



**Alzheimers** *Northland*

**ALZHEIMERS SOCIETY**

**NORTHLAND INCORPORATED**

**CONSTITUTION**

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## ALZHEIMERS SOCIETY NORTHLAND INCORPORATED CONSTITUTION

### PART 1 – STRUCTURE

#### 1. Name

- 1.1 The name of the incorporated society is ALZHEIMERS SOCIETY NORTHLAND, which is abbreviated in this Constitution as “**the Society**”.
- 1.2 The abbreviated name “Alzheimers Northland” may be used, except where the Society’s full registered name is legally required.

#### 2. Effect of Constitution

- 2.1 This Constitution has no effect to the extent that it contravenes, or is inconsistent with, the Act.
- 2.2 Subject to the Act, this Constitution is binding, in accordance with its terms, as between –
  - (a) the Society and each Member; and
  - (b) each Member.

#### 3. Interpretation

- 3.1 In this Constitution, unless the context otherwise requires:

**Act** means the Incorporated Societies Act 1908

**Alzheimers Northland** means Alzheimers Society Northland Incorporated:

**Annual General Meeting** means an annual general meeting of Members convened under rule 21 (*Annual General Meetings*):

**Annual Report** means a report on the affairs of the Society during the most recently completed accounting period, progress on the plan for the current year, any matters prescribed by the Act, and on any other relevant matters:

**Associated**, and other expressions indicating the association of persons with each other, have the meanings given by section YA 1 of the Tax Act:

**Auditor** has the meaning given to the term “qualified auditor” by section 42D of the Charities Act:

**Balance Date** means 31 December or any other date adopted by the Board by resolution as the date to which accounts are to be made in each year:

**Binding Policy** means a bylaw of the Society made under rule 57 (*Binding Policies*):

**Board** means the committee established under rule 28 (*Board composition and membership*) comprising at least three natural persons, appointed or elected under this Constitution, responsible for managing the operation and affairs of the Society:

**Board Member** means a person serving on the Board of the Society:

**Casual Vacancy** has the meaning given by rule 33 (*Casual Vacancy*):

**Chair** means the Board Member who is elected as the chairperson of the Board under rule 30 (*Positions of members of the Board*):

**Constitution** means this constitution, as it may be altered from time to time in accordance with its terms and with the Act:

**Contact Officer** means the person who has been elected or appointed, in accordance with this Constitution and the Act, as the main point of contact for the Registrar:

**Charities Act** means the Charities Act 2005:

**Financial Year** means any year or other accounting period ending on a Balance Date:

**General Meeting** means either an Annual General Meeting or a Special General Meeting:

**Honorary Life Member** means an individual or organisation that has been elected as an honorary life member of the Society in accordance with rule 14 (*Honorary Life Members*):

**Interest and Interested** have the meanings given by rule 10 of schedule 1 (*Duty to disclose conflicts of interest*):

**Interests Register** means the register of disclosures required to be kept under rule 9 of schedule 1 (*Interests Register*):

**General Manager** means the senior employee of the Society, appointed under rule 38 (*General Manager*):

**Matter** has the meaning given by rule 10 of schedule 1 (*Duty to disclose conflicts of interest*):

**Member** means a member of the Society as specified in Part 3 (*Membership*), and *Membership* has a corresponding meaning:

**Membership Fee** means an annual subscription fee, and/or any other amount payable by a Member to the Society as specified in rule 15 (*Membership Fees*):

**Membership Form** means the prescribed Society application for Membership form (if any), or any other form that the Society agrees is suitable for setting out the information sought from applicants for Membership of the Society and the format in which it should be supplied:

**Officer** means a Board Member, and any other person deemed by law to be an officer of the Society:

**Ordinary Resolution** means a resolution passed by a simple majority of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring:

**Patron** means the person elected as the patron for the time being of the Society under rule 39 (*Patron*):

**Purposes** means the purposes of the Society as set out in rule 7 (*Purposes*):

**Region** means Northland, from Te Hana to Cape Reinga

**Register of Members** means the register of Members described in rule 17 (*Register of Members*):

**Registrar** means the Registrar of Incorporated Societies, as defined in the Act:

**Related Person** has the meaning given in rule 10 (*No private pecuniary profit*):

**Special General Meeting** means a special general meeting of Members convened pursuant to rule 22 (*Special General Meetings*):

**Special Resolution** means a resolution passed by at least 2/3 of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring:

**Tax Act** means the Income Tax Act 2007:

**Teleconference Meeting**, for the purposes of rule 24 (*Meetings generally*), and rule 3 (*Methods of holding meetings*) of schedule 2 (*Proceedings of the Board*), means a meeting whereby all participants are contemporaneously linked by telephone, skype or other means of instant audio, or

audio and visual, communication, provided all participants can simultaneously hear each other throughout the meeting; and

**Vice-Chair** means the Board Member who is elected as the vice-chairperson of the Board under rule 30 (*Positions of members of the Board*).

3.2 Subject to rule 3.1, expressions that are defined in the Act (whether generally or for the purposes of one or more particular provisions) have the meanings given to them by the Act.

3.3 Matters of construction are addressed in rule 60 (*Construction*).

#### 4. Registered office

The registered office of the Society shall be at 112 Corks Road, Tikipunga, Whangarei, New Zealand, or such other place in New Zealand as the Board may determine by resolution from time to time.

#### 5. Powers

5.1 Subject to this Constitution, the Act, any other enactment and the general law, the Society has

- (a) full capacity to carry on or undertake any activity, or enter into any transaction; and
- (b) for the purposes of paragraph (a), full rights, powers and privileges.

#### 6. Charitable registration

The Society may seek registration as a charitable entity under the Charities Act. If and while so registered, the Society and all its Officers will comply with the requirements of the Charities Act.

### PART 2 – PURPOSES

#### 7. Purposes

7.1 **Charitable Purpose:** without limiting the generality of rule 10.1 (*No private pecuniary profit*), the Society may act in furtherance of the following purposes, to the extent to which they are charitable according to the law of New Zealand, namely to support people affected by dementia within the Region by such means as:

- (a) developing and delivering high quality products and services to support people living with or affected by dementia within the Society's area/region;
- (b) raising community awareness and understanding about dementia;
- (c) fostering a cooperative working relationship between health care professionals and other caregivers;
- (d) promoting the education and training of relevant personnel; and
- (e) empowering people living with and affected by dementia within the Region to have a strong and effective voice.

7.2 **Severance of any non-charitable purpose:** all purposes are strictly charitable according to New Zealand law, and any purposes that do not qualify as charitable shall be deemed to have been deleted from this Constitution.

7.3 **Limitation:** except as otherwise expressly provided in this Constitution, the Society's powers shall be exercised in and confined to the **Northland Region**.

