

Telecare Services Association of New Zealand Incorporated

Rules

May 2017

[The text of May 2017 amended Rules are in bold font.]

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1. Name

- 1.1. The name of the association is **Telecare Services Association of New Zealand Incorporated**

2. Definitions and Interpretations

- 2.1. Board means the elected governing committee of the association.
- 2.2. In writing means hand-written, printed or electronic communication of words or a combination of these methods.
- 2.3. Member means a member of the association and includes an accredited representative of a member appointed in accordance with these rules.
- 2.4. Board Member means any member who is on the Board.
- 2.5. Consumer means any individual who receives telecare services.
- 2.6. Industry means the Telecare Services Industry.
- 2.7. Telecare Services are services that use technology to link people who live in their own homes with the monitoring services which provide assistance and emergency help and support when needed.
- 2.8. Secretariat means the administrative arm of the association that manages the day to day operations and undertakes other duties as delegated by the board. Secretariat activities may be undertaken by board members, members of the association, paid staff, consultants or any other person or body as determined by the board from time to time.
- 2.9. Effective 1 April 2013, the financial year will be 1 April to 31 March.
- 2.10. Words importing persons include firms, companies, partnerships, corporations and organisations.
- 2.11. Nothing in these Rules shall be interpreted as encouraging anti-competitive behaviour among members, or other offences against the Commerce or Fair Trading Acts.

3. Objects

- 3.1. The objects of the association are:
 - 3.1.1. To establish, promote and maintain quality standards for all participants in the industry within New Zealand.
 - 3.1.2. To establish and maintain dispute resolution processes and procedures as appropriate to deal with complaints raised by consumers and other interested parties.
 - 3.1.3. To grant recognised certificates of competency to those engaged in the industry.
 - 3.1.4. To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated to advance the cause of education in the industry whether general, professional or technical.
 - 3.1.5. To donate on such terms and conditions as may from time to time be prescribed, prizes or other awards or distinctions and grant certificates and association and establish scholarships, grants and other benefactions.
 - 3.1.6. To represent generally the views and interests of the industry.
 - 3.1.7. To preserve and maintain industry integrity by imposing strict rules of conduct as a condition of ongoing membership.
 - 3.1.8. To communicate to member's information on matters affecting the industry and to print, publish, issue and circulate such papers, periodicals, books, circulars, leaflets and other literary undertakings as may seem conducive to any of the objects of the association.

- 3.1.9. To establish, subscribe to, promote, become a member of, support, amalgamate, affiliate or co-operate with any other society, institution or association whose objects are altogether or in part similar to those of the association.
- 3.1.10. To originate and promote improvements in the law and to support or oppose alterations therein and to effect improvements in administration and for the purpose aforesaid to petition any legislative body or authority and to promote deputations and take such other steps and proceedings as may be deemed expedient for the furtherance of any of the objects of the association.
- 3.1.11. To obtain any Act of Parliament or Charter for all or any of the objects of the association or for the incorporation of members.
- 3.1.12. To provide facilities for social contact between members and their employees and if thought fit to afford them all or any of the usual privileges, advantages, conveniences of the association.
- 3.1.13. To watch over and promote the interests of the industry generally.
- 3.1.14. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. Membership

4.1. How to Become A Member

- 4.1.1. There shall be two classes of membership
 - a) Voting members, known as corporate members, and
 - b) Non-voting members, known as associate members.

4.2. Corporate Member

- 4.2.1. To become a corporate member, the applicant must be or intend to be a provider of Telecare Services in New Zealand, and**
 - a) **Complete an application form supported by relevant information as the board may require, and**
 - b) **The applicant shall submit documentary evidence to show that it is either a provider of Telecare services or has bona fide intentions to become one and adhere to TSANZ Rule 4.7., and**
 - c) **Supply any relevant supplementary information as the board requires, and**
 - d) **Pay any membership or compliance fees that are levied on members of the association.**
- 4.2.2. The secretariat may interview the applicant if deemed necessary.**
- 4.2.3. The secretariat shall have discretion to verify the documentary evidence provided under Clause 4.2.1. when considering whether to admit the applicant as a corporate member.**
- 4.2.4. The secretariat shall advise the applicant of his or her decision.**
- 4.2.5. In the event of an applicant being declined for membership, they may lodge an appeal in writing to the board within 21 days of the applicant's receipt of the notice of that decision.**
- 4.2.6. The board shall consider the appeal application at the next board meeting and by majority vote decide whether to accept the decision of the secretariat officer, or to admit the applicant.**

