



**Hauora  
Taiwhenua**  
Rural Health  
Network

# Charter

## Te Whare Taumata o ngā Hōhipere Taiwhenua Rural Hospital Chapter

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## **1. ESTABLISHMENT OF TE WHARE TAUMATA O NGĀ HŌHIPERE TAIWHENUA RURAL HOSPITAL CHAPTER & OBJECTS**

### **Establishment**

1. This is the Charter of Te Whare Taumata o Ngā Hōhipere Taiwhenua / Rural Hospital Chapter of Hauora Taiwhenua (the Chapter). The Chapter established by the Hauora Taiwhenua / Rural Health Network Inc (HTRHN) under Rule 8.1, 8.2 or 21.2 of the Constitution & Rules of HTRHN (Rules).
2. The Chapter does not have separate corporate existence and acts solely through HTRHN.
3. This Charter does not amend the Rules. In the event of a conflict or inconsistency between this Charter and the Rules, the Rules will prevail to the extent of the conflict or inconsistency.

### **Commitment to Te Tiriti o Waitangi**

4. The Chapter acknowledges Te Tiriti o Waitangi as the foundation document of Aotearoa and underpins all activities of the Chapter
5. The Chapter will prioritise rural health and wellbeing activity that acknowledge the unique place of Māori as tangata whenua and address inequity in Māori health and wellbeing outcomes
6. The Chapter understands that HTRHN is a learning organisation and is open to this Charter changing at any stage to better reflect the aims and purposes of the Society and its commitment to Te Tiriti o Waitangi.

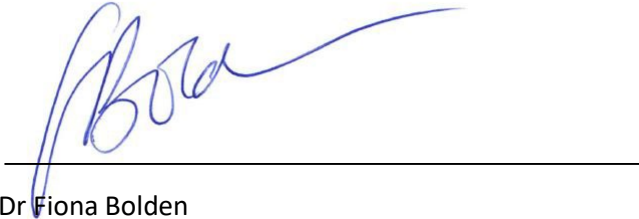
### **Objects**

7. The Principles and Purposes of HTRHN are the primary objects of the Chapter
8. The secondary objects of the Chapter are to:
  - a Be a highly valued leader of the rural hospital sector of Aotearoa NZ
  - b Bring an informed and united rural hospital perspective to the HTRHN Council
  - c Inform government policy and influence health system configuration
  - d Identify key strategic issues pertinent to the Chapter, and take these to the HTRHN Council for consideration and prioritisation for including in the annual workplan of HTRHN
  - e Progress solutions to urgent and emerging priorities
  - f Participate and contribute to research and initiatives that enhance the body of knowledge about the role of rural hospitals in improving rural health outcomes
  - g Participate and contribute to the development of the rural hospital workforce and cross government policies that inform it
  - h Promote and support the role of rural hospitals in the recruitment, education and training of the rural hospital workforce.

Under this Charter the Board and Council delegates to the Chapter and its Chapter Committee certain purposes, principles, functions and powers of HTRHN.

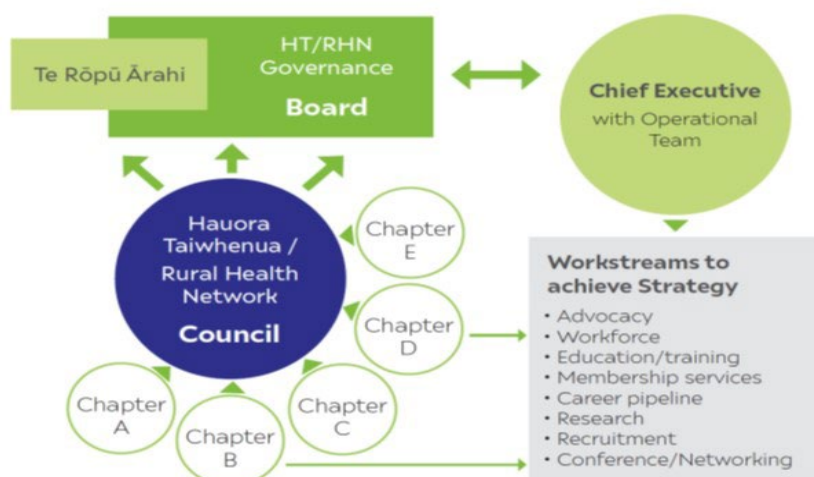
This Charter was provisionally adopted by the Interim Council of HTRHN pursuant to Rule 10.1 of the Rules on 25 November 2021.

