
CONSTITUTION OF

HOSPICE TARANAKI INCORPORATED

Index

1.	NAME	1
2.	CHARITABLE STATUS	1
3.	REGISTERED OFFICE	1
4.	DEFINITIONS.....	1
5.	PURPOSES AND OBJECTS.....	2
6.	POWERS	3
7.	CATEGORIES OF MEMBERSHIP OF THE SOCIETY	3
8.	MEMBERSHIP	3
9.	MEMBERS' OBLIGATIONS AND RIGHTS	4
10.	CESSATION OF MEMBERSHIP	4
11.	BECOMING A MEMBER AGAIN	5
12.	CESSATION OF LIFE MEMBERSHIP	5
13.	SUBSCRIPTIONS	5
14.	GENERAL MEETINGS	6
15.	NOTICE OF GENERAL MEETINGS	6
16.	VOTING AT GENERAL MEETINGS	6
17.	QUORUM AT GENERAL MEETINGS.....	7
18.	PRESIDING AT GENERAL MEETINGS.....	7
19.	MINUTES	7
20.	ANNUAL GENERAL MEETING	7
21.	SPECIAL GENERAL MEETINGS	7
22.	THE BOARD.....	8
23.	CRITERIA OF ELIGIBILITY AS A BOARD MEMBER	9
24.	NOMINATIONS COMMITTEE	9
25.	ELECTION OF BOARD MEMBERS	10
26.	LENGTH OF SERVICE ON THE BOARD	10
27.	TERMINATION OF MEMBERSHIP OF THE BOARD	10
28.	VACANCIES DURING BOARD MEMBERS' TERMS.....	10
29.	BOARD CHAIRPERSON & DEPUTY CHAIRPERSON	11
30.	RESIGNATION OF BOARD CHAIRPERSON & DEPUTY CHAIRPERSON	11
31.	REMOVAL OF BOARD CHAIRPERSON & DEPUTY CHAIRPERSON	11
32.	VACANCIES DURING BOARD CHAIRPERSON OR DEPUTY CHAIRPERSON'S TERMS	11
33.	PRESIDING BY AND ABSENCE OF CHAIRPERSON AND DEPUTY CHAIRPERSON 11	
34.	MEETINGS OF THE BOARD	11
35.	SPECIAL MEETINGS OF THE BOARD	11
36.	NOTICE OF MEETINGS OF THE BOARD	12
37.	BOARD QUORUM	12
38.	CONFLICTS OF INTEREST	12
39.	INTERESTS REGISTER.....	13
40.	DECISIONS OF THE BOARD	13
41.	ATTENDANCE AT BOARD MEETINGS.....	13
42.	PAYMENT TO BOARD MEMBERS.....	13

43.	SUB-COMMITTEES OF THE BOARD	13
44.	CHIEF EXECUTIVE OFFICER.....	14
45.	CONTACT PERSON.....	14
46.	FINANCIAL YEAR	14
47.	ACCOUNTS	14
48.	INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES AND OBJECTS	15
49.	ACCESS TO INFORMATION.....	15
50.	LIABILITY OF BOARD MEMBERS AND OFFICERS	16
51.	INDEMNITY	17
52.	ALTERATIONS OR REPLACEMENT OF CONSTITUTION.....	17
53.	DISPUTE RESOLUTION.....	17
54.	RESOLVING TO PUT SOCIETY INTO LIQUIDATION	18
55.	RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER.....	18
56.	SURPLUS ASSETS	19
	SCHEDULE 1	20

CONSTITUTION OF HOSPICE TARANAKI INCORPORATED

1. NAME

The name of the Society shall be **Hospice Taranaki Incorporated** (in this Constitution referred to as the “Society”).

2. CHARITABLE STATUS

The Society is already registered as a charitable entity under the Charities Act 2005 and intends to maintain that charitable status.

3. REGISTERED OFFICE

The registered office of the Society shall be at 5 David Street, Westown, New Plymouth 4310 or at such place as the Board may determine.