#### 8. Guiding principles

8.1 **Guiding principles:** the Society will operate consistently with the following guiding principles:

- (a) **people at the centre:** people with dementia, their family/whānau and friends, are our primary focus;

- (b) **inclusiveness:** we recognise and respond positively to cultural and other differences within our communities by incorporating and reflecting diversity in the services we provide and how we operate;
- (c) **integrity:** we work to the highest standards of quality, expertise and professionalism to attain the optimum levels of performance and outcome;
- (d) **respect and fairness:** we engage with clients, Alzheimers NZ and its members, the public, other stakeholders, and Members with respect, fairness and transparency;
- (e) **continuous improvement:** we base our activities on reliable information about dementia, including information about clients and the services we provide, and we keep the design of our activities under review so that we continue to meet changing needs;
- (f) **collaboration:** we work collaboratively with Alzheimers NZ and its members, stakeholders and the wider dementia community to achieve and maintain a standard of excellence that is in the best interests of all those living with and affected by dementia; and
- (g) **good faith:** we work together with Alzheimers NZ and its members in a fair and open manner in fulfilling their respective roles, engaging with each other with honesty, respect, fairness, transparency and integrity in pursuing our shared vision and mission, respecting and actively supporting each other's roles and accountabilities, including where we have differing views and preferences.

8.2 This Constitution must be interpreted in light of these guiding principles.

## 9. Means of furthering charitable purposes

In furtherance of its charitable purposes, and without limiting any of its powers under this Constitution or generally, the Society may:

- (a) raise funds and seek volunteer support as needed;
- (b) contract with health organisations and funders to provide services to persons affected by dementia;
- (c) employ field workers, community support workers and administrators, to organise and facilitate activities furthering the Society's purposes;
- (d) further education and disseminate knowledge;
- (e) provide equipment, materials, papers, books, information and discussion facilities for Members and those the Society may try to assist;
- (f) become and remain a member of Alzheimers NZ and support Alzheimers NZ in achieving shared charitable purposes;
- (g) become a member of or affiliated to any other organisation in New Zealand with similar or related purposes to those of the Society;
- (h) invest the Society's funds in any type of investment that conforms with the principles of a prudent trustee investment under New Zealand law; and
- (i) undertake such other lawful activities as may from time to time seem to the Society to be necessary or desirable.

## 10. No private pecuniary profit

10.1 **No private pecuniary profit:** the assets and income of, and any benefit or advantage obtained by, the Society shall be held and applied solely in furtherance of the Society's charitable purposes and not for the private pecuniary profit of any individual. Subject to rule 10.2, no

portion of the income or assets of the Society may be paid or transferred, directly or indirectly, to any Member, or Officer, or to any person Associated with any Member or Officer.

- 10.2 The Board may make payment in good faith to a Member, an Officer, or a person Associated with a Member or an Officer:
- (a) for any goods supplied or services rendered to the Society, provided that those goods or services advance the charitable purposes of the Society and the payment is reasonable and commensurate with payments that would be made between unrelated parties; and
  - (b) by way of reimbursement for authorised out-of-pocket expenses reasonably and properly incurred by a Board Member or other Officer in the course of performing duties or exercising powers as an Officer of the Society.
- 10.3 **No influencing income, benefit or advantage:** notwithstanding anything to the contrary in this Constitution, no Related Person shall derive any income, benefit or advantage from the Society where they can, directly or indirectly, materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:
- (a) professional services to the Society, rendered in the course of business charged at no greater than current market rates; or
  - (b) interest on money lent charged at no greater rate than current market rates.
- 10.4 **Related Person:** the term *Related Person*, in relation to any business to which section CW 42 of the Tax Act applies, means a person specified in paragraphs (I) to (iv) of subsection 5(b) of that section, the persons currently specified being:
- (a) a settlor or trustee of the trust by which the business is carried on; or
  - (b) a shareholder or director of the company by which the business is carried on; or
  - (c) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or
  - (d) a person Associated with a settlor, trustee, shareholder or director already mentioned in this definition.

### **PART 3 – MEMBERSHIP**

#### **11. Applications for Membership**

- 11.1 **Criteria:** any person interested in the Society's Purposes may apply to become a member of the Society by completing a Membership Form and forwarding it to the General Manager together with the applicable Membership Fee.
- 11.2 When applying for Membership, the applicant must expressly consent to become a Member.
- 11.3 In considering the application, the General Manager:
- (a) may interview the applicant; and
  - (b) may consult with, and take into account the views of, existing Members.
- 11.4 The General Manager has absolute discretion as to whether or not to admit the applicant to Membership.
- 11.5 The General Manager must advise the applicant of its decision, and may provide reasons for that decision, at its discretion.
- 11.6 Upon the applicant becoming a Member, the General Manager shall update the Register of Members.

## 12. Obligations of membership

In addition to any specific rights and obligations set out in this Constitution and the Act, all Members acknowledge and agree that:

- (a) this Constitution, and any Binding Policies [optional], constitute a contract between each of them and the Society, and they are bound by this Constitution and any Binding Policies;
- (b) they shall comply with and observe the Constitution, any Binding Policies, and any resolution that may be made or passed at a General Meeting;
- (c) they shall support the Purposes of the Society;
- (d) they shall pay any Membership Fees, or other charges as determined in accordance with rule 15 (*Membership Fees*); and
- (e) they shall act in good faith and with loyalty to the Society, in upholding the Purposes and the maintenance and enhancement of the Society and its reputation.

## 13. Member entitlements

13.1 Members are entitled to:

- (a) attend, speak and vote at General Meetings, in accordance with Part 4 (*General Meetings*), subject to any provision of this Constitution that affects voting rights in any particular case;
- (b) receive the Society's newsletter and all general Society communications; and
- (c) enjoy such other privileges of Membership as shall from time to time be determined by the Board.

13.2 Membership of the Society does not confer upon any Member any right, title or interest, either legal or equitable, in the property of the Society.

## 14. Honorary Life Members

14.1 A person who has given special or outstanding service to the Society, or carried out special or outstanding work in fields related to its Purposes, may be granted Honorary Life Membership of the Society by the Board.

14.2 An Honorary Life Member is not required to complete a Membership Form, or to pay any annual Membership Fee, but is required to expressly consent to becoming an Honorary Life Member and to acknowledge and agree to:

- (a) act in good faith and with loyalty to the Society, in promoting and supporting the Purposes of the Society; and
- (b) do nothing that is harmful to the Society's reputation or credibility.

14.3 An Honorary Life Member is entitled, at that person's own expense, to attend and take part in all General Meetings, but is not, in that capacity, entitled to vote, nor be counted for the purposes of establishing a quorum, at any such meeting.

14.4 **Termination of Honorary Life Membership:** the Board may terminate an Honorary Life Member's Honorary Life Membership of the Society, by giving written notice of such termination to the Member concerned, if after a disputes process under Part 7 has been undertaken, the Board considers that the requirements of rule 14.2 have not been met and that termination is appropriate.

## 15. Membership Fees

- 15.1 **Annual subscriptions:** all Members (other than Honorary Life Members) shall pay an annual subscription fee to the Society for Membership of the Society at the rate fixed in advance by an Annual General Meeting, as determined according to the following process:
- (a) the Board shall recommend the annual subscription fee for the ensuing year for consideration at the Annual General Meeting; and
  - (b) the recommended annual subscription fee shall be approved if passed by a resolution of the Annual General Meeting, and if it is not so approved the fee shall remain the same as for the previous year.
- 15.1 **Lifetime Membership:** members are invited to pay a one off fee which will give the same benefits as paying an Annual Subscription (*as in 15.1 Annual Subscriptions*) but for the period of that person's life. The Lifetime Membership is not transferable.
- 15.2 **Special purpose fees:** the Society may from time to time determine any other fees or payments, in addition to those specified in rule 15.1, that are payable by Members to the Society.
- 15.3 **Due date:** all Membership Fees payable under this rule 15 are due 1 month following the date of the General Meeting at which they were determined, or such later date as determined by the Board.
- 15.4 **Consequences of non-payment:** any Member failing to pay a Membership Fee under this rule 15 within 1 calendar month of the date the same was due shall be considered unfinancial and shall (without being released by the Board from the obligation of payment) not be entitled to vote at the next General Meeting, or any subsequent General Meetings. Until all the arrears are paid.

