



CONSTITUTION OF RULES

OF

COMPLEX CHRONIC ILLNESS SUPPORT INCORPORATED

Registered Charity CC20874

Updated by resolution passed at the Special General Meeting on **xx August 2021**
and the Board Meeting dated the **xx August 2021**

In the Matter: of the Incorporated Societies Act 1908

AND

In the Matter: of the Constitution and Rules of Complex Chronic Illness Support Incorporated

1. Name and Constitution

The name of the society shall be Complex Chronic Illness Support Incorporated (hereinafter termed the "Society")

2. Objects

The objects of the Society shall be limited to New Zealand and shall be:

- a) To provide medical health and general support facilities for residents primarily of the Bay of Plenty suffering from myalgic encephalomyelitis (also known as chronic fatigue syndrome), fibromyalgia, and other associated illnesses, together with their caregivers and families/whanau.
- b) To provide medical health and general support facilities as in a) above, for residents of such other region that the Society may deem to operate in.
- c) To advance the wellbeing and support of such persons
- d) To provide funds for research and education into the cause, cure and management of these illnesses
- e) To purchase, take on Lease or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Society shall think necessary or expedient for the purposes of attaining the objects of the Society or its members and to sell, exchange, let or bail or lease with or without option or purchase or in any manner dispose of any such property rights or privileges as aforesaid to add to such property rights or privileges as aforesaid and add to and from time to time to erect, alter, repair and enlarge and demolish or deal with any building and any furnishings for the purpose of the Society and either with or without security to receive, raise, or borrow moneys on such terms and to secure repayment and to give and execute such mortgage charge, lien, debenture and or other security over real and personal property of the society or over its revenue or the subscriptions of members or by the issue of debentures charged or secured on the property or revenue of the society or in any other manner whatsoever which the Society may approve and from time to time make such repayment of moneys and to execute such releases and discharges and documents as the Society may deem fit, to draw accept and endorse and negotiate cheques, bills of exchange and negotiable instruments.
- f) To invest the funds and moneys and property of the society upon deposit in any bank as the Society may approve or in any security approved by the society and to make such presentations, gifts, contributions or payments or transfers of any of its property to any person, Society or persons, institution or Corporation in recognition of, or assistance to, services of a public or charitable character or services worthy of public assistance or contributions as the society may approve.
- g) To levy any charge against any person using any of the services provided by the society as the Society may think fit to cover or towards covering the costs of the society's activities and to join in any fundraising activities for the society or individuals or community or sectional benefit.
- h) To affiliate or merge with any Body or Society having objects similar to the Society as the Society may think fit.

- i) To seek accept and receive donations, subsidies, grants, endowments, gifts, legacies, bequests and loans in money or property for the purposes of the society.
- j) To provide equipment, materials, paper, books, information and discussion facilities for members of those the Society may try to assist.
- k) To do all things incidental or conducive to the attainment of any or all of the aims and object of the Society.

3. Property and funds

The income and property of the society from whatever source derived shall be applied solely towards the promotion of the objects of the Society and no proportion of the funds shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise to members of the society except any sum that may be voted by the Board of Management (hereinafter referred to as the board), to any officer or servant of the Society.

4. Membership

- a) The Society shall have membership open primarily to residents of the Bay of Plenty, **the Waikato and the Wellington region** and whose suitability for membership shall be deemed acceptable by the Society. Any applicant for membership may be required to appear before the Board to establish his or her right to membership and the Board shall not be required to give reasons for its decision upon any such question. Any person who undertakes to be bound by these rules and whose application for membership has been approved by the Society shall upon payment of a subscription in respect of the financial year then current (if any subscription is fixed by the Society at General Meeting) become a member of the Society and his or her name shall be recorded in the register of Members.

The Society can accept at its discretion membership applications from outside it's designated region.

- b) In addition to ordinary members who may include volunteers, Honorary Members and Life Members may be appointed by the Board, or by members at an Annual General Meeting.

5. Register of Members

Management shall keep and maintain an up-to-date Register of Members in Terms of Section 22 of the Incorporated Societies Act 1908.

6. Voting

Each member shall have one vote save that the person presiding at any meeting shall in addition have a casting vote in the case of an equality of votes. In the event of an Annual subscription having been set by a General Meeting of the Society, a member may vote only if they are financial of the current year.

Members outside the primary region(s) of the Society are ineligible to vote.

7. Membership Dues

The annual subscription (if any is fixed by the Society at general Meeting) shall cover the period from the 1st day of April to the 31st day of March in each year.

