

# General Practice Owners Association of Aotearoa New Zealand Incorporated Constitution.

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## DEFINITIONS AND INTERPRETATIONS

- a. Annual General Meeting means the annual meeting of the Association convened and held in accordance with this Constitution.
- b. Association means the General Practice Owners Association of Aotearoa New Zealand Incorporated.
- c. Board means the governing committee of the Association constituted under Section 5, each member of which is a “Board member”.
- d. Chairperson means a Board member or independent co-opted Board member appointed as chair by a majority of the Board.
- e. Code of Professional and Ethical Conduct means the code of professional and ethical conduct as may be approved by the Board from time to time.
- f. Complaints Policy and Procedure means the complaints policy and procedure for Members of the Association as may be approved by the Board from time to time.
- g. Contracted Provider means a provider and contract holder under the current instrument of funding providers pursuant to national government funding of:
  - a. First contact care or first contact services for citizens for Aotearoa, and/or,
  - b. Urgent Care services
- h. ESU means Enrolled Service User as referenced with regards to enrolled patients in the current instrument of funding providers pursuant to national government funding of first contact care or first contact services for citizens for Aotearoa
- i. Financial Year shall mean the 12-month period ending on 30 June in every year.
- j. General Practice means a provider of services as contracted through the current instrument of funding providers pursuant to national government funding of first contact care or first contact services for citizens for Aotearoa
- k. In writing means hand-written, printed or electronic communication of words or a combination of these methods.
- l. Member means a paid-up member of the Association with voting rights.
- m. Owner means a provider and contract holder under the current instrument of funding providers pursuant to national government funding of:
  - a. First contact care or first contact services for citizens for Aotearoa, and/or,
  - b. Urgent Care services
- n. Patient means an Enrolled Service User (ESU) and/or an individual for whom health care services and/or advice is given by the General Practice or Urgent Care provider.

- o. Registered Office shall be the New Zealand street address of the Secretariat of the Association or at any other New Zealand street address, which may be decided by the Board.
- p. Rules means these rules as may be amended from time to time.
- q. Secretariat means the administrative arm of the Association, which manages the day-to-day operations and undertakes other duties as delegated by the Board. Board members, Members, paid staff, consultants or any other person or body as determined by the Board from time to time, may undertake secretariat activities.
- r. Special Resolution means a resolution that requires not less than two-thirds (66%) of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.
- s. The Act means the Incorporated Societies Act 1908 and any amendments or substitutions.
- t. Urgent Care means services provided under the current instrument of funding providers pursuant to national government funding of Urgent Care services.

## TE TIRITI O WAITANGI

The Association shall in all its operations and actions, act in accordance with, and being fully cognisant of, The Treaty of Waitangi.

## NAME / INGOA

- 1.1 The name of the Association will be the General Practice Owners Association of Aotearoa New Zealand Incorporated.
- 1.2 The location of the Registered Office shall be as determined by the Board from time to time.

## PURPOSE / WHĀINGA

- 2.1 The purpose of the Association will be to provide national leadership on key issues affecting contract holders of General Practice and Urgent Care services. In particular the Association will aim:
  - a. To promote, protect and improve the collective interests of Members.
  - b. To advocate for and support the sustainability and viability of Members businesses and the services they provide in order to ultimately ensure the continuity of locally accessible and high-quality, patient-centric care.
  - c. To provide strong, credible and effective national representation for New Zealand's network of General Practice and Urgent Care business owners, including, but not limited to, the country's network of smaller, owner-operated providers.
  - d. To improve the health of the population of New Zealand and advocate for high-quality, accessible and equitable patient care.
  - e. To support the productivity and efficiency of the New Zealand Health and Disability System.

- f. To promote, protect and support the innovation capability of Members.
- g. To help Members promote and improve the efficiency of their businesses.
- h. To uphold the professional reputation of Members collectively, and the value of the quality branding conferred by membership of the Association.
- i. To provide sector leadership on issues affecting Members by:
  - 1. Providing effective representation of Association members on and to bodies with influence on General Practice and Urgent Care services or associated professions.
  - 2. Influencing and promoting legislation, regulations and policy for the betterment of the interests of the Members or for the accomplishment of any of the Association's objectives.
  - 3. Liaising and co-operating with Government and other bodies and agencies for the accomplishment of any of the Association's objects
  - 4. To act as agent for the Members (either individually or collectively) in negotiation or consultation with Crown Agents or other funding bodies regarding contractual service arrangements and associated funding.
  - 5. To do anything necessary or desirable in pursuit of the above objects.

