

# **Constitution of ISPOR New Zealand Chapter**

## **As of July 8, 2011**

### **ISPOR New Zealand Chapter**

#### **1.0 Name**

1.1 The name of this organization is the International Society of Pharmacoeconomics and Outcomes Research New Zealand Chapter (ISPOR NZ Chapter).

1.2 ISPOR NZ Chapter is constituted by chapter recognition date.

1.3 ISPOR NZ Chapter maintains affiliation as a component of the International Society for Pharmacoeconomics and Outcomes Research (ISPOR).

#### **2.0 Registered Office**

2.1 The Registered Office of ISPOR NZ Chapter is that of the Secretary.

#### **3.0 Purposes of ISPOR NZ Chapter**

3.1 The purposes of ISPOR NZ Chapter are to:

- a. Provide an environment where researchers, health care practitioners, and decision-makers interested in pharmacoeconomics and outcomes research can share knowledge at a country level.
- b. Serve as a bridge in bringing together country researchers, health care practitioners, and decision makers interested in pharmacoeconomics and outcomes research and members of health-related organisations, academia, and the pharmaceutical industry.
- c. Act as a resource at a local level for individuals interested in pharmacoeconomics and outcomes research.
- d. Provide an opportunity for Chapter members to become more familiar with the activities of ISPOR as well as participate in its activities.
- e. Encourage research and relevant training programmes in health economics and outcomes research in New Zealand.
- f. Promote the science of health economics (including pharmacoeconomics) and outcomes research in New Zealand, by arranging and attending conferences and workshops that encourage the effective use of health care resources in New Zealand.
- g. Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of ISPOR NZ Chapter.

### **Management of the Chapter**

#### **4.0 Managing Committee**

4.1 ISPOR NZ Chapter shall have a managing committee (“the Committee”), comprising the following persons:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer; and
- e. Such other Members as ISPOR NZ Chapter shall decide.

4.2 Only Members of ISPOR NZ Chapter may be Committee Members.

- 4.3 The duties and responsibilities of the Committee should be as defined in Rule 8.
- 4.4 The active members of ISPOR NZ Chapter will elect ISPOR NZ Chapter Management Committee members in accordance with these rules. Elections are to be held at the same time each year according to the rules and procedures outlined in Rule 7.
- 4.5 Each Management Committee member shall be elected for a term of two years, renewable up to 4 years. Members may be elected for the remainder of a term when filling a vacancy.
- 4.6 At least one member of ISPOR NZ Chapter Management Committee will be a current member of the International Society of Pharmacoeconomics and Outcomes Research (ISPOR).

## **5.0 Appointment of Committee Members**

5.1 At a Chapter Meeting, the Members may decide by majority vote who shall be the President, Vice President, Secretary, and Treasurer.

## **6.0 Cessation of Committee Membership**

- 6.1 Persons cease to be Committee Members when:
- a. They resign by giving written notice to the Committee.
  - b. They are removed by majority vote of ISPOR NZ Chapter at a Chapter Meeting.
  - c. Their Term expires.
- 6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Chapter documents and property.

## **7.0 Nomination of Committee Members**

- 7.1 The active members of ISPOR NZ Chapter will elect ISPOR NZ Chapter Management Committee members at the annual general meeting or any general meeting of ISPOR NZ Chapter in accordance with these rules.
- 7.2 ISPOR NZ Chapter Management Committee (President, Vice President, Secretary and Treasurer) should appoint an Election Committee.
- 7.3 The Election Committee should solicit nominations at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting.
- 7.4 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.5 If any Committee Member is absent from three consecutive meetings without leave of absence, the Chair may declare that person's position to be vacant.
- 7.6 Elections should be held at the annual general meeting or any general meeting of ISPOR NZ Chapter or by postal ballot.
- 7.7 The new Chapter President will inform the ISPOR Board of Directors of the newly elected officers. The names of the newly elected officers should be emailed to:  
[RegionalChapter@ispor.org](mailto:RegionalChapter@ispor.org)

## **8.0 Role of the Committee**

- 8.1 Subject to the rules of ISPOR NZ Chapter ("The Rules"), the role of the Committee is to:
- a. Administer, manage, and control ISPOR NZ Chapter;

- b. Carry out the purposes of ISPOR NZ Chapter, and Use Money or Other Assets to do that;
- c. Manage ISPOR NZ Chapter's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d. Set accounting policies in line with generally accepted accounting practice;
- e. Delegate responsibility and co-opt members where necessary;
- f. Ensure that all Members follow the Rules;
- g. Decide how a person becomes a Member, and how a person stops being a Member;
- h. Decide the times and dates for Meetings, and set the agenda for Meetings;
- i. Decide the procedures for dealing with complaints;
- j. Set Membership fees, including subscriptions and levies;
- k. Make regulations.

8.2 The Committee has all of the powers of ISPOR NZ Chapter, unless the Committee's power is limited by these Rules, or by a majority decision of ISPOR NZ Chapter.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind ISPOR NZ Chapter, unless the Committee's power is limited by these Rules or by a majority decision of ISPOR NZ Chapter.

