

Constitution Rules 2021

Introductory rules

1. Name

1.1 The name of the society is Hospital Play Specialists' Association of Aotearoa/New Zealand Incorporated (in these **Rules** referred to as the '**Society**').

2. Definitions

2.1 In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

2.2 '**Act**' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

2.3 '**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

2.4 '**Associated Person**' means a person who:

2.4.a may obtain a financial benefit from any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**

2.4.b may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates

2.4.c is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates

2.4.d may be interested in the matter because the Society's constitution so provides.

2.4.e but no such **Member** shall be deemed to have any such interest:

2.4.f merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or

2.4.g if that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other members of the **Society** due to the membership of those members; or

2.4.h if that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member's** responsibilities under this Act or the **Society's** constitution; or

2.4.i if that **Member** is an officer of a union and that **Member's** interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

2.5 'Chair/President' means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

2.6 'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

2.7 'Committee' means the **Society's** governing body.

2.8 'Committee Member' means a member of the **Committee**, including the **Chair/President, Secretary and Treasurer**.

2.9 'Deputy Chair/Vice President' means the **Committee Member** elected or appointed to deputise in the absence of the Chair/President.

3. Meetings

3.0 'General Meeting' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

3.1 'Matter' means (a) the **Society's** performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

3.2 'Member' means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

3.3 'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

3.4 'Register of Interests' means the register of interests of **Committee Members** kept under these **Rules**.

3.5 'Register of Members' means the register of **Members** kept under these **Rules**.

3.6 'Rules' means the rules in this document.

3.7 ‘Secretary’ means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

3.8 ‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

3.9 ‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

4. Purposes

4.1 The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to

4.1.a Promote the profession of Hospital Play Specialists

4.1.b Provide professional support for Hospital Play Specialists working throughout New Zealand

4.1.c Set and monitor standards for registration of Hospital Play Specialists by the Association.

4.1.d Encourage research and publication.

4.1.e Adopt a Code of Ethics for members of the Association.

4.1.f Develop training programmes for Hospital Play Specialist Programmes in conjunction with tertiary providers.

4.1.g Disseminate information on the psychosocial needs of children and young people in healthcare settings.

4.1.h Promote the employment of appropriately trained staff to be responsible for Play Specialist education programmes in healthcare settings.

4.1.i Liaise and cooperate with organisations which have common objectives

4.1.j Raise money by subscription or donation, to be used to further the objects of the Association.

4.1.k Do all such other things as are incidental or conducive to the objects of the Association.

4.1.l Advance education by advocating play and learning and promoting coping for children in health care settings which meet their developmental, mental/tinana, physical/hinengaro, spiritual/wairua and emotional/whatumanawa needs

4.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**

4.3 No **Member**, or **Associated Person**, is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.

4.4 Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

5. Registered office

5.1 The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

6. Power to borrow money

6.1 The **Society** does not have the power to borrow money.

7. Other powers

7.1 In addition to its statutory powers, the **Society**:

7.1.a may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and

7.1.b may reinvest in bank deposits

8. Members

8.1 Minimum number of members

8.1.a The **Society** shall maintain the minimum number of **Members** required by the **Act**.

9. Becoming a member: consent

9.1 Every applicant for membership must consent in writing to becoming a **Member**.

10. Becoming a member: process

10.1 An applicant for membership must complete an online application via the Hospital Play Specialist Association website, ensuring all required areas are completed.

10.2 Memberships will be accepted under the following criteria:

10.2.a Full: For professionals working as Hospital play Specialists in New Zealand, either with a DHB or alternative organisation. Full members have voting rights within the Association. Note: Proof of employment may be required

10.2.b Associate: For individuals or students from related professions, such as nurses or education staff etc, individuals previously employed as Hospital Play Specialists, or those who are interested in continuing to support the profession. Associate members will have speaking rights but not voting rights.

11. Obligations and rights

11.1 Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.

12. Other obligations and rights

12.1 All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

12.2 A **Member** is only entitled to exercise the rights of membership if all subscriptions and any other fees have been paid to the **Society** by due date'

13. Subscriptions and fees

13.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting**.

13.2 Any **Member** failing to pay the annual subscription within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall not have membership rights and shall not be entitled to participate in any **Society** activities at membership rates.

If such arrears are not paid within 2 months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership.

14. Ceasing to be a member

14.1 A **Member** ceases to be a **Member**:

14.2 By resignation from that **Member's** class of membership by notice to the **Secretary**, or

14.3 on termination of a **Member's** membership following a dispute resolution process under these **Rules**.

