



Runanga Whakapiki Ake I Te Hauora O Aotearoa
Health Promotion Forum of New Zealand

12 December 2007

To all Members of the Health Promotion Forum

Tena koe

Enclosed please find a draft Constitution for your consultation. The present Constitution of the Health Promotion Forum has been recognised as out of date for some time. It no longer serves our governance needs nor does it model good practice. The membership has supported the need for change at several Annual General Meetings in recent years.

Council has made significant progress on the review and updating of our Constitution which was tabled as a draft at the AGM and is now being circulated to members. While recognising that this is not the ideal time of the year to ask for consultation it was agreed that the 31 January should allow our members to read and comment on it either immediately before the Christmas break or during the quieter month of January.

This is a living document and reflects progress following the AGM. There may still be gaps and some improvements needed. We can continue to work on it but value your input. This Constitution creates the framework for communication and function with members. Council has recognised the need to review this Constitution every three years in the future.

The closing date of 31 January 2008 provides a few weeks for your input and should allow time for registration with the Charities Commission. We need and value your input and **if you need an extension beyond 31 January please get in touch** with Helen Rance, the project leader whose contact details are on page 3.

To progress this Constitution, Members' comments are needed on:

- general directions, safety and clarity,
- what is missing?
- things/clauses that may not work.

A Special General Meeting is planned for April 2008 so the Constitution can be adopted by the Membership. If you are not able to attend the meeting please let us know and confirm whether you are in favour of the draft Constitution.

Draft Constitution for consultation - December 2007

Major Changes

The new draft incorporates all major issues from the original constitution, plus it is updated for language, to clarify processes, and to accommodate the evolution of the Forum and new rules around Charitable organisations.

Major changes from the original constitution are:

- Values and purposes have been separated.
- Purposes have been restructured to reflect the Forum's original charitable purpose and present strategic directions.
- The membership will elect individual people to the Council (*In the past a variety of reps from organisations has meant a lack of consistent personnel on the council*).
- The membership of the Forum will continue to be made up of organisations
- Many clauses provide clarity and support logistics around these major changes.
- Other clauses provide direction about processes and procedures. (*Several of these were not included in the original*).

Next steps

- Feed back from members is required no later than 31 January 2008
- The new constitution will then be reviewed by a lawyer and accountant.
- Adopted by Council
- Adopted by Special General Meeting
- Registered with the Charities Commission and Companies Office;
- A 'General Meeting' will be called to ratify the new constitution if further amendments required.

You can find the current Constitution on the Health Promotion Forum website

www.hauora.co.nz .

Council has worked hard with project leader Helen Rance, our Solicitor and Executive Director to ensure your Constitution reflects the current Forum working environment and strategic direction, while maintaining a set of rules that will enhance the risk management and good governance of the Forum, within the Charities Commission guidelines. It is important now that you as members help to shape this to meet your definition of a set of rules to govern your organisation.

May I take this opportunity to wish you and your staff compliments of the season and we look forward to your response in the New Year.

Naku noa, na

Janferié Bryce-Chapman
Chairperson



Runanga Whakapiki Ake I Te Hauora O Aotearoa
Health Promotion Forum of New Zealand

CONSTITUTION

Draft for discussion and feedback
By Forum Members

December 2007

Please use the Feedback Form to send feedback to the Health Promotion Forum by 31 January 2008 to:

Helen Rance

Ph: 03 544 6840

Email: helenr@hauora.co.nz

Fax: 09 520 4152

Health Promotion Forum, Box 99064, Newmarket, Auckland .

Please contact Helen if you need an extension beyond 31 January.

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NB comments in boxes will not be in the final constitution

1 Name

- 1.1 The name of the society shall be Health Promotion Forum of New Zealand – Runanga Whakapiki Ake I Te Hauora O Aotearoa Incorporated (referred to hereafter as “the Forum.”)

2 Registered office

- 2.1 The Registered Office of the Forum shall be at such place as the Council from time to time determines.

3 Te Tiriti O Waitangi

- 3.1 The Forum is committed to Te Tiriti O Waitangi. This commitment provides the context for all the purposes and activities of the Forum.
- 3.2 The Forum shall demonstrate respect and commitment to Te Tiriti O Waitangi in every day practice by application of those principles that were guaranteed in Te Tiriti O Waitangi.