Signed for and on behalf of HTRHN by

A handwritten signature in blue ink, appearing to read 'Fiona Bolden', is written above a solid horizontal line.

Dr Fiona Bolden  
HTRHN, Board Chairperson

## 2. WORKING RELATIONSHIP BETWEEN CHAPTERS, COUNCIL, BOARD AND MANAGEMENT



<b>Skills based Governance Board</b>	<ul style="list-style-type: none"> <li>• Sets Strategic plan</li> <li>• Appoints Chief Executive</li> <li>• Monitors operational plan</li> <li>• Monitors risk</li> <li>• Board members selected to ensure diversity and commitment to Te Tiriti o Waitangi</li> </ul>
<b>Council</b>	<ul style="list-style-type: none"> <li>• Appoints board</li> <li>• Advises strategic priorities</li> <li>• Monitors board performance</li> <li>• Approves new Chapters</li> <li>• Approves Charters</li> <li>• Accepts Members</li> <li>• Voting base shared 50/50 between Māori and Tau Iwi</li> </ul>
<b>Chapters</b>	<ul style="list-style-type: none"> <li>• Established around rural health and wellbeing interest groups</li> <li>• Discuss and represent issues of the Chapter Members and their special interests</li> <li>• Appoint Representatives to Council</li> <li>• Advise strategic issues to Council</li> <li>• Carry out work streams with Operations where required</li> <li>• Can comprise General, Bicultural or Māori Chapters</li> </ul>

- 2.1 As shown in the diagram above, the Chapter is one of a number of Chapters of the HTRHN Society. Each Chapter is a membership group representing a special interest within rural health and wellbeing in New Zealand.
- 2.2 The Chapter meets to consider the strategic issues of that special interest group, and rural health and wellbeing generally, in order to achieve the Purposes of the HTRHN.
- 2.3 The Chapter appoints two representatives to the Council. The Council has the effective governing power of HTRHN as it appoints/dismisses the Board, provides the Board with strategic priorities, and admits or dissolves Chapters. The Council is Treaty based with voting power shared equally between Māori and Non-Māori.
- 2.4 The Board is skills-based. It sets the HTRHN Strategic Plan on advice from the Council, and then oversees the achievement of the strategic outcomes, managing any identified risks at the same time. It does this by appointing a Chief Executive (CE) who has delegated powers to manage an operational team and plan. The CE sets an Annual Operational Plan to achieve the strategy and is accountable to the Board.
- 2.5 The CE and Operational team may call upon Chapters, or their members, in order to achieve the Annual Operational Plan. Depending on the Strategic plan and Operational Plan this will differ in scale and focus for each Chapter.
- 2.6 Each Chapter will have an agreed workplan and associated budget, that has been developed collaboratively with the CE and Operational team, in order to manage Chapter meetings and any work required to achieve the Operational Plan.

### 3. DEFINITIONS

3.1 The following expressions shall have the following meanings:

- a Board means the board of HTRHN.
- b Business Day means any day (which is not a Saturday or Sunday) that banks are generally open for business in Auckland, Wellington, Christchurch and Dunedin.
- c Business Hours means the hours between 8 am and 5.30 pm on a Business Day.
- d Charter means this charter, which sets out the purposes, principles, rules of conduct and governance, and arrangement with HTRHN.
- e Chapter Chair means the chairperson of the Chapter Committee elected in accordance with paragraph 6.5.
- f Chapter Committee means the governing body of the Chapter as constituted in accordance with paragraph 6.
- g Chapter Committee Member means an individual who is a member of the Chapter Committee
- h Chapter Deputy Chair means the deputy chairperson of the Chapter Committee elected in accordance with clause 6.5
- i Chapter General Meeting means either a Chapter Annual General Meeting or a Chapter Special General Meeting.
- j Council means the Council of HTRHN
- k Register means the register of HTRHN Members kept in accordance with clause 4.6.
- l Relevant Interest means an interest in benefiting from and contributing to the Primary Object.
- m Rules means the Constitution & Rules of HTRHN in force from time to time.
- n Workplan means a plan of work and budget that has been approved by the HTRHN Board, consistent with the HTRHN Strategic Plan, in order to further the Objects of the Chapter and Society.

