



Epilepsy Association of New Zealand Incorporated

Constitution

Adopted on 25 November 2025

CONTENTS

SECTION 1	INTERPRETATIONS AND DEFINITIONS.....	3
SECTION 2	PURPOSE	3
SECTION 3	MEMBERSHIP	5
SECTION 4	GENERAL MEETINGS	8
SECTION 5	COMMISSIONERS.....	12
SECTION 6	BOARD	13
SECTION 7	FINANCIAL	18
SECTION 8	GENERAL	19
SCHEDULE 1	DISPUTES RESOLUTION PROCEDURES	22

SECTION 1 INTERPRETATIONS AND DEFINITIONS

- 1.01** Subject to the Act or any other legislation, in the event of any doubt, difference or dispute arising as to the meaning or effect of this Constitution the matter shall be dealt with in accordance with the Association's dispute resolution procedure as set out in Schedule One of this Constitution and be referred to the Board whose ruling shall be final and binding on all parties.
- 1.02** Unless the context otherwise requires, the following expressions will have the meaning ascribed to them:
- (a) **'Act'** means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
 - (b) **'Association'** means the Epilepsy Association of New Zealand Incorporated that was incorporated on 15 June 1959.
 - (c) **'Board'** means the Board Members elected or appointed in accordance with clause 6 of this Constitution.
 - (d) **'Board Member'** or **'Board Members'** means those Board Members for the time being and anyone who is elected or appointed as a Board Member of the Association in accordance with clause 6.
 - (e) **'Commissioner'** or **"Commissioners"** means the independent commissioners appointed in accordance with clause 5.
 - (f) **'Voting Member'** or **'Voting Members'** means those Members who are entitled to vote in accordance with clause 3.02 and who have paid all subscriptions and fees (if any) to the Association by their respective due dates and are therefore eligible to exercise the rights of membership including voting at General Meetings.
 - (g) **'General Meeting'** means an Annual General Meeting or a Special General Meeting of the Association.
 - (h) **'Member'** or **'Members'** means those members from the time being as defined in Clause 3.02 and anyone who is admitted as member of the Association in accordance with clause 3.01.
 - (i) **'Officer'** or **'Officers'** means the Commissioners, the Board Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Association that allows the person to exercise significant influence over the management of administration of the Association.

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.
- (2) In pursuing these objects, the Association acknowledges the significance of the Treaty of Waitangi. The Association will continue to develop and maintain relationships with Māori and act in accordance with the principles of the Treaty.
- (3) The Society is a charitable entity under the Charities Act 2005 and will only use its money, property and other assets to further the objects of the Society. Unless acting in accordance with the Act, the Charities Act 2005 and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

2.03 Powers

- (1) The Association has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, the Charities Act, or any other legislation. These powers include, but are not limited to the following that may be necessary or conducive to the attainment of its objects:
 - (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.

- (2) These powers may be exercised by the Board or at a General Meeting of the Association.

SECTION 3 MEMBERSHIP

3.01 Membership

- (1) Membership of the Association will be granted to any consenting person or body corporate who agrees with the objects of the Association, subject to the Board's approval by applying for membership, paying the relevant subscription and fees (if any).

3.02 The Association has the following classes of membership:

- (1) **Individual Members:** being natural persons who have applied to become Members in accordance with clause 3.01 and paid the Individual Member subscription. Individual Members will enjoy the rights of Membership included in the constitution, including voting rights and being counted towards a quorum.
- (2) **Corporate Members:** being bodies corporate who have applied to become Members in accordance with clause 3.01 and paid the Corporate Member subscription. Corporate Members must nominate a representative to be recorded on the register of Members as having the authority to exercise the Corporate Member's right to vote and must notify the Board of any change to their nominated representative. The Corporate Member will be regarded as a single Member. Corporate Members will enjoy the rights of Membership included in the constitution, including voting rights and being counted towards a quorum.
- (3) **Unincorporated Members:** being unincorporated groups who have applied to become Members in accordance with clause 3.01 and paid the Unincorporated Member subscription. Unincorporated groups must nominate a member in accordance with subclauses (a)-(b) below to be recorded on the register of Members as having the authority to exercise the unincorporated group's right to vote. Unincorporated Members will enjoy the rights of membership included in the constitution, including voting rights and being counted towards a quorum.
 - (a) Unincorporated Members must nominate a member of that

unincorporated group to become a Member of the Association by forwarding a resolution to that effect to the Association. The nominated member will:

