

Rules of HL7 New Zealand Incorporated

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**Revised November 2018**

**Incorporated Society Number 1256149**

## 1 NAME

The name of this society is "HL7 New Zealand Incorporated" (HL7NZ)

## 2 DEFINITIONS

In these rules:

**“Annual General Meeting”** means an annual general meeting referred to in Rule 12.1.

**“Board”** means the board of HL7NZ established under Rule 11.

**“Board Member”** means a current financial member that has been duly elected to the Board by Representatives voting at the Annual General Meeting as described in Rule 11.

**“Chair”** means the chair of the Board as described in Rule 11.2.

**“Chairperson”** means the chairperson of General Meetings as described in Rule 12.9.

**“Vice Chair”** means the vice chair of the Board as described in Rule 11.2.

**“General Meeting”** means any meeting of all members convened under Rule 12.

**“HL7”** means the Health Level Seven standard for formats and communication protocols in health-care computer applications.

**“Member”** means an individual, organisation or benefactor member of HL7NZ.

**“HL7NZ”** means HL7 New Zealand Incorporated.

**“Objectives”** means the objectives of HL7NZ described in Rule 4.

**“Officer”** means Chair, Vice Chair, Secretary and Treasurer.

**“Participant”** means any person who takes part in HL7NZ activities and has paid the necessary fees, if required, for that activity. A participant may not have voting rights unless also a Representative.

**“Representative”** means either an Individual Member or a person appointed by a Organisational or Benefactor Member to act on its behalf and holds the voting rights defined in Rule 12.10.

**“Secretary”** means the secretary of the Board as described in Rule 11.2.

**“Special General Meeting”** means a special general meeting as described in Rule 12.4.

**“Treasurer”** means the treasurer of the Board as described in Rule 11.2.

### **3. REGISTERED OFFICE**

The Registered Office of HL7NZ will be situated at such place as determined by the Board will from time to time.

The society will register and maintain the internet domain names of “hl7.org.nz” & “hl7.nz” and will publish its registered office and contact details on an internet webpage under this domain name.

### **4 OBJECTIVES**

4.1 The Objectives of HL7NZ are:

- (a) To promote the adoption and application of HL7 and related standards by helping to ensure that the needs, issues and other input of HL7 Users in New Zealand are recognised and effectively acted upon.
- (b) To foster and support all parties interested in using HL7 and related standards in New Zealand by providing:-
  - (i) A forum for collaboration.
  - (ii) Support infrastructure (e-mail lists, web sites, bulletin boards, teleconference and meeting facilities, ...etc).
  - (iii) Education and training.
  - (iv) Technical workshops.
  - (v) Any other forms of support that users may require.

### **5 POWERS**

5.1 The powers of HL7NZ are:

- (a) in its own name to accept gifts, purchase, lease, exchange or otherwise acquire, obtain or hold property real or personal (without any Member becoming liable).
- (b) to do all such things as the Board considers incidental or conclusive to the attainment of the Objectives.

### **6 MEMBERSHIP**

6.1 There will be **four** membership types:

- (a) Individual Member
- (b) Organisational Member

(c) Benefactor Member

(d) Emeritus Member

An Organisational or Benefactor Member may nominate multiple Participants that are professionally associated to that Member to attend HL7NZ activities at Member rates up to a maximum number as set by the Board.

6.2 Applications for membership will be made in writing and delivered by post, fax or email to the Board.

6.3 The Board may from time to time set down qualifications, criteria and other information required for valid membership.

6.4 Written applications for membership must be considered by the Board. The Board will accept for membership any applicant whose activities are deemed, after suitable enquiry, to be compatible with the Objectives. However, the Board will have final discretion regarding admission to membership of HL7NZ.

6.5 Where the Board determines to approve an application for membership, the Secretary will as soon as practicable after that determination notify the applicant of that approval and request the applicant to pay within 30 days after receipt of the notification the sum payable by a Member as the first year's annual subscription.

6.6 The Secretary will, on payment by the applicant of the amounts referred to in Rule 8 within the period referred to in that Rule, enter the applicant's name and Representative, where applicable, in the register of Members whereupon the applicant will become a Member of HL7NZ and the Representative, where applicable, will be recognised to act on behalf of the Member.

## **7. REPRESENTATIVES**

7.1 Each Organisational and Benefactor Member will select one Representative to act on its behalf on HL7NZ matters.

7.2

(a) All Representatives must have a professional affiliation with the Member he or she represents.

(b) Each Organisational and Benefactor Member will nominate its Representative when it joins HL7NZ and inform the Board in writing of their name.

(c) The Member may change its Representative but must inform the Board in writing of all changes.

- (d) The Representative of a Organisational or Benefactor Member is entitled to the same privileges and benefits as Individual Members and when they serve on the Board.