15. Becoming a member again

15.1 Any former **Member** may apply for re-admission in the manner prescribed for new applicants,

15.2 However, if a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by recommendation of the **Committee**.

16. General meetings

16.1 Annual General Meetings

16.2 An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Committee** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

16.3 Annual General Meetings: business

16.4 The business of an **Annual General Meeting** shall be to:

16.4.a confirm the minutes of previous **Society** Meeting(s),

16.4.b adopt the annual report on **Society** business,

16.4.c adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,

16.4.d set any subscriptions for the current financial year,

16.4.e consider any motions,

16.4.f consider any general business.

16.5 The **Committee** must, at each **Annual General Meeting**, present the following information:

16.5a an annual report on the affairs of the **Society** during the most recently completed accounting period,

16.5.b the annual financial statements for that period, and

16.5.c notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

17. Special General Meetings

17.1 **Special General Meetings** may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 10 per cent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

17.2 The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the Meeting.

18. Procedure

18.1 The **Committee** shall give all **Members** at least 15 **Clear Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

18.2 The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

18.3 All financial full **Members** may attend, speak and vote at **General Meetings**:

18.3.a in person, or

18.3.b by a signed original written proxy via email in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**.

18.3.c No other proxy voting shall be permitted.

18.4 No **General Meeting** may be held unless at least 10 percent of eligible financial **Members** attend. This will constitute a quorum.

18.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair/President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid

18.6 **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

18.7 All **General Meetings** shall be chaired by the **Chair/President**. If the **Chair/President** is absent, the meeting shall elect another Committee Member to chair that meeting

18.8 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote

18.9 Any person chairing a **General Meeting** may:

18.9.a With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned

meeting other than the business left unfinished at the meeting from which the adjournment took place.

18.9.b Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and

18.9.c In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

19. Motions

19 The **Committee** may put forward motions for the **Society** to vote on (**Committee Motions**), which shall be notified to Members with the notice of the **General Meeting**.

19.a Any Full **Member** may request that a motion be voted on (**Member's Motion**) at a **General Meeting**, by giving notice to the **Secretary** at least 15 **Clear Days** before that meeting. The **Member** may also provide information in support of the motion (**Member's Information**).

20. Minutes

20.1 Minutes must be kept by the **Secretary** of all **General Meetings**.

21. Committee

21.1 Composition

21.2 The **Committee** will consist of at least 6 **Committee Members** who are:

21.2.a Full **Members**; and

21.2.b natural persons; and

21.2.c not disqualified by these **Rules** or the **Act**.

21.3 The **Committee** will include:

21.3.a a **Chair/President**,

21.3.b **Vice President, President Elect**

21.3.c **Secretary** and a **Treasurer**, and up to

21.3.d 6 other **Committee Members**.

21.4 These roles can be filled by the communal group.

21.5 There must be a South Island representative on the committee

22. Qualifications

22.1 Prior to election or appointment, every **Committee Member** must consent in writing to be a **Committee Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**.

23. Election or appointment

23.1 The election of **Committee Members** shall be conducted as follows:

23.2 At least seven **Clear Days** before the date of the **Annual General Meeting**, the **Secretary** shall give **Notice** to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Secretary** by or on behalf of each nominee, in support of the nomination.

23.3 Only full financial **Members** who are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act** may stand for election and vote in elections.

23.4 If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.

23.5 Votes shall be cast in such a manner as the chairperson of the **Annual General Meeting** shall determine.

23.6 Two full **Members** (who are not nominees) or associate **Members** appointed by the chairperson of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.

23.7 The failure for any reason of any full financial **Member** to receive such **Notice** shall not invalidate the election.

23.8 In the event of any vote being tied the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).

24. Term

24.1 The term of office for all **Committee Members** shall be 2 year(s), expiring at the end of the **Annual General Meeting** In the year corresponding with the last year of each **Committee Member's** term of office.

24.2 No **Chair/President** shall serve for more than 4 consecutive years as **Chair/President**.

24.3 The President and the Treasurer shall complete their terms of office at alternate Annual General Meetings.

25. Removal

25.1 Where a complaint is made about the actions or inaction of a **Committee Member** the complaints policy process should be followed.

26 Cessation of Committee membership

26.1 A **Committee Member** shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a Financial full **Member**.

26.2 Each **Committee Member** shall within 15 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by such former **Committee Member**.

27. Functions

27.1 From the end of each **Annual General Meeting** until the end of the next, the Society shall be governed by the **Committee**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting**.