- (i) become a Member of the Association and act as a representative of the unincorporated group;
 - (ii) have the authority to exercise the unincorporated group's right to vote; and
 - (iii) be treated as acting under the authority of the unincorporated group and therefore be able to bind all members of the unincorporated group.
 - (b) The unincorporated group may replace their nominated member by forwarding a resolution to that effect to the Association. The unincorporated group must also share with the Association a list of its members, including as a minimum the names and contact details of members, and notify the Association of any changes to this list.
- (4) **Life Members:** being Individual or Corporate Members who have been nominated to Life Membership by the Board and confirmed at a General Meeting, in accordance with clause 3.08. Life Members will be exempt from paying a subscription but will otherwise enjoy the rights of membership included in the constitution, including voting rights and being counted towards quorum. To be clear, a Life Member may still be liable to pay one off fees for events, activities or similar.
- (5) **Employee Members:** being individuals who are paid employees of the Association and paid the Employee Member subscription. Employees will enjoy limited rights of membership, they may be present at General Meetings in accordance with clause 4.07 with no voting rights, speaking rights and will not be counted toward quorum.

The Board may decline any application for membership if the applicant does not meet the eligibility criteria or if there are reasonable grounds to believe that accepting the applicant would be inconsistent with the purposes or values of the Association. The Board must provide written reasons for any refusal. An applicant may appeal the decision in writing within 14 days, and the Board must review and respond to the appeal within 30 days.

3.03 Member Records

- (1) The Chief Executive shall keep a record of:
 - (a) each Member including the full name, postal address, telephone number, email address, date they became a Member, class of membership, subscription and fees paid (if any);
 - (b) for any Corporate Member, the name and contact details for the Corporate Member representative for General Meetings;

- (c) for any Unincorporated Member, the name and contact details of the Unincorporated Member representative for General Meetings, along with the name and contact details of the members for the unincorporated group;
 - (d) for any Member who has ceased to be a Member within the previous seven (7) years, that Member's name and date on which they ceased to be a Member; and
 - (e) any other information required by the Board or by the Act.
- (2) Members must notify the Chief Executive of any change to their information recorded on the register of Members.

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 if requested and in accordance with the Act.

3.05 Subscription

- (1) The annual subscription is fixed from time to time by the Board. A Member is only entitled to exercise the rights of membership, including voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Association by their respective due dates. The term "Voting Members" is used to refer to such Members throughout the Constitution.
- (2) The Board may, at its discretion, waive or reduce the membership subscription fee for any member in cases of financial hardship or other exceptional circumstances. Members seeking a waiver must submit a written request to the Chief Executive outlining the nature of the hardship. The Board will consider each request on a case-by-case basis and may delegate this authority to the Chief Executive in accordance with its delegation policy. All decisions must be recorded in the minutes of the relevant Board meeting.
- (3) All applications for fee waivers will be treated in strict confidence. The identity of the applicant and their details will only be disclosed to those Board members or delegated officers directly involved in the decision-making process and will be recorded in a manner that protects the applicant's privacy.

3.06 Resignation

- (1) 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) The Member provides a written notice of his or her resignation to the Chief Executive Officer; or,
- (b) Annual subscription has not been paid by the end of the 12 month membership period; or,
- (c) The Member is no longer alive, or in the case of a body corporate on dissolution.

3.07 Termination of Membership

- (1) The Board may by a majority resolution suspend a Member from membership if the Member is charged with a criminal offence and remove a Member from membership if the Member has been convicted of a criminal offence which, in the opinion of the Board, makes their membership in the Association undesirable.
- (2) After following the dispute resolution procedures set out in Schedule One, the Board may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Member's membership if the Member has:
 - (a) breached this Constitution, the Association's bylaws, or the Act; or
 - (b) engaged in misconduct which has brought the Association into disrepute or makes their membership in the Association undesirable.

