

New Zealand Health Education Association

Constitution



1. NAME

The name shall be New Zealand Health Education Association (NZHEA) Incorporated

2. GOVERNING STATUTE

The Association is incorporated under the Incorporated Act 1908 and is subject to that Act and any amendments thereto.

3. DEFINITIONS

For the purpose of this constitution, 'the Health Education profession' is defined in the commitment of its members, through their specialist knowledge, training, education and skillful professional practice, to provision and enhancement of health education in schools and the wider community.

4. AIMS

The aims of the association are:

(A) Education

- (i) To promote and communicate the philosophy and objectives of the Association.
- (ii) To establish and maintain a support network of health educators throughout New Zealand involving early childhood, primary, secondary and tertiary educators and the wider community.
- (iii) To increase the level of knowledge in the Health Educators profession through relevant professional development and information sharing.
- (iv) To promote and advise on education, professional development and qualifications appropriate to the Health Teachers profession.
- (v) To increase awareness of health resources.
- (vi) To promote quality health education
- (vii) To promote and communicate the philosophy and objectives of the Association.
- (viii) To convene conferences, seminars and meetings on health education.
- (ix) To produce and distribute other communications prepared by or for the Association.

(B) Advocacy and Education

- (i) To respond to health issues as they arise in schools, community, the media and through policy making.
- (ii) To advocate for the allocation of resources towards the development and advancement of health education.
- (iii) To comment or make submissions on issues that affects the provision and development of health education.

(iv) To advance and protect the interests and status of the Health Education profession, and establish strategic alliances.

(v) To have representation on sector organisations of importance to the Association,

(C) Membership

(i) To provide a central organisation of persons, schools, institutions and agencies associated with all aspects of the provision of health education in schools and promote co-operation and mutual assistance among them.

(ii) To do all that is necessary to promote and protect the interests of its Members.

(D) Funding

(i) To identify and secure revenue opportunities including sponsorship opportunities appropriate to the professionalism and aims of the Association

5. REGIONAL ASSOCIATIONS

(a) In a region there may be a regional branch

(b) If there is a regional branch, members resident in each regional branch area will determine the decision making structure of that branch. Such a structure shall not contravene the objects of the constitution.

(c) Regions may make such rules or bylaws as are deemed necessary for their own domestic operation, provided such rules or bylaws and the meetings thereof are consistent with the mission and objectives of the Constitution and approved by the Executive.

(d) The bylaws shall include, but are not limited to, provisions for the appointment of a chairperson and other officers, meeting procedures, the keeping of financial records, operation of accounts, financial regulations, and the making and alteration of bylaws.

6. EXECUTIVE

a) The Executive shall consist of;

(i) Chairperson – elected by and from the National Executive.

Executive Officer (this shall be an employee/contractor, he/she may attend meetings but will not participate in voting).

(ii) Five North Island Representatives and three South Island Representatives.

(iii) Members can be co-opted by the Executive based on identified needs.

(iv) Full members only will be eligible to vote for all positions

(b) The election of the National Executive will occur, bi-annually in July of odd years.

(c) All members of the Executive must be full members of the Association.

(d) The Executive shall administer and be the governing body of the Association and shall have authority for all matters connected with the affairs of the Association which will include:

(i) Accepting members to the Association and removing any such members at any time for good cause shown.

- (ii) Appointing officers as it shall consider appropriate in order to carry out all or any of the functions of the Association and fix the terms of their appointment.
 - (iii) Entering into contracts on behalf of the Association and expending the funds of the Association in carrying out its works and objects.
 - (iv) Resolving any breach or rules or any misconduct on the part of any member of the Association.
 - (v) Appointing such sub-committees as it considers necessary and delegating any of its powers to any such sub-committees.
 - (vi) Instituting or carrying out or defending legal proceedings when necessary, including the recovery of debts due to the Association.
 - (vii) Any committee so appointed shall in the exercise of its power conform to all instructions which may from time to time be given by the Executive. The Executive may from time to time revoke, alter or withdraw any of the powers so given.
 - (viii) Any committee so appointed shall in the exercise of its power conform to all instructions which may from time to time be given by the Executive. The Executive may from time to time revoke, alter or withdraw any of the powers so given.
- (e) The Executive shall meet 2 to 4 times each year and more frequently if considered necessary. The Chairperson shall convene a special meeting of the Executive within 30 days of receiving a written request to do so from at least three members of the Executive.
 - (f) The Executive Officer will keep and have custody of the minute book containing full and correct minutes of all meetings.
 - (g) The Executive shall act by resolution of the majority of the Executive present at its Meeting. A quorum of the Executive shall be a simple majority of its members.
 - (h) The Executive shall have power at any meeting to co-opt an eligible member to fill any casual vacancy on the Executive until the next Election or Annual General Meeting, whichever is soonest.
 - (i) The Executive may from time to time appoint such committees to exercise any of its powers and such committees shall hold office for such time as the Executive directs.
 - (j) Without prejudice to the generality of the powers vested in it, the Executive shall have the sole control, management and supervision of the property, income, affairs, and concerns of the Association and may appoint such officers as shall, in its discretion, be deemed necessary and consistent with this Constitution and any bylaws make hereunder and may do all acts necessary or desirable for the purpose of carrying out the objects of the Association and in particular and without prejudice to the foregoing powers the Executive shall have the following powers:
 - (i) To accept any gift of property for any of the objects of the Association.
 - (ii) To purchase, acquire, lease, exchange, sell or otherwise deal in real or personal property of any kind and to erect and maintain buildings.

