



## **Epilepsy Association of New Zealand Incorporated**

# **Constitution**

Adopted on 30 August 2023 at the  
67th Annual General Meeting of the Epilepsy Association of New Zealand Inc

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## **SECTION 1            INTERPRETATIONS AND DEFINITIONS**

- 1.01    In the event of any doubt, difference or dispute arising as to the meaning or effect of this Constitution the matter shall be referred to the Board whose ruling shall be final and binding on all parties.
- 1.02    'Association' means the Epilepsy Association of New Zealand Incorporated.
- 1.03    'Member' is defined in Clause 3.01(1).

## **SECTION 2            PURPOSE**

### **2.01        Name**

The name of the Association is the Epilepsy Association of New Zealand Incorporated.

### **2.02        Objects**

(1)       The objects of the Association are to:

- (a)    promote care, welfare and improvement in quality of life of the people living with epilepsy;
- (b)    promote support for people who have epilepsy, their families, and dependants;
- (c)    promote understanding of epilepsy within the community;
- (d)    promote research and investigation into epilepsy in all its forms;
- (e)    publish and distribute information in any form that promotes the Association's objects; and
- (f)    enlist support for the work of the Association from individuals, the Government and public and private organisations whose activities may be of benefit to people who have epilepsy.

In pursuing these objects the Association acknowledges the significance of the Treaty of Waitangi. The Association will continue to develop and maintain relationships with Maori and act in accordance with the principles of the Treaty.

### **2.03        Powers**

The Association has the power to do anything that may be necessary or conducive to the attainment of its objects and to:

- (a)    acquire from time to time such facilities as may benefit people with epilepsy;
- (b)    borrow, raise or secure the payment of moneys for any purposes of the Association in such manner as the Association may consider expedient, in particular by the mortgage of all or any part of the property of the

- Association, or by issue of debentures chargeable upon all or any part of the property of the Association, both present and future, and give security in any form over any of the assets of the Association for money borrowed and to purchase, redeem and pay off any such securities;
- (c) employ staff and engage professional services;
- (d) rent, lease, hire, purchase or otherwise acquire, sell or dispose of any interest in any land, buildings, furniture or other real or personal property on such terms as the Association determines; and
- (e) invest the funds of the Association.

These powers may be exercised by the Board or at a general meeting of the Association.

### **3.01 Attainment of Objects**

These objects may be attained in whatever lawful manner the Association determines.

## **SECTION 3 MEMBERSHIP**

### **3.02 Membership**

- (1) Membership of the Association will be granted to:
  - (a) Any person diagnosed with epilepsy, over the age of eighteen (18) years, who is enrolled to receive services from the Association; or
  - (b) Any parent, legal guardian or primary caregiver of a child under the age of eighteen (18) years, who is diagnosed with epilepsy, who is enrolled to receive services from the Association; or
  - (c) Any individual who has paid the annual subscription determined by the Board for the current financial year and is not otherwise entitled to seek membership under the terms above; or
  - (d) Any business who has paid the annual subscription determined by the Board for the current financial year. Such membership in this category shall be regarded as a single member and they shall nominate one representative to act on its behalf; or
  - (e) Life members.
- (2) The Board may withhold acceptance of any application for Membership but must advise the applicant in writing for the reason why the application is being declined.

### **3.03 Member Records**

The Chief Executive shall keep a record of each member including the postal address, telephone number and email address, where supplied by the Member.

### **3.04 Communications with Members**

The Chief Executive shall place information and/or documents for members' attention on the Association website and advise such placement to each member by way of email. Members who have not supplied an email address will have the information and/or documents provided to them by an alternative method.

### **3.05 Subscription**

The annual subscription is fixed from time to time by the Board.

### **3.06 Resignation**

In addition to what is provided in clause 3.06, a member's membership shall cease as a result of any of the following events:

- (a) Automatically once a member ceases to meet the criteria set out in clause 3.01; or,
- (b) The member provides a written notice of his or her resignation to the Chief Executive Officer; or,
- (c) Annual subscription has not been paid prior to 30 June of the current financial year; or,
- (d) The member is no longer alive.