3.08 Life Membership

- (1) Any Member who has rendered exceptional meritorious service to the Association may be elected a Life Member at an Annual General Meeting:
 - (a) nominations for Life Membership must be received by the Chief Executive Officer not later than six (6) weeks before the Annual General Meeting and be notified to Members at least four (4) weeks before the meeting;
 - (b) nominations are included on the Annual General Meeting agenda where approved by the Board in terms of stated criteria.

SECTION 4 GENERAL MEETINGS

4.01 Annual General Meeting

- (1) The Annual General Meeting of Members must be called by the Board not later than six (6) months after the end of the financial year and no later than fifteen (15) months after the previous Annual General Meeting.
- (2) At the Annual General Meeting the Board must:
 - (a) present the annual report of the Association;
 - (b) present the financial statements of the Association for that period;
 - (c) present notices of disclosure, or types of disclosures, made under

section 63 of the Act (disclosures of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate);

- (d) approve a specification of the competencies required of the Commissioners and Board Members;
 - (e) receive the result of the ballot for the election of Board Members;
 - (f) appoint an auditor for Association accounts;
 - (g) consider such other matters as the Board may specify in the agenda as circulated; and
 - (h) consider remits to amend this Constitution and other motions of which six (6) weeks' notice has been given and which have been approved by the Commissioners for consideration as matters relating to Association governance.
- (3) The Board shall give Members notice of the Annual General Meeting at least ten (10) weeks before the date of the meeting.
- (4) 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 Board not later than six (6) weeks before the date of the meeting.
- The Board shall circulate to Members the agenda, minutes of the last Annual General Meeting and any Special General Meeting, the annual report, remits, Board and Member motions and voting papers for the Board election ballot, along with the manner of submitting a vote by post or electronic means at least four (4) weeks before the date of the meeting.
- (5) The Board may put forward motions for the Association to vote on, which will be notified to Members in accordance with clause 4.01(4).
- (6) A Voting Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Board at six (6) weeks before that Annual General Meeting. The Voting Member may also provide information in support of that motion. Notice of a Voting Member motion must be given to Members in accordance with clause 4.01(4).
- (7) The returned ballot papers for the Board election must be received by the Board not later than noon on the day before the Annual General Meeting. For the avoidance of doubt, ballot papers are received prior to the Annual General Meeting however, Board elections will be open to the floor for voting at the Annual General Meeting, in accordance with clause 4.06. Each Voting Member of the Association will be entitled to one (1) vote per vacant

position. For clarity, Voting Members who have returned their ballot paper prior to the AGM will not be entitled to vote again at the Annual General Meeting.

4.02 Special General Meetings

- (1) A Special General Meeting shall be convened by the Chief Executive Officer following a request at any time from the Board or at least fifty (50) Voting Members or in accordance with clause 6.10(2) (if Board Members have conflicted interests on a matter). If the Board or Members request a Special General Meeting, the meeting shall be held not later than six (6) weeks after the request is received.
- (2) After approval by the Board, the Chief Executive Officer shall at least four (4) weeks before the date of the meeting notify Members of the date, time and place of the Special General Meeting, the nature of the business to be dealt with and any motions to be voted on, along with the manner of submitting a vote by post or electronic means.

4.03 Minutes

Minutes of meetings must be kept for every General Meeting. Minutes will be confirmed by the Board and made available to Members.

4.04 Notice and Procedure of a General Meeting

- (1) 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.
- (2) General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Voting Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

4.05 Quorum

- (1) The quorum for a general meeting is fifteen (15) Voting Members of the Association, attending in accordance with 4.06 (being in person, by post, by proxy or via electronic means).
- (2) If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- (3) In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for one (1) week to the same time and

place (if possible) and Notice of the adjournment will be given by the Board to all Members. At the adjourned General Meeting the Voting Members present will form a quorum.

