

RULES OF THE OTAGO MULTIPLE SCLEROSIS SOCIETY INCORPORATED

1. NAME

The name of the Society shall be "THE OTAGO MULTIPLE SCLEROSIS SOCIETY INCORPORATED" (hereinafter referred to as "the Society").

2. AIMS

To Stimulate the development and co-ordination of Therapeutic, Rehabilitative and Social services for those persons affected with Multiple Sclerosis, and allied diseases, and their families.

3. REGISTERED OFFICE

The Registered Office of the Society shall be at such place as the Executive Committee shall from time to time determine. Due notice of every change of place of the registered office shall be given to the Registrar of Incorporated Societies.

4. INTERPRETATION

In these rules the term "allied diseases" shall mean disorders of the muscular and/or nervous systems whose principal symptoms are muscular weakness and/or muscular unco-ordination and which are of a degenerative progressive type.

"The Society" shall mean The Otago Multiple Sclerosis Society Incorporated.

"The Executive Committee" shall mean the Executive Committee for the time being of the Society constituted under Rule 18 of these Rules.

"Officers" shall mean Executive Committee members for the time being of the Society constituted under Rule 18 of these Rules.

5. OBJECTS

The objects for which the Society is established are:

- (a) to assist and support people with multiple sclerosis and/or allied diseases whether members of the Society or not, who reside permanently or temporarily in Otago
- (b) to encourage and provide opportunities for persons and corporate bodies within New Zealand to take an active interest in all aspects of multiple sclerosis and allied diseases.
- (c) to inform and educate persons who have or are affected by multiple sclerosis and allied diseases

- (d) to work in co-operation with the Otago health and disability support services
- (e) to inform and publicise progress made in research and treatment
- (f) to work in co-operation with any disability service established in Otago or el assist people who have multiple sclerosis or allied diseases
- (g) to raise and employ funds for any educational or charitable purposes within Otago as authorised by these objects
- (h) to promote the recognition and support of the Society's objects by government, local authorities and other statutory bodies
- (i) to do all such things as are conducive or incidental to the attaining of the said objects or any of them.

6. MEMBERSHIP

- (a) Those interested in the objects of the Society may become members of one of the classes specified below by paying the prescribed annual subscription. Membership shall be restricted to one class only at any one time:
 - i) Individual who may be any individual natural person and who shall be entitled to one vote at any general or special meeting
 - ii) Family who shall be a group of natural persons who define themselves as a family and who shall be entitled to nominate one representative who shall be entitled to one vote at any general or special meeting
 - iii) Corporate members who may be any incorporated body who shall be entitled to nominate one representative who shall be entitled to one vote at any general or special meeting
 - iv) Individuals nominated as part of a family or as a representative of a corporate membership may be elected to the Executive Committee although their family and corporate membership as such may not be so elected
- (b) Every application for membership accompanied by the prescribed annual subscription shall be made in writing and signed by the applicant
- (c) The membership of any member shall cease upon his/her giving a written notice to the Executive Committee that he/she no longer wishes to remain a member
- (d) A member who has not paid his/her subscription on or before the date set down as the last day for payment thereof may be removed from the membership roll at the discretion of the Executive Committee. Such member shall not be eligible to vote at any

meeting of the Society until such subscriptions have been paid. Provided however, that the Executive Committee shall have the power to reinstate any individual so removed if given a satisfactory explanation and payment of any arrears, or to approve a reduced level of subscription in cases of extreme hardship

- (e) A member shall only be expelled on a 75% majority of the votes of all members of the Executive Committee when such member has, in the opinion of the Executive Committee been guilty of conduct prejudicial to the interests of the Society

7. LIFE MEMBERSHIP

At any Annual General Meeting of the Society, the Society may, on the nomination of the Executive Committee and with the approval of not less than two-thirds of the members constituting such meeting, confer Life Membership on a person in recognition of conspicuous active service to the multiple sclerosis movement. A Life Member shall be entitled to be present and to speak and vote at General Meetings of the Society, and shall be eligible to hold office in the Society.

8. FINANCIAL YEAR

The financial year of the Society shall be from the 1st day of January in any year to the 31st day in December in the same year, or as may be determined by the Executive Committee.