## 16. Member liability

- 16.1 A Member is not liable for an obligation of the Society by reason only of being a Member.
- 16.2 Subject to rule 16.3, the liability of a Member to the Society is limited to the amount of any unpaid Membership Fee (as defined in rule 3.1).
- 16.3 Nothing in this rule 16 affects the liability of a Member to the Society under a contract, or for any tort, or breach of a fiduciary duty, or other actionable wrong committed by the Member.

## 17. Register of Members

- 17.1 **Register:** the Board must maintain a Register of Members, including Honorary Life Members, recording:
- (a) each Member's:
    - (i) name
    - (ii) postal address
    - (iii) email address and
    - (iv) telephone number
  - (b) the date on which the Member's Membership commenced; and
  - (c) any other required details.

17.2 **Changes:** if a Member's name or contact details change, the Member must give written notice of the change to the Board as soon as reasonably practicable after the change occurring. The Board must then ensure the Register of Members is updated as soon as practicable.

## 18. Access to the Register of Members

18.1 **Access by Officers:** an Officer of the Society may access the Register of Members, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.

18.2 **Access by Members:** a Member may make a request to the Board for access to the Register of Members, and the Board will provide access, to the extent legally allowed, within a reasonable time after receiving the request.

## 19. Access to other information by Members

19.1 A Member may at any time make a written request to the Society for information held by the Society.

19.2 The request must specify the information sought in sufficient detail to enable it to be identified.

19.3 If the request relates to the minutes of the most recent Annual General Meeting, the financial statements of the Society that were presented at the most recent Annual General Meeting or the draft minutes of that meeting, the Society must, within a reasonable period after receiving the request and without charge, provide the requested information to the Member.

19.4 If the information requested relates to another Member and that Member has not already consented, either directly or indirectly, to that information being made available to other Members, the Society will refer the request for information to the other Member.

19.5 If the request relates to any other information, the Society must, within a reasonable time after receiving a request, –

- (a) provide the information; or
- (b) agree to provide the information within a specified period; or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

## 20. Cessation of Membership

20.1 **Resignation of Membership:** A Member may cease to be a Member by giving written notice to the Board. The resignation takes effect at the conclusion of the Financial Year in which the Board receives the written notice.

20.2 **Default by a Member:** subject to Part 7 (*Disputes*), a Member that has ceased to be entitled to vote under rule 15.4 (*Consequences of non-payment*) for default in payment of any Membership Fee is liable to have their Membership terminated if such arrears remain unpaid 18 months after the date the Membership Fee became due. Before such termination can occur, the Board must give the Member written notice specifying the outstanding moneys owed, and demanding payment by a due date, being a date not less than 7 days from the date of the demand. If payment is not received by the said due date, the Board may terminate the Member's Membership by giving written notice of such termination to the Member concerned.

20.3 **Termination:** subject to rule 14.4 (*Termination of Honorary Life Membership*), the Board may terminate a Member's Membership by giving written notice of such termination to the Member

concerned if, after a grievance or complaints procedure under Part 7 (*Disputes*) has been undertaken, the Board considers that termination is appropriate.

- 20.4 **Effective date of Termination:** a termination actioned under rule 20.3 (*Termination*) takes immediate effect.
- 20.5 **Appeal to a Special General Meeting:** any Member whose Membership is terminated under rule 20.2 or 20.3 may appeal the decision to a Special General Meeting called for that purpose under rule 22.3 (*Special General Meetings*). The appeal shall be upheld if a Special Resolution is passed in favour of such appeal.
- 20.6 **Reinstatement:** Membership that has been terminated under this Constitution may be reinstated, following reapplication in accordance with rule 11 (*Applications for Membership*).
- 20.7 **Consequences of cessation of Membership:** Where any Member ceases, for whatever reason, to be a member of the Society, the Board shall amend the Register of Members accordingly. In no case does cessation of Membership release the Member from any monetary or other obligation to the Society incurred prior to the date on which the Member's Membership ceased.

## **PART 4 – GENERAL MEETINGS**

### **21. Annual General Meetings**

- 21.1 An Annual General Meeting of the Society must be held no later than 3 months after Balance Date, and no later than 13 months after the previous Annual General Meeting.
- 21.2 The Board must determine when the Annual General Meeting will be held.
- 21.3 The business of the Annual General Meeting must include:
- (a) receiving the minutes of the previous Annual General Meeting, and any Special General Meeting held since the previous Annual General Meeting;
  - (b) the presentation of:
    - (i) the Annual Report;
    - (ii) the financial statements of the Society for the most recently-completed accounting period, including the report of any Auditor appointed under rule 43 (*Audit*);
    - (iii) a summary of any disclosures or the types of disclosures made by Board Members of an Interest in matters being considered by or affecting the Society, recorded since the previous Annual General Meeting;
  - (c) fixing or determining any Membership Fees in accordance with rule 15 (*Membership Fees*);
  - (d) electing Board Members for the ensuing year in accordance with rule 29 (*Election of Board Members*);
  - (e) motions to be considered;
  - (f) appointing a Patron, if there is a vacancy in the position that the Society desires to be filled; and
  - (g) any general business.

## **22. Special General Meetings**

- 22.1 The Chair may call a Special General Meeting at any time.
- 22.2 The Chair must call a Special General Meeting if two Board Members request it.
- 22.3 The Chair must call a Special General Meeting if the Board receives a written request from any Member under rule 20.5 (*Appeal to a Special General Meeting*).
- 22.4 The Chair must call a Special General Meeting if the Board receives a written request (which must state the purpose for which the Special General Meeting is requested, and any resolution proposed to be moved at the meeting) signed by at least 3 Members.
- 22.5 Special General Meetings shall be convened within 40 days of receipt of a valid request.
- 22.6 The Chair shall determine when and how a Special General Meeting shall be held.

## **23. Notice of General Meetings**

- 23.1 The Board shall provide written notice of an Annual General Meeting to all Members at least 14 days prior to the date of the meeting.
- 23.2 The Board shall provide written notice of a Special General Meeting to all Members at least 14 days prior to the date of the meeting.
- 23.3 The notice of a General Meeting must:
  - (a) specify the date, time and place of the meeting;
  - (b) if the meeting is to be conducted wholly or partially as a Teleconference Meeting, provide the instructions for connecting to the meeting;
  - (c) notify all Members of the business to be conducted at the meeting; and
  - (d) Provide notice of any motions to be considered at the meeting.
- 23.4 For an Annual General Meeting, the notice of meeting must also be accompanied by:
  - (a) a copy of the Annual Report; and
  - (b) the financial statements of the Society for the most recently-completed accounting period, including the report of any Auditor appointed under rule 43 (*Audit*); and
  - (c) A list of any nominees for election to the Board.
- 23.5 The Society may, by Ordinary Resolution, agree to deal with any business or proposed resolution at any General Meeting irrespective of whether prior notice of the same has been given, provided that a motion to amend the Constitution, or to make or amend a Binding Policy, may not be considered at a General Meeting unless prior written notice of the proposed motion has been given to all Members in accordance with this rule 23.
- 23.6 All written notices shall be deemed to have been properly sent if forwarded by ordinary or electronic mail to the address appearing in the Register of Members. If the Board has in good faith made reasonable efforts to send written notice to all Members, the General Meeting and

its business shall not be invalidated simply because one or more Members do not receive the notice.

