

**CONSTITUTION of the**  
**New Zealand Society for Pharmacoeconomics and Outcomes Research**  
**Incorporated (also known as the ISPOR New Zealand Regional Chapter)**

**1.0 Name and affiliation**

- 1.1 The name of this organization is the New Zealand Society for Pharmacoeconomics and Outcomes Research Incorporated (also known as the ISPOR New Zealand Regional Chapter), herein referred to as 'NZ Chapter.'
- 1.2 The NZ Chapter is constituted by resolution of ISPOR dated July 25, 2011.
- 1.3 The 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 the NZ Chapter is that of the Secretary.
- 2.2 Contact details at June 2014 are as follows:-

ISPOR NZ Chapter  
c/o The Secretary  
Chapter Executive Steering Committee  
c/o Editorial Office, Adis International,  
Private Bag 65901, Mairangi Bay  
Auckland, New Zealand 0632  
Phone: +64 9 477 0738  
Email: [chris.carswell@springer.com](mailto:chris.carswell@springer.com)

**3.0 Mission of the NZ Chapter**

The mission of the NZ Chapter is to:

- 3.1 Provide an environment where researchers, health care practitioners, and decision-makers interested in pharmacoeconomics and outcomes research can share knowledge at a country level.
- 3.2 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.
- 3.3 Act as a resource at a local level for individuals interested in pharmacoeconomics and outcomes research.

3.4 Provide an opportunity for Chapter members to become more familiar with the activities of ISPOR as well as participate in its activities.

3.5 Encourage research and relevant training programmes in health economics and outcomes research in New Zealand.

3.6 Promote the science of health economics (including pharmacoeconomics) and outcomes research in New Zealand, through conferences and workshops that encourage the effective use of health care resources in New Zealand.

#### **4.0 Membership**

Membership is open to any individual working within the country or region who takes an interest in ISPOR and supports the mission of ISPOR.

#### **5.0 Procedures**

5.1 The NZ Chapter is governed by this Constitution.

5.2 The NZ Chapter is a recognized organization in the country and complies with national and local government policies.

5.3 The NZ Chapter will hold at least 1 general meeting during the year.

5.4 Minutes will be taken at all meetings and must be provided to the ISPOR Board of Directors upon request.

5.5 Any member of the NZ Chapter may initiate a constitutional amendment (see Article 9).

#### **6.0 Leadership**

6.1. The Executive Committee ('the Committee') comprises the following elected members: President, President-Elect, Past President, Secretary, Treasurer and 2 Ordinary Members.

6.2 The leadership must have their professional posts within New Zealand or its territories.

6.3 Only Members of the NZ Chapter may be Committee Members.

6.4 Members of the Committee shall represent diverse geographic locations and work environments if possible.

6.5 Positions of President-Elect / President / Past President are limited to one term of up to 3 years.

6.6 Chapter members elect the members of the Committee.

6.7 Elections are to be held according to the rules and procedures outlined in Article 7.

6.8 At least three members of the Committee must be members of ISPOR.

6.9 Members of the Committee hold their respective positions for a term of up to three years, or for the remainder of a term when filling a vacancy.

6.10 The position of Secretary or Treasurer can serve a second term if re-elected by members of the NZ Chapter.

6.11 The Executive Committee oversees and supports activities of the NZ Chapter. The duties and responsibilities of the Executive Committee are defined in Article 8.

6.12. Executive Committee meetings are held as needed.

6.13 Minutes of meetings must be taken and must be provided to the ISPOR Board of Directors upon request.

6.14 The NZ Chapter's Executive Committee has the right to make decisions that are in accordance with this Constitution.

## **7.0 Election Procedures**

7.1. The members of the NZ Chapter elect the members of the Executive Committee. Each Chapter member has one vote for each vacant position.

7.2. The Executive Committee incumbent members select at least three Chapter members from diverse work environment and geographic location to a Nominations Committee.

7.3. The Nominations Committee solicits candidates for the positions of President-Elect, Secretary, Treasurer, and Ordinary Members by notifying all Chapter members electronically or by postal mail, prior to the end of the term of the incumbent.

7.4. The Nominations Committee selects at least two candidates for each position ensuring that the selected slate complements the incumbent Executive Committee with respect to education, professional interest, work environment, geographic location, and gender.

7.5. If selected for audit, the Nominations Committee will provide the ISPOR Board of Directors with evidence that the elections were conducted in a fair manner.

7.6. All elected positions must receive a majority vote (>50% of votes received).

7.7. The incumbent President informs the ISPOR Board of Directors of the newly elected Executive Committee members via: [RegionalChapter@ispor.org](mailto:RegionalChapter@ispor.org).

7.8. Unless initiated by a decision of the President, or by any member of the Executive Committee regarding their elected term, an Executive Committee member holds his/her position until the end of the defined term. Executive Committee members should not be required to step down by any member of the NZ Chapter. If there is a dispute that neevvds

further resolution, a petition must be formally submitted to the ISPOR Board of Directors via [regionalchapter@ispor.org](mailto:regionalchapter@ispor.org).

7.9. If a change in leadership occurs outside the parameters outlined in this constitution, the NZ Chapter and / or new leadership are subject to disbandment by ISPOR Board of Directors.

