

DRAFT RULES

THE MULTIPLE SCLEROSIS SOCIETY OF AUCKLAND AND THE NORTH SHORE INCORPORATED

1. NAME

The name of the society shall be the Multiple Sclerosis Society of Auckland and the North Shore Incorporated and is hereafter referred to as the society.

2. OFFICE

The registered office shall be at a place determined by the committee from time to time and any change is to be notified to the registrar of incorporated societies.

3. OBJECTS

A. The society is established for charitable purposes only to assist those persons in New Zealand suffering from multiple sclerosis and allied neurological conditions and their families to achieve more rewarding lives. The objects shall be to:

- (a) promote the interests of people living with multiple sclerosis;
- (b) promote support for people with multiple sclerosis, their families, and dependents;
- (c) promote a better understanding of multiple sclerosis within the community;
- (d) promote research and investigation into multiple sclerosis;
- (e) publish and distribute information in any form that promotes the society's objects;
- (f) raise funds by way of contribution, donation, legacy, grant or any other lawful means for or towards the objects of the society;
- (g) enlist support for the work of the society from individuals, the government and public and private organisations whose activities may be of benefit to people with multiple sclerosis; and
- (h) generally act in any lawful manner to further assist any member who is a person with multiple sclerosis.

B The society may associate itself with or affiliate with any other charitable body whose aims and objects are similar to those of the society.

4. MEMBERSHIP

- (a) Any person may become a member upon formal application to the secretary and upon payment of the appropriate fees as set from time to time by the committee and approved by a general meeting of members.
- (b) Life memberships may be purchased for a fee which shall be determined by the committee and approved by the next general meeting of the society.

- (c) The committee may by resolution nominate persons it intends to award honorary life memberships and any such award shall be confirmed at the next annual general meeting.
- (d) Any member may resign from the society at any time by giving notice in writing.
- (e) Any member who has failed to pay his/her fees six (6) months after fees are due to be paid shall cease to become a member, except where the committee has waived or suspended fees on the grounds of financial hardship on notification by the member.
- (f) The committee may by resolution suspend or expel any member or affiliated association from membership of the society for any reason it may deem fit **PROVIDED** however that if such member within one (1) month of suspension or expulsion give notice in writing to the secretary of his/her intention to appeal from such decision and the committee shall then appoint three members to hear and determine such appeal and shall give notice of the time and place of the hearing of such appeal. A unanimous or majority decision of such three (3) members shall be final and shall be accepted as such by all affected parties.

5. FEES

The annual fees shall be determined by the committee and approved by the next general meeting of the society.

6. ANNUAL GENERAL MEETINGS

The annual general meeting will be called at yearly intervals within 120 days of the end of the financial year by giving notice in accordance with rule 18. The business of an annual general meeting will be:

- (a) Receipt of annual report;
- (b) Receipt of annual audited balance sheet;
- (c) Election of officers;
- (d) Election of committee members;
- (e) Any other business for discussion as accepted by permission of the majority of the members present or any other business for resolution if notified to the committee in advance and appropriately notified to the members in accordance with rule 18; and
- (f) Appointment of an Auditor.

7. SPECIAL GENERAL MEETINGS

A special general meeting may be called by resolution of the Committee or shall be called if any fifteen (15) members petition the secretary, giving details of the purpose for which the meeting is called together with any resolution to be proposed at the meeting. A special general meeting shall be called by giving notice in accordance with rule 18. Any such meeting shall be called no later than twenty one (21) days

after receipt of said petition. A special general meeting may be conducted by postal ballot pursuant to rule 8(c) of these rules.

8. VOTING AT ANNUAL AND SPECIAL GENERAL MEETINGS

- (a) Voting at annual and special general meetings shall be either by voice or show of hands unless a secret ballot is requested by any member present.
- (b) A proxy vote will be allowed provided a proxy form is forwarded to the secretary at least twenty four (24) hours prior to the commencement of the meeting.
- (c) The committee may require a postal ballot of members instead of a special general meeting. A postal ballot may be taken provided all relevant details are supplied to all members in time to enable them to arrive at a satisfactory decision and returned in twenty one (21) days from the date the postal ballot is posted. The outcome of the postal ballot shall be binding in the same manner as a vote taken at a special general meeting. Annual general meetings cannot be held by postal ballot.

