

# CONSTITUTION OF THE MOTOR NEURONE DISEASE ASSOCIATION OF NEW ZEALAND (INCORPORATED)

Incorporated on 21 March 1985  
Incorporated Society number 269718  
Charity registration number CC35320

Amendments to this Constitution were approved at the Annual General Meeting of the Association on  
27 October 2018

Signed by three Members:

  
Member \_\_\_\_\_ Member \_\_\_\_\_ Member \_\_\_\_\_

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*Beth Wood*  
\_\_\_\_\_  
Member

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# CONSTITUTION OF

## THE MOTOR NEURONE DISEASE ASSOCIATION OF NEW ZEALAND (INCORPORATED)

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### 1. NAME

1.1 **Name:** The name of the society shall be **The Motor Neurone Disease Association of New Zealand (Incorporated)** (“**Association**”).

### 2. REGISTERED OFFICE

2.1 **Place:** The registered office of the Association shall be at such place as the Council shall from time-to-time determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies and to the Charities Commission.

### 3. PURPOSE AND OBJECTS

#### 3.1 **Purpose:**

- (a) The Association is a not-for-profit common interest society, established for charitable purposes only, to provide support to people with Motor Neurone Disease and their carers in New Zealand, as well as other people affected by Motor Neurone Disease.
- (b) The Association intends to be the principal organisation representing the interests of people with or affected by Motor Neurone Disease, including through support, the dissemination of information, and education concerning the disease to the public and professionals in New Zealand.

#### 3.2 **Objects:** The Association's objects are:

- (a) to provide practical, social and emotional support to people with Motor Neurone Disease, their families, whanāu and carers;
- (b) to provide opportunities for social interaction for Members of the Association and people with and affected by Motor Neurone Disease;
- (c) to co-operate with and encourage other appropriate agencies to play an active role in meeting the needs of people with Motor Neurone Disease, their families, whanāu and carers;
- (d) to promote the understanding of Motor Neurone Disease, including to recommend policies and programmes deemed to be in the interests of, and beneficial to, people with Motor Neurone Disease, their families, whanāu and carers amongst relevant organisations, government departments, statutory and other agencies, health service providers and professional bodies;
- (e) to promote awareness of the issues faced by people with Motor Neurone Disease, their families, whanāu and carers, to the general public and agencies, including from time to time providing services in the areas of social welfare, education, health treatment and access to services;

- (f) to gather up-to-date information in the fields of diagnosis, management and treatment of the disease, and make the information available to people with Motor Neurone Disease, their families, whanāu and carers;
- (g) to foster and encourage research into all aspects of Motor Neurone Disease, its causes, treatment, management and its impact on those affected by it;
- (h) to advocate for the needs of people with Motor Neurone Disease, their families, carers and whanāu at national and local levels; and
- (i) to maintain and promote relationships with all people and organisations in New Zealand and the global community concerned with all aspects of Motor Neurone Disease in the furtherance of the Objects of the Association.

#### **4. POWERS OF THE ASSOCIATION**

**4.1 Powers:** To further its purpose and objects, the Association shall have all the powers of a natural person, including the following:

- (a) to purchase, lease, hire or otherwise acquire or use any real or personal property;
- (b) to enter into, and be a party to, contracts and agreements;
- (c) to sell, let, mortgage or otherwise dispose of, or deal with, any of the property or assets of the Association;
- (d) to construct, maintain or alter buildings or property of the Association;
- (e) to borrow or raise money by mortgage or in such a manner and on such terms as the Association in General Meetings agree as suitable for the purpose;
- (f) to invest on such terms as may be agreed by the Council;
- (g) to seek and accept grants, donations and bequests;
- (h) to subscribe and grant money, donations or provide assistance in any other manner as agreed by the Council;
- (i) to employ, retain or engage people as employees on contract or as agents in such manner and on such terms as the Council deems proper;
- (j) to print, publish, write, distribute in any form whatsoever articles, opinions, papers, books, pamphlets, courses, photographs and pictures and all other activities associated with publication of material relevant to the Objects of the Association;
- (k) to associate with, or affiliate to, any other body or institution whose purpose will advance the Objects of the Association;
- (l) to grant affiliation to the Association to any other body or institution whose purpose will assist the Association to achieve the Objects of the Association;
- (m) to do all such other activities which will further the aims and objects of the Association; and
- (n) to undertake all activities of the Association for charitable purposes.

## 5. MEMBERSHIP

5.1 **Classes of Members:** The Association shall have three classes of Members:

- (a) Individual Members;
- (b) Associate Members; and
- (c) Life Members.

A person may hold only one class of membership in the Association and must agree to abide by this Constitution. The Council will maintain a database of all Members, which will be kept fully up-to-date at all times.

5.2 **Individual Members:** Any natural person may apply for Individual Membership of the Association under their own name:

- (a) Application for Individual Membership shall be made to the Association in writing or in such electronic form as the Council shall decide from time to time. Every application for Individual Membership shall be accompanied by payment of the appropriate annual subscription fee for each membership year, and an Individual Membership becomes active upon receipt by the Association of the subscription. The Council may elect to waive the payment of a subscription fee in certain circumstances to be determined from time to time. In certain circumstances people residing at the same physical address may hold a single membership but only one person may exercise their membership rights.
- (b) During the period covered by the subscription the Individual Member will be a Financial Member of the Association (“**Financial Member**”), subject to section 5.5(b). A Financial Member's rights in the Association include voting, petitioning, holding elected office, nominating and seconding rights.

5.3 **Associate Members:**

- (a) Any organisation or natural person interested in the welfare of people with Motor Neurone Disease and willing to further the purpose and objects of the Association may, with the approval of the Council, upon making a written application in accordance with this Constitution, be admitted as an Associate Member.
- (b) Associate Members shall not be entitled to vote or to hold elected office.

5.4 **Life Members:**

- (a) From time to time the Association may recognise persons who it considers have made an outstanding and distinguished contribution to Motor Neurone Disease in New Zealand or the Association, by conferring a Life Membership in the Association.
- (b) Life Membership grants membership for life with all the rights of an Individual Member but shall not be liable to payment of any annual subscription fee.

5.5 **Subscription:**

- (a) The amount of the annual subscription fee for each membership year to be paid by the Members shall be fixed by the Association at the Annual General Meeting (“**AGM**”) on recommendation from the Council.
- (b) Notice of renewal of the subscription will be sent to Members following each AGM and the annual subscription fee will be payable within the period specified in that notice. If a Member has not paid their subscription by the time of the next AGM they will be declared non-Financial Members and therefore not entitled to the rights set out in section 52(b).
- (c) New Members joining the Association other than at the annual subscription date shall pay a *pro rata* subscription calculated on a monthly basis for their first year.

6. **TERMINATION OF MEMBERSHIP**

6.1 **Resignation:** A Member wishing to resign from the Association must give notice of resignation to the Secretary in writing (which may be in electronic form)

6.2 **Termination:**

- (a) Membership may be terminated by the Association in writing (which may be in electronic form) if the Council determines that is appropriate. Should a Member's actions be in serious conflict with this Constitution, the Council is empowered to terminate the membership of that person.
- (b) Where applicable, any termination of membership must follow the process set out in the First Schedule.

7. **STRUCTURE OF THE ASSOCIATION**

7.1 **Conduct of Association:**

- (a) The affairs of the Association shall be conducted by the Council of the Association, in accordance with this Constitution and, if applicable, the resolutions of General Meetings.
- (b) The Council may otherwise regulate its own conduct.

7.2 **General Manager:** The General Manager shall be responsible for the day-to-day management of the business of the Association.

7.3 **Branches, Support Groups etc:** The Council may set up branches, support groups and other local organisations to assist the Association to carry out its functions.

7.4 **The Council:**

- (a) The Council of the Association shall consist of Officers and elected Members. The number of Council Members (including Officers) shall be set by Council from time to time.
- (b) Only Financial Members of the Association may serve as Council Members (including Officers), and all must conform to the requirements of the Charities Act 2005 (as amended, and including any successor legislation).



- (c) Council Members (including Officers) shall serve for a three-year terms, until the conclusion of the AGM held in the year their term expires. Officers and Council Members may hold office for consecutive terms.
- 7.5 **Vacancies on Council:** The Council may co-opt any Member to the Council to fill vacancies among elected Council Members or Officers for a limited period, or generally until the next AGM. Co-opted Members shall be required to offer themselves for election at the next AGM if they wish to continue in such role.
- 7.6 **Dismissal of a Council Member:** A Council Member (including an Officer) may be dismissed by resolution of a General Meeting of the Association, provided that such resolution:
- (a) must have been delivered in writing to the Council Member or Officer concerned at least 21 days before the General Meeting; and
  - (b) must be passed by at least a two-thirds majority of those present and voting.
- 7.7 **Failure to attend:**
- (a) Any Council Member having failed to attend three consecutive meetings of Council shall be deemed to have vacated their position at the conclusion of third meeting, unless the Council votes to reinstate the Council Member in their position.
  - (b) Council may grant a Council Member leave of absence in advance (for example, for overseas travel, health or family circumstances), in which case the Council Member is not subject to this requirement for the duration of their leave.
  - (c) The Secretary may notify any Council Member who misses two consecutive meetings that their position will be forfeited if they fail to turn up to the subsequent meeting of Council.
- 7.8 **Meetings of Council:**
- (a) The Council shall meet at least three times per year.
  - (b) Council Members must be notified 14 days in advance of a meeting stating the date, time and place of the meeting.
  - (c) Notice of the meeting will include any papers required for the meeting. Subject to the approval of the Chairperson, additional papers may be received before the meeting.
  - (d) The business of the Council may be carried out using electronic means.
- 7.9 **Sub-committees:**
- (a) The Council may at any time establish sub-committees of Council Members and others to deal with, and report on, any matters that the Council considers appropriate.
  - (b) The terms of reference of sub-committees shall be approved by the Council.