### **3.07 Termination of Membership**

- (a) Membership may be terminated where a member is;
  - (i) convicted of a criminal offence; or
  - (ii) breaches any rule, regulation or bylaw of the Association; or
  - (iii) does any act to bring the Association into disrepute.
- (b) Before membership is terminated for any reason other than non-payment of subscriptions the member shall be given written notice of impending termination by the Chief Executive who shall also advise that an appeal may be lodged within two (2) weeks with the Commissioners whose decision shall be final. The member has the right to make a submission and if requested be heard, supported or represented by counsel. The final decision of the Commissioners shall be advised to the member in writing with reasons within two (2) weeks of the appeal being received or within two (2) weeks of a hearing.

### **3.08 Life Membership**

- (a) Any Member who has rendered exceptional meritorious service to the Association may be elected a Life Member at an Annual General Meeting:
  - (i) nominations for Life Membership must be received by the Chief

- Executive Officer not later than six weeks before the annual meeting and be notified to Members at least four weeks before the meeting;
- (ii) nominations are included on the Annual General Meeting agenda where approved by the Commissioners in terms of stated criteria.

## **SECTION 4            GENERAL MEETINGS**

### **4.01      Annual General Meeting**

- (a)      An annual meeting of Members shall be held not later than six months after the end of the financial year.
  
- (b)      The Annual General Meeting shall:
  - (i)          receive and consider the annual report of the Association;
  - (ii)        approve a specification of the competencies required of the Commissioners and Members of the Board;
  - (iii)        elect Commissioners;
  - (iv)        receive the result of the ballot for the election of Board Members;
  - (v)        appoint an auditor for Association accounts;
  - (vi)        consider such other matters as the Board may specify in the agenda as circulated; and
  - (vii)       consider remits to amend this Constitution and other motions of which six weeks' notice has been given and which have been approved by the Commissioners for consideration as matters relating to Association governance.
  
- (c)      The Chief Executive Officer shall give Members notice of the Annual General Meeting at least 10 weeks before the date of the meeting.
  
- (d)      Remits for consideration at an Annual General Meeting including nominations for the Board election and proposals for amending this Constitution must be received by the Chief Executive Officer not later than six weeks before the date of the meeting.
  
- (e)      The Chief Executive Officer shall circulate to Members the agenda, minutes of the last Annual General Meeting and any special meeting, the annual report, remits and voting papers for the Board election ballot at least four weeks before the date of the meeting.
  
- (f)      The returned ballot papers for the Board election must be received by the Commissioners not later than noon on the day before the Annual General Meeting.

- (g) Minutes are kept recording the names of those present, results of elections, appointments and all proceedings and resolutions.
- (h) Minutes are confirmed by the Board and made available to Members.

#### **4.02 Special General Meetings**

- (a) A Special General Meeting shall be convened by the Chief Executive Officer following a request at any time from the Board or at least 50 Members. The meeting shall be held not later than six weeks after the request is received.
- (b) After approval by the Board, the Chief Executive Officer shall at least four weeks before the date of the meeting notify Members of the date, time and place of the Special General Meeting and the nature of the business to be dealt with.
- (c) Minutes are kept recording the names of those present and all proceedings and resolutions.
- (d) Minutes are confirmed by the Board and made available to Members.

#### **4.03 Notice of a General Meeting**

The accidental failure to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

#### **4.04 Quorum**

The quorum for a general meeting is 15 Members.

#### **4.05 Proxy**

A Member may appoint another Member attending a general meeting to vote as the absent Member directs.

#### **4.06 Observers**

Paid employees of the Association and persons invited by the Board may attend a general meeting as observers.

#### **4.07 Rules of Debate**

The chairperson decides points of order that are raised on matters that are not provided for in this Constitution.

### **SECTION 5 COMMISSIONERS**

#### **5.01 Composition**

- (a) Two independent Commissioners shall be elected at the Annual General



- Meeting for a two year term.
- (b) One Commissioner shall stand down at each Annual General Meeting and be eligible for re-election.

