

# **The Auckland District Kidney Society Incorporated**

## **THE CONSTITUTION AND RULES OF A SOCIETY INCORPORATED AS A CHARITABLE TRUST BOARD UNDER THE CHARITABLE TRUSTS ACT 1957**

With amendments dated 30 October 2007 and 7 April 2008

Certificate of Incorporation No. A.1980/15,  
Companies Register No. 211590

### 1) NAME

The name of the Society is: THE AUCKLAND DISTRICT KIDNEY SOCIETY (INCORPORATED). The Society is incorporated as a Board under the provisions of the CHARITABLE TRUSTS ACT, 1957.

2) This Constitution and these Rules cancel and supersede those last amended by the Society at its annual general meeting held on the 26<sup>th</sup> day of August 2001.

### 3) OBJECT

The object of the Society is to promote the welfare of persons who have contracted chronic renal failure (hereinafter called "patients"), firstly in the region covered by the regional renal services in Auckland and Northland, and secondly, where appropriate, in the whole of New Zealand. This object is to be interpreted in the widest possible manner, with emphasis on the following:

- a) promoting mutual help and encouragement among patients and their families.
- b) representing and promoting the interests of patients in dealing with local or government authorities.
- c) promoting public awareness of the problems of chronic renal failure.
- d) maintaining good relationships and promoting co-operation with medical and renal staff generally in the interests of patients.
- e) (amended 7 April 2008) raising funds as required to finance the projects and needs of the Society and to invite and receive contributions by way of subscriptions, donations or otherwise, and to engage in such commercial activities as are considered appropriate by the Society in order to sustain and further the operations of the Society, provided that:
  - i) Any income, benefit or advantage must be used to advance the charitable purposes of the Society, provided however that nothing in this constitution shall prevent the payment in good faith of remuneration to any officer or employee or the Society, or to any member of the Society, in return for any services actually rendered to the Society.
  - ii) No member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
  - iii) Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
  - iv) Subject to these provisions the Society shall be entitled:
    - a) To pay reasonable and proper remuneration to any member of the Society for services actually rendered to the Society.
    - b) To pay interest at a rate not exceeding the commercial rate on money lent to the Society by any member of the Society.
    - c) To pay rent not exceeding open market rent for premises let to the Society by any member of the Society.
    - d) To purchase assets from, or sell assets to, any member of the Society providing such purchase or sale is at market value.

The provisions and effects of this clause shall not be removed from this document and shall be included and implied in any document replacing this document."

- f) The activities of the Society should be limited only by:
  - i) the provisions of the Charitable Trusts Act 1957.
  - ii) any amendments to this Constitution made according to Clause 14 thereof.
  - iii) the availability of funds.

#### 4) MEMBERSHIP

- a) Any person who has contracted chronic renal failure and any other person interested in patients' welfare may, subject to the approval of the Executive Committee, become a Member of the Society by payment of the current subscription.
- b) Every application for membership shall be considered to have been accepted unless advice is received in writing from the Executive Committee to the contrary.
- c) The Society may elect to Life Membership without payment of further subscriptions any person who has rendered extraordinary service to the Society and who has been recommended for Life Membership by resolution of the Executive Committee.
- d) The Committee may admit to Honorary Membership on an annual basis without payment of subscriptions any persons who in its opinion have rendered or shall be capable of rendering special service to the Society.
- e) Subscriptions are payable in January each year. The amount of the annual subscription will be as set by Members in general meeting from time to time.
- f) Membership of the Society shall be cancelled if a Member's subscriptions are in arrears for more than one year.
- g) A Member may resign from membership by writing to the Secretary at the Society's postal address.
- h) Upon cancellation or resignation subscriptions accrued including the current year are still payable.
- i) The Executive Committee may by resolution suspend or expel any Member for any reason it considers fit, provided however that such Member may within one month request an appeal to be heard by the Honorary Solicitor whose decision will be final.
- j) Members who have resigned or whose membership has been cancelled may reapply for membership of the Society, but they will not be eligible for membership concessions for the first twelve months after rejoining.
- k) Membership concessions will apply only to Members who are patients in the region covered by the regional renal services in Auckland and Northland, or who receive their treatment through hospitals in that region and whose subscriptions are current.