7.10 **Officers of the Association:**

- (a) **Chairperson:** The Chairperson shall chair Council meetings and General Meetings, and oversee the business of the Association.
- (b) **Vice-Chairperson:** The Vice Chairperson shall assist the Chairperson in their duties and deputise for the Chairperson as required.
- (c) **Secretary:** The Secretary shall have responsibility for such administrative tasks as may be required by this Constitution or by the Council.
- (d) **Treasurer:** The Treasurer shall administer the financial affairs of the Association.

The roles of Officers of the Association may be combined. Officers shall be members of the Council.

7.11 **Term of office:** The term of office for the Officers shall be until the conclusion of the AGM three years after their election.

7.12 **Elections for Council:**

- (a) **Annual elections:** Elections for the Council will be held annually. One third of the Council will be elected in each year. The list of nominated people for election will be circulated to all Members of the Association. Each Financial Member of the Association will have one vote for Officers and one vote for Council Members.
- (b) **Election procedures – Returning Officer:** At the first meeting of the Council following the AGM a Returning Officer will be appointed by the Council for the forthcoming year. All ballots of the Members carried out by the Association during the year will be overseen by the Returning Officer. The Returning Officer shall be charged with ensuring the correct procedures for a ballot have been followed and will be responsible for informing the Chairperson and the General Manager of the results of the ballots. No person who is subject to the reason for the ballot, e.g. standing for a vacancy during an election, shall be permitted to hold the position of Returning Officer. In case such a conflict of interest should arise, or the Returning Officer is unable to be present at a meeting where voting takes place, the Council shall appoint an alternative Returning Officer for the duration of the conflict or meeting.
- (c) **Election Procedures – Nominations:** Seven weeks prior to the AGM of the Association, the Council will allow a period of three weeks to permit all Financial Members to nominate people to stand as Officers or Council Members of the Association. Any Financial Member may stand for elected office of the Association and all people nominated must conform to the requirements of the Charities Act 2005 (as amended, and including any successor legislation). Nominations will be sent to the Returning Officer appointed by Council for that election. People nominated for election must accept their nomination in writing. Nominations are to be accompanied by a written biography not exceeding 200 words.
- (d) **Election procedures – Voting:** Voting for candidates will occur if there are more nominated people than vacancies available. In the event that there are only single nominations for any Officer position the nominated person will be declared elected unopposed in that position. If there are fewer nominations than Council vacancies all such nominated people will be declared elected unopposed. In the event of contested elections, 21 days prior to

the AGM of the Association the voting period will be open for 14 days. Financial Members will be able to cast their votes, one vote for each Officer position, and one vote for Council Member position by electronic and/or postal votes.

(e) **Election procedures – Counting of the ballot:**

(i) At the end of the voting period in contested elections all votes cast will be collected together for counting. Counting will proceed first for the highest vacant Officer position, then for each other Officer vacancy in turn and finally for the Council Member positions. Counting precedence will be:

- (A) Chairperson;
- (B) Vice-Chairperson;
- (C) Secretary (or Treasurer/Secretary);
- (D) Treasurer; and
- (E) Council Members.

(ii) Any candidate elected in an Officer position who is also standing in other positions will be eliminated from subsequent counts prior to the next vote count commencing. For Officer positions the candidate with the highest number of votes received in contested ballots will be declared elected. For the Council Member positions, the candidates will be ranked from highest to lowest in the order of the number of votes received. Each vacant position will be filled by the highest scoring available candidate until all positions are filled.

(iii) In the event of an equality of votes in an election for candidates for the same position the Returning Officer shall determine the winner by a random means in the presence of an independent witness.

(iv) People elected to the Council under this Constitution and/or no longer holding office will be notified to the chief executive of the Department of Internal Affairs as required under section 40 of the Charities Act 2005 (or to such other person described in that Act or any successor legislation).

(f) **Powers of Council:** The Council will ensure that the Association is managed in accordance with the laws of New Zealand and this Constitution, and specifically to:

- (i) set the strategic direction of the Association and approve policies towards that end;
- (ii) represent the Association in all dealings with government and national or local organisations;
- (iii) appoint such committees as it considers necessary for the efficient administration of the Association's affairs;
- (iv) take or defend any legal proceedings when necessary, including the recovery of bad debts;

- (v) appoint such personnel as it deems necessary to carry out the functions of the Association, including a General Manager;
  - (vi) approve policies for the conduct and functioning of the Association; and
  - (vii) delegate authority to the Officers, General Manager or any other person as the Council considers appropriate.
- (g) **Employment and contractual arrangements:** The authority for the Association to recruit and appoint paid staff rests with the Council.

## 8. GENERAL MEETINGS

### 8.1 Nature:

- (a) General Meetings are meetings of the Association where all Members of the Association are notified of the meeting and can participate.
- (b) The results of votes cast at General Meetings are binding on the Association.

### 8.2 Motions for Consideration:

- (a) Matters requiring a vote to be resolved, to be brought before a General Meeting, must be notified to the Secretary not less than 30 days prior to the meeting, unless otherwise specified in this Constitution, and must include properly formed resolutions to be put to the meeting.
- (b) A properly formed resolution is one that names the mover of the motion and names the seconder, both of whom must be Financial Members of the Association, and contains the precise wording making up the substance of the motion. Matters cannot be raised from the floor of the meeting that requires a membership vote for resolution.

### 8.3 Annual General Meeting:

- (a) The Annual General Meeting (“**AGM**”) of the Association shall be held within four months following the end of each financial year of the Association, on a date and place to be determined by the Council.
- (b) To ensure maximum enfranchisement of the Members, voting will be opened 21 days prior to the date of the AGM, for a period of 14 days, to permit all Financial Members of the Association the opportunity to vote on the matters to be considered at the AGM.
- (c) The business to be conducted at the AGM will be:
  - (i) to receive from the Council an annual report, the financial statements for the immediately preceding financial year, and the auditor's report on those statements;
  - (ii) to receive from the Council recommendations for the annual subscription fee for Financial Members of the Association. The meeting may, by resolution, alter the subscription fee so recommended;
  - (iii) to receive the results of the election of Officers and Council Members. Nominations and voting for elected positions will not be permitted from the floor of the AGM;

- (iv) to receive the results of voting on any proposed constitutional changes. Motions concerning changes to the Constitution will not be permitted from the floor of the AGM;
  - (v) to elect an auditor. The auditor must be a member of Chartered Accountants Australia & New Zealand ;
  - (vi) to confirm in place any honorary positions (including Life Membership) as proposed by the Council; and
  - (vii) to consider such other business as the Council or any Member properly brings before the meeting including matters requiring a Financial Member vote as set out in section 8.2.
- (d) At least 21 days' notice of the AGM must be given to each Member. Papers to be included with notice of the meeting will be the annual report and financial statements, nominated candidates for election to Council, motions to be put to the meeting requiring a Member vote, election voting forms for postal votes, postal voting forms for any proposed constitutional changes, proxy forms and any papers to be considered by the meeting.
- (e) New Members who join the Association in the 21-day period before an AGM will not be permitted to vote at that AGM.

#### 8.4 **Special General Meetings:**

- (a) A Special General Meeting (“**SGM**”) may be called at any time:
  - (i) by the Chairperson or by resolution of the Council; or
  - (ii) on the request of 5% or 20 Financial Members, whichever is the larger, supporting a motion to that effect, in which case the request must state the motions which will be moved at the meeting.
- (b) An SGM shall be called by the Council or the Chairperson on a date not earlier than 14 days and not later than 40 days following the receipt of a request for such a meeting under section 8.4(a)(ii).
- (c) The motions to be moved at the SGM must be notified to every Member of the Association at least 14 days before the date of the meeting.
- (d) No other business may be discussed at an SGM other than the matters that were notified as giving rise to calling of the meeting.
- (e) Voting procedures at an SGM are the same as those at an AGM.

#### 8.5 **Electronic General Meetings (e-GM):**

- (a) An Electronic General Meeting (“**e-GM**”) is a special form of General Meeting that allows for Members to participate in important actions of the Association by the use of email, the world-wide-web and/or postal voting without the need to be physically present at a specific place. The general rules governing General Meetings apply to e-GMs and additionally:

- (i) the Secretary shall confirm that the motion requesting an e-GM has been correctly put, and e-mail the notice of the proposed resolutions forming the subject of the e-GM to all Members;
- (ii) an e-GM consisting purely of online discussion and voting by Financial Members can be held to discuss and vote on proposals put forward by the Council or Members;
- (iii) an e-GM will only vote on the proposed resolutions which form part of the notice given under section 8.5(a)(i);
- (iv) the proposed resolutions forming the subject of the e-GM shall be open to discussion for a period of seven days, closing at 11:59:59pm on the seventh day following the provision of the proposed resolutions by e-mail to the Members. After such seven-day period, Members will have a ballot made available with votes being open for three working days; and
- (v) a resolution passed at an e-GM shall be as valid and binding as one passed at a physical General Meeting.

#### 8.6 **Chairing of General Meetings:**

- (a) The Chairperson, or the Vice-Chairperson in the absence of the Chairperson, or another Officer in the absence of the Vice-Chairperson, will chair every AGM, SGM, or e-GM.
- (b) If the nominated person chairing the meeting is in a conflict of interest position they must vacate the chair in favour of a non-conflicted Officer for the duration of the conflict of interest situation.

### 9. **QUORUM**

#### 9.1 **General Meetings:**

- (a) A quorum for every AGM, SGM or e-GM is five financial Members or 10% of Financial Members present and voting, whichever is the fewer. At least one Officer of the Association must be present and voting at the meeting.
- (b) If, for a non-e-GM, a quorum is not present within 30 minutes of the appointed time, the person chairing the meeting shall adjourn the meeting. Unless those present at the meeting shall determine a date for the adjourned meeting (not earlier than five days from the date of the meeting) the adjournment shall be for a meeting at the same time and place, providing that the venue will be available, one week from that day.
- (c) Notice of the adjourned meeting shall be given to all Members. At such an adjourned meeting the number of persons attending, with at least one Officer of the Association, shall constitute a valid quorum.