4. DEFINITIONS

In the interpretation of this Constitution (unless the context requires a different construction):

- 4.1 **‘Act’** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 4.2 **‘Annual General Meeting’** means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society’s activities and finances.
- 4.3 The **“Board”** means the governing body of the Society (being the ‘Committee’ as required by section 45 of the Act).
- 4.4 **‘Chairperson’** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.
- 4.5 **“Chief Executive Officer”** means the Chief Executive Officer appointed by the Board under rule 44.
- 4.6 **‘Constitution’** means the rules in this document.
- 4.7 **‘Deputy Chairperson’** means the Officer elected or appointed to deputise in the absence of the Chairperson.
- 4.8 **‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
- 4.9 **‘Interested Member’** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- 4.10 **‘Interests Register’** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- 4.11 **‘Matter’** means—
 - (a) the Society’s performance of its activities or exercise of its powers;
 - or

- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- 4.12 **'Member'** means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.
- 4.13 The **"Nominations Committee"** means the persons appointed by the Board under rule 24.
- 4.14 **'Notice'** to Members includes any notice given by email, post, or courier.
- 4.15 **'Officer'** means a natural person who is:
 - (a) a member of the Board, or
 - (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive.
- 4.16 **"Patients"** means persons who are suffering from any disease or disorder which is considered to be terminal and who meet the criteria for acceptance to the Society's programmes.
- 4.17 **'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the Act.
- 4.18 **'Special General Meeting'** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

5. PURPOSES AND OBJECTS

- 5.1 The Society is established for charitable, medical, social service and educational purposes and objects within New Zealand **and in particular**:
 - (a) To provide assistance, relief, comfort, support, counsel and care for patients throughout the region of Taranaki.
 - (b) To provide supplementary assistance to the families and extended families of patients including bereavement and spiritual support as necessary.
 - (c) To lease and operate any premises in the above district for the care of patients and/or the operational requirements of the Society. This includes the Te Rangimarie Hospice building in New Plymouth and other such premises that the Society may in the course of time establish within Taranaki.
 - (d) To train personnel (whether members or otherwise) to assist in carrying on the work of the Society.
 - (e) To educate, encourage and provide opportunities for persons and corporate bodies within New Zealand to take an active interest in all aspects of the Society.
 - (f) To improve community awareness of the needs of terminally ill persons and foster community participation.

- (g) To work in cooperation with any Government or local Health Authority, medical and health professionals and any social services or other similar agencies.
- (h) To work in cooperation with Hospice New Zealand and any other similar organisations or centres established for the assistance of terminally ill persons.
- (i) To raise and employ funds for any educational or charitable purposes within New Zealand as authorised by these purposes and objects.
- (j) To do all such things as are conducive or incidental to the attaining of the said purposes and objects or any of them.

6. POWERS

- 6.1 The Society must not be carried on for the financial gain of any of its members. The Society shall have the capacity, rights, powers and privileges as set out in the Act and as stated in Schedule 1.

7. CATEGORIES OF MEMBERSHIP OF THE SOCIETY

- 7.1 Individual Membership;
- 7.2 Volunteer Membership; for a person who is at the time of commencement or renewal of membership an active Volunteer of the Society; Volunteer Members have voting rights and at the discretion of the Board, may have lower membership fees.
- 7.3 Corporate Membership; for any business, professional or corporate organisation or any service club; Corporate Members **do not** have voting rights.
- 7.4 Honorary Life Membership; may be granted by the Society at any Annual General Meeting as a rare privilege to any member of long-standing exceptional service to the Society in recognition of his or her service. Nominations for honorary life membership will originate from the Board. Honorary Life Members shall have voting rights.