## POWERS / TAKETAKE

- 3.1 The Association will have the following powers:
  - a. To use its funds as the Board thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
  - b. To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Board thinks necessary or proper for the purpose of attaining the objects of the Association and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
  - c. To invest surplus funds in any way permitted by law and upon such terms as the Board thinks fit.
  - d. To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as a majority of the members think fit.
  - e. To do all things as may from time to time be necessary or desirable and legal to give effect to and attain the objects of the Association.
- 3.2 All such activities detailed above are to be carried out within the parameters of the approved budget.

## MEMBERSHIP / HUANGA

- 4.1 Membership of the Association shall be subject to approval by the Board and open to any entity which:
- a. Is a body which supports the purposes of the Association and
  - b. Is a contracted provider under the then current instrument of funding providers pursuant to national government funding of:
    - First contact care or first contact services for citizens for Aotearoa; and/or,
    - Urgent care services
- and
- c. Pays the membership subscription as set from time to time by a General Meeting of the Association and
  - d. Is not a Crown Entity (or owned by a Crown Entity) responsible for the purchase, procurement or commissioning of such first contact care or services.
- 4.2 Application for membership should be made in writing to the secretary stating that the applicant:
- a. Wants to become a member
  - b. Complies with each of the Membership criteria listed in 4.1
  - c. Agrees to comply with the Association's constitution, including paying the relevant membership levy.
- 4.3 A register of members of the Association will be maintained by the Board in accordance with the provisions of the Incorporated Societies Act 1908 and subsequent enactments. The register shall include each member organisation's full name, address, ownership, incorporated status, enrolled service users, and, full contact details.
- 4.4 Any member may resign membership of the Association by giving not less than 3 months prospective written notice to the Chairperson. The Board will maintain a record of any resignation.
- 4.5 If a current subscription has not been paid by any member, membership will cease six weeks after a subscription has lapsed and reinstatement of membership shall be conditional upon payment of the overdue subscription plus any current subscription at the time of re-application.
- 4.6 The procedure for expulsion of members will (other than as set out in 4.5) be as follows:
- Any person or organisation may make a complaint to the Board that the conduct of a member of the Association is or has been injurious to the character of the Association. Every such complaint will be in writing and addressed to the Chairperson.

- If the Board considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Board and to offer a written and/or oral explanation of the member's conduct.
- The Board will give the member at least fourteen (14) days written notice of the meeting. The notice will:
  - Sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
  - Inform the member that if the Board is not satisfied with the member's explanation the Board may expel the member from the Association.
- If in the meeting the Board decides to expel the member from the Association the member will cease to be a member of the Association.
- A member expelled by the Board may within fourteen (14) days give written notice of appeal to the Chairperson. The Chairperson will then call a Special General Meeting to take place within twenty eight (28) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.
- The resolution process shall otherwise be as agreed by the Board.

## GOVERNANCE / TE KOMITI WHAKAHAERE

5.1 The day-to-day Governance of the Association shall be delegated by the full membership to a Board.

### **Board**

- 5.2 The Board will comprise a minimum of five and a maximum of seven Board members who shall be elected by Members of the Association. The arrangements and rules for such elections shall clarify:
- a) The number of votes each Member of the Association is able to cast – and which shall be determined by the existing Board taking into account the number of Board vacancies available to be filled
  - b) How each Member's vote will be weighted, which may include, but not be limited to, each Member's number of enrolled patients in the preceding full quarter prior to the Annual General Meeting or date of the vote, if different.
- 5.3 Each GenPro member (or "group" of member practices under significant common ownership) shall be allowed a maximum total of 1 owner, employee (or similar representative) as an elected member on the GenPro Board.
- 5.4 The Board will have the power to co-opt additional Board members from time to time to ensure appropriate representation, capacity and capability. The Board shall explicitly use this power as required to ensure that the Board always includes representation for smaller, owner-operated Members of the Association.
- 5.5 The Board shall annually elect the Chairperson and Deputy Chairperson of the Association from its elected or co-opted Board members and which may include the appointment of an independent Chair/Deputy Chair.