4 Values

The values and principles that underpin the purposes of the Forum are:

- 4.1 Respect for and commitment to Hauora as everyone’s right based on the mana and dignity of each and every person. This includes: rangatiratanga, self-determination; manaaki, concern; tapu, sacred, not to be defiled.
- 4.2 Commitment to social justice, equity and improving the determinants of health. This includes: taonga tukuiho, cultural development; tinana, physical development; wairua, spiritual development; hinengaro, intellectual and mental development; mana, personal development.
- 4.3 Appreciation of the interdependence of family, community, people and the environment. This includes: Te Ao turoa, environment; whakawhanaunga tanga, social and interaction development; whanau, family development, whanau ora; whatumanawa, emotional wellbeing.
- 4.4 Appreciation of peoples’ rights to participation, caring, compassion, kindness; integrity; aroha, unconditional love, awahi, support; and hauoratanga, wellbeing.

5 Purposes

The primary purposes of the Forum are those charitable objects and purposes which are recognised by the Courts of New Zealand as being charitable, including:

- 5.1 To provide a forum for national organisations, statutory agencies, community groups and others to discuss, plan, co-ordinate and initiate appropriate strategies for the promotion of health, and share the benefits of pooling knowledge and experience.
- 5.2 To develop and offer leadership in health promotion practice including:
Promoting Te Tiriti O Waitangi based practice, and
Encouraging the development of national health and health promotion goals and priorities, and
Encouraging the development and adoption of practices and policies that promote health.
- 5.3 To strengthen and build the health promotion workforce by:
Providing education and training services, and
Facilitating stronger relationships, communication, co-operation, and coordination between voluntary and statutory bodies at local and national level, and
Assisting in the establishment of networks of groups/organisations concerned with health promotion, and
Promoting participation of all New Zealanders, community groups and national organisations in planning service decisions and processes for policies that promote health.
- 5.4 To use health promotion practice in achieving public health outcomes by:
Raising awareness of the health implications of local and central government policies policy decisions and acting as an advocate for policies that promote health, and
Encouraging certain strategies as platforms for action, and
promoting the use of research and evidence in the formation of health policy.
- 5.5 To develop strategic partnerships and relationships, including with organisations that shall assist, support and awhi people and communities who are least advantaged in Aotearoa-New Zealand, the South Pacific and internationally by:
Promoting equity in health, and
Promoting cultural perspectives and respect for health values of all cultures and ethnic groups in New Zealand, and
Establishing partnerships with Maori organisations as part of addressing Maori health aspirations.
- 5.6 To develop as a healthy and sustainable organisation.

5.7 Anything else which shall further these charitable purposes.

6 Membership

Previously organisations and corporate bodies were members of both the Forum and its Council. In this proposed Constitution membership of the Forum continues to be made up of organisations and corporate bodies but the Council will be comprised of individuals.

Having organisations as members retains a point of difference from the Public Health Association and the developing Collective Entity for health promoters (please see www.hauora.co.nz for consultation about establishing a Collective Entity).

- 6.1.1 Any organisation or corporate body that supports Te Tiriti O Waitangi and the values and purposes of the Forum and has aims and objectives consistent with those of the Forum may apply for membership.
- 6.1.2 An applicant for membership of the Forum shall lodge a written or electronic application with the Council.
- 6.1.3 The Council has complete discretion whether it admits an applicant to membership of the Forum. The Council shall advise the applicant of its decision, and that decision shall be final.
- 6.1.4 Upon admittance the member shall be listed in the register of members, and notified accordingly and the Forum shall endeavour to provide the member with a copy of these rules.
- 6.1.5 Members shall pay an annual subscription as determined in clause 8.3.2.
- 6.1.6 During their membership all members shall promote the values and purposes of the Forum, shall ensure their aims, values and objectives are consistent with those of the Forum, and shall do nothing to bring the Forum into disrepute.
- 6.1.6 Any Member may resign by giving written notice of their resignation to the Forum.
- 6.1.7 The Council may at its discretion terminate membership and that decision shall be final.