8. MEMBERSHIP

- 8.1 The Society shall maintain the minimum number of members required by the Act.
- 8.2 Every application for membership accompanied by the prescribed annual subscription shall be made in writing in the form prescribed from time to time by the Board, and delivered to the Society along with the applicant's written consent to be a member of the Society. An applicant for membership shall become a Member on acceptance of the application by a resolution of the Board.
- 8.3 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.
- 8.4 The Society shall maintain a Register of Members. The signed written consent of every Member to become a member of the Society shall be retained in the Society's membership records.

- 8.5 Each Corporate Member shall be deemed to be one member.
- 8.6 For each current Member, the information contained in the Register of Members shall include —
- (a) Their name, and
 - (b) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - (c) Their contact details, including —
 - (i) A physical address or an electronic address, and
 - (ii) A telephone number.
 - (d) The register will also include each Member's —
 - (i) postal address; and
 - (ii) email address (if any)
- 8.7 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
- (a) The former Member's name, and
 - (b) The date the former Member ceased to be a Member.

9. MEMBERS' OBLIGATIONS AND RIGHTS

- 9.1 Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.
- 9.2 All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 9.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member, Volunteer Member, Corporate Member or Honorary Life Member is liable for an obligation of the Society by reason only of being a Member.
- 9.4 Any Member that is a body corporate shall provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

10. CESSATION OF MEMBERSHIP

- 10.1 A Member ceases to be a Member—
- (a) by resignation from that Member's class of membership by written notice signed by that Member to the Board, or

- (b) on termination of a Member's membership following a dispute resolution process under this Constitution, or
- (c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- (d) by resolution of the Board where—
 - (i) The Member has failed to pay a subscription, levy or other amount due to the Society within 3 months of the due date for payment; or
 - (ii) In the opinion of the Board the Member has brought the Society into disrepute.

10.2 Cessation of Membership shall take effect from (as applicable)—

- (a) the date of receipt of the Member's notice of resignation by the Board (or any subsequent date stated in the notice of resignation), or
- (b) the date of termination of the Member's membership under this Constitution, or
- (c) the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- (d) the date specified in a resolution of the Board and when a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

10.3 Upon cessation of membership a Member shall not be entitled to any refund of subscription paid for the current year.

11. BECOMING A MEMBER AGAIN

- 11.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Board.
- 11.2 But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Board.

12. CESSATION OF LIFE MEMBERSHIP

The Board shall have the right to cancel life membership at any time if the holder has acted contrary to the purposes and objects of the Society or in a manner which may reflect adversely on the public standing of the Society or otherwise bringing the Society into disrepute.

13. SUBSCRIPTIONS

- 13.1 The annual subscription for each class of membership shall be recommended by the Board of the Society and set by resolution of the Members at the Annual General Meeting.

- 13.2 Each subscription shall be for the year in advance from the date set for renewal of membership.

14. GENERAL MEETINGS

- 14.1 All members shall be entitled to attend General Meetings of the Society.
14.2 General Meetings shall be open to the public.

15. NOTICE OF GENERAL MEETINGS

- 15.1 Members shall be given at least twenty-one (21) days' notice of all General Meetings and of the business to be conducted at that General Meeting.
15.2 That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The Notice may be handed to the member personally, posted to the member's contact address or transmitted to the member by electronic means. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

16. VOTING AT GENERAL MEETINGS

- 16.1 Only financial Members who are over the age of eighteen (18) years and who are not in the employment of the Society (apart from the exception in Rule 42.1) may attend, speak and vote at General Meetings—
(a) in person, or
(b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Board before the commencement of the General Meeting, or
(c) through the authorised representative of a body corporate as notified to the Board, and
(d) no other proxy voting shall be permitted.
- 16.2 Corporate Members do not have voting rights.
- 16.3 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 16.4 A Member who holds voting rights is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot.

- 16.5 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 16.6 In the case of equality of votes the Chairperson shall have a casting vote as well as a deliberative vote.

17. QUORUM AT GENERAL MEETINGS

Ten (10) members personally present shall form a quorum at all General Meetings.

