

CONSTITUTION

OF

**AGE CONCERN WELLINGTON
(INCORPORATED)**

ADOPTED 20TH SEPTEMBER 2007



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OF
AGE CONCERN WELLINGTON
(INCORPORATED)

(Approved AGM 20th September 2007)

(Supersedes all other earlier versions of the Age Concern Wellington Constitution)

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Explanatory note. This note is **not** part of the Age Concern Wellington Constitution but is included by way of explanation to the origins and development of Age Concern from 1951.

BEGINNINGS and MANDATE

In response to central Government's call in 1951 encouraging the Mayors of each larger urban centre to convene a meeting of interested parties the Wellington Elderly Folks Council was formed. This was later replaced by the Wellington District Welfare Council, this subsequently became the Wellington Older Persons Welfare Council (WOPOC), this finally becoming Age Concern Wellington (Incorporated) under the provisions of the Incorporated Societies Act. 1908.

(Source ACW History pp7-8, 10-3).

In 1976 the WOPOC was established as an Incorporated Society.

In 1989 a name change to Age Concern Wellington Inc was effected.
(History pp45/47)]

**CONSTITUTION
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1 INTERPRETATION

In this Constitution unless the context requires a different interpretation:

"Age Concern" means Age Concern Wellington (Inc)

"Executive" means the Executive Committee appointed under clause 8

"Region" means that area within the boundaries of the Wellington,
Porirua, Lower Hutt and Upper Hutt Cities.

"Secretary" means the secretary appointed under clause 12 whether known by that title or not. Such office may be held jointly with that of Treasurer by the same person.

"Year" and

"Financial Year" means the period beginning on the first day of July and ending on the last day of June immediately next following.

2 NAME

The name of the society is Age Concern Wellington (Incorporated).

3 REGISTERED OFFICE

The registered office shall be located where the Executive may determine from time to time.

4 OBJECTS

4.1 To benefit the community in the Region by delivery of services, promoting, supporting and enhancing the quality of life, dignity, health, well-being and interests of older persons in the Region.

5 POWERS

For the purposes of its objects Age Concern may exercise all or any of the following powers:-

5.1 To provide such community services as considered necessary and feasible within the terms and objectives of Age Concern and its resources.

5.2 To provide, where considered appropriate, advisory services for older persons.

5.3 To promote any forms of study, research and educational programmes relevant to the objects.

5.4 To raise awareness of any significant and relevant developments on age related matters in New Zealand and overseas.

5.5 To consider social and related legislation as it affects older people and to act in an advisory capacity on behalf of older people and to liaise with local government on matters relevant to the quality of life, dignity, good health and well-being of older people.

5.6 To monitor and make submissions by way of recommendations to Age Concern New Zealand in respect of the implementation of legislation and policy administered by Government, its departments and agencies, especially those instruments and policies which relate to the standards of care in residential homes, hospitals, day-care centres and community services.

5.7 To promote the establishment of trusts and community groups prepared to assist in the wellbeing of older people in the Region.

5.8 To adopt suitable means of making known its objects and activities, and informing constituent organisations and older people on any matter affecting those organisations and/or the wellbeing and interests of older people in the region.

5.9 To raise or acquire funds by appeals, annual subscriptions, levies, donations, gifts and bequests, and by such other means as may be considered appropriate and acceptable.

5.10 Use the funds available as may be considered necessary or proper in the payment of costs and expenses including salaries, honoraria and fees.

- 5.11 Purchase or hire office and related equipment.
- 5.12 Purchase, take on lease or in exchange, hire or otherwise acquire or accept by way of gift any real or personal property together with any rights and privileges.
- 5.13 Sell, exchange, lease or in any manner dispose of any such property, rights or privileges.
- 5.14 Borrow or raise money with or without security and if the former, to secure payment of money in such manner as Age Concern in annual or special general meeting may consider fit.
- 5.15 Raise or acquire funds to promote, assist or supervise the erection, purchase or lease and adaptation of buildings suitable for the benefit of older people, and promote ways and means whereby such premises shall be suitably administered and kept in good order for the benefit of older people.
- 5.16 Invest and deal with monies not immediately required in such manner as may from time to time be determined.
- 5.17 To cooperate with Age Concern New Zealand (Incorporated) or any other future body established in its place.
- 5.18 To cooperate with any society, organisation, agency or group whether in New Zealand or overseas having similar purpose and objects to Age Concern;
- 5.19 To cooperate with Government, its departments and agencies, services and state owned enterprises, local territorial authorities, local government services, the Capital and Coast District Health Board, the Hutt Valley District Health Board and other public bodies anywhere in New Zealand to the extent that their activities are deemed to impact on the wellbeing of older people.
- 5.20 To encourage organisations, agencies, groups and individual persons who are known to be interested in any or all of the stated purpose and objects of Age Concern to accept membership.
- 5.21 To affiliate, through formal association, with any society or organisation known to be interested in the purpose, objects and activities of Age Concern.
- 5.22 To do all such other lawful acts and things as are incidental or conducive to the attainment of all or any of the objects and the above-mentioned powers.
- 5.23 To exercise its powers to ensure that any income, benefit or advantage be used to advance the charitable object or purpose of Age Concern, and consistent with the principles of the Treaty of Waitangi.

6 MEMBERS

1. The members of Age Concern shall consist of the following classes:

Agency Members, comprising:-

Voting Agency Members

Non-voting Agency Members

Associate Members

Honorary Members

Life Members

6.1.1 Application for membership (other than Life Membership and Honorary Membership) may be invited or received by the Executive from any society, company, public body, individual or other legal entity. The Executive may approve or reject any application without ascribing any reason for doing so and such approval or rejection shall be conclusive.

