



Constitution of Age Concern Hauraki Coromandel Incorporated

1. Name

The name of this Society is Age Concern Hauraki Coromandel Incorporated (**Society**).

2. Defined terms and interpretation

2.1 In this Constitution:

Act means the Incorporated Societies Act 2022 (and any statutory modification or re-enactment) and including any regulations made pursuant thereto.

AGM or **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.

Annual Financial Statements means the annual financial statements of the Society prepared in accordance with the Act.

Approved Signatories means no less than two signatories from the Society's authorised signatories, one of whom must be either the Treasurer or the Secretary.

Board means the Board of the Society as set out in clause 8.

Board Member means a member of the Board.

Constitution means this Constitution.

Corporate Member means a corporate member as provided in clause 5.6.

Executive Officer' means a natural person who is a member of the Committee, and occupies a position in the Society that allows them to exercise significant influence over the management or administration of the Society, specifically Chairperson/President, Secretary, or Treasurer.

Financial Interest has the meaning provided in clauses 13.5 and 13.6.

Financial Year means 1st July to 30th June such other period as the Board may determine.

General Meeting means the AGM or any Special General Meeting.

Chairperson/President' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.

Incorporated Societies Register means the register of incorporated societies established under the Act.

Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

Interests Register' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

Matter' means—

1. the Society's performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a current member of the Society.

Members Register means the register of Members to be kept pursuant to clause 6.

Notice’ to Members includes any notice given by email, post, or courier.

Older People includes every person who in the opinion of the Society warrants consideration or support by virtue of the Purpose.

Purpose means the charitable purpose of the Society as provided in clause 3.1.

Registrar means the Registrar of Incorporated Societies under the Act.

Registered Office denotes the place from which the Society conducts its business and shall be at such place in New Zealand as the Board from time to time determines.

Society means this Society, Age Concern Hauraki Coromandel Incorporated.

Special General Meeting means all general meetings of Members other than an AGM.

Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

2.2 Interpretation

In the Constitution, unless the context otherwise requires:

- (a) the headings appear as a matter of convenience and are not to affect the construction of the Constitution;
- (b) in the absence of an express indication to the contrary, references to clauses are to clauses of the Constitution;
- (c) a reference to any statute, statutory regulation or other statutory instrument includes the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
- (d) the singular includes the plural and vice versa and one gender includes the other genders;
- (e) another grammatical form of a defined word or expression has a corresponding meaning;
- (f) the words “written” and “writing” include facsimile and electronic communications and any other means of communication resulting in permanent visible reproduction;
- (g) the word “person” includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality;
- (h) the words “day” and “days” mean calendar days; and

- (i) words or expressions defined in the Act have the same meaning where they are used in the Constitution.

3. Charitable status

- 3.1** The Society is registered as a charitable entity under the Charities Act 2005.

4. Purposes of the Society

- 4.1** The Purpose of the Society is to act for charitable purposes to benefit the community in the Thames Coromandel and Hauraki districts in Aotearoa New Zealand by working collaboratively with its Members to promote, support and enhance the quality of life, dignity, health, well-being and interests of Older People in the Thames Coromandel and Hauraki districts in Aotearoa New Zealand.
- 4.2** The Society will endeavour to ensure that its work in promoting the Purpose is consistent with the principles of Te Tiriti of Waitangi.
- 4.3** The Society aims to achieve the Purpose by:
 - (a) cooperating with other organisations having a similar Purpose; and
 - (b) doing all such things as are incidental or conducive to the attainment and furtherance of the Purpose and any other charitable purposes under New Zealand law, which the Society deems desirable.