4.06 Voting

- (1) Voting Members may attend and vote at a General Meeting by casting their votes in the following ways:
 - (a) In person, by voices or show of hands;
 - (b) By post;
 - (c) By electronic means, the Chief Executive will determine the most appropriate method of electronic voting; or
 - (d) A Voting Member may appoint another Member attending a General Meeting to vote by proxy as the absent Voting Member directs.
- (2) Subject to this Constitution, the number of votes required to reach any decision will be a majority of Voting Members present and entitled to vote at the General Meeting, and/or entitled to vote at the General meeting and voting by proxy in accordance with clause 4.06(3) , and/or entitled to vote at the General Meeting and voting by post or electronic means in accordance with 4.06(4).
- (3) Proxies
 - (a) If a Voting Member would like to appoint a proxy, that proxy must be appointed by notice in writing to the Board. The notice must state which General Meeting the appointment is for and must be signed or otherwise authorised by the Voting Member.
 - (b) The notice appointing a proxy must be received by the Board not less than (1) working day before the General Meeting for which the appointment has been made. Voting Members voting in accordance with this clause will count towards a quorum.
- (4) Votes by Post or Electronic means
 - (a) The Board may allow votes by post or electronic means in accordance with the manner set out in the notice provided under clause 4.01(4) and 4.02(2).
 - (b) Unless otherwise stated, the vote(s) by post or electronic means must be received by the Board at least one (1) working day before the date of the General Meeting. Voting Members voting in accordance with this clause will count towards a quorum.
- (5) In the event of a tied vote, the Chairperson will have a casting vote.

4.07 Observers

Paid employees of the Association and persons invited by the Board may attend a General Meeting as observers. For clarification, such observers will not have voting rights, speaking rights and will not count towards a quorum.

4.08 Rules of Debate and Resolution in Lieu of General Meetings

- (1) The chairperson decides points of order that are raised on matters that are not provided for in this Constitution.
- (2) Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Association.
- (3) A resolution in writing cannot be made under clauses 8.02, 8.03 or 8.04 of this Constitution.
- (4) Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Voting Members.

SECTION 5 COMMISSIONERS

5.01 Composition

- (1) Two (2) Commissioners shall be elected at the Annual General Meeting for a two (2) year term.
- (2) One Commissioner shall stand down at each Annual General Meeting and be eligible for re-election.

5.02 Election

- (1) The election of the Commissioner will be conducted in the following manner:
 - (a) a candidate's written nomination, accompanied by their consent under clause 6.1 either in writing or by electronic means, must be delivered to the Board six (6) weeks before the date of the General Meeting (typically the Annual General Meeting);
 - (b) subject to the term limits set out in clause 5.01(1), a Commissioner who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 6.01 to the Board six (6) weeks before the date of the General Meeting;

- (c) any other administrative processes at the election of Commissioners will be managed in a manner determined by the incoming Board.

5.03 Functions

- (1) The functions of Commissioners will be determined by the Board from time to time and include:
 - (a) decide which nominees for election to the Board may be included in the ballot, taking into consideration of the nomination guidelines, feedback from the Board and on the basis that they possess sufficient of the competencies required of the Board;
 - (b) receive and consider formal complaints from Members in accordance with the Disputes Resolution Procedure set out in Schedule 1;
 - (c) manage the ballot for Board elections;
 - (d) declare the result of the ballot for a Board election at the Annual General Meeting;
 - (e) decide which of the remits received relate to governance and which may therefore be considered at a General Meeting;
 - (f) report to the Annual General Meeting on their processing of complaints and decisions on the eligibility of remits.

5.04 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

- (1) A majority of Board Members must also be Voting Members of the Association, or representatives of bodies corporate that are Members of the Association. Paid employees of the Association are not eligible for membership of the Board.
- (2) Prior to election or appointment, every Officer (including every Board Member, Co-opted Board Members and Commissioner) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under the Constitution or section 47(3) of the Act.

6.02 Composition

- (1) The Board shall consist of at least five (5) but no more than eight (8) voting

Board Members (including Co-opted Board Members) who are natural persons elected at a General Meeting or otherwise appointed in accordance with this Constitution.

- (2) The Board may appoint members to the Board during the year in accordance with Clause 6.07 or 6.08.
- (3) The Board elects from its number the President, Vice-President and Treasurer.
- (4) For the avoidance of doubt, the President is the chairperson for General Meetings and Board Meetings.

