

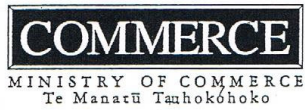
DATED 25 November 2015

CONSTITUTION OF AN INCORPORATED SOCIETY DULY INCORPORATED
UNDER THE INCORPORATED SOCIETIES ACT 1908

**CONSTITUTION OF
CENTRAL OTAGO HEALTH INCORPORATED**

Ian Grant Law
10A Centennial Avenue, Alexandra

**NO: DN/1050017 OF
THE INCORPORATED SOCIETIES ACT 1908**
Registration No: CC 28047 Under the Charities Act 2005



CERTIFICATE OF INCORPORATION

of

**CENTRAL OTAGO HEALTH INCORPORATED
(DN/1050017)**

This is to certify that **CENTRAL OTAGO HEALTH INCORPORATED** was incorporated under the Incorporated Societies Act 1908 on the 17th day of July 2000.

Neville Harris

Neville Harris
Registrar of Incorporated Societies
17 July 2000



- 1.**
 - Name**
 - 1.1 The name of the Society shall be CENTRAL OTAGO HEALTH INCORPORATED (COHInc)
 - 1.2 **The Operating Area**

The Operating Area referred to in this Constitution shall be: the area covered by the Central Otago District Council, but excluding the Maniototo Ward and including the Wanaka Ward of the Queenstown Lakes District Council as constituted at the date of incorporation of this society.
 - 1.3 **Number of Board Members**

The number of Board Members shall be no more than nine (9) and no less than five (5).

2. SPECIAL PROVISIONS

- 2.1 In the event of any questions as to the construction or application of any of these rules the Board Members are hereby empowered to decide the same.
- 2.2 No Board Member, member or group of members shall make any public press statement purporting to be made for or on behalf of the Society or any section thereof, except with the prior approval of the Board.

3. OFFICE

- 3.1 The registered office of the Society shall be at such a place as the Board shall from time to time determine.

4. OBJECTS

- 4.1 The primary objects of the Society shall be limited to those classified as charitable within New Zealand, and in particular to relieve sickness and ill health principally among residents of and visitors to, the Operating Area as hereinafter defined through:
 - 4.1.1 Promoting, protecting and conserving the public health and facilitating health services on behalf of the community of the Operating Area.
 - 4.1.2 The ownership, both present and in the future, of furniture, fittings and equipment and other assets for use in the furtherance of the objectives of the Society.
 - 4.1.3 Providing for the effective co-ordination of the planning, provision and evaluation of health services between the public, private and voluntary sectors;
 - 4.1.4 Promoting an appropriate balance in the provision and use of resources for health protection, health promotion, health education, treatment services and any other health activity COHInc deems appropriate;
 - 4.1.5. The acquisition and holding of shares and other interests in organisations whose activities are in line with the primary objects of the Society.

- 4.1.6 The provision of advice and assistance with regard to the establishment and operation of enterprises whose activities are directed towards the aims referred to in paragraph 4.1.1 to 4.1.5.
- 4.1.7 The promotion and implementation of schemes of health related community benefit of a charitable nature within the operating area.
- 4.1.8 The income and property of the Society shall be applied solely to the promotion of the Society's primary objects.

PROVIDED THAT:

- 4.1.9 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society, with respect to the payment to or on behalf of that member or an associated person of any income, benefit or advantage whatsoever.
- 4.1.10 Any such income paid shall be reasonable and relative to that which would have been paid in an arms' length transaction (being the open market value).
- 4.1.11 The provisions and effects of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

SUBJECT to these provisions the Society shall be entitled:

- 4.1.12 To pay reasonable and proper remuneration to any Board Member or a member of the Society for services actually rendered to the Society.
- 4.1.13 To pay interest at a rate not exceeding the commercial rate on money lent to the Society by any Board Member or member of the Society.
- 4.1.14 To pay rent not exceeding the open market rent for premises let to the Society by any Board Member or member of the Society.
- 4.1.15 To purchase assets from, or sell assets to, any Board Member or member of the Society providing such purchase or sale is at market value.

5. SOCIETY POWERS

- 5.1 In furtherance of these objects, the Society shall have the following powers;
 - 5.1.1 To raise money by donations, loans or other lawful means upon such terms as the Society considers appropriate for the furtherance of these objects.
 - 5.1.2 To engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Society and for that purpose to take or otherwise acquire and hold and dispose of shares in any Company or Society having objects similar to those of the Society.
 - 5.1.3. The promotion of knowledge of and interest in the objects of the Society by means of meetings, demonstrations and models, lectures, publications, educational courses and all other forms of instructions and publicity.