## **8 MEMBERSHIP FEES**

- 8.1 The Board will set the scale of fees for HL7NZ Members. The fee levels will take effect at the members next renewal date.
- 8.2 Fees will become due annually on the last day of month which is the anniversary of the members joining date. (
- 8.3 If any Member fails to pay the annual membership fee within 30 days of invoice issue, a reminder notice will be sent to the Member calling attention to the matter. If the membership fee is not paid within one calendar month after the notice is given, the Board may terminate the membership but the Member will remain liable for all fees and debts due.

## **9 RIGHTS, PRIVILEGES AND OBLIGATIONS**

A right, privilege, or obligation of a Member may not be transferred or transmitted to another person, and terminates upon the cessation of that person's membership.

## **10 RESIGNATION AND EXPULSION**

- 10.1 Any Member or Representative may resign from membership by giving the Secretary notice in writing to that effect.
- 10.2 The Board may terminate the membership of or suspend from HL7NZ any Member or Representative whose activities are deemed by it, after suitable enquiry and discussion, to be contrary to the Objectives of HL7NZ

## **11. THE BOARD**

- 11.1 The affairs of HL7NZ will be managed by the Board elected by Representatives at an Annual General Meeting.
- 11.2 (a) The Annual General Meeting shall elect not less than six and no more than twelve current financial members to constitute the Board.  
  
(b) The Board members will then convene within 30 days to elect and announce the Officer positions of Chair, Vice Chair, Secretary and Treasurer. An Officer may hold a second office only if agreed unanimously by the Board but must not hold a third office.  
  
(c) A board member who is elected to a position of one of the officers will remain a member of the board for their term as an officer

- (d) The Chair is responsible for:
  - (i) Ensuring that the Rules are followed.
  - (ii) Convening Meetings and establishing whether or not a quorum is present.
  - (iii) Chairing Meetings, deciding who may speak and when.
  - (iv) Overseeing the operation of the HL7NZ.
  - (v) Providing a report on the operations of the Society at each Annual General Meeting.
  
- (e) The Secretary is responsible for:
  - (i) Recording the minutes of Meetings.
  - (ii) Keeping the Register of Members.
  - (iii) Holding the Society's records, documents, and books except those required for the Treasurer's function.
  - (iv) Receiving and replying to correspondence as required by the Committee.
  - (v) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
  - (vi) Advising the Registrar of Incorporated Societies of any rule changes.
  
- (f) The Treasurer is responsible for:
  - (i) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained.
  - (ii) Preparing annual financial statements for presentation at each Annual General Meeting in accordance with HL7NZ accounting policies as determined by the Board.
  - (iii) Providing a financial report at each Annual General Meeting.
  - (iv) Providing financial information to the Board as the Board determines.
  
- (g) The Vice Chair is responsible for:
  - (i) Carrying out the responsibilities of the Chair in the absence of the Chair
  - (ii) Gaining the knowledge and experience to succeed the chair if the board so decides when the chair retires in accordance with rule 11.5.

11.3 Where there are a number of firms, body corporates, incorporated associations, or unincorporated associations, related by way of any one organisation having a direct or indirect controlling shareholding, management control of the Board, or management control of the policies and directions of any or all of the other organisations, then only one of these related entities may be a member of the Board whether as a Board member or Officer.

11.4 The Board may co-opt further members under the following conditions:

- (a) Board members co-opted under this rule will have no voting rights on the Board.

- (b) The Board will give due consideration to the background and expertise of elected Representatives on the Board when further members are co-opted with the aim of achieving a wide representation of primary and secondary health providers, ancillary health services, information technology vendors, academic institutions, and government agencies.
  - (c) Co-opted Board members may be from the Ministry of Health, District Health Boards, ACC, academic organisations, industry development organisations or such other organisations or individuals as the elected Board may determine.
- 11.5 The Board will be elected annually **except as provided for in clause 11.2 (c)**. Officers and other Representatives on the Board are eligible for re-election if, in the preceding 12 calendar months, they have attended a minimum of two of the meetings specified by Section 11.12 but the Chair may not hold his or her post for more than **six** consecutive years except when no suitable replacement can be found. The Board shall then hold a vote, which would require a two thirds (2/3rds) majority to extend the term for a maximum of further **two** years.
- 11.6 **Officers shall serve two-year overlapping terms, with half the Officers being elected in even-numbered years) and half the Officers being elected in odd-numbered years**
- 11.7 The Secretary will call for nominations in writing for a new Board each year one month before the Annual General Meeting. The nominations will be in the form set out by the Board, signed by two other unrelated Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination form). The successful candidate for each position on the Board will be appointed on the basis of obtaining the largest number of votes at the meeting.
- 11.8 If the number of nominations received is less than or equal to the number of vacancies to be filled, the Members nominated are deemed to be elected.
- 11.9 The new Board will commence holding office at the conclusion of the Annual General Meeting.
- 11.10 Should any member of the Board cease to be a Member or a Representative, she or he will immediately cease to be a member of the Board. The remaining members of the Board will have the power to co-opt a Member or a Representative to fill a vacancy until the next Annual General Meeting.
- 11.11 If an Officer **with the exception of the chair** should resign during his or her term of office, then the Board will elect an interim Officer from the remaining Members or Representatives on the Board to fill his or her role until the **conclusion of the resigning officer's term**.
- 11.12 **If the position of chair should become vacant during the term of office then the vice chair will become chair for the remaining term and a new vice chair will be elected by the board for the remaining part of the vice chair's term.**

