

CONSTITUTION OF DIABETES HELP TAURANGA INCORPORATED – October 2014

1. NAME OF THE SOCIETY:

The name of the society is Diabetes Help Tauranga Incorporated (referred to in this Constitution as “the Society”).

2. AIMS & OBJECTS OF THE SOCIETY:

To promote the best interests, welfare and education of and advocate on behalf of people with diabetes. The Society will be particularly concerned with any matter relating to the assistance, support and education of people with diabetes in the Western Bay of Plenty.

3. ASSOCIATION

The committee may, following reporting to and consultation with members, decide to join any association or federation of independent diabetes societies with like aims and objects to its own.

4. MEMBERSHIP:

Conditions of membership:

a. Ordinary Membership:

- (i) Ordinary membership of the Society is open to all people with diabetes and people, groups or organisations having an interest in diabetes, its treatment and prevention.
- (ii) Application for ordinary membership will be in writing and shall be accepted upon ratification by the Committee, following payment of the current annual membership subscription. Notice in writing to the applicant shall be given if membership is declined by the Committee.
- (iii) Ordinary membership shall include the whole family including dependent children. Two members of that family shall have speaking rights at General Meetings but the family may cast only one vote at General Meetings.

b. Privileges of Membership:

- (i) The right to attend, to speak (but always at the Chairman of the meeting’s discretion) and (subject to clause 4 a (iii)) to vote at any General Meeting,
- (ii) The right to introduce guests including potential members of the Society at any General Meeting.

c. Agreement to comply with the provisions of this Constitution.

d. Termination of Membership shall occur upon:

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- (i) Written resignation of the member being received by the Secretary.
 - (ii) Any member having an unpaid membership subscription for six months will be liable to termination of membership. Such termination will be deemed to occur after the Secretary or Treasurer has given adequate warning (in the view of the Committee) by newsletter or by any other means to that member.
 - (iii) The Committee having made written request of any member to show just cause, within a given period, why he/she should not be excluded from membership for a breach of this Constitution (which breach may include action which in the view of the Committee has been detrimental to the interests of the Society or otherwise contrary to its Aims and Objects) and no satisfactory or acceptable explanation having being received within that period. The member may speak in his/her defence at the next General Meeting, following which a motion for termination of the subject membership and the reasons for it will be put to the vote at that meeting, requiring a two thirds majority of those voting on the motion to terminate such membership.
- e. No member of the Society or any person associated with a member shall (in the unfettered discretion and opinion of the Committee) participate in or materially influence any decision made by the Society in respect of payment to, or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
 - f. Honorary Life Membership (granted in recognition of outstanding service to the Society or the Aims and Objects of the Society) may be awarded at the discretion of the Committee. Honorary Life Members shall pay no subscriptions to the Society.
 - g. The Committee may propose such other classes of membership (including their terms) to any General Meeting of the Society for approval at that meeting. A simple majority of those voting at the meeting shall adopt and establish any new class of membership from the conclusion of that meeting.

5. COMMITTEE:

- a. The day to day running of the Society will be the responsibility of the Committee, which will comprise the Officers of the Society (described below) and not more than eight additional members of the Society (all to be elected at each Annual General Meeting) together with any members co-opted from time to time to the Committee in accordance with subclause k. of this clause.
- b. The Officers of the Society will be:
 - (i) the President
 - (ii) the Vice President
 - (iii) the Secretary

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- (iv) the Treasurer
 - (v) such additional officers (if any) as the Committee may designate from time to time.
- c. The Committee will meet, at a date, time and place fixed by and at the President's discretion, not less than four times each calendar year, the chair being the President and in his or her absence the chair being taken by the Vice President, or if both are unavailable then as voted by the Committee. Meetings of the Committee may also be called by any two Officers.
- d. Notification of each meeting will be given to each member of the Committee at least seven days prior to the proposed date of the meeting, unless the matter(s) to be considered are of a demonstrably urgent nature when at least 24 hours notice will be given (including advice that the matters to be discussed are urgent).
- e. A quorum of the Committee will be four people present at the beginning of business of whom at least two shall be Officers.
- f. Decisions of the Committee will be taken by a simple majority vote in the first instance to be undertaken by voice, and then, if considered necessary or desirable by the chair, by a show of hands and, if requested by any member of the Committee, by secret ballot. The Chairperson may use a casting vote, in addition to his/her deliberative vote, in the event of a tied vote.
- g. The Secretary or a deputy appointed by the Committee shall record and keep minutes of all meetings of the Committee.
- h. A roll of names and addresses of the membership shall be kept up to date by the Secretary and/or Treasurer, such roll to record at least the information required by the Registrar of Incorporated Societies including the name, address, and date of joining of each member in each class of membership.
- i. The Committee shall obtain and shall provide for the safe custody of the Common Seal of the Society provided that this shall never be used except on the authority of the Committee previously given and in the presence of two members of the Committee who shall sign every instrument to which the Seal is affixed.
- j. Urgent business may be conducted by the Officers. The Officers will meet for this purpose at the request of any of the Officers at times and places mutually agreed.
- k. The Committee shall have the power to co-opt onto the Committee such additional persons as it considers may assist the work of the Committee. Such appointments shall terminate at the next Annual General Meeting.