3.2 In this Charter a reference to:

- a person includes an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, governmental or other regulatory body, authority or entity;
- b including and similar words do not imply any limit;
- c writing shall include information recorded in electronic form if the information is readily accessible so as to be usable for subsequent reference.

3.3 Defined terms used in this Charter that are not defined above have the meanings given to them in the Rules.

## 4. MEMBERSHIP

- 4.1. To be admitted as a Chapter Member an applicant must:
  - a Make an application to the Council of HTRHN;
  - b comply with other requirements of the Rules, including paying the applicable entrance fee, annual subscription and other charges properly levied on the applicant;
  - c have a Relevant Interest; and
  - d be accepted by HTRHN in the manner set by the Council from time to time
  - e Meet the following criteria:
- 4.2. The Chapter is primarily a group of Organisational Members, where those organisational members are Rural Hospitals or Closely Aligned Organisations
- 4.3. The Chapter may accept applications from individuals, where those individuals are not employees of a Rural Hospital and can show strong connection/alignment to the work of the Rural Hospital Chapter.
- 4.4. The Chapter Committee can delegate the role of administering membership applications to the HTRHN management. In this case the HTRHN management will provide a report on changes to membership at each subsequent meeting of the Chapter Committee.
- 4.5. Each Organisational Member of the Chapter shall appoint two named representatives for their organisation. These named representatives will represent the Organisational Member in meetings of the Chapter and carry the Organisational Member's vote under 5.11. The two named representatives will be automatically registered as Individual Members of HTRHN with all benefits conferred to such membership by HTRHN.
- 4.6. In accordance with the Rules, a Chapter Member will be a Member of HTRHN.
- 4.7. A Chapter Member is bound by this Charter as well as the Rules.
- 4.8. HTRHN shall keep a register of HTRHN Members (Register) showing their names, last known addresses, phone numbers and email addresses and shall keep such Register up to date.
- 4.9. A person ceases to be a Chapter Member if:
  - a the person ceases to be a member of HTRHN for any reason; or
  - b the person notifies the person's resignation as a Chapter Member by notice in writing to HTRHN.
- 4.10. When a person ceases to be a Chapter Member that person shall be removed from the Register and shall not be entitled to exercise any rights or privileges of membership of HTRHN.
- 4.11. Chapter Members are not partners and are therefore not in any way jointly or severally liable to each other notwithstanding this Charter.
- 1.10 Every Chapter Member shall be entitled to a copy of this Charter.

## 5. MEETINGS

### Chapter Annual Meetings

- 5.1 An Annual Meeting of the Chapter will be held:

- a within 6 months from the establishment of this Charter; (First Annual Meeting); and
- b subject to (c) below within 2 months before any Annual General Meeting of HTRHN.
- c If, in complying with (b) above, the Second Chapter Annual Meeting would occur within 2 months of the First Chapter Annual Meeting, the Second Chapter Annual Meeting may be deferred.

5.2 Subject to the time requirement set out in clause 5.1, the Chapter Annual Meeting shall be held at such time and place as shall be determined by the Chapter Committee.

5.3 The business of the Chapter Annual Meeting shall be:

- a to receive reports on the Chapter's previous Financial Year's activity, including reports from the Chapter Chair and the Chief Executive;
- b to appoint the Chapter Chair and Chapter Deputy Chair who shall also act as the Chapter Representatives on the HTRHN Council
- c to appoint Chapter Committee Members;
- d to consider any notices, motions or remits that have been received by the Chapter not less than 15 Business Days in advance of the Chapter Annual Meeting or as otherwise specified by the Chapter Committee in the notice calling the Chapter Annual Meeting;
- e to identify key strategic issues, pertinent to the Chapter, to take to the HTRHN Council for consideration and prioritisation for including in the Annual Workplan of HTRHN; and
- f to transact any other business that may properly be conducted at a Chapter Annual Meeting.

### **Chapter Special Meetings**

5.4 All Meetings other than the Chapter Annual Meeting shall be known as Chapter Special Meetings.

5.5 The Chief Executive and the Chapter Chair shall each have the power to convene a Chapter Special Meeting in the following situations:

- a where the Chapter Committee thinks it necessary to discuss any matter of interest to the Chapter or
- b at the written request of not less than 20% of Chapter Members.

5.6 At least 10 Business Days' written notice of every Chapter Special Meeting shall be given to all Chapter Members, specifying the time, place and business of the meeting.