5. Membership of the Society

- 5.1 Eligibility:** Subject to clauses 5.2 to 5.5, The **Society** shall maintain the minimum number of **Members** (10) required by the **Act**, and shall be open to all persons who support the Purposes.
- 5.2 Application:** All applications for Membership must be made in writing, together with any required Membership fee or subscription. Such application made by the applicant, or a person acting under the applicant's express or implied authority in accordance with this clause will be considered the applicants written consent to becoming a Member.
- 5.3 Acceptance:** The Board may, in their sole discretion, determine the acceptability of any application.
- 5.4 Life Membership:** Shall be restricted to such persons who from time to time are elected in General Meeting as Life Members. They shall enjoy the rights and privileges of Ordinary Members but shall not be liable to pay the Annual subscriptions.
- 5.5 Decision final:** Decisions of the Board in relation to Membership are final and cannot be challenged or appealed. Applicants are, however, permitted to re-apply from time to time.
- 5.6 Corporate Members:** Any corporate body (including, but not limited to, a company, club, society, trust or association) may become a Corporate Member and have the right to send a single individual to any function organised by the Society.
- 5.7 Elected Board Members:** Shall enjoy the rights and privileges of Ordinary Members but shall not be liable to pay the Annual subscriptions during the term of their appointment to the Board.
- 5.8 Paid staff of the Society:** shall enjoy the rights and privileges of Ordinary Members but

shall not be liable to pay the Annual subscriptions during the term of their employment with the Society.

6. Register of Members

- 6.1** The Society shall keep a register of Members containing the names, addresses and contact details of its Members, the category of membership and the date of admission to membership.
- 6.2** If a Member's details change, that Member will promptly give its new details to the Office. The Office must then update the Member's Register as soon as practicable.

7. Termination of membership

- 7.1 Resignation:** A Member may resign from the Society by notifying the Society to that effect. Every such notice shall unless otherwise expressed be deemed to take effect from the end of the financial year following receipt of the notice.
- 7.2 Overdue membership fee:** The Board may terminate the Member's membership by resolution of the Board if the Member has failed to pay its membership fee to the Society within 60 days of the due date for payment, with effect from the date specified in a resolution and when a Member's membership has been terminated, the Office shall promptly notify the former Member in writing.
- 7.3 Disrepute:** If, in the opinion of the Board, the Member has brought the Society into disrepute (including, but not limited to, the policies and activities of a Member being inconsistent with or not promoting the Purpose of this Society, the provisions of this Constitution or the Membership Standards), the Board may:
- (a) give written notice to that Member, requiring that Member to remedy the said breach or inconsistency within a timeframe set by the Board and specified in the notice; and
 - (b) if that Member fails to remedy the breach or inconsistency within the specified timeframe, the Board may, at any time thereafter in its absolute discretion so long as the breach subsists, terminate that Member's membership by resolution of the Board, with effect from the date specified in a resolution and when a Member's membership has been terminated, the Board shall promptly notify the former Member in writing.

8. The Board

- 8.1 Board:** The Society shall be governed by a Board.
- 8.2 Powers:** 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. The General Manager shall be the sole employee of the Board.

8.3 Functions

The Board's functions are to manage, direct or supervise the operation and affairs of the Society, including:

- (a) carrying out the Purposes, and using money or other assets to do that;
- (b) controlling and managing the Society's financial affairs, including meeting the

Board's record keeping and reporting obligations under the Act;

- (c) delegating powers and duties of the Board, where necessary or desirable;
- (d) ensuring that the Constitution is available to Members;
- (e) deciding the time and location of meetings;
- (f) setting the agenda for meetings.

8.4 Contact person: The Board shall have the power to appoint a Board member to the position of contact person and must ensure for the purposes of the Act, that Age Concern New Zealand has a contact person at all times. The contact person shall be the person whom the Registrar can contact when needed.

8.5 Qualification of Board Members: Every Board Member (must be a natural person who:

- (a) has consented in writing to be an officer of the Society; and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer under section 47(3) of the Act or section 16 of the Charities Act 2005.

8.6 Composition

- (a) The Board shall be no fewer than three and no more than eight persons, who are not precluded by any relevant legislation from being a Board Member, and will include a Chair, Deputy Chair and Treasurer.
- (b) A majority of the Board Members must be made up of either or both of Members and representatives of bodies corporate that are Members.

8.7 Election of Board Members

- (a) No Member may be elected as a Board Member unless:
 - (i) that person has been nominated in writing to the Board by a current Member who will be entitled to attend and vote at the AGM, and that nominated person has given his or her consent to such nomination;
 - (ii) that Member is a current member of the Society; and
- (b) The closing date for nominations is 10 days prior to the AGM.
- (c) If nominations received do not exceed the vacancies for Board Members, the persons so nominated shall be declared elected at the AGM.
- (d) If there are insufficient nominations for the Board or any office holders, nominations may not be received from the floor at the AGM.
- (e) Subject to clause 8.7(f), the Board Members shall be elected at each AGM.
- (f) The Board Members shall elect from among the elected Board Members, a Chair, Deputy Chair and Treasurer as soon as reasonably practicable.

