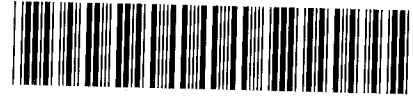


www.societies.govt.nz | 0508 SOCIETIES | 0508 762 438
Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West



10056667851

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Health Promotion Forum of New Zealand - Runanga Whakapiki Ake
I Te Hauora O Aotearoa

2. Society number

AK401629

I certify that the rules that are endorsed with this application have been approved by a majority of the members of the society and comply with Section 6 of the Incorporated Societies Act 1908.

Name

Janferie Bryce-Chapman.

Position

Chairperson

Signature *J Bryce-Chapman* Date 7 October 2008.

3. Checklist before filing your application

- Does the rule alteration include a name change for the society?
- If the name of the society is being changed, have you checked that the society's name is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz ?
- Has this certification been completed by an officer of or a solicitor for the society?
- Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- Has the copy of the alteration to rules been signed by three members of the society?

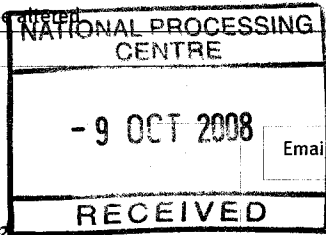
What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

4. Your contact details

Name and postal address
J-S Bryce-Chapman
1778 Shakespeare Rd
Milford
North Shore City 0627.



Email (optional)
Telephone 09 489 4975 ext 114.

NPC# 27

- 9 OCT 2008



Runanga Whakapiki Ake I Te Hauora O Aotearoa
Health Promotion Forum of New Zealand

Appendix A – Alteration of rules of Health Promotion Forum of New Zealand.

We as authorised representatives of the Health Promotion Forum of New Zealand confirm that the amendments to the Constitution (as attached) were formally approved and adopted at a Special General Meeting held on 7th October 2008 in accordance with the current rules of the organisation.

Name of organisation AGE CONCERN FLAXMERE

Signature *P. Whaitiri*

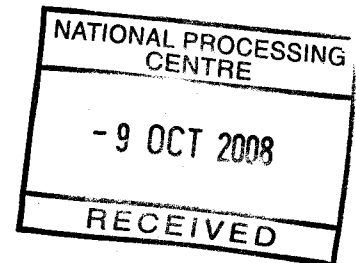
Name of organisation WEST FONO HEALTH TRUST

Signature *L. S. S. S.*

Name of organisation AOTEAWA O TE ORA

Signature *[Signature]*

Dated: 7/10/08



PO Box 99 064, 2/27 Gillies Avenue, Newmarket, Auckland 1149
Telephone (09) 520 3714 Fax (09) 520 4152

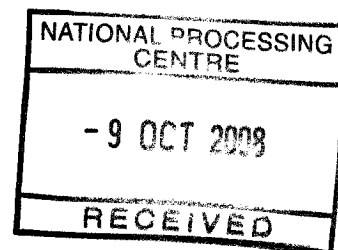
website: www.hauora.co.nz



Runanga Whakapiki Ake I Te Hauora O Aotearoa
Health Promotion Forum of New Zealand

CONSTITUTION

07 October 2008



RBE

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1 Name

- 1.1 The name of the society shall be Health Promotion Forum of New Zealand – Runanga Whakapiki Ake I Te Hauora O Aotearoa Incorporated (referred to hereafter as “the HPF.”)

2. Values

The values and principles of the HPF are:

- 2.1 Respect for, and commitment to, Te Tiriti o Waitangi, which includes commitment to application of the principles of the Treaty of Waitangi in the actions and every day practice of HPF.
- 2.2 Respect for and commitment to hauora as everyone’s right based on the mana and dignity of each and every person. This includes respect for, and commitment to, rangatiratanga, manaaki, tapu and noa.
- 2.3 Commitment to improving Hauora, recognising the importance of the determinants of health. These include social justice, equity, taonga tuku iho, tinana, wairua, hinengaro and mana.
- 2.4 Recognition of the interdependence of individuals, families, communities and the broader environment. This includes recognition of te ao turoa, whakawhanaungatanga, whanau, whanau ora and whatumanawa.
- 2.5 Respect for peoples’ rights to aroha, awhi and hauoratanga.
- 2.6 He mahinga i runga i te mahi tika me take mana tangata me he ngakau tapatahi – commitment to acting honestly, ethically and with integrity.

