Health Informatics New Zealand (“HINZ”) Constitution

1.0 Name
The Organisation shall be called Health Informatics New Zealand Incorporated.

2.0 Interpretation
• "Organisation" means Health Informatics New Zealand Incorporated.
• "Board" means the Governance Board of the Organisation as provided for in this Constitution.
• "General Meeting" means any gathering of members convened under the provisions of 10.2 or 10.8 of this Constitution for the purpose of dealing with the business of the organisation.
• "Communicate” or “Communication” means a message delivered via a means which may be electronic or written and is expected by the Board to reach the intended audience.

3.0 Mission Statement
The purpose of HINZ is to foster throughout New Zealand the development of knowledge and the utilisation of Informatics within all areas of clinical practice, education, research and the provision of healthcare generally.

4.0 Registered Office
The registered office of the Organisation shall be:
11 Drury Lane
Dairy Flat Auckland 0755

Postal Address of the Organisation shall be:
P.O. Box 300125
Albany Auckland 0752

Or at such place as may be determined by the Board from time to time and due notice of which shall be given to the Registrar of Incorporated Societies.

5.0 Membership

5.1 Qualification
Eligibility for membership includes any person or group interested in the mission objectives and activities of the Organisation. At a minimum, membership types will include:
• Individual membership - a member who subscribes as an individual
• Student membership - a full time student enrolled in an academic institution approved by the Board
• Organisational membership - an incorporated association, society, institution, organisation or company whose objectives are similar to those of HINZ
• Honorary membership: Will be offered at the discretion of the Board and will be without a subscription fee,
• Reciprocal membership: a member of an organisation approved by the Board for reciprocal membership.
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5.2 Admissions Applicants may apply for membership in such form as the Board shall prescribe from time to time. Upon acceptance, applicants will be admitted to membership after payment of the annual subscription. The Board may reject an application for membership in its absolute discretion, and need give no reason for deciding to reject the application. Any fees paid by the applicant will be returned upon the Board's decision to reject.

5.3 Resignations Any member of the Organisation may resign by communicating to the Secretary at any time, but shall not be entitled to a refund of any subscription paid. Any member, who remains non-financial for longer than six months and after communication of overdue fees, shall be deemed to have resigned.

5.4 Expulsion of a Member The Board, after due consideration, may expel a member if the continuation of their membership would be contrary to the interest of the organisation. Before a decision by the Board, the member shall be given a reasonable time and fair opportunity for response by the member under consideration. If a member is expelled, they shall be entitled to a refund of subscription paid.

6.0 Subscription

6.1 The Board shall determine the annual subscription fees for all Membership categories from time to time.

6.2 Annual subscriptions shall be due and payable in advance of the financial year.

6.3 If the annual subscription is not received within six (6) months of falling due, membership will expire as per item 5.3, unless the Board agrees otherwise.

7.0 Board

7.1 Composition of Board The Board shall consist of up to 9 members comprising either elected or appointed individuals, all with equal voting rights. The elected members will appoint additional members as needed to fulfil the stated purpose of the organisation. However the elected member proportion of the Board shall never be less than the appointed proportion, unless an insufficient number of individuals stand for the election process outlined in this constitution or there is a Board resignation during the year. In this case, the Board may appoint members to fill the vacancies. However, the following election will again seek a majority of elected individuals.

Members of the Board will select a Chairperson, Vice-Chairperson and Treasurer or such roles as the Board deems are needed to fulfil the stated purpose of the organisation.

The Board may co-opt additional Board Members as necessary for the proper conduct of its affairs as determined by the Board from time to time. Co-opted Board members will have no rights to vote on the Board and are not required to be members of HINZ. Co-opted
7.2 Eligibility of Board Members

Only voting members of HINZ may be elected or appointed to Board positions.

7.3 Term of Board Members

The term of office of each elected Board Member shall be two (2) years, with half, or a number most closely reaching half, of the Board Members retiring each year. Retiring Board members will be those holding office the longest since the last Board election. In the event that more than half of Board Members qualify for re-election, the Board will determine, with a simple majority vote, who will stand for re-election.

The term of office of each appointed Board member shall be until the commencement of the Annual General Meeting following their appointment.