8.8 Term: Board Members shall be elected for a 2 year term expiring at the end of the relevant AGM, subject to clause 8.9, and shall be eligible for re-election in accordance

with clause 8.7.

- 8.9 Removal:** A Board Member may be removed either by a majority resolution of the Board or by a majority resolution of the Members passed at a General Meeting.
- 8.10 Removal from office** Any Board Member shall be deemed to vacate office immediately if that Board Member resigns (by notice in writing to the Board), is removed, dies, or otherwise vacates office in accordance with section 50(1) of the Act.
- 8.11 Casual Vacancy:** Where a Board Member resigns from office before the end of their term, or is removed from office in accordance with clause 8.9, or otherwise ceases to be a Board Member, then the Board Members, may, by majority resolution appoint another person to hold the vacated position until the next AGM.
- 8.12 Co-option:** Subject to clause 8.5, the Board may co-opt one or more persons to be an additional Board Member but the persons so co-opted shall retire at the next AGM but will be eligible for election at that AGM.
- 8.13 Continuance of existing Members:** The persons who are Board Members as at the date of adoption of the Constitution, shall be deemed to be the Board Members under the Constitution until the end of the next AGM following registration of the Constitution with the Registrar.

9. Officers of the Society

9.1 Duties of Chair: The Chair shall:

- (a) preside over AGMs and Special General Meetings and meetings of the Board;
- (b) provide an annual report on the operations of the Society to present to the Members at the AGM outlining the Society's activities since the previous AGM; and
- (c) ensure the affairs of the Society are properly conducted.

9.2 Casting Vote: The Chair will have a casting vote on any issue on any matter put to the Board for resolution.

9.3 Deputy Chair: In the event that the Chair is absent from a Board Meeting or AGM, the Board will appoint a Deputy Chair, who has the same powers and duties as the Chair.

9.4 Treasurer: The same person may be both the Deputy Chair and the Treasurer.

9.5 Office Vacant: Should any office of Deputy Chair or Treasurer become vacant, the position will be filled by the Board at the next Board Meeting.

10. Control and management of finances, auditor and annual return

10.1 Use of and control over Society's Funds

- (a) Any income, benefit or advantage must be used to advance the charitable Purpose of the Society as the Board decides.
- (b) Any payment made by the Society must be made or approved by the Approved Signatories.

- 10.2 Accounting records:** The Board must ensure that at all times accounting records are kept in accordance with and as required by the Act.
- 10.3 Financial reporting:** The Board shall ensure that annual financial statements are prepared and registered in accordance with the Act and all other regulatory requirements.
- 10.4 Auditor:** If required by the Act, or required by the Board or the Members, the Society shall have an auditor and at each AGM shall approve the appointment and remuneration of the auditor.
- 10.5 Annual Return:** The Board shall ensure that an annual return is given to the Registrar for registration in accordance with the Act.

11. Meetings of the Board

- 11.1 Number of meetings:** The Board shall meet as often as required to effectively carry out the functions and duties of the Society. Meetings shall be called by the Chair with no less than five (5) days' notice. The Chair shall at the same time distribute an agenda. Meetings may be held in person or by teleconference or by audio visual or electronic communications or other means by which those participating may hear each other simultaneously if permitted by the Board.
- 11.2 Quorum:** A quorum of the Board shall be a majority of the Board Members.
- 11.3 Majority required:** Resolutions at Board meetings will be passed by a simple majority, subject to clause 9.2.
- 11.4 Resolution in writing:** A resolution in writing agreed to by all Board Members for the time being entitled to receive notice of a meeting of the Board shall be valid and effectual as if it had been passed at a meeting of the Board properly convened and held. Any such resolution may consist of:
- (a) several documents in similar form each signed by one or more Board Members; or
 - (b) several emails in similar form each sent or transmitted by a separate Board Member.