Subscriptions remaining unpaid of the 1st day of July in any year shall be deemed to be in arrears, and notice of such arrears shall be given to the member in writing. Upon payment of such subscription by such date or extended date the board may approve a member shall be deemed to be a financial member.

8. Ceasing of Membership

A member, Honorary Member or Life Member shall cease to be a member, Honorary Member or Life Member:

- a) Upon death
- b) Upon resignation
- c) On expulsion by the Board
- d) Upon failure to pay any subscription (if any such subscription is fixed by the Society in General Meeting) or any debt due to the Society for one (1) calendar month after it becomes due to the Society unless the member justifies the delay to the satisfaction of the Board.

9. Officers

The Officers of the Society shall consist of the President, Vice President, Secretary and Treasurer:

- a) The President and vice-President shall be elected at the first meeting of the Board of Management following the Annual General Meeting each year.
- b) The Treasurer shall be a suitably qualified and/or experienced person who shall be appointed by the board. Upon appointment, the Treasurer shall be deemed to be a member of the society, and by right, as an officer of the Society, an elected member of the Board of Management.
- c) The Secretary shall be the person at that time appointed by the board as Manager of the society and who shall be an ex-officio member of the board but who shall not have Board voting rights.

10. Board of Management

- a) The board of management (including the President, Vice President and the Treasurer), shall be not less than three (3) or more than **nine (9)** members (excluding the Secretary) Board members shall be elected at the Annual General Meeting each year. **(No more than six from the Bay of Plenty region; no more than one from each of the Waikato and Wellington regions.)**
- b) **Subject to clause 10 f** no person shall be nominated as an Officer or Board Member unless he or she is a member, Honorary Member or Life Member of the Society
- c) Members of Staff of the Society, whether an employee or a contractor, shall not be eligible for election and/or appointment as an Officer or Board Member other than as Secretary.
- d) **A person elected assumes office at the end of the Annual General Meeting at which he or she is declared to be elected; and shall retire from office at the end of the third Annual General Meeting held after his or her assumption of office, but he or she is eligible for re-election at the election held prior to that meeting in relation to the vacancy arising from his or her retirement.**
- e) Nominations for elections shall be deposited at the Society's office or with the Secretary no later than the date of the Meeting of the Society for making such appointments. Nomination forms shall be signed by two (2) members with the nominee also signing in consent thereon. Nominations may also be made from the floor of the meeting provided the nominee is present and consents to being nominated.

- f) **The Board has power to co-opt no more than two persons, members or non-members, to the Board.**
- g) **A person co-opted assumes office from date of co-option and shall retire from office at the end of the third Annual General Meeting held after his or her assumption of office.**
- h) **Should that person become a member he or she may stand as a member at any Annual General Meeting. In the event of that person being unsuccessful the Board has the power to co-opt if it is deemed in the best interests of the Society.**

11. Management

- a) The management of the affairs of the Society shall be entrusted to the Board of Management.
- b) **The Board may set up an Advisory committee by co-option of members or non-members, to assist and advise the board, in an advisory capacity only. Co-option is for a period of no more than twelve months at any one time.**
- c) The President or, in the absence of the President then the Vice-President, shall preside at every meeting of the Society: In the absence of both, those present shall elect one of their number to preside at the meeting.
- d) The quorum for a Board meeting shall be not less than three (3) voting members.
- e) The person presiding at any meeting of the Society or its Board shall, if necessary, have a casting vote as well as a deliberative vote.

12. Vacancies

In the event of the removal, resignation or death of an Officer or Board Member, the vacancy may be filled by the Board appointing any other member of the Society to that office but the person so appointed shall hold office only until the next Annual Meeting. The Board may act notwithstanding any such vacancy.

13. Minutes and Records

The Board shall cause to be prepared and keep proper minutes of its proceedings and records of membership, and all of the receipts and disbursements and a balance sheet supported by vouchers and all usual and proper books and accounts, as shall be caused to be prepared and submitted to the Auditor in each year a full and correct balance sheet which shall be reviewed by an Auditor who shall be a member of the Institute of Chartered Accountants Australia and New Zealand and be available for inspection by members at least seven (7) days before the next annual General Meeting is held.

14. Committees

The Board may from its own members or from the members of the Society generally appoint committees or sub-committees as it may deem necessary to assist it in carrying out its duties or to control any of the Society's activities.