### **Notices**

5.7 Every notice required to be given to Chapter Members shall be deemed to be duly delivered:

- a three (3) Business Days after posting if it is posted in a prepaid letter to such Chapter Members at their postal address on the Register; or
- b the day that it is sent, if sent in Business Hours (or if sent outside Business Hours the next Business Day) by email (and the sender does not receive an undeliverable email message generated by the sender or recipient's system) to such Chapter Members at their email address on the Register.

### **Quorum**

5.8 Either 20 percent of Chapter Members or 15 Chapter Members, whichever is smaller, participating, or represented by proxy, at any General Meeting shall constitute a quorum.



- 5.9 If within half an hour from the time appointed for a Chapter General Meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as notified to the Chapter Members. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Chapter Members present will constitute a quorum.

### **Voting**

- 5.10 The Chapter Members shall not be entitled to vote at Council of HTRHN General Meetings.
- 5.11 Each Chapter Organisational member shall be entitled to two votes at all Chapter General Meetings.
- 5.12 Each Chapter Individual member shall be entitled to one vote at all Chapter General Meetings.
- 5.13 At all Chapter General meetings voting shall be:
- a by a show of hands; or
  - b by ballot, where a ballot is demanded by the majority of the Chapter Members present on a show of hands or by the chairperson of the meeting.
- 5.14 At all Chapter General Meetings each resolution shall be determined by a majority of votes cast, except where otherwise required by this Charter.

### **Voting by Proxy**

- 5.15 Voting by proxy is permitted and the related rules in the Rules are adopted by this Charter with any changes necessary to give them full effect under this Charter.

### **Resolution in place of Chapter General Meeting**

- 5.16 A resolution in place of a Chapter General Meeting vote is permitted where authorised by the Chapter Committee and the related rules in the Rules are adopted by this Charter with any changes necessary to give them full effect under this Charter.

### **Electronic Voting**

- 5.17 Electronic voting is permitted where authorised by the Chapter Committee and the related rules in the Rules are adopted by this Charter with any changes necessary to give them full effect under this Charter.

### **Irregularity**

- 5.18 An irregularity in a notice of any Chapter General Meeting is waived if a majority of the Chapter Members attend the meeting without protest as to the irregularity, or if they agree to the waiver. The accidental omission to give a notice of a Chapter General Meeting to, or the non-receipt of a notice of a Chapter General Meeting by, a Chapter Member will not invalidate the proceedings at the Chapter General Meeting, provided that the chairperson of the meeting is first satisfied that no Chapter Member has been unfairly prejudiced.

## **6. CHAPTER COMMITTEE**

### **Membership of the Chapter Committee**

- 6.1 There shall be up to eight Chapter Committee Members who represent the range of professional disciplines - clinical and non-clinical - that work across a rural hospital.
- 6.2 The Chief Executive shall be entitled to attend meetings of the Chapter Committee but shall not be entitled to vote at those meetings.
- 6.3 Each Chapter Committee Member shall hold office for a term of two (2) years commencing from

the end of the Annual Meeting at which they were elected.

6.4 Each Chapter Committee Member may only be re-elected for three consecutive terms.

#### **Chapter Chair and Chapter Deputy Chair**

6.5 The Chapter Chair and Chapter Deputy Chair are to be appointed annually but shall be eligible for re-election.

6.6 The Chapter Chair and Chapter Deputy Chair can only be re-elected for three consecutive terms.

6.7 The Chapter Chair shall:

- a preside at all Chapter General Meetings, Chapter Committee meetings, and other Chapter meetings when present;
- b approve minutes of the meetings
- c generally conduct the meetings;
- d in the case of an equality of votes, have a casting vote;
- e regularly liaise with, and provide support to, the Chief Executive
- f liaise with the Council and Board as required;
- g act as Spokesperson on behalf of the Chapter to the public, as appropriate, in liaison with the Chief Executive; and
- h act as a Representative of the Chapter to the Council.

6.8 The Chapter Deputy Chair shall:

- a assist and support the Chapter Chair in his or her role;
- b fulfil the role of, and have the powers of, the Chapter Chair at any time the Chapter Chair:
  - i is not present at a meeting; or
  - ii is otherwise unable to perform that role or to exercise those powers (excepting short, notified absences of the Chapter Chair).
- c assist and support the Chapter Chair in his or her role;
- d act as the second Representative of the Chapter to the Council.

