be a life Member of the Association.

5.2 The nomination of any person for life Membership shall be in writing signed by the proposer and seconder who must both be Members or directors, employees or office holders of separate Members, and shall be submitted to the Chief Executive Officer for confirmation by the Board. No such nomination shall be considered by any general meeting unless and until such nomination is recommended to such general meeting by the Board. All such nominations shall be in the hands of

the Board not less than three (3) Months before the date of the general meeting at which they will be considered.

- 5.3 Notices of motion by the Board to confer such life Membership shall be given in writing to each Member of the Association not less than fourteen days before any general meeting to which the recommendation is to be submitted and such life Membership shall be conferred only if the resolution is carried by a three fourths (3/4) majority of those present and entitled to vote at such meeting.
- 5.4 The Board may, in its sole discretion, grant affiliate Membership to any person associated with the industry who or which does not qualify for ordinary membership, on such terms and conditions as the Board may determine.
- 5.5 Affiliate and life members shall have the right to attend a general meetings, annual or special, of the Association and to speak to any matter that is properly before the meeting, but shall not be entitled to vote, nominate officers, accept office, propose motions, vote on any motion at meetings of the Association or exercise any other rights available to Members under these Rules.
- 5.6 No life Member shall be liable for annual or other subscriptions or levy in respect of his or her Membership. Affiliate members shall be liable to pay an annual subscription to the Association as fixed under Rule 15.

6 BOARD

- 6.1 Subject to rule 6.13, the members of the Board, who must be Members or directors, employees or office holders of Members, shall be as follows:
- (a) a Chairperson;
 - (b) a Deputy Chairperson elected in accordance with rule 6.10;
 - (c) Six persons representing the five regions indicated on the map attached as Appendix A - one each representing Midland Region, Central Region, Upper Southern Region, Lower Southern Region and two persons representing the Northern Region (together the "Regional Branch Representatives") to be elected by vote of the Members of each applicable region;
 - (d) Four persons representing the Larger Operators (the "Large Operators' Representatives").
- 6.2 The Board members shall be elected as follows:
- (a) The Chairperson, to be elected by a vote of all Members;
 - (b) Regional Branch Representatives, to be elected by vote of the Members of the region represented by each Regional Branch Representative;
 - (c) Large Operators' Representatives to be elected by vote of the Members who are eligible and have indicated that they wish to vote for the Larger Operators Representative in accordance with clause 6.5.
- 6.3 The Chairperson, Regional Branch Representatives and the Large Operators' Representatives shall be elected for a term of two years.
- 6.4 The voting proportions in clause 10.1(c) shall apply to the election of Board members, except for the election of the Large Operators' Representatives, to which clause 6.5 applies.

6.5 Any Member who is a Large Operator may vote **either** for the Regional Branch Representative for their region, **or** for a Large Operators' Representative. At the time of payment of annual membership fees any Member who is a Large Operator must elect whether they wish to vote for the Regional Branch Representative for their region, or a Large Operators' Representative. Each Large Operator who has elected to vote for a Large Operators' Representative under this clause is entitled to vote for one Large Operators' Representative only, and the number of votes they shall have will be determined according to the following formula (where x is the percentage of the total votes for the Large Operators' Representatives to which Large Operator A will be entitled):

$$x = (\text{Number of beds paid for in the last payable annual subscription fee by Large Operator A}) \div (\text{total number of beds of all Large Operators who have elected to vote for the Large Operators' Representatives}) \times 100$$

6.6 Nominations for the election of Board members in accordance with Rule 6.1 above may be made in writing and signed by the nominee who must be a Member, or a director, employee or office holder of a Member who has been approved by that Member to be a nominee, and his or her proposer and seconder who must both be Members or directors, employees or office holders of separate Members. All such nominations shall be lodged at the Chief Executive Officer's office at least 5 weeks before the annual general meeting. Only Large Operators who have elected to vote for a Large Operators' Representative under clause 6.5 are entitled to nominate candidates for the Large Operators' Representative board positions.