## **5.02 Functions**

Functions of the Commissioners are to:

- (a) decide which nominees for election to the Board may be included in the ballot on the basis that they possess sufficient of the competencies required of the Board;
- (b) receive and consider formal complaints from Members in respect of decisions made by the Board and make recommendations to the Board in respect of these complaints;
- (c) decide appeals against terminations of Membership;
- (d) manage the ballot for Board elections;
- (e) declare the result of the ballot for a Board election at the Annual General Meeting;
- (f) decide which of the remits received relate to governance and which may therefore be considered at a general meeting;
- (g) decide which proposals to award Life Membership may be considered at an Annual General Meeting, in terms of specified criteria.
- (h) report to the annual general meeting on their processing of complaints, decisions on Membership termination appeals, decisions on the eligibility of remits, and decisions on proposals to award Life Membership and the criteria used.

## **5.03 Vacancy**

Whenever a vacancy for a Commissioner arises between Annual General Meetings, the Board shall appoint a temporary replacement. Every person appointed by the Board under this clause shall retire as Commissioner at the next Annual General Meeting and be eligible for re- election.

# **SECTION 6 BOARD**

## **6.01 Eligibility**

Members of the Board must be members of the Association. Paid employees of the Association are not eligible for membership of the Board.

## **6.02 Composition**

- (a) The Board shall consist of at least five (5) but no more than eight (8) voting Board Members.
- (b) The Board may appoint members to the Board during the year in accordance with Clause 6.07 or 6.08.

- (c) The Board elects from its number the President, Vice-President and Treasurer.

### **6.03 Functions**

The functions and authority of the Board are to:

- (a) oversee the competent and lawful conduct of Association business;
- (b) report to each Annual General Meeting on Association performance in terms of its objects, policies and strategies;
- (c) provide for the appropriate disposition of funds raised locally;
- (d) provide for the deployment of volunteers;
- (e) appoint a Chief Executive Officer to manage the day-to-day affairs of the Association in accordance with the objects of the Association and the policy and direction determined by the Board;
- (f) review the performance of the Chief Executive Officer in terms of an approved business plan; and
- (g) exercise the powers specified in rule 2.03.

### **6.04 Secretary**

The Board shall appoint a secretary to the Board and that person shall act as secretary to the Association.

### **6.05 Election**

- (a) Members of the Board are elected by postal ballot and take office at the close of the Annual General Meeting at which they are declared elected.
- (b) Nominations for the Board election must be received by the Commissioners at least six (6) weeks before the meeting. Ballot papers shall be issued to members at least four (4) weeks before the meeting.
- (c) The notice calling for nominations shall state the competencies required of the Board overall and the specific competencies requiring enhancement at that election. Each nomination shall be accompanied by a personal profile, a statement of relevant competencies and the candidate's aspirations for the Association.
- (d) The Commissioners decide which of the nominations for the Board election are to be included in the ballot, on the basis that in their judgment the approved nominees possess sufficient of the specified required competencies.

### **6.06 Rotation of Membership**

The term of office of a Board Member shall be three (3) years from the date of the Annual General Meeting at which the Board Member is elected. Board Members may be re-elected or reappointed at the conclusion of their three (3) year term.

### **6.07 Vacancy**

The Board shall have the power to appoint additional persons to the Board at any time

provided the total number of voting Board Members is not higher than eight (8) at any time. In the event that the number of Board Members falls below five (5) then the remaining Board Members shall have the power to appoint one (1) or more Appointed Board Members in order to bring the number of Board Members up to at least five (5) but no more than eight (8). Every person appointed by the Board under this clause shall retire from the Board at the next Annual General Meeting and be eligible for re-election. Failure to be re-elected does not preclude the Appointed Board Member from being reappointed by the Board.

#### **6.08 Co-Opted Members**

The Board shall have the power to co-opt additional persons with specific skills for a specified period to assist in the attainment of the objects of the Association ("Co-opted Board Members"). Co-opted Board Members shall have no voting rights on the Board and have an advisory function only.

#### **6.09 Disqualification and Removal**

A Member ceases to hold office if the member:

- (a) fails to participate in two (2) successive meetings of the Board for which the Board has not granted leave of absence; or,
- (b) resigns his or her office as a member by notice in writing to the Board; or,
- (c) ceases to be a member of the Association; or,
- (d) retires from office pursuant to rule 6.06, 6.07 or 6.08 and is not re-elected.