9. ANNUAL GENERAL MEETING

An Annual General Meeting of the Society shall be held not later than the last day of March each year and at such meeting the following business shall be transacted

- (a) Receive and consider the Annual Report of the Executive Committee
- (b) Receive and consider the Annual Financial Statement from the Honorary Treasurer and to fix the annual membership subscription
- (c) The election of a Patron
- (d) The election of a President who shall hold office for a term of up to two years before re-election. ~~one year, but shall be eligible for re-election for a maximum of three further presidential terms of one year each.~~
- (e) The election of one Vice President
- (f) The election of no fewer than four and no more than ten other members of the Executive Committee
- (g) The election of any Honorary Auditor and Honorary Solicitor that the Executive requires
- (h) An Immediate Past President shall be eligible to serve as a member of any committees of the Society

- (i) The consideration of any other special business (comprising other business which could be brought up in a Special Meeting pursuant to clause 11), provided that the notice requirements for special business have been met in accordance with clause 11 hereof.

10. ELECTION OF OFFICERS

- (a) At or before an Annual General Meeting, the Executive will advise how many new members of the Executive are required to be elected in accordance with clause 18 (a). The Executive may also (at or before the Annual General Meeting) nominate persons who the Executive considers are appropriate candidates for election. Members may also nominate other candidates for election to the executive at, or before, the Annual General Meeting.
- (b) No candidate shall be elected to the Executive unless he or she is:
 - i. an existing member of the Executive seeking re-election; or
~~a person whose nomination has been endorsed or approved by the outgoing Executive; or~~
 - ii. a person for whom at least a majority of the members present at the meeting vote.
- (c) No candidate shall be elected to the Executive unless he or she:
 - i. is present at the Annual General Meeting at which he or she is to be elected, or has previously signified in writing his or her willingness to accept nomination; and
 - ii. qualifies to be an officer of a charitable entity as set out in section 16 of the Charities Act 2005.
- (d) No person employed by the Society or undertaking regular contractual work for the Society shall be eligible for election to the Executive or to any Committee of the Society.
- ~~(e) Unless otherwise declared eligible by the Executive Committee, no person shall be eligible for election as President unless that person has served as a member of the Executive Committee for a period of at least a year.~~
- (e) Once the candidates have been identified, a ballot will be held. Each member present shall have the opportunity to vote for up to the number of candidates required to fill the vacancies available. Candidates who are ineligible under clause 10 (b) hereof shall be disregarded. The remaining candidates will then be ranked according to the number of votes received. The highest-ranking candidates sufficient to fill the required number of vacancies on the Executive shall then become new members of the Executive.
- (f) If the requisite number of Executive members required either by these rules or by the outgoing Executive under clause 10(a) hereof are not elected, then the newly appointed Executive members (whatever their number) may meet as the Executive Committee and appoint such further Executive members as are required (and if all available Executive members meet together for that purpose alone they shall be deemed to constitute a quorum regardless of their number).

- (g) In addition to the special powers under clause 10(g) hereof, the new Executive Committee (including any co-opted members under clause 10(g) hereof may co-opt such further members to the Executive Committee at any time after the Annual General Meeting in order to bring membership of the Executive Committee up to no more than 12.

11. SPECIAL BUSINESS AND SPECIAL GENERAL MEETINGS

- (a) A Special General Meeting of the Society may be held at any time which the Executive Committee may appoint. It shall also be competent for one more than half of the members to sign a requisition to the President to convene a Special General Meeting and on receipt of such requisition the President shall instruct the Secretary to call such a meeting within fourteen (14) days.
- (b) The business to be dealt with at a Special General Meeting or at an Annual General Meeting pursuant to clause 9 (i) (Special Business) shall be limited to the matters stated in the requisition and/or applicable notice of such meeting, and no resolution may be passed as Special Business unless the text of a proposed resolution has been included in the requisition and/or applicable notice, provided that this requirement does not preclude the membership adopting and passing any reasonable modifications to a notified proposed resolution that forms part of the Special Business after deliberating on the same at the meeting.

12. APPLICATION OF INCOME, BENEFIT OR ADVANTAGE .

- (a) Any income, benefit or advantage must be used to advance the charitable purpose of the organisation.
- (b) No member of the Society or any person associated with the Society shall be entitled to receive any benefit, advantage, or income from the society which he or she would not be equally entitled to if he were not a member of the Society.
- (c) No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- (d) 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.

13. FINANCIAL STATEMENT

Every year a financial statement shall be prepared showing all the receipts and expenditure of the Society since the preceding statement and a general statement of the funds and effects and liabilities and assets of the Society and every such statement shall be signed by the President and Honorary Treasurer and be laid before the Annual Meeting.

14. NOTICE

Notices of all Annual and Special General Meetings of the Society shall be deemed to be duly given if posted to the last known address or registered office as the case may be of each member not less than fourteen (14) days prior to the date of the meeting.

15. QUORUM

The quorum at Annual and Special General Meetings shall consist of fifteen (15) members or a third of the membership whichever is the lesser and at all Executive Meetings shall consist of half plus one of the number of Committee members.