28. Officers' duties Mandatory

28.1 At all times each **Committee Member**:

28.1.a. shall act in good faith and in what he or she believes to be the best interests of the **Society**,

28.1.b must exercise all powers for a proper purpose,

28.1.c must not act, or agree to the **Society** acting, in a manner that contravenes the Statute or this Constitution,

28.1.d when exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, and the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,

28.1.e must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and

28.1.f must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

29. Powers

29.1 Subject to these **Rules** and any resolution of any **General Meeting** the **Committee** may:

29.1.a exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and

29.1.b enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-committee, employee, or other person.

30. General issues

30.1 The **Committee** and any sub-committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.

30.2 Other than as prescribed by the **Act** or these **Rules**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

30.3 Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these **Rules** shall be final and binding on all **Members**.

31. Conflicts of interest

31.1 A member of the **Committee** and/or of a sub-committee is interested in a matter if the member of the **Committee** and/or sub-committee:

31.1.a. may obtain a financial benefit from the matter; or

31.1.b. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or

31.1.c. may have a financial interest in a person to whom the matter relates; or

31.1.d. is a partner, director, member of the **Committee** and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

31.2 However, a member of the **Committee** and/or sub-committee is not interested in a matter—

31.2.a. merely because the member of the **Committee** and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the **Act**; or

31.2.b. if the member of the **Committee's** and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the membership of those **Members**; or

31.2.c. if the member of the **Committee's** and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the **Committee** in carrying out the member of the **Committee's** and/or sub-committee's responsibilities under the **Act** or the **Rules**; or

31.3.d. if the member of the **Committee** and/or sub-committee is a member of the committee of a union and the member of the **Committee's** and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

31.4 A member of the **Committee** and/or sub-committee who is interested in a matter relating to the **Society** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

31.4.a. to the **Committee** and/or sub-committee; and

31.4.b. in an interests register kept by the **Committee**.

31.5 Disclosure must be made as soon as practicable after the member of the **Committee** and/or sub-committee becomes aware that they are interested in the matter.

31.6 A member of the **Committee** and/or sub-committee who is interested in a matter—

31.6.a. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter; and

31.6.b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but

31.6.c. may take part in any discussion of the **Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

31.6.d However a member of the **Committee** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

31.7 Where 50 per cent or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a **Special General Meeting** must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the **Committee** shall consider and determine the matter.

32. Committee meetings

33. Frequency

33.1 The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair/President** or **Secretary**.

34. Procedure

34.1 The quorum for Committee meetings is at least half the number of Committee Members.

35. Records

36. Register of members

36.1 The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under **the Act**.

37. Access to register of members

37.1 With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Committee or Council Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

38. Register of interests

38.1 The **Secretary** shall at all times maintain an up-to-date register of the interests disclosed by **Committee Members**.

39. Finances

40. Control and management

40.1 The funds and property of the **Society** shall be:

40.1.a controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and

40.1.2 devoted solely to the promotion of the purposes of the **Society**.

41. Balance date

41.1 The **Society's** financial year shall commence on 01/01 of each year and end on 31/12 (the latter date being the **Society's** balance date).

42. Dispute resolution

43. Raising disputes

43.1 Any grievance by a **Member**, and any complaint by anyone, is to be lodged as per the complaints policy which can be found the website.

44. Resolving disputes

44.1 The disputes will be resolved as per the complaints policy on the website.

45. Winding up

46. Process

46.1 The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.

46.2 The **Secretary** shall give **Notice** of at least 15 business days to all **Members** of the proposed motion to wind up the **Society**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Committee** in respect to such notice of motion.

46.3 Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

47. Surplus assets

47.1 If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

48. Alterations to the Rules

49. Amending these Rules

49.1 The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.

49.2 Any proposed motion to amend or replace these **Rules** shall be signed by at least 60 per cent of eligible **Members** and given in writing to the **Secretary** at least 15 **Clear Days** before the **General Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

49.3 At least 15 **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

49.4 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration, and shall take effect from the date of registration.

49.5 When an amendment is approved by a **General Meeting** it shall be provided to Charities Services within three months of the date of the amendment.

50. Other

51. Common seal

51.1 The common seal of the **Society** must be kept in the custody of: the **Chair/President**

51.2 The common seal may be affixed to any document:

51.2. a. by resolution of the **Committee**, and must be countersigned by two **Committee Members** or by one **Committee Member** and: the treasurer

51.2.b. by such other means as the **Committee** may resolve from time to time.

52. Contact person

52.1 The **Society's** Contact Officer must be:

52.1.a At least 18 years of age, and

52.1.b A Full Committee Member, and

52.1.c At all times be resident in New Zealand, and

52.1.d Not disqualified under the Statute from holding that office

52.1.e and shall be the Chair/President

52.2 Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or the **Society** becoming aware of the change.

53. Bylaws

53.1 The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.