

# THE INCORPORATED SOCIETIES ACT 1908

## CONSTITUTION of the NEW ZEALAND DYSTONIA PATIENT NETWORK INCORPORATED

The name of the Society is the New Zealand Dystonia Patient Network Incorporated (hereinafter referred to as "the Society")

### 1 Aim

Supporting people living with Dystonia.

### 2 Registered Office

The Registered Office of the Society must be at such place as the National Executive Committee must from time to time determine. Due notice of every change of place of the registered office must be given to the Registrar of Incorporated Societies.

### 3 Interpretation

In the interpretation of this constitution (unless the context requires a different construction) –

**Dystonia child** – means any child who suffers from Dystonia.

**Dystonia person** – means any person who suffers from Dystonia.

**Family** – means any family unit recognised by the National Executive for the time being of the Society constituted under clause 21 of this Constitution.

**Parent** – includes the legal guardian, or any other person having care and legal custody of any Dystonia child.

**Region** – means the area within the boundaries of the various Regional Health authorities within New Zealand.

**Whanau** – means any whanau group recognised by the National Executive Committee as the whanau group of a particular Dystonia person and such recognition of the whanau group will be at the absolute discretion of the National Executive Committee.



#### 4 Objectives

The Society is established for charitable objectives and purposes within New Zealand only. In particular the Society is established to –

- i To inform, educate, support, and provide facilities for, persons with Dystonia, and the families, whanau, and caregivers of people with Dystonia.
- ii To promote public awareness of Dystonia and the Society.
- iii To procure from and communicate to any other Society or body whose objectives are similar to those of the Society, whether incorporated or not and whether formed in New Zealand or overseas, any information that may assist in the achievement of the Society's objectives.
- iv To encourage and to provide opportunities for persons and corporate bodies within New Zealand to take an active interest in all aspects of Dystonia.
- v To work in co-operation with the New Zealand Health services.
- vi To work in co-operation with any individual group or body in New Zealand or elsewhere that will assist in the achievement of the objectives of the Society.
- vii To raise and employ funds for any educational or charitable purposes within New Zealand as authorised by the objectives of the Society.
- viii To promote the recognition and support of the Society's objectives by Government, Local Authorities and other statutory bodies.
- ix To do all such things as are conducive or incidental to the attaining of all or any of the Society's objectives.

#### 5 Income to be for Charitable Purposes Only

- a Any income, benefit or advantage must be applied to the charitable purposes of the Society.
- b No member of the Society or any person associated with a member of the Society may participate or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- c Any such income paid must be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
- d The provisions and effect of this clause must not be removed from this document and must be included and implied into any document replacing this document.

#### 6 Treaty of Waitangi

The Society is committed to the principles of the Treaty of Waitangi.



## 7 Membership

Membership of the Society may be in three classes – Ordinary membership, Associate membership, Supporting membership.

- a** Any Dystonia person and the parents or parent of a particular Dystonia child or any person who is a part of the Family or Whanau of a particular Dystonia person is entitled to become an Ordinary member of the Society on application to the Executive Committee and upon payment of the annual subscription.
- b** Any member of the general public who is interested in the aims and objectives of the Society may apply to the National Executive Committee for Associate membership of the Society and such membership may be granted by the National Executive Committee in its absolute discretion upon payment of the annual subscription.
- c** Any person who is a member of the Family or Whanau of a particular Dystonia person and who is interested in the aims and objectives of the Society is entitled to become a Supporting member of the Society upon application to the National Executive Committee.
- d** Every applicant for membership of the Society must be notified whether or not their application has been successful.
- e** One vote is attached to each Ordinary or Associate membership of the Society.
- f** Supporting members of the Society have no right to vote at, but are entitled to speak at General and Special meetings of the Society;
- g** An annual subscription determined from time to time by the Executive Committee applies to every Ordinary, and Associate membership of the Society.
- h** Membership is on an annual basis and Ordinary or Associate membership of the Society ceases if the member's subscription remains unpaid within six months after it has become due provided that in any case of hardship the Executive Committee may resolve to waive the annual subscription of any Ordinary or Associate member.
- i** Any member of the Society may resign from membership of the Society by notice in writing to the Executive Committee and such resignation will be effective upon the receipt of the resignation at the registered office of the Society or by any member of the Executive Committee.
- j** Any member who resigns from the Society is also deemed to have resigned from any office or position that that person holds within the Society.
- k** On the recommendation of the Executive Committee the members may elect at a general meeting any member who has rendered outstanding service to the Network to be a Life Member. Any Life Member so elected shall be entitled to all rights and privileges of membership but shall be under no obligation to pay any further annual subscription.