18. PRESIDING AT GENERAL MEETINGS

The Chairperson, or the Deputy Chairperson in the Chairperson's absence, shall preside at all General Meetings. In the absence of both these officers, the meeting shall elect its own Chairperson.

19. MINUTES

The Society must keep minutes of all General Meetings.

20. ANNUAL GENERAL MEETING

- 20.1 The Annual General Meeting shall be held not later than six (6) months after the end of each financial year and not more than fifteen (15) months after the previous Annual General Meeting, at such time and place as the Board shall appoint.
- 20.2 The business of an Annual General Meeting shall be to:
 - (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
 - (b) adopt the annual report on the operations and affairs of the Society,
 - (c) consider and adopt the Board's report on the finances of the Society, and the annual financial statements,
 - (d) announcement of the names of any Board officers appointed under rule 25.1,
 - (e) set any subscriptions for the current financial year,
 - (f) consider any business shown in the notice of Meeting, and
 - (g) consider any general business as may be accepted by the Chair.

21. SPECIAL GENERAL MEETINGS

- 21.1 A Special General Meeting may be convened by resolution of the Board.
- 21.2 A Special General Meeting may be requested in writing to the Board by not less than 15% of the current members of the Society.
- 21.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.

- 21.4 The business to be dealt with at a Special General Meeting shall be limited to the matters stated in the notice of meeting.
- 21.5 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

22. THE BOARD

- 22.1 The Governance and control of the Society shall be vested in the Board. The Board has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.
- 22.2 The Board shall consist of at least five (5) and no more than ten (10) persons.
- 22.3 The Board shall consist of at least one (1) member from each of the districts of South Taranaki, Central Taranaki and New Plymouth District with the ideal being that two (2) or more members from each district are represented on the Board. For the purposes of this Constitution:
 - (a) "South Taranaki" means the portion of the Taranaki Land Registration District that is included in the territory of the South Taranaki District Council.
 - (b) "Central Taranaki" means that portion of the said Taranaki Land Registration District included in the territory of the Stratford District Council.
 - (c) "New Plymouth District" means the balance of the said Taranaki Land Registration District that is not included in either South Taranaki or Central Taranaki.
- 22.4 The Board may co-opt as required and for a finite period, a person or persons who, in the view of the Board, can assist the Board with any particular matters, issues or affairs relating to the Society. In the event that at any time the composition of the Board does not comply with Rule 22.3, the Board shall co-opt such additional member(s) to ensure compliance with Rule 22.3 and in such event the maximum permissible number of Board Members shall be increased by the number of such members co-opted to comply with Rule 22.3.
- 22.5 The Board may from time to time invite any person to be the Patron of the Society and, where such invitation is accepted by that person, they shall be the Patron of the Society for any specified term set by the Board or until they are removed from that role by a resolution of the Board.
- 22.6 Any person to be appointed as the Patron of the Society must be (and remain for the term of their role as Patron) a Member of the Society.
- 22.7 Nominations for the role of Patron shall be made in the same manner as nominations for Board Members under rule 24.
- 22.8 The Patron of the Society shall be entitled to attend and speak at General Meetings of the Society but shall not have any right to vote in

their capacity as Patron (but may vote in their capacity as a Member of the Society).

- 22.9 The Patron may attend Board meetings if requested by the Board and shall be entitled to speak at such meetings, but shall have no right to vote at Board meetings.

23. CRITERIA OF ELIGIBILITY AS A BOARD MEMBER

- 23.1 Any person nominated as a prospective Board Member shall:
- (a) Be a current member of the Society.
 - (b) Not have served not more than twelve (12) consecutive years on the Board by the date of the Annual General Meeting of which the election is to take effect to be eligible for re-election.
 - (c) Not be in the employment of the Society (apart from the exception in Rule 42.1).
 - (d) Have consented in writing to be a Board Member.
 - (e) Have certified that they are not disqualified from being elected or appointed or otherwise holding office as a Board Member of the Society.
- 23.2 As a general rule (but without intending to create a legally binding requirement) the Board should be composed of members with the attributes as set out in Rule 24.2.