7 Council

Previously organisations were both Forum Members and Council Members (the Council is the governance board of the Forum).

This Constitution proposes that Forum Membership continues to be made up of organisations but the 'Council' will be comprised of individuals called Councillors. It also proposes a transition arrangement until the 2008 AGM.

7.1 Council Structure

As from the Annual General Meeting in 2008 and subject to clause 7.2,

- 7.1.1 The Forum shall have a governance council ("the Council"), which shall be made up of Councillors and the Kaumatua to the Forum.
- 7.1.2 The positions in the Council shall include a Chairperson, Deputy Chairperson, Treasurer, and Secretary. The positions of Treasurer and Secretary may be held by one person.
- 7.1.3 Te Komiti Maori shall be a standing Komiti of Council; operating as prescribed in its Terms of Reference which Council approves of and agrees to.
- 7.1.4 There shall be not less than eight Councillors or more than ten Councillors.
- 7.1.5 Half or more Councillors shall identify as Māori, by whakapapa. Councillors shall include at least one Pacific person and one Asian person and take into account the representation of a changing ethnic diversity. Subject to the provisions of this clause, others may be co-opted in accordance with clauses 7.7.1 and 7.7.2 of this Constitution.

7.2 Transition Council

- 7.2.1 From the time of the adoption and registration of these rules the organisations who are members of Council shall each have the authority to appoint one individual as a Councillor to form a Transition Council until the 2008 Annual General Meeting ("the Transition Council")
- 7.2.2 The organisations referred to in clause 7.2.1 shall exercise the powers in that clause as expediently as possible and shall use their best endeavours to comply with the structure described in clause 7.1.
- 7.2.3 The Transition Council shall be subject to the terms of this Constitution. However should a conflict or difficulty arise during the transition period, it and the organisations referred to in clause 7.2.1, shall work in the best interests of the Forum to resolve the matters as practically as possible.

7.2.4 The members of the Transition Council shall all resign at the 2008 Annual General Meeting.

7.3 *Commitment of Councillors to Te Tiriti O Waitangi and the values and purposes of the Forum*

7.3.1 Each Councillor shall have a demonstrated and continuing commitment to Te Tiriti O Waitangi and the values and purposes of the Forum.

7.4 *Kaumatua*

7.4.1 The Council shall appoint a Kaumatua to the Forum.

7.4.2 The Kaumatua shall advise the Council and the Forum and may attend Council meetings but shall not have voting rights.

7.5 *Nominations*

As from the time of the Transition Council and for the 2008 and on going Annual General Meetings,

7.5.1 Any individual person who supports Te Tiriti O Waitangi and the values and purposes of the Forum may be nominated for the Council.

7.5.2 A nomination shall be made by a member of the Forum, and seconded by another member.

7.5.3 The nominator and seconder must be current financial members of the Forum at the time of nomination.

7.5.4 At nomination each nominee shall execute a declaration stating that they are legally able to be on Council.

7.6 *Election of Councillors*

7.6.1 Elections for Councillors shall be every two years.

7.6.2 The members of the Forum shall elect individual persons to be Councillors from among those nominated.

7.6.3 Ballot papers shall be sent to members at least 21 days before the Annual General Meeting.

7.6.4 The election of Councillors shall be by postal and electronic ballot and the elections shall be held in accord with the Forum's policy for election of Councillors.

7.7 Powers of the Council to appoint Councillors and a Patron

7.7.1 If any Council position becomes vacant between elections, the Council may appoint another Councillor to fill that vacancy until the next election.

7.7.2 The Council may co-opt members to the Council to meet identified needs. Such co-opted Councillors may have the same voting rights as elected Councillors.

7.7.3 The Council may appoint a Patron.

7.8 Term of Councillors

7.8.1 As from the 2008 Annual General meeting the term of a Councillor is two years, and each may stand for re-election twice i.e. a total of six years for a continuous term.

7.8.2 At the end of a continuous term of six years the Councillor shall only be eligible for re-election or co-option after a stand down of at least one year.