#### **24. Meetings generally**

- 24.1 The quorum for a General Meeting is 10 financial Members.
- 24.2 No business may be conducted at a General Meeting unless a quorum is present. If a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting shall be dissolved.
- 24.3 A General Meeting may be held by a number of Members constituting a quorum:
- (a) meeting together at the appointed time and place; or
  - (b) participating in the meeting by means of Teleconference Meeting; or
  - (c) by a combination of both of the methods described in paragraphs (a) and (b).
- 24.4 Members present and participating at a General Meeting by means of a Teleconference Meeting are deemed to be present and to form part of the quorum at all times during the meeting unless and until they indicate their intention to disconnect from the meeting.
- 24.5 The Board must ensure that minutes of every General Meeting are taken.
- 24.6 The minutes of each General Meeting shall be provisionally confirmed at the following meeting of the Board. Minutes of the meeting shall be conclusive evidence of any resolution of the meeting and of its being passed or rejected.

#### **25. Chair of General Meetings**

- 25.1 If the Chair is present at a General Meeting, the meeting will be chaired by the Chair. If the Chair is absent but the Vice-Chair is present, the meeting will be chaired by the Vice-Chair. If both the Chair and Vice-Chair are absent within 5 minutes after the time appointed for the meeting, the Members present shall elect one of their number to chair the meeting.
- 25.2 The chairperson of a General Meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting, and may require the adoption of any procedures which are, in the opinion of the chairperson, necessary or desirable for:
- (a) proper and orderly debate or discussion; and
  - (b) the proper and orderly casting or recording of votes.
- 25.3 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. However, no business may be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 25.4 Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all Members and persons who were entitled to receive notice of the meeting the subject of the adjournment.

#### **26. Decisions at General Meetings**

- 26.1 All questions before a General Meeting shall, if possible, be decided by consensus.
- 26.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a

Special Resolution in any particular case, in which case it will only be validly made if it is passed by a Special Resolution.

## **27. Voting at General Meetings**

- 27.1 Each Member present at a General Meeting is entitled to one vote, provided that a Member who is considered unfinancial under rule 15.4 (*Consequences of non-payment*) shall not be entitled to vote unless and until all arrears are paid.
- 27.2 Voting at General Meetings shall be:
- (a) on voices; or
  - (b) if any Member so requests, by show of hands.
- 27.3 The person chairing a General Meeting has a casting vote, even if they do not have a deliberative vote.
- 27.4 Any Board Member may attend and take part in discussions at a General Meeting, but shall not have any right to vote in that capacity.
- 27.5 **Written resolutions:** a written resolution signed by all Members then entitled to receive notice of a General Meeting is as valid and effective as if it had been passed at a General Meeting duly convened and held. Such a resolution may consist of several duplicated documents, each signed by one or more Members, and may be provided by electronic communication through which each Member expressly refers to the resolution and contains their specific position on the resolution.

## **PART 5 – GOVERNANCE**

### **28. Board composition and membership**

- 28.1 **Number of Board members:** the Society shall have a Board, which shall comprise at least 7 and no more than 10 members, of which:
- (a) up to nine Board Members shall be elected at an Annual General Meeting under rule 29 (*Election of Board Members*), provided that:
    - (i) at least two elected Board Members shall be persons involved with the care or welfare of persons with dementia; and
    - (ii) at least two elected Board Members shall be persons with governance expertise (including administrative or professional expertise) relevant and useful to the Society.
- 28.2 **Qualification for membership of Board:** subject to rule 28.3 (*Disqualification for membership of Board*), any natural person who is a Member of the Society can be a Board Member.
- 28.3 **Disqualification for membership of Board:** the following persons are not eligible for election, appointment, or to remain in office, as a Board Member:
- (a) a staff member employed by the Society;
  - (b) a person who is not a Member of the Society;
  - (c) a person who is under the age of 18 years;
  - (d) a person who is an undischarged bankrupt;
  - (e) a person who is disqualified from being an officer of an incorporated society under the Act; or
  - (f) a person who is disqualified from being an officer of a charitable entity under the Charities Act.

## 29. Election of Board Members

- 29.1 Candidates for election to the Board under rule 28.1(b) (*Number of Board Members*) must be nominated by a Member.
- 29.2 Nominations for Board Members may be taken at any time and in any manner that the Society deems fit, but may in any case be made at an Annual General Meeting.
- 29.3 Voting for Board Members shall be conducted on the basis that the nominee(s) with the greatest number of votes will be elected to the vacancy (or vacancies).
- 29.4 **Term of office:** subject to rule 33 (*Casual Vacancy*), the term of office for all elected Board Members shall be 1 year, commencing at the conclusion of the Annual General Meeting at which they are elected, and expiring at the conclusion of next Annual General Meeting after their election. Retiring Board Members shall be eligible for re-election.

## 30. Positions of members of the Board

- 30.1 The following positions must be held by a Board Member:
- (a) the Chair; and
  - (b) the Vice-Chair.
- 30.2 At the first Board meeting following each Annual General Meeting, the Board Members shall first elect the Chair and then the Vice-Chair.
- 30.3 **Contact Officer:** the Society must have a Contact Officer at all times. At the first Board meeting following each Annual General Meeting, the Board shall decide by resolution which Board Member(s) (or the General Manager, if permitted by the Act), being a person ordinarily resident in New Zealand, will hold the position of Contact Officer. The name and contact details of the Contact Officer must be notified to the Registrar in accordance with the Act.
- 30.4 All Board appointments shall be recorded in the minutes.

## 31. Chair

- 31.1 **Role of Chair:** the role of the Chair is to chair meetings of the Board and General Meetings, when present, and to represent the Board. The Chair, or the Chair's nominee, shall have the right to attend any meeting of any Board committee.
- 31.2 **Vacancy:** subject to rule 33 (*Casual Vacancy*), if the office of Chair becomes vacant between Annual General Meetings, the Vice-Chair shall assume the office of Chair. If the office of Vice-Chair is also vacant, the Board shall, by a 2/3 majority vote at a meeting of the Board to which at least 14 days' written notice has been given to each Board Member, elect one of its number to fill the office of Chair until the conclusion of the next Annual General Meeting.
- 31.3 **Temporary unavailability:** if the Chair and Vice-Chair are both temporarily unavailable for any reason, the Board may, by resolution, appoint another Board Member to undertake the Chair's role during the period of unavailability.

## 32. Co-option

The Board may, if it considers it desirable to do so at any time, co-opt up to 2 additional people to serve as Board Members for a period determined by the Board. Such co-opted Board

Members shall have no voting rights, and shall not be counted for the purpose of establishing a quorum, at meetings of the Board.

