



THE LEPROSY MISSION NEW ZEALAND INCORPORATED

Te Mihana Tūwhenua o Aotearoa

Rules of the Society

Revised November 2008

Leprosy Mission New Zealand

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THE INCORPORATED SOCIETIES ACT 1908

RULES

of

**THE LEPROSY MISSION
NEW ZEALAND INCORPORATED**

Revisions adopted at a Special Meeting of Members on 15th November 2008

1 Interpretation

In the interpretation of these Rules (unless the context requires a different construction) —

"The Mission" shall mean The Leprosy Mission New Zealand Incorporated.

"The Board" shall mean those persons elected to the Board of the Mission pursuant to Rule 17, exercising the functions set out in Rule 19 of these Rules.

"Prescribed" shall mean as prescribed by the Board.

Words importing the singular number only include the plural number and vice versa.

2 Name

The name of the society shall be "The Leprosy Mission New Zealand Incorporated" (hereinafter referred to as "the Mission").

3 Principal Aim

The Leprosy Mission New Zealand Incorporated, relying on the grace of God and motivated by Jesus Christ, exists to join in mutual partnership with individuals, families, communities and organizations to share resources, experience and learning in order to eradicate the causes and consequences of leprosy, and actively supports the right to a life of dignity for all people.

4 Registered Office

The registered office of the Mission shall be at such place as the Board shall from time to time determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

5 Objects

The Mission is established for educational, religious and charitable objects and purposes and to achieve the Principal Aim specified in Rule 3 above, and in particular:

- (a) To encourage and provide opportunities for persons, Churches and corporate bodies within New Zealand to provide support for persons affected by leprosy, their families and communities;
- (b) To raise and employ funds for any educational, charitable or religious purposes authorised by these objects including the treatment and care of persons affected by leprosy and its consequences, their families and communities.

- (c) To procure, educate, train, employ and/or support persons in New Zealand and elsewhere engaged in the support of and/or care for persons affected by leprosy, their families and communities.
- (d) To inform and educate individuals and communities regarding the effects of leprosy, prevention of leprosy, symptoms of leprosy, and public health issues that do or can impact on individuals and communities disadvantaged by leprosy.
- (e) To stimulate, co-ordinate and support research into the cause, prevention, alleviation, treatment and cure of leprosy and to obtain and disseminate information on any aspects of the disease of leprosy, to inform and publicise progress made in research and treatment of leprosy, and including:
 - (i) all assistive devices to enhance the quality of life for persons affected by leprosy,
 - (ii) social and other areas which will improve services and support for persons affected by leprosy and their carers,
 - (iii) the effectiveness of rehabilitation to enhance abilities and prevent complications of the disease of leprosy.
- (f) To work in co-operation with any person or organisation resident in New Zealand or elsewhere which can assist people affected by leprosy, their families, carers and communities.
- (g) To promote the recognition and support of the Mission's objects by government, local authorities and other statutory bodies.
- (h) To do all such things as are conducive or incidental to the attaining of the said objects or any of them.

6 Membership

- (a) The membership of the Mission shall comprise its present members and such further or other persons that the Mission shall admit to membership as set forth hereunder.
- (b) A person may be proposed for membership by an existing member of the Mission.
- (c) Every proposal for membership shall be made in writing in such form as may be prescribed from time to time, which shall be signed by the applicant and delivered to the Executive Director.
- (d) Application for membership shall be considered by the Board and each applicant shall be notified whether or not the application has been accepted.

- (e) Each member shall undertake to act in accordance with any Rules and Policy of the Mission in existence from time to time.
- (f) A member who fails to comply with the Mission Rules or Policy may incur a period of suspension by a majority vote of the Board, such suspension being subject to appeal to a General Meeting of the Society.
- (g) Any member may resign by notice in writing given to the Executive Director and such notice shall be effective on delivery.

7 Life Members

At any Annual General Meeting of the Mission, the Mission may, on the nomination of the Board and with the approval of not less than two-thirds of the members attending such meeting, confer Life Membership on a person in recognition of conspicuous active service to the Mission. A Life Member shall be entitled to be present to speak and vote at General Meetings of the Mission.

8 Financial Year

The financial year of the Mission shall be from the 1st day of January to the 31st day of December in the one year, or as may be determined by the Board from time to time.