9. CHAIRPERSON

At all annual and special general meetings and committee meetings the president or in their absence the vice-president shall preside, or if they are not present, a member appointed by the members present.

10. QUORUM

Fifteen (15) members present or who have given a proxy shall be deemed to be a quorum at any annual or special general meeting.

In the event of a quorum not being formed the meeting shall be adjourned and recalled within twenty eight (28) days.

11. OFFICERS

The officers of the society shall comprise the president, vice-president, secretary and treasurer elected at the annual general meeting.

The officers shall be qualified to be officers of a charitable entity as set out in section 16 of the Charities Act 2005.

12. PATRON

The committee may by resolution nominate any person it intends to appoint as patron of the society for a specified term, any such appointment shall be confirmed at the next annual general meeting.

13. COMMITTEE

- (a) Subject to rule 12(f), the committee shall consist of the officers, together with up to eight (8) further committee members and the general manager of the society (ex officio) of which it is desirable that 50% be people with multiple sclerosis or their carers.

- (b) The functions of the committee shall be to carry out the operation of the society in accordance with these rules and/or directions of the members at any annual or special general meeting.
- (c) The committee shall have power to delegate the day to day running of the society to a general manager and other staff employed by the society from time to time.
- (d) Any member of the committee being absent for three (3) consecutive meetings without leave of absence shall on the passing of a resolution to the effect by the majority of the committee thereupon cease to be a member of the committee.
- (e) Should any vacancy occur on the committee the committee shall have power to co-opt to fill such vacancy.
- (f) Until the next annual general meeting of the society following the adoption of these rules, the committee shall consist of the current committee members of both the Multiple Sclerosis Society of Auckland (Incorporated) and the North Shore Multiple Sclerosis Society Incorporated.

14. MEETINGS OF THE COMMITTEE

- (a) The committee shall meet as it resolves, at the request of the president, or on written request signed by not less than half of the committee members. Any request for a meeting shall specify the business to be considered, the time and venue of the meeting, and be delivered to all committee members at least one (1) week before the meeting.
- (b) The president, or failing that person, the vice-president, shall chair all meetings of the committee, or if they are not present, a member appointed by the members present.
- (c) Unless otherwise required any resolution of the committee shall be carried by a simple majority of those present and voting by voice or a show of hands.
- (d) The quorum necessary for the transaction of business by the committee shall be six (6) persons participating and eligible to vote. Each member shall have one vote except the chairperson who shall also have a deciding vote in the event of equality of voting.
- (e) Formal minutes of meetings of the committee shall be kept and shall record all resolutions of the proceedings. The minutes shall be confirmed by resolution at the next subsequent meeting of the committee or by signature of the presiding member and two (2) other committee members present at the meetings the minutes of which are being confirmed.
- (f) Meetings of the committee shall be held in person or by teleconference, as resolved by the committee.

15. SUB-COMMITTEES

- (a) The committee may from time to time by resolution appoint one (1) or more sub-committees to advise the committee, or act under delegation from the committee on matters referred to the sub-committee. Any such sub-committee may include or consist of persons who are not members of the

committee or the society. The committee may at any time discharge, alter, or reconstitute any such sub-committee.

- (b) Minutes of meetings of every sub-committee shall be kept and shall record all resolutions of the proceedings. Such minutes shall be tabled at the next committee meeting.

16. INDEMNITY

No current or former member of the committee shall have any liability of any nature whatsoever to the society or its members for any act or omission in his or her capacity as a committee member, except in the case of his or her own deliberate neglect, fraud or dishonesty.

17. FINANCIAL STATEMENTS

Audited financial statement shall be prepared and presented to the annual general meeting, and supplied to the registrar of incorporated societies as required by the Incorporated Societies Act 1908.

18. NOTICES

- (a) The secretary shall give all members at least fourteen (14) days notice of an annual or special general meeting and such notice shall include:
 - (i) The business to be conducted at any annual or special general meeting;
 - (ii) Notice of any motions and the committee's recommendations about those motions; and
 - (iii) Any further relevant information.
- (b) In the case of an annual general meeting, the following shall also be provided:
 - (i) A copy of the annual report and audited balance sheet; and
 - (ii) A list of nominees for the committee, and information about those nominees if it has been provided.
- (c) Notices of annual and special general meetings shall be deemed to be given if posted to the member's last known address (14) days prior to the meeting, along with any documents for receipt by the society, any proposed resolution/s and any other relevant information.
- (d) Notices of committee meetings shall be deemed to be given if posted to the committee member's last known address seven (7) days prior to the meeting.