15. Regulations & Interpretation

Except as provided in these rules the Board shall regulate its own proceedings and shall have power to decide any question as to the meaning of these rules or any question in its opinion not provided for in the rules provided that such decision must be reported to the next General Meeting of the Society.

16. Board Meetings

The Board shall meet once each month or as it may resolve, but in the case of business requiring urgent attention the President or in his or her absence or ability to act the Vice-President or in his or her absence or ability to act then three (3) members of the Board shall be empowered to call a meeting of the Board at its normal time of meeting and meeting place or such other convenient place upon at least 24 hours' notice to the members. Meetings where practical can be conducted via zoom.

17. Transaction of Business

The Board shall of its own motion transact the general business of the Society subject to such directions as the Society may give by way of resolution arising from any General or Special Meeting of the Society duly convened in accordance with its rules

18. Special Committee

The Society at any general or special meeting may by resolution appoint a Special Committee for any purpose and in such case the board shall facilitate in every way the operation of such Special Committee.

19. Annual General Meeting

The Annual General Meeting of the Society shall be held within six months after the close of the financial year upon a date time and place to be fixed by the Board and shall be convened by the Secretary or President by giving seven (7) days notice to members, such notice to set out any notice of motion for alterations or additions to these rules received in accordance with Rule 19 hereof. The regular business of the meeting shall be:

- a) The consideration of a report by the President on the proceedings of the Society for the past year and of a duly audited balance sheet and income and expenditure statement for the year ended.
- b) The receipt and consideration of any report decision or recommendation of the Board or of any other committee.
- c) Election of Board Members and the Members' Representative Trustee to ME/CFS (BoP) Charitable Trust.
- d) The election of an Honorary Solicitor and Auditor
- e) Notices of motion and any other motion or matter which the meeting may decide to consider.

20. Special General Meeting

Special General Meetings may be convened by the Secretary or president on the direction of the Board at any time on seven (7) days notice to the members and shall be convened by the Secretary or president with similar notice on receipt of a written requisition signed by not less than five (5) members, such requisition and all notices given by the Secretary under this rule to state the objects of the meeting.

21. Notice of Motion

A notice of motion in respect of any matter may be given by any two (2) members for consideration at the annual General Meeting or Special General Meeting by lodging the same in writing with the Secretary not less than five (5) days before the date of such Annual General Meeting or Special General Meeting except in the case of a notice of motion for the alteration of, addition to, rescission of these rules or the making of a new rule which shall be lodged with the Secretary not less than twenty one (21) days before such date.

22. Notice of a General Meeting

All General Meetings shall be called and all notices in respect of such meeting shall be given by advertisement in one or more of the daily newspapers circulating in the Tauranga District, or by notice in writing, by newsletter, email or social media to their last known address.

23. Quorum at A General Meeting

At all General Meetings eight (8) shall form a quorum. All elections shall be if necessary decided by secret ballot (scrutineers to be appointed by those present). Other matters for decision shall be decided on the voices, by show of hands or by ballot as the president may decide subject to the overriding decision of the meeting and each member shall exercise one (1) vote only with the exception of the President as well as a deliberative vote.

24. Proxies

Votes at a General Meeting may be given either personally or by proxy. The instrument appointing a proxy shall be deposited with the Secretary of the Society immediately before the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy shall be in the following form or as near as circumstances permit:

I (full name) being a member of Complex Chronic Illness Incorporated hereby appoint (full name of appointed member) as my proxy to vote for me on my behalf at the general meeting to be held on the day of 20 and at any adjournment thereof.

Signed this day of 20

The instrument appointing a proxy shall be deemed to confer the authority to demand a poll.

25. Refusal or Neglect to Call a General Meeting

In the event of a refusal or neglect of the President or Secretary to call a Special General Meeting in terms of paragraphs 17 and 18 hereof or should there be no such officer available or able to act for such purpose the notice of meeting may be called by five (5) or more members signing the requisition of such meeting. Similarly, such five (5) or more members may call an Annual General Meeting if the same be not held as above provided. Ordinary voting at meetings shall be on the voices but in the event of a dispute, then by the show of hands.