9 Annual General Meeting

An Annual General Meeting shall be held once every year no later than five months after the Society's balance date and at such meeting the following business shall be transacted:

- (a) Receive and consider the Annual Report of the Board and any other duly constituted committee.
- (b) Receive and consider the Annual Financial Statement from the Treasurer.
- (c) The members shall elect Board members as required and for terms as detailed in clause 18. However, in no case shall an employee of the Mission be appointed or act as a Board member.
- (d) The appointment of an auditor and a solicitor.
- (e) The members may elect a President and Vice-President(s), who shall have the functions and duties prescribed by the members in General meeting from time to time.
- (f) The consideration of such other business as may be accepted by permission of the majority of members present and with power to vote at such meeting.

10 Election of Board members

No person shall be elected to the Board under Rule 9 *or appointed under Rule 17 h hereof* unless:

- (a) that person is present at the Annual General Meeting at which he or she is to be elected, or has previously signified in writing his or her willingness to accept nomination; and
- (b) that person is a member of the Mission.

11 Special General Meetings

- (a) A Special General Meeting of the Mission may be held at any time which the Board may appoint.
- (c) It shall also be competent for one more than half the members to sign a requisition to the Chair to convene a Special General Meeting and on receipt of such requisition the Chair shall instruct the Executive Director to call such a meeting within fourteen (14) days. The business to be dealt with at such meeting shall be limited to the matters stated in the requisition.

12 Financial Statement

Every year a financial statement shall be prepared showing details of the income and expenditure of the Mission since the preceding statement and a general statement of the assets and liabilities of the Mission and every such statement shall be signed by the Chair and Treasurer and certified by the Auditor and be laid before the Annual Meeting.

13 Notice

Notices of all Annual and Special General Meetings of the Mission shall be deemed to be duly given if posted to the last known address of each member not less than twenty one (21) days prior to the date of the meeting.

14 Quorum

The quorum at Annual and Special General Meetings of the Mission shall consist of at least ten members present in person or represented by proxy or otherwise as set out in Rule 16 hereof.

15 The Chair and Deputy-Chair

- (a) The Chair shall preside at all meetings of the Mission and Board when present and shall be an ex-officio member of all Committees.

- (b) The Deputy-Chair will perform such duties and exercise such powers as may be delegated by the Chair and in the absence of the Chair, shall perform the duties and exercise the powers of the Chair.
- (c) The Deputy-Chair will otherwise perform such duties and exercise such powers as may, from time to time, be assigned to them by the Board.

16 Voting at Annual and Special General Meetings

- (a) **The method of voting at all meetings of the Mission:**
 - (i) may include postal voting or proxy voting pursuant to Rule 16 (f) hereunder, and**
 - (ii) at the election of the Chair may be on the voices, or by show of hands, but in either case on demand by any member, by poll.**
- (b) Subject to Rule 16 (f) and (g) hereof each member present shall be entitled to one vote.
- (c) Each member shall also be entitled to demand a poll.
- (d) The Chair shall have at all meetings a deliberative vote; and shall in case the votes are equal also have a casting vote.
- (e) A declaration by the Chair of any meeting to the effect that any resolution submitted at such meeting has been carried or been carried by a particular majority, or lost, and an entry to that effect in the Minute Book of the Mission shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.
- (f) **(i) A member is to be regarded as present if an instrument appointing a proxy in a form as set forth in Schedule A or as near thereto as circumstances admit is delivered to the offices of the Mission before 5.00pm on the business day immediately prior to any meeting commencing. Delivery may be by original signed document or in such electronic format and to such electronic address as the Chair deems acceptable.**
 - (ii) If a postal vote has been pre-arranged with voting papers being mailed to members at least 21 days prior to the meeting then the member is to be regarded as present if the postal vote is delivered to the offices of the Mission before 5.00pm on the business day immediately prior to any meeting commencing. Delivery may be by original signed document or in such electronic format and to such electronic address as the Chair deems acceptable.**
- (g) A member is to be regarded as present if linked electronically to a meeting and thereby able to participate in discussion and vote. Without limitation, this includes link by telephone, video or computer.

- (h) A member having a proxy or proxies in his or her favour shall be entitled to exercise the vote recorded in the proxy or proxies in addition to his or her own vote.