- 5.1.4 The maintenance of communication with and co-operation with persons or corporate bodies in New Zealand (including membership of other bodies corporate) for the purposes of promoting directly or indirectly the objects of the Society.
- 5.1.5 To purchase, erect, build, take on lease or otherwise obtain the use or occupation of and to manage, extend, improve, develop, alter, maintain, and repair and to sell, let, lease donate or otherwise dispose of real and personal property of every description.
- 5.1.6 To accept the custody, control and management of any real or personal property which may be purchased, bequeathed or donated or lent to the Society or for the benefit of the Society.
- 5.1.7 To accept and carry out any trust attached to gifts or bequests to or for the benefit of the Society.
- 5.1.8 To invest all or any of the monies held by the Society which are not required for the immediate operations of the Society in such securities and upon such terms as the Board shall think fit and as are not contrary to the objects of the Society.
- 5.1.9 To borrow or raise monies for the furtherance of the objects aforesaid.
- 5.1.10 To secure in such manner as the Board shall think fit the repayment of any monies borrowed or raised by the Society and in particular by issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the Society both present and future AND to give and execute in the prescribed manner mortgages, debentures and other instruments as security for such repayment AND to pay off, redeem or purchase any such securities.
- 5.1.11 To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, warrants and other negotiable securities or transferable instruments.
- 5.1.12 Subject to the provisions of the Incorporated Societies Act 1908 to enter into, seal, execute and perform all deeds, documents, instruments, agreements, papers and writings and to do all such other things, acts, deeds and matters as shall be necessary, incidental or conducive to the attainment of the foregoing objects.
- 5.1.13 To employ staff to assist in the work of the Society at such wages and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services.
- 5.1.14 To institute, initiate, or take and to defend, compromise, or abandon legal proceedings involving the property or affairs of the Society.
- 5.1.15 To enter into any arrangement with any government or authorities supreme municipal local or otherwise that may seem conducive to the Society's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Society may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

- 5.1.16 To acquire, hire, operate and maintain any means of transportation whether of persons or of goods or both that the Society may deem necessary or desirable for the carrying out of the objects of the Society or any of them, and to make such charges for the use thereof as the Society shall deem reasonable.
- 5.1.17 To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through agents, trustees or otherwise and either alone or in conjunction with others.
- 5.1.18 To do all such other acts and things as are incidental to or which will further or be conducive to the attainment of the foregoing objects or any of them.
- 5.1.19 To lend money to any person, body or society whether incorporated or not on such terms as the Society may think fit and to guarantee the performance of contracts by any such persons but only in furtherance of the objects of the Society.
- 5.1.20 To pay all or any of the expenses incurred in and in connection with the incorporation and establishment of the Society.
- 5.1.21 To apply the assets and income of the Society howsoever derived towards all or any of the aforesaid objects and purposes of the Society as the Board may in its absolute discretion think fit.

6 COMMUNITY MEMBERSHIP ("members")

- 6.1 All persons who are:
- a. Qualified as an elector of the local authority and whose names are recorded in the local authority electoral roll; and
 - b. Are resident in the operating area shall be deemed to be members of the Society. In addition persons or body corporates interested in the objects of the Society may be members.
- 6.2 Subject to clause 6.1, membership shall not be transferable and shall cease on retirement, expulsion, death or dissolution.

7 QUALIFICATIONS FOR BOARD MEMBERSHIP

- 7.1 Subject to clauses 6.1 and 6.2, Board Membership shall be open to any person who fulfills one or more of the following criteria;
- 7.1.1 Who is a resident of the Operating Area; or
 - 7.1.2 Who is nominated by an association or other body, incorporated or unincorporated, operating within the Operating Area; or
 - 7.1.3 Who (although not fulfilling any of the qualifications under paragraphs 7.1.1. and 7.1.2 is nominated by two members; or
 - 7.1.4 Who is an employee of the Society.

8 REGISTER OF BOARD MEMBERS

- 8.1 The secretary shall keep a register of all Board Members, present and former, and their particulars, in addition to particulars required by the Act (if any).

9 COMMUNITY SUBSCRIPION

- 9.1 The Society may charge members who are community members under clause 6, an annual subscription or such other amount as shall from time to time be fixed by resolution of the Board Members.