4.2.7. Corporate members shall have voting rights.

4.3. Corporate Membership

4.3.1. Corporate membership may consist of various grades as determined by the Board from time to time.

4.4. Associate Members

4.4.1. All persons, firms, companies, trusts and other organisations actively engaged in the industry as a consultant, supplier, training organisation or other associated business shall be eligible for associate membership, and must

- a) **Complete an application form supported by relevant information as the board may require, and**
- b) **The applicant shall submit documentary evidence to show they are actively engaged in the industry as a consultant, supplier, training organisation or other associated business or has bona fide intentions to provide services and products consistent with TSANZ Rule 4.7. and that they adhere to TSANZ Rule 4.7., and**
- c) **Supply any relevant supplementary information as the board requires, and**
- d) **Pay any associate membership fees that are levied on associate members of the association.**

4.4.2. The secretariat may interview the applicant if deemed necessary.

4.4.3. The secretariat shall have discretion to verify the documentary evidence provided under Clause 4.4.1. when considering whether or not to admit the applicant as a associate member.

4.4.4. The secretariat shall advise the applicant of his or her decision.

4.4.5. In the event of an applicant being declined for membership, they may lodge an appeal in writing to the board within 21 days of the applicant's receipt of the notice of that decision.

4.4.6. The board shall consider the appeal application at the next board meeting and by majority vote decide whether to accept the decision of the secretariat officer, or to admit the applicant.

4.4.7. Associate members do not have voting rights.

4.5. Membership Non Transferable

4.5.1. The rights and privileges of every member shall not be transferable either by their own act or when the ownership of the controlling interest in any member is transferred. The board shall have the power to cancel the membership.

4.6. Representation

4.6.1. Only one person may be an accredited representative of a member of the association. For the purpose of this rule, an accredited representative is a person who is in the regular employ of a member and whose appointment as such accredited representative has been notified in writing to the secretariat.

4.7. Adhere To Codes of Conduct

4.7.1.1 As a condition of membership, all members at the time of application shall agree to be bound to any rules of membership as prescribed by the board from time to time.

4.7.1.2 Each member must comply with each of these Telecare Services Association of New Zealand documents as updated and published on the Association's website from time to time:

- a) The Specification for Telecommunications Based Personal Emergency Response System Part 1- Alarm Equipment Provider Technical and Operational Requirements**
- b) The Specification for Telecommunications Based Personal Emergency Response System Part 2- Alarm Service Provider Requirements**
- c) Code of Practice for Telecare Services Association of New Zealand**
- d) Code of Professional and Ethical Conduct for Telecare Services Association of New Zealand**
- e) Telemarketing Code for Telecare Services Association of New Zealand**
- f) Telecare Services Association of New Zealand Client Protection Policy**
- g) Telecare Services Association of New Zealand Disciplinary Policy**

4.7.1.3 Each Member must comply with any additional Telecare Services Association of New Zealand Code, Specification, Standard or other document when approved by a resolution of members.

4.8. Ceasing of Membership

4.8.1. Membership will cease under the following circumstances:

- 4.8.1.1. If the member gives notice of resignation in writing, or**
- 4.8.1.2. If the member's subscription, levies or other amounts due to the association are overdue for a period of three months.**
- 4.8.1.3. If the board makes a decision pursuant to a complaint by a consumer to terminate the member's membership.**
- 4.8.1.4. If the member fails in the observance of any rules made by the board, or whose conduct in any respect shall be, in the opinion of the board, derogatory to the character or prejudicial to the interests of the association.**
- 4.8.1.5. In the event that membership is terminated, the member may lodge an appeal in writing to the board within 21 days of the receipt of the notice of termination.**
- 4.8.1.6. The board shall consider the appeal application at the next board meeting and by majority vote decide whether to accept the board's previous decision or to restore membership.**

4.9. Fees and Subscriptions

4.9.1. Fees shall be payable by each member of such amount as is determined by the board from time to time.

4.9.2. The board shall also determine the timing and manner of payment.

4.9.3. The board may, as it sees fit, charge different fees to different categories of corporate members and associate members.

5. Meetings

5.1. Notice of Meeting

- 5.1.1. At least 21 days notice must be given to members of any general meeting of members.
- 5.1.2. The association may give the notice of meeting to its members and auditor:
- a) by sending it by post to the address of the member in the register of members; or
 - b) by sending it to the electronic mail address nominated by the member.
- 5.1.3. The notice of meeting must:
- a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - b) state the business of the meeting; and
 - c) state that members have the right to appoint a proxy; and
 - d) state that the business of the meeting will be restricted to those items of which due notice has been given.