17 Board

- (a) *The membership of the Board shall comprise up to 12 persons elected in accordance with Clause 18 together with the Executive Director. The Executive Director shall have no vote at Board meetings.*
- (b) *The Board shall appoint one of their number as Chair of the Board*
- (c) *The Board shall appoint one of their number as Deputy Chair of the Board.*
- (d) *The Board shall appoint one of their number as Treasurer of the Board.*
- (e) *The Board shall meet at such times and in such manner as the Chair shall require. In particular, meetings may be conducted utilising electronic linkage that allows participation in discussion and voting.*
- (f) *A quorum for meetings of the Board shall be not less than one more than half the number of members of the Board for the time being.*
- (g) *The Board can resolve to meet without the Executive Director to discuss issues of Board/Executive Director performance.*
- (h) *Each member of the Board shall have one vote at Board meetings with the exception of the Chair who shall have a second or casting vote in addition to a deliberative vote.*
- (i) *The Board shall have power to fill any casual vacancy among its members and the person or persons so appointed shall retire at the next Annual General Meeting of the Mission, but shall be eligible for election. Anyone appointed to the Board must be a member of the society.*
- (j) *The Board shall at its first meeting following the Annual General Meeting appoint, or confirm the appointment of Conveners and members of any Committee or Committees.*
- (k) *All reasonable participation expenses (including travelling, accommodation or electronic linkage costs) incurred by members attending meetings of the Board (including sub-committees or special purpose meetings of the Board) shall be borne by the Mission.*
- (l) *Any member or officer of the Board may resign by notice in writing given to the Executive Director and such notice shall be effective on delivery.*

18 Tenure of Office of Board

- (a) The tenure of office of all members of the Board, with the exception of the Executive Director, shall be three years from when each member is elected , at an Annual General Meeting pursuant to Rule 9 hereof.
- (b) The maximum number of consecutive terms a Board member can serve shall be four (making a total term of 12 years) after which there shall be a stand down period of two years after which the person would again be eligible for election to the Board. A retired Board member can not be co-opted or granted Observer status during such stand down period.
- (c) Any member being absent for three consecutive meetings without leave of absence shall, unless otherwise resolved by majority of the Board, cease to be a member of the Board.

19 Functions of the Board

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

- (a) To purchase acquire or sell for the Mission any real or personal property or any rights or privileges at such consideration or price and generally upon such terms and conditions as it thinks fit, and to give and execute mortgages over the lands and chattels purchased or acquired for the purchase money or any part thereof upon such terms and conditions as the Board shall think fit.
- (b) To purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the Mission and to lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interest therein for such consideration or price or for such term and upon such rental as it shall think fit.
- (c) To borrow or raise money upon mortgage of the real or personal property of the Mission, or any part of parts thereof, or upon debentures or mortgage debentures of the Mission and to issue such debentures or to borrow money from bankers or other persons with or without security.
- (d) To enter into all negotiations, contracts and agreements in the name and on behalf of the Mission as it may consider expedient for its purposes, provided that such negotiations contracts and agreements are not in conflict with its objects.
- (e) To make provision for the signing or endorsing of cheques or other negotiable instruments on behalf of the Mission and to open such accounts as the Board may think fit.

- (f) To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the objects of the Mission or for the purpose of furthering any of such objects.
- (g) To invest the funds of the Mission in such securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary any such investments.
- (h) To exercise all rights, powers and duties which under these Rules are required to be performed by the Board.
- (i) To engage, control and dismiss the Mission's employees, agents and contractors and to exercise all such administrative power as may be necessary to effect its purpose.
- (j) To co-opt from time to time persons with special expertise to serve on the Board or any Committee upon such conditions as the Board may determine. Such appointments shall be reviewed annually at the first Board Meeting following the Annual General Meeting.
- (k) To delegate any of its rights, powers and duties to such person or persons it deems appropriate, provided only that such delegation is recorded in the minutes of the Board.
- (l) To regulate its own proceeding as it deems desirable and/or expedient.

20 Committees

- (a) The Board shall have the power to appoint such Committees as it shall from time to time deem advisable and may delegate and assign to such Committees such powers, duties and responsibilities as the Board shall think fit.
- (b) Committees shall meet in such manner and with such frequency as Board considers necessary and report as required to carry out their functions and shall be allocated sufficient funds to meet expenses by the Board.
- (c) Committees shall not expend any monies or incur any liabilities in excess of any budget approved by the Board without the prior approval of the Board.
- (d) Each Committee shall keep minutes of all meetings and forward the same to the Board.
- (e) The Board shall have power to fill any casual vacancies or make any further appointments to a Committee from time to time. ***The Board may appoint a non Board member who is a member of the Society as a member of a committee. Non-members of the Society may be appointed as Observers in accordance with Rule 21.***

- (f) Each committee shall consist of such number of persons as shall be appointed from time to time by the Board. The members of each such committee shall serve at the pleasure of the Board.
- (g) **The Executive Director and the senior staff person responsible for the committee's area of responsibility shall be non voting members of the committee. Other staff members may attend the committee meetings as observers subject to the requirements of Rule 21.**