6.7 Elections shall be conducted by postal ballot, email or online poll. The Chief Executive Officer shall act as returning officer. An independent person shall be appointed to act as scrutineer. The Chief Executive Officer shall announce the results of the election at the end of the annual general meeting.

6.8 The auditor shall be appointed by Members of the Association at each annual general meeting. An auditor so appointed may be eligible for re-appointment.

6.9 A casual vacancy among the members of the Board may be filled by the Board. Any person so appointed to fill a casual vacancy must be a person who would be eligible for election under Rule 6.1 to the Board and shall hold office for the unexpired period of service of the person whom he or she succeeds.

6.10 The Board shall elect one of the Regional Branch Representatives or Large Operator Representatives on the Board to be the Deputy Chairperson. For the avoidance of doubt, either of the Northern Region Regional Branch Representatives is eligible for election to the position of Deputy Chairperson.

6.11 The Deputy Chairperson elected in accordance with rule 6.11 shall be elected for a term of one year but shall be eligible for re-election in terms of the Rules.

6.12 A member of the Board must immediately resign from office if:

- (a) The Board member ceases to be a Member of the Association;
- (b) The Board member ceases to be a director, employee or office holder of the Member of whom they were director, employee or office holder at the time they were elected; or
- (c) The Member of whom the Board member is a director, employee or office holder ceases to be a Member.

6.13 In the event that the Chairperson vacates office before the end of his or her term:

- (a) The Deputy will act as Chairperson until the Chairperson takes office, and a member of the Board, elected by the Board, will act as the Deputy Chairperson in that person's stead until the next general meeting; and
 - (b) With the approval of the majority of the Board, the outgoing Chairperson may be appointed to the role of Past Chair for a period of up to 12 months from the date of their vacation of office, in order to provide advice and support to the Board. Any Past Chair so appointed may take part in all deliberations of the Board and may vote on any motion before the Board.
- 6.14 The Board may, at its discretion, co-opt the services of any person or persons, who in the opinion of the Board, would be in a position to assist it in its deliberations. No person or persons co-opted shall continue as a co-opted member beyond the period ending with the annual general meeting next succeeding after such co-option, but shall be eligible to again be co-opted during the next succeeding year. Persons co-opted may take part in all deliberations of the Board and may vote on any motion before the Board.
- 6.15 Meetings of the Board shall be held at such times as the Board may decide but the Chairperson or any two members of the Board may at any time direct the Board to convene a meeting. Meetings of the Board may be held by telephone conference call or by video conference.
- 6.16 Notice of such meeting shall be sent to every member of the Board fourteen days prior to the date of such meeting, but in the case of urgency, the meeting may be called giving as much notice as possible.
- 6.17 The Board must have no more than 12 Members at any given time, excluding any Past Chair appointed under clause 6.13(b).

7 SUB-COMMITTEES

- 7.1 The Board may in its discretion, delegate any of its powers to a sub-committee or sub-committees consisting of such Member or Members of the Association or other person or persons, as it thinks fit. Any sub-committees so formed shall in the exercise of the powers so delegated, conform to any requirements that may be made by the Board.
- 7.2 Unless a Chairperson has been previously appointed by the Board, a sub-committee shall elect a Chairperson of its meetings: If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the same, the members present may choose one of the members of that sub-committee to be Chairperson of that meeting.
- 7.3 A sub-committee may regulate its own proceedings subject to any requirement made by the Board and may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairperson shall have a second or casting vote. Persons appointed to a sub-committee in accordance with Rule 7.2 shall be eligible to vote on any question before the sub-committee.
- 7.4 Meetings of any sub-committee appointed by the Board shall be arranged at a date and time determined by the Chairperson of such sub-committee and members notified of such meeting.
- 7.5 Any sub-committee established by the Board may make recommendations only and may not bind the Board to any decision made by such sub-committee. The Board may disestablish a sub-committee at any time in its sole discretion.