6.9 Where neither the Chapter Chair nor the Chapter Deputy Chair is present at a Chapter Committee meeting the Chapter Committee Members present at the meeting shall elect one of their number present to chair the relevant meeting and exercise all the powers of the Chapter Chair.

#### **Vacancy**

6.10 Where a Chapter Committee Member resigns or becomes otherwise vacant during that Committee Member's term, a casual vacancy shall be deemed to have arisen.

6.11 Any Chapter Committee Member who:

- a ceases to be a member of the Chapter he or she represents; or
- b is a Chapter Member who has resigned, or has been suspended or expelled from HTRHN or the Chapter ; or
- c fails to attend three consecutive Chapter Committee meetings without having leave of absence or reason considered adequate by the Chapter Committee

shall be deemed to have resigned from the Chapter Committee without further notice.

- 6.12 The Chapter Committee may appoint a Chapter Member to fill the vacancy for the remainder of the unexpired term of that resigning Chapter Committee Member.

### **Chapter Committee Meetings**

- 6.13 The Chapter Committee shall hold as many meetings as they deem necessary to fulfil the Primary Object of the Chapter and carry out their Chapter Workplan.

### **Quorum at Chapter Committee Meetings**

- 6.14 The quorum for any Chapter Committee Meetings may be fixed by the Chapter Committee, but unless so fixed, will be a majority of Chapter Committee Members.
- 6.15 At all Chapter Committee meetings each resolution shall be determined by a majority of votes cast.
- 6.16 A meeting of the Chapter Committee may be held:
- a by a number of Chapter Committee Members who constitute a quorum, being assembled at the same time and place; or
  - b by means of audio or audio-visual communication by which all Chapter Committee Members participating and constituting a quorum can hear each other throughout the meeting.
- 6.17 Should any matter require a determination of the Chapter Committee, that matter may be determined by vote of the Chapter Committee Members voting either by show of hands at a Chapter Committee meeting, or by post or by electronic means in such format as has been previously approved by the Chapter Committee.

### **Powers of the Chapter Committee**

- 6.18 The business and affairs of the Chapter will be managed by, or under the direction or supervision of, the Council.
- 6.19 The Chapter Committee may exercise all the functions and powers that are able to be, and that are delegated to the Chapter Committee from the Council and the Board. Subject to the foregoing, the Chapter Committee shall have the following functions and powers:
- a manage the business and affairs of the Chapter;
  - b determine the policies of the Chapter;
  - c prepare and maintain, in consultation with Chapter Members, a strategic plan for the Chapter to support achievement of the Primary Object;
  - d prepare an annual Chapter Workplan and budget, and provide oversight for any discretionary funding allocated to the Chapter by the Council and Board;
  - e prepare an annual report for the Council on the Chapter operations and Workplan; and
  - f establish and disestablish any temporary Working Groups and set the goals, rules, term and other parameters of the Working Groups.
- 6.20 The Council and /or Board may, except as provided in this Charter, delegate to the Chapter, or a Working Group, a Chapter Committee Member, or to any other person, any one or more of its powers, in whole or part.
- 6.21 Except as set out in this Charter or the Rules, the Chapter Committee may regulate its own procedure.

- 6.22 The Chapter Committee is subsidiary to the Council and does not have any power except as delegated by the Council or Board and shall not have any power to bind, or act as agent for, HTRHN, including that it shall not have power to:
- a enter into contracts or deeds;
  - b invest money in real or personal property, invest or borrow money by way of mortgages, debentures or otherwise on the security of any property of HTRHN; or
  - c appoint any employees.
- 6.23 If it is deemed by the Council that the Chapter Committee is operating outside the objectives of HTRHN then the business and affairs of the Chapter will be managed by, or under the direct supervision of, the Council.

## **7. DISCIPLINARY POWERS**

### **Extent of Powers**

- 7.1 The disciplinary powers in clauses 7.4 to 7.13 relate to the Chapter Members in their capacity as the Chapter Members and not in their capacity as Members of HTRHN. These powers may not be exercised in relation to a Chapter Member if equivalent powers are being, or have been, exercised by HTRHN in relation to that Chapter Member in connection with the same matters.
- 7.2 In exercising such powers, the Chapter and the Chapter Committee are acting as agents for and through HTRHN and not in their own right.
- 7.3 Any interim suspension order, suspension or expulsion by HTRHN, in relation to a Chapter Member shall automatically also apply as a suspension order of, or suspension or expulsion from, the Chapter in relation to that Chapter Member and shall take effect without further action of, or resolution by, the Chapter Committee. The Chapter does not otherwise have the power to expel a Chapter Member but can exercise other powers, as set out in clauses 7.4 to 7.13.