9.2 **Council Meetings:** Quorum for a meeting of the Council will be half or more of the number of sitting Council Members and must include at least one Officer of the Association. If, within 30 minutes of the appointed time, a quorum is not present the meeting shall be adjourned and a new meeting be set up within one month of the adjourned meeting.

## **10. VOTING**

10.1 **One-vote:** At every General Meeting each Financial Member shall have one vote, except that the person chairing the General Meeting shall have a deliberative vote as well as a casting vote.

### **10.2 Decisions:**

- (a) Unless otherwise specified in this Constitution the majority required to pass resolutions is a simple majority.
- (b) In the event of an equality of votes for or against a motion or amendment to a motion at a General Meeting of the Association, the person chairing the meeting shall exercise a casting vote.

10.3 **Method:** Voting at physical General Meetings of the Association shall be by voice, show of hands or ballot. At a General Meeting a ballot can be requested by any Financial Member present. Voting by proxy shall only be allowed at physical General Meetings.

10.4 **Proxies:** This section 10.4 applies to voting by proxy at physical General Meetings:

- (a) The instrument appointing a proxy must be in writing, signed by the appointing Financial Member or by that Financial Member's duly authorised agent.
- (b) The instrument appointing a proxy and the authority, if any, under which it is signed, must be received by the Secretary not less than 48 hours before the time for holding the General Meeting at which the person named in the instrument proposes to vote.
- (c) The instrument appointing a proxy must state explicitly the scope of voting power being transferred to the person acting as proxy, i.e. the instrument shall state the issues for which it is valid and whether full, partial or no discretion is assigned to the person acting as proxy. Any instrument which does not include a full and clear statement of intent shall be invalid. The instrument appointing a proxy shall confer authority to demand or join in demanding a ballot.
- (d) The instrument appointing a proxy may be accepted by post, hand delivery, courier or electronically by fax or email, but not in other electronic formats unless otherwise determined by the Council.
- (e) At the start of the meeting the person chairing the General Meeting is required to inform the Members present of the number of valid proxies received for that meeting.

## **11. ASSOCIATION FINANCES**

### **11.1 Annual subscription fee:**

- (a) Each Member's annual subscription fee shall be payable on joining the Association, and as specified in section 5.5(b) thereafter.
- (b) A change to subscription levels made by resolution of an AGM shall have effect for all membership renewals until a further such resolution is passed by a subsequent AGM. Such a resolution shall have no effect upon the amount payable by Members where the subscriptions fell due prior to the AGM at which the resolution was passed.

11.2 **Financial Year:** The financial year of the Association shall be from 1 July to 30 June. The Association will notify any change to its balance date to appropriate government authorities in such form as is required by the relevant legislation.

11.3 **Audit:**

- (a) The Treasurer shall ensure that the annual financial statements of the Association are audited at the end of each financial year and before the AGM by a member of Chartered Accountants Australia & New Zealand. The Council shall determine the remuneration of the auditor, and shall have authority to fill any casual vacancy of the position of auditor.
- (b) The Treasurer shall ensure that copies of the audited financial statements are sent to the appropriate government authorities, or other body as designated under New Zealand law, as required for the purposes of the Association's registration or incorporation.

**12. THE COMMON SEAL**

12.1 **Use:** The Common Seal of the Association shall be in the custody of the Secretary or the General Manager. The Common Seal shall be affixed to any instrument only pursuant to a resolution of the Council and witnessed:

- (a) by two Council Members, one of whom shall be an Officer; or
- (b) where a funding application requires affixation of the Common Seal, by the General Manager, and either an Officer, or a delegated Council Member who has been approved by the Council.

**13. CONSTITUTION**

13.1 **Status:** This document constitutes the rules of the Association under the terms of the Incorporated Societies Act 1908 (as amended, and including any successor legislation).

13.2 **Amendments:** This Constitution may be altered, added to, or rescinded, only in accordance with the following procedure:

- (a) No addition to or alteration of the charitable status, pecuniary profit section (section 15) or winding up section (section 16) shall be approved without the approval of the Inland Revenue Department.
- (b) A proposal to amend this Constitution may be submitted, by any Financial Member, to the Secretary of the Association who must, within 21 days after receipt of the proposal, forward it to all Members. The proposal must be properly formed as in section 8.2(b).
- (c) Any such motion shall be put to the next General Meeting, which shall be held not earlier than 14 days or later than 40 days from the forwarding of the proposal to Members. To ensure the widest possible enfranchisement of the Members, voting on the proposed changes shall, where ever possible, be carried out using electronic and postal voting prior to the specified date of the General Meeting.
- (d) No motion proposing any amendment to this Constitution may be raised from the floor of a General Meeting. All proposed changes to this Constitution must be notified to all Members of the Association not less than 21 days prior to any vote being cast on the motion.



- (e) No motion proposing any amendment to this Constitution at a General Meeting shall be deemed to have been passed unless at least two-thirds of the votes cast on the motion were in favour.
- 13.3 **Changes:** The Secretary shall notify the Registrar of Incorporated Societies and the chief executive of the Department of Internal Affairs of all changes to this Constitution.
- 13.4 **Interpretation:**
- (a) Capitalised terms used in this Constitution have the meanings given to them in the Second Schedule, unless otherwise defined.
- (b) In case a question at any time arises, which is not provided for in this Constitution or any doubt exists as to the interpretation of the rules contained herein or any other matter pertaining to the Association, its interests or property, the interpretation shall be determined by the Council and such determination shall be conclusive and binding on all Members unless revoked at a General Meeting held not later than the next AGM.
- 14. INDEMNITY FROM LIABILITY**
- 14.1 **Responsibilities:** No Council Member shall be liable for the acts or defaults of any other Council Member or any loss occasioned thereby, unless occasioned by their wilful default or by the wilful acquiescence of the first Council Member.
- 14.2 **Indemnity:** The Council and each of its Members and the General Manager and other employees of the Association shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.
- 15. PECUNIARY PROFIT**
- 15.1 **Charitable purposes only:** Any income, benefit, or advantage must be used to advance the charitable purposes of the organisation.
- 15.2 **No pecuniary benefit:** No Member of the organisation, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 15.3 **Payments to Member and associated persons:** Any payments made to a Member of the organisation, or person associated with a Member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
- 16. WINDING UP**
- 16.1 **Winding up by Members' resolution:** The Association may be wound up only under the terms of section 24 of the Incorporated Societies Act 1908 (as amended, and including any successor legislation).
- 16.2 **Voluntary wind-up:** The Association may be wound up voluntarily if, at a General Meeting of its Members, it passes a resolution requiring it to be wound up, and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.

- 16.3 **Winding-up resolution:** A resolution requiring the Association to be wound up, and the confirmation of such a resolution, shall have been passed by a General Meeting if a majority of votes cast on the resolution are in favour.
- 16.4 **Distribution of assets:** Upon a winding up of the Association, its assets, after payment of its debts and liabilities, shall not be distributed among the Members of the Association but will be donated to an organisation with similar charitable objectives which also shall prohibit distribution of assets amongst its Members.

## First Schedule

### Complaints

(Section 6.2(b))

1. A Member may make a formal complaint in writing to the Chairperson of the Association, laying out the specific details of the cause for the complaint, asking for expulsion of a Member.
2. The formal complaint must be made within 30 days of the offending action.
3. The Chairperson will notify the Member against whom the complaint has been made in writing within 72 hours of receiving the complaint.
4. Any Officer or Council Member who may have a conflict of interest with the case must recuse themselves from any involvement with the following process.
5. The Officers of the Association shall confer within 14 days to consider whether there is sufficient substance to the complaint to warrant a further hearing.
6. If the Officers find insufficient substance to the complaint the matter will not be taken further and both the Member who is the subject of the complaint and the Member that made the complaint will be notified accordingly.
7. If the complaint is upheld by the Officers they will prepare a formal complaint notice to be sent to the Council.
8. On receipt of a formal complaint notice the Council shall, within 7 days, appoint a sub-committee of 5 Council Members to hear the complaint.
9. The sub-committee shall convene within 7-14 days in a face-to-face meeting to hear submissions.
10. The Member subject to the complaint shall have a right to make a submission to the sub-committee. The hearing shall be confidential.
11. On completion of their deliberations the sub-committee shall make recommendation to Council which shall include a summary of the facts of the case and the hearing.
12. The Council shall consider the sub-committee's recommendation and within four weeks of receipt of the recommendation shall either vote to accept the recommendation or send it back to the sub-committee for further consideration.
13. The Member subject to the complaint shall have no action taken against them until the completion of the process, except in an extreme case when the Council may suspend a membership until the process is completed.
14. If a membership is terminated under these procedures any period of membership subscription remaining in the year will be calculated and a pro-rata of subscription dues will be paid back to the person by the Association.

15. Any person subject to these procedures and having their membership terminated will normally not be permitted to re-apply for membership of the Association for a minimum of one year following the notice of termination.

## Second Schedule

### Glossary of Meanings

(Section 13.4(a))

“**Association**” means The Motor Neurone Disease Association of New Zealand Inc.

“**Constitution**” means this document including any schedules and attachments specified.

“**Council**” means the elected Council of the Association.

“**General Meeting**” means specifically formal meetings of the Members. They are called for specific purposes and designated as “**Annual General Meeting**” (AGM), “**Special General Meeting**” (SGM) or “**Electronic Special General Meeting**” (e-GM). The term “**General Meeting**” must not be applied to meetings that happen to include Member participation unless the notice calling the meeting includes the term “**General**” to be applied to the meeting. Such notice must also specify the exact reason for calling the meeting unless the meeting is an AGM.

Members have full voting rights at “**General Meetings**” and the notice calling the meeting must be sent to all registered Members.

Resolutions passed by membership vote at a General Meeting are binding on the Association and can only be rescinded by subsequent membership vote at a constitutionally called General Meeting.

“**Member**” means a Member of the Association as set out in section 5.1.