21 Observers

- (a) **The Chair of the Board, after discussion with the Executive Director, may invite any person to attend a Board meeting (including a Board sub-committee meeting) as an Observer with speaking rights but no voting rights.**
- (b) **The Convenor of a Board Committee, after discussion with the Chair of the Board and the Executive Director, may invite any person to attend the Committee meeting as an Observer with speaking rights but no voting rights.**
- (c) **Observers may not necessarily be members of the Society but should they be nominated for the Board or appointed to a committee as a member of that committee, then they must become members of the Society.**

22 Common Seal

The Mission shall provide a Common Seal that shall be in the custody of the Executive Director. The Seal shall not be affixed to any instrument except in pursuance of a resolution of the Board and in the presence of two members of the Board. Provided however that for the purpose of processing receipts to executors or trustees of any estate or trust providing gifts, donations or bequests to the Mission, the Seal may be affixed to a document on the authority of a committee comprising the Executive Director, Treasurer, and Chair of the Mission. In the event that such power is exercised, the details of such receipt and execution shall be reported to the next meeting of Board.

23 Executive Director

- (a) The Executive Director shall perform such duties and exercise such functions as may be specified by the Board from time to time.
- (b) The Executive Director shall be appointed by and shall be directly responsible to the Board for the efficient functioning of the Mission's administration in accordance with the directions of the Board as conveyed by the Chair.
- (d) The Executive Director shall be appointed upon such terms, for such period and at such remuneration as the Board shall determine.

24 Duties of Treasurer

- (a) The Treasurer shall be responsible for all funds assets and liabilities of the Mission and shall ensure funds of the Mission are deposited in such bank, trust companies or are invested in such other securities as may be selected by Board from time to time. The Treasurer shall ensure appropriate financial statements are available to Board at any regular meetings and in general shall perform such other duties as Board may from time to time direct.
- (b) All cheques shall be signed by any two of the following:
 - (i) Any officers of the Mission, and/or
 - (ii) The Executive Director, and/or
 - (iii) Any employee of the Mission to whom cheque signing authority is delegated in writing recorded in the minutes of Board.
- (c) The Treasurer shall furnish financial statements and returns as required by the Incorporated Societies Act 1908 or the Financial Reporting Act 1993, or any other Act in addition to or in replacement or substitution thereof.
- (d) **Any electronic transfer of funds shall be authorized by the Executive Director and one other cheque signatory.**

25 Alterations to Rules

Any alteration, amendment or rescission of these Rules shall be made only by a resolution passed by a majority of members pursuant to Rule 16 hereof at an Annual General Meeting of the Mission or at a Special General Meeting called for that purpose. Notice of motion for alteration, amendment or rescission shall be given to the Executive Director not less than one calendar month prior to the Annual or Special General Meeting as the case may be. No alteration, amendment or rescission of these Rules shall be made that in any way detracts from the charitable purpose of the Mission. Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies.

26 General

If a dispute arises at any time in respect of a matter which is not provided for in these Rules or any doubt exists as to the interpretation of these Rules or any other matter shall arise pertaining to the Mission, its property or interests, the same shall be determined by the Board whose decision shall be conclusive and binding on all members unless revoked at a Special General Meeting held not later than the next following Annual General Meeting.

27 Liquidation of Mission

The Mission may go into liquidation in the manner prescribed by s 24 of the Incorporated Societies Act 1908, and its amendments or any Act in replacement or substitution thereof.

Twenty one (21) days' notice of the required General Meeting shall be given. At such meeting, a quorum shall consist of at least one more than half the number of members. If within half an hour from the time appointed for such a meeting, a quorum is not present, the members present pursuant to Rule 16 hereof, may transact the business of that meeting as if they constituted a quorum, which shall be recorded in the Minutes of the meeting. The meeting shall make a direction regarding an appropriate body for the purposes of Rule 28 herein.

28 Disposal of Surplus Funds

If, upon the liquidation of the Mission, there remains after the satisfaction of all its liabilities, any property real or personal, the same shall be paid to or distributed given or transferred to an appropriate charitable body whose objects are for educational, religious or charitable purposes largely compatible with those of the Mission, but may not be distributed to or for the benefit of any member.

29 Exclusive Charitable Purposes

The Mission will carry out all its functions exclusively for charitable purposes and at all times in compliance with the Charities Act 2005 and any amendments or substitution thereof and in particular will not carry on its functions for the private pecuniary profit of any individual. Any income, benefit, or advantage received by the Mission must be used to advance the charitable purposes of the Mission. Any payments made to any member of the Mission or any person associated with a member, must be for goods and/or services provided in the ordinary course of advancing the charitable purposes and must be reasonable and relative to a payment that could be made to an unrelated entity performing or providing such goods and/or services.