10 GENERAL MEETINGS

- 10.1 The Society shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and, not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next:
- 10.2 The Annual General meeting shall be held at such time and place as the Board Members appoint.
- 10.3 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 10.4 The Board Members may, whenever they think fit, convene an Extraordinary General Meeting. If at any time there are not within New Zealand sufficient Board Members capable of acting to form a quorum, any Board Member or any 10 community members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board Members.

11 NOTICE OF EXTRAORDINARY GENERAL MEETINGS

- 11.1.1 A meeting called for the passing of a special resolution shall be called by not less than 21 days' notice to >members published in the general newspapers circulating in the Operating Area. The first publication to be at least 21 days prior to the meeting and the second publication to be at least 7 days prior to the meeting.
- 11.1.2 A meeting called for other than the passing of a special resolution shall be called by not less than 14 days' public notice published in the general newspapers circulated in the Operating Area and the notice shall specify the place, the day, and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the clauses of the Society, entitled to receive such notices from the Society:
- 11.1.3 Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this clause, be deemed to have been duly called if it is agreed.
- 11.1.4 In the case of a meeting called as the Annual General Meeting, by all the members who attend and are entitled to vote ; and

11.1.5 In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 percent of the total voting rights at that meeting of all the members.

11.2 The accidental omission to give notice of a meeting shall not invalidate the proceedings at that meeting.

12 PROCEEDINGS AT GENERAL MEETINGS

12.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at any Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of Board Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

12.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 10 members present in person shall be a quorum.

12.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other times and place as the Board Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

12.4 The chairperson, if any, of the Board Members shall preside as chairperson at every General Meeting of the Society, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the Board Members present shall elect one of their number to be chairperson of the meeting.

12.5 If at any meeting no Board Member is willing to act as chairperson or if no Board Member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

12.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

12.6.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –

12.6.1.1 By the chairperson; or

- 12.6.1.2 By at least 3 members present in person or by proxy; or
- 12.6.1.3 By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 12.6.2 Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 12.6.3 The demand for a poll may be withdrawn.
- 12.7 Except as provided in clause 12.6 if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 12.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 12.9 A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

13 VOTES OF COMMUNITY MEMBERS

- 13.1 Every member shall have one vote. Each vote must be given personally except that Corporations or Incorporated bodies may vote by proxy.
- 13.2 No member shall be entitled to vote at any General Meeting unless all money presently payable by him, her or it to the Society has been paid.
- 13.3 On a poll votes must be given personally except that Corporations and Incorporated Bodies may vote by proxy.
- 13.4 The instrument appointing a proxy by a Corporation or Incorporated Bodies shall be in writing either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Society.
- 13.5 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorally certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within New Zealand as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of

the poll, and in default the instrument of proxy shall not be treated as valid.

- 13.6 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

Limited I/We, _____, of _____, being a member/members of the above named Society, hereby appoint _____, of _____, as my/our proxy to vote for me/us on my/our behalf at _____ the (Annual or Extraordinary, as the case may be) General Meeting of the Society to be held on the day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____

- 13.7 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

Limited I/We, _____, of _____, being a member/members of the above named Society, hereby appoint _____, of _____, or failing him or her, _____, of _____, as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Society to be held _____ on the day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____

#This form is to be used #in favour of/against the resolution. #Unless otherwise instructed, the proxy will vote as he thinks fit. #Strike out whichever is not desirable.

- 13.8 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- 13.9 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such revocation as aforesaid has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

- 13.10 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

14 INCORPORATED BODIES ACTING BY REPRESENTATIVES AT MEETINGS

- 14.1 Any incorporated body which is a member of the Society may by resolution of its Board Members or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorized shall be entitled to exercise the same powers on behalf of the incorporated body which he or she represents as that Incorporated body could exercise if it were an individual member of the Society.

15 BOARD MEMBERS

- 15.1 Unless otherwise determined by ordinary resolution, the minimum number of Board Members shall be set as set out in Clause 1.
- 15.2 Subject to Clause 17(2) a Board Member may be paid reasonable and proper remuneration for services actually rendered to the Society. The Board Members may be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board Members or any committee of the Board Members or General Meetings of the Society or in connection with the business of the Society.

16 BORROWING POWERS

- 16.1 The Board Members may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as a security for any debt, liability, or obligation of the Society or of any third party.