24. NOMINATIONS COMMITTEE

- 24.1 Where a new Board appointment is required, the Board shall appoint a Nominations Committee comprising a minimum of two (2) Board Members and the Chief Executive Officer.
- 24.2 The function of the Nominations Committee is to consider and approach suitable candidates for the Board and to consider any nominations by members of representatives for the Board. In doing so the Nominations Committee must take into account the following criteria:
- (a) Experience and ability to contribute towards running a substantial business organisation.
 - (b) The benefit of experience of existing Board Members who are entitled to re-election.
 - (c) A concern for and knowledge of community services provided by the Society.
 - (d) Relevant Health Sector experience.
 - (e) Freedom from the type of association with any other organisation that would cause a conflict of interest with the aims and objects of Society.
 - (f) A mix of gender and ethnicity.
- 24.3 The Nominations Committee must select candidates for election to the Board by majority decision. The Nominations Committee will select the number of candidates for election that it considers appropriate for the

number of vacancies to be filled and having regard to the requirements for representatives set out in Rule 22.3.

- 24.4 The selected candidates must then be approved and appointed by a majority resolution of the Board.

25. ELECTION OF BOARD MEMBERS

- 25.1 The candidates selected by the Nominations Committee who are approved and appointed by the Board by majority resolution shall be deemed to be elected, effective from the date of the next Annual General Meeting.
- 25.2 The names of the appointed Board Member(s) shall be announced at the Annual General Meeting, and Members shall be notified. The term of the office of the newly appointed Board Member(s) shall commence at the start of that Annual General Meeting.

26. LENGTH OF SERVICE ON THE BOARD

- 26.1 Each Board Member shall serve for a term of approximately three (3) years, terminating at the third Annual General Meeting following the Annual General Meeting at which his or her term commenced. Thereafter each Board Member shall be eligible for re-election for terms of three (3) years each.
- 26.2 A Board Member may serve for a maximum of fifteen (15) consecutive years on the Board from the date of the first Annual General Meeting at which his or her term commenced.

27. TERMINATION OF MEMBERSHIP OF THE BOARD

- 27.1 A Board Member may resign by written notice to the Board.
- 27.2 A Board Member shall by a majority decision of the Board cease to hold office for bankruptcy, neglect of duty, misconduct or any action which is inconsistent with his or her role as a member of the Board. The Board Member shall be given reasonable notice and a right of hearing.
- 27.3 Any Board Member may be removed by the Members at a duly convened General Meeting of the Society.

28. VACANCIES DURING BOARD MEMBERS' TERMS

- 28.1 When a vacancy occurs part way through a membership term the Board may appoint a replacement member. A Board Member appointed in this way shall hold office until the next Annual General Meeting.
- 28.2 Any such Board Member shall meet the criteria for Board Members in Rule 24.2.

29. BOARD CHAIRPERSON & DEPUTY CHAIRPERSON

29.1 At its first meeting following each Annual General Meeting the Board shall elect its Chairperson and Deputy Chairperson for one (1) year terms.

29.2 The Chairperson shall not hold that office for more than ten (10) consecutive years.

30. RESIGNATION OF BOARD CHAIRPERSON & DEPUTY CHAIRPERSON

The Chairperson or Deputy Chairperson may resign from the position while still remaining a Board Member, or will immediately relinquish the position if ceasing to be a Board Member.

31. REMOVAL OF BOARD CHAIRPERSON & DEPUTY CHAIRPERSON

The Board may remove the Chairperson or Deputy Chairperson, from office where the majority of members of the Board pass a resolution that they no longer have confidence in the person to carry out the duties of the position.

32. VACANCIES DURING BOARD CHAIRPERSON OR DEPUTY CHAIRPERSON'S TERMS

When a vacancy occurs partway through the term of the Chairperson or Deputy Chairperson, the Board may appoint a new Chairperson or Deputy Chairperson. A Chairperson or Deputy Chairperson appointed in this way shall hold office for the remainder of the term of the person being replaced.

