

Rules of Professional Association for Transgender Health Aotearoa Incorporated

The Society

1.0 Name

1.1 The name of the society is Professional Association for Transgender Health Aotearoa Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 4th May 2019.

2.0 Registered Office

2.1 The Registered Office of the Society is:

Room JK.1.03
School of Psychology
University of Waikato / Te Whare Wānanga o Waikato
Gate 1, Knighton Road
Hamilton

Address for communication (postal address):

C\ - Jaimie Veale
School of Psychology
Private Bag 3105
Hamilton 3240
New Zealand

3.0 Purposes of Society

3.1 The Society is an interdisciplinary professional organisation, which works to promote the health, wellbeing, and rights of transgender people. We are a group of people working professionally on transgender health, whether in clinical, academic, community, legal and/or other settings.

3.2 The purposes of the Society are to:

- a. Educate professionals and to develop and promote research, knowledge exchange and high-quality evidence-based healthcare for transgender people;
- b. Promote networking, communication and collaboration, and create supportive environments for professionals working with and for transgender people;
- c. Promote healthcare based on transgender community partnerships and leadership, Māori and Pasifika models, and human rights perspectives which emphasise informed consent and depathologisation of transgender people;

- d. Advocate for institutional, policy, and legislative reform to advance transgender people's health using our collective knowledge and expertise;
- e. Do anything necessary or helpful to the above purposes.

3.3 To work towards these purposes, the Society recognises the need to be both connected with and responsive to the needs emerging from transgender people and communities. We strive to model a partnership approach between transgender and cisgender people working professionally on transgender health, whether in clinical, academic, community, legal or other settings. This includes ensuring visible representation of transgender people on the Executive Committee and as Members.

3.4 Pecuniary gain is not a purpose of the Society.

Management of the Society

4.0 Officers

4.1 The Officers of the Society shall be:

- a. The President;
- b. The Vice-President;
- c. The Secretary; and
- d. The Treasurer.

4.2 The Society shall have a managing committee ("the Executive Committee") that shall consist of the Officers and three to five other members (one of whom will normally be the immediate past president).

4.3 Only Members of the Society may be Executive Committee Members.

4.4 Unless otherwise agreed, Officers and Executive Committee Members appointed at an Annual General Meeting will have a term of two years.

4.5 The mix of Officers and Executive Committee members should demonstrate a partnership between cisgender and transgender people, and between Māori and non-Māori, working professionally on transgender health, whether in clinical, academic, community, legal or other settings.

5.0 Appointment of Executive Committee Members

5.1 At a Society Meeting (either an Annual General Meeting or Special General Meeting, as defined in 21.0 Society Meetings), the Members may decide by majority vote:

- a. Who shall be appointed the President, Vice-President, Secretary, and Treasurer;
- b. Whether any Executive Committee Member may hold more than one position as an officer;
- c. How long each person will be an Executive Committee Member ("the Term").

6.0 Cessation of Executive Committee Membership

6.1 Persons cease to be Executive Committee Members when:

- a. They resign by giving written notice to the Executive Committee.
- b. They are removed by majority vote of the Society at a Society Meeting.
- c. Their Term expires.

6.2 If a person ceases to be an Executive Committee Member, that person must within one month give to the Executive Committee all Society documents and property.

7.0 Nomination of Executive Committee Members

7.1 Nominations for members of the Executive Committee shall be called for 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. [See also rule 21.4(b)] All retiring members of the Executive Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Executive Committee may appoint another Executive Committee Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Executive Committee Member becomes vacant between Annual General Meetings, the Executive Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Executive Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

8.0 Role of the Executive Committee

8.1 Subject to the rules of the Society ("The Rules"), the role of the Executive Committee is to:

- a. Administer, manage, and control the Society;
- b. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d. Delegate responsibility and co-opt members where necessary;
- e. Nominate any members of the Society a sub-committee for any specified purpose it may deem 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;
- l. Ensure that transgender Members are represented in any decisions made;
- m. Ensure Te Tiriti o Waitangi is upheld in the work of the Society.