- 5.6 A minimum of two Board members shall resign (and be eligible to stand for re-election) at each Annual General Meeting. In the absence of a minimum of two voluntary resignations, or a rotation policy agreed by the Board, the Chief Executive (or equivalent) shall draw names from a hat to determine the two resignations. The Chief Executive (or equivalent) shall confirm those planned resignations and call for new nominations at least 30 days in advance of the scheduled Annual General Meeting.
- 5.7 The Chief Executive (or equivalent) shall circulate ballot papers (which may be electronic) at least 14 calendar days in advance of the Annual General Meeting to each Association Member. The ballot process shall confirm the number of vacancies.
- 5.8 No member of the Board may continue as a Board member for more than 3 years without resigning and standing for re-election as set out in 5.6 above.
- 5.9 The Board will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Board or among its named officers until the next Annual General Meeting.
- 5.10 Notifications calling for nominations to vacant Board positions are to be sent in writing to all Members at least 30 days prior to the Annual General Meeting.
- a. All nominations must be in the hands of the Secretariat 20 days prior to the Annual General Meeting.
  - b. A proposer and seconder must sign the nominations. The nominee must also agree in writing to accept nomination. The Proposer and seconder must be separate Members of the Association.
  - c. In the event the nominations received do not exceed the number of vacancies, the Board may declare the nominees duly elected without the need for a ballot of any kind.
  - d. Voting forms, whether paper or electronic, shall be forwarded to all Members no later than 14 days prior to the Annual General Meeting.
  - e. Voting must be concluded at least 5 days before the Annual General Meeting.
  - f. The Board may appoint two scrutineers to determine the result of the election.
- 5.11 As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- 5.12 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Board members comply with these Rules.
- 5.13 Board members must exercise their powers and discharge their duties—
- a. In good faith in the best interests of the Association;
  - b. For a proper purpose;
  - c. With care and diligence; and
  - d. To avoid and declare any potential or perceived conflicts of interest.

- 5.14 Board members and former Board members must not make improper use of—
- a. Their position
  - b. Information acquired by virtue of holding their position to gain an advantage for themselves or any other person; or
  - c. To cause detriment to the Association.
- 5.15 The business of the Association must be managed by or under the direction of the Board.
- 5.16 The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the Members.
- 5.17 The Board may—
- a. Appoint and remove the chief executive officer (or equivalent position);
  - b. Approve (and from time to time amend) a Code of Professional and Ethical Conduct and a Complaints Policy and Procedure, both of which will be binding on all Members once notice is given to Members of them (which may be done in the same manner as a notice of meeting is given under Rule 6 b ii). That code of Professional and Ethical Conduct and the Complaints Policy and Procedure may be published on the Association's website.
- 5.18 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
- a. This power of delegation; or
  - b. A duty imposed on the Board by the Act or any other law.
- 5.19 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 5.20 The Board may, in writing, revoke a delegation wholly or in part.

#### Sub-Committees

- 5.21 The Board may be supported by any sub-committees as determined as necessary by the Board. The appointment of such sub-committees shall be as determined by the Board and may include, but not be limited to, Members elected on a regionally representative basis.

#### Voting Arrangements

- 5.22 Notwithstanding the election of Board members as set out in 5.2 above, the Board may call for a vote on any matter for which it determines a vote may be necessary. The voting arrangements will be as determined by the Board and may, as appropriate, be:
- a. A vote of Board members only, on a one Board member, one vote basis
  - b. A vote of all Association Members, weighted according to each Member's number of enrolled patients
  - c. A vote of all Association Members, on a one-Member, one vote basis
  - d. An alternative suitable voting process.