33. PRESIDING BY AND ABSENCE OF CHAIRPERSON AND DEPUTY CHAIRPERSON

33.1 The Chairperson shall preside at meetings of the Board.

33.2 In the absence of the Chairperson, the Deputy Chairperson shall be Acting Chairperson. In the absence of both of these officers, the Board shall elect another of its members to preside.

34. MEETINGS OF THE BOARD

The Board shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Chief Executive.

35. SPECIAL MEETINGS OF THE BOARD

The Chairperson may at any time call a special meeting of the Board, and shall call a special meeting when requested to do so by three (3) members of the Board.

36. NOTICE OF MEETINGS OF THE BOARD

- 36.1 Reasonable notice of meetings shall be given to each Board Member.
- 36.2 For a special meeting of the Board at least seven (7) days' notice shall be given.

37. BOARD QUORUM

One half of the Board Members shall form a quorum at meetings of the Board.

38. CONFLICTS OF INTEREST

- 38.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) —
 - (a) to the Board and or sub-committee, and
 - (b) in an Interests Register kept by the Board.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- 38.2 An Officer or member of a sub-committee who is an Interested Member regarding a Matter —
 - (a) must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board or sub-committee who are not interested in the Matter consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board or sub-committee who are not interested in the Matter consent; but
 - (c) may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- 38.3 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 38.4 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 38.5 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.

39. INTERESTS REGISTER

The Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

40. DECISIONS OF THE BOARD

- 40.1 Board decisions shall be as decided by a majority of the Board Members present. In the case of equality of votes the Chairperson shall have a casting vote as well as a deliberative vote.
- 40.2 A resolution in writing agreed to by letter, electronic communication or other written message by two thirds of the current members of the Board shall be as valid as if it had been passed at a meeting of the Board. Any such resolution shall be ratified at the next Board meeting.

41. ATTENDANCE AT BOARD MEETINGS

The Board shall determine the circumstances in which non-members of the Board will or may be present at Board meetings on a regular or occasional basis.

42. PAYMENT TO BOARD MEMBERS

Subject always to rule 47:

- 42.1 Any Board Member may be paid a reasonable remuneration as prescribed from time to time by the Board for undertaking the business of the Board which involves exceptional time commitment.
- 42.2 Any Board Member shall be entitled to the reimbursement of actual and reasonable travel and accommodation or other expenses incurred while undertaking authorised business.
- 42.3 Any Board Member who for the time being is a person engaged in any profession or business shall be entitled to charge and be paid all such professional or other charges for his or her services to the Society as he or she would otherwise be entitled to do.

43. SUB-COMMITTEES OF THE BOARD

- 43.1 The Board may establish, alter and disband sub-committees to conduct such business and exercise such powers as it may determine. Every sub-committee may regulate its own procedure, subject to the provisions of this Constitution and any directions given by the Board.
- 43.2 Unless otherwise resolved by the Board:
 - (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
 - (b) Every member on the sub-committee shall have one vote;
 - (c) no sub-committee shall have power to co-opt additional members,
 - (d) a sub-committee must not commit the Society to any financial expenditure without express authority from the Board, and

(e) a sub-committee must not further delegate any of its powers.

- 43.3 Persons who are not members of the Board may be appointed to sub-committees.
- 43.4 A sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next sub-committee meeting.

44. CHIEF EXECUTIVE OFFICER

- 44.1 The Board shall appoint a Chief Executive Officer for the management of the Society's operation.
- 44.2 The Board shall delegate appropriate powers and authority to the Chief Executive Officer including the authority (in consultation with the Board) to employ staff.

45. CONTACT PERSON

- 45.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. A contact person or person(s) may be appointed by the Board from time to time. Each contact person's name must be provided to the Registrar, along with their contact details, including:
 - (a) A physical address or an electronic address;
 - (b) A telephone number; and
 - (c) Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 working days of that change occurring, or the Society becoming aware of the change.