### **33. Casual Vacancy**

33.1 A Casual Vacancy in the Board arises if:

- (a) a Board Member resigns from office, prior to the expiry of their term of office, by notice in writing given to the Chair;
- (b) a Board Member dies;
- (c) a Board Member becomes disqualified under rule 28.3 (*Disqualification for membership of Board*);
- (d) a Board Member is absent from 3 consecutive Board meetings, without leave of absence having first been granted by the Board;
- (e) a position on the Board for an elected Board Member is not filled by the Members at a General Meeting;
- (f) a Board Member is removed from office under rule 34 (*Grounds for removal from office*).

33.2 If a Casual Vacancy arises, the Board may, elect another person to fill the vacancy until the next Annual General Meeting.

### **34. Grounds for removal from office**

The Society may, by Ordinary Resolution, remove any Board Member before the expiration of their term of office, if that Board Member is found, after a disputes resolution process (conducted in accordance with Part 7 (*Disputes*)) as though the matter were a complaint about a Member) to have breached any of the duties in rule 37 (*Duties of Officers*).

### **35. Functions and powers of the Board**

35.1 Subject to the Act, this Constitution and any Bylaws, the Board's functions are to manage, or to direct and supervise the management of, the operation and affairs of the Society between Annual General Meetings. In doing so, the Board may exercise all powers of the Society that are not required by law or by this Constitution to be exercised by the Society in General Meeting. Without limiting the generality of the foregoing, the Board's functions include to:

- (a) advance the Society's Purposes, using money or other assets to do that;
- (b) control and manage the Society's financial affairs;
- (c) ensure the Society's compliance with its statutory record-keeping, reporting and other obligations imposed by the Act, the Charities Act and/or any other applicable legislation;
- (d) subject to and consistently with this Constitution and any Binding Policies, make policies and procedures within any general framework established by a General Meeting;
- (e) employ such employees, on such terms and conditions, as may be considered necessary or desirable in furtherance of the Society's charitable purposes, to carry out the day to day operations and functions of the Society; and
- (f) delegate powers and duties of the Board, where considered necessary or desirable, and subject to any restrictions in this Constitution or Binding Policies, to an individual Board Member, a committee of the Board (under rule 36 (*Committees*)), or an employee.

- 35.2 Subject to this Constitution and the Act, the Board has all the powers necessary for managing, and for directing and supervising the management of, the operation of and the affairs of the Society.
- 35.3 Any resolution of the Board may be disallowed by the Society in General Meeting, but no resolution or Bylaw made by the Society in General Meeting shall invalidate any prior and otherwise valid act of the Board.
- 35.4 Schedule 1 governs the proceedings at meetings of the Board, except where otherwise agreed by all Board Members in relation to a particular meeting.

### **36. Committees**

- 36.1 The Board may resolve to:
- (a) establish one or more committees consisting of such persons as they determine;
  - (b) delegate to each such committee such of their functions or powers as the Board shall, in its discretion, decide;
  - (c) revoke or vary any or all of the powers delegated to any such committee; and
  - (d) change the make-up of a committee at any time, or dissolve it altogether.
- 36.2 The chairperson of any such committee must be a Board Member unless the Board decides otherwise in any particular case.
- 36.3 A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the Board which, for the avoidance of doubt, may be contained within policies, guidelines or protocols.
- 36.4 The Board may continue to exercise all of its powers despite any delegation made under this rule 36.
- 36.5 The provisions of this Constitution relating to proceedings of the Board also apply to proceedings of any committee of the Board, except to the extent that the Board determines otherwise. All committee decisions shall be approved by the Board before they become effective and before they are implemented, unless the Board otherwise directs.
- 36.6 **Advisory Group:** for the avoidance of doubt, the Board has the power to appoint an Advisory Group to review the Society's services, recommend improvements and monitor existing and new volunteers. Members of the Advisory Group may, by invitation, attend meetings of the Society or the Board, but shall have no voting rights and shall not be counted for the purpose of establishing a quorum at such meetings in that capacity.

### **37. Duties of Officers**

The duties of each Officer of the Society include to:

- (a) act at all times in good faith and in what the Officer considers to be the best interests of the Society;
- (b) exercise the powers of the Officer for proper purposes;
- (c) not act, or agree to the Society acting, in a manner that contravenes the Act, the Charities Act, this Constitution or any Binding Policy;
- (d) exercise the care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances;
- (e) not agree to, nor cause or allow, the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors;

- (f) not agree to the Society incurring any obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so;
- (g) disclose any conflict of interest in accordance with rule 10 of schedule 1 (*Duty to disclose conflicts of interest*);
- (h) not disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information except:
  - (i) as agreed by the Board for the Purposes of the Society;
  - (ii) as required by law; or
  - (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*);
- (i) make reasonable efforts to attend, undertake all reasonable preparation for, and actively participate in, all Board meetings and General Meetings of the Society, and to actively contribute to any committees of the Board of which they are a member;
- (j) use their best efforts to consult widely with Members and others to keep abreast of the issues facing the Board, the Society and its Members; and
- (k) participate in any review of the Board's performance.

### **38. General Manager**

- 38.1 The Board may employ a General Manager for such term and on such conditions as the Board may determine. The General Manager so employed shall be under the direction of the Board, and shall be responsible for the day to day management of the Society in accordance with this Constitution, any Binding Policies, policies and procedures of the Society, and within such authority and limitations as may be mutually agreed with the Board.
- 38.2 Subject to this Constitution and the Act, the Board may delegate to the General Manager such of its other functions and powers as the Board is not prohibited from delegating under the Act or under this Constitution, that the Board considers appropriate, and as may be agreed between the Board and the General Manager.
- 38.3 The General Manager shall attend, and may speak at, all Board meetings and all General Meetings, subject to any decision to the contrary by any meeting of either body, but shall have no voting rights.

### **39. Patron**

The Board may, if it considers it appropriate to do so, make a recommendation to Members for consideration at a General Meeting that a person, other than a person who is, for the time being, a Board Member, be invited to accept the office of patron of the Society for the period of time specified by the General Meeting. A Patron shall enjoy such privileges as the General Meeting may confer on them, including the entitlement to attend and speak at General Meetings, provided that a Patron shall not be entitled to vote nor be counted for the purposes of establishing a quorum at any General Meeting.

### **40. Indemnity and insurance**

- 40.1 **Indemnities:** the Society may, by Ordinary Resolution at a properly-convened General Meeting at which prior written notice of a proposed motion to do so has been given to all Members in accordance with Part 4 (*Notice of General Meetings*), indemnify a Board Member, a Member or an employee of the Society in respect of:
- (a) liability to any person other than the Society for any act or omission in their capacity as a Board Member, Member or employee (not being a liability specified in rule 40.2); and

- (b) costs incurred by the Board Member, Member or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Board Member, Member or employee in defending or settling any proceeding that relates to liability to any person for any act or omission in their capacity as a Board Member, Member or employee, but only if judgment is given in their favour, they are acquitted or the proceeding is discontinued.

40.2 The liability specified in this rule is –

- (a) criminal liability; or
- (b) a liability that arises out of a failure to act in good faith and in the best interests of the Society when acting in the capacity as a Board Member, Member or employee.