8 GENERAL MEETINGS

- 8.1 A general meeting of the Association may be summoned at any time on the authority of the Board and must be summoned by the Board at any time on the requisition of fifteen Members. Fourteen clear days' notice shall be given to Members of any general meeting and notice of the business to be transacted thereat shall be given to each Member by posting the same to the Member.
- 8.2 The annual general meeting of the Association shall be held within four Months of the end of the Association's financial year on a date to be determined by the Board for the following purposes:
- (a) to receive and approve a report and statement of accounts and income and expenditure for the financial year ended 30 June preceding the meeting, and a statement of assets and liabilities as at that date (including all such information in respect of each Branch);
 - (b) to announce the results of the election of the Board for the ensuing year;
 - (c) to set remuneration of Board members for the year (if any) in accordance with clause 17.2.
 - (d) to transact any other business which shall be duly submitted to the meeting.
- 8.3 Any general meeting may be held in person or may be held by video conference using an appropriate video conferencing platform.

9 QUORUM

- 9.1 The quorum for any general meeting of the Association shall be fifteen Members eligible to vote at such meeting and whose representatives or their proxies are present. No Member not otherwise disqualified shall be eligible to vote if that Member's annual subscription is three Months or more in arrears.
- 9.2 The quorum for any meeting of the Board shall be five Board members currently elected or appointed to the Board at the time of the meeting.
- 9.3 The quorum for any sub-committee meeting where the membership of such sub-committee is two or more, shall be two persons.

10 VOTING

- 10.1 At general meetings, on all matters:
- (a) voting at any general meeting of the Association held in person shall be, first, on the voices. If the Chairperson so decides, or if any Member so requests, a vote by show of hands of those Members eligible to vote and whose representatives or their proxies are present shall be taken.
 - (b) voting at any general meeting held by video conference shall be as set out in Rule 10.1(a) or, if the Chairperson so decides, or if any Member so requests, by way of online polling using the relevant video conferencing platform.
 - (c) if the Chairperson so decides, or if any Member so requests, a ballot shall be taken in accordance with the following voting proportions:
 - (i) Members paying less than \$1,500 (GST exclusive) annual subscription as fixed by Rule 15.2 shall have one vote.

- (ii) Members paying at least \$1,500 but less than \$3,000 (GST exclusive) annual subscription as fixed by Rule 15.2 shall have two votes;
 - (iii) Members paying \$3,000 or more (GST exclusive) annual subscriptions as fixed by Rule 15.3 shall have three votes.
- (d) A member that is eligible under these rules to vote in more than one region may allocate all of their votes to one region when voting for Board members, or between more than one region. When a member is eligible to vote for representative in more than one region the member must notify the Chief Executive Officer prior to the election of the Board representatives as to which region or regions it wishes to cast a vote for.
- (f) Members who have not paid their annual subscriptions in full at the time of voting shall be ineligible to vote except that Members who have elected to pay the annual subscription by monthly instalment shall be entitled to vote in accordance with Rule 10.1(c) provided that their monthly instalments are paid in full up to and including the month prior to the general meeting.
- (g) in the event of equality in voting the Chairperson shall have a casting vote.
- (h) a Member may vote by proxy at a general meeting provided that the person holding the proxy is a Member or a representative of a Member of the Association.
- (i) a proxy must be appointed by notice in writing signed by the appointer lodged with the Chief Executive Officer no later than twenty four hours prior to the general meeting.
- (j) a notice of proxy is not effective unless received by the Chief Executive Officer no later than twenty four hours prior to the commencement of the general meeting.
- 10.2 At meetings of the Board each member of the Board shall have one vote. In the event of equality in voting on any question properly before the meeting, the Chairperson shall have in addition to his or her deliberative vote, a casting vote.

11 SAVING

- 11.1 All acts done by any meeting of the Board or any sub-committee or by any person acting as a member of the Board or of a sub-committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been properly appointed and was duly qualified to be a member of the Board or of a sub-committee as the case may be.