17 POWERS AND DUTIES OF BOARD MEMBERS

- 17.1 The business of the Society shall be managed by a Board. The Board Members may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by this Constitution, are required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act or this Constitution and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 17.2 In the carrying on of any business under these presents and in the exercise of any power authorizing the remuneration of Board Members or members, no benefit or advantage, whether or not convertible into money or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in paragraphs (a) to (d) of the second proviso of Section 61(27) of the Income Tax Act 2007 or any enactment in amendment thereof or in substitution thereof, where the person is able by virtue of that capacity as such person specified therein, in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage of that income or the circumstances in which it is or is to be so received, gained, achieved, afforded, or derived, except as specifically exempted by that section.
- 17.3 The Board Members may from time to time and at any time by power of attorney appoint any company, firm, or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities, and discretion's (not exceeding those vested in or exercisable by the Board Members under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board Members may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretion's vested in him or her.

- 17.4 All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board Members from time to time by resolution determine.

18 MINUTES

- 18.1 The Board Members shall cause minutes to be made provided for the purpose –
- 18.1.1 Of all appointments of officers made by the Board Members
 - 18.1.2 Of the names of the Board Members present at each meeting of the Board Members and of any sub-committee of the Board Members.
 - 18.1.3 Of all resolutions and proceedings at all meetings of the Society, and of the Board Members, and of the members.

19 DISQUALIFICATION OF BOARD MEMBERS

- 19.1 The office of Board Member shall be vacated if the Board Member –
- 19.1.1 Without the consent of the Society in General Meeting holds any other office of profit under the Society (it is recorded that under Section 61(27) of the Income Tax Act 2007 a member may receive remuneration from a charity but it can be no more than would be normally paid for services rendered and the member can have no part in determining the amount of the payment); or
 - 19.1.2 Becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 19.1.3 Has been convicted of any crime involving dishonesty as defined in Section 2(1) of the Crimes Act 1961; or
 - 19.1.4 Becomes mentally disordered, or becomes a protected person under the Protection of Personal and Property Rights Act 1988; or
 - 19.1.5 Resigns his or her office by notice in writing to the Society; or
 - 19.1.6 Is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest.
 - 19.1.7 Has for more than six (6) months been absent without permission of the Board Members from meetings of Board Members; or
 - 19.1.8 Dies.
- 19.2 A Board Member shall not vote in respect of any contract in which he or she has a conflict of interest, and if he or she does so vote his or her vote shall not be counted.

20 ELECTION OF BOARD MEMBERS FROM COMMUNITIES

- 20.1 Except as provided by the constitution the Board Members shall be elected by the electors of each of the communities as defined in the Local Elections and Polls Act 2001 as follows;.
Two members from the Vincent Ward, one member from each of the Cromwell and Teviot Valley Wards of the Central Otago District Council and one member from the Wanaka Ward of the Queenstown Lakes District Council.
Elections are to be held triennially in conjunction with Local Body Elections. The Central Otago District Council Electoral Officer is to be the electoral officer for Central Otago Health Inc.
The Central Otago Electoral Officer is to liaise with Queenstown Lakes District Council Electoral Officer for the election of the Wanaka Ward member
- 20.2 Every elector shall have one (1) vote only, notwithstanding that he may be an elector of more than one of the communities of that district.

21 ALTERATION OF REPRESENTATION

- 21.1 The creation, abolition, merger, union, division, or other alteration of any community within an operating area shall not in itself affect the then existing membership of the Board.

22 COST OF ELECTIONS

- 22.1 The cost of every election of Board Members of the community (excluding the expenses incurred by or on behalf of candidates) shall be by the most appropriate method available to the Society.

23 APPOINTMENT OF BOARD MEMBERS IN DEFAULT OF ELECTION

- 23.1 If on the day appointed for election of representatives on the Board no persons are duly elected, or the number of persons elected is less than the required number the Board may appoint as many qualified persons to be Board Members as are required, and the persons so appointed shall hold office in all respects as if they had been duly elected in conformity with this constitution.

24 APPOINTED MEMBERS

- 24.1 Four (4) Board Members shall be appointed on the following basis:
- 24.1.1 One (1) Board Member appointed by a resolution of the Central Otago District Council.
 - 24.1.2 Two (2) Board Members appointed by the Service Providers one of the appointees to be a registered Medical Practitioner the other Representative who shall be a "service provider" as defined by this Constitution.
 - 24.1.3 One (1) Board member resident in the Central Otago District appointed by the Tangata Whenua.