6. GENERAL MEETINGS OF THE SOCIETY:

a. **Annual General Meetings** of the Society:

Will be held no later than four months after the end of each financial year of the Society and must include the following business:

- (i) The President's Annual Report together with the Treasurer's audited Annual Financial Report, both to be submitted for approval by resolution of the meeting,
- (ii) The election of the Committee.
- (iii) The appointment of an auditor.

b. **Extra Ordinary General Meetings** will be convened:

- (i) By notice given by or on behalf of the Committee
- (ii) Within two months of the Secretary receiving a written request stating the purpose of the meeting, from not less than ten paid up members of the Society.

c. **Notice of General Meetings:**

All members will be notified (by newsletter or by any other means) of the date, time and place of each General Meeting and of any special business to be transacted at such meeting, not less than 7 days prior to the meeting. Failure of individual members to receive such notice will neither invalidate such meeting nor any vote at such meeting.

d. A quorum for each General Meeting will be twelve members, at least two of whom shall be committee members, present at the beginning of discussion of the business for which the meeting was called.

e. **Business procedure at General Meetings:**

- (i) Subject to clause 4 a (iii), every member present will be entitled to one vote. Decisions will be passed by a simple majority vote in the first instance to be undertaken by voice, and then, if considered necessary or desirable by the chair, by a show of hands and, if requested by not less than a simple majority of those present and eligible to vote, by secret ballot. The Chairperson may use a casting vote, in addition to his/her deliberative vote, in the event of a tied vote.
- (ii) The committee may decide and shall set the requirements for any alternative forms of voting to be used at any General Meeting, such as proxy, postal, electronic, or otherwise.
- (ii) The Secretary, or his/her deputy will record and keep minutes of all General Meetings.

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7. FINANCE:

- a. The Society shall aim to be financially self-supporting with credit balances held in its bank accounts, with any surpluses (including gifts received, donations, bequests, grants or other money or property in money or money's worth) to be used for the furtherance of the Society's Aims and Objects as provided in this Constitution.
- b. The financial year of the Society will commence on 1st July in each year and conclude on the following 30th June.
- c. The annual subscription will, after considering the Treasurer's recommendations, be fixed at each Annual General Meeting, for the next financial year, by a simple majority of those present voting.
- d. Accounts:
 - (i) The Treasurer will present financial reports for ratification at each meeting of the Committee.
 - (ii) The Treasurer will prepare an annual statement of account, to be audited or reviewed by an appropriately qualified person, for presentation to and approval at the Annual General Meeting following the end of each financial year, copies to be filed with the Registrar of Incorporated Societies promptly after each Annual General Meeting and to be filed with such other agencies as the ongoing charitable status of the Society shall require.
- e. A general bank account will be operated in the name of the Society together with such other accounts as the Committee considers necessary from time to time.

The Officers shall have signing authority with two signatures being needed for each transaction arranged.

 - (i) Two Signatories from the Executive Committee shall be required for the main Society accounts, and;
 - (ii) The Youth Representative and One Executive Committee members shall be required for the Youth accounts.
- f. Legitimate fees for service (such as for auditing, legal advice or the provision of other services which cannot be provided on a voluntary basis) may be paid at the discretion of the Committee.
- g. Use of accumulated or acquired funds or property:
 - (i) At the discretion of the Committee or pursuant to appropriate professional advice, accumulated funds not required in the short term may be appropriately invested or added to the Acorn Foundation "Diabetes Endowment Fund".
 - (ii) At the discretion of the Committee or pursuant to appropriate independent qualified advice, funds may be donated towards diabetes research or education, provided that such donations have the potential to benefit members of the

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Society or other people in New Zealand having diabetes. Donations greater than \$1000 shall be subject to the approval of members by resolution at a general meeting.

- (iii) Subject to the provisions of subclause f of this clause, funds will not be applied towards the individual advantage of any member of the Society beyond reimbursement of actual expenses incurred in the course of work for or in representation of the Society(except where the Committee decides at its sole discretion that this will provide particular benefit to the outcome of a person or group of persons with diabetes).
- (iv) Notwithstanding clause 7 g (i) to (iii), no Society funds, or any income, benefit or advantage therefrom, will be applied other than in terms of the Aims and Objects of the Society i.e. towards the charitable purposes of the Society.

8. ALTERATIONS TO THIS CONSTITUTION:

This Constitution may be altered, added to or rescinded at any General Meeting, subject that:

- (i) Changes may only be effected by a resolution of three quarters of those voting at a General Meeting where the notice calling such meeting has set out adequate details of the proposal.
- (ii) Changes will not be effective until accepted by the Registrar of Incorporated Societies,
- (iii) No addition to or alteration or deletion of the charitable objectives, the personal benefit clause (clause 7 g. (iii)) or the winding up clause (clause 10) shall be approved without the further approval (to the extent required by law) of the Inland Revenue Department and the Charities Commission or its successor in law.

9 POWERS

The Society shall have, to the extent permitted by law, all the powers of a natural person.

10 WINDING UP:

Upon the dissolution of the Society, and after satisfaction of all its debts and liabilities, all remaining property or funds will be transferred to one or more charitable institutions having aims and objects similar to those of the Society which charity or charities shall be approved by three quarters of those voting at a General Meeting called for the purpose. For a simple majority decision to wind up or dissolve to be effective, a further General Meeting must be held with not less than thirty days between meetings for the second General Meeting to confirm the resolution of the first meeting. Failing the passing of a resolution as provided above, the remaining property

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or funds shall be paid or transferred to some other charitable institution within New Zealand as may be directed by a Judge of the High Court of New Zealand.

11 MATTERS NOT PROVIDED FOR IN THIS CONSTITUTION:

If any matter should arise which, in the opinion of either the Committee or of a General Meeting of the Society, is not provided for in this Constitution, the matter shall be determined by the Committee and shall be binding until set aside by resolution of three quarters of members present and voting at a General Meeting.

12 THE REGISTERED OFFICE OF THE SOCIETY:

The Society shall have a registered office which shall be at such place as the Committee shall determine from time to time.