

CONSTITUTION AND RULES OF
NORTH HAVEN HOSPICE SOCIETY INCORPORATED



1. NAME

The name of the Society shall be the North Haven Hospice Society Incorporated in this Constitution and these Rules referred to as "the Society"

The Society was incorporated at Auckland on 22 October 1985

2. REGISTERED OFFICE

The Registered Office of the Society shall be at the premises of the Society situation at 24A Takahe Street, Tikipunga, Whangarei, or such other place as may be determined from time to time

3. INTERPRETATION

"The Board" shall mean the Board for the time being of the Society constituted under Clause 13 of this Constitution

"Chairperson" means the Chairperson of the Board

"The Chief Executive Officer" shall mean such person as may be appointed by the Board from time to time to manage the operation of the Society's activities

"Kaumatua and kua" shall mean such persons as may be appointed from time to time by the Board to liaise with the tangata whenua in order to assist the Board in its Treaty of Waitangi partnership role

"Written notice" shall mean advice to the members by way of newspaper advertisement and/or Society newsletter and/or e-mail

4. OBJECTS

The objects of the Society shall be:

- (a) The provision of palliative care being the total care of people who are dying from active, progressive disease or other conditions when curative or disease/modifying treatment has come to an end, through a multi-disciplinary team that works with the person who is dying and their family/whanau, it being acknowledged that palliative care:



- (i) Affirms life and regards dying as a normal process
 - (ii) Aims neither to hasten nor postpone death
 - (iii) Aims to provide relief from distressing symptoms
 - (iv) Integrates physical (tinana), social (whanau), emotional (hinengaro) and spiritual (wairua) aspects of care to help the dying person and their family/whanau attain an acceptable quality of life
 - (v) Offers help to the family/whanau/carers during the person's illness and their bereavement
- (b) To provide, establish and maintain a hospice or hospices, hospitals, hostels, clinics, emergency shelters, homes, accommodation and other buildings in the Northland area (such area to be the same as is encompassed by the Northland District Health Board) as the Board may from time to time determine
 - (c) To give and provide counselling and educational services in relation to the provision of palliative care
 - (d) In meeting the above mentioned objects, to comply with the Hospice New Zealand standards for the provision of hospice/palliative care

5. POWERS OF THE SOCIETY

The powers of the Society shall be:

- (a) To employ such persons and staff as shall in the absolute discretion of the Board or persons exercising delegated authority from the Board as it is necessary or desirable for the purposes of administering and providing the services in accordance with the objects of the Society and to employ or to dismiss such persons from time to time
- (b) To purchase, sell, exchange, let or lease or accept tenancies or leases of any real or personal property of any estate or interest therein at such price or rental and/or to construct, alter, pull-down and re-erect, improve, repair or maintain buildings or other improvements either on land owned by the Society or under rights to use land owned by some other person or persons on such terms and condition as the Board in its absolute discretion shall think fit
- (c) To co-operate with other bodies or societies including the Northland District Health Board and general medical practitioners or other organisations engaged in work in whole or in part similar to that carried on by the Society

- (d) To appoint kaumatua and kuia and to consult and liaise with tangata whenua to ensure the provision of hospice palliative care meets their needs
- (e) To consult and liaise with all ethnic and other cultural groups to ensure the provision of hospice palliative care meets their needs
- (f) To advance by way of loans payable upon such terms and conditions and at such times as the Board may think fit to further any of the Society's objects and to grant pecuniary and other material aid to such person or organisation as the Board shall deem expedient
- (g) To raise money for any of the purposes of the Society by public and/or private deals or subscriptions and to receive and accept donations, gifts, legacies and bequests and to borrow and raise further funds upon such terms as the Board may deem expedient by mortgage, debenture or otherwise charging such property of the Society as the Board may think fit for any of the purposes of the Society
- (h) To invest the funds of the Society in such securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary any such investments
- (i) To open and maintain from time to time such account or accounts in such Bank or Banks as the Board may from time to time decide
- (j) To establish such subcommittees for the purposes and objects of the Society as the Board may think fit and to co-opt and appoint suitable people to such sub-committees
- (k) To make such regulations with respect to the admission of patients and other persons to the facilities and services provided by the Society and the prohibition or restriction therefrom as the Board may consider appropriate
- (l) To maintain and keep in good order, repair and condition any buildings and any land, chattels or other property at any time held by the Society
- (m) To provide such accommodation for staff, affiliated workers and patients and patients' families as the Board may consider necessary or advisable
- (n) To support and subscribe to such charitable and public objects as the Board may consider appropriate
- (o) To appoint an auditor or auditors and fix his or her or their remuneration
- (p) To do all such things as the Board may consider necessary, incidental or conducive to the attaining of the objects of the Society

6. MEMBERSHIP

- (a) Membership of the Society shall on written application be open to any persons or organisations approved by the Board on payment of the annual subscription (if any) determined from time to time by the Board
- (b) The Board may from time to time establish special classes of members and associates of the Society (including but not by way of limitation honorary membership, life membership and friends of Hospice) and prescribe the terms and conditions of such special membership or association
- (c) Paid employees of North Haven Hospice whether permanent or casual are eligible to be members of the Society but with the exception of the Chief Executive Officer are not eligible to take office on the Board.