“**Recuse**” means:

1. Disqualify oneself (as a judge, for example) in a particular case, disqualify - declare unfit.
2. To disqualify or seek to disqualify from participation in a decision on grounds such as prejudice or personal involvement.
3. Challenge or except to a judge as being incompetent or interested

#### What is Recusal?

Recusal refers to a person declining to participate in a matter because of a potential conflict of interest. Recusal is not the same as abstaining which may mean that the person will not vote, but has participated in discussions on a matter. Recusal means that you are not participating in deliberations or debates, making recommendations, giving advice, considering findings, or in any other way assuming responsibility for or participating in any aspect of the work or decision-making relating to the matter where there are potential conflicts of interest. It does not mean that the person must leave the room if it is an open meeting, although a person may voluntarily choose to do so. However, if the meeting is in executive session, once the person has recused, he or she has no more right to be in the room than any other member of the general public. A person may be able to speak as a private citizen under the “**Public Forum Exception**”, however, this does not include substantive discussions in fora not available to members of the general public, nor does it allow a person to represent the views of others.

## **Third Schedule**

### **Revision History**

#### **March 2006**

This constitution was adopted at a Special General Meeting on 11 March 2006.

#### **October 2008**

Sections 14.1 and 16.4 were replaced with wording supplied by the Charities Commission. Members approved the changes in October 2008 by postal ballot.

#### **October 2014**

A number of changes were approved at a Special General Meeting immediately following the Annual General Meeting on 18 October 2014 to reflect current practice.

#### **27 October 2018**

A number of changes were approved at an Annual General Meeting on 27 October 2018 to reflect the Association's current practice, as well as to improve the drafting of this Constitution.

*Alterations shown in mark-up*

# CONSTITUTION OF THE MOTOR NEURONE DISEASE ASSOCIATION OF NEW ZEALAND (INCORPORATED)

Incorporated on 21 March 1985  
Incorporated Society number 269718  
Charity registration number CC35320

Amendments to this Constitution were approved at the Annual General Meeting of the Association on  
27 October 2018

Signed by three Members:

\_\_\_\_\_  
Member

\_\_\_\_\_  
Member

\_\_\_\_\_  
Member

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# CONSTITUTION OF

## THE MOTOR NEURONE DISEASE ASSOCIATION OF NEW ZEALAND (INCORPORATED)

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### 1. NAME

1.1 **Name:** The name of the society shall be **The Motor Neurone Disease Association of New Zealand (Incorporated)** ("Association").

### 2. REGISTERED OFFICE

2.1 **Place:** The registered office of the Association shall be at such place as the Council shall from time-to-time determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies and to the Charities Commission.

### 3. PURPOSE AND OBJECTS

#### 3.1 **Purpose:**

(a) The ~~Motor Neurone Disease Association of New Zealand Incorporated~~ ("~~the Association~~") is a not-for-profit common interest society, established for charitable purposes only, to provide support to people with Motor Neurone Disease and their carers in New Zealand, ~~both as an end in itself and well as means of enabling government departments, organisations, professionals and individuals to more effectively collaborate, cooperate, communicate and innovate in their respective fields of interest.~~ other people affected by Motor Neurone Disease.

~~(a)~~(b) The Association ~~will~~intends to be the principal organisation representing the interests of people with or affected by Motor Neurone Disease, including through support, the dissemination of information, and education concerning the disease to the public and professionals in New Zealand.

#### 3.2 **Objects:** The Association's objects are:

- (a) to provide practical, social and emotional support to people with Motor Neurone Disease, their families, whanāu and carers;
- (b) to provide opportunities for social interaction for Members of the Association and people with and affected by Motor Neurone Disease;
- (c) to co-operate with and encourage other appropriate agencies to play an active role in meeting the needs of people with Motor Neurone Disease, their families, whanāu and ~~whanau~~carers;
- (d) to promote the understanding of Motor Neurone Disease ~~and, including~~ to recommend policies and programmes deemed to be in the interests of, and beneficial to, people with Motor Neurone Disease, their families, whanāu and ~~whanau~~carers amongst ~~all~~relevant organisations, government departments, statutory and other agencies, health service providers and professional bodies;

- (e) to promote awareness of the issues faced by people with Motor Neurone Disease ~~and~~, their [families, whanāu and](#) carers, to the general public and agencies, [including from time to time](#) providing services in the areas of social welfare, education, health treatment, ~~employment~~ and access to services;
- (f) to gather up-to-date information in the fields of diagnosis, management and treatment of the disease, and make the information available to people with Motor Neurone Disease, their families, whanāu and carers;
- (g) to foster and encourage research into all aspects of Motor Neurone Disease, its causes, treatment, management and its impact on those affected by it;
- ~~(h) to collect current statistical information on Motor Neurone Disease and promote and facilitate analysis of the data and dissemination of the information to the community, government and health professionals;~~
- ~~(h)~~ to advocate for the needs of people with Motor Neurone Disease, their families, carers and whanāu at national and local levels; and
- ~~(i)~~ to maintain and promote relationships with all people and organisations in New Zealand and the global community concerned with all aspects of Motor Neurone Disease in the furtherance of the Objects of the Association.

#### 4. POWERS OF THE ASSOCIATION

4.1 **Powers:** To further ~~the Objects~~ [its purpose and objects](#), the Association shall have [all the powers of a natural person, including](#) the following ~~powers in addition to, or limited by, any powers defined under New Zealand law:~~

- (a) to purchase, lease, hire or otherwise acquire or use any real or personal property;
- (b) to enter into, and be a party to, contracts and agreements;
- (c) to sell, let, mortgage or otherwise dispose of, or deal with, any of the property or assets of the Association;
- (d) to construct, maintain or alter buildings or property of the Association;
- (e) to borrow or raise money by mortgage or in such a manner and on such terms as the Association in General Meetings agree as suitable for the purpose;
- (f) to invest on such terms as may be agreed by the ~~National Executive~~ [Council](#);
- (g) to seek and accept grants, donations and bequests;
- (h) to subscribe and grant money, donations or provide assistance in any other manner as agreed by the ~~National Executive~~ [Council](#);
- (i) to employ, retain or engage people as employees on contract or as agents in such manner and on such terms as the ~~National Executive~~ [Council](#) deems proper;

- (j) to print, publish, write, distribute in any form whatsoever articles, opinions, papers, books, pamphlets, courses, photographs and pictures and all other activities associated with publication of material relevant to the Objects of the Association;
- (k) to associate with, or affiliate to, any other body or institution whose purpose will advance the Objects of the Association;
- (l) to grant affiliation to the Association to any other body or institution whose purpose will assist the Association to achieve the Objects of the Association;
- (m) to do all such other activities which will further the aims and objects of the Association; and
- (n) to undertake all activities of the Association for charitable purposes.

## 5. MEMBERSHIP

5.1 **Classes of Members:** The Association shall have three classes of Members:

- (a) Individual Members;
- (b) Associate Members; and
- ~~(a)~~(c) Life Members.

A person may hold only one class of membership in the Association and must agree to abide by this Constitution. The Council will maintain a database of all Members, which will be kept fully up-to-date at all times.

5.2 **Individual Members:** Any natural person may apply for ~~individual membership~~ Individual Membership of the Association under their own name:

- (a) Application for ~~individual membership~~ Individual Membership shall be made to the Association in writing or in such electronic form as the Council shall decide. ~~from time to time.~~ Every application for ~~membership~~ Individual Membership shall be accompanied by payment of the appropriate annual subscription fee for each membership year, and ~~a membership~~ an Individual Membership becomes active upon receipt by the Association of the ~~membership~~ subscription. The Council may elect to waive the payment of a subscription fee in certain circumstances to be determined from time to time. In certain circumstances people residing at the same physical address may hold a single membership but only one person may exercise their membership rights.
- (b) During the period covered by the subscription the ~~Member is a financial Member. A financial~~ Individual Member will be a Financial Member of the Association (“Financial Member”), subject to section 5.5(b). A Financial Member's rights in the Association include voting, petitioning, holding elected office, nominating and seconding rights.
- ~~(c) — A person may hold only one membership in the Association and must agree to abide by the Rules of the Association.~~
- ~~(d) — Members of the Association may opt to participate in a Branch, where one exists, in the region where they live. A Member may also make a request to participate in a Branch in another area.~~

~~(e) — A database will be maintained by the National Office of the Association of all subscribed Members. This database will be kept fully up to date at all times.~~

### 5.3 Associate Members:

~~(f)(a) Any organisation or natural person interested in the welfare of people with MND Motor Neurone Disease and willing to further the objectives purpose and objects of the Association may, with the approval of the Council, upon making a written application in accordance with this Constitution, be admitted as an Associate Member. Associate Members shall not be entitled to vote or to hold elected office.~~

~~(b) Associate Members shall not be entitled to vote or to hold elected office.~~

### 5.4 Life Members:

~~(g)(a) From time to time the Association shall may recognise people persons who it considers have made an outstanding and distinguished contribution to Motor Neurone Disease in New Zealand or the Association, by conferring a Life Membership in the Association. Life Membership grants membership for life with all the rights of a financial Individual Member but shall not be liable to payment of an annual subscription.~~

~~(b) Life Membership grants membership for life with all the rights of an Individual Member but shall not be liable to payment of any annual subscription fee.~~

### 5.5 Subscription:

- (a) The amount of the annual subscription fee for each membership year to be paid by the Members shall be fixed by the Association at the Annual General Meeting (“AGM”) on recommendation from the Council.
- (b) Notice of renewal of the subscription will be sent to Members following the Association each AGM and be the annual subscription fee will be payable immediately within the period specified in that notice. If a Member has not paid their subscription at by the time of the next AGM they will be declared non-financial Financial Members and therefore not entitled to the rights set out in section 5.2(b).
- (c) New Members joining the Association other than at the annual subscription date shall pay a *pro rata* subscription calculated on a monthly basis for their first year.

## **6. TERMINATION OF MEMBERSHIP**

6.1 **Resignation:** A Member wishing to resign from the Association must give notice of resignation to the Secretary in writing ~~or (which may be in such electronic form as the Council shall decide.)~~

### 6.2 Termination:

(a) Membership may be terminated by the Association ~~in writing (which may be in electronic form) if the Council determines that is appropriate.~~ Should a Member's actions be in serious conflict with ~~the Rules or Objects of the Association~~ this Constitution, the Council is empowered to terminate the membership of that person.