46. FINANCIAL YEAR

The financial year of the Society shall be from the 1st day of July in each year to the last day of June in the next year, or such other period as determined by the Board from time to time.

47. ACCOUNTS

- 47.1 All money received on behalf of the Society shall be paid into a bank account, as designated by the Board.
- 47.2 The Board shall determine the persons who shall have authority to access, operate and make authorisations on the Society bank accounts and to execute any other banking documents relating to the Society.
- 47.3 The Society shall keep full and correct accounts of all money received and expended. As soon as practicable after the end of each financial year a true statement of income and expenditure and assets and liabilities shall be prepared.
- 47.4 The funds and property of the Society shall be—

- (a) controlled, invested and disposed of by the Board, subject to this Constitution, and
 - (b) devoted solely to the promotion of the purposes of the Society.
- 47.5 The Board must ensure that there are kept at all times accounting records that—
 - (a) correctly record the transactions of the Society, and
 - (b) allow the Society to produce financial statements that comply with the requirements of the Act, and
 - (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- 47.6 The Board must establish and maintain a satisfactory system of control of the Society's accounting records.
- 47.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.
- 47.8 Financial Statements (prepared in accordance with the Financial Reporting Act 2013 or any Act in substitution or replacement thereof) shall be prepared and presented to the Board, the Annual General Meeting and to any Member who requests a copy.

48. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES AND OBJECTS

- 48.1 Any income, benefit or advantage shall be applied to the charitable purposes and objects of the Society.
- 48.2 No Board Member or person associated with a Board Member shall derive any income, benefit or advantage from the Society where that person can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:
 - (a) Remuneration to Board Members for services involving exceptional time commitment, at no greater rate than current market rates; or
 - (b) Professional services to the Society rendered in the course of business charged at no greater rate than current market rates; or
 - (c) Interest on money lent to the Society at no greater rate than current market rates.

49. ACCESS TO INFORMATION

- 49.1 A Member may at any time make a written request to the Society for information held by the Society.
- 49.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 49.3 The Society must, within a reasonable time after receiving a request —

- (a) provide the information, or
 - (b) agree to provide the information within a specified period, or
 - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 - (d) refuse to provide the information, specifying the reasons for the refusal.
- 49.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - (d) the information is not relevant to the operation or affairs of the society, or
 - (e) withholding the information is necessary to maintain legal professional privilege, or
 - (f) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (g) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - (h) the request for the information is frivolous or vexatious, or
 - (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 49.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —
- (a) that the Member will pay the charge; or
 - (b) that the Member considers the charge to be unreasonable.
- 49.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

50. LIABILITY OF BOARD MEMBERS AND OFFICERS

- 50.1 No Board Member or Officer shall be personally liable for any loss to the Society's funds not attributable to his or her dishonesty, or the wilful

commission or omission of an act known to be a breach of fiduciary duty.

- 50.2 No Board Member or Officer shall be bound to take or be liable for failure to take any proceedings against a co-Board Member/Officer for any breach or alleged breach of fiduciary duty committed by such co-Board Member/Officer.

51. INDEMNITY

The Society shall indemnify (and use its assets and funds when required) against any loss, expenses or liability incurred by reason of any act or deed done in good faith by any Board Members, Officer, any employees or any other person acting for and under the authority of the Board or the Society.

52. ALTERATIONS OR REPLACEMENT OF CONSTITUTION

- 52.1 Notice of any proposed amendment of, addition to, or replacement of the Constitution shall be given to members at least twenty-one (21) days prior to the General Meeting at which the Constitution change is to be considered.
- 52.2 This Constitution may only be amended, added to or replaced by a resolution passed by a two third's majority at a General Meeting of the Society.
- 52.3 No such amendment shall:
- (a) Detract from the exclusively charitable nature of the Society;
 - (b) Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
 - (c) Be made to rules 48, 54, 55 or 56 unless such alteration is first approved in writing by the Department of Inland Revenue and the Charities Commission.
- 52.4 A copy of any change or replacement of the Constitution shall be delivered to the Registrar of Incorporated Societies and the Charities Commission.