A retiring Board member shall be eligible to stand for election to the Board.

7.4 Nomination of Board Members

The name of any member accepting nomination for election or re-election to the Board shall be communicated to the Secretary no more than five weeks and no less than three weeks prior to the date of the Annual General Meeting, proposed and seconded by two members of the organisation. The nominations will be communicated to the membership no less than three days before the annual general meeting.

7.5 Election of Board

If the nominations number the same or less than the vacancies for the Board, all shall be deemed as duly elected. Should voting be necessary a ballot will be held following voting protocols as laid out in the constitution.

7.6 Resignation of Board Members

Board members may communicate at any time their intention to resign from the Board. In the event of any elected member resigning, the Board shall have the power to appoint a financial member to the vacancy. A member appointed to fill a vacancy in this manner shall retire at the next Annual General Meeting following the appointment and shall be eligible for re-election.

7.7 Removal from Office

An appointed Board member may be removed from Board position by a simple majority vote of the quorum, with the chair entitled to a tie-breaking vote, if necessary.

7.8 Board Meetings

The Board shall meet a minimum of four times per year. If a Board member misses two consecutive meetings they may be asked to vacate their position on the Board.

7.9 Quorum

At any Board meeting two thirds of the total members shall constitute a quorum. Voting will carry with a simple majority of the quorum, with the chair entitled to a tie-breaking vote, if necessary.
7.10 Absence of Quorum
At the discretion of the Chair (or the Chair’s nominee), the meeting may proceed with its business, but all resolutions passed must be confirmed by a simple majority either electronically or at the next Board meeting. If any resolutions are not so confirmed at the subsequent meeting, those resolutions shall be null and void.

7.11 Powers of the Board
The Board shall have a controlling role in the management of the affairs of the Organisation to meet the purpose of the organisation that are not by this Constitution required to be done at a meeting of the members.

The Board may exercise its powers, even if there is a vacancy on the Board.

The Board may delegate any of its powers under this Constitution, other than the power of delegation, to: a Board Member, a sub-committee, a HINZ employee, another individual as determined by the Board from time to time.

8.0 Board Employees
The Board shall appoint such officers and employees as are required to carry out the business of HINZ. Officers will be appointed under terms and conditions specified by the Board.

8.1 Chief Executive Officer
If the Board appoints a Chief Executive Officer (CEO), he or she will attend the registered office as determined by the Board.

The CEO may not be a member of the Board. The CEO may be requested to attend Board meetings, however the CEO does not have a vote at Board meetings.

Unless otherwise determined by the Board, the CEO will also be the Secretary.

9.0 Finance
9.1 Record of Accounts
The Board shall keep or cause to be kept correct records of accounts. These will include annual accounts audited by the Auditor prior to each Annual General Meeting, and detailed budgets and progress reports for presentation to the Board quarterly or at such intervals as the Board may determine.

9.2 Financial Year
The financial year of the Organisation shall commence on the first day of April of each year.

9.3 Borrowing Powers
The Organisation may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Organisation.

The Organisation may invite and accept deposit of money from any member on such terms the Board may determine from time to time.
### 9.4 Preparation of Annual Financial Statement

The Organisation's Auditor shall be a member of the New Zealand Society of Accountants and shall not be a member of the Board. The Board will appoint an Auditor on an annual basis, and the Auditor may be re-appointed to the role.

At the end of each financial year the accounts of the Organisation shall be reviewed and a Financial Statement prepared for approval of the Board and made available at the Annual General Meeting. The Board may require the accounts of the Organisation to be audited at any other time during the financial year.

### 9.5 Honorary Solicitor

The Organisation may at its discretion appoint an Honorary Solicitor to advise and assist the Organisation.

### 9.6 Bank Account

The funds of the Organisation shall be under the control of the Board, who shall hold ultimate responsibility for the collection and receipt of all moneys due to HINZ and making of all payments authorised by HINZ.

All cheques and or bank transfers shall be approved by two persons who have been authorised by the Board. In addition, the Board may determine from time to time that cheques and other negotiable instruments must be signed by (2) Board members.

An account in the name of the Organisation shall be kept in a branch of the bank nominated by the Organisation.