- (b) ~~Any~~Where applicable, any termination of membership ~~pursuant to section 6.2~~ must follow the process ~~laid set~~ out in the First Schedule.

## 7. STRUCTURE OF THE ASSOCIATION

### 7.1 Conduct of Association:

- (a) The affairs of the Association shall be conducted by the Council of the Association, in accordance with this Constitution and ~~the resolutions of General Meetings. The Council shall conduct its affairs using a set of Bylaws. The Council may set up Branches to further the Objects of the Association at a local level. Council may, in addition, set up local Support Groups where a need can be demonstrated but there is not sufficient reason to set up a formal Branch structure.~~ if applicable, the resolutions of General Meetings.

- (b) The Council may otherwise regulate its own conduct.

### 7.2 General Manager: The General Manager shall be responsible for the day-to-day management of the business of the Association.

### 7.3 Branches, Support Groups etc: The Council may set up branches, support groups and other local organisations to assist the Association to carry out its functions.

### ~~7.2~~7.4 The Council:

- (a) The Council of the Association shall consist of Officers and Elected Members. The minimum number of Council Members (including Officers) shall be six and the maximum number of set by Council from time to time.

- ~~(a) Only Financial Members including Officers shall be ten.~~

- (b) ~~Only financial individual Members of the society~~Association may serve as ~~Officers or~~ Council Members (including Officers), and all must conform to the requirements of the Charities Act 2005: (as amended, and including any successor legislation).

- (c) ~~Officers and~~ Council Members (including Officers) shall serve for a three-year terms, until the conclusion of the AGM held in the year their term expires. Officers and Council Members may hold office for consecutive terms.

### ~~7.3~~7.5 Vacancies on Council: The Council may co-opt any Member to the Council to fill vacancies among elected Council Members or Officers for a limited period, or generally until the next AGM. Co-opted Members shall be required to offer themselves for election at the next AGM if they wish to continue in such role.

### 7.6 Dismissal of a Council Member: A Council Member ~~or~~ (including an Officer) may be dismissed by resolution of a General Meeting of the Association, provided that such resolution ~~must show just cause of such dismissal, and;~~

- (a) must have been delivered in writing to the Council Member or Officer concerned at least 21 days before the General Meeting, ~~and such resolution must be passed by at least a two-thirds majority of those voting;~~ and

- (b) must be passed by at least a two-thirds majority of those present and voting.

7.7 **Failure to attend:**

- (a) Any ~~Councillor~~Council Member having failed to attend three consecutive ~~ordinary~~ meetings of Council shall be deemed to have vacated their position at the conclusion of third meeting, unless the Council votes to reinstate the ~~Councillor~~Council Member in their position.
- (b) Council may grant a ~~Councillor~~Council Member leave of absence in advance (for example, for overseas travel, health or family circumstances), in which case the ~~Councillor~~Council Member is not subject to this requirement for the duration of their leave.
- ~~(b)~~(c) The Secretary ~~will~~may notify any ~~Councillor~~Council Member who misses two consecutive meetings that their position will be forfeited if they fail to turn up to the subsequent ~~ordinary~~ meeting of Council.

~~7.4~~7.8 **~~The business~~Meetings of the Council ~~may be carried out using electronic communication.~~**

- (a) ~~The~~ Council shall meet at least three times per year ~~at a physical face to face meeting (noting section 9.5).~~
- ~~(a)~~(b) Council Members must be notified 14 days in advance of a meeting stating the date, time and place of the meeting. ~~Notice of the meeting will include any papers required at the meeting. Subject to the approval of the Chair, additional papers may be received up to 48 hours before the meeting.~~
- (c) Notice of the meeting will include any papers required for the meeting. Subject to the approval of the Chairperson, additional papers may be received before the meeting.
- (d) The business of the Council may be carried out using electronic means.

7.9 **Sub-committees:**

- (a) The Council may at any time establish sub-committees of Council Members and others to deal with, and report on, any matters that the Council considers appropriate.
- (b) ~~The~~ Terms of Reference of sub-committees shall be approved by ~~Council and sub-committee membership may include any person that Council deems appropriate. Sub-committees must have a majority of Council Members.~~the Council.

~~7.5~~ **~~National Executive committee:~~** ~~The National Executive committee, consisting of the Officers of the Association will be responsible for ensuring the day to day business of the Association is executed and will have delegated powers as Council shall see fit. The National Executive committee shall be chaired by the President.~~

~~7.6~~ ~~The National Manager or other such designation in use for the senior staff member, shall attend all meetings of the Council and may attend meetings of the National Executive committee but shall not be entitled to vote.~~

~~7.7~~7.10 **Officers of the Association:**

- (a) Chairperson: ~~The~~ ~~President. The President~~Chairperson shall chair Council meetings and General Meetings, and oversee the business of the Association.

- (b) ~~The Vice-President~~**Chairperson**: The Vice ~~President~~**Chairperson** shall assist the ~~President~~**Chairperson** in their duties and deputise for the ~~President~~**Chairperson** as required.
- (c) ~~The~~**Secretary**: The Secretary shall have responsibility for such administrative tasks as may be required by the ~~is~~ Constitution or by the Council.
- (d) ~~The~~**Treasurer**: The Treasurer shall administer the financial affairs of the Association.

The roles of ~~Treasurer and Secretary~~**Officers** of the Association may be combined. Officers shall be members of the Council.

~~7.8~~7.11 **Term of office:** The term of office for the Officers shall be until the conclusion of the AGM three years after their election.

- ~~(a) — Any elected Councillor who is elected as an Officer shall be deemed to have automatically resigned as a Councillor.~~

~~7.9~~7.12 **Elections for Council:**

- (a) **Annual elections:** Elections for the Council will be held annually. One third of the Council will be elected in each year. The list of nominated people for election will be circulated to all Members of the Association. Each ~~f~~**Financial Member** of the Association will have one vote for Officers and one vote for ~~Councillors~~**Council Members**.
- (b) **Election procedures – Returning Officer:** At the first meeting of the Council following the AGM a Returning Officer will be appointed by the Council for the forthcoming year. All ballots of the Members carried out by the Association during the year will be overseen by the Returning Officer. The Returning Officer shall be charged with ensuring the correct procedures for a ballot have been followed and will be responsible for informing the ~~President~~**Chairperson** and the ~~National~~**General** Manager of the results of the ballots. No person who is subject to the reason for the ballot, e.g. standing for a vacancy during an election, shall be permitted to hold the position of Returning Officer. In case such a conflict of interest should arise, or the Returning Officer is unable to be present at a meeting where voting takes place, the ~~National~~**Executive** ~~Council~~ shall appoint an alternative Returning Officer for the duration of the conflict or meeting.
- ~~(e) — Election Procedures – Nominations:~~ Seven weeks prior to the ~~Annual General Meeting~~**AGM** of the Association ~~a nomination period, the Council will be opened for~~ allow a period of three weeks to ~~allow for~~ permit all ~~f~~**Financial Members of the Association** to nominate people to stand as Officers or ~~Councillors~~**Council Members** of the Association. Any ~~f~~**Financial Member of the Association** may stand for elected office of the Association and all people nominated must conform to the requirements of the Charities Act 2005- (as amended, and including any successor legislation). Nominations will be sent to the Returning Officer appointed by Council for that election. People nominated for election must accept their nomination in writing.
- ~~(d)~~(c) Nominations are to be accompanied by a written biography not exceeding 200 words.
- ~~(e)~~(d) **Election procedures – Voting:** Voting ~~(d)~~ for candidates will occur if there are more nominated people than vacancies available. In the event that there are only single

nominations for any Officer position the nominated person will be declared elected unopposed in that position. If there are fewer nominations than Council vacancies all such nominated people will be declared elected unopposed. In the event of contested elections, 21 days prior to the ~~Annual General Meeting~~ AGM of the Association the voting period will be open for 14 days. Financial Members ~~of the Association~~ will be able to cast their votes, one vote for each Officer position, and one vote for ~~Councillor~~ Council Member position by electronic and/or postal votes.

~~(f)~~(e) **Election procedures – Counting of the ballot:**

(i) ~~at~~At the end of the voting period in contested elections all votes cast will be collected together for counting. Counting will proceed first for the highest vacant Officer position, then for each other Officer vacancy in turn and finally for the ~~Councillor~~ Council Member positions. Counting precedence will be ~~1. President, 2. Vice President, 3. Secretary (or Treasurer/Secretary), 4. Treasurer, 5. Councillors;~~

(A) any Chairperson;

(B) Vice-Chairperson;

(C) Secretary (or Treasurer/Secretary);

(D) Treasurer; and

(E) Council Members.

(ii) Any candidate elected in an Officer position who is also standing in other positions will be eliminated from subsequent counts prior to the next vote count commencing. For Officer positions the candidate with the highest number of votes received in contested ballots will be declared elected. For the ~~Councillor~~ Council Member positions, the candidates will be ranked from highest to lowest in the order of the number of votes received. Each vacant position will be filled by the highest scoring available candidate until all positions are filled;

(iii) ~~in~~In the event of an equality of votes in an election for candidates for the same position the Returning Officer shall determine the winner by a random means in the presence of an independent witness; ~~and.~~

(iv) ~~p~~People elected to the Council under ~~these rules~~ this Constitution and/or no longer holding office will be notified to the ~~Charities Commission~~ chief executive of the Department of Internal Affairs as required under “section 40, ~~Duty to notify changes to the Commission~~ of the Charities Act 2005”. (or to such other person described in that Act or any successor legislation).

