

**CONSTITUTION OF CEREBRAL PALSY SOCIETY  
OF NEW ZEALAND INCORPORATED**

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# Constitution Of Cerebral Palsy Society Of New Zealand Incorporated

## Section 1 – Name, Objects and Particulars

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### 1. Name

- 1.1 The name of the Society is the 'Cerebral Palsy Society of New Zealand Incorporated' (the "Society").

### 2. Objects and Powers

#### Objects of the Society

- 2.1 The objects of the Society are:
- a. To enhance the lives and well-being of people with Cerebral Palsy in New Zealand.
  - b. To promote the interests of people with Cerebral Palsy through individual and collective advocacy.
  - c. To provide such physical, social, emotional, educational and recreational activities and endeavours which enhance the lives and well-being of people with Cerebral Palsy in New Zealand.
  - d. To encourage and support study and research programmes undertaken to improve the lives of people with Cerebral Palsy.
  - e. To support and promote the well-being of families of people with Cerebral Palsy, in their support of the person with Cerebral Palsy
  - f. To do all such charitable acts, matters and things as in the opinion of the Society may be incidental or conducive to the furtherance of the foregoing objects.

PROVIDED that the objects of the Society are carried out and implemented exclusively in New Zealand at all times.

#### Powers of the Society

- 2.2 In addition to its statutory powers, the Society has the widest possible powers to do all things as are expedient in furthering or carrying out its objects and, without limitation:
- a. May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as **may** seem expedient.
  - b. May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further carry out its objects as may seem expedient.

#### No private pecuniary profit

- 2.3 None of the capital or income of the Society will be paid or transferred directly or indirectly by way of distribution or otherwise for the private pecuniary profit of any individual.

### 3. Particulars

- 3.1 The following terms have the meanings given to them where the context permits:

<b>Term</b>	<b>Meaning</b>
Board:	An executive Board comprising: <ol style="list-style-type: none"> <li>a. The President.</li> <li>b. The Vice President.</li> <li>c. The Secretary (who may also be the Treasurer).</li> <li>d. 6 other Board members.</li> <li>e. The General Manager of the Society (ex officio but with no voting rights)</li> </ol>
Cheque Signatories:	Any 2 members of the Board or any 1 member of the Board and an authorised signatory as authorised by the Board from time to time.
Common Seal Signatories:	Either the President, Vice President, Secretary/ Treasurer and 1 other Board member.
Financial Year:	The year ending on 30 June or such other date as determined by the Board.
Membership Year	1 <sup>st</sup> July to 30 <sup>th</sup> June
Membership Fee:	The annual fee set in accordance with clause 10.
Quorum for Board Meetings:	5 members of the Board.
Quorum for Members' Meetings:	10 Members.
Society's Address:	14 Erson Avenue, Royal Oak, Auckland or such other place as the Society shall from time to time determine in accordance with section 18.
Subscription Date:	30 <sup>th</sup> September

## **Section 2 – Membership**

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### **4. Classes of membership**

- 4.1 The Membership of the Society is divided into various classes as described in clauses 5 through 7.
- 4.2 A person may only belong to one class of Membership at any given time.

### **5. Members**

- 5.1 Any person may apply for membership and on payment of the appropriate subscription, will have their application considered by the Board. The Board in its sole discretion will decide whether or not to accept, defer or decline any application for membership and may set the criteria for approving membership from time to time.

5.2 The Society must keep a register of its Members in accordance with section 22 of the Act. The register must contain the names and addresses of the Members, and the dates when they became Members.

## 6. Life members

### Election of life members

6.1 Any Member may be nominated as a Life Member by the Board in recognition of services rendered to the Society.

6.2 The nomination must be approved by special resolution at a meeting of Members.

### Privileges of life members

6.3 Life Members need not pay any Membership Fee.

6.4 Subject to clause 6.3, Life Members will enjoy all the rights and privileges of membership and are included in the term "Members" for the purposes of these Rules.