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

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

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

9.0 Roles of Executive 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 (half of the Executive Committee) is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society;
- e. Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Vice-President is responsible for:

- a. Assisting the President with their responsibilities;
- b. Stepping into the role of the President, in the event of the President being unable to fulfil their duties;
- c. Chairing the Executive Committee meetings, in the absence of the President;
- d. Other duties as nominated by the President and/or Executive Committee;

9.3 The Secretary is responsible for:

- a. Recording the minutes of Meetings;
- b. Keeping the Register of Members;
- c. Holding the Society's records, documents, and books except those required for the Treasurer's function;
- d. Receiving and replying to correspondence as required by the Executive Committee;
- e. 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.
- f. Advising the Registrar of Incorporated Societies of any rule changes;

9.4 The Treasurer is responsible for:

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies (see 8.1.d).
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Executive Committee as the Executive Committee determines.

10.0 Executive Committee Meetings

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

10.2 No Executive Committee Meeting may be held unless more than half of the Executive Committee Members attend and transgender members are represented in decision making.

10.3 The President shall chair Executive Committee Meetings, or if the President is absent, the Vice-President shall chair Executive Committee Meetings. If both the President and Vice-President are absent, the Executive Committee shall elect an Executive Committee member to chair that meeting.

10.4 Decisions of the Executive Committee shall be by majority vote.

10.5 The President or person acting as Chair has a casting vote, that is, a second vote.

10.6 Only Executive Committee Members present at an Executive Committee Meeting may vote at that meeting.

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

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

10.9 Adjourned Meetings: If a quorum is not present, the meeting shall be dissolved and adjourned to a day and time determined by the President not less than seven days hence, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without any further adjournments.

10.10 The Executive Committee may, by majority vote, pay an honoraria and/or reimburse Executive Committee Members for their actual and reasonable expenses incurred in the conduct of the Societies business. Prior to doing so the Society must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

Society membership

11.0 Types of Members

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

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

- a. Complete an application form; and
- b. Supply any other information the Executive Committee requires.

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

12.3 The Executive Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Executive Committee shall advise the Applicant of its decision, and that decision shall be final.

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 Executive 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 shall automatically cease, or change to a non-levied class of membership, where a membership fee is levied annually and the member fails to make payment within one month of the due date of membership fee.

14.3 Membership may be terminated in the following way:

- a. If, for any reason whatsoever, the Executive Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Executive Committee may give written notice of this to the Member (“the Executive Committee’s Notice”). The Executive Committee’s Notice must:
 - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Executive Committee giving reasons why the Executive Committee should not terminate the Member’s Membership.
 - iii. State that if, within 14 days of the Member receiving the Executive Committee’s Notice, the Executive Committee is not satisfied, the Executive Committee may in its absolute discretion immediately terminate the Member’s Membership.
 - iv. State that if the Executive Committee terminates the Member’s Membership, the Member may appeal to the Society.
- b. Fourteen days after the Member received the Executive Committee’s Notice, the Executive 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 the Society 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 Society 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 Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer their right to be heard until the following Society Meeting.
- d. When the Member is heard at a Society Meeting, the Society may question the Member and the Executive Committee Members.
- e. The Society shall then, by majority vote, decide whether to let the termination stand or whether to reinstate the Member. The Society’s decision will be final.

15.0 Obligations of Members

15.1 All Members (and Executive Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

Money and other assets of the society

16.0 Use of Money and Other Assets

16.1 The Society may only Use Money and Other Assets if:

- a. It is for a purpose of the Society; and
- b. That Use has been approved by either the Executive Committee or by majority vote of the Society.

16.2 Members of the Society must abstain from any majority vote by the Executive Committee or Society that would result in a pecuniary gain to themselves or someone associated to them.

16.3 Any payments made to a Member of the Society, or person associated with a Member, must be for goods or services that advance the purpose of the Society.

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 Executive Committee or the Society, 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 the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

18.0 Additional Powers

18.1 The Society may:

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

19.0 Financial Year

19.1 The financial year of the Society begins on 1st April of every year and ends on 31st March of the next year.

20.0 Assurance on the Financial Statements

20.1 No review of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any Society Meeting.

20.2 If a review is required, the Society shall appoint an auditor to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitably qualified person, a member of Chartered Accountants Australia New Zealand, and must not be a member of the Executive Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Executive Committee shall appoint another Reviewer as a replacement.