12 CHIEF EXECUTIVE OFFICER

- 12.1 The Association shall have a Chief Executive Officer who shall be appointed by the Board to undertake such functions, in addition to those specified in Rule 12.3 below, as the Board may decide.
- 12.2 The Chief Executive Officer so appointed shall hold office until he or she resigns or is removed from office by resolution of the Board. Any vacancy in such offices shall from time to time be filled by resolution of the Board.
- 12.3 The Chief Executive Officer shall:
- (a) promote the objectives of the Association.

- (b) conduct correspondence of the Association and shall have custody of the Seal, title deeds and other documents belonging to the Association.
- (c) keep full and correct minutes of all committee and general meetings and produce them at all meetings.
- (d) maintain a list of Members with their addresses and notify them of all general and special meetings.
- (e) receive account for and banks monies, all operations thereon to be signed by a person or persons duly authorised by the Board.
- (f) submit at the annual general meeting a statement of the assets and liabilities of the Association as at the 30th day of June last preceding, together with an account of the receipts and expenditure for the financial year being the twelve Month period preceding such date.

13 AUDITOR

- 13.1 The auditor elected at the annual general meeting shall at least once in every year audit the accounts of the Association and certify their correctness prior to the submission of such accounts to the succeeding annual general meeting. Should the auditor during his or her term of office retire or otherwise relinquish his or her position, the Board shall have the power to make an appointment until the next succeeding annual general meeting.

14 COMMON SEAL

- 14.1 The Association shall have a common seal which shall only be affixed to documents at a meeting of the Board or pursuant of a resolution of the Board, and the affixing of the same shall always be attested by at least two members of the Board.

15 SUBSCRIPTIONS

- 15.1 In accordance with Rule 4, there shall be paid to the Association, in respect of each Member (including Affiliate Members) admitted to the Association, an annual subscription.
- 15.2 The annual subscriptions to the Association shall be as fixed by the Board as it sees fit from time to time. The annual subscription for affiliate Members may be determined by the Board on a different basis to the annual subscription for other Members.
- 15.3 The amount payable by each Member to the Association on account of the annual subscription shall be the amount fixed under this Rule 15 plus GST (if any).

16 LEVY

- 16.1 The Association may, by resolution of the Board following consultation with Members, impose upon Members of the Association, in addition to the annual subscription fixed in accordance with Rule 15, a special purpose levy for a specified purpose. The amount payable by each Member to the Association on account of any special purpose levy shall be the amount fixed under this Rule 16 plus GST (if any).

17 GENERAL POWERS

- 17.1 The Board shall have control of the funds of the Association and shall have power to do all such things as are necessary to carry out the objectives of the Association as set out in Rule 3.

17.2 Members of the Board (including the Chairperson) shall receive such remuneration (in the form of an honorarium and/or meeting fees) if any as is fixed by a vote of the majority of Members at the annual general meeting from time to time. The Board members shall also be paid such expenses as the Board determines have been incurred properly in or about the business of the Association.

18 POWERS OF INVESTMENT

18.1 The Board shall be empowered to invest the funds of the Association in accordance with policy determined by the annual general meeting.

19 BORROWING POWERS

19.1 The Board shall have power if authorised by a resolution passed by a two-thirds majority of those present and entitled to vote at any general or extraordinary general meeting of Members of the Association, to raise or borrow or secure the payment of any sum or sums of money for the purposes of the Association upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or the debenture stock of the Association charged upon all or any part of the property or assets (whether present or future) of the Association or by mortgage of its property or assets.

19.2 THE BOARD SHALL CAUSE A PROPER REGISTER TO BE KEPT OF ALL MORTGAGES AND CHARGES SPECIALLY AFFECTING THE PROPERTY ASSETS OF THE ASSOCIATION WHICH SHALL BE OPEN TO INSPECTION BY ANY CREDITOR OR MEMBER OF THE ASSOCIATION AT ALL REASONABLE TIMES.20 POWER TO MAKE REGULATIONS

20.1 The Association, in general meeting, pursuant to any recommendation made to it by the Board, may make such regulations as it deems fit for the better conduct of the Association and its Branches.