8.5 All offices should be open to any current member of ISPOR NZ Chapter.

## **9.0 Roles of Committee Members**

9.1 The President is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of ISPOR NZ Chapter;
- e. Providing a report on the operations of ISPOR NZ Chapter at each Annual General Meeting;
- f. Conducting and presiding over all meetings of ISPOR NZ Chapter;
- g. Providing a report of activities and financial transactions to the ISPOR Board of Directors annually.

9.2 The Vice President is responsible for:

- a. Succeeding until such time as an election can be held, to the office of President in the event the President is unable to carry out his/her role;
- b. Conducting and presiding over all meetings of ISPOR NZ Chapter in the absence of the President; and
- c. Assisting the President with the responsibilities of ISPOR NZ Chapter.

9.3 The Secretary is responsible for:

- a. Recording the minutes of Meetings; An official copy of the minutes should be kept in ISPOR NZ Chapter records and a copy emailed to: [RegionalChapter@ispor.org](mailto:RegionalChapter@ispor.org);
- b. Keeping the Register of Members;
- c. Holding ISPOR NZ Chapter's records, documents, and books except those required for the Treasurer's function;
- d. Receiving and replying to correspondence as required by the Committee.

9.4 The Treasurer is responsible for:

- a. Maintaining a bank account on behalf of ISPOR NZ Chapter;
- b. Receiving and banking annual membership fees;
- c. Receiving and banking funds that might be made available by ISPOR from time to time;
- d. Keeping proper accounting records of ISPOR NZ Chapter's financial transactions to allow ISPOR NZ Chapter's financial position to be readily ascertained;
- e. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with ISPOR NZ Chapter's accounting policies (see 8.1.d);
- f. Providing a financial report at each Annual General Meeting;
- g. Providing financial information to the Committee as the Committee determines.
- h. Assisting the President in the preparation of an annual budget;
- i. Making the financial report/record available for ISPOR Board of Directors upon request.

## **10.0 Committee Meetings**

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

10.3 The President shall chair Committee Meetings, or if the President is absent, the Vice President shall chair that meeting;

10.4 Decisions of the Committee shall be by majority vote;

10.5 The President or person acting as Chairperson has a casting vote, that is, a second vote;

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices;

10.8 The President or their nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of ISPOR NZ Chapter, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Chapter Meeting adjourn the same 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.

## **Chapter Membership**

### **11.0 Types of Members**

11.1 Membership may comprise different classes of membership as decided by ISPOR NZ Chapter.

11.2 Members have the rights and responsibilities set out in this constitution.

### **12.0 Admission of Members**

12.1 To become a Member, a person (“the Applicant”) must:

- a. Complete an application form, if the Rules, Bylaws or Committee requires this; and
- b. Supply any other information the Committee requires.

12.2 The Management Committee must decide at a meeting or teleconference whether to accept or reject the application.

12.3 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

12.4 The Committee may interview the Applicant when it considers Membership applications.

12.5 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Secretary shall as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision and that decision shall be final.

12.6 There will be an ongoing membership recruitment program to encourage membership into ISPOR NZ Chapter as well as ISPOR.

### **13.0 The Register of Members**

13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

### **14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership will automatically expire if a member is in arrears of membership fees for more than 6 months.

14.3 Membership may be terminated in the following way:

- a. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of ISPOR NZ Chapter, or has membership fees in arrears for at least 12 months; or is convicted of a jail term; the Committee may give written notice of this to the Member (“the Committee’s Notice”).

The Committee’s Notice must:

- (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of ISPOR NZ Chapter;
- (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership;
- (iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership;
- (iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to ISPOR NZ Chapter.

- b. 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to ISPOR NZ Chapter at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- c. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Chapter Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Chapter Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Chapter Meeting.
- d. When the Member is heard at a Chapter Meeting, ISPOR NZ Chapter may question the Member and the Committee Members.
- e. ISPOR NZ Chapter shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. ISPOR NZ Chapter's decision will be final.

## **15.0 Obligations of Members**

15.1 All Members (and Committee Members) shall promote the purposes of ISPOR NZ Chapter and shall do nothing to bring ISPOR NZ Chapter into disrepute.

## **Money and Other Assets of ISPOR NZ Chapter**

### **16.0 Use of Money and Other Assets**

16.1 ISPOR NZ Chapter may only use Money and Other Assets if:

- a. It is for a purpose of ISPOR NZ Chapter;
- b. It is not for the sole personal or individual benefit of any Member; and
- c. That use has been approved by either the Committee or by majority vote of ISPOR NZ Chapter.

### **17.0 Joining Fees, Subscriptions and Levies**

17.1 If any Member does not pay a Subscription or levy by the date set by the Committee or ISPOR NZ Chapter, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to ISPOR NZ Chapter) have no Membership rights and shall not be entitled to participate in any Chapter activity.