### **Disciplinary Conduct**

- 7.4 The disciplinary powers shall be exercisable where a Chapter Member or Chapter Committee Member:
- a has contravened this Charter or any rule, regulation, code of ethics or by-law of the Chapter
  - b has brought discredit or disrepute to the Chapter
  - c is guilty of conduct unbecoming of any Chapter Member or Chapter Committee Member
  - d is in arrears of payment of any fees or other charges payable with respect to the Chapter; or
  - e is engaged in an activity which may lead to a conflict of interest with the Primary Object or the objects of HTRHN.

### **Disciplinary Penalties**

- 7.5 The penalties or orders which may be imposed pursuant to this Section 6 are:
- a reprimand
  - b interim suspension order pending the hearing of any charges; and
  - c suspension.

### **Disciplinary Procedure**

- 7.6 The Chapter Committee shall give the relevant Chapter Member, Chapter Committee Member not less than twenty (20) Business Days' notice of the hearing of any complaint or complaints made under clause 7.4.

- 7.7 The relevant Chapter Member, or Chapter Committee Member may answer the complaint or complaints either in writing or in appearance before the Chapter Committee. If the person wishes to appear before the Chapter Committee, not less than three (3) Business Days written notice of intention to do so shall be given, together with brief details of what that person proposes to present to the Chapter Committee.
- 7.8 The Chapter Committee shall conduct the hearing informally, but so as to give each party fair opportunity to be heard.
- 7.9 The Chapter Committee shall not be bound by any rules of evidence.
- 7.10 The decision of the Chapter committee shall be carried by a vote of a majority of the Chapter Committee Members present and the vote thereon shall be by ballot and shall be final in all respects.

### **Interim Suspension**

- 7.11 The Chapter Committee may, before or during any hearing of a complaint, make an order for interim suspension when the Chapter Committee is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interests of Chapter Members.

### **Suspension**

- 7.12 Upon the imposition of a penalty of suspension, a Chapter Member (while remaining on the Register) shall not be entitled to exercise any of the rights and privileges of a Chapter Member during the period of suspension. Upon the expiry of the period of suspension the Chapter Member shall revert to and be entitled to exercise any rights and privileges of a Chapter Member.
- 7.13 Upon the imposition of a penalty of suspension, a Chapter Committee Member (while remaining a Chapter Committee Member) shall not be entitled to attend Chapter Committee meetings or vote on any matter to be determined by the Chapter Committee. Upon the expiry of the period of suspension the Chapter Committee Member shall revert to and be entitled to exercise any rights and privileges of Chapter Committee membership.

## **8. CHARTER**

- 8.1 This Charter may be revised, repealed or amended by the Council (including on advice from the Chapter Committee).
- 8.2 If any doubt shall arise as to the correct interpretation of this Charter, unless there is a decision of the Council relating to the same matter, the decision of the Chapter Committee shall be final and conclusive provided such decision is recorded in the Minutes of the Chapter.
- 8.3 Nothing in this Charter shall be interpreted as preventing the Chapter from utilising the provisions of the Electronic Transactions Act 2002 and the Chapter Committee shall be authorised to approve the use of electronic transactions as it sees fit.

## **7. DISSOLUTION**

- 9.1 The Chapter may be dissolved by the Council at any time pursuant to Rule 8.2 of the Rules.
- 9.2 The Chapter Committee shall request the Council to dissolve the Chapter upon a resolution being passed that is supported by a three-fourths majority vote of the Chapter Members represented at a Special Meeting called for the purpose of dissolution of the Chapter, with such vote being by ballot (**Dissolution Request**).
- 9.3 If at any time the Council shall receive a Dissolution Request, the Council shall consider the

Dissolution Request in good faith, and if approved by the Council, shall dissolve the Chapter upon such terms as are reasonably requested in the Dissolution Request, or that are otherwise approved by the Council and by a subsequent resolution that is supported by a three-fourths majority vote of the Chapter Members represented at a Special Meeting called for this purpose.