## GENERAL MEETINGS / NGĀ HUI WHĀNUI

- 6.1 "General Meeting" refers to regular Member Meetings and both Annual General Meeting and Special General Meeting, unless otherwise specified.
- 6.2 At least fourteen (14) days written notification of each General Meeting will be given to members at the current address for such members recorded in the register of members. It will be the responsibility of members to keep the office of the Association informed of their contact details.
- 6.3 Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Board. Full information will be provided concerning any proposed amendments to the constitution or any matter which is the business of a Special General Meeting. Such information will be supplied to any member requesting it.
- 6.4 The quorum for a General Meeting will be half of the members to be present in person (or electronically if agreed in advance by the chair) or by proxy or by nominee.
- 6.5 General Meetings shall be held at intervals determined by the Board and using any medium determined by the Board including, but not limited to, face-to-face meetings, teleconference.
- 6.6 The Balance Date shall be 30 June annually and the associated Annual General Meeting shall be held at a date determined by the Board but no later than 31 December following the respective Balance Date.
- 6.7 As all member organisations will retain their own sovereignty, all resolutions will be decided by consensus or according to a vote as per 5.21.
- 6.8 Only current paid-up members present in person or by proxy or by nominee, will be eligible to vote at any General Meeting.

## SPECIAL GENERAL MEETINGS / NGĀ HUI OHORERE

- 7.1 Special General Meetings may be called by the Board or by a written request made by at least five (5) members and delivered to the Chairperson. Where the meeting has been called on the written request of five (5) members it will be called within thirty (30) days of the delivery of that request to the Chairperson.
- 7.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members (see section 6.3).



## DISPUTES / TAUTOHE

- 8.1 In the event of a dispute between Members or Member Representatives which is deemed in the Board's discretion to be a serious dispute of significance to the activities or functioning of the Association, the Board may intervene to promote a resolution between the parties.
- 8.2 The Board may (if requested by one or more of the parties to a dispute referred to in Rule 8.1) intervene in such a manner as it so determines (but without any obligation to do so) to promote a resolution between the parties.

## INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO PURPOSES / KO NGĀ RAWA HEI PAINGA MŌ TE IWI

- 9.1 The Board shall be responsible for the development and adherence to an annual plan, budget and membership subscription structure.
- 9.2 The Board is responsible for keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained.
  - a. Annual financial statements for presentation at each Annual General Meeting will be prepared in accordance with statutory requirements.
  - b. The income and property of the Association shall be applied solely towards the promotion of the purpose of the Association and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to any Member or those who have previously been Members.
  - c. Nothing shall prevent the payment in good faith of remuneration or payment for services or goods provided by any Member or employee of a Member for any service actually rendered to the Association, provided that any contract for the engagement of that Member with the Association has been fully disclosed to the Board. If the service is to be rendered by a Board member, that person shall not be present at any deliberations or vote on any matter in which he or she is financially interested.
  - d. Nothing shall prevent the reimbursement from the funds of the Association, as may be decided by the Board, of expenses which are incurred by Board members, or officers in carrying out duties for the Association which, by reason of offices held by them under these Rules they are required to perform, or duties for which they are specifically appointed by the Board.
  - e. The Board may use the funds of the Association as it considers necessary, expedient or proper in payment of the costs and expenses in furthering or carrying out the objects of the Association including the employment of solicitors, auditors, officers, agents, consultants and employees or others authorised to perform the functions delegated to the Secretariat.
  - f. The Association may invest and deal with funds of the Association not immediately required in such a manner as decided by the Board.

- 9.3 No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 9.4 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

## **COMMON SEAL / TE TOHE TAKETAKE**

- 10.1 The Common Seal of the Association will be kept in the custody and control of the Chairperson.
- 10.2 When required, the Common Seal will be affixed to any document following a resolution of the Association and will be signed by the Chairperson and one other person appointed by the Board.

## **ALTERATION OF RULES / TE WHAKAREREKĒTANGA TURE**

- 11.1 The rules of the Association may only be amended [in any way] by a majority of eligible members personally present or their approved proxies or nominees at any General Meeting provided that no addition to or alteration of the objects clause, the pecuniary profit clause, the activities limited to New Zealand clause, or the winding up clause will be approved without the prior consent of the Department of Inland Revenue.

## **ACTIVITIES LIMITED TO NEW ZEALAND / NGĀ MAHI KI AOTEAROA**

- 12.1 The activities of the Association will be limited to New Zealand.

## **DISPOSITION OF SURPLUS ASSETS / TE TUKU TOENGA RAWA**

- 13.1 The Association may be wound up if at a General Meeting of its members, it passes a resolution to wind up, and the resolution is 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 to be confirmed was passed.
- 13.2 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 or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand. If the Association is unable to resolve any disagreement over the distribution of surplus assets, then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.