5.2. Quorum

- 5.2.1. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 5.2.2. A quorum shall be at least half of the corporate members who are personally present and eligible to vote.

5.3. General Meetings

- 5.3.1. All meetings of members other than the annual general meeting are called general meetings. These meetings can be convened:
- a) by the board;
 - b) by the board on request of at least one third of the corporate members who make a request in writing to the board to hold a general meeting. Such meeting shall be held within two months after the request is given to the board.

5.4. Annual General Meeting

- 5.4.1. The association must hold an annual general meeting every calendar year, and not later than five months after the association's financial year-end.
- 5.4.2. At each annual general meeting the board shall present a report covering the previous year's work and other matters pertaining to the welfare of the association and the association's financial statements.

5.5. Notice of Motion

- 5.5.1. Notices of motion from corporate members for the annual general meeting must be received by the secretariat not less than 21 days prior to the meeting and must be signed by at least two corporate members

5.6. Proxies

- 5.6.1. A corporate member may appoint another corporate member as the proxy to attend and vote for the member at any general meeting of the association.

- 5.6.2. An appointment of a proxy is valid if it is signed by the member making the appointment and contains the following information:
- a) the member's name and address;
 - b) the proxy's name or the name of the office in the association held by the proxy; and
 - c) the meetings at which the appointment may be used.
- 5.6.3. An undated appointment is taken to have been dated on the day it is given to the association.
- 5.6.4. A proxy appointed to attend and vote for a member has the same rights as the member to:
- a) speak at the meeting;
 - b) vote (but only to the extent allowed by the appointment); and
 - c) join in a demand for a poll.
- 5.6.5. The proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.
- 5.6.6. For an appointment of a proxy for a meeting of the association's members to be valid, the association must receive the proxy's appointment at least 48 hours before the commencement of the meeting.
- 5.6.7. The association receives an appointment authority when it is received at the registered address of the association, or an electronic address specified for the purpose in the notice of the meeting.

5.7. Adjournment of Meeting

- 5.7.1. The chairperson may, with the consent of any meeting at which a quorum is present (and must, if so directed by the meeting) adjourn the meeting but only business left unfinished at the meeting from which the adjournment took place may be transacted at the adjourned meeting.
- 5.7.2. If a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

5.8. Minutes

- 5.8.1. All minutes of general meetings shall be kept at the registered office of the association or by electronic means, as determined from time to time by the board.

5.9. Chair at Meetings

- 5.9.1. The chairperson for the purposes of any general meeting of the association shall be the chairperson of the board, appointed in accordance with these rules.
- 5.9.2. The chairperson will be entitled to take the chair at every general meeting of the association.
- 5.9.3. If at any general meeting the chairperson is not present within 15 minutes after the appointed meeting, the members present will choose a corporate member from their number to be the chairperson.

5.10. Resolutions Decided By Show Of Hands Unless a Poll Is Demanded

- 5.10.1. At any general meeting, a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded by any corporate member, either in person or by proxy. Such demand must be made before or immediately on the declaration of the result of the show of hands.

- 5.10.2. If a resolution is to be voted on by show of hands, each corporate member present shall have 1 vote.
- 5.10.3. Unless a poll is demanded in accordance with these rules a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or by particular majority, or lost.
- 5.10.4. An entry to that effect in the minute book of the association is conclusive evidence of the fact provided that the chairperson's declaration reflects either the show of hands or the votes received.
- 5.10.5. A demand for a poll may be withdrawn.

5.11. How and When Poll Taken

- 5.11.1. If a poll is demanded in accordance with these rules it must be taken either:
 - 5.11.1.1. at once;
 - 5.11.1.2. after an interval or adjournment not exceeding one hour; or
 - 5.11.1.3. otherwise as the chairperson directs.
- 5.11.2. The result of the poll is the resolution of the meeting at which the poll was demanded.
- 5.11.3. A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 5.11.4. On a poll, a member holding more than one vote need not exercise all votes in the same way.

5.12. Votes of Members If Poll Is Demanded

- 5.12.1. If at any general meeting a resolution is put to the vote of the meeting by a poll, either at the meeting or by postal or electronic ballot, the voting rights of corporate members will be one vote for each corporate member.