- (iii) To invest and re-invest the funds of the Association in such securities and upon such terms it sees fit.
- (iv) To borrow or raise money, for purposes consistent with the objects of the Association, by the issue of debenture, bonds, mortgages or any other such security founded or based on all or any of the property or rights of the Association, or without security and upon such terms as to priority and otherwise as the Association sees fit. The powers of borrowing or raising money must not be exercised unless approved by majority decision at a general meeting of the Association.

7. MEMBERSHIP

- a) The qualification required for and methods of admission, the privileges and obligations of membership, the conditions governing resignation and suspension from membership or expulsion and removal of their names from the Register of the Association shall be as such as the Constitution and bylaws of the Association shall provide. All new members shall receive a copy of the Constitution and bylaws upon request to the Association.
- b) All members must accept the principles and aims of the Association. New members will be registered on application to the Association and shall be approved subject of meeting the membership criteria.

Membership of the Association shall comprise the following:

(i) Full Membership

Membership is open to health educators from early childhood, primary, secondary and tertiary levels; school councillors and health education advisers to schools, RTL.B's and to promoters of health education.

(ii) Corporate Membership

Any elected member/chief executive/board of trustees/board of directors/owners of any school, tertiary institution, corporate organisation/service organisation/trade organisation/charitable organisation, who is interested in the work activities of the Association

(iii) Student Membership

Any full-time or part-time tertiary student enrolled in a relevant course

(iv) Honorary Life Members

The designation of Honorary Life Member and Honorary Life Fellow may be bestowed upon persons who have given exceptional and outstanding service to the Association.

The type of designation bestowed will relate to the status before Life Membership is granted

Honorary Life Member or Honorary Fellow shall not pay membership fees. They will pay full cost of registration or cost of attending functions and travel associated with Conferences or other similar activities of the Association. Unless and until the bylaws of the Association shall provide a change in such designations a member of the Association shall be entitled to the exclusive use after his/her name of the following designation applicable: Fellow, F. NZHEA, Full Member, M.NZHEA.

8. RESIGNATION, SUSPENSION AND REMOVAL

- (a) Any member may resign by giving notice in writing to the Executive.
- (b) Members who are three months in arrears of subscription payments following their renewal being due, shall have their membership terminated by the Association unless specific arrangements have been made with National Executive.
- (c) The Executive also reserves the right to expel any member, who, in the Executives opinion misconduct's himself or herself to such an extent as to warrant removal. The intentions of the Executive will be conveyed in writing to the member. In the event of removal, members will be informed and have the right of appeal to an AGM or a Special General Meeting against the decision to remove them and to appear in support of such appeal. The general meeting then decides the matter, by way of simple majority. The decision of the general meeting will be final.

9. MEMBERSHIP - RECORDS

- (a) The Executive Officer shall keep an official register of all members of the Association.
- (b) A member may tender his/her resignation from the Association at any time by notification in writing to the Executive Officer who shall bring the matter to the Executive at its next following meeting. With the approval of the Executive he/she shall thereupon cease to be a member but shall not hereby be released from any indebtedness to the Association.

10. MEMBERSHIP FEES

Annual fees shall be payable by each member. The fee payable by each category of the member shall be fixed from time to time by the Annual General Meeting of the Association as recommended by the National Executive.

11. MEETINGS

- (a) The Executive Officer will keep and have custody of the minute book containing full and correct minutes of all Annual General and Special General Meetings.
- (b) The Executive may convene a Special General Meeting of the Association at any time. The request, in writing, shall state the objects for which the meeting is called and shall be signed by a representative from each of the applying regions. Such a meeting shall be held within thirty days of the receipt of the request.

12. ANNUAL GENERAL MEETING

The Annual General Meeting of the Association shall be held no later than 30 November in each year at such time and place as is determined by the Executive Committee. Such business shall include the receiving of an Executive report, a Statement of Accounts for the previous year, the installment of the Executive, the confirmation of any bylaws instituted by the Executive during the preceding year, and such other business **as shall** be determined by the outgoing Executive.

13. AUDITOR

An honorary auditor shall be elected annually but is not considered an officer of the Association.