16. THE PRESIDENT AND VICE-PRESIDENTS

- (a) The President shall be the Chief Executive Officer of the Society and shall preside at all meetings of the Society and Executive Meetings and shall be an ex-officio member of all Committees and shall have general and active management responsibilities and shall see that all orders and resolutions of the Executive Committee are carried into effect.
- (b) The Vice President elected will perform such duties and exercise such powers as may be delegated by the President and in the absence of the President, the Vice President shall perform the duties and exercise the powers of the President.
- (c) The Vice President will otherwise perform such duties and exercise such powers as may, from time to time, be assigned to them by the Executive Committee.

17. VOTING AT ANNUAL, SPECIAL AND GENERAL MEETINGS

- (a) The method of voting at all meetings of the Society shall be on the voices, show of hands or on demand by any member by secret ballot.
- (b) The President or other person acting as Chair shall have at all meetings a deliberative vote, and he or she shall in case the votes are equal also have a casting vote. No member shall be entitled to more than one vote. Holders of family subscriptions are entitled to one vote as a family only. Any company or body corporate which is a member is entitled to one vote only.
- (c) A declaration by the Chair of any meeting to the effect that any resolution submitted at such meeting has been carried or been carried by a particular majority, or lost, and an entry to that effect in the Minute Book of the Society shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

18. EXECUTIVE COMMITTEE

- (a) The Executive Committee shall comprise the President, one Vice-President, together with four to ten other elected or co-opted members. The existing Executive has the discretion to determine the number of new members it needs to function properly from time to time (and therefore to calculate the number of vacancies available to be filled on the Executive at each Annual General Meeting), provided that it must ensure that the Executive has at least the said requisite minimum number of members, and does not have more than the

said permitted maximum number of members. ~~The Executive Committee will elect from their number an Honorary Treasurer, and a Health Administrator who shall have the roles prescribed in these Rules.~~

- (b) The Executive Committee shall meet monthly and as required.
- (c) A quorum for meetings of the Executive Committee shall be not less than one more than half the number of members of the Executive Committee, which number for the purposes of any situation where any member has declared a conflict of interest will exclude the conflicted member.
- (d) Each member of the Executive Committee (except the paid staff) shall have one vote at Executive Committee meetings with the exceptions of the President who shall have a casting vote in addition to a deliberative vote.
- (e) The Executive Committee shall have power to fill any casual vacancy in its elected members and the person or persons so appointed shall retire at the next Annual General Meeting of the Society, but shall be eligible for election.
- (f) Members of the Executive Committee must declare any conflict of interest or potential conflict of interest, and must not take part in deliberations or proceedings including decision making in relation to the conflict of interest.
- (g) No current or former member of the Executive 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 an Executive Committee member, except in the case of his or her own deliberate neglect, fraud or dishonesty.
- (h) The Executive Committee will elect, or employ, a Treasurer and Administrator who shall have the roles prescribed in these rules (Clauses 23 and 24). These roles may be delivered through direct employment of persons, or contract engagement for supply of professional services.

19. TENURE OF OFFICE OF EXECUTIVE COMMITTEE

- (a) The tenure of office of all members of the Executive Committee, with the exception of the Office of Immediate Past President, ~~shall terminate on the appointment of their successors~~ shall be for period not exceeding two years before re-election. (It is expected that the continuity of the committee knowledge and actions will benefit with retention of half the committee members and the addition of new members at each AGM.)
- (b) Any member of the Executive Committee who is absent without leave for more than two Executive Committee meetings shall, unless otherwise resolved by the majority of the Executive Committee, cease to be a member of the Executive Committee.
- (c) This Executive Committee Members can attend meetings by remote through teleconferencing or Video Conference facility when available, is to encourage remote communities to join in active committee membership

20. FUNCTIONS OF THE EXECUTIVE COMMITTEE

Subject to the direction of the Society in Annual, Special or General Meetings, the policy of the Society shall be determined and the management and control of its affairs shall be vested in the Executive Committee, which may exercise all powers and do all acts and things which may be exercised or done by the Society and which are not expressly directed or required to be exercised or done by it in Annual, Special and General Meetings. Without prejudice to the general powers of the Executive Committee it is hereby expressly directed that the Executive Committee shall be entrusted with and may exercise and perform all or any of the following powers and duties —