#### 5) ANNUAL GENERAL MEETING

The Annual General Meeting shall be held within four calendar months after the end of the immediately preceding financial year, for the following purposes:

- a) to receive and approve the Executive Committee's Annual Report and audited Balance Sheet and Statement for the preceding year.
- b) to decide on any resolution which may be duly submitted to the meeting.
- c) if considered desirable, to invite a person (recommended by the Executive Committee) to be Patron of the Society.
- d) (amended 30 October 2007)

to elect the following:

an Executive Committee consisting of no less than five and no more than nine Executive Committee members, who must all be current financial members of the Society.

At least two Executive Committee positions shall be available for election at each Annual General Meeting, if necessary through retirement of Executive Committee members by lot or by rotation which the Executive Committee shall decide.

(New clause))

Only people who have completed the nominating procedure described in clause 10.f) are eligible for election at the Annual General Meeting. Nominations from the floor will be referred to the Nominating Committee for their consideration and the Executive Committee may co-opt or appoint successful candidates as described in clauses 10.d) and f).

The process for selecting the candidates who will be put forward for election at the Annual General Meeting is as set out in the Nominating Procedure (clause 10.f).

At the Executive Committee's first meeting after its election it shall appoint:

- I. a Chairperson, who may not be a current employee of or contractor to the Society.
- II. a Secretary and a Treasurer, or, should the Executive Committee so decide, a Secretary/Treasurer. The position(s) of Secretary and/or Treasurer may, at the discretion of the Executive Committee, be held by a current employee of the Society.

(new clause)

- III. A nominating committee consisting of at least two experienced sitting and/or retired committee members.

All members of the Executive Committee shall hold office until retirement, or removal from office by election of successors or otherwise and all retiring members shall be eligible for re-election. At all times the majority of the Executive Committee shall be patients (or parents or partners of patients).

#### 6) ORDINARY GENERAL MEETINGS

The Chairperson or in his/her absence or inability any other Member of the Executive Committee may at any time call an Ordinary General Meeting. He/she shall also do so forthwith on the request in writing of any fifteen Members stating the purpose for which the meeting is required.

#### 7) SPECIAL GENERAL MEETINGS

The Chairperson or in his/her absence or inability any other Member of the Executive Committee may at any time for any special purpose call a Special General Meeting. He/she shall also do so forthwith on the request of any fifteen Members stating the special purpose for which the meeting is required. No business other than that of which notice has been given shall be brought forward at such meeting.

#### 8) NOTICE OF MEETINGS

The Chairperson or in his/her absence or inability the Executive Committee shall decide on the date, time and place for each Annual or other General Meeting. Twenty clear days before the Annual General Meeting and seven clear days before any other General Meeting a notice thereof shall be sent to every Member at his/her last known address.

In the case of the Annual General Meeting, copies of the Committee Report and the Financial Statements shall be available at the Annual General Meeting and afterwards to Members on request.

#### 9) VOTING

a) AI all General Meetings the Chairperson and in his/her absence or inability his Deputy or other Executive Committee Member shall take the chair and every financial Member shall be entitled on every motion to one vote exercised in person or by proxy in writing and in the case of equality of votes the Chairperson shall have a casting as well as a deliberative vote.

b) At all General Meetings ten Members shall form a quorum.

10) DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE (replaced 30 October 2007)