7. REFUSAL AND DETERMINATION OF MEMBERSHIP

- (a) The Board may in its absolute discretion accept or reject any application for membership
- (b) The Board shall have power to remove from the list of members the name of any member who fails to pay within three months of the due date for payment such annual subscription (if any) as may from time to time be determined by the Board or whose conduct or actions in the opinion of the Board is, are or have been or may be injurious to the welfare, reputation, interests or objectives of the Society
- (c) Any member of the Society who is to be removed from the list of members must be given at least fourteen days' notice of the date of the meeting of the Board at which the determination of that member's membership shall be considered and be advised of the reasons for the proposed determination and be given an opportunity to reply at the meeting considering his or her determination as a member
- (d) Any member of the Society may resign from the Society by giving notice in writing to the Manager and the resignation shall take effect from the date the notice is received by the Manager

8. ANNUAL GENERAL MEETING

The Annual General Meeting of the Society shall be held as soon as practicable after the 30th day of June in each year at a time and place to be determined by the Board. The purpose of such meeting shall be:

- (a) To receive an annual report from the Board and to receive and consider the annual financial statements of the Society duly audited and certified by the auditor
- (b) To elect members of the Board in place of those who retire either by choice or by rotation in the ensuing year
- (c) To elect an auditor (who shall be a member of the New Zealand Society of Chartered Accountants)
- (d) The consideration of such other business of which the appropriate notice has been given to the Board (A member wishing to bring before an annual general meeting any motion or business not relating to the ordinary annual business of the Society shall give written notice to the Board not less than 28 days before the day of the meeting and no such other motion or business shall come before the meeting unless such notice has been given). If within half an hour from the time appointed for the meeting the required number of members to comprise a quorum is not present the meeting shall stand adjourned for one week at the same hour and place. If at the adjourned meeting a quorum is not present those members who are present shall be deemed a quorum and may transact the business for which the meeting was called.

9. SPECIAL GENERAL MEETINGS

A Special General Meeting of the Society shall be convened at the request of the chairperson of the Board or a majority of the members of the Board or upon a requisition in writing signed by not less than 15 members of the Society. The business for which the Special General Meeting is convened shall be stated in the request or in the requisition and the business to be dealt with at such Special General Meeting shall be limited to that business. If within half an hour from the time appointed for the meeting the number of members required to comprise a quorum is not present at the meeting the meeting shall lapse without prejudice to the calling of another meeting for the same purpose

10. NOTICE OF MEETINGS

Not less than fourteen clear days' notice shall be given of the Annual General Meeting and of any Special General Meeting and of the business to be considered at such meeting by means of a notice at least once in the public notices column of a newspaper circulating in the locality of the Society

11. QUORUM

A quorum for any Annual General Meeting or Special General Meeting shall be not less than fifteen members of the Society

12. CHAIRPERSON AND VOTING

At all General Meetings the Chairperson or in the Chairperson's absence any other duly elected member shall take the Chair and every member shall be entitled on every motion to one vote exercised in person and in the case of an equality of votes the Chairperson shall in addition have a casting vote. Voting shall be by a show of hands unless a ballot is requested by any member present

13. THE BOARD

- (a) The Board shall comprise not less than six and not more than nine members of the Society. Up to six members of the Board shall be elected at the Annual General Meeting and up to three members of the Board shall be appointed by an Appointments Panel as specified in 13(d) below. The Chief Executive Officer shall be an additional member of the Board ex officio. A representative appointed by the Pehiaweri Marae Management Committee or failing that any other local marae committee and approved by the Board on an annual basis shall also be an additional Board Member ex officio.
- (b) No person shall be elected as a member of the Board unless the nomination of such person by a member of the Society and the seconding of such nomination by another member of the Society and the consent of the person nominated (such nomination, seconding and consent to be in writing) is received by the Chief Executive Officer not less than seven days prior to the Annual General Meeting of the Society. Nominees, nominators and seconds must be financial members of the Society for at least one year prior to the election in question. In the event of there being insufficient nominations to fill the places on the Board then further nominations shall be called from the floor at the Annual General Meeting provided that no such person shall be elected as a member of the Board unless such person is present at the meeting and consents to being so elected
- (c) At least one third of the elected members of the Board or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the Annual General Meeting each year, but shall be eligible for re-election at that meeting. Those to retire shall be those who have been longest in office since their election. As between persons who became Board members on the same day, those to retire shall, unless agreed otherwise, be determined by lot