## 7. Family Members

7.1 A family may join as a Family Member. Subject to section 31 of the Act, a Family Member will be 1 Member.

## 8. Meetings of Members

### Notice of meetings

8.1 Every Member must be sent written notice of the time and place of each meeting of Members.

a. The Board shall determine the time and place of the Annual General Meeting.

b. All general meetings of members other than the Annual General Meeting are Special Meetings.

c. A Special Meeting shall be convened by the Secretary within 20 Working Days of receiving a written requisition from:

i. the Board; or

ii. any 5 financial Members.

A written requisition for a Special Meeting must state the resolutions to be put to the meeting.

8.2 This notice must be sent at least 12 Working Days before an Annual General Meeting and at least 10 Working days before a Special Meeting.

### Contents of notice

8.3 Each notice must include:

a. an agenda for the meeting; and

b. the text for any special resolution to be put to the meeting.

### Omission to send notice

8.4 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by any Member will not invalidate the proceedings at that meeting.

**Chairperson**

- 8.5 The President will chair all meetings of Members.
- 8.6 If the President is not present within 15 minutes of the start time, the Vice President will chair the meeting.
- 8.7 If neither the President nor the Vice President is present at the meeting within 15 minutes of the start time, those present may elect a chairperson (who must be a Board member) for that meeting.

**Quorum**

- 8.8 Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.
- 8.9 If a quorum is not present within 30 minutes of the start time for the meeting, the meeting will be adjourned to:
- a. the same day in the following week at the same time and place; or
  - b. to a date (at least 5 Working Days later) and at a time and place all fixed by those Members who are present.

If a quorum is not present for the adjourned meeting within 30 minutes of the start time, the Members present will be a quorum.

**Adjournments**

- 8.10 The chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.11 The chairperson must adjourn the meeting as above if directed to do so by the meeting.

**Voting**

- 8.12 Voting at each meeting of Members will be by:
- a. voting by voice; or
  - b. voting by show of hands; or
  - c. any other method as determined by the Board from time to time.

The chairperson will decide which method is used.

- 8.13 A declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 8.14 The chairperson of each meeting will be entitled to a second or casting vote.
- 8.15 Subject to these Rules every other Member present has 1 vote.

**Decisions**

- 8.16 All decisions of Members' meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

**Proxies**

- 8.17 A Member may appoint another Member as a proxy to vote on behalf of the Member at a meeting of Members.
- 8.18 The appointment must be in writing and received by the Secretary at least 48 hours before the start time for the meeting.
- 8.19 The appointment may require the proxy to vote in the manner specified in the appointment.
- 8.20 A Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

#### **Postal ballot**

- 8.21 The Board may seek any resolution of Members by postal ballot.
- 8.22 The rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.
- 8.23 The Board must make sure that Members are fully informed of all relevant issues relating to a postal ballot.
- 8.24 The Board may otherwise decide how to conduct a postal ballot.

#### **Minutes**

- 8.25 Minutes must be kept of all proceedings at all Members' meetings.

#### **Other proceedings**

- 8.26 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

#### **Procedural omissions**

- 8.27 The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

### **9. Annual General Meeting**

- 9.1 An annual meeting of Members should be held every year (the "Annual General Meeting") prior to 31 October each year.
- 9.2 The following business will be considered at the Annual General Meeting:
  - a. Receipt from the Board of a report, balance sheet and statement of accounts for the preceding year.
  - b. The election of the Board.
  - c. The appointment of an auditor.
  - d. The fixing of the Membership Fee for the coming year.
  - e. Consideration of any proposed resolution of Members which must have been received by the Secretary in writing at least 20 Working Days before the date of the meeting .
- 9.3 Failure to hold the Annual General Meeting prior to 31 October will not invalidate the proceedings of an Annual General Meeting which is held after 31 October.

## 10. **Membership Fees**

### **Amount of membership fee**

- 10.1 An annual Membership Fee will be fixed from time to time by the Members at the Annual General Meeting.

### **Family members**

- 10.2 The Members may fix different Membership Fees for family Members.