~~(g)~~(f) **Powers of Council:** The Council will ensure that the Association is managed in accordance with the laws of New Zealand and ~~the Rules~~ this Constitution, and specifically to:

- (i) set the strategic direction of the Association and approve policies towards that end;
- (ii) represent the Association ~~at the National level~~ in all dealings with government and national or local organisations;



- (iii) appoint such committees as it considers necessary for the efficient administration of the Association's affairs;
- (iv) take or defend any legal proceedings when necessary, including the recovery of bad debts;
- (v) appoint such personnel as it deems necessary to carry out the functions of the Association, including a General Manager;

~~(vi) set up Branches in accordance with section 6.12(h);~~

~~(vii) dissolve Branches in accordance with section 6.12(h);~~

~~(viii) define Branch boundaries; and~~

~~(ix) ensure that the work and management of Branches is conducted in accordance with the Objects, philosophy and policies of the Association and in accordance with this Constitution.~~

~~(h) Set up Support Groups in accordance with section 6.13;~~

~~(i) ensure that Association funds, including those managed by Branches, are managed in accordance with Association financial rules and policies;~~

~~(ii)~~ (vi) approve policies for the conduct and functioning of the Association; and

~~(iii)~~ (vii) delegate authority to the National Executive and National Manager Officers, General Manager or any other person as the Council considers appropriate.

~~(i) **Branches:**~~

~~(i) **Purpose:** A Branch is a part of the Association supporting the Objects of the Association in a region. Branches will be operated in accordance with these Rules and any policies set by Council.~~

~~(ii) **New Branches:** Council may ratify, as a Branch, a group of at least five Members who wish to form a Branch. Once Council has approved the setting up of a new Branch, National Executive or Council will appoint an interim Branch management Committee with such powers as is deemed appropriate. The interim Committee shall make arrangements for local annual elections for a permanent Branch management Committee to be elected by Branch Members (section 6.12(j)) at a General Meeting, within six months of appointment.~~

~~(iii) **Branch Committees:** A Branch Committee will have a minimum of three and a maximum of ten Members. All Branch Committee Members must be Members of the Association. There will be a person with responsibility to chair meetings of the Branch, a person with responsibility for ensuring financial transactions of the Branch are correctly managed and a person with responsibility for arranging meetings, ensuring minutes of meetings are kept and dealing with correspondence.~~

~~(iv) **Branch Name:** The name of each Branch of the Association shall only be in the form of "Motor Neurone Disease Association of New Zealand, [Region] Branch".~~

~~(v) — Branches shall arrange local matters within parameters set by Council. Branches will be responsible to Council on all matters. Branch reports will be sent to Council and the National Manager. These reports will include, but not be limited to, minutes of all Branch meetings including Committee meetings and the Branch Annual General Meeting.~~

~~(vi) — **Branch boundaries:** Council will define the geographical boundaries of each Branch. Geographical boundaries may be adjusted in consultation with the affected Branches and Fieldworkers.~~

~~(vii) — **Branch Financial Management:**~~

~~(A) — Branch finances will be maintained in accordance with accepted accounting standards and will be kept in accordance with the financial year of the Association.~~

~~(B) — Branches shall not hold more than a fixed sum of Association funds at any time. The maximum level of funds held by the Branch shall be set by Council. Any funds in excess of the maximum fixed level will be transferred to National Office.~~

~~(C) — Branches shall hold an Association approved current bank account locally.~~

~~(D) — All local bank accounts must require two signatories to countersign all financial transactions.~~

~~(E) — Signatories on the local bank account must be authorised annually by the Branch Committee and noted in the minutes of the meeting approving the authorisations.~~

~~(F) — Signatories must only be elected Members of the Branch Committee, must not number more than three, and all such authorised signatories must be notified in writing to National Office.~~

~~(G) — Any person no longer authorised to sign on behalf of a Branch must immediately be notified to the local bank, have their authority withdrawn and be notified to National Office.~~

~~(viii) — From time to time Council will determine limits that can be spent by a Branch on any single item or in any one month without prior approval of the National Executive. All Asset purchases must be directly approved by the National Executive and expenditures will be directed through National Office.~~

~~(j) — **Branch Membership:** Branch Committees will keep an up-to-date register of Members and others who have opted to participate in the Branch. Branches will notify National Office of additions, deletions and corrections to the records of Members held by the Branch.~~

~~(k) — **Branch Meetings:** Each Branch shall hold an Annual General Meeting no later than two months following the end of the financial year. The meeting will be notified to all Members registered as participating in the Branch and to National Office at least 15 days prior to the meeting taking place. The meeting shall elect a local Branch Committee to oversee the management of the Branch (section 6.12(h)(iii)). Only Members of the Association may be elected to the management Committee and all must conform to the requirements of the~~

~~Charities Act 2005. The results of the election will be included in the minutes of the meeting and will be notified to National Office within seven days of the election.~~

~~(A) — Only Members of the Association may vote in Branch General Meetings.~~

~~Resolutions passed by Member vote at a Branch General Meeting, which must be in accordance with Association rules and policies, are binding only on the Branch holding the meeting.~~

~~(B) — Branches shall hold at least four meetings every year (noting section 8.3). All meetings will be notified to Committee Members and others who have signalled an interest in assisting the Branch at least seven days prior to the meeting stating the date, time and place of the meeting. All meetings shall be minuted and any decisions made by the meeting clearly identified in the minutes. Meeting minutes will be forwarded to the National Manager and Council.~~

~~(l) — **Local Fund raising:** Branches are encouraged to undertake fund raising activities in their local area to support the work of the Association. All such activities must be cleared with the National Manager prior to undertaking the activity and all activities must carry any authorisation required by the Charities Act 2005. The authorisation to use the Association registered number or other required proof of authority can be given by the National Manager on behalf of Council. Branches shall at no time carry out any unauthorised fund raising activity. Any complaint received showing a Branch found in breach of this rule may result in the Branch Committee being suspended and a manager being appointed by the National Executive to oversee the affairs of the Branch.~~

~~(m) — **Employment and contractual arrangements:**~~

~~(n)(g) The authority [for the Association](#) to recruit and appoint paid staff rests with Council through the National Executive. Branches shall not advertise any position or seek to recruit any paid staff without the prior written permission of the National Executive.[the Council](#).~~

~~(i) — Branches may not enter into any contractual arrangements without the prior written permission of the National Executive. This includes agreements to rent or purchase property, contracts or agreements for service, employment etc.~~

~~(o) — **Media statements:** No Branch Committee or any Members of a Branch Committee shall issue any media statement on behalf of the Association without prior liaison with the National Manager on behalf of Council.~~

~~(p) — Council may dissolve a Branch which consistently fails to act within the Rules of the Association or Council policies. Prior to dissolution Council will ensure a full investigation is undertaken to ascertain the problems and wherever possible find solutions that avoid dissolution.~~

~~7.10 — **Support Groups:**~~

~~(a) — **Purpose:** Support Groups may be approved by Council to be set up in areas where a Branch does not exist in order to:~~

~~(i) — promote the Association's Objects through a less formal structure than a Branch.~~

~~(ii) — provide a forum in which people living with MND can provide each other with peer support and share information.~~

~~(b) — In each Support Group there will be a Coordinator with the role of:~~

~~(i) — liaising with the Association through the National Manager;~~

~~(ii) — ensuring practical arrangements are made for meetings of the Support Group including informing Members of the Support Group of upcoming meetings;~~

~~(iii) — working with National Office on awareness campaigns locally;~~

~~(iv) — meeting administrative requirements such as accounting for petty cash and forwarding any funds collected to National Office;~~

~~(v) — supporting other activities of the Support Group that meet the Association's Objects;~~

~~(c) — Support Groups may not:~~

~~(i) — transact the business of the Association;~~

~~(ii) — speak on behalf of the Association;~~

~~(iii) — hold local bank accounts;~~

~~(iv) — provide education on MND;~~

~~(v) — actively fund raise on behalf of the Association without the prior written agreement of the National Manager.~~

## **8. GENERAL MEETINGS**

### **8.1 Nature:**

~~(a)~~ (a) General Meetings are meetings of the Association where all Members of the Association are notified of the meeting and can ~~fully~~ participate.

~~(a)(b)~~ (a)(b) The results of votes cast at ~~National~~ General Meetings ~~of the Association~~ are binding on the Association.

### **8.2 Motions for Consideration:**

(a) Matters requiring a ~~membership~~ vote to be resolved, to be brought before a General Meeting, must be notified to the Secretary not less than 30 days prior to the meeting, unless otherwise specified in ~~these Rules~~ this Constitution, and must include properly formed resolutions to be put to the meeting.

(b) A properly formed resolution is one that names the mover of the motion and names the seconder, both of whom must be ~~f~~Financial Members of the Association, and contains the precise wording making up the substance of the motion. Matters cannot be raised from the floor of the meeting that requires a membership vote for resolution.

### **8.3 Annual General Meeting:**

- (a) The Annual General Meeting (~~("AGM")~~) of the Association shall be held within ~~the~~ four months following the end of ~~the each~~ financial year of the Association ~~each year~~, on a date and place to be ~~de~~termined by the Council.
- (b) To ensure maximum enfranchisement of the Members, voting will be opened 21 days prior to the ~~advertised~~ date of the AGM, for a period of 14 days, to permit all Financial Members of the Association the opportunity to vote ~~in elections and on constitutional amendments on the~~ matters to be considered at the AGM.
- (c) The business to be conducted at the ~~Annual General Meeting~~AGM will be:
  - (i) to receive from the Council an annual report, the financial statements for the immediately preceding financial year, and the auditor's report on those statements;
  - (ii) ~~to approve a business plan and budget of income and expenditure for the current financial year and to~~ receive from the Council recommendations for ~~levels of the annual~~ subscription ~~fee for the membership classes~~Financial Members of the Association. The meeting may, by resolution, alter ~~the~~ subscription ~~levels~~fee so recommended;
  - (iii) to receive the results of the election of Officers and ~~Members of Council~~Members. Nominations and voting for elected positions will not be permitted from the floor of the AGM;
  - (iv) to receive the results of voting on any proposed constitutional changes. Motions concerning changes to the Constitution will not be permitted from the floor of the AGM;
  - (v) to elect an auditor. The auditor must be a member of ~~the New Zealand Institute of Chartered Accountants (NZICA);~~Australia & New Zealand ;
  - (vi) to confirm in place any honorary positions (including Life Membership) as proposed by ~~the~~Council; and
  - (vii) to consider such other business as ~~the~~ Council or any Member properly brings before the meeting including matters requiring a Financial Member vote as set out in section 8.2.
- (d) At least 21 days' notice of the ~~Annual General Meeting~~AGM must be given to each Member. Papers to be included with notice of the meeting will be the annual report and financial statements, nominated candidates for election to Council, motions to be put to the meeting requiring a Member vote, election voting forms for postal votes, postal voting forms for any proposed constitutional changes, proxy forms and any papers to be considered by the meeting.
- (e) New Members who join the Association in the 21-day period before an AGM will not be permitted to vote at that AGM.