6.03 Functions

- (1) The operation and affairs of the Association must be managed by, or under the direction or supervision of, the Board. The Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Association. These functions and powers include but are not limited 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.
 - (h) decide which proposals to award Life Membership may be considered at an Annual General Meeting, in terms of specified criteria.

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

- (1) The election of Board Members will be conducted in the following manner:
 - (a) a candidate's written nomination, accompanied by their consent under clause 6.01(2) and the support of a Voting Member either in writing or by electronic means, must be delivered to the Commissioner six (6) weeks before the date of the Annual General Meeting;

- (b) subject to the term limits set out in clause 6.066.06, a Board Member who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 6.01(2)6.01 to the Commissioner six (6) weeks before the date of the General Meeting;
- (c) The notice calling for nominations will 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) ballot papers will be issued to Voting Financial Members at least four (4) weeks before the Annual General Meeting;
- (e) if there are insufficient numbers of nominees received for the positions on the Board which need to be filled, the Board may adopt other processes at the General Meeting to fill the vacancies, including accepting nominations from the floor;
- (f) any other administrative processes at the election of Board Members will be managed in a manner determined by the incoming Board;
- (g) if any vote in an election of Board Members is tied, the tie must be resolved by the incoming Board (excluding those in respect of whom the votes are tied); and
- (h) the Board so elected by postal ballot and in conjunction with the Annual General Meeting as per clause 4.01 will take office at the close of the Annual General Meeting at which they are declared elected.

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, provided that the additional appointed Board Members are eligible in accordance with clause 6.01(2). If 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 up to two additional persons to the board at any one time 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 are required to meet the requirements of clause 6.01(2). Co-opted Board Members shall have voting rights on the Board and will count towards the quorum.

6.09 Disqualification and Removal

- (1) A Board 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;
 - (b) resigns his or her office as a member by notice in writing to the Board;
 - (c) is removed from office in accordance with this Constitution;
 - (d) becomes disqualified from being an Officer under section 47(3) of the Act;
 - (e) becomes disqualified from being an Officer under the Charities Act 2005;
 - (f) dies; or
 - (g) retires from office pursuant to rule 6.07, 6.08 or 6.09 and is not re-elected.

6.10 Meetings

- (1) 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.
- (2) Where half (1/2) or more of the Board Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Board Members may vote on the matter. Where only one (1) Board Member remains, a Special General Meeting of the Association must be called to determine the matter.
- (3) 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.
- (4) The quorum necessary for the transaction of business by the Board shall be four (4) persons participating and eligible to vote. Each Board member shall have one (1) vote except the chairperson who shall also have a deciding vote in the event of equality of voting.
- (5) Minutes of meetings of the Board shall be kept and shall record all resolutions and proceedings.

- (6) 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.
- (7) Confirmed minutes of Board meetings shall be made available to Members.
- (8) Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Board Members can hear each other well enough to follow the discussion throughout the meeting. Board Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- (9) The President will determine how votes will be cast at Board meetings, which may include voting by voices or by show of hands, on the demand of the President or by two (2) or more Board Members present, by secret ballot.
- (10) The Board can make decision by a resolution in lieu of a meeting by:
 - (a) A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Board will be as valid and effectual as if it had been passed at a meeting of the full Board.
 - (b) Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Board Members.

6.11 Committees

- (1) 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 any time discharge, alter, or reconstitute any such committee.
- (2) 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 and Insurance

- (1) 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.

- (2) The Association may, with the authority of the Board, indemnify and/or obtain insurance for an Officer for:
 - (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Association; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 6.12(2)(a).
- (3) The Association may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

SECTION 7 FINANCIAL

7.01 Contact Person

The Board will appoint one (1) or up to three (3) contact persons by a majority resolution. This contact will be the Chief Executive Officer and could also be a Board Member, Officer, Member, secretary or employee of the Association, but must be at least 18 years of age and ordinarily resident in New Zealand. The Association must give notice to the Registrar of Incorporated Societies of any changes to the contact person(s).