### **Payment of membership fee**

- a. Membership Fees must be paid by the Subscription Date each year.
- b. New members joining after the 31<sup>st</sup> March in one year will have their membership extended through to the 30<sup>th</sup> of June of the following year.

### **Loss of rights**

- 10.3 No person, whose Membership Fee is due and not paid, may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

## 11. **Termination of Membership**

### **Preliminary decision to remove member**

- 11.1 The Board may decide to consider ending the membership of any Member:
- a. if any payment due by the Member to the Society is overdue; or
  - b. if the Member fails to observe these Rules or any regulations made under these Rules; or
  - c. if the Board considers that the conduct of the Member is contrary to the interests of the Society or has adversely affected the reputation of the Society. For the purposes of this sub clause (c), the Board may, from time to time, set the criteria in terms of conduct that will be considered contrary to the interests of the Society and grounds for terminating the membership of any Member.

### **Notice to member**

- 11.2 The Board must, where clause 11.1 b or c apply:
- a. Give the Member written notice of its decision and the reasons for it.
  - b. Allow the Member a reasonable time, but in any event no more than 60 days from the date of written notice, to remedy any default which can be remedied.
  - c. Give the Member a reasonable time, but in any event no more than 60 days from the date of written notice, an opportunity to explain his or her actions.
  - d. Should the Member fail to take action within 60 days of the written notice then clause 11.4.b shall apply.

### **Member's right to explain**

- 11.3 The Member may explain his or her actions:
- a. By letter to the Board.

- b. In person before the Board either with or without a representative.
- c. By a representative who appears before the Board.

#### **Removal of member**

- 11.4 The Board may by special resolution decide to terminate the Member's membership if:
- a. the default cannot be remedied or is not remedied within the time allowed by the Board; and
  - b. the Member does not offer an explanation within the time allowed; or
  - c. the Board does not accept the Member's explanation.

The Board must then give written notice of termination to the Member.

#### **Resignation of members**

- 11.5 A Member may resign from the Society by giving at least 15 Working Days prior written notice to the Secretary.
- 11.6 The Board may decline to accept the resignation of a Member until all moneys due by the Member to the Society have been paid.
- 11.7 Acceptance of a resignation will not limit the operation of the following rule.

#### **Consequences of termination of membership**

- 11.8 A person who ceases to be a Member for any reason:
- a. will still be liable to the Society for payment of all moneys which are due for payment before his or her membership ends; and
  - b. must immediately return to the Secretary all the Society's property which is in the person's possession or control; and
  - c. must not hold himself or herself out in the future as a Member of the Society.

### **Section 3 – Board**

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#### **12. Election of Board**

##### **Election**

- 12.1 The Board (including the offices of the President, Vice President and Secretary/Treasurer) will be elected each year at the Annual General Meeting. Vacancies on the Board (including the offices of the President, Vice President and Secretary/Treasurer) may be filled by the Board (subject to clause 12.2.d), such appointees will hold office until the next Annual General Meeting.

##### **Nomination for Board**

- 12.2 Subject to Rule 12.1, nominations for the Board (including the offices of the President, Vice President and Secretary/Treasurer) must :
- a. Be in writing; and

- b. Be signed by the nominee (who must be a Member of the Society) and two Members as proposer and seconder respectively; and
- c. Be received by the Secretary at least 20 Working Days before the Annual General Meeting.
- d. Not be employees or contractors of the Society or of an organisation that the Society is a majority shareholder of.

#### **Maximum terms and retirement of members**

- 12.3 Six elected members of the Board (three of whom will be the President, Vice President and Secretary/Treasurer) must retire from the Board each year at the Annual General Meeting. The three members of the Board to retire (not being the President, Vice President and Secretary/Treasurer) must be the members who have been longest in office. As between 2 or more who have been in office an equal length of time, the members of the Board to retire (in the absence of agreement between them) must be determined by lot. The length of time a member of the Board has been in office is calculated from the date of his or her first election.