7.9 Election and appointment of Chairperson, Deputy-Chairperson, Treasurer and Secretary

7.9.1 At the first Council meeting following the Annual General Meeting, the Council shall decide which Councillors shall hold the positions of Chairperson, Deputy-Chairperson, Treasurer and Secretary. The Council shall do this using the procedures set out in its policy for the election and appointment of Councillors to these positions.

7.9.2 If the Chairperson or Deputy-Chairperson or Treasurer or Secretary should resign from the position or leave the Council, then the Council shall fill the vacancy through following procedures set out in its policy for the election and appointment of Councillors to these positions.

7.10 Other duties of Councillors

7.10.1 Councillors shall have a good and shared understanding of their duties and responsibilities and the Forum's policies and procedures.

- 7.10.2 At a Councillor's first Council meeting, and at any other appropriate time, Councillors shall complete a conflict of interest declaration and confidentiality agreement.

7.11 Cessation of position of Councillor

- 7.11.1 Persons shall cease to be Councillors when:
They resign by giving written notice to the Council, or
They are removed by decision at a Council meeting, for activity which is in breach of their obligations under this Constitution or brings the Forum into disrepute or
They are absent from three consecutive Council meetings without leave of absence, or
Their term expires.
- 7.11.2 If a person ceases to be a Council member, that person must within one month give to the Council all Forum documents and papers that are in his or her possession.

Risk management

A policy and a robust induction/training programme for new Councillors and an in depth knowledge of this constitution, the purposes, rules and liabilities will help manage risks.

Conflict of Interest

The Council will require a 'conflict of interest policy' and Councillors shall sign a 'declaration of conflict of interest' and abide by the policy.

Election Policy and Procedure

Details of the nomination and election procedure will be in a policy document.

Election and appointment of Chairperson, Deputy-Chairperson, Treasurer and Secretary

Details of the procedure for election and appointment of officers will be in a policy document.

Availability of Councillors

Each individual Councillor needs to be supported by the nominating Member (for example, given time for Forum business if the nominator is their employer), but will act in the interests of the Forum.

8 Conduct of Meetings

8.1 Chairing of meetings

8.1.1 All meetings of the Forum, its Council or Council committees, shall be facilitated by the Chairperson or in his/her absence the Deputy Chairperson or in the absence of both, another Council member.

8.2 Council meetings

8.2.1 Council meetings shall be conducted at least three times per year. Not all Council meetings need to be face to face and the Council shall have the power to use technology to ensure good process is used for meetings and decision making.

8.3 Annual General Meetings

8.3.1 The Annual General Meeting shall be held once every year within six months of the end of the financial year.

8.3.2 The business of the Annual General Meeting shall include: annual reports, announcement of results of election of Councillors when applicable, presentation of audited financial reports, membership subscription, notices of motion, general business, the appointment of an auditor, and deciding on any resolution and/or remit properly submitted.

8.3.3 Notice of the Annual General Meeting shall be sent to members at least 28 days prior to the meeting.

8.3.4 The Chairperson shall announce the nominees elected to Council at the Annual General Meeting, and a full list of Councillors shall be published in the newsletter and/or published on the website following the Annual General Meeting.

8.3.5 Any member wishing to raise a remit for an Annual General Meeting shall give written notice to the Secretary not less than 14 days before the Meeting. Council may consider all such notices and make recommendations to members.

8.4 Special General Meetings

8.4.1 A Special General Meeting may be held from time to time and may be called by Council or by a group of at least 10 financial members by applying to Council in writing. Those calling the Special General Meeting shall state the reasons for calling the Meeting in writing.

8.4.2 Notice of Special General Meetings shall be sent to members at least 28 days prior to the meeting.

8.5 Quorum

8.5.1 A quorum at any Council meeting shall be five people.

8.5.2 A quorum at any Annual General Meeting or Special General Meeting shall be ten members

8.5.3 A Member shall be allowed representation by proxy which shall not be counted as part of the quorum. Both parties must be financial members and the written proxy must be received by the Secretary prior to the meeting.

8.6 Decision making

8.6.1 Subject to the terms of this Constitution, wherever possible decisions shall be made by consensus.

8.6.2 When decisions cannot be reached by consensus the Chairperson shall be empowered to negotiate a solution which may include voting.