- (d)
 - (i) The Board members appointed pursuant to Clause 13(a) shall be appointed for a three year term from the date of appointment by a majority of the members of the Appointments Panel. Their further appointment shall be subject to review by the Appointments Panel.
 - (ii) The Appointments Panel shall comprise the Chairperson of the Society, the Chairperson of the North Haven Hospice Endowment Trust and one other former Board Member decided upon by the Board who shall remain in office until replaced by the Board
 - (iii) A member or members of the Appointments Panel shall be eligible for appointment to the Board by unanimous decision of the Appointments Panel.
- (e) The Board shall elect a Chairperson and such other officers as it may consider appropriate from among the members of the Board and such person or persons shall hold office until required to resign as a member of the Board by rotation or until such appointment is revoked by the Board whichever shall first occur
- (f) The Board shall have power to co-opt any person to fill any casual vacancy on the Board and any person so co-opted shall retire from office at the next Annual General Meeting of the Society but shall be eligible for election at that next meeting
- (g) Board meetings may be held via video or telephone conference or other formats as the Board may decide
- (h) At all meetings of the Board the Chairperson or in his/her absence a duly elected Chairperson for the time being shall preside and each member of the Board present shall be entitled to one vote in person and in the event of an equality of voting the Chairperson shall be entitled to exercise a casting vote. Voting at meetings of the Board shall be by vocal response or by a show of hands unless a ballot is requested by any member of the Board present at the meeting
- (i) If any Board member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant
- (j) A quorum for meetings of the Board shall be a majority of the members from time to time of the elected and appointed members of the Board
- (k) Subject to the directions of the Society in annual or special meetings the policy of the Society shall be determined and control of its affairs shall be vested in the Board which may exercise all powers and do all acts and things which may be exercised or done by the Society and which are not expressly directed or required to be exercised or done by it in annual or general meetings
- (l) The Society shall indemnify every member of the Board in respect of all liability arising from the proper performance of functions in any way connected with the Society

14. ACCOUNTS

The Board shall cause true and proper accounts and records to be kept of monies received by the Society and expended by it and such accounts and records as may be necessary for the efficient operation of the affairs of the Society. Such accounts and records shall at all reasonable times be open to inspection by any financial member of the Society. The Board shall cause the accounts and records to be audited at least once each financial year by the auditor appointed in accordance with Clause 8(c) hereof

15. MONEY AND OTHER ASSETS

(a) The Society may only use money and other assets if:

- (i) it is for a purpose of the Society
- (ii) it is not for the sole personal or individual benefit of any member
- (iii) that use has been approved by either the Board or by majority vote of the Society

(b) All electronic transfers of money cheques and other negotiable instruments drawn on any bank account of the Society shall be authorised or signed by the Chief Executive Officer and one other designated member of the Society, as the Board may from time to time determine, provided however that the Chief Executive Officer may nominate a staff member who, in the absence of the Chief Executive Officer, may approve any payments with one other designated Board member.

16. MINUTES

Minutes shall be kept of all meetings of the Society and of the Board and such minutes other than those taken in-committee shall be available for inspection by any financial member of the Society at all reasonable times

17. COMMON SEAL

The Society shall have a Common Seal which shall be kept in the custody of the Chief Executive Officer or such other person as may be appointed by the Board and such Seal shall not be affixed to any document except pursuant to a Resolution of the Board and it shall be affixed to documents only in the presence of any two members of the Board as the Board may from time to time determine

18. AMENDMENT TO CONSTITUTION AND RULES

Subject to the provisions of the Incorporated Societies Act 1908 this constitution and these rules may be altered, repealed or added to by the Society at its annual general meeting or any special general meeting convened for that purpose provided that no such alteration, repeal or addition will affect the exclusively charitable nature of the Society


19. WINDING UP

The Society may be wound up in the manner prescribed by Section 24 of the Incorporated Societies Act 1908 and its amendments


20. DISPOSAL OF SURPLUS ASSETS ON WINDING UP

On the winding up of the Society all surplus assets after the payment of costs, debts and liabilities shall be given to such exclusively charitable organisation within New Zealand of a similar nature to that of the Society as the Board decides or if the Board is unable to make such decision shall be disposed of in accordance with the directions of the High Court pursuant to Section 27 of the Charitable Trusts Act 1957


The above Constitution and Rules were adopted at a Special General Meeting of the Society held in Whangarei on October 6, 2014.

 (Murray Lints).

Chairperson

 (James Kilpatrick)

Board Member

 (Geoff King)

Board Member