- 24.2 Every person appointed in accordance with this clause shall hold office until the expiration of the term of office of the elected members, and may from time to time be reappointed.
An elected member can only stand as a member in his or her ward in which they are qualified as an elector on the local authority electoral roll.

25 ELECTION, RETIRMENT AND ROTATION OF SPECIAL BOARD MEMBERS

- 25.1 In addition to their powers of appointment under clause 25, the Board Members may at any time appoint any non-member to be a Board Member (Special Board Member) provided he or she is willing to act, either to fill a vacancy or as an additional Board Member.
- 25.2 At the conclusion of each Annual General meeting (including the first) all Special Board Members shall vacate office.
- 25.3 Immediately following each Annual General Meeting, the Board members may re-appoint any person who as a Special Board Member vacated office under the preceding article at the conclusion of the Annual General Meeting; the Board Members may alternatively appoint someone in his or her place or resolve not to fill the vacancy.

26 PROCEEDINGS OF BOARD

- 26.1 The Board Members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote. A Board Member may, and the secretary on the requisition of a Board Member shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of Board Members to any Board Member for the time being absent from New Zealand.
- 26.2 A Board Member must forthwith after becoming aware of the fact that he or she is interested in a transaction with the Society, disclose to the Board the nature, extent and monetary value of that interest. The interested Board Member should not vote.
- 26.3 The quorum necessary for the transaction of the business of the Board Members may be fixed by the Society, and unless so fixed shall be half of the total number of Board Members at the time of the meeting.
- 26.4 The continuing Board Members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the clauses of the Board Members as the necessary quorum of Board Members, the continuing Board Members or Board Member may act for the purpose of increasing the number of Board Members to that number, or of summoning a General meeting of the Society, but for no other purpose.

- 26.5 The Board Members may elect a chairperson of their meetings and determine the period for which he or she is to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson is not present with 5 minutes after the time appointed for holding the meeting, the Board Members present may choose one of their number to be chairperson of the meeting.
- 26.6 The Board Members may delegate any of their powers to sub committees consisting of such member or members of their body as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board Members.
- 26.7 A sub-committee of the Board Members may elect a chairman of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- 26.8 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 26.9 All acts done by any meeting of the Board Members or of a sub-committee of the Board Members, or by any person acting as a Board Member, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person as aforesaid, or that they or any of them were disqualified, to be as valid as if every such person had been duly appointed and was qualified to be a Board Member or sub-committee member.
- 26.10 A resolution in writing, signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board Members, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Board Members.

27 DELEGATION TO GENERAL COMMITTEES

- 27.1 For the purposes of these articles, "General Committee" means a committee appointed by the Board Members.
- 27.2 The Board Members may, subject to clauses 27.5 27.6, and 27.7 delegate to any general committee all such powers as the Board Members may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the Board Members' powers and may be revoked or altered.
- 27.3 The members of a general committee shall include at least one Board Member and a majority of the other members of the committee shall be members of the Society; the remaining members of the committee need not be members of the Society.
- 27.4 The Board Member included among the members of a general committee (or, if more than one Board Member is included among the members of the committee, the Board Member appointed to such

office at a meeting of the Board) shall hold office as convener of the committee.

- 27.5 Each general committee shall regulate its proceedings in accordance with the directions issued by the Board Members of the Society and shall give effect to any instruction or decision on matters of principle issued or made by the Board Members of the Society.
- 27.6 Unless otherwise determined by ordinary/special resolution, the following matters shall be excluded from delegation to any General Committee.
- 27.6.1 Any introduction of a new policy or any change in policy which could have a significant impact on the Society or which would fall within the responsibility of another committee or conflict with the declared policy of another committee.
- 27.6.2 Any matter involving expenditure not in accordance with the financial regulations of the Society.
- 27.6.3 Any capital building project.
- 27.6.4 The appointment or dismissal of any employee of the Society.
- 27.7 No General Committee may do anything or propose any amendment, addition or alteration to the constitution which would alter the exclusively charitable nature of the Society.
- 27.8 All contracts with third parties in connection with the discharge of the functions of a general committee shall be entered into by the convener of the committee or, in his or her absence, by some other Board Member of the Society; no member of a general committee (other than a Board Member) shall contract, or hold himself or herself out as contracting, on behalf of the Society.
- 27.9 All acts done by a General Committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.
- 27.10 A resolution in writing signed by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.

28 SECRETARY AND TREASURER

- 28.1 The Secretary and Treasurer shall be appointed by the Board Members for such term, at such remuneration, and upon such conditions as the Board Members may think fit; and any secretary and treasurer so appointed may be removed by them.

