

**Asthma & Respiratory Services (Waikato) Inc**  
**Constitution and Rules 2019**

These rules rescind and replace all previous rules and constitution of Asthma & Respiratory Services (Waikato) Incorporated.

1: Name

The name of the Society shall be "Asthma & Respiratory Services (Waikato) Incorporated."

2: Objects

To improve management and understanding of asthma and other respiratory conditions within the Waikato.

- a) To survey and acquire accurate and relevant information about asthma and other respiratory conditions.
- b) To disseminate relevant information and knowledge about asthma and other respiratory conditions through its members, officers and others by way of meetings, demonstrations, lectures, publications and otherwise.
- c) To educate, guide and help people with asthma and other respiratory conditions and their families.
- d) To support research into the detection, causes and alleviation of asthma and other respiratory conditions.

3: Membership

- a) Membership of the Society shall consist of all persons who register with the Society by way of submission of a completed membership form.
- b) All members shall be entitled to receive copies of the Society's newsletter if available either by post or email, and to attend and vote at the Annual General Meetings and Special General Meetings of the Society.
- c) Every member shall undertake to act in accordance with the rules of the Society.
- d) Any member of the Society may resign their membership of the Society at any time by written or email notice to the secretary or Business Manager of the Society.
- e) If in the opinion of the Governing Board, it is not in the interests of the Society that any member should remain a member of the Society such membership may be terminated by the Governing Board at any time without notice and without having to assign any reason for that termination. Any person whose membership is terminated under this rule may appeal in writing to the secretary within 30 days of being advised in writing of such action. The next General Meeting of the Society will hear any such appeal and the decision of that meeting reached by a majority vote shall be final.

4: Life Membership

At any Annual General Meeting of the Society the Society may on the nomination of the Governing Board and with the approval of not less than two thirds of the members constituting such a meeting, confer life membership on any member as a reward for special merit, or in recognition of sustained service to the Society. A life member will have the same rights and privileges as members of the Society.

5: Election of Officers and Other Governing Board Members

At the Annual General Meeting of the Society the following officers shall be elected:  
Chairperson

Deputy Chairperson  
Treasurer  
Secretary

At the Annual General Meeting of the Society the following honorary positions may be elected:

Patron or Patrons  
Medical Advisers (as many as recommended by the Governing Board)  
Solicitor  
Pharmacy Liaison

#### 6: Governing Board

- a) The Society's Governing Board shall consist of the Chairperson, Deputy Chairperson and not less than four (4) or more than eight (8) members in total. Two members of the Board shall retire at each annual general meeting, but shall be eligible for re-election at the same and subsequent meetings. The members to resign shall be those who have been in office longest since their last election.
- b) The Governing Board may co-opt additional members to the Governing Board provided that the Governing Board shall consist of no more than 8 members. Any member appointed by the Governing Board to fill any vacancy or co-opted as aforesaid, shall hold office until the Annual General Meeting next following their appointment.
- c) A quorum at all meetings of the Governing Board shall be four (4).
- d) No employee of the Society may be a member of the Governing Board or hold an Office Holder's position.
- e) The Governing Board shall usually meet once a month but must meet a minimum of six times between the Annual General Meetings.
- f) Any elected member of the Governing Board, who without reasonable cause absents themselves from three consecutive meetings of the Governing Board, shall be deemed to have vacated office.
- g) Any elected member of the Governing Board may by one calendar month's notice in writing or via email addressed to the Board Chairperson, resign from the Governing Board.
- h) The Governing Board may at any time establish working groups to deal with and report on any matter that is deemed beneficial to the Society's objectives.
- i) The Governing Board may act by written resolution or in any other legally permissible manner on any matter by way of majority agreement between board meetings.
- j) Newly elected Governing Board members shall be expected to serve a minimum term of two years from the time of their election.