19. TRUST ADMINISTRATION

- (a) The committee may establish separate funds and/or property for a specific purpose which may, if the committee determines, be administered in the form of a trust.
- (b) Three (3) members shall be elected at any annual or special general meeting for the purpose of administering trusts.

20. COMMON SEAL

The society shall provide a common seal which will be in the custody of the secretary or treasurer. The seal shall not be affixed to any document without the express minuted instruction of the committee. The affixing of the seal shall be witnessed by any two of the secretary, treasurer, president and vice-president.

21. DUTIES OF SECRETARY

To convene, attend and record all business transacted at any regularly called meeting.

22. DUTIES OF TREASURER

To supervise the financial transactions of the society, liaise with the general manager and accountant regarding payment of accounts and the preparation of monthly financial reports.

23. FINANCIAL

(a) Bank Account

The committee shall appoint the society bankers. The society may operate such bank accounts as may be required. Cheques or orders drawn on any society bank account require two authorized signatures. At least two (2) committee members shall be authorized signatories as well as such employees of the society as the committee may nominate for the purpose from time to time.

(b) Accounting Policies

Accounting policies shall comply with the standards laid down by the New Zealand Institute of Chartered Accountants.

(c) Financial Year

- (i) The society financial year shall end on the 31st day of December.
- (ii) Following the end of each financial year there shall be prepared and audited statements of financial performance and financial position, which the committee shall present at the next annual general meeting.

(d) Investments

- (i) The funds of the society may be invested in any prudent manner as required by law and as approved by the committee.
- (ii) Any property coming to the society by way of gift or pursuant to the trusts of a will may be retained indefinitely and neither the society nor the committee will be responsible for loss, notwithstanding that to retain this property would not constitute an investment authorized by this rule.

(e) Legacies and other Gifts

Legacies or other gifts of property, if given for the society generally, without any statement of purpose, shall be held and applied in such a manner as the committee may direct.

(f) **Borrowing and giving Guarantees**

The committee may:

- (i) Borrow money for any purposes of the society and give security in any form over any of the assets of the society for the money borrowed; and
- (ii) Guarantee the payment of money or the performance of contracts or obligations of the society and give security over any assets of the society in support of any such guarantee.

24. LEGAL DOCUMENTS

Signatories to any legal or official documents for the society shall be any two of secretary, treasurer, president and vice-president.

25. ALTERATION OF RULES

- (a) The rules of the society may be altered, added to or rescinded at any time by resolution passed at any general meeting of the society by a majority of the members entitled to vote present and by proxy **PROVIDED** the purposes of the society shall remain exclusively charitable and no addition to or alteration or rescission of these rules shall be approved if it affects the charitable objects or the winding up rule 28.
- (b) Notice of motion to amend the rules and particulars of the proposed amendment shall be given to the secretary twenty one (21) days prior to the general meeting and shall accompany the notice to members.

26. PROPERTY

The society may purchase, lease or construct any real property, but with disposal limited to a directive from a special general meeting of all members called for the purpose and passed by the majority. Any property owned by the society may be let to any person for a rental as determined by the committee.

27. GENERAL

In case a question arises which is not provided for in these rules or any doubt exists as to the interpretation of these rules or any other matter shall arise pertaining to the society or its property or interests, the same shall be determined by the committee whose recommendation shall be binding unless revoked at a special general meeting held not later than the next annual general meeting.

28. WINDING UP

The society may be dissolved by consent of the majority of members in the manner provided by section 24 of the Incorporated Societies Act 1908 **PROVIDED THAT** if upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or

transferred to some other charitable organisation or body having objects similar to the objects of the society – or for some other charitable purpose – within New Zealand, as instructed and resolved by the members at the meeting called for dissolution.

29. CHARITIES ACT 2005 AND INCORPORATED SOCIETIES ACT 1908

The society shall at all times comply with the provisions of the Charities Act 2005 and the Incorporated Societies Act 1908, and any re-enactment or replacement of those Acts.

Dated this day of 2007

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Member of society

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Member of society

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Member of society

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