### 9.7 Use of funds

The funds of the Organisation can only be applied towards the presently stated purposes of HINZ as outlined in this constitution.

### 9.8 Personal Benefit

Except as provided for in this clause, any income or advantage shall be applied to the purposes of the organisation and may not be paid or transferred directly or indirectly to any Member.

The following payments or reimbursements to members are permitted:

- a payment to a member as reasonable remuneration for expenses incurred by that member for service rendered to HINZ if the payment or reimbursement is approved by the Board.
- any service rendered to HINZ by a member in a professional or technical capacity, other than in his or her capacity as a Board Member, if the provision of the services and the payment is approved by the Board prior to the rendering of the service and if the payment is no more than an amount which commercially would be a reasonable payment for the services;
- provision the Board Member of an indemnity against liability incurred as an officer of HINZ and against legal costs incurred in defending an action for liability incurred as Board Member of HINZ to a member who is or has been a Board Member of HINZ
- a payment to a member of any research grant that has been approved by the HINZ Board.
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10.0 Meetings

10.1 Annual General Meeting

The Annual General Meeting shall be at a time and location that the members have designated from the previous Annual General Meeting. If there is no member agreement, the Board will establish the date and location. The following business will be transacted at the annual general meeting:

1. To receive the Annual Report of the Chairperson.
2. To receive Financial Statement of audited Annual Accounts.
3. To elect and confirm the elected Board for the following year.
4. To consider any other relevant business.

10.2 Notice of Annual General Meeting (AGM)

The notice shall be communicated to every member of the Organisation. The notice shall be issued at least 21 clear days prior to the date of the AGM and shall include an agenda. The non-receipt of such notice by any person entitled to receive notice shall not invalidate any resolutions passed at the meeting.

10.3 Chairperson

At all general meetings and meetings of the Board, the chairperson shall be the Board member designated by the Board as Chairperson, or, if absent, a temporary Chairperson shall be designated by the absent Chairperson for the duration of the meeting.

10.4 Proxies

A member may appoint a person as the member's proxy to attend and vote for the member at a meeting. An appointment of a proxy is only valid if the member making the appointment signs the proxy form, which is communicated to members at the time of meeting notification. The Secretary must receive proxies no less than 24 hours prior to the AGM to be valid at the meeting.

10.5 Voting

Individual, organisation and honorary members in good financial standing will each be entitled to a single vote. Student and reciprocal members are not entitled to vote.

Voting at any meeting, including the election of the Board members, may be by a show of hands, but if any member shall require it, voting shall be determined by ballot. Before any vote is taken the chairperson must inform the meeting whether any proxy votes have been received and how these votes will be cast.

10.6 Quorum

At any general meeting of the Organisation twenty members or one seventh of the total membership of the Organisation, whichever is the lower, shall constitute a quorum. If the person is attending as a proxy or group representative, that person is only counted once for the purpose of determining a quorum.
10.7 Absence of Quorum

At the discretion of the Chairperson (or the Chairperson's nominee), the meeting may proceed with its business, but all resolutions passed must be confirmed at the next general meeting. If any resolutions are not so confirmed at the subsequent meeting, those resolutions shall be null and void.

10.8 Extraordinary General Meetings

Extraordinary general meetings may be convened and communicated by the Secretary at the direction of the Board or at the request of one seventh of the membership.

11.0 Public Announcements

No member shall independently make any public announcement regarding any matter on behalf of Organisation without prior consultation and consent of the Board.

12.0 Alterations To Constitution

This constitution and any rules made there under, may be altered, added to, or rescinded at any time by a two thirds majority of the responding members voting by ballot, postal or otherwise, provided that the Secretary shall give not less then 21 days notice in writing to all members of the proposed alteration.

13.0 Common Seal

The Board shall hold on behalf of the Organisation a common seal, the imprint of which is in the margin hereof. The common seal shall remain in the custody of the Secretary and shall be fixed by resolution of the Board or the Organisation in general meeting and affixing of the seal shall be attested to by two Board members.

14.0 Windup

If upon winding up or dissolution of the Organisation there remains, after satisfaction of all its liabilities, any assets, these shall be offered to an appropriate professional health body to be utilised to further Health Informatics in New Zealand.