#### 8.4 **Special General Meetings:**

- (a) A Special General Meeting (~~("SGM")~~) may be called at any time:
  - (i) by the ~~President~~Chairperson or by resolution of the Council; or

- (ii) on the request of 5% or 20 ~~F~~inancial Members, whichever is the larger, supporting a motion to that effect, in which case the request must state the motions which will be moved at the meeting.
- (b) ~~A Special General Meeting~~An SGM shall be called by the Council or the ~~President~~Chairperson on a date not earlier than 14 days and not later than 40 days following the receipt of a request for such a meeting under section 8.4(a)(ii).
- (c) The motions to be moved at the ~~Special General Meeting~~SGM must be notified to every Member of the Association at least 14 days before the date of the meeting.
- (d) No other business may be discussed at an SGM other than the matters that were notified as giving rise to calling of the meeting.
- (e) Voting procedures at an SGM are the same as those at an AGM.

#### 8.5 **Electronic General Meetings (e-GM):**

- (a) An Electronic General Meeting (“e-GM”) is a special form of General Meeting that allows for Members to participate in important actions of the Association by the use of email, the world-wide-web and/or postal voting without the need to be physically present at a specific place. The general rules governing General Meetings apply to ~~Electronic General Meetings~~e-GMs and additionally:
  - (i) the Secretary shall ~~issue~~confirm that the motion requesting an e-GM has been correctly put, and e-mail the notice of the ~~e-GM as noted in 7.5(b)(iii) below~~proposed resolutions forming the subject of the e-GM to all Members;
  - (ii) an e-GM consisting purely of online discussion and voting by ~~Financial Members~~ can be held to discuss and vote on proposals put forward by the Council or Members;
  - (iii) an e-GM will only vote on the proposed resolutions which form part of the ~~meeting notice~~notice given under section 8.5(a)(i);
  - (iv) ~~the Secretary shall be charged with confirming that the motion requesting an e-GM has been correctly put and approved. The~~the proposed resolutions forming the subject of the e-GM shall be e-mailed to all Members and be open to discussion for a period of seven days, closing at 11:59:59pm on the seventh day following the ~~posting of the official notice~~provision of announcement; ~~the proposed resolutions by e-mail~~ to the Members. After ~~such~~ seven ~~days~~day period, Members will have a ballot made available with votes being open for three working days; ~~and~~
  - (v) a resolution passed at an e-GM shall be as valid and binding as one passed at a physical General Meeting.

#### 8.6 **Chairing of General Meetings:**

- (a) The ~~President~~Chairperson, or the Vice-~~President~~Chairperson in the absence of the ~~President~~Chairperson, or another Officer in the absence of the Vice-~~President~~Chairperson, will chair every ~~Annual General Meeting, Special General Meeting~~AGM, SGM, or e-~~General Meeting~~GM.

- (b) If the nominated person chairing the meeting is in a conflict of interest position they must vacate the chair in favour of a non-conflicted Officer for the duration of the conflict of interest situation.

## ~~9. QUORA~~

## 9. NATIONAL QUORUM

### 9.1 General Meetings:

- (a) A quorum for every ~~Annual General Meeting~~ AGM, SGM or ~~Special General Meeting~~ GM is ~~ten~~ five financial Members or 10% of ~~f~~ Financial Members present and voting, whichever is the fewer. At least one Officer of the Association must be present and voting at the meeting.

~~(b) For an Electronic General Meeting the quorum requirement is 20 financial Members or one quarter of financial Members whichever is fewer voting on a resolution to be quorate. At least one Officer of the Association must vote. In the event that a quorum is not reached at an e-GM, the resolutions forming the call for an e-GM will be deemed to have failed.~~

~~(e)~~ (b) If, for a non-~~Electronic General Meeting~~ GM, a quorum is not present within 30 minutes of the appointed time, the person chairing the meeting shall adjourn the meeting. Unless those present at the meeting shall determine a date for the adjourned meeting (not earlier than five days from the date of the meeting) the adjournment shall be for a meeting at the same time and place, providing that the venue will be available, one week from that day.

~~(d)~~ (c) Notice of the adjourned meeting shall be given to all Members. At such an adjourned meeting the number of persons attending, with at least one Officer of the Association, shall constitute a valid quorum.

9.2 **Council Meetings:** Quorum for a meeting of the Council will be half or more of the number of sitting ~~Councillors~~ Council Members and must include at least one Officer of the Association. If, within 30 minutes of the appointed time, a quorum is not present the meeting shall be adjourned and a new meeting be set up within one month of the adjourned meeting.

~~9.3 **Branch Meetings:** Quorum for a Branch meeting shall be three Members including at least one Member of the Branch Committee with a responsibility (refer section 6.12(h)(iii)). If, within 30 minutes of the appointed time, a quorum is not present the meeting shall be adjourned and a new meeting be set by the Branch Committee.~~

## 10. VOTING

10.1 **One-vote:** At every General Meeting each ~~individual financial~~ Financial Member shall have one vote, except that the person chairing the General Meeting shall have a deliberative vote as well as a casting vote.

### 10.2 Decisions:

- (a) Unless otherwise specified in ~~these Rules~~ this Constitution the majority required to pass resolutions is a simple majority.

~~10.2~~ Voting at physical General Meetings of the Association shall be by voice, show of hands or ballot. At a General Meeting a ballot can be requested by any financial Member present. Voting by proxy shall only be allowed at physical General Meetings.

(a)(b) In the event of an equality of votes for or against a motion or amendment to a motion at a General Meeting of the Association, the person chairing the meeting shall exercise a casting vote.

10.3 **Method:** Voting ~~in annual elections and by-elections: Every financial individual Member at physical General Meetings~~ of the Association shall ~~have one vote for each advertised vacancy. These votes may be cast~~ by voice, show of hands or ballot. At a General Meeting a ballot can be requested by electronic and/or postal and/or physical means as determined for each election ~~any Financial Member present. Voting by proxy shall only be allowed at physical General Meetings.~~

~~10.4~~ **Proxies:**

10.4 Proxies: This section 10.4 applies to voting by proxy at physical General Meetings:

- (a) The instrument appointing a proxy must be in writing, signed by the appointing Financial Member or by that Financial Member's duly authorised agent.
- (b) The instrument appointing a proxy and the authority, if any, under which it is signed, must ~~reach~~ be received by the Secretary not less than 48 hours before the time for holding the General Meeting at which the person named in the instrument proposes to vote. ~~The instrument appointing a proxy is only valid for the meeting specified in the instrument.~~
- (c) The instrument appointing a proxy must state explicitly the scope of voting power being transferred to the person acting as proxy, i.e. the instrument shall state the issues for which it is valid and whether full, partial or no discretion is assigned to the person acting as proxy. Any instrument which does not include a full and clear statement of intent shall be invalid. The instrument appointing a proxy shall confer authority to demand or join in demanding a ballot.
- (d) The instrument appointing a proxy may be accepted by post, hand delivery, courier or electronically by fax or email, but not in other electronic formats unless otherwise determined by the Council.
- (e) At the start of the meeting the person chairing the General Meeting is required to inform the Members present of the number of valid proxies received for that meeting.

## 11. ASSOCIATION FINANCES

11.1 Annual ~~Subscription~~: subscription fee:

(a) Each Member's annual subscription fee shall be payable on joining the Association, and as specified in section 5.5(b) thereafter.

(a)(b) A change to subscription levels made by resolution of an ~~Annual General Meeting~~ AGM shall have effect for all membership renewals until a further such resolution is passed by a subsequent ~~Annual General Meeting~~ AGM. Such a resolution shall have no effect upon the amount payable by Members where the subscriptions fell due prior to the ~~Annual General Meeting~~ AGM at which the resolution was passed.



11.2 **Financial Year:** The financial year of the Association shall be from 1 July to 30 June. The Association will notify any change to its balance date to appropriate government authorities in such form as is required by the relevant legislation.

~~(a) any change to this balance date must be notified to the Registrar of Incorporated Societies and to the Charities Commission; and~~

~~(b) the notification will take such form as is required by the Registrar of Incorporated Societies and by the Charities Commission.~~

~~11.3 **Power to Borrow Money:** The Association may borrow money only in accordance with a resolution of the Members in General Meeting.~~

~~11.4~~ 11.3 **Audit:**

(a) ~~†~~The Treasurer shall ensure that the annual financial statements of the Association are audited at the end of each financial year and before the ~~Annual General Meeting~~ AGM by a member of ~~NZICA~~ Chartered Accountants Australia & New Zealand. The Council shall determine the remuneration of the auditor, and shall have authority to fill any casual vacancy of the position of auditor; ~~and.~~

(b) ~~†~~The Treasurer shall ensure that copies of the audited financial statements are sent to the appropriate ~~Registrar and/or Commissioner~~ government authorities, or other body as designated under New Zealand law, as required ~~by~~ for the purposes of the Association's registration or incorporation.

## 12. THE COMMON SEAL

12.1 Use: The Common Seal of the Association shall be in the custody of the Secretary or the ~~National~~ General Manager. The Common Seal shall be affixed to any instrument only pursuant to a resolution of the Council and witnessed:

(a) by two ~~Councillors~~ Council Members, one of whom shall be an Officer; or

(b) where a funding application requires affixation of the Common Seal, by the ~~National~~ General Manager, and either an Officer, or a delegated ~~Councillor~~ Council Member who has been approved by the ~~National Executive Council~~.