## **8 Adherence to Principles**

- a** Each member of the Society must undertake to act in accordance with the values and policy of the Society.
- b** Any member of the Society who fails to comply with clause 8(a) above may incur a period of suspension from the Society by a majority vote of the National Executive Committee, such suspension being subject to an appeal to a general meeting of the Society and such suspension is not to exceed twelve months in duration.
- c** Any member who is suspended more than once in any five year period under clause (b) above may be expelled from membership of the Society.

## **9 Complaints Procedure**

Any complaint regarding the Society, sub-branch, or member of the Society must be reported either verbally or in writing to the National Executive Committee who must then investigate the complaint and report its findings to the parties concerned.

## **10 Financial Year**

The financial year of the Society is from the 1<sup>st</sup> day of April in one year to the 31<sup>st</sup> day of March in the next year, or as may be determined by the National Executive Committee from time to time.

## **11 Annual General Meeting**

An annual general meeting of the Society must be held no later than the last day of May in each year and at such a meeting the following business must be transacted -

- i** Receive and consider the Annual Report of the National Executive Committee and any other duly constituted committee.
- ii** Receive and consider the Annual Financial Statement from the Treasurer/Honorary Treasurer.
- iii** The election from amongst the Ordinary and Associate members of the Society, a Chairperson, Deputy Chairperson, Honorary Secretary and the Honorary Treasurer.
- iv** The election of not more than 10 Ordinary or Associate members of the Society for the National Executive Committee constituted under clause 21.
- v** The consideration of any such other business as may be accepted by permission of the majority of members present and with power to vote at such meeting.

## **12 Election of Officers**

No person may be selected to office under clause 11 unless that person is present at the Annual General Meeting at which he or she is to be elected, or has previously signified in writing his or her willingness to accept nomination.

## **13 Special General Meetings**

A Special General meeting of the Society may be held at any time that the National Executive Committee may appoint. It shall also be competent for no fewer than ten of the Ordinary or Associate members of the Society to sign a requisition to the Chairperson of the National Executive Committee to convene a Special General Meeting and on receipt of such requisition the Chairperson must instruct the Network Manager to call such a meeting within twenty one days. The business to be dealt with at any such special general meeting must be limited to the matters stated in the requisition and or notice of the meeting.



## 14 Representation at Meetings

- a Every Ordinary or Associate member of the Society who is unable to attend any meeting of the Society may appoint a proxy to exercise that member's vote at the meeting.
- b Every appointment or withdrawal of a proxy must be in writing and signed by the member and must be received at the Network's postal address at least seven days prior to the date of the Annual, Special or General meeting provided that the Network Manager may consent to such appointment or withdrawal at any time prior to the commencement of the meeting.
- c The appointment of a proxy representative must be in the following format, or a similar format as circumstances may permit -

### Appointment of Representative

I .....(*Ordinary or Associate member name*) ..... hereby appoint  
 [Mr/Mrs/Miss/Ms ..... (*fill in full name of proxy*) .....] to be my representative at the  
 [Annual, Special, General] Meeting of the New Zealand Dystonia Patient Network Inc to be  
 held at ..... on the ..... day of ..... 20....  
 Such appointment shall have effect and remain in full force for the meeting specified herein.  
 Date this ..... day of ..... , 20 .....

Signed [*by the member*]

## 15 Financial Statement

Every year a financial statement must be prepared by the Honorary Treasurer showing all the receipts and expenditure of the Society since the preceding statement and a general statement of the funds, effects, liabilities, and assets of the Society. The financial statement must be signed by the Network Manager and Honorary Treasurer and reviewed by a qualified accountant before it is presented at the Annual Meeting.

## 16 Notice

Notices of all Annual and Special General Meetings of the Society are deemed to be duly given if posted to the last known address of each member not less than twenty one (21) days prior to the date of the meeting.

## 17 Quorum

The quorum at any Annual, Special, or Ordinary General Meeting of the Society must be at least ten members of the Ordinary, and Associate members of the Society provided that if within half an hour from the time appointed for such a meeting, a quorum is not present, the members present may transact the business of that meeting as if they constituted a quorum.