40.3 **Insurance:** the Society may, with the prior approval of the Board, effect insurance for a Board Member, a Member, or an employee of the Society in respect of:

- (a) liability (other than criminal liability) to any person for any act or omission in their capacity as a Board Member, Member or employee; or
- (b) costs incurred by the Board Member, Member or employee in defending or settling any claim or proceeding relating to that liability; or
- (c) costs incurred by the Board Member, Member or employee in defending any criminal proceedings –
  - (i) that have been brought against the Board Member, Member or employee in relation to any alleged act or omission in their capacity as a Board Member, Member or employee; and
  - (ii) in which they are acquitted.

40.4 Board Members may only vote in favour of authorising the insurance under rule 40.3 (*Insurance*) if they consider that the cost of effecting the insurance is fair to the Society.

40.5 The power of the Society to indemnify and effect insurance pursuant to this rule may not be exercised if and to the extent that to do so would prejudice the charitable status of the Society.

## **PART 6 – LEGAL AND FINANCIAL MATTERS**

### **41. Control and management of finances**

- 41.1 The Board is responsible for all funds of the Society.
- 41.2 The Board is responsible for ensuring that all funds received by or on behalf of the Society are promptly deposited into the Society's bank account.
- 41.3 The Society's bank account(s) shall be kept at a trading bank selected from time to time by the Board.
- 41.4 All payments must be signed or otherwise approved by 2 Board Members or employees of the Society, being persons who have been authorised to do so by the Board.
- 41.5 All payments made by or on behalf of the Society must be properly authorised before payment, properly paid once authorised, and generally the funds of the Society must be properly accounted for.

### **42. Accounting records**

- 42.1 The Board must ensure that there are kept at all times proper accounting records that:
  - (a) correctly record the transactions of the Society;

- (b) will allow the Society to produce financial statements that comply with the requirements of the Act;
- (c) would enable the financial statements of the Society to be readily and properly audited, if required; and
- (d) would allow interim financial statements to be presented to Board meetings as the Board considers appropriate.

42.2 The Board must ensure that a satisfactory system of control of the Society's accounting records is established and maintained.

42.3 The Board must ensure that, within 3 months after the end of each Financial Year, financial statements that comply with the requirements of the Act are:

- (a) completed in relation to the Society for that Financial Year; and
- (b) dated and signed by or on behalf of the Board; and
- (c) presented to the Annual General Meeting.

#### **43. Audit**

43.1 If the financial statements of the Society are required by law to be audited or reviewed, or if the Society resolves at any time that the Society's financial statements are to be audited or reviewed, an Auditor shall be appointed to audit, or review, as the case may be, the financial statements of the Society.

43.2 The Auditor so appointed shall at all reasonable times have access to the financial records of the Society, and shall be entitled to any information required relating to them, or to any matter deemed necessary or desirable for audit purposes.

#### **44. Method of contracting**

The Society may enter into a contract or other enforceable obligation as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Society in writing signed under the name of the Society by —
  - (i) 2 or more Board Members of the Society; or
  - (ii) one Board Member, or the General Manager, whose signature must be witnessed; or
  - (iii) an attorney appointed by the Society, by deed, either generally or in relation to the specific matter;
- (b) an obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority;
- (c) an obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

#### **45. Common seal**

45.1 If required by the Act, or if otherwise resolved by the Society, the Society shall have a common seal.

45.2 If the Society has a common seal, it shall be kept in the custody and control of the Board, and shall be used only as directed by the Board. The common seal must not be affixed to any document unless the Board has already authorised its use on that document by resolution.

When a document is to be sealed on the prior authority of the Board, the seal must be affixed to the document in the presence of 2 Board Members who must sign the document.

- 45.3 The Board shall ensure a register is kept of all documents to which the common seal has been affixed, which register shall include the date, the name of each document, and the date of the relevant resolution.

#### **46. Use of name**

The Society must clearly state its full legal name and charities registration number in –

- (a) every written communication sent by, or on behalf of, the Society; and
- (b) every document issued or signed by, or on behalf of, the Society that evidences or creates a legal obligation of the Society.

### **PART 7 – DISPUTES**

All parties to a complaint or grievance shall endeavour to resolve the matter informally and in the spirit of the principles in rule 8 (*Guiding Principles*). In the event that informal discussions cannot resolve the issue, the procedures in this Part 7 shall apply.

#### **47. Complaints about a Member**

- 47.1 Any person may make a complaint about the conduct of a Member.
- 47.2 Complaints about the conduct of a Member must be made in writing, directed to the General Manager, and must set out with reasonable specificity the nature of the complaint, and be accompanied by any previous correspondence relevant to the complaint.
- 47.3 The General Manager must forward the written complaint to the Member concerned within 7 days of receipt.
- 47.4 If the General Manager forwards the written complaint under rule 47.3, the Member complained of may, within a further period of 7 days, or such further period as the General Manager may allow, provide the General Manager with their written response to the complaint. The General Manager must forward any such written response to the complainant within 7 days of receipt.
- 47.5 The General Manager must consider the complaint, or institute a disciplinary procedure, regarding alleged misconduct of a Member. If considered necessary or desirable in order to give both parties a reasonable opportunity to be heard, the General Manager may convene a face-to-face meeting between the complainant and the Member complained of.
- 47.6 Having considered the matter under this rule 47, the General Manager will make a decision as to how the complaint is to be progressed or resolved.

#### **48. Escalation to the Board**

- 48.1 If either the complainant, or the Member complained of, is unhappy with a decision of the General Manager made under rule 47 (*Complaints about a Member*), either party may request that the General Manager escalate the matter to the Board.
- 48.2 If the General Manager receives a request for escalation to the Board under rule 48.1, or if the General Manager otherwise considers that escalation of the matter to the Board is necessary or desirable, the General Manager shall, within 7 days of the decision, or of receipt of the request,

whichever is the later, forward to the Chair a copy of the complaint, the written response and any other documentation considered desirable.

- 48.3 The Board shall consider the matter at a Board meeting held within 14 days of the escalation, or as soon as practicable thereafter.
- 48.4 The Member complained of has a right to be heard before the complaint is resolved or any outcome is determined.
- 48.5 The Member must be fairly advised of all allegations concerning the Member, with sufficient details and time given to enable the Member to prepare a response.
- 48.6 An oral hearing of a complaint will be held if the Board decides that, for serious or complex cases, after taking into account the potential consequences for the Member if a complaint is upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable.
- 48.7 The Member must be given a reasonable opportunity to be heard in writing, or at an oral hearing (if one is to be held).
- 48.8 The Member's written statement or submissions must be considered by the Board.

#### **49. A Member's grievance against the Society or another Member**

- 49.1 A Member may raise with the Board an allegation of damage (caused by the Society, or a Member) to a Member's rights or interests (as a Member) or to Members' rights and interests generally.
- 49.2 An oral hearing of the grievance will be held if the Board decides that, for serious or complex cases, after taking into account the potential consequences for a Member if a grievance is upheld or not upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable.
- 49.3 The Member will be heard before the grievance is resolved or any outcome is determined.

#### **50. Investigating and determining complaint or grievance**

- 50.1 Subject to rule 51 (*Board may decide not to investigate complaint or grievance*), the Board must, as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance. In conducting the investigation, the Board may consult with other parties considered relevant.
- 50.2 If a complaint concerns the conduct of a Board Member, the complainant should first make reasonable efforts to resolve the issue with the Board Member directly or through the Chair or Vice-Chair. Where such a dispute is not able to be resolved directly, the Board must refer the complaint to independent facilitated mediation, under rule 52 (*Board may refer complaint to committee or other investigator*).
- 50.3 In the event of a complaint or a grievance against a Member, the Board will endeavour to resolve the dispute by consensus. However, in the event that consensus is not possible, the Board may refer the complaint to independent facilitated mediation under rule 52 (*Board may refer complaint to committee or other investigator*).