29 THE SEAL

- 29.1 The Board Members shall provide for the safe custody of the seal, which shall only be used by the authority of the Board Members or of a sub-committee of the Board Members authorised by the Board Members in that behalf, and every instrument to which the seal is affixed shall be

signed by a Board Member and shall be countersigned by a second Board Member or by some other person appointed by the Board Members for the purpose.

30 ACCOUNTS

- 30.1 The Board shall cause proper accounting records to be kept.
- 30.2 All accounts compiled by the Society must be kept at the principal office of the Society, which shall be at such place as the Board Members shall from time to time determine. Public notice must be given to all members of the place where the accounts are to be kept. The Society must ensure that copies of the accounts are kept at the office of the Society and these accounts are open for public inspection by members at all reasonable hours during a period of not less than fourteen (14) days before the Annual General Meeting of the Society or any Extraordinary General Meeting pursuant to section 12.3 of this Constitution.
- 30.3 The Board Members shall from time to time cause to be prepared and laid before the Society in General Meeting profit and loss accounts, balance sheets, group accounts (if any), and reports.
- 30.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the auditors' report, shall not less than 14 days before the date of the meeting be sent to all persons entitled to receive notices of General meetings of the Society.

31 AUDIT

- 31.1 Auditors may be appointed by the Society and their duties regulated by the Board Members.

32 NOTICES

- 32.1 A notice may be given by the Society to any Board Member or employee representative either personally or by sending it by post to that person or to that person's last known address, or by facsimile or acknowledged e-mail. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. A notice served by facsimile shall be deemed to have been served at the expiration of 24 hours from the completion of transmission thereof. A notice served by email is received on acknowledgement by the party orally or by return email or otherwise in writing.
- 32.2 If a member has no registered address within New Zealand and has not supplied to the Society an address within New Zealand for the giving of notice to him or her, a notice addressed to him or her and advertised in a newspaper circulating in the neighborhood of the registered office of the Society shall be deemed to be duly given to him or her at noon on the day on which the advertisement appears.
- 32.3 Notice of every General Meeting shall be given in any manner hereinbefore authorised to –

- 32.3.1 The auditor for the time being of the Society (should there be one);
- 32.3.2 The members by way of being advertised in a newspaper circulating in the operating area.

33 ALTERATION OF CONSTITUTION

- 33.1 The Constitution may be altered, added to, rescinded or otherwise amended by a resolution passed by more than 75% of those Members present at an Extra Ordinary General Meeting called for this purpose.
- 33.2 Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.
- 33.3 Alterations, additions, rescissions or amendments shall be delivered to the Registrar in accordance with the requirements of the Act.
- 33.4 No amendment, addition or alteration shall be made which alters the exclusively charitable nature of the Society.

34 DISPOSITION OF SURPLUS ASSETS

- 3.1 In the event of the Society being wound up the surplus assets after payment of the Society's liabilities and the expenses of the winding up shall be given on such terms as the members decide to such one or more charitable bodies which include amongst their main objects similar objects to the Society with preference to those societies which would benefit the inhabitants of Central Otago and in default thereof by the High Court of New Zealand.

35 INDEMNITY

- 35.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member or other officer or auditor of the company shall be indemnified out of the assets of the Society against any loss or liability which he or she may incur in carrying out his or her duties.

36 REGULATIONS

- 36.1 The Society may from time to time by resolution in General Meeting make amend or rescind regulations not inconsistent with these rules governing procedure at its meetings and publication (if any) of reports thereof and of the business of the Society.

37 INTERPRETATION

- 37.1 In this Constitution where a different intention appears:
 - "Act" means the Incorporated Societies Act 1908
 - "Board Member" means an elected or appointed member of the Board of the Society
 - "Chairperson, "Secretary", "Treasurer", and "Board Members" mean respectively the Chairperson, Secretary, Treasurer and Board Members of the Society.

“Meeting” means a meeting of the Society.

“Member” means a member of the Society and includes a firm, a partnership, a Society, an association, a club and a corporation whether registered or not as well as an individual.

‘Service Provider’ means any person who is registered to provide health and/or disability services within the Operating Area, and is currently practicing.

In the event that the Service Providers elect a Medical Practitioner currently employed at Dunstan Hospital, which results in two Dunstan Hospital employees being appointed, this is permitted.

“Society” means the Society incorporated under these rules