## **18 The Network Manager**

- a** The National Executive Committee may appoint an Ordinary or Associate member of the Society as the Network Manager who shall be the Chief Executive Officer of the Society with responsibility for the general and active management of the Society to ensure that all orders and resolutions of the National Executive Committee are carried into effect.
- b** A person who is not an Ordinary or Associate member of the Society may not be appointed as the Network Manager.
- c** The Network Manager must perform duties set out in the specified list of duties agreed upon at the time of appointment.
- d** The Network Manager must perform such other duties and exercise such other functions as may be reasonably required by the National Executive Committee from time to time.
- e** The Network Manager must be appointed upon such terms, for such period and at such reimbursement as determined for the time being by the National Executive Committee.
- f** The Network Manager is a member of the National Executive Committee ex-officio provided that the Network Manager may not exercise his or her vote on any matter concerning the appointment, remuneration, or the performance of the Network Manager's duties by the Network Manager.

## **19 Voting At Annual, Special, and Ordinary General Meetings**

- a** The method of voting at all meetings of the Society must be on the voices, show of hands, or by poll if so demanded by any Ordinary or Associate Member.
- b** Each Ordinary or Associate member may have one vote.
- c** The Chairperson has at all meetings a deliberative vote and he or she may, in the case where the votes are equal, also have a casting vote.
- d** A declaration by the Chairperson of any meeting to the effect that any resolution submitted at such meeting has been carried, or been carried by a particular majority, or lost, and an entry to that effect is made in the minute book of the Society shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.
- e** The Chairperson of any Annual, Special, or Ordinary General Meeting of the Society must be the Chairperson of the National Executive Committee, or failing him or her the Deputy Chairperson, or failing him or her any member of the Society present at the meeting who is appointed by a majority of those members who are entitled to vote at the meeting.





## 20 National Executive Committee

- a The National Executive Committee must comprise the Chairperson, Deputy Chairperson, Honorary Treasurer, Honorary Secretary, Network Manager and not more than 10 other persons who are Ordinary or Associate member of the Society.
- b The National Executive Committee must meet at least once a year, immediately prior to the Annual General Meeting and at such other times as the Network Manager may require.
- c A quorum for meetings of the National Executive Committee must be not less than three members of this Committee for the time being, provided that if at any time there are less than the minimum number of members the remaining members of the National Executive Committee shall be entitled to act until the number of the National Executive Committee is restored to the minimum number, and no act or decision of the National Executive Committee shall be called into question on such account.
- d Each member of the National Executive Committee may have one vote at Executive meetings with the exception of the Chairperson who may have a second or casting vote in addition to a deliberative vote.
- e The Executive Committee has the power to fill any casual vacancy in its elected members and the person or persons so appointed must retire at the next Annual General Meeting of the Society, but may be eligible for election.
- f All reasonable travelling and accommodation expenses incurred by members of the National Executive Committee attending meetings of the Society and meetings of the Executive Committee may be borne by the Society.
- g Meetings of the National Executive Committee may be held by exchange of email messages. Any decisions made in this way shall be ratified at the next in-person meeting of the Executive Committee.
- h Ten or more members of the Society may requisition a Special General Meeting to consider a Motion of No Confidence in one or more members of the Executive Committee. If a Motion of No Confidence in the named member(s) is passed, their membership of the Executive Committee then immediately terminates.

## 21 Tenure of Office of National Executive Committee

The tenure of office of all members of the National Executive Committee terminates on the appointment of their successor or on their resignation. Any member of the National Executive Committee being absent for three consecutive meetings without leave of absence ceases to be a member of the Committee unless otherwise resolved by a majority of the Committee.



## 22 Functions of National Executive Committee

Subject to the directions of the Society in Annual, Special or Ordinary General Meetings, the policy of the Society must be as determined by the National Executive Committee. The management and control of the Society's affairs is vested in the National Executive Committee, which may exercise all powers and do all acts and things which may be done by the Society and which are not expressly directed or required to be exercised or done by it in Annual, Special and Ordinary General Meetings.

Without prejudice to the general powers of the National Executive Committee, it is hereby expressly directed that the National Executive Committee shall be entrusted with, and may exercise and perform all or any of the following powers and duties, so long as those powers and duties are consistent with the objectives of the Society set out in clause 5 of this Constitution.