#### 7: Secretary

It shall be the duty of the Secretary to enter minutes of all resolutions, transactions and business of the Society in proper books to be provided for the purpose; to send all circulars and notices, except notices for subscriptions, to conduct the correspondence of the Society; to call General Meetings of the Society, both ordinary and Special and meetings of the Governing Board; to prepare yearly a report on the progress and affairs of the Society for submission to the Annual General Meeting and generally to discharge other such duties incidental to the office of Secretary as may from time to time require to be performed.

#### 8: Treasurer

The Treasurer shall ensure a statement of the conditions of the finances is presented to the Governing Board at all regular meetings and discharge other duties as are incidental to the office of the Treasurer. The Treasurer shall present audited Annual Financial Statements to the Annual General Meeting and ensure a budget for the following year is submitted to the first Governing Board following the Annual General meeting for approval by the Governing Board.

#### 9: Business Manager

The Governing Board may appoint a Manager to assume the duties of the Secretary and/or the Treasurer.

#### 10: Bank Account

The Society's bank account or banking accounts shall be kept at such bank and operated by such signatories as the Governing Board directs. All bank accounts shall operate with dual signatories.

#### 11: Financial Year

The financial year of the Society shall begin on the first day of **July** and end on the **thirtieth** day of **June** the next year.

#### 12: Annual General Meeting

- a) The Annual General Meeting of the Society shall be held within **four (4)** months of the end of the financial year.
- b) The purpose of the Annual General Meeting shall be to receive the annual report, audited annual accounts and to elect the Governing Board, Office Holders and Auditor and to transact any other business that has been circulated to members.
- c) The Annual General Meeting shall be convened by a notice in writing addressed by the Secretary on the Society's website or any other way the Governing Board deems fit and sent to each member at their last known preferred contact address, setting out the date, time and place of such meeting. Such notice to be sent out in writing not less than 30 days prior to such meeting to each member entitled to attend and vote thereat.
- d) All notice of motion whether to change any rule or rules of the Society or otherwise shall be sent to the Secretary in writing not less than thirty (30) days prior to any such meeting.
- e) At such Annual General Meeting (5) five members shall form a quorum.

#### 13: Special General Meeting

A Special General Meeting may be convened by the Governing Board whenever it shall deem fit.

A Special General Meeting shall be summoned or convened by the Governing Board upon receipt of a requisition signed by at least 10% of current members or ten (10) members of the Society (whichever is greater) setting forth the reasons for the same and such meeting shall be held within 30 days of the receipt of such requisition by the Governing Board.

A Special General Meeting shall be convened by the Secretary, addressing a notice in writing and forwarding same to each member at their last known address, setting out the date of such meeting and all resolutions and business to be brought before such meeting.

Such notice shall be sent to each member entitled to attend and vote not less than seven (7) days prior to such meeting.

At such Special General Meeting (5) five members shall form a quorum.

#### 14: Alteration of rules

Any alteration, amendment or rescission of these rules shall be made at an Annual General Meeting or Special General Meeting after notice of motion to change any rule having been given in accordance with rule 13(d) and notified to the members in accordance with rule 13(c) and passed by two thirds majority of the members present at the meeting or by written instruction given to the secretary prior to the meeting.

There cannot be any alterations to the rules, which detract from the charitable purpose of the Society. Any alteration, amendment, or rescission of these rules shall forthwith be registered with the registrar of Incorporated Societies.

#### 15: Voting

Each Officer and each member of the Society shall be entitled to one vote. All questions coming before any meeting of the Governing Board or of the Society shall be determined by a majority of votes excepting for motions to change the rules of the Society or for conferring life membership, which shall require a two thirds majority of those attending and entitled to vote. The Chairperson shall have a deliberate as well as a casting vote. A declaration by the Chairperson that any proposal or question has been carried on the voices shall be conclusive of such determination, unless a poll shall be immediately demanded when a show of hands or a ballot shall be taken to determine the question.