- (a) To purchase or acquire for the Society any real or personal property or any rights or privileges at such consideration or price and generally upon such terms and conditions as it thinks fit and to give and execute mortgages over the lands and chattels purchased or acquired for the purchase money or any part thereof upon such terms and conditions as the Executive Committee shall think fit.
- (b) To purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the Society and to lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interests therein (or any other assets of the Society) for such consideration or price or for such of them and upon such rental as it shall think fit.
- (c) To borrow raise money upon mortgage of the real or personal property of the Society, or any part or parts thereof, or upon debentures or mortgage debentures of the Society and to issue such debentures or to borrow money from bankers or other persons with or without security.
- (d) To enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with the objects of the Society.
- (e) To make provision for the signing or endorsing of cheques or other negotiable instruments on behalf of the Society and to open such bank accounts as the Executive Committee may think fit.
- (f) To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the objects of the Society or for the purpose of furthering any of such objects.
- (g) To invest the funds of the Society in such securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary any such investments.
- (h) To exercise all the rights, powers and duties which under these Rules are required to be performed by the Executive Committee.
- (i) To engage, control and dismiss the Society's servants and paid officials and to exercise all such administrative power as may be necessary to effect its purpose.

- (j) To co-opt from time to time persons with special expertise to serve on the Executive Committee or any sub-committee upon such conditions as the Executive Committee may determine. Their appointments shall be reviewed annually at the Annual General Meetings.

21. COMMITTEES

The Executive Committee shall have the power to appoint the Convener or members of such subcommittees and other committees as it shall from time to time deem advisable and each such committee shall have such powers and duties as shall be fixed by said appointment. Each committee shall consist of such number of persons as shall be appointed from time to time by the Executive Committee. The members of each such committee shall serve at the pleasure of the Executive Committee.

22. COMMON SEAL

The Society shall provide a Common Seal which shall be in the custody of the Secretary. The Seal shall not be affixed to any instrument except in pursuance of a resolution of the Executive Committee and/or Society and in the presence of two members of the Executive Committee or one member of the Executive Committee and the Secretary.

23. ~~HEALTH~~ ADMINISTRATOR

The ~~Health~~ Administrator shall perform the duties set out in the specified list of duties agreed upon at the time of appointment or otherwise as laid down by the Executive Committee.

24. ~~FINANCIAL DUTIES~~ TREASURER

The ~~Health Administrator~~ Treasurer shall have charge and custody and be responsible for all funds and shall deposit such funds in the Society's name in such bank accounts, trust companies or other securities as may be selected by the Executive Committee and shall render a financial statement to the Executive Committee at all regular meetings and in general shall perform such other duties as the Executive Committee may from time to time establish. All payments cheques shall be processed signed approved by the ~~Health Administrator~~ Treasurer for those expenses approved by the Executive Committee and countersigned by a member of the Executive Committee.

25. THE HONORARY TREASURER

The Honorary Treasurer in general shall perform such duties as the Executive Committee may from time to time establish and the Honorary Treasurer shall furnish returns as required by Section 23 of the Incorporated Societies Act 1908 and Section 41 of the Charities Act 2005.

26. ALTERATIONS TO RULES

Any alterations, amendment or rescission of these Rules shall be made only by a resolution passed by a majority of members, present and voting in a manner provided in rule 17 at the Annual General Meeting of the Society or at a Special General Meeting called for that purpose. Notice of motion for alteration, amendment or rescission shall be given to the Secretary not less than one month prior to the Annual or Special General Meeting as the case may be. No alteration, amendment or rescission of these Rules shall be made that in any way detracts from the charitable objects of the Society, or which may affect the charitable nature of the Society. Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies.

27. GENERAL

If a dispute arises at any time in respect of a matter 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, its property or interests, the same shall be determined by the Executive Committee whose decision shall be conclusive and binding on all members unless revoked at a Special General Meeting held not later than the next following Annual General Meeting.

28. WINDING UP

The Society may be wound up voluntarily in the manner prescribed by Section 24 of "The Incorporated Societies Act 1908". Fourteen (14) days' notice of the required General Meeting of members shall be called by advertisement inserted once in one or more public newspapers circulating in the Provisional District of Otago. Every member present in person shall on a show of hands or on a poll have one vote. At such meeting fifteen (15) members present in person shall constitute a quorum. If within half an hour from the time appointed for such meeting a quorum is not present the persons then present may transact the business of that meeting as if they constituted a quorum.

29. DISPOSAL OF FUNDS

If, upon the winding up or dissolution of the Society, there remains after the satisfaction of all its liabilities, any property real or personal, the same shall be given or transferred to such exclusively charitable organisation within New Zealand as the members decide for use within Otago.

30. COMPLIANCE WITH LEGISLATION

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.

31. VOTING BY PROXY

Members unable to attend Annual or Special General Meetings are permitted to vote using a Proxy voting form. The proxy vote shall be made on the form provided for the meeting, signed

by the member, transferring their vote, and by an independent member who is not carrying the proxy.

The use of Proxy Votes is to be advised to the Administrator at least 10 days before the meeting