- i To purchase or acquire for the Society any real or personal property or any rights or privileges at such consideration or price and general upon such terms and conditions as it thinks fit, and to give and execute mortgages over the lands and chattels purchased or acquired for the purchase money or any part thereof upon such terms and conditions as the National Executive Committee thinks fit.
- ii To purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the Society and to lease, to take as tenant or accept leases or tenancies of any chattels, land or tenements and to purchase, sell, lease or let chattels, lands or any interest therein for such consideration or price or for such term and upon such rental as the National Executive Committee thinks fit.
- iii To borrow or raise money upon mortgage of the real or personal property of the Society, or any of parts thereof, or upon debentures or mortgage debentures of the Society and to issue such debentures or to borrow money from bankers or other persons with or without security provided that any significant borrowings or mortgages must have the prior approval of a general meeting of the Society.
- iv To enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with the objectives of the Society.
- v To make provision for the signing or endorsing of cheques or other negotiable instruments on behalf of the Society and to open such bank accounts as the National Executive Committee may think fit.
- vi To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the objectives of the Society or for the purpose of furthering any of such objectives.
- vii 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 such investments.
- viii To exercise all rights, powers and duties which under this Constitution are required to be performed by the National Executive Committee.
- ix To engage, control and dismiss the Society's servants and paid officials and to exercise all such administrative power as may be necessary to affect its purpose.
- x To co-opt from time to time persons with special expertise to serve on the National Executive Committee or any Committee upon such conditions as the National Executive Committee may determine. The appointments of such persons must be reviewed annually at





the first Executive Committee Meeting following the Annual General Meeting.

- xi** To consult with professional people on any matter which the National Executive Committee thinks fit.
- xii** To do any other such things that in the opinion of the National Executive Committee are necessary to promote the objectives of the Society set out in clause 5 of this Constitution.

Nothing in the above powers entitles the Society to carry on activities for pecuniary gain except in accordance with the objectives of the Society set out in clause 5 of this Constitution, so long as these activities comply with section 5 of the incorporated Societies Act 1908.

## **23 Other Committees**

The Society or the National Executive Committee has the power to appoint the convener and members of such other committees as it may from time to time deem advisable and each such committee has such powers and duties as may be fixed by said appointment. Each committee may consist of such number of persons as may be appointed from time to time by the National Executive Committee. The members of each such committee serve at the pleasure of the Society or the National Executive Committee.

## **24 Sub-branches**

- a** The members of the Society in each region may form a regional branch of the Society hereinafter referred to as a sub-branch and each sub-branch must report to the Network Manager.
- b** Every member of a sub-branch must be a member of the Society.
- c** Every sub-branch must operate a part of the Society and may have only those powers and duties conferred on it for the time being by resolution the National Executive Committee.
- d** Any correspondence, documents, contracts or deeds entered into by any sub-branch must state the sub-branch's name in the following form –

NEW ZEALAND DYSTONIA PATIENT NETWORK Inc  
([*Region*] sub-branch)

## **25 Common Seal**

The Society must provide a Common Seal which must be in the custody of the Network Manager. The Seal must not be affixed to any instrument except in pursuance of a resolution of the National Executive Committee and or Society and in the presence of two members of the National Executive Committee.



## **26 Duties of Honorary Treasurer**

The Honorary Treasurer must have charge and custody of, and be responsible for, all funds and must deposit such funds in the Society name in such banks, trust companies or other securities as may be selected by the National Executive Committee and must render a statement of the condition of the finances to the National Executive Committee at all regular meetings and in general form must perform such other duties as the National Executive Committee may from time to time establish. All cheques must be signed by the Honorary Treasurer and countersigned by one other member of the National Executive Committee provided that no cheque for an amount greater than any limit resolved by the National Executive Committee may be signed without the express approval of the National Executive Committee. The Honorary Treasurer must furnish returns as required by Section 23 of the Incorporated Societies Act 1908.

## **27 Alterations to Constitution**

Any alteration, addition to, or revision of this Constitution must be made only by a resolution passed by a majority of representatives of members present and voting in the manner provided in clause 20 at the Annual General Meeting of the Society or at a Special General Meeting called for that purpose. Notice of motion for alteration, addition or revision must be given to the Network Manager not less than one calendar month prior to the Annual or Special General Meeting as the case may be. No alteration addition or revision of this Constitution may be made that in any way detracts from the charitable purposes of the Society. Any alteration, addition or revision of this Constitution must be immediately registered with the Registrar of Incorporated Societies.

## **28 General**

If a dispute arises at any time in respect of a matter which is not provided for in this Constitution or any doubt exists as to the interpretation of this Constitution or any other matter that arises pertaining to the Society, its property or interests, the dispute must be determined by the National Executive Committee whose decision must be conclusive and binding on all members unless revoked at a Special General Meeting held not later than the next Annual General Meeting.

## **29 Winding Up**

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

## **30 Disposal of Surplus Funds**

In the event of the winding up or dissolution of the Society, the property of the Society must, subject to the payment of its debts and liabilities, and costs and expenses of the winding up, be transferred to any charitable association within New Zealand that has similar objectives to the Society.

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