- 11.13 The Board will meet at least six times in each calendar year in person or by tele/video-conference at such place and time as the Board may determine.
- 11.14 Notice of a meeting of the Board will be given by the Secretary by email to each Representative on the Board at least one week (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 11.15 Four Representatives serving on the Board will constitute a quorum for a Board meeting. One of them must be an Officer.
- 11.16 No business will be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 11.17 Questions arising at a meeting of the Board will be determined by a simple majority of the votes of Representatives present at the meeting.
- 11.18 The Board will ensure the keeping of a proper Minute Book in which are recorded the deliberations and resolutions of the Board and of General Meetings.
- 11.19 The Board will ensure the keeping of proper accounts of the finance of HL7NZ and will arrange for the proper keeping and banking of monies held by HL7NZ.
- 11.20 The records, books and other documents of HL7NZ will be open to inspection free of charge by a Member at a mutually agreed place and time.
- 11.21 A Representative will cease to be an Officer if by notice in writing to the Secretary he or she resigns as an Officer or as a Member of HL7NZ or if the Member appointing the Representative ceases to be a Member for any reason.
- 11.22. The Board may, at its discretion, award a past officer emeritus status. Such a designation is intended to allow the organization to prosper from the advice, wisdom, and experience of the individual so recognized. The individual concerned would be identified as [role designation] Emeritus, a position held in perpetuity, and could continue as an elected, voting member or unelected, non-voting member of the Board.

## **12 GENERAL MEETINGS**

- 12.1 With the exception of the first Annual General Meeting, HL7NZ will, at least once in each calendar year and within eight months after the end of each financial year of HL7NZ, convene an Annual General Meeting of its Members.
- 12.2 The Annual General Meeting of HL7NZ will, subject to Rule 12.1, be convened on such date and at such place and time as the Board thinks fit.



- 12.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting will be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of HL7NZ during the preceding financial year;
  - (c) to elect the Board, for the ensuing year; and
  - (d) to receive and consider the statement of accounts, audited balance sheet and annual report that are required to be submitted to Members;
  - (e) to confirm the Annual Financial Statement.
- 12.4 A Special General Meeting will be convened at any time by the Secretary on the instructions of the Board or on receipt of a written request signed by at least four Members, stating the business to be transacted. At a Special General Meeting, the only business conducted will be that for which the meeting was called.
- 12.5 The Secretary will, at least 14 days before the date fixed for the holding of a General Meeting, cause to be sent by post, fax or email to each Member and Representative at his or her address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 12.6 No business other than that specified in the notice convening a General Meeting will be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 12.3.
- 12.7 The quorum for a General Meeting will be Representatives of at least 25% of all Members.
- 12.8 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting will stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by notice to Members given before the day to which the meeting is adjourned) at the same place.
- 12.9 The Chair will normally be the Chairperson of General Meetings. In extraordinary circumstances he or she may appoint another Member or Representative serving on the Board to act as Chairperson.
- 12.10 At General Meetings each Representative of an Organisational or Benefactor Member will be entitled to have one vote on every motion, and in the case of an equality of votes, the Chairperson will have a second or casting vote. Voting will be by voice, but if any Member or Representative so desires, the Chairperson will call for a show of hands or a ballot.

- 12.11 Subject to Rule 13 questions arising at a General Meeting will be determined by a simple majority of the votes of Members or Representatives present at the meeting.
- 12.12
- (a) All votes will be made personally or by proxy.
  - (b) Each Member will be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
  - (c) The notice appointing the proxy will be in the form set out by the Board which may include specific voting instructions.
- 12.13 Localisations of HL7 standards, within New Zealand, published as “HL7 New Zealand Localisation (HL7 Standard)”, must be balloted at a General Meeting and affirmed by more than 60% of the combined “yes” and “no” votes following attempts to resolve all issues raised by negative voters.