5.13. Postal and Electronic Ballots

- 5.13.1. Any resolution of corporate members able to be passed at a general meeting may instead be passed by postal or electronic ballot (a ballot) conducted in accordance with these rules.
- 5.13.2. The board may determine that any resolution be put to corporate members by way of ballot and, if so, the board is to be responsible for conducting the ballot, for supervising the conduct of each ballot and for determining whether the votes have been properly cast.
- 5.13.3. The ballot paper for, and other papers relating to, any ballot are to be in the form determined by the board, but in each case must:
 - a) Specify the resolution proposed to be put for the consideration of corporate members,
 - b) Include an explanatory memorandum, setting out the general effect of the resolution, and
 - c) State the time and date on which the ballot is to close.
- 5.13.4. On any ballot, voting shall be deemed a poll.
- 5.13.5. The board shall ensure that members are advised of the result of the ballot within 48 hours of the counting of the votes in any ballot.
- 5.13.6. The result of any ballot shall be as effective and binding on members as a resolution at a meeting.

5.14. Equality of Votes

5.14.1. In the case of an equality of votes, the chairperson of the meeting shall not be entitled to have a second or casting vote. The resolution put to the vote shall be deemed lost.

6. Powers of the Association

6.1. Powers on Borrowing Money

6.1.1. The board may borrow or raise money from time to time, by the issue of debentures, bonds, mortgages or any other security based on all or any of the property and/or rights of the association and either with or without security. The borrowing may be upon such terms as to priority and otherwise as the association thinks fit.

7. Management of the Association

7.1. Registered Office

7.1.1. The registered office of the association will be at such address as the board may from time to time determine.

7.2. Common Seal

7.2.1. The board shall have power to provide a common seal for the purpose of the association, and from time-to-time to destroy the same and substitute a new seal in lieu thereof.

7.2.2. The seal shall be kept in the custody of the secretariat and unless otherwise determined by a resolution of a general meeting, the common seal shall not be used except under and by virtue of a minute of the board.

7.2.3. Any deed or document, debenture or security, which the board by any resolution may determine on executing, shall be executed under the common seal of the association signed by two board members.

7.3. Auditor

7.3.1. The books and accounts of the association must be audited at least once in each financial year prior to the annual general meeting in such a manner as the board may decide.

8. Funds and Other Assets of the Association

8.1. How Funds Will Be Controlled

8.1.1. The income and property of the association shall be applied solely towards the promotion of the objects of the association and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to any member or those who have previously been members.

8.1.2. Nothing shall prevent the payment in good faith of remuneration or payment for services or goods provided by any member or employee of a member for any service actually rendered to the association, provided that any contract for the engagement with the association has been fully disclosed to the board. If the service is to be rendered by a board member, that person shall not be present at any deliberations or vote on any matter in which he or she is financially interested.

8.1.3. Nothing shall prevent the reimbursement from the funds of the association, as may be decided by the board, of expenses which are incurred by board

members, or officers in carrying out duties for the association which, by reason of offices held by them under these rules they are required to perform, or duties for which they are specifically appointed by the board.

8.1.4. The board may use the funds of the association as it considers necessary, expedient or proper in payment of the costs and expenses in furthering or carrying out the objects of the association including the employment of solicitors, auditors, officers, agents, consultants and employees or others authorised to perform the functions delegated to the secretariat.

8.2. How Funds Will Be Invested

8.2.1. The association may invest and deal with funds of the association not immediately required in such a manner as decided by the board.

9. Governance of the Association

9.1. Board Composition

9.1.1. The Board will consist of no more than seven members.

9.1.2. If the number of Corporate members is seven or less each accredited Corporate member will hold a Board position.

9.1.3. If the number of Corporate members is eight or more, the Board will consist of a minimum of five and a maximum of seven members elected in the following manner.

9.1.4. Election of Members to the Board - Up to seven Board Members are elected from accredited Corporate member representatives by this procedure.

- a) Notifications calling for nominations to vacant Board positions are to be sent in writing to all Members at least 30 days prior to the Annual General Meeting.**
- b) All nominations must be in the hands of the Secretariat 21 days prior to the Annual General Meeting**
- c) A proposer and seconder must sign the nominations. The nominee must also agree in writing to accept nomination. Proposer, seconder and nominee must all be Members of the Association**
- d) Any nominee must have been a Member of the Association for at least two consecutive years.**
- e) The term of appointment will be 2 years.**
- f) In the event the nominations received do not exceed the number of vacancies, the Board may declare that nominees duly elected without the need for a ballot of any kind.**
- g) Voting forms, whether paper or electronic, shall be forwarded to all Members no later than 21 days prior to the Annual General Meeting.**
- h) Voting must be concluded at least seven days before the Annual General Meeting.**
- i) The Board may appoint two scrutineers to determine the result of the election.**

9.1.5. Co-opt Board Members – The Board may co-opt from time to time, up to two Board members. The term of appointment will be for two years unless

the Board specifies a shorter period, or rescinds their appointment. Any person may be co-opted.