### **13. Board's Responsibilities**

#### **Conduct of society's affairs**

- 13.1 The Board will be responsible for the conduct of the Society's affairs.
- 13.2 Where the Society has a financial or any other interest in any subsidiary company, incorporated society or any other duly constituted entity as either the sole or a majority shareholder the Board will also be responsible for:
  - i. The appointment of board members or secondment of its own member(s) in accordance with and as required by the constitution of that entity.
  - ii. Setting such management or financial requirements as may be necessary from time to time under its fiduciary duty to the members of the Society.

#### **Management of Society**

- 13.3 The Board may employ a person, to be called the General Manager, to administer and manage the day to day affairs of the Society.

#### **Directions by members**

- 13.4 If, however, a Members' meeting gives the Board any valid and legal directions the Board must exercise its powers in accordance with those directions.

#### **Indemnity**

- 13.5 No member of the Board or other officer will be liable for the acts or defaults of any other member of the Board or officer or any loss resulting from such acts or defaults, unless it is a result of wilful acts of acquiescence.
- 13.6 Each member of the Board and other officer(s) will be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

### **14. Board Meetings**

#### **Notice of meetings**

- 14.1 At least 5 Working Days prior written notice of all Board meetings must be given to each Board Member. The Board will meet at least 6 times each year.

### **Chairperson**

- 14.2 The President will chair all Board meetings.
- 14.3 If the President is not present at the scheduled start time, the Vice President will chair the Board meeting.
- 14.4 If neither the President nor the Vice President is present at the Board meeting within 15 minutes of the scheduled start time those present may elect a chairperson for that Board meeting.

### **Quorum**

- 14.5 Subject to the rest of this clause no business may be transacted at a Board meeting if a Quorum for Board Meetings is not present.
- 14.6 If a quorum is not present within 30 minutes of the start time for the Board meeting, the Board meeting will be adjourned to:
- a. the same day in the following week at the same time and place; or
  - b. to a date, time and place fixed by those of the Board who are present noting the requirements of clause 14.1.

### **Adjournments**

- 14.7 The chairperson may adjourn a Board meeting from time to time and from place to place, but no business can be transacted at any adjourned Board meeting other than the business left unfinished at the Board meeting from which the adjournment took place.
- 14.8 The chairperson must adjourn the meeting as above if directed to do so by the Board meeting.

### **Voting**

- 14.9 Voting at each Board meeting will be by:
- a. voting by voice; or
  - b. voting by show of hands; or
  - c. in writing.

The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Board member.

- 14.10 A declaration by the chairperson of a Board meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 14.11 The chairperson of each Board meeting will be entitled to a second or casting vote.
- 14.12 Every other Board member present has 1 vote.

### **Decisions**

- 14.13 All decisions of the Board meetings will be made by a majority of the votes of the Board members present and entitled to vote unless the Rules provide otherwise. Any Board Member that has a conflict of interest in a decision to be made by the Board must excuse themselves from discussion and voting on that decision.

#### **Minutes**

- 14.14 Minutes must be kept of all proceedings at all Board meetings.

#### **Telephone/Video conference**

- 14.15 Board meetings may be held by telephone/video conference call (or any similar audio or audio/visual communication) provided each of the Board members participating can at all times during the meeting hear and communicate with all of the other participating Board members.

#### **Omissions**

- 14.16 The inadvertent omission of any procedural requirement for any Board meeting will not invalidate the proceedings at that meeting.

## **Section 4 – Financial**

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### **15. Funds and Accounts**

#### **Funds to be banked**

- 15.1 All funds received by the Society must be paid into its bank account.

#### **Withdrawals**

- 15.2 All cheques or withdrawals made from the bank account must be signed or authorised by the Cheque Signatories.

#### **Investment**

- 15.3 The Society may invest its funds as it thinks fit.

#### **Borrowing**

- 15.4 The Society may borrow funds as it thinks fit.