3. Purposes

The purposes of the HPF are those objects and purposes which are recognised by the law of Aotearoa New Zealand as being charitable, including:

- 3.1 To benefit the community in Aotearoa New Zealand by promoting, supporting and enhancing the dignity, health, wellbeing and interests of diverse groups through providing a forum for organisations, statutory agencies, community groups and others to communicate, plan, co-ordinate and initiate appropriate strategies for health promotion, and share the benefits of pooling knowledge and experience.

- 3.2 To promote Hauora for all people living in Aotearoa New Zealand through developing and offering leadership in health promotion including:
 - 3.2.1 Promoting Te Tiriti O Waitangi based practice,
 - 3.2.2 Encouraging the development and adoption of practices, policies, and priorities that promote health
 - 3.2.3 Promoting the use of research and evidence in the practice of health promotion.
- 3.3 To promote Hauora for all people living in Aotearoa New Zealand through strengthening and building the health promotion workforce, including:
 - 3.3.1 Providing education and training services,
 - 3.3.2 Facilitating stronger relationships, communication, co-operation, and coordination between non-governmental and statutory organisations at local, national and international level,
 - 3.3.3 Assisting in the establishment of networks of groups and organisations concerned with health promotion,
 - 3.3.4 Promoting participation of all people in Aotearoa New Zealand community groups and national organisations in planning, service decisions and policies that promote health.
- 3.4 To develop strategic partnerships and relationships with organisations to assist, support and awahi people and communities who are disadvantaged in Aotearoa New Zealand, the South Pacific and internationally in order to:
 - 3.4.1 Promote equity in health,
 - 3.4.2 Promote cultural perspectives and respect for health values of all cultures and ethnic groups in Aotearoa New Zealand,
 - 3.4.3 Form partnerships with whanau, hapu, iwi and Māori communities as part of addressing Māori health aspirations,
 - 3.4.4 Recognise the growing diversity of Aotearoa New Zealand communities.
- 3.5 To use health promotion practice to improve health by raising awareness of the health implications of policies and acting as an advocate for healthy public policies.
- 3.6 Anything else which shall further these charitable purposes.

4. Definition of health promotion

- 4.1 In the interpretation of this Constitution, "health promotion" is as defined by the World Health Organisation in the Ottawa Charter ("the process of enabling people to increase control over, and to improve, their health", 1986) and subsequent World Health Organisation statements.

5. Registered office

- 5.1 The Registered Office of the HPF shall be at such place as the Board from time to time determines.

6. Membership

- 6.1. Any organisation or corporate body that supports Te Tiriti O Waitangi and the values and purposes of the HPF and has aims and objectives consistent with those of the HPF may apply for membership.
- 6.2. An applicant for membership of the HPF shall lodge a written or electronic application with the Board.
- 6.3 The Board has complete discretion whether it admits an applicant to membership of the HPF. The Board shall advise the applicant giving reasons for that decision, and that decision shall be final.
- 6.4 Upon admittance the member shall be listed in the register of members and notified accordingly and the HPF shall endeavour to provide the member with a copy of this Constitution.
- 6.5 Members shall pay an annual subscription as determined in clause 8.3.2.
- 6.6 During their membership all members agree to uphold the values and purposes of the HPF. All members will ensure their aims, values and objectives are consistent with those of the HPF, and shall do nothing to bring the HPF into disrepute.
- 6.7 Any member may resign by giving written notice of their resignation to the HPF.
- 6.8 The Board may at its discretion terminate membership, giving reasons for that decision and that decision shall be final.