### **18.0 Additional Powers**

18.1 ISPOR NZ Chapter may:

- a. Employ people for the purposes of ISPOR NZ Chapter;
- b. Exercise any power a trustee might exercise;
- c. Invest in any investment that a trustee might invest in;

- d. Borrow money and provide security for that if authorised by Majority vote at any Chapter Meeting.

## **19.0 Financial Year**

19.1 The financial year of ISPOR NZ Chapter begins on 1 January of every year and ends on 31 December of the same year.

## **20.0 Assurance on the Financial Statements**

20.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 30% of the Members at any properly convened Chapter Meeting.

## **Conduct of Meetings**

### **21.0 Chapter meetings**

21.1 A Chapter Meeting is either an Annual General Meeting (AGM) or a General Meeting.

21.2 The AGM shall be held once every year no later than five months after ISPOR NZ Chapter's balance date. The Committee shall determine when and where ISPOR NZ Chapter shall meet within those dates.

21.3 General Meetings may be called by the Committee. The Committee must call a General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

21.4 Provided the Secretary has sent a notice of a General Meeting to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 The Secretary shall:

- a. Give all Members at least 14 days Written Notice of the business to be conducted at any Chapter Meeting;
- b. Provide at the AGM:
  - (i) A copy of the President's Report on ISPOR NZ Chapter's operations and of the Annual Financial Statements as approved by the Committee;
  - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. Information about each nominee is to be limited to 350 words;
  - (iii) Notice of any motions and the Committee's recommendations about those motions.

21.6 All Members may attend and vote at Chapter Meetings.

21.7 No Chapter Meeting may be held unless at least 5 eligible Members attend. (This will constitute a quorum.)

21.8 All Chapter Meetings shall be Chaired by the President or in the case of his/her absence, the Vice President. Any person Chairing a Chapter Meeting has a casting vote.

21.9 On any given motion at a Chapter Meeting, the President shall in good faith determine whether to vote by:

- a. Voices;
- b. Show of hands; or
- c. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting, that is, second vote.

21.10 The business of an Annual General Meeting shall be to:

- a. Receive any Minutes of the previous Chapter's Meeting(s);
- b. Receive the President's report on the business of ISPOR NZ Chapter;
- c. Receive the Treasurer's report on the finances of ISPOR NZ Chapter, and the Annual Financial Statements;
- d. Elect Committee Members;
- e. Consider Motions;
- f. Conduct general business.

21.11 The Chair or his/her nominee shall adjourn the meeting if necessary.

21.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, the meeting shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of ISPOR NZ Chapter, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Chapter Meeting adjourn the same 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.

## **22.0 Motions at Chapter Meetings**

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Chapter Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not ISPOR NZ Chapter will vote on the motion. However, if the Member's Motion is signed by at least 30% of eligible Members:

- a. It must be voted on at ISPOR NZ Chapter Meeting chosen by the Member; and
- b. The Secretary must give the Member's Information to all Members at least 14 days before ISPOR NZ Chapter Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Chapter Meeting.

22.2 The Committee may also decide to put forward motions for ISPOR NZ Chapter to vote on ("Committee Motions") which shall be suitably notified.

## **Common Seal**

### **23.0 Common seal**

23.1 The Committee shall provide a common seal for ISPOR NZ Chapter and may from time to time replace it with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

## **Altering the Rules**

### **24.0 Altering the Rules**



24.1 ISPOR NZ Chapter may alter or replace these Rules at a Chapter Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 30% of eligible Members and given in writing to the Secretary at least 28 days before ISPOR NZ Chapter Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 Any proposed amendments to these rules should be sent to the ISPOR Executive Director by email to: [RegionalChapter@ispor.org](mailto:RegionalChapter@ispor.org)

## **Bylaws**

### **25.0 Bylaws to govern ISPOR NZ Chapter**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of ISPOR NZ Chapter, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of ISPOR NZ Chapter. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

## **Winding Up**

### **26.0 Winding up**

26.1 If ISPOR NZ Chapter is wound up:

- a. ISPOR NZ Chapter's debts, costs and liabilities shall be paid;
- b. No distribution may be made to any Member.

## **Indemnification**

### **27.0 Liability for injury or damage**

The ISPOR NZ Chapter will indemnify ISPOR from liability for injury or damage, cost or expense resulting from or which arises out of or in connection with the use by ISPOR NZ Chapter of the ISPOR name, logo, or arising from the relationship or affiliation between the parties.

## **Definitions**

### **27.0 Definitions and Miscellaneous matters**

27.1 In this Constitution:

- a. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution or motion put to that Meeting;
- b. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by ISPOR NZ Chapter;

- c. "Chapter Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting;
- d. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets;
- e. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods;
- f. It is assumed that
  - i. Where a masculine is used, the feminine is included
  - ii. Where the singular is used, plural forms of the noun are also implied
- g. Matters not covered in this Constitution shall be decided upon by the Committee.