#### **Annual accounts**

- 15.5 The Board must arrange for annual accounts of the Society to be promptly prepared in accordance with accepted accounting principles after the Financial Year end each year.
- 15.6 The annual accounts for the preceding Financial Year must be submitted to each Annual General Meeting for approval.
- 15.7 Where the Society is whole or majority owner of any other entity (see clause 13.2.i) consolidated accounts must also be presented for the preceding Financial Year.
- 15.8 The consolidated accounts must have been subject to audit examination and report but do not require approval by the Members at the Annual General Meeting.

#### **Auditor**

- 15.9 The Society's books of account must be audited each year.

- 15.10 The auditor's report must be submitted to the Annual General Meeting with the annual accounts.
- 15.11 The auditor will be appointed at the Annual General Meeting each year.

## **Section 5 – General**

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### **16. Rules and Regulations**

#### **Regulations**

- 16.1 The Board from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities (including, without limitation, Society meetings and membership eligibility criteria), but no such regulations, bylaws and policies will be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies will be available at all reasonable times for inspection by Members, and copies will be provided (at cost) to any Member on request.

#### **No rules**

- 16.2 If anything for which there is no applicable Rule or regulation, arises the matter will be decided by the Board.
- 16.3 The Board's decision will be final.

#### **Alteration to rules**

- 16.4 These Rules may be changed by a special resolution of a meeting of Members provided that the amendments do not detract from the charitable status of the Society. Furthermore no amendments to clauses 2.1, 2.3, 16.4 and 20.4 will be effected without the prior approval from the Charities Commission or, if such approval is not forthcoming, or the terms upon which that approval is given is not acceptable in the opinion of the Board, by a Court of competent jurisdiction.

### **17. Common Seal**

#### **Common seal**

- 17.1 The Society will have a Common Seal.

#### **Use of common seal**

- 17.2 The use of the Common Seal must be authorised by the Board.

#### **Witnesses**

- 17.3 The affixing of the Common Seal must be witnessed by the Common Seal Signatories.

#### **Control of common seal**

- 17.4 The Common Seal will be kept under the control of the Secretary or any other person appointed by the Board.

### **18. Registered Office**

#### **Situation of registered office**

- 18.1 The Society's Address will be its registered office.

**Change of registered office**

18.2 The Board may change the Society's Address from time to time.

**Notice of change**

18.3 The Board must give the Registrar of Incorporated Societies, the Charities Commission and the Members written notice of any change of the Society's Address.

**19. Service of Notices****Service by post or delivery**

19.1 Every notice required to be given to a Member (including a Board member) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business.

**Personal service**

19.2 Notices may be given to Members (including Board members) in person.

**20. Liquidation****Members' liquidation**

20.1 A Members' meeting may appoint a liquidator (the "Resolution").

20.2 The Resolution must then be confirmed by another Members' meeting held at least 30 days after the Resolution was passed.

20.3 The Society may then be placed into liquidation.

**Surplus assets**

20.4 If the Society is liquidated for any reason, the surplus assets of the Society, after payment of all costs, debts and liabilities, will be distributed to a society, association or trust which is selected by Members (or failing that, the Board) which has substantially similar objects to the Society and which is registered under the Charities Act 2005, provided that if no appropriate society, association or trust with substantially similar objects to the Society can be found, then to any society, association or trust which is selected by the Members (or failing that, the Board) and which is registered under the Charities Act 2005.

**21. Interpretation of Rules**

21.1 Subject to the Act, these Rules and the resolutions of the Members at an Annual General Meeting or Special Meeting, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules will be final and binding on all Members.

**22. Definitions and Interpretation****Definitions**

22.1 In these Rules:

"Act" means the Incorporated Societies Act 1908.

"special resolution" means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.

"Working Day" means a day when registered trading banks are open for general business in Auckland.

### **Interpretation**

#### 22.2 In these Rules:

- a. a reference to a person includes any other entity or association recognised by law and the reverse;
- b. words referring to the singular include the plural and the reverse;
- c. clause headings are for reference purposes only;
- d. a reference to a statute includes:
  - i. all regulations under that statute; and
  - ii. all amendments to that statute; and
  - iii. any statute substituting for it which incorporates any of its provisions;
- e. all periods of time or notice exclude the days on which they are given.