#### 16: Proxy Voting

Any member may vote in absentia at any Annual General Meeting or Special General Meeting of the Society provided their vote is registered with the Secretary prior to the meeting.

#### 17: Auditor

The Annual General Meeting of the Society shall appoint an Auditor for the ensuing year, who shall not be a member of the Governing Board or an employee of the Society. The duties of the auditor shall be to audit the financial affairs of the Society and whose report shall be presented at the Annual General Meeting.

#### 18: Common Seal

The Seal of the Society shall be in the custody of the Secretary or Manager and shall be affixed to documents by the direction of the Governing Board, and attested by the signature of any two members of the Governing Board.

#### 19: Dealing with Purchasing and Mortgaging of Property

- a) The Governing Board shall have power to purchase or acquire any real or personal property for the use of the Society, upon such terms as such meeting thinks fit, and shall have power to improve, manage or develop all or any part of the property of the Society and to let or sell, exchange or lease, or otherwise dispose of such parts of the lands of the Society or leasehold property, upon such terms as are considered expedient and shall have power to borrow or raise money in such manner as may be deemed necessary for the welfare of the Society, upon the security of Mortgage or charge of all or any of the property of the Society or of Debentures or Debenture Stock on all or any part of the property of the Society and undertakings both present and future, either as a floating or fixed security.
- b) Legacies, grants, endowments, contributions, or other gifts of money or other real or personal property may be made to the Society generally or for the purpose of any specific object of the Society. All such legacies, grants, endowments, contributions, or other gifts of real or personal property coming to the Society, as such, shall be dealt with, allocated and disposed of, for the purposes of the Society by the

Governing Board which may appoint one or more person or persons or any corporate body or Trust to hold any such property on behalf of the Society.

20: Control and Investment of Funds

The General Funds and Property of the Society, and the control and direction thereof, shall be vested in the Governing Board which shall have power to invest any surplus funds of the Society, upon such security and upon such terms as it thinks fit.

21: Borrowing Powers

The Society shall, in addition to the other powers invested in it, have power to borrow or raise money from time to time, by the issue of Debentures, bonds, mortgages, or any other security founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society shall think fit.

22: Pecuniary Profit

No part of the income or other funds of the Society may be used for the private pecuniary profit of any member nor used for any purpose that is not charitable according to the law of New Zealand. Nothing herein contained shall preclude any reasonable and proper payment to a member for services rendered or for goods supplied or by way of interest on monies borrowed from or by way of rent for premises let or leased to the Society by any member of the Society. This clause may not be altered or amended in any way or rescinded other than with the approval of the Commissioner of the Inland Revenue.

23: Winding Up

The Society may be wound up in the manner prescribed by Section 24 of the Incorporated Societies Act 1908 and its amendments. Twenty one (21) days notice of the required General Meeting shall be called by an advertisement inserted in one or more public newspapers circulated in the Society's region. The matter to be discussed shall be circulated to all members at least two weeks prior to the meeting and must be passed by a two-thirds majority of the members present at the meeting or by written instruction presented to the Secretary prior to the meeting

24: Dissolution and Disposal of property

In the event of the dissolution of the Society, the funds and property thereof, after payment of all debts and liabilities, shall be disposed of, in accordance with the objects of the Society, as the Society in its final meeting shall determine. Under no circumstances, shall the surplus assets of the Society be divided between the members thereof, nor shall the members of the Society have any beneficial interests therein.

25: Interpretation of rules

In the event of any difference of opinion as to the interpretation of any Rule, or as to any question whatsoever arising under, or out of these Rules, the matter shall be referred to the Governing Board and its decision shall be binding unless reversed by the Society in General Meeting.

At the Special General Meeting of the Society on **February 25<sup>th</sup> 2019** the fore stated constitution was adopted.

Governing Board Member

*Anthony (Wia) Cosby*

Governing Board Member

*[Signature]*

Governing Board Member

*[Signature]*