53. DISPUTE RESOLUTION

- 53.1 In the case of a dispute, disagreement or conflict arising involving the Society and/or any of its Officers or Members, or the interpretation of the Constitution or any bylaws of the Society, a complaint may be made by notice in writing to the Chief Executive Officer (or to the Chairperson of the Board if the complaint is in relation to the CEO) that:
- (a) States that the complainant is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - (b) sets out the allegation(s) to which the dispute relates and, where applicable, whom the allegation or allegations is or are against, in sufficient detail to ensure that the Society is fairly advised of the allegation or allegations, with sufficient details given to enable the

Society or the person whom the complaint is against, to prepare a response.

- 53.2 The Society may decide not to proceed further with a complaint if—
- (a) the complaint is considered to be trivial; or
 - (b) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (c) the person who makes the complaint has an insignificant interest in the matter; or
 - (d) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - (e) there has been an undue delay in making the complaint.
- 53.3 All parties are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 53.4 The complainant and the respondent have the right to be heard before the complaint is resolved or any outcome is determined.
- 53.5 Disputes will be dealt with in a fair, efficient, and effective manner and in accordance with the provisions of this Constitution and the Act.
- 53.6 The Board may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 53.7 Disputes shall be determined by the Board whose decision shall be conclusive and binding on the parties unless a General Meeting is convened and the Members by majority resolution refer the matter to an external third party to investigate and to make a decision.

54. RESOLVING TO PUT SOCIETY INTO LIQUIDATION

- 54.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 54.2 The Board shall give not less than four (4) months prior written Notice to all Members of the proposed resolution to put the Society into liquidation and of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 54.3 Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

55. RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER

- 55.1 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 55.2 The Board shall give not less than four (4) months prior written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies and of the General Meeting at which

any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

- 55.3 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

56. SURPLUS ASSETS

- 56.1 If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to Hospice Taranaki Foundation for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005

SCHEDULE 1

POWERS OF THE SOCIETY

1. To purchase, sell, acquire, lease or otherwise deal in any manner with any property or assets of the Society.
2. To borrow or raise money in such manner and with or without security and on such terms considered to be expedient and to issue and to execute mortgages or any other form of charge or security for or over the property or assets of the Society for the purposes of securing the repayment of any moneys and the performance of any obligations.
3. To maintain, manage, repair, improve and develop any property.
4. To invest and deal with the funds of the Society in such manner and upon such conditions considered to be expedient and with security or unsecured and to subscribe for, purchase, take, acquire or dispose of shares, securities or unsecured notes, assets or investments.
5. To enter into any business, financial or other commercial transaction including the operation of any trading or other commercial activity for the benefit of the Society and the formation or establishment of any Company, firm or other entity owned or controlled by the Society.
6. To accept by transfer, conveyance, gift, bequest, sponsorship or otherwise from any person or persons, trustee or trustees, Board, Company or other Corporation any real or personal property whether or not subject to any existing trusts or encumbrances.
7. To compromise, compound, relinquish, abandon or settle any claim, demand, action, suit, proceedings or defence relating to the Society's property or any gift, bequest or otherwise.
8. To guarantee contracts or other obligations of any person or persons and to secure any such guarantee over the assets of the Society.
9. To do all things as may from time to time be necessary or desirable to give effect to and to attain the charitable purposes and objects of the Society.
10. To carry out and perform those functions, powers and rights reserved to or conferred on the Society or on its Board in the Trust Deed of any Charitable Trust (including, without being limited to, the Trust Deed of Hospice Taranaki Foundation), in the Rules of any other incorporated society, in any contract, in any deed or in any other instrument or writing.