## 13. CONSTITUTION

~~13.1~~ These Articles of association are **Status:** This document constitutes the ~~Constitution~~ rules of the Association under the terms of the Incorporated Societies Act 1908 ~~and amendments. These~~ Articles (as amended, and including any successor legislation).

~~13.2~~ 13.2 **Amendments:** This Constitution may be altered, added to, or rescinded, only in accordance with the following procedure:

(a) No addition to or alteration of the charitable status, pecuniary profit section (section 15) or winding up section (section 16) shall be approved without the approval of the Inland Revenue Department.

- (b) A proposal to amend this Constitution may be submitted, by any ~~f~~Financial Member, to the Secretary of the Association who must, within 21 days after receipt of the proposal, forward it to all Members. The proposal must be properly formed as in section 8.2(b).
- (c) Any such motion shall be put to the next General Meeting, which shall be held not earlier than 14 ~~days~~ or later than 40 days from the forwarding of the proposal to Members. To ensure the widest possible enfranchisement of the Members, voting on the proposed changes shall, where ever possible, be carried out using electronic and postal voting prior to the specified date of the General Meeting.
- (d) No motion proposing any amendment to this Constitution may be raised from the floor of a General Meeting. All proposed changes to this Constitution must be notified to all Members of the Association not less than 21 days prior to any vote being cast on the motion.
- (e) No motion proposing any amendment to this Constitution at a General Meeting shall be deemed to have been passed unless at least two-thirds of the votes cast on the motion were in favour.

~~13.2~~ **Changes:**

13.3 ~~†~~ The Secretary shall notify the Registrar of Incorporated Societies and the chief executive of the Department of Internal Affairs of all ~~alterations, additions, recisions or revocations of~~ changes to this Constitution. ~~This notification shall take such form as the Registrar may require; and~~

~~13.4~~ the Secretary shall notify the Charities Commission of all alterations, additions, recisions or revocations of **Interpretation:**

- (a) Capitalised terms used in this Constitution. ~~This notification shall take such form as~~ have the ~~Commission may require~~ meanings given to them in the Second Schedule, unless otherwise defined.
- (b) ~~Interpretation:~~ In case a question at any time arises, which is not provided for in this Constitution or any doubt exists as to the interpretation of the rules contained herein or any other matter pertaining to the Association, its interests or property, the interpretation shall be determined by the ~~National Executive Council~~ Council and ~~the ruling~~ such determination shall be conclusive and binding on all Members unless revoked at a General Meeting held not later than the next ~~Annual General Meeting~~ AGM.

**14. INDEMNITY FROM LIABILITY**

14.1 **Responsibilities:** No Council Member shall be liable for the acts or defaults of any other Council Member or any loss occasioned thereby, unless occasioned by their wilful default or by the wilful acquiescence of the first Council Member.

14.2 **Indemnity:** The Council and each of its Members and the ~~National~~ General Manager and other employees of the Association shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

**15. PECUNIARY PROFIT**

15.1 **Charitable purposes only:** Any income, benefit, or advantage must be used to advance the charitable purposes of the organisation.

15.2 **No pecuniary benefit:** No Member of the organisation, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.

15.3 **Payments to Member and associated persons:** Any payments made to a Member of the organisation, or person associated with a Member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

**16. WINDING UP**

16.1 **Winding up by Members' resolution:** The Association may be wound up only under the terms of section 24 of the Incorporated Societies Act 1908 ~~and amendments.~~(as amended, and including any successor legislation).

16.2 **Voluntary wind-up:** The Association may be wound up voluntarily if, at a General Meeting of its Members, it passes a resolution requiring it to be wound up, and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.

16.3 **Winding-up resolution:** A resolution requiring the Association to be wound up, and the confirmation of such a resolution, shall have been passed by a General Meeting if a majority of votes cast on the resolution are in favour.

16.4 **Distribution of assets:** Upon a winding up of the Association, its assets, after payment of its debts and liabilities, shall not be distributed among the Members of the Association but will be donated to an organisation with similar charitable objectives which also shall prohibit distribution of assets amongst its Members.

## First Schedule

### **{Complaints}**

#### (Section 6.2(b))

1. A Member may make a formal complaint in writing to the ~~President~~Chairperson of the Association, laying out the specific details of the cause for the complaint, asking for expulsion of a Member.
2. The formal complaint must be made within 30 days of the offending action.
3. The ~~President~~Chairperson will notify the Member against whom the complaint has been made in writing within 72 hours of receiving the complaint.
4. Any Officer or ~~Councillor~~Council Member who may have a conflict of interest with the case must recuse themselves from any involvement with the following process.
5. The Officers of the Association shall confer within 14 days to consider whether there is sufficient substance to the complaint to warrant a further hearing.
6. If the Officers find insufficient substance to the complaint the matter will not be taken further and both the Member who is the subject of the complaint and the Member that made the complaint will be notified accordingly.
7. If the complaint is upheld by the Officers they will prepare a formal complaint notice to be sent to the Council.
8. On receipt of a formal complaint notice the Council shall, within 7 days, appoint a ~~panel~~sub-committee of 5 ~~Councillors~~Council Members to hear the complaint.
9. The ~~panel~~sub-committee shall convene within 7-14 days in a face-to-face meeting to hear submissions.
10. The Member subject to the complaint shall have a right to make a submission to the ~~panel~~sub-committee. The hearing shall be confidential.
11. On completion of their deliberations the ~~panel~~sub-committee shall make recommendation to Council which shall include a summary of the facts of the case and the hearing.
12. The Council shall consider the ~~panel's~~sub-committee's recommendation and within four weeks of receipt of the recommendation shall either vote to accept the recommendation or send it back to the ~~panel~~sub-committee for further consideration.
13. The Member subject to the complaint shall have no action taken against them until the completion of the process, except in an extreme case when the Council may suspend a membership until the process is completed.
14. If a membership is terminated under these procedures any period of membership subscription remaining in the year will be calculated and a pro-rata of subscription dues will be paid back to the person by the Association.

15. Any person subject to these procedures and having their membership terminated will normally not be permitted to re-apply for membership of the Association for a minimum of one year following the notice of termination.

## Second Schedule

### Glossary of Meanings

[\(Section 13.4\(a\)\)](#)

“**Association**” means ~~†~~The Motor Neurone Disease Association of New Zealand Inc.

~~“**Committee**” and “**Branch Committee**” mean the elected Branch management Committee.~~

“**Constitution**” means this document including any [schedules and](#) attachments specified.

“**Council**” means the elected ~~National~~Council of the Association.

~~“**Financial**” means the period covered by a subscription for a Member being immediately following the AGM each year until the date of the next AGM.~~

“**General Meeting**” means specifically formal meetings of the Members. They are called for specific purposes and designated as “**Annual General Meeting**” (AGM), “**Special General Meeting**” (SGM) or “**Electronic Special General Meeting**” (e-GM). The term “**General Meeting**” must not be applied to meetings that happen to include Member participation unless the notice calling the meeting includes the term “**General**” to be applied to the meeting. Such notice must also specify the exact reason for calling the meeting unless the meeting is an ~~Annual General Meeting~~[AGM](#).

Members have full voting rights at “**General Meetings**” and the notice calling the meeting must be sent: [to all registered Members](#).

~~(a) — to all registered Members if the meeting is National or~~

~~(b) — to the Members registered as having participation in a Branch if the General Meeting is a Branch meeting.~~

~~Normally a Branch will only have one formal General Meeting annually, the Branch AGM, the main purpose of which is to elect the Branch management Committee and for the Branch Committee to present a report to the Members of the past year (an Annual Report).~~

Resolutions passed by membership vote at a ~~National~~ General Meeting are binding on the Association and can only be rescinded by subsequent membership vote at a constitutionally called ~~National~~ General Meeting.

~~Resolutions passed by membership vote at a Branch General Meeting are binding only on the Branch where the General Meeting takes place.~~

“**Member**” means a Member of the Association as set out in section ~~4.2(a)~~5.1.

~~“**Rules**” means this document and any attachments specified and also includes any other binding policy documents relating to the conduct or affairs of the Association, Council, Branches, Support Groups and/or subsidiaries.~~

~~Section, clause and paragraph numbering are for ease of reading and identifying specific wording. The numbering does not form part of the rules and may be changed as necessary without in any way changing the meaning of the rules to which they are attached.~~

“**Recuse**” [means:](#)

1. Disqualify oneself (as a judge, for example) in a particular case, disqualify - declare unfit.
2. To disqualify or seek to disqualify from participation in a decision on grounds such as prejudice or personal involvement.
3. Challenge or except to a judge as being incompetent or interested

### **What is Recusal?**

Recusal refers to a person declining to participate in a matter because of a potential conflict of interest. Recusal is not the same as abstaining which may mean that the person will not vote, but has participated in discussions on a matter. Recusal means that you are not participating in deliberations or debates, making recommendations, giving advice, considering findings, or in any other way assuming responsibility for or participating in any aspect of the work or decision-making relating to the matter where there are potential conflicts of interest. It does not mean that the person must leave the room if it is an open meeting, although a person may voluntarily choose to do so. However, if the meeting is in executive session, once the person has recused, he or she has no more right to be in the room than any other member of the general public. A person may be able to speak as a private citizen under the "**Public Forum Exception**", however, this does not include substantive discussions in fora not available to members of the general public, nor does it allow a person to represent the views of others.

## Third Schedule

### Revision History

#### **March 2006**

This constitution was adopted at a Special General Meeting on 11 March 2006.

#### **October 2008**

Sections 13.1 and 15.4 were replaced with wording supplied by the Charities Commission. Members approved the changes in October 2008 by postal ballot.

#### **October 2014**

A number of changes were approved at a Special General Meeting immediately following the Annual General Meeting on 18 October 2014 to reflect current practice.

#### **[27 October 2018](#)**

[A number of changes were approved at an Annual General Meeting on 27 October 2018 to reflect the Association's current practice, as well as to improve the drafting of this Constitution.](#)