### **13 CHANGES IN THE RULES**

- 13.1 Alterations, deletions or additions to these Rules will be adopted only at a General Meeting. Any proposed changes will be set out in full in the notice calling a General Meeting.
- 13.2 Such changes will be approved only if supported by the votes of two-thirds of Members present and voting at the meeting.
- 13.3 When those Rules are silent on any issue, the decision of the Board will stand.
- 13.4 Inland Revenue must approve any addition to or alteration of the aims/objects (Rule 4), payments to the members clause (rules 16.5, 16.6 and 16.7) or the winding-up clause (rule 19). The provisions and effect of this clause shouldn't be removed from this document and shall be included and implied into any document that replaces this document.

### **14 CONTROL OF COMMON SEAL**

The Common Seal of the HL7NZ will be kept by the Secretary of HL7NZ and will not be affixed to any documents except in the presence of another Representative serving on the Board of HL7NZ and by resolution passed by the Board but such Representative may not be from the same Member.

### **15 FINANCIAL YEAR**

The financial year of HL7NZ will end on March 31 each year to which date the accounts will be balanced.

### **16 CONTROL AND INVESTMENT OF FUNDS**

- 16.1 The funds and property of HL7NZ will be applied solely in and towards the promotion of the Objectives and paying the immediate expenses of HL7NZ.

The funds of HL7NZ will be lodged with a Trading or Savings Bank or a non-competitive commercial institution or body. If the Board so determines, any part of the funds of HL7NZ may be invested in the manner provided by the Trustee Act 1956 or any Act amending or replacing the same.

- 16.2. HL7NZ's bank account will be operated upon the signatures of two independent Officers of the HL7NZ Board.
- 16.3 The Treasurer and another Officer serving on the Board will normally approve accounts for payment. A schedule of all amounts so approved will be submitted to the next meeting of the Board. The Board may also pass accounts for payment.
- 16.4 The Board with the support of a resolution passed at a General Meeting and for a purpose permitted by the Objectives will have power to borrow by the issue of debentures, bonds, mortgages or other securities founded or based on all or any of the property and/or rights of HL7NZ such amounts and on such terms as it thinks fit, and to give as security therefore and interests thereon such security as the Board may determine. The Board is entitled to exercise such power to borrow.
- 16.5 The Board will have power to determine the amount of and pay honoraria to Members or Representatives who provide their services to HL7NZ. No person associated with a Member or Representative will derive any income, benefit or advantage from the HL7NZ where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
  - (a) Professional services to the HL7NZ rendered in the course of business, charged at no greater rate than current market rates, or
  - (b) Interest on money lent at no greater than current market rates.
- 16.6 Any honoraria to be paid to Members or Representatives on the Board will be approved by a simple majority vote at an Annual General Meeting before payment is made.
- 16.7 Except as provided in Rules 16.5 and 16.6, no private pecuniary profit may be made from HL7NZ by any Member or Representative.
- 16.8 No member may incur an expense in the name of HL7NZ or make a commitment that will result in an expense for HL7NZ without the express authorisation of the board.

## **17 Conflicts of interest**

- 17.1 Officers or other Board Members with a direct or indirect financial interest in a matter relating to HL7NZ must disclose, as soon as practically possible, that interest to the Board and it should be recorded in a Conflicts of Interest Register maintained by the Board's Secretary.
- 17.2 An officer or other board members who have disclosed a financial interest in a matter must not vote on that matter.

- 17.3 An officer or other board member prevented from voting because of a financial interest may continue to be counted as part of the quorum.
- 17.4 A register of officers' or other board members' disclosures must be maintained, and be open for members' inspection, with a summary presented to each AGM.
- 17.5 A professional adviser will not be considered to be a society officer merely because the adviser gives advice to HL7NZ.

## **18 Dispute Resolution**

- 18.1 In the event of any difference or dispute between or within HL7NZ and its Members or officers in relation to any matters contained in this Constitution, or its application or interpretation, (excluding matters arising under Rule 10.2), those concerned shall use their best endeavours to resolve the difference or dispute by agreement between them and may use an agreed mediator for that purpose.
- 18.2 If agreement cannot be reached the dispute shall be submitted to arbitration in accordance with the Arbitration Act 1996 or any Act amending or replacing the same.

## **19 WINDING UP**

- 19.1 HL7NZ will be wound up in accordance with the Incorporated Societies Act 1908 or any Act amending or replacing the same.
- 19.2 Upon winding up the assets of HL7NZ remaining after payment of all HL7NZ liabilities will be disposed of in such manner as passed by resolution at the General Meeting convened for the purpose of winding up HL7NZ.
- 19.3 No Member or person associated with a Member of HL7NZ will participate in any surplus arising on winding up. Any person wishing to appeal against any such resolution must do so to the High Court.
- 19.4 A statement containing the income and expenditure of HL7NZ during the last financial year, the assets and liabilities at the close of that year, and any mortgages, charges and securities affecting any property of HL7NZ must be approved by the Members at a General Meeting and delivered to the Registrar in accordance with the Incorporated Societies Act 1908 or any Act amending or replacing the same..