21 ALTERATIONS TO RULES

21.1 Subject to section 21 of Incorporated Societies Act 1908, and any amendments thereto, these Rules or any of them may be altered, added to or rescinded by a resolution passed by a majority of not less than two-thirds of the Members or their proxies as, being entitled to do so, are present at and vote at a general meeting of which at least fourteen days' notice specifying the intention to propose the resolution and setting out the proposed addition, alteration or rescission as the case may be, has been given.

22 BRANCHES

22.1 Subject to clause 22.10, the Board may approve the establishment of Branches in the districts with boundaries contiguous with District Health Board districts. Branches of the Association shall have the functions as set out below and be subject to these Rules and to any other Rules for the conduct of Branches which may be made by the Association in general meeting.

22.2 Each Branch may operate its own bank account. Subject to Rule 22.3 each Branch shall be entitled to raise funds by:

- (a) levying members of the Branch;
- (b) carrying out local education and other fund raising activities.

22.3 All levying and fund raising activities of Branches must be approved by the Board in accordance with an approval process to be determined by the Board from time to time. Such approval must not be unreasonably withheld. For the avoidance of doubt it shall not be unreasonable for the Board to

withhold approval in respect of any activity which would conflict with a national initiative or otherwise being inconsistent with or conflict with the objects of the Association.

- 22.4 Each Branch shall hold an annual election to appoint a Branch executive. A Branch executive may comprise no more than ten executive members and must have a minimum of two members. Each Branch will have the right to determine the number of people of the Branch executive, provided that each Branch executive must be comprised of between two and ten people at all times. Branches may determine how elections will be conducted provided that all members in the district in which the Branch is established have at least fourteen days' notice of the calling of nominations for positions on the Branch executive.
- 22.5 Each Branch established under these Rules shall appoint a Branch secretary, whose appointment shall be notified to the Board and who shall be paid from the funds of the Branch, such remuneration, if any, as the Branch executive shall determine.
- 22.6 It shall be the duty of each such Branch secretary so appointed to forward to the Board as soon as he or she may conveniently do so after each Branch meeting, copies of the minutes of that meeting, together with full and complete financial statements and accounts as may be required by the Board to complete the Association's financial statements and accounts.
- 22.7 Subject to any provision in that regard enacted by the Association in general meeting, each Branch may regulate its own proceedings. Voting at Branch meetings shall be on the basis of Health Care Facilities operated within the territory of the Branch or of the type of care covered by the Branch (as the case may be) or as otherwise determined by the Branch executive.
- 22.8 Each Branch must act consistently with the directions of the Board given from time to time.
- 22.9 The Board may disestablish a Branch if such Branch is determined by the Board, acting reasonably, to have:
- (a) insufficient support from Members and/or funds to warrant a separate Branch;
 - (b) failed to operate in accordance with the Rules; or
 - (c) failed to achieve the objects of the Association.

If any Branch is disestablished, the funds of that Branch shall be automatically transferred to the bank account of the Association.

- 22.10 No Branch shall be incorporated under the Incorporated Societies Amendment Act 1920.

23 CODE OF CONDUCT

- 23.1 The Association shall formulate a code of conduct for the conduct of the Association and its Members. Any breach of the code of conduct may render the Member concerned liable to termination of Membership.
- 23.2 Every Member shall display in a prominent place in each premises at which the Member provides Health Care Services for periods of up to twenty-four hours, and so as to be readily available to patients, visitors and staff, a copy of the code of conduct.
- 23.3 Every Member shall take reasonable precautions to ensure that any person employed by that Member is of good character and repute and that his or her conduct conforms to that required of a Member. For the purposes of these Rules the actions of a Member's directors, employees, office holders and representatives are deemed to be the actions of a Member.