The Executive Committee is responsible to provide the Reviewer with:

- a. Access to all information of which the Executive Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b. Additional information that the reviewer may request from the Executive Committee for the purpose of the review; and
- c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

Conduct of meetings

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society’s end of financial year. The Executive Committee shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Executive Committee. The Executive Committee must call a Special General Meeting if the Secretary receives a written requisition signed by at least 10% of the Members. The business to be dealt with at such meeting shall be limited to the matters stated in the requisition notice.

21.4 The Secretary shall:

- a. Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting, including in a publicly accessible place (e.g., the societies website)
- b. Additionally, the Secretary will provide:
 - i. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Executive Committee;
 - ii. A list of Nominees for the Executive Committee, and information about those Nominees if it has been provided;
 - iii. Notice of any motions and the Executive Committee's recommendations about those motions.
 - iv. If the Secretary has sent a notice 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 All Members may attend and vote at Society Meetings. The President may accept at any meeting a proxy on behalf of any Member lodged at such meeting in writing signed by the Member appointing that proxy.

21.6 No Society Meeting may be held unless at least 12 eligible Members attend. (This will constitute a quorum.)

21.7 All Society Meetings shall be Chaired by the President. If the President is absent, the Vice President shall Chair the meeting. In the absence of both the President and Vice President, the Executive Committee shall elect another Executive Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting, that is second, vote.

21.8 On any given motion at a Society 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.

21.9 The business of an Annual General Meeting shall be:

- a. Receiving any minutes of the previous Society Meeting (s);
- b. The President's report on the business of the Society;
- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d. Election of Officers.

21.10 The President shall adjourn the meeting if necessary.

21.11 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 the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

22.0 Motions at Society Meetings

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a Society 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 Executive Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 50% of eligible Members:

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

22.2 The Executive Committee may also decide to put forward motions for the Society to vote on ("Executive Committee Motions") which shall be suitably notified.

Common Seal

23.0 Common Seal

23.1 The Executive Committee shall provide a common seal for the Society 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 Executive 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 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a three-fourths majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by the greater of ten % of eligible Members, or three eligible Members.

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 Executive Committee has.

24.4 When a Rule change is approved by a General Meeting, no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

24.5 The provision and effect of clauses *24.0 Altering the Rules* and *25.0 Winding up* shall not be removed from this document and shall be included and implied into any document replacing this document.

Winding up

25.0 Winding up

25.1 A Society Meeting may be called for the purpose of passing a resolution that requires the Society to be wound up. This resolution must be passed by not less than three-fourths of the Members either present or represented by proxy at a Meeting.

25.2 If the Society is wound up:

- a. The Society's debts, costs and liabilities shall be paid;
- b. Surplus Money and Other Assets of the Society may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 1908; but
 - iii. No distribution may be made to any Member.
 - iv. Preference for the dispersal of any surplus Money and Other Assets shall be given to transgender-led organisations in New Zealand.

Definitions

26.0 Definitions and Miscellaneous matters

26.1 In these Rules:

- 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 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 the Society.
- c. “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not an Executive Committee Meeting.
- d. “Transgender” as used in the name of the Society is an umbrella term which acknowledges the diversity of terms that people may use to describe themselves. This can include (but is not limited to): Aikāne, Akava’ine, Fa’afafine, Faafatama, Fafafine, Fakaleiti, Māhū, Trans, Transsexual, Genderqueer, Tāhine, Whakawahine, Tangata ira tane, Vakasalewalewa, Palopa and non-binary.
- e. “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.
- f. “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- g. It is assumed that
 - i. Where the plural is used, singular forms of the noun are also inferred
 - ii. Where the singular is used, plural forms of the noun are also inferred
 - iii. Headings are a matter of reference and not a part of the rules
- h. Matters not covered in these rules shall be decided upon by the Executive Committee.