9 Powers

To further its purposes the Forum shall through its Council , including the Transition Council, have the following powers:

9.1 Finance

9.1.1 To use funds and other assets if:

It is for a purpose of the Forum, and

It is not for the sole personal or individual benefit of any Member, and

That use has been approved by the Council.

9.1.2 To borrow, raise or invest funds on such terms as may be in the best interest of the Forum.

9.1.3 To follow good financial practice including ensuring that all cheques and withdrawal slips are signed by a minimum of two persons who have authority from the Council.

9.2 Property

- 9.2.1 To sell, let/lease, mortgage or otherwise dispose of or deal with any of the Forum's property or assets.
- 9.2.2 To purchase, lease, hire or otherwise acquire any property or assets.

9.3 Additional Powers

- 9.3.1 To employ, retain or engage people.
- 9.3.2 Subject to the terms of this Constitution, to do all such other things which will further the purposes of the Forum having regard for the values.

9.4 Restriction on Private Pecuniary Gain

- 9.4.1 Nothing expressed or implied in these rules shall permit the activities of the members to be carried on for the private pecuniary gain of any individual except that the Council may pay from income/profit and for monies earned by it, any reasonable remuneration to an officer for special work done by that person in the Forum's business, and out of pocket expenses incurred by an officer in connection with the society's administration and business.

10 Signing of documents

- 10.1 The Common Seal of the Forum shall be kept in the custody and control of the Council.
- 10.2 The Common Seal shall be affixed to any document requiring the same only pursuant to the resolution of the Council and shall be attested by the signatures of two persons designated by the Council.

11 Indemnity

- 11.1 No Councillor shall be liable for any loss other than loss attributable to his or her personal dishonesty or his or her wilful commission of an act known to be a breach of Trust. Further no Councillor shall be liable in respect of the acts or omissions of any co-Councillor and shall not be bound to take any proceedings against any co-Councillor for any breach of Trust committed or alleged to have been committed by such co-Councillor.

- 11.2 The Councillors and the Council shall from time to time and at all times be indemnified by and out of the Forum's property from and against all costs, charges, losses, damages and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

12 Alteration of Rules

- 12.1 The rules of the Forum may be added to, altered or rescinded by a two third majority vote on a resolution at an Annual or Special General Meeting provided that any alterations that would detract from the Forum's charitable nature are prohibited.
- 12.2 Notice of any proposed changes shall be circulated at least 28 days prior to the Annual or Special General Meeting.

13 Winding Up

- 13.1 The Forum may be wound up at a Special General Meeting by a resolution passed by a two third majority of attending members; and confirmed by a two third majority of attending members at a subsequent Special General Meeting called together for that purpose not less than 30 days after the date on which the resolution was first passed.
- 13.2 In event of the Forum winding up, any surplus assets will be distributed to one or more registered charitable organisations in Aotearoa–New Zealand with aims similar to those of the Forum, as a two third majority of the attending members shall approve.

Policies that may accompany the proposed Forum Constitution 2008

“Policies are official statements of the way in which certain things will be done.” They guide conduct and action of the Forum and describe “the way we do things around here.” (Quotes from the NZ Institute of Chartered Accountants.)

Policies that may accompany the proposed Forum Constitution 2008 include:

Council

- The roles and responsibilities of Councillors and of the Kaumatua
- Councillor nomination and election procedures
- The Terms of Reference for Te Komiti Maori
- The roles and responsibilities of the Chairperson, Deputy-Chairperson, Treasurer and Secretary
- Delegated authorities
- Relationship between Council and Executive Director
- Election and appointment of Chairperson, Deputy-Chairperson, Treasurer and Secretary
- Induction and training programme for new Councillors
- Conflict of interest policy and
- Declaration of conflict of interest
- Declaration as provided by the Charities Act 2005.

Membership

- Membership application form that includes a clause the member understands and is committed to Forum values and purposes, and states who has authority to sign on behalf of organisation

Remits and resolutions policy

- Describes the process of submitting remits and notices of motion, what membership support is needed and how to bring them to the AGM and or Council.

Other

- Depending on feedback to issues raised in the Constitution

NB This page is for your information only – it is not intended for inclusion in the final Constitution.