9.1.6. The Board will be made up of an accredited representative from each Corporate member.

9.1.7. All board members shall:

9.1.7.1. hold office from the time of their election until the next annual general meeting; and

9.1.7.2. bear the responsibilities of giving effect to these Rules until their term in office terminates.

9.1.8. The term of office of a board member shall only terminate in one of the following circumstances:

9.1.8.1. his/her term in office expires in accordance with clause 9.1.2.1;

9.1.8.2. he/she dies;

9.1.8.3. he/she submits a letter of resignation to the board;

9.1.8.4. he/she is absent for three consecutive meetings without sufficient explanations, and the board so decides;

9.1.8.5. the other board members unanimously decide that the board member in question should be expelled from the office.

9.1.9. Any vacancy that may occur in the board shall be filled by the board in its full discretion.

9.2. Chairperson of the Board

9.2.1. The chairperson of the board shall be, at the discretion of the board, either:

9.2.1.1. A board member appointed by the board at the first meeting of the board following the annual general meeting; or

9.2.1.2. An independent person appointed by the board at the first meeting of the board following the annual general meeting.

9.2.2. If an independent chairperson is appointed he or she shall not have any voting rights.

9.3. Board Meetings

9.3.1. The affairs and powers of the association shall be managed and exercised by the board.

9.3.2. The chairperson shall chair all meetings of the board. If the chairperson is not present for any meeting of the board, then the board members present shall choose one of their own to be chairperson for that meeting.

9.3.3. The board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and shall meet as frequently throughout the year as it thinks fit.

9.3.4. The chairperson, or any two board members, may call a meeting of the board.

9.3.5. At any meeting of the board, a majority of board members will form a quorum.

9.3.6. Decisions made at meetings of the board shall be made by simple majority of the board members present. Each board member shall have 1 vote.

9.3.7. Subject to these rules, the board may determine its own internal procedures as it sees fit, and shall record such procedures in the board handbook.

9.4. Board Handbook

9.4.1. The board shall maintain a board handbook which will outline the rules relating to the board in respect to the collective and individual responsibilities in relation to conduct, principles and/or procedures not specified in these rules.

9.5. Financial Statements

9.5.1. Every financial year the board shall prepare or cause to be prepared a set of annual financial statements showing all the receipts and expenditure of the association since the preceding annual financial statements and will include a general statement of the funds, effects, liabilities, assets and all mortgages, charges and securities of any description affecting any property of the association.

9.6. Transition

9.6.1. Every person holding office immediately prior to the commencement of these rules will continue to hold that office on the commencement of these rules until the next election or appointment of new board members at the first annual general meeting of the association. At the first annual general meeting, all positions will be declared vacant.

10. Register of Members

10.1. Association to keep and maintain register of members

10.1.1. The association shall keep and maintain a register of members which shall record:

- 10.1.1.1. The name, address and other contact details of members;
- 10.1.1.2. Whether each member is a corporate member or an associate member;
- 10.1.1.3. The number of consumers that each corporate member provides services to, and the category that that corporate member belongs to; and
- 10.1.1.4. Any other detail considered appropriate by the board from time to time.

11. Rules

11.1. Alteration of Rules

- 11.1.1. These rules may be altered or rescinded or otherwise amended by a resolution passed by a two-thirds majority of those present or by proxy at a general meeting of which 21 days notice has been given.
- 11.1.2. When a rule change is approved by a general meeting the secretariat shall cause it to be filed with the registrar of Incorporated Societies in the required form. No rule change shall take effect until this is done.

12. Winding Up

12.1. Distribution of property on dissolution

12.1.1. The association shall not be dissolved except by special resolution passed in accordance with the provisions of section 24 of the Incorporated Societies Act 1908 and if upon winding up or dissolution of the association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members, but shall be given

or transferred to such other organisations, having objects similar to the objects of the association, as may be decided at or before the time of dissolution by the members.

Amendments to the Rules are authorised by three members as required by the Registrar of Incorporated Societies:



ANDREW WILSON (Member)



NICK COLEY (Member)



GERHARD VENTER (Member)