7.02 Bank Accounts

The Association may operate such bank accounts as may be required and as approved by the Board. Payments drawn on any Association bank account require two (2) authorised signatures, at least one (1) being that of an authorised Board Member. At least two (2) 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

The Board must ensure a financial statement is kept that provides a record of the Association's financial position and meets the minimum financial statement requirements in the Act and the Charities Act 2005.

7.04 Financial Year

- (1) The Association's financial year shall end on the thirty-first day of March.
- (2) 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's annual report.

7.05 Investments

- (1) The funds and property of the Association will be controlled and managed by the Board in accordance with this Constitution and the Act, to further the Association's objects.
- (2) 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 Contracting Method

Documents will be executed for the Association pursuant to a resolution of the Board, and the Association may enter into contracts by two (2) Board Members signing under the name of the Association and any other method approved in the Act.

8.02 Alteration to Constitution

- (1) This Constitution may be altered, added to, or rescinded by a resolution passed at a duly convened General Meeting of the Association by a two-thirds (2/3) majority of those Members present and entitled to vote.
- (2) No alteration of this Constitution shall be made which affects the charitable nature of the Association.
- (3) All amendments to the Association's Constitution must be made in writing.
- (4) The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:
 - (a) has no more than a minor effect; or
 - (b) corrects errors or makes similar technical alterations,PROVIDED THAT the Board provides written notice of the amendment to every Member of the Association, with the notice stating:
 - (i) the text of the amendment; and
 - (ii) the right of the Member to object to the amendment.
 - (c) If no Member objects within twenty (20) working days after the date on which the notice is sent, the Board may make the amendment.

- (d) If a Member objects to the amendment made under this clause within twenty (20) working days after the date on which the notice is sent, the Association may not make the amendment under this clause.

8.03 Winding Up, Removal from Register or Liquidation

- (1) If at any time the Association becomes non-operational or it is desirable for the Association to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 8.04 of this Constitution and under the power given to the Association in section 215 of the Act. The Association may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Association's removal from the register must be made in accordance with clause 8.03(3). The resolutions described in this clause may be made at the same meeting of the Association.
- (2) The Association may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 8.03(3). A resolution regarding the disposal of surplus assets must then be made in accordance with clause 8.04.
- (3) The Association may resolve to authorise a request for the Association's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
 - (a) The Board must give at least four (4) weeks' notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) The notice must include the matters required under section 228(4) of the Act; and
 - (c) The resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 4.06(3), and/or entitled to vote and voting by post or electronic means in accordance with clauses 4.06(4).

8.04 Application of Surplus Assets

- (1) On a Voting Member vote, in accordance with clause 8.03(1) or 8.03(2), any remaining portion of the Association's funds or the net proceeds arising from the sale of the assets of the Association must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the Purposes of the Association as may be determined by a three-quarter (3/4) majority of the Voting Members in accordance with clause 8.04(2).
- (2) A resolution providing for the disposal of the Association's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) The Board must give at least four (4) weeks' notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) The notice must include the matters required under section 228(4) of the Act;
 - (c) The resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 4.06(3), and/or entitled to vote and voting by post or electronic means in accordance with clauses 4.06(4) and;
 - (d) The resolution must set out which charitable entities the Association's surplus assets will be applied to in accordance with clause 8.04(1).
- (3) To be clear, a resolution under this clause 8.04 may be made at the same General Meeting as a resolution under clause 8.03.

8.05 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, of that Member, or associated person, of any income, benefit, or advantage whatsoever.

8.06 Bylaws and Policies

The Board may from time to time make and amend regulations, bylaws and policies for the conduct and control of Association activities, provided such regulations, bylaws and policies are consistent with this Constitution.

8.07 Dispute Resolution Procedures

The Association's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

Signed as a true and correct version as adopted at the Special General Meeting held on 25 November 2025.

By: Glenn Livingstone
President, Epilepsy New Zealand
Date: 4 December 2025

By: Philippa Tolley
Vice President, Epilepsy New Zealand
Date: 4 December 2025

Schedule One: Dispute Resolution Procedures

1. Introduction

1.1. Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:

- (a) Members of the Association;
- (b) Officers of the Association; and/or
- (c) the Association itself.

The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Association and its activities.