7. Board

7.1 Board Structure

As from the Annual General Meeting in 2008 and subject to clause 7.2,

- 7.1.1 The HPF shall have a governance Board ("the Board"), which shall be made up of Board members and the Kaumatua to the HPF.
- 7.1.2 The positions in the Board shall include a Chairperson, Deputy Chairperson, Treasurer and Secretary. The positions of Treasurer and Secretary may be held by one person.
- 7.1.3 Te Komiti Māori shall be a standing Komiti of the Board; operating as prescribed in its Terms of Reference which the Board approves of and agrees to.
- 7.1.4 There shall be not less than eight Board members or more than ten Board members.
- 7.1.5 Half or more Board members shall identify as Māori by whakapapa. The Board shall include at least one Pacific person and one Asian person and take into account the representation of a changing ethnic diversity.
 - 7.1.5.1 Subject to the provisions of this clause, others may be co-opted in accordance with clauses 7.7.1 and 7.7.2 of this Constitution.

7.2 Transition Board

- 7.2.1 From the time of the adoption and registration of this Constitution the organisations who are members of the Board shall each have the authority to appoint one individual as a Board member to form a Transition Board until the 2008 Annual General Meeting ("the Transition Board")
- 7.2.2 The organisations referred to in clause 7.2.1 shall exercise the powers in that clause as expediently as possible and shall use their best endeavours to comply with the structure described in clause 7.1
- 7.2.3 The Transition Board shall be subject to the terms of this Constitution. However should a conflict or difficulty arise during the transition period, it and the organisations referred to in clause 7.2.1, shall work in the best interests of the HPF to resolve the matters as practically as possible.
- 7.2.4 The members of the Transition Board shall all resign at the 2008 Annual General Meeting.

7.3 *Commitment of Board members to Te Tiriti O Waitangi and the values and purposes of the HPF*

7.3.1 Each Board member shall have a demonstrated and continuing commitment to Te Tiriti O Waitangi and the values and purposes of the HPF.

7.4 *Kaumatua*

7.4.1 The Board shall appoint a Kaumatua to the HPF on the advice of Te Komiti Māori.

7.4.2 The Kaumatua shall advise the Board and the HPF and may attend Board meetings ex officio.

7.5 *Nominations*

As from the time of the Transition Board and for the 2008 and ongoing Annual General Meetings,

7.5.1 Any individual person who supports Te Tiriti O Waitangi and the values and purposes of the HPF may be nominated for the Board.

7.5.2 A nomination shall be made by a member of the HPF, and seconded by another member.

7.5.3 The nominator and seconder must be current financial members of the HPF at the time of nomination.

7.5.4 At nomination each nominee shall execute a declaration stating that they are legally able to be on the Board as required by the Charities Act.

7.6 *Election of Board members*

7.6.1 Elections for Board members shall be held every year. The term of half of the members elected at the 2008 election shall expire at the end of one year; immediately after the first election, the names of these members whose term will expire after one year shall be chosen by lot by the Chairperson of the meeting. The term of the other members elected at the 2008 election shall expire after two years.

7.6.2 The members of the HPF shall elect individual persons to be Board members from among those nominated.

7.6.3 Ballot papers shall be sent to members at least 21 days before the Annual General Meeting.

7.6.4 The election of Board members shall be by postal and/or electronic ballot and the elections shall be held in accord with the HPF's policy for election of Board members.

7.7 Powers of the Board to appoint Board members and Patron(s)

- 7.7.1 If any Board position becomes vacant between elections, the Board may appoint another person to fill that vacancy until the next election.
- 7.7.2 The Board may co-opt members to the Board to meet identified needs. Such co-opted Board members may have the same voting rights as elected Board members.
- 7.7.3 The Board may appoint one or more Patrons.

7.8 Term of Board members

- 7.8.1 The term of the Board members elected at the 2008 election is set out in clause 6.1. For subsequent elections, the term of a Board member is two years, with the option of re-election for a maximum of two further terms.
- 7.8.2 When a Board member has been a member for three continuous terms, the Board member shall only be eligible for re-election or co-option after one year standing down.