#### **51. Board may decide not to investigate complaint or grievance**

Despite rule 50 (*Investigating and determining complaint or grievance*), the Board may decide not to proceed with a matter further if the Board determines that –

- (a) the matter is trivial; or
- (b) the complaint or grievance does not appear to disclose:
  - (i) in the case of a complaint, any material misconduct; or

- (ii) in the case of a grievance, any material damage to a Member's rights or interests;  
or
- (c) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint or brings the grievance has an insufficient interest in the matter; or
- (e) the conduct, incident, event, or issue has already been dealt with by or on behalf of the Society.

## **52. Board may refer complaint to committee or other investigator**

52.1 The Board may refer a complaint or grievance, respectively, to:

- (a) a committee of the Board, or external person, to investigate and report to the Board; or
- (b) a committee of the Board, an arbitral tribunal, or an external person to investigate and make a decision; or
- (c) an external person to facilitate independent mediation.

52.2 The Board must refer a complaint or grievance to an external person to investigate and make a decision if required to do so by Ordinary Resolution of Members passed at a Special General Meeting convened for that purpose.

52.3 In the event that the Board refers a dispute to an external person for investigation, all parties must participate meaningfully in the investigation, and provide the investigator with all information reasonably requested. All communications must be in writing.

## **53. Decision-makers**

A person may not act as a decision-maker in relation to a complaint or grievance if 2 or more Board Members, or a complaints committee, or the Members by resolution at a General Meeting, consider that there are reasonable grounds to believe that the person may not:

- (a) be impartial; or
- (b) be able to consider the matter without a predetermined view.

## **54. Decisions**

Having considered all relevant information, and provided a reasonable opportunity to be heard, the decision-maker in relation to a complaint or grievance may make any decision they think fit, including:

- (a) that no further action needs to be taken;
- (b) the requirement by a Member or Board Member to take specified corrective action;
- (c) the publication of any corrective letter or statement; and/or
- (d) termination under rule 20.3 (*Termination*) or removal under rule 34 (*Grounds for removal from office*).

## **55. Appeals**

- 55.1 Subject to rule 20.5 (*Appeal to a Special General Meeting*), a person who is aggrieved by a decision of a decision-maker under this Part 7 may appeal the decision using the process set out in this rule 55.
- 55.2 A Member wishing to make an appeal under rule 55.1 must lodge a written appeal with the Chair within 10 working days of being notified of the decision appealed against, setting out the grounds of objection.
- 55.3 The Chair will appoint an independent arbiter with appropriate legal or technical experience, who has not been involved in any aspect of the hearing, to consider the appeal. The arbiter shall receive written submissions from all relevant parties within 20 working days of being appointed, and may otherwise determine its own appeal procedure, including holding an oral hearing if the arbiter decides that an oral hearing is needed for an adequate hearing, or is otherwise desirable.
- 55.4 The arbiter shall determine whether to confirm, modify or revoke the decision appealed against. The determination of the arbiter is final, other than through court action.

## **PART 8 – ADMINISTRATION**

### **56. Amendments to Constitution**

- 56.1 This Constitution may only be amended by Special Resolution passed at a properly-convened General Meeting at which prior written notice has been given to all Members in accordance with rule 23 (*Notice of General Meetings*).
- 56.2 The power of amendment conferred by rule 56.1 may not be exercised to make an amendment:
- (a) inconsistent with the charitable purposes of the Society; or
  - (b) that would prejudice the charitable nature of the Society.

### **57. Binding Policies**

- 57.1 The Society may, from time to time, by Special Resolution at a General Meeting properly-convened in accordance with rule 23 (*Notice of General Meetings*), make or amend such Binding Policies as it considers desirable for the general management of the Society in furtherance of its charitable purposes, provided that the proposed Binding Policy would not be inconsistent with:
- (a) the Act; or
  - (b) this Constitution; or
  - (c) the Purposes of the Society; or
  - (d) any directive given to the Board by Members at a General Meeting.

- 57.2 All Binding Policies are binding on the Society and its Members.
- 57.3 A copy of the Binding Policies for the time being shall be available for inspection by any Member on request to the Board.
- 57.4 The making, amendment, or replacement of a Binding Policy is not an amendment of the Constitution.

## 58. Winding up

- 58.1 The Society may be voluntarily put into liquidation or dissolved if:
- (a) a Special Resolution is passed, at a General Meeting properly notified and convened in accordance with the Act and Part 4 (*General Meetings*) to dissolve the Society, or to appoint a liquidator, as the case may be; and
  - (b) if required by the Act, such resolution is confirmed by Ordinary Resolution at a subsequent Special General Meeting called for that purpose and held not later than 30 days after the date on which the first resolution was passed.
- 58.2 On the liquidation or dissolution, all surplus assets, after payment of all of the Society's debts and liabilities, must, subject to any trust affecting the same, be distributed to such charitable entity or entities in New Zealand having similar charitable purposes to the Society as the General Meeting shall determine. In no event shall the surplus assets of the Society be divided amongst the Members nor shall the Members have any beneficial interest in them.

## 59. Matters not provided for

If any matter arises that, in the opinion of the Board, is not provided for in this Constitution, then the same may be determined by the Board in such manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by a resolution of a General Meeting.

## 60. Construction

In the construction of this Constitution, unless the context otherwise requires:

- (a) *days*: a reference to a *day* is to a calendar day unless otherwise stated;
- (b) *defined terms*: words or phrases appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them in this Constitution. If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (c) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;
- (d) *headings and contents page*: headings and the contents page appear as a matter of convenience and are to be ignored in construing this Constitution;
- (e) *inclusion*: words such as *including* and *for example* are not, and should not be interpreted to be, words of limitation, unless otherwise explicitly stated;
- (f) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended or replaced and, unless the context otherwise requires, includes any statutory instruments issued under that legislation;
- (g) *persons*: a reference to *persons* includes natural persons, firms, bodies corporate, corporations, unincorporated associations, and authorities, and *firm* includes a partnership; a reference to a *person* includes the legal personal representatives, successors and permitted assigns of that person;

- (h) *rules, parts, schedules and sections*: a reference to a *rule*, a *part* or a *schedule* is to a rule, part or schedule of this Constitution, unless otherwise stated. A schedule to this Constitution forms part of this Constitution. A reference to a section is to a section of the Act unless otherwise stated;
- (i) *singular and plural*: the singular includes the plural and *vice versa*; and
- (j) *spouse*: a reference to a *spouse* includes a civil union partner or a de facto partner.

## **SCHEDULE 1 – PROCEEDINGS OF THE BOARD**

### **1. Board Meetings**

- 1.1 The Board shall meet as often as the Board Members consider desirable for the efficient and proper conduct of the affairs of the Society, provided that it meets at least 4 times per year.
- 1.2 A meeting may be called at any time if 2 Board Members request it.
- 1.3 Except where this Constitution otherwise expressly provides, each Board Member present at a meeting of the Board is entitled to one vote.