## **8.0 Duties of Executive Committee**

These offices are open to any member of the NZ Chapter, in accordance with the requirements outlined in Article 4.

### **8.1. President**

- a) Takes office after a term as President-Elect and holds this position for a term of up to three years;
- b) Oversees Chapter activities;
- c) Conducts and presides over all meetings of the NZ Chapter;
- d) Represents the NZ Chapter when called upon to do so;
- e) Provides an annual report of activities including a list of current Chapter members to the ISPOR Board of Directors.

### **8.2 President-Elect**

- a) Holds this position for a term of up to three years as President-Elect, and at the end of the term as President-Elect becomes President;
- b) Conducts and presides over all meetings of the NZ Chapter in the absence of the President;
- c) Assists the President with the responsibilities and duties as necessary.

### **8.3 Past President**

- a) Holds this position for a term of up to 3 years after serving as President;
- b) Conducts and presides over all meetings of the NZ Chapter in the absence of the President/President-Elect;
- c) President/President-Elect;
- d) Assists the President with the responsibilities and duties as necessary.

### **8.4 Secretary**

- a) Records the minutes of Chapter meetings. An official copy of the minutes should be kept in the NZ Chapter records;
- b) Handles Chapter correspondence;
- c) Keeps and maintains the NZ Chapter records other than financial records.

### **8.5 Treasurer**

- a) Is responsible for any financial transactions of the NZ Chapter;
- b) Keeps and makes available to the members of the NZ Chapter and the ISPOR Board of Directors a record of all monies received and spent by ISPOR NZ Chapter;
- c) Reports the financial status of ISPOR NZ Chapter at meetings;
- d) Oversees the financial activities of ISPOR NZ Chapter.

## **8.6 Ordinary members (2)**

Are responsible for assisting the President with decision making and taking action in behalf of the membership.

## **9.0 Amendments to the Constitution**

9.1 Any member or officer of ISPOR NZ Chapter may propose constitutional amendments.

9.2 The NZ Chapter may amend the Constitution at a Chapter Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

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

9.4 At least 14 days before the General Meeting at which any 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.

9.5 Any proposed amendments to the Constitution should be sent to the ISPOR Executive Director at: ISPOR, 3100 Princeton Pike Building 3E, Lawrenceville, NJ, USA 08648 or emailed to: [info@ispor.org](mailto:info@ispor.org)

## **10.0 Committee Meetings**

10.1 Committee meetings may be held in person or via video or teleconference, or other formats as the Committee may decide.

10.2 No Committee Meeting may be held unless at least half of the Committee Members attend.

10.3 The President shall chair Committee Meetings, or if the President is absent, the President-Elect shall chair that meeting.

10.4 Decisions of the Committee shall be made 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 his/her 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 shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the 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.

## **11.0 Admission of Members**

11.1 To become a Member, a person ("the Applicant") must:

- a. Complete an application form; and
- b. Supply any other information the Committee requires; and
- c. Pay the requisite membership fee (see Article 15).

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

11.3 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.

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

11.5 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.

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

## **12.0 The Register of Members**

12.1 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.

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

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

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

### **13.0 Cessation of Membership**

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

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

13.3 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 the 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 the 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 the 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 the 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/her right to be heard until the following Chapter Meeting.

d. When the Member is heard at a Chapter Meeting, the NZ Chapter may question the Member and the Committee Members.

e. the NZ Chapter shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. the NZ Chapter's decision will be final.

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

14.1 The NZ Chapter may only use Money and Other Assets if:

- a. It is for a purpose of the 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 the NZ Chapter.

#### **15.0 Membership Fees**

15.1 Annual membership fees will be set by the Executive Committee from time to time.

15.2 If any Member does not pay a membership fee by the date set by the Committee or the 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 the NZ Chapter) have no Membership rights and shall not be entitled to participate in any Chapter activity.

#### **16.0 Financial Year**

16.1 The financial year of the NZ Chapter begins on the 1st April and ends on 31st March the following year.

#### **17.0 Assurance on the Financial Statements**

17.1 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.

#### **18.0 Chapter Meetings**

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

18.2 The AGM shall be held once every year no later than five months after the NZ Chapter's balance date. The Committee shall determine when and where the NZ Chapter shall meet within those dates (usually March).

18.3 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.



18.4 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.

18.5 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 the 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.

18.6 All Members may attend and vote at Chapter Meetings.

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

18.8 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.

18.9 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.

18.10 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 the NZ Chapter;
- c. Receive the Treasurer's report on the finances of the NZ Chapter, and the Annual Financial Statements;
- d. Elect Committee Members;
- e. Consider Motions;
- f. Conduct general business.

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

18.12 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 the 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.

### **19.0 Motions at Chapter Meetings**

19.1 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 the 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 the 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 the 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.

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

### **20.0 Winding up the Chapter**

20.1 If the NZ Chapter is wound up:

- a. the NZ Chapter's debts, costs and liabilities shall be paid;
- b. No distribution may be made to any Member;
- c. Surplus Money and Other Assets of the NZ Chapter shall be distributed to ISPOR.

### **21.0 Indemnification**

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.

## 22.0 Common Seal

a The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

b 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.

## 23.0 Tax Exempt Status

No addition to or alteration of the non-profit names, personal benefit clause and winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and applied into any document replacing this document."