12. Board Committees

- 12.1 Appointment:** The Board may appoint Board Committees consisting of such persons (whether or not Members) and for such purposes as it thinks fit.
- 12.2 Procedure:** Unless otherwise resolved by the Board:
- (a) meetings of a Board Committee may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
 - (b) the quorum of every Board Committee is half the members of the Board Committee with fractions to be rounded up;
 - (c) the Board Committee shall have power to co-opt additional members to the extent the Board Committee resolves that it is necessary to fulfil the applicable purpose of the Board Committee's formation;
 - (d) no Board Committee shall have the authority to commit the Society to any

obligation or financial expenditure without express written authority from the Board; and

- (e) no Board Committee may delegate any of its powers or responsibilities.

12.3 Resolution in writing: A resolution in writing agreed to by all members of the Board Committee for the time being entitled to receive notice of a meeting of the Board Committee shall be valid and effectual as if it had been passed at a meeting of the Board Committee properly convened and held. Any such resolution may consist of:

- (a) several documents in similar form each signed by one or more members of the Board Committee; or
- (b) several emails in similar form each sent or transmitted by a separate member of the Board Committee.

13. Conflicts of interest

13.1 Interested party: Any Board Member who has a Financial Interest (**Interested Party**) in a matter being considered by or affecting the Society must, as soon as practicably possible after he or she becomes aware of his or her Financial Interest in the matter, disclose the nature and extent of his or her Financial Interest to the Board.

13.2 Voting and participation: Where an Interested Party has disclosed a Financial Interest in a matter:

- (a) he or she must not vote in any decision on that matter, however the Interested Party can be present at the time of the decision and can contribute to the discussion leading to the decision; but
- (b) the Board may, where it considers it appropriate, exclude the Interested Party from any further discussion or involvement with that matter.

13.3 Part of quorum: An Interested Party who is prevented from voting on a matter because he or she has a Financial Interest in that matter may continue to be counted as part of the quorum.

13.4 General meeting requirement: Where 50 per cent or more of the Board Members who would form a quorum are prevented from voting on the matter because they have disclosed a Financial Interest, then the Board Members must call a Special General Meeting to determine the matter.

13.5 Definition of Financial Interest: An Board Member has a Financial Interest in a matter if he or she:

- (a) may derive a financial benefit from the matter;
- (b) is the spouse, partner, child, or parent or relative of a person who may derive a financial benefit from the matter;
- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

13.6 Exclusions: The following interests are excluded from the definition of Financial Interest:

- (a) remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the Board Member when carrying out their responsibilities;
- (b) an interest that the Board Member has in common with other Members of the Society as a result of Membership; and
- (c) receipt of an indemnity, insurance cover, remuneration, or other benefits authorised by statute.

14. Information

14.1 Request for information: A Member may at any time make a written request to the Society for information held by the Society, such request to specify the information sought in sufficient detail to enable it to be identified. The obligations of the Society to provide the information are set out in the Act.

14.2 Fee: The Board may, at their sole discretion, request the Member to pay a fee to cover the cost of providing the Member with the information.

15. Subscriptions

15.1 Annual subscription: The membership fees shall be set by the Board from time to time. Any change to the fee shall be advised to Members at the next Annual General Meeting.

15.2 Unfinancial Member: A Member will be deemed unfinancial if the annual subscription is not paid within 60 days of the annual subscription falling due and shall (without being released by the Board from the obligation of payment) not be entitled to vote at any General Meetings, until all the arrears are paid.

16. Dispute resolution procedure: If there is any dispute or complaint (each as defined in the Act) the dispute or complaint will be referred to the dispute resolution process set out in Schedule 2 of the Act.

17. General Meetings

17.1 Attendance: A General Meeting may be held by a meeting of Members together at the time and place appointed by the Board or by means of audio, audio and visual, electronic or any other form of communication permitted by the Board in its discretion. A Member participating in a General Meeting by any of these methods shall be deemed to be present and in attendance.

17.2 Notice of General Meetings: The Board will give at least 14 days' notice to Members informing them of the date, time and place of a General Meeting and the business to be conducted including an agenda. The Board may propose motions for the Society to vote on which shall be notified to Members with the notice of the General Meeting. A General Meeting or related procedure undertaken pursuant to this Constitution shall not be invalidated only by an accidental omission or irregularity of form (including, but not limited to, the form of any notice or the non-receipt by any person of that notice).