#### **6.10 Meetings**

- (a) The Board shall meet as it resolves, or at the request of the President, or on written request signed by not fewer than half of the Board 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 Board Members at least two (2) weeks before the meeting.
- (b) The President, or failing that person, the Vice-President, shall chair all meetings of the Board. Unless otherwise required any resolution of the Board shall be carried by a simple majority of those present and voting.
- (c) The quorum necessary for the transaction of business by the Board shall be four (4) persons participating and eligible to vote. Each member shall have one (1) vote except the chairperson who shall also have a deciding vote in the event of equality of voting.
- (d) Minutes of meetings of the Board shall be kept and shall record all resolutions and proceedings.
- (e) Minutes shall be confirmed by resolution at the next subsequent meeting of the Board or by signature of the presiding Member and two (2) other Board Members present at the meeting the minutes of which are being confirmed.
- (f) Confirmed minutes of Board meetings shall be made available to members.

#### **6.11 Committees**

- (a) The Board may from time to time by resolution appoint one (1) or more committees to advise the Board, or act under delegation from the Board on matters referred to the committee. Any such committee may include or comprise persons who are not members of the Board or the Association. The Board may at anytime discharge, alter, or reconstitute any such committee.
- (b) Minutes of meetings of every committee of the Board shall be kept and shall record all resolutions of the proceedings. Such minutes shall be tabled at the next Board meeting.

#### **6.12 Indemnity**

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

### **SECTION 7 FINANCIAL**

#### **7.01 Office**

The registered office of the Association shall be at a place determined by the Board.

#### **7.02 Bank Accounts**

The Association may operate such bank accounts as may be required and as approved by the Board. Cheques or orders drawn on any Association bank account require two authorised signatures, at least one being that of an authorised Board Member. At least two Board Members shall be authorised signatories as well as such employees of the Association as the Board may nominate for the purpose from time to time.

#### **7.03 Accounting Policies**

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

#### **7.04 Financial Year**

- (a) The Association financial year shall end on the thirty-first day of March.
- (b) Following the end of each financial year, annual accounts shall be prepared in accordance with the New Zealand Generally Accepted Accounting Practices (NZGAAP) and audited. The Board shall present the audited annual accounts at the next Annual General Meeting as part of the Association annual report.

#### **7.05 Investments**

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

#### **7.06 Legacies and Other Gifts**

Legacies or other gifts of property, if given for the Association generally, without any statement of purpose, shall be held and applied in such a manner as the Board may direct. If specified as given for the benefit of a particular purpose of the Association, legacies or gifts shall be held and applied exclusively to that purpose.

#### **7.07 Borrowing and Giving Guarantees**

The Board may borrow money for any of the purposes of the Association and give security in any form over any of the assets of the Association for the money borrowed.

### **SECTION 8 GENERAL**

#### **8.01 Common Seal**

The Common Seal shall not be affixed to any instrument, deed or document, except by resolution of the Board and in the presence of the President of the Association and one other Board Member, who shall subscribe their names thereto as witnesses.

#### **8.02 Alteration to Constitution**

- (a) This Constitution may be altered, added to, or rescinded by a resolution passed at a duly convened annual or special general meeting of the Association by a two-thirds majority of those Members present and entitled to vote.
- (b) No alteration of this Constitution shall be made which affects the charitable nature of the Association.

#### **8.03 Winding Up**

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities and property whatsoever the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other charitable organisation - or for some other charitable purposes - within New Zealand as nominated by the Board.

#### **8.04 Application of Funds and Property**

No Member of the organisation, or any person associated with a Member, shall participate in, or materially influence, any decision made by the organisation in respect of the payment to, or on behalf, that Member, or associated person, of any income,

benefit, or advantage whatsoever.

Signed as a true and correct version

A handwritten signature in blue ink, appearing to read 'G. Livingstone', is written over a light blue rectangular background.

By: Glenn Livingstone  
President, Epilepsy New Zealand, on behalf of the Board

Date: 20 September 2023