- (a) When a written complaint is made to the Board alleging non-compliance with the code of conduct or alleging any conduct, thing or act which is prejudicial or injurious to the interests of the Association or its Members by any Member, the Board shall take such action as it deems appropriate, which may include appointing an investigating committee to ascertain the substance of the complaint.
- (b) The Board and any investigating committee established under Rule 23.3(a), shall ensure any investigation is as speedy and inexpensive as possible.
- (c) The Board and any investigating committee established under Rule 23.3(a) shall notify the Member concerned in writing of the charges made against the Member and shall afford such Member an opportunity to be heard in defence of such charges.
- (d) If the Board is satisfied, whether on the basis of a report of an investigating committee or otherwise, that the alleged charges are proven on the balance of probabilities, the Board may impose such penalty or do such thing, including expulsion in terms of Rule 4.5(c), as appears to it reasonable under the conditions, or it may dismiss the charges.

23.4 THE BOARD AND ANY INVESTIGATING COMMITTEE MUST CONDUCT ANY INVESTIGATION UNDER RULE 23.3 IN ACCORDANCE WITH THE RULES OF NATURAL JUSTICE.24 MEDIA AND INDEPENDENT ACTIONS

24.1 No Member of the Association may, without prior approval of the Chairperson, Deputy Chairperson or the Chief Executive Office or unless under specific instruction of the Board:

- (a) independently make any public statement on behalf of the Association and/or any Branch;
- (b) make a submission to Ministers of the Crown, Members of Parliament, a select committee of Parliament, Government Departments or any body or person, on behalf of the Association and/or any Branch;
- (c) commence any legal action on behalf of the Association or any Branch, or engage a lawyer with the intention of entering into any such legal actions; or
- (d) incur any liabilities or enter into any arrangements that could potentially incur liabilities in the name of the Association and/or any Branch.

24.2 Subject always to Rule 22, no Branch may, without prior approval of the Chairperson, a Deputy Chairperson or the Chief Executive Office or unless under specific instruction of the Board:

- (a) independently make any public statement on behalf of the Association;
- (b) make a submission to Ministers of the Crown, Members of Parliament, a select committee of Parliament, Government Departments or any body or person, on behalf of the Association;
- (c) commence any legal action on behalf of the Association, or engage a lawyer with the intention of entering into any such legal actions; or
- (d) incur any liabilities or enter into any arrangements that could potentially incur liabilities in the name of the Association.

25 WINDING UP

25.1 The Association may be wound up upon a resolution to that effect being carried by a majority of Members present at a general meeting called for that purpose provided such resolution is confirmed

at a subsequent general meeting called for that purpose and held not earlier than thirty days after the date on which such resolution was passed.

- 25.2 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Association, or for some other charitable purpose within New Zealand.

26 CONSTRAINT ON DISTRIBUTION TO MEMBERS

- 26.1 The Association shall not make any distribution, whether by way of money, property or otherwise howsoever, to any Member, Associated Person of any Member, or a director, office holder, employee or representative of any Member, save reasonable remuneration for services performed.

27 REGISTER OF MEMBERS

- 27.1 The Association shall keep a Register of its Members containing:

- (a) the name and address of each Member;
- (b) a list of premises at which each Member provides Health Care Services for periods of up to twenty-four hours;
- (c) a list of Associated Persons of each Member;
- (d) a list of the number of beds at each premises at which each Member provides Health Care Services for periods of up to twenty-four hours.

- 27.2 The Association shall, from time to time when required by the Registrar to do so under section 22 of the Incorporated Societies Act 1908 and amendments thereto, send to him or her a list of the Members with such supporting information as he or she may require accompanied by a statutory declaration verifying that list and made by the Chief Executive Officer.

28 REGISTERED OFFICE

- 28.1 In accordance with section 18 of the Incorporated Societies Act 1908 the Association shall have a registered office to which all communications may be addressed and notice of the location of that office and of any change to that location shall be given to the Registrar as provided by that section.

APPENDIX A