### **2. Notice of meetings**

- 2.1 At least 14 days' notice of any Board meeting shall be communicated by or on behalf of the Chair by email, or otherwise in writing, to each of the Board Members. However, all of the Board Members may agree to shorten or waive the period of notice.
- 2.2 The notice of meeting shall include the date, time and place of the meeting, and an indication of the matters to be discussed. In the case of a Teleconference Meeting, the notice shall include instructions for connecting to the meeting.
- 2.3 No notice is necessary for the resumption of an adjourned meeting. However, a Board Member who was not present at the adjourned meeting must be notified of the date, time and place of the reconvened meeting.
- 2.4 The Chair shall use reasonable endeavours to ensure all notices of meeting have been correctly sent. The failure of any Board Member to receive a notice of a meeting of the Board shall not invalidate such meeting or its proceedings.

### **3. Methods of holding meetings**

- 3.1 A meeting of the Board may be held either by a number of Board Members who constitute a quorum:
  - (a) being assembled together at the place, date and time appointed for the meeting; or
  - (b) participating in the meeting by means of Teleconference Meeting; or
  - (c) by a combination of both of the methods described in paragraphs (a) and (b).
- 3.2 In the case of a meeting conducted under rule 3.1(b) or (c) of this schedule:
  - (a) at the start of the meeting, each participant must acknowledge their presence to all the others taking part; and
  - (b) a Board Member must not disconnect their means of communication without the prior consent of the Chair.
- 3.3 A Board Member is conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting unless they have previously obtained the express consent of the Chair to leave the meeting.

### **4. Quorum**

- 4.1 A quorum for a meeting of the Board shall be more than half of the Board Members in office and eligible to vote at the time of the meeting.
- 4.2 A Board Member who is diagnosed by a registered medical practitioner as having any physical or mental incapacity that means the person is temporarily unable to fulfil the duties and responsibilities of a Board Member, shall not be treated as a Board Member for the purposes of rule 4.1 of this schedule.
- 4.3 At any meeting of the Board, no business shall be transacted unless a quorum is present.

## **5. Adjournment**

- 5.1 If a quorum is not present within 30 minutes after the time appointed for a meeting, the meeting will be dissolved.
- 5.2 The chair of a Board meeting may adjourn the meeting on the adoption of a resolution for its adjournment.

## **6. Chair**

- 6.1 The Chair, or if absent the Vice-Chair, shall preside at all meetings of the Board.
- 6.2 If the offices of Chair and Vice-Chair are vacant, or if, at a meeting of the Board, neither the Chair nor the Vice-Chair are present within 5 minutes after the time appointed for the meeting, the Board Members present may elect one of their number to chair the meeting.
- 6.3 The chair of a meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

## **7. Voting on resolutions**

- 7.1 All questions before the Board shall, if possible, be decided by consensus.
- 7.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the Board. Subject to this schedule, the method of voting shall be decided by the Board. Different methods may be adopted for different motions. If the voting is tied, and the Chair does not use the casting vote available under rule 6.3 of this schedule, the motion shall be lost.
- 7.3 A Board Member present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless they expressly dissent from or vote against the resolution at the meeting.
- 7.4 A written resolution signed by all of the Board Members then entitled to receive notice of a meeting of the Board is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Such a resolution may consist of several duplicated documents, each signed by one or more of the Board Members, and may be provided by electronic communication through which each Board member expressly refers to the resolution and contains their specific position on the resolution.
- 7.5 A resolution of the Board may be rescinded or varied by the Board in the same manner as it was passed.

## **8. Minutes**

- 8.1 The Board must ensure that minutes are kept of proceedings of the Board. The minutes shall record, for each and every meeting of the Board:
  - (a) the names of those present;
  - (b) all decisions taken;
  - (c) all appointments of Chair, chairperson, or other officers; and
  - (d) any other matters discussed at the meeting.
- 8.2 The minutes of a Board meeting shall be promptly circulated to all Board Members and Honorary Life Members as soon as possible after each Board meeting. Minutes of Board meetings shall be otherwise made available to any Board Member on request.

- 8.3 A minute of a Board meeting that has been proposed and seconded as correct at the next succeeding Board meeting shall be *prima facie* evidence of the matters referred to in the minute having been approved by the Board unless they are shown to be inaccurate.
- 8.4 Decisions recorded in the minutes shall be read in conjunction with this Constitution, and are binding on all persons interested in the Society.

## **9. Interests Register**

- 9.1 The Board must keep and maintain an Interests Register, being a register of disclosures made by Board Members under rule 10 of this schedule.
- 9.2 The Interests Register must be made available for inspection by Board Members of The Society.
- 9.3 The Interests Register may, subject to the requirements of the Privacy Act 1993, be made available for inspection by Members.

## **10. Duty to disclose conflicts of interest**

- 10.1 As soon as a Board Member becomes aware of the fact that they are, or may be, in any capacity whatsoever, Interested in a Matter relating to the Society, they must disclose all relevant details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified), to the Board.
- 10.2 For the purposes of this Constitution, a person is Interested in a Matter if the person:
- (a) may derive a financial benefit from the Matter;
  - (b) is the parent, child, spouse or partner of a person who may derive a financial benefit from the Matter; or
  - (c) may have a financial interest in a person to whom the Matter relates;
  - (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
  - (e) is otherwise directly or indirectly interested in the Matter.
- 10.3 For the purposes of this Constitution, *Matter* means –
- (a) the performance of the Society's activities or the exercise of its powers; or
  - (b) an arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Society.
- 10.4 After considering the views of the other Board Members, the chair may rule that the affected Board Member is not conflicted in relation to a disclosure, where no conflict in fact exists.
- 10.5 If the Board Member is determined to have a conflict of Interest in the Matter, all relevant details of the nature and extent of the Interest (including any monetary value of the Interest if that can be quantified) must be recorded in the Interests Register.

## **11. Voting by Interested Board Members**

- 11.1 A Board Member who is determined to be Interested in a Matter under rule 10 of this schedule:
- (a) must not vote or take part in any decision of the Board relating to the Matter; and
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - (c) may take part in any discussion of the Board relating to the matter and be present at the time of the decision of the Board (unless the Board decides otherwise); and

(d) may be counted for the purposes of determining whether there is a quorum at any meeting at which the matter is considered.

11.2 Despite rule 11.1(d) of this schedule, if 50% or more of the Board Members are prevented from voting on the Matter under rule 11.1(a), a Special General Meeting must be called to consider and determine the Matter.

**12. Consequences of failing to disclose interest**

The Board must notify the Members of a failure to comply with rule 10 (*Duty to disclose conflict of interest*) or rule 11 (*Voting by Interested Board Members*) of this schedule, and of any transactions affected, as soon as practicable after becoming aware of the failure.

**13. Validity of proceedings**

13.1 All acts done by any meeting of the Board, a committee of the Board, or by any person acting as a Board Member, notwithstanding that it is afterwards discovered that any of them were not properly appointed, or were disqualified from holding office, shall be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

13.2 The Board Members may continue to act notwithstanding any vacancy in their number, but if the number of Board Members is reduced below the minimum number as stated in this Constitution, the continuing Board Member(s) may act for the purpose of increasing the number of Board Members to that minimum but for no other purpose.

**14. Board may regulate other proceedings**

Except as otherwise set out in this Constitution, the Board may regulate its own procedures.