14. NOTICE OF MEETING

- (a) Notice of all meetings shall be given to all members specifying the date, time and place of the meeting and the nature of the business to be dealt with.
- (b) The following periods of notice shall
Annual General Meeting - 28 days
Special General Meeting - 21 days
- (c) Except by an unanimous vote of members present no business other than stated in the memorandum shall be considered at a Special General Meeting.
- (d) Notice of any meeting may be given through the Association Newsletter, website, Facebook page and/or sending it to a member's last known email address

15. VOTING

- (a) Full Members and Honorary Life Members of the Association present at General and Special Meetings are entitled to one vote.
- (b) Votes shall be carried by a simple majority.
- (c) Voting at all meetings shall be by voice, or if required by the Chairperson of the meeting, by a show of hands. If the Chairperson or at least three members present demand it a poll may be taken. A declaration by the Chairperson of the meeting that a resolution has been carried out or lost together with an entry in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolutions.
- (d) Only financial members shall be entitled to vote at any General Meeting.
- (e) All members are entitled to speak at General Meetings of the Association.

16. QUORUM

The following numbers of members shall constitute a quorum at meetings:

- (a) Annual and Special Meetings - 6 members
- (b) If the required number of persons is not present, the meeting shall lapse and a further meeting shall be called, for the same purpose.
- (c) If such a Meeting quorum is lacking the members present shall constitute themselves as a sub-committee and may make recommendations to any following meeting.

17. PRESIDENT/CHAIRPERSON

- (a) The President/Chairperson will preside at any General or Special Meetings of the Association. They will act as the organisation's spokesperson and representative in all matters. They may delegate aspects of this task to members.

- (b) The President/Chairperson of the Executive shall preside at all meetings of the Executive of the Association and at the Annual General Meeting. In his/her absence his/her duties shall be carried out by either the Immediate Past President or in their absence by such other officers or members elected for this purpose. The President/Chairperson or member elected for the purpose shall have a deliberative and casting vote.
- (c) That the term of office of the President/Chairperson of New Zealand Health Education Association shall be two (2) years and may be re-elected

18. FINANCIAL

- (a) All monies must be banked and all payments made by cheque or authorised internet banking. The Executive shall appoint two Executive Members, as trustees of the Association and any one of these authorised signatures/internet authorised together with the Executive Officers shall be sufficient for any endorsement of withdrawal.
- (b) No Association monies shall be expended for any purposes not within the objects of the Association as stated in the rules and bylaws
- (c) All monies donated to or becoming the property of the Association for any particular purpose shall be expended only for that purpose.
- (d) The Executive shall cause proper books of account to be kept recording receipts and expenditure by the Association and its assets and liabilities.
- (e) The Executive shall place before the Annual General Meeting of the Association, audited annual financial statements together with a copy of the Auditor's Report.
- (f) The Executive will have the power to make grants to regional Associations upon application by the regions.
- (g) No part of the income or property of the Association shall be paid or transferred by way of a bonus, or dividend, or otherwise howsoever by way of profit to the members of the Association, provided that nothing herein contained shall prevent payment in good faith or remuneration to any officer, office bearer or servant of the Association in return for services rendered to the Association or prevent payment at the discretion of the Executive of the Association of the expenses incurred by any member in attending meetings or otherwise undertaking business of the Association authorised by the Executive or prevent the payment of honoraria to office bearers.
- (h) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

19. COMMON SEAL

- (a) The style of the Common Seal will be that agreed on by the Executive.
- (b) The common seal shall be fixed to a document, instrument, deed, writing, paper, or other thing only if it is approved by a majority of the Executive. The seal can only be fixed in the presence of two members of the Executive who shall also sign the document as witnesses. Each fixture of the Common Seal shall require a separate approval by the Executive.
- (c) The Executive Officer will record each use of the Common seal and shall be responsible for its safe custody and control.

20. MAGAZINE

An official Magazine of the Association shall be published by the Association under the direction of an editor and a copy of each issue shall be distributed to all financial members of the Association.

21. ALTERATION OF CONSTITUTION

- (a) This Constitution may be altered, amended or added to only by a resolution passed by an affirmative vote of 2/3rds of those members entitled to vote under the Constitution and are present. Due notice shall be given to members in accordance with this Constitution, specifying alterations proposed, but such alterations shall not be altered, amended or added to in any other way.
- (b) Any motion to alter, amend or add to the Constitution shall be notified with the notice of meeting.
- (c) No addition or alteration of the charitable aims, personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department. And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

22. ALTERATION BYLAWS

The Executive may make, repeal, or vary any bylaw consistent with this Constitution for the effective carrying out of the objects of the Association and such alterations variation or revocation shall be approved by 2/3rds of those member entitled to vote and are present or are represented through Proxy Votes at the next and following Annual General Meeting

23. DISSOLUTION

- (a) The Association may be voluntarily wound up in accordance with Section 24 of the Incorporated Societies Act 1987 (i.e. by a mere majority of the members at a general meeting) as confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution was passed.
- (b) If upon 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 or distributed among the members of the organisation but shall be given to or transferred to some other approved charitable organisation with similar objects of the first organisation that also has an income tax exemption or for some other charitable purpose within New Zealand.



Vicki Nilsson
11/7/2017
Co-Chair NZHEA

Rachael Dixon
11/7/2017
Co-Chair NZHEA