7.9 Election and appointment of Chairperson, Deputy-Chairperson, Treasurer and Secretary

- 7.9.1 At the first Board meeting following the Annual General Meeting, the Board shall decide which Board members shall hold the positions of Chairperson, Deputy-Chairperson (one of whom shall be the Chair of Te Komiti Maori), Treasurer and Secretary. The Board shall do this using the procedures set out in its policy for the election and appointment of Board members to these positions.
- 7.9.2 If the Chairperson or Deputy-Chairperson or Treasurer or Secretary should resign from the position or leave the Board, then the Board shall fill the vacancy through following procedures set out in its policy for the election and appointment of Board members to these positions.

7.10 Other duties of Board members

- 7.10.1 Board members shall have a good and shared understanding of their duties and responsibilities and the HPF's policies and procedures.
- 7.10.2 At a Board member's first Board meeting, and at any other appropriate time, Board members shall complete a conflict of interest declaration and confidentiality agreement.

7.11 Cessation of position of Board member

7.11.1 Persons shall cease to be Board members when:

7.11.1.1 They resign by giving written notice to the Board, or

7.11.1.2 They are removed by decision at a Board meeting, for activity which is in breach of their obligations under this Constitution or brings the HPF into disrepute, or

7.11.1.3 They are absent from three consecutive Board meetings without leave of absence, or

7.11.1.4 Their term expires, or

7.11.1.5 They no longer meet legal requirements.

7.11.2 If a person ceases to be a Board member, that person must within one month give to the Board all Forum property, documents and papers that are in his or her possession.

8. Conduct of Meetings

8.1 Chairing of meetings

8.1.1 All meetings of the HPF, its Board or Board committees, shall be facilitated by the Chairperson or in his/her absence the Deputy Chairperson or in the absence of both, another Board member.

8.2 Board meetings

8.2.1 Board meetings shall be conducted at least three times per year. Not all Board meetings need to be face to face and the Board shall have the power to use technology to ensure good process is used for meetings and decision making.

8.3 Annual General Meetings

8.3.1 The Annual General Meeting shall be held once every year within six months of the end of the financial year.

8.3.2 The business of the Annual General Meeting shall include: annual reports, announcement of results of election of Board members when applicable, presentation of audited financial reports, membership subscription, notices of motion, general business, the appointment of an auditor and deciding on any resolution and/or remit properly submitted.

8.3.3 Notice of the Annual General Meeting shall be sent to members at least 28 days prior to the meeting.

8.3.4 The Chairperson shall announce the nominees elected to the Board at the Annual General Meeting, and a full list of Board members shall be published in the newsletter and/or published on the website following the Annual General Meeting.

8.3.5 Any member wishing to raise a remit for an Annual General Meeting shall give written notice to the Secretary not less than 14 days before the Meeting. The Board may consider all such notices and make recommendations to members.

8.4 Special General Meetings

8.4.1 A Special General Meeting may be held from time to time and may be called by the Board or by a group of at least 10 financial members by applying to the Board in writing. Those calling the Special General Meeting shall state the reasons for calling the Meeting in writing.

8.4.2 Notice of Special General Meetings shall be sent to members at least 28 days prior to the meeting.

8.5 Quorum

8.5.1 A quorum at any Board meeting shall be half of the elected board.

8.5.2 A quorum at any Annual General Meeting or Special General Meeting shall be ten members.

8.5.3 A Member shall be allowed representation by proxy which shall not be counted as part of the quorum. Both parties must be financial members and the written proxy must be received by the Secretary prior to the meeting.

8.6 Decision making

8.6.1 Subject to the terms of this Constitution, wherever possible decisions shall be made by consensus.

8.6.2 When decisions cannot be reached by consensus the Chairperson shall be empowered to negotiate a solution which may include voting.

9. Powers

The Board and the Transition Board shall have the following powers:

9.1 Finance

9.1.1 To use funds and other assets if:

9.1.1.1 It is for the purposes of the HPF as set out in clause 3,

9.1.1.2 It is not for the personal or individual benefit of any Member, and

9.1.1.3 That use has been approved by the Board.

9.1.2 To borrow, or raise money and secure the payment of monies borrowed in such a manner as the Board shall think fit as may be in the best interest of the HPF.