- a) IT shall be the duty of the Executive Committee to conduct the affairs of the Society in a prudent, ethical and law abiding manner according to the objects set out in this Constitution; to keep usual and proper books of accounts and other records of the business of the Society; to notify Members of intended meetings; to select and screen potential executive committee members according to the Nominating Procedure in clause 10.f and to prepare and submit to the Annual General Meeting a Report, Balance Sheet and Statement of Accounts for the preceding year. The financial year will run from the 1st of July to the 30th of June.
- b) Meetings of the Executive Committee shall be convened at such times and places as the Chairperson or in the case of his/her absence or inability the Secretary shall decide, and five shall form a quorum.
- c) The Executive Committee may appoint a Sub-Committee consisting of one Executive Committee Member and ordinary Members as appropriate to make recommendations to the Executive Committee. A Sub-committee shall not engage in any activities other than those approved by the Executive Committee.
- d) The Executive Committee shall have power to co-opt or appoint a Member who has successfully completed the nominating procedure (clause 10.f) to fill any casual vacancy on the Executive Committee and any such Member shall retire at the next Annual General Meeting.
- e) The Executive Committee may by majority rule remove from office a Member of that Executive Committee where in its opinion the activities of such Member are obstructing the functioning of the Executive Committee. A Member so removed has a remedy to request a Special General Meeting as in Clause 7.
- f) Nominating Procedure
  - I. No less than three months before the intended date of the Annual General Meeting a notice will be placed in the Society's newsletter inviting people to seek nomination to the Executive Committee. Nominations will close four weeks before the date of the Annual General Meeting.
  - II. All respondents will be sent an application form and a candidate
  - III. information pack.
  - IV. Every applicant will be reviewed in the first instance by the Nominating Committee who will determine their suitability as member of the Executive and in particular whether they qualify as an officer under the Charities Act 2005.
  - V. Upon the recommendation of the Nominating Committee candidates will be invited to attend an Executive Committee Meeting and meet the full Executive who will provide the Nominating Committee with an opinion regarding the candidate's nomination.
  - VI. The Nominating Committee will then ascertain the applicant's availability for nomination and draw up a list of nominees to present to Members at the Annual General Meeting.
- g) No officer or Member of the Executive Committee shall be liable for the acts or defaults of any other officer or member of the Executive Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence. The officers or members of the Executive Committee shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

11) COMMON SEAL

The Common Seal of the Society shall be that approved by the Executive Committee who shall be responsible for the safe custody and control thereof. The seal shall be affixed to any instrument by resolution of the Executive Committee.

12) FUNDS

- a) The Executive Committee shall be responsible for the control and investment of the funds of the Society. All monies received shall be banked in such registered banks or other financial institutions as the Executive Committee determines. All cheques shall be signed and all other

payment authorities shall be actioned in such manner and by such persons as the Executive Committee determines.

- b) The Society may invest and re-invest in such securities and upon such terms as it shall think fit the whole or any part of its funds which shall not be required for the immediate business of the Society.
- c) The Society may borrow or raise money by the issue of debentures, bonds, mortgages or any other securities founded or based on all or any of the property and/or rights of the Society, or without any such security and upon any such terms as to priority and otherwise as the Society shall think fit. Other than to arrange bank overdrafts to manage day to day cash flow, the powers of so borrowing or raising money including the sale of real estate property shall not be exercised except pursuant to a resolution of the Society passed by a three-fourths' majority in General Meeting.

### 13) WINDING UP

In the event of the Society being wound up the property of the Society shall be sold and the balance after payment of its debts shall be disposed of as directed by the Court under the provisions of Section 27 of the Act.

### 14) ALTERATIONS TO CONSTITUTION

- a. These Rules may be added to, cancelled or amended by resolution passed by a three-fourths' majority at General Meeting. The notice for this meeting shall include the proposed alterations and its purpose.
- b. Duplicate copies of every alteration shall forthwith be delivered through the Honorary Solicitor to the Registrar in accordance with the requirements of the Act.

### 15) REGISTERED OFFICE

The Registered Office of the Society shall be 5 Swaffield Road, Papatoetoe. Due notice of every change of the place of the Registered Office shall be given to the Registrar.

### 16) DEFINITIONS

In these Rules except where a different intention appears:

"Act" means the Charitable Trusts Act 1957

"Society" means the Auckland District Kidney Society incorporated under these rules

"Chairperson", "Deputy Chairperson", "Secretary", "Treasurer" and "Executive Committee Member" mean respectively the Chairperson, Deputy Chairperson, Secretary, Treasurer and Executive Committee Member of the Society.

"Member" means a Member of the Society.

"Meeting" means a meeting of the Society.

- 17) WE HEREBY CERTIFY that the foregoing Rules were adopted as the Constitution and Rules of the Auckland District Kidney Society presently incorporated under the provision of the Charitable Trusts Act 1957, by Resolution duly passed at a properly constituted and notified General Meeting of the Society held at Auckland on the thirty first day of August 2004.

Amended at the Annual General Meeting held on 30 October 2007 and the General Meeting held on 7 April 2008

Signed) M Purchase  
Chairperson

(Signed) N van der Schrieck  
Secretary