1.2. Where a complaint is to be made by or against an employee in their capacity as an employee of the Association, then the complaints procedure set out in the employee's employment agreement or advertised as being applicable to the Association employees must be followed.

2. How a complaint is made

2.1. A Member or Officer may make a complaint by giving to the Board (or where the complaint concerns the Board, the Commissioners) a notice in writing that –

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.2. The Association may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

- (a) states that the Association is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.3. The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

3. Investigating and determining a dispute

3.1. The Board and the Commissioners must, as soon as reasonably practicable after receiving

or becoming aware of a complaint made in accordance with this Schedule, ensure that the dispute is investigated and determined.

- 3.2. In the interests of resolving disputes in a fair, efficient and effective manner, any member of the Board and the Commissioners will together determine or oversee the determination of how the dispute will be dealt with in accordance with clause 3.3. If any of the Board Member and the Commissioner has a personal interest in the dispute, then they cannot take part in any decision making in relation to the dispute. If every Board Member and the Commissioner have a personal interest in the dispute, then the dispute must be referred to an external person to determine or oversee the determination of how the dispute will be dealt with. For ease of reference, the appropriate person or group of people appointed in accordance with this clause will be referred to as the "Elector" throughout this Schedule.
- 3.3. In determining or overseeing the determination of how the dispute will be dealt with, the Elector can, inter alia:
- (a) appoint an external person to investigate and report; or
 - (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
 - (c) appoint an external person to investigate and make a decision; or
 - (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
 - (e) Where the Elector is themselves an external person, they may act under clause 3.3(a) or 3.3(c), or appoint another external person to act under clause 3.3(a) or 3.3(c).
- 3.4. Despite clause 3.3, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
- (a) the complaint is trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - (f) there has been an undue delay in making the complaint.

3.5. While not binding on the Elector, the Association agrees that the following categories of disputes should be resolved as follows:

- (a) Where the dispute involves issues of personal animosity or where relationships within the Association have broken down, the dispute should go to mediation.
- (b) Where the dispute concerns interpretation of the Association's Constitution or the Association's statutory obligations, an independent lawyer should be appointed to investigate and provide a report.
- (c) Where the dispute concerns matters about the financial operations of the Association, an external person with accounting skills should be appointed to investigate and provide a report.
- (d) Where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.

3.6. Before making a decision under clause 3.3, the Elector may request further information from the Board the Commissioners, the complainant and/or any person who is the subject of the complaint.

3.7. Where an external party is appointed to provide a report, that report should be provided to the Board and Commissioners, the complainant and any person who is the subject of the complaint ("the parties"). After reviewing the report, the parties will then meet to discuss whether:

- (a) the Association will take any steps in light of the report-writer's findings; and
- (b) the parties agree that those steps (if any) will resolve the dispute.

3.8. If the Elector initiates the steps under clause 3.3(a) or 3.3(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.3.

- (a) A person may not act as a decision maker in relation to a complaint if a majority of the Officers of the Board and the Commissioners consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.

3.9. An external person appointed under clause 3.3(a) or 3.3(c) may, inter alia:

- (a) call for written submissions from all relevant parties;
- (b) call for specific evidence from the Association or any relevant party; and/or
- (c) prepare an interim report and circulate it to the relevant parties for their comments.

3.10. In addition to the powers under clause 3.8, an external person appointed under clause 3.3(c) may also determine whether to hold an oral hearing involving all relevant parties

and (if so) determine whether those parties can be represented by a lawyer.

3.11. A decision reached by an external person appointed under 3.3(c) will not be subject to an appeal to or a review by the courts of New Zealand.

4. Person who makes a complaint has a right to be heard

4.1. A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.4.

4.2. If the Association makes a complaint –

- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise the right on behalf of the Association.

4.3. Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if –

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) their written statement or submissions (if any) are considered by the decision maker.

5. Person who is subject of a complaint has a right to be heard

5.1 This clause 5.3 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Association (the “respondent”) –

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Association’s Constitution or the Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Association, an Officer may exercise the right on behalf of the Association.

5.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with

sufficient details and time given to enable the respondent to prepare a response;
and

- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) is considered by the decision maker.