26. Failure to Elect Officers and/or Board Members

In the case of the Annual General Meeting failing to appoint the Officers or fill the number of the Board, such appointees as may have been elected at such meeting if three, four or more shall be deemed validly elected. These appointees with the Secretary shall themselves fill the vacancies from the remaining members unless the annual Meeting shall have been adjourned for making the remaining the remaining appointments within one (1) calendar month of a Special General Meeting for such purpose (together if need be with any other business). Any vacancies not so filled at such meeting or meetings of the Society shall thereupon be filled by the said appointees with the secretary. In the case of non-appointment of any Board in accordance with the foregoing rule/s, then the board last in office shall be deemed to retain office for arranging the appointment of its successors. If any such meeting or meetings as aforesaid shall have been held and failed to make the necessary appointments or to appoint three (3) members empowered as aforesaid, then such Board shall make the necessary appointments accordingly. If no such meetings shall have been held, then the Board last in office shall arrange for a General Meeting accordingly to appoint the Officers and Board members of the Society and conduct any other business through it.

In the event of a Board not having become appointed within five (5) calendar months of the end of the financial year of the Society any five (5) members of the Society shall themselves call a Special General Meeting upon not less than fourteen (14) days notice, for the purpose of the election of Officers and Board members and the conduct of any other

business of the Society requiring attention and the Board may be appointed accordingly. The result of voting for appointment of Officers and Board members shall be immediately announced.

27. Secretary

All meetings shall, save as aforesaid, be convened by the Secretary who shall record, or nominate a third party, to record the Minutes of the Meeting, conduct the correspondence and perform such other duties as are generally attached to the office of the Secretary.

28. Treasurer

The Treasurer shall be responsible for all financial records and shall keep and maintain up-to-date all books of account and insurance records and shall produce the same as and when required and at all meetings of the Society and of the Board.

29. Alteration of Rules

By notice of motion considered at any Annual General Meeting or any Special General Meeting duly convened for the purpose these rules may be altered, added to, rescinded or new rules made provided that no such alteration, addition, rescission or new rules shall be made except with a majority of the votes cast at such meeting. No addition to or alteration or rescission of the Rules shall be approved if it affects the charitable objects, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any replacement document.

30. Management of Funds

All funds of the Society shall promptly be paid into a bank account to the credit of the Society and shall be under the control of the board which may invest or apply any such funds from time to time in such manner as it sees fit. All accounts against the Society shall be paid by Direct Credit after being passed for payment by two of either President, Treasurer or Secretary. Such payments shall be confirmed at the next Board meeting. Petty accounts up to \$200.00 may be paid in cash. The signatories to the Society's bank and investment accounts shall be the Secretary, Treasurer and one other person who shall be nominated by the board from time to time, any two to sign at any one time.

All books of account and of the investment of the Society's funds shall be kept by the Treasurer as the Board may direct from time to time and shall be open for inspection by all members of the Board at its meetings and shall be deposited for custody as the Board may direct. Such books and records shall be open to the inspection of members at all meetings of the Society and shall be audited annually.

31. No Pecuniary Gain

No member shall derive a pecuniary gain except as a salaried officer from any of the property or operations of the Society or except as provided by Section 5 of the Incorporated Societies Act 1908. Any income, benefit or advantage will be applied for the charitable purposes of the organisation. No member or any person associated with a member will participate in or materially influence any decision made in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any income paid shall be reasonable and relative to that which would be paid in arm's length transaction (being open market value).

32. Common Seal

The Common Seal of the Society shall be kept at the Registered Office of the Society and in custody of the Secretary and shall only be used pursuant to a resolution of the Society in General Meeting or of the Board and shall be affixed to any document in the presence of the president or of the Officer or Board Member presiding for the time being and two (2) members of the Society who shall sign their respective names thereto or alternatively by the President and by the Secretary or Treasurer.

33. Notice to Members

Any notice required to be sent to any member shall be deemed to have been duly delivered in due course by post, if sent by post in prepaid letter addressed to the member at his or her last known place of abode in New Zealand. Any such notice requiring to be given to members in general may be given in such case upon the date of the publication of such notice. Non-deliverance of any notice shall not invalidate any actions or decisions of the Society.

34. Winding up of the Society

The Society may be wound up on a resolution to that effect being carried by a majority present at a Special General Meeting of the Society called for that purpose provided that such resolution to wind up shall be confirmed at a subsequent Special General Meeting of the Society called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed. Unless otherwise resolved by such meeting, the Board shall there upon take all steps necessary to such winding up.

If upon the winding up as aforesaid or dissolution by the Registrar of Incorporated Societies of the Society there remains after the satisfaction of all its debt and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be applied, transferred and disposed of to the benefit of a local charitable organisation or to such other charitable organisation for the benefit of the community as a whole as the Society shall resolve at the Special General Meeting held to confirm the resolution for winding up. Any such distributions shall be to a charitable organisation within New Zealand.