17.3 Entitlement to vote: All Members shall be entitled to attend and vote at a General Meeting.

17.4 Casting of Votes: Votes may be cast by the Member themselves (including if permitted by the Board, by post, electronic or by a signed proxy in favour of some individual entitled to be present at the meeting and received by the Office not less than 48 hours before the

commencement of the General Meeting). No other proxy voting shall be permitted.

- 17.5 Voting:** Resolutions put to the vote at a General Meeting shall be decided by a show of hands, or if permitted by the Board an equivalent electronic process, of those Members eligible to vote (and including votes cast by post or electronic means if permitted by the Board). Each Member shall have one vote (and the chair of the meeting a casting vote). Except where otherwise provided in the Constitution, a simple majority shall pass a resolution. A poll may be demanded by the chair of the meeting or at least three Members present and, if so, shall be taken in such a manner as the chair directs. The passing of written resolutions in lieu of a General Meeting is not permitted.
- 17.6 Postponement:** A General Meeting may be postponed or adjourned at the discretion of the chair of the meeting (or by an ordinary resolution passed by Members to that effect). Notice of the resumed meeting shall be given in accordance with this Constitution. Upon the resumption no new business shall be transacted.
- 17.7 Quorum:** No business shall be conducted at a General Meeting unless a quorum is present. A quorum is no fewer than 8 Members who are entitled to vote at the meeting and who are present (and if permitted by the Board, those who are present by post, electronic, or other means permitted by the Board). If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned to the same day the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present shall be a quorum.
- 17.8 Minutes:** The Chair must ensure that minutes are taken of all General Meetings.
- 18. Annual General Meetings**
- 18.1 Timing:** Subject to the Act, the Annual General Meeting shall be held as soon as is practical but no later than 6 months after the end of the Financial Year, and not more than 15 months after the last AGM. The Board will determine when and where Member's will meet within those dates.
- 18.2 Business:** The information to be presented at the AGM shall include:
- (a) the election of the Board as provided in clause 8;
 - (b) the consideration of the annual report of the Board on the operation and affairs of the Society during the preceding Financial Year, which shall be presented by the Chair at the AGM;
 - (c) the consideration and approval of the Annual Financial Statements, which shall be presented by the Treasurer at the AGM;
 - (d) the appointment of the auditor if required as provided in clause 10.4;
 - (e) deciding on any resolution which may be duly submitted to the meeting which is either put forward by the Board or of which notice in writing has been lodged by any Member with the Chair not less than 14 days before the date of the meeting; and
 - (f) any other business or matter which the Board decides to bring before the Members.

19. Special General Meetings

- (a) The Board may, whenever it thinks necessary or desirable, or shall within 14 days of receiving the written request of at least 10 Members to the Board, give notice of a Special General Meeting.
- (b) No business other than that stated in the notice of Special General Meeting shall be transacted or considered at the meeting.

20. Constitution

20.1 Amendment

- (a) Subject to the Act, this Constitution may only be amended by a resolution passed by a 75% or greater majority of Members present and entitled to vote at and voting at a General Meeting of the Society and of which at least 14 days' notice has been given specifying the proposed amendment. If any such resolution is passed, then the Board shall file, or cause to be filed, the amendment with the Registrar in accordance with the Act.
- (b) Minor or technical amendments to the Constitution may be made by the Board in accordance with and subject to the Act, and written notice of any such amendment must be sent to every Member within 14 days after the date of the Board resolving to make the amendment.
- (c) No addition to or alteration or rescission of the Constitution shall be allowed that, in the opinion of the Board may be detrimental to the Society's charitable status.
- (d) If the Society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

20.2 Decision to liquidate or remove from Register: At a General Meeting (of which, for the purposes of section 228 of the Act, notice is given in accordance with clause 17.2) the decision may be taken by resolution passed by 75% or greater majority of those present and entitled to vote to liquidate the Society, or remove it from the Incorporated Societies Register, and that decision shall be effective from the date of that resolution.

20.3 Distribution of surplus assets: 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 another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.