9.1.3 To invest any funds not immediately required for the purposes of the HPF in any investment that a trustee might invest in, provided that the care, diligence and skill to be exercised by the Board or Transition Board in relation to any such investment shall at all times be the standard of care that a prudent person of business would exercise in managing the affairs of others.

9.1.4 To follow good financial practice including ensuring that all cheques and withdrawal slips are signed by a minimum of two persons who have authority from the Board.

9.2 Property

9.2.1 To sell, let, lease, mortgage or otherwise dispose of or deal with any of the HPF's property or assets.

9.2.2 To purchase, lease, hire or otherwise acquire any property or assets.

9.3 Additional Powers

9.3.1 To employ, retain or engage people.

9.3.2 HPF shall have power to appoint committees for specific purposes within the purposes and may, if necessary, confer such powers upon a committee as it deems necessary to enable the committee to act.

9.3.3 For the avoidance of doubt the Board and Transitional Board may do all such other things, acts, deeds and matters as shall be necessary, incidental or conducive to the attainment of any of the Purposes of the HPF, provided that no such thing, act, deed or matter may have the effect that the HPF would cease to qualify as a charitable entity for the purposes of the Charities Act 2005.

9.4 Restriction on Private Pecuniary Gain

9.4.1 Nothing expressed or implied in clause 9 or this Constitution shall permit the activities of the members to be carried on for the private pecuniary gain of any individual

except that the Board may pay from income/profit and for monies earned by it, any reasonable remuneration to an officer for special work done by that person in the HPF's business, and out of pocket expenses incurred by an officer in connection with the society's administration and business.

- 9.4.2 No member, or anyone associated with a member, is allowed to take part in, or influence any decision made by HPF in respect of payments to, or on behalf of the member or associated person of any income, benefit or advantage.

10. Signing of documents

- 10.1 The Common Seal of the HPF shall be kept in the custody and control of the Board.
- 10.2 The Common Seal shall be affixed to any document requiring the same only pursuant to the resolution of the Board and shall be attested by the signatures of two persons designated by the Board.

11. Indemnity

- 11.1 No Board member shall be liable for any loss other than loss attributable to his or her personal dishonesty or his or her wilful commission of an act known to be a breach of Trust. Further, no Board member shall be liable in respect of the acts or omissions of any co-Board member and shall not be bound to take any proceedings against any co-Board member for any breach of Trust committed or alleged to have been committed by such Board member.
- 11.2 The Board members and the Board shall from time to time and at all times be indemnified by and out of the HPF's property from and against all costs, charges, losses, damages and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

12. Alteration of this Constitution

- 12.1 This Constitution may be added to, altered or rescinded by a two third majority vote on a resolution at an Annual or Special General Meeting, providing that no alterations or additions shall be made which mean that HPF would cease to qualify as a charitable entity for the purposes of the Charities Act 2005.

12.2 Notice of any proposed changes shall be circulated at least 28 days prior to the Annual or Special General Meeting.

13. Winding Up

13.1 The HPF may be wound up at a Special General Meeting by a resolution passed by a two third majority of attending members; and confirmed by a two third majority of attending members at a subsequent Special General Meeting called together for that purpose not less than 30 days after the date on which the resolution was first passed.

13.2 In event of the HPF winding up, any surplus assets, after payment of HPF liabilities and the expenses of winding up, will be distributed to one or more registered charitable organisations in Aotearoa New Zealand with aims similar to those of the HPF, as a two third majority of the attending members shall approve.

We as authorised representatives of the Health Promotion Forum of New Zealand confirm that the amendments to the Constitution (as above) were formally approved and adopted at a Special General Meeting held on 7th October 2008 in accordance with the current rules of the organisation.

Name of organisation TE AWA O TE ORA

Signature [Handwritten Signature]

Name of organisation Public Health Association

Signature [Handwritten Signature: Vivian Daley]

Name of organisation Mental Health Foundation of NZ

Signature [Handwritten Signature: Cinnamon Whitlock]

Dated: 7/10/2008