6.1.2. Voting Agency Members. Subject always to the provisions of clause 6.1.1. where an application is received from any society, company, public body or other legal entity whether in its own right or as a branch or affiliate of any other society, company, organisation, public body or other legal entity and whose objects or purposes or interests are , in the opinion of the Executive consistent with, similar to or sympathetic with the purposes or objects of Age Concern and the Executive does not consider that the provisions of clause 6.1.3 are otherwise applicable then the Executive committee may admit that applicant as a Voting Agency Member.

6.1.3 Non Voting Agency Member. Where any application is received from any society, company, organisation or public body not being a human being whose objects or purposes are in the opinion of the Executive the same or substantially the same as those objects or purposes of any existing Voting Agency Member then that applicant shall not be eligible for voting agency membership but may be considered for membership as a Non-voting Agency Member.

6.1.4 Each Voting Agency member and each Non-Voting Agency member shall be placed in one of the categories listed below. The Executive Committee shall have power to increase, reduce or vary those categories at any time and determine into which category each such member shall be placed.

- Social Services
- Retired persons associations and Friendship centres
- Special interest Groups

- Specialist Care providers including Retirement Villages and Residential Care Facilities with or without hospital facilities.
- Territorial Local Authorities
- Organisations specialising in the study and/or practice of ageing
- Corporate Organisations including DHB's, Hospitals and Health Agencies

6.1.5 .The category Territorial Local Authorities referred to in clause 6.1.4 shall comprise the Wellington City Council, the Porirua City Council, the Hutt City Council and the Upper Hutt City Council, each of whom may be represented by an officer of that Council to be appointed or removed from time to time by the Council so represented in writing and shall have right of attendance at any meeting of the Executive of Age Concern.

6.1.6. Associate Members: Any person sympathetic with the aims and objectives of Age Concern may apply to, and be accepted as an Associate member, by the Executive Committee pursuant to clause 6.1.1.

6.1.7. Life Members: At any general meeting Age Concern, upon the recommendation of the Executive, shall have power to confer Life Membership on any member who has rendered outstanding service with all privileges of membership (including voting power), but shall not be liable for the payment of any annual subscription.

6.1.8. Honorary Member: Any general meeting Age Concern, upon the recommendation of the Executive, shall have power to confer on any person who has rendered outstanding service in the members of older people whether in New Zealand or anywhere in the world the status of Honorary Member. Honorary members may attend any general meeting of Age Concern but shall not have any right to vote.

6.2 Rights of Members

6.2.1 Agency Members

6.2.1.1 Each voting agency member shall be entitled by written notice under the hand of its President or Secretary delivered to the registered office of Age Concern not later than 24 hours before the meeting to which it relates to appoint one representative to attend any general meeting of Age Concern and exercise the voting power of that voting agency member.

6.2.1.2 Each non-voting agency member shall be entitled by written notice under the hand of its President or Secretary delivered to the registered office of Age Concern not later than 24 hours before the meeting to which it relates to appoint one representative to attend any general meeting of Age Concern but such representative shall not have any voting right.

6.2.1.3 Any Agency Member in addition to its representative shall be entitled to send any additional observers but those persons shall not have any voting rights but may speak.

6.2.2 Associate Members

Associate members shall have the right to attend any general meeting and to vote on any motions thereat.

6.2.3 Honorary Members

Honorary members may attend any general meeting with the right to speak but without the right to vote.

6.2.4 Life Members

Life members shall have full rights of membership and are entitled to speak and vote at any general meeting.

6.3 Removal from Membership

Any member of Age Concern may be removed from membership by a resolution of a general meeting of Age Concern carried by a majority of not less than two thirds of those present having the right to vote and any such member or representative of such member who is on the Executive under clause 10.1.2 shall immediately thereupon cease to be a member of the Executive.

6.4 Retirement from Membership

Any Agency, Associate, Honorary or Life member of Age Concern may retire at any time by giving notice of such intention in writing to the Secretary who shall submit the notice of retirement to the next meeting of the Executive.

7 PATRON

7.1 Acting on the recommendation of the Executive a Patron may be appointed at any Annual General Meeting to hold office for such term as the Annual General Meeting considers appropriate.

7.2 In the event of resignation, death or expiry of term of appointment if any, a new Patron may on the recommendation of the Executive be appointed at the next Annual General Meeting to hold office for such term as the Annual General Meeting considers appropriate.

8. OFFICERS AND EXECUTIVE COMMITTEE

8.1. Subject to the provisions of clause 9 of this Constitution the affairs and business of Age Concern shall be vested in the Executive comprising

8.1.1 The President elected under clause 8.4.1

8.1.2. Not less than 7 nor more than 9 other members (including the Vice President elected under clause 8.4.3) elected under clause 8.4. An Executive member need not be a member of Age Concern nor a member of an Age Concern member.

8.1.3 Any immediate past President who may remain on the Executive for a maximum term of one year

8.1.4 Not more than 2 co-opted members appointed under clause 8.2.

8.2 The Executive shall have powers to co-opt on to the Executive not more than 2 additional members, being persons with particular knowledge expertise or skill which in the opinion of the Executive is of relevant current importance to matters under consideration by the Executive.

8.3 Nominations for Executive Committee

8.3.1 Written nominations for the office of President and other members of the Executive Committee must be received by the Secretary not later than 14 days prior to the meeting.

8.3.2 Nominations may be made for election of persons to the Executive Committee by any Agency member (whether voting or non-voting) or any Associate Member, who is a member in good standing. Any nominee need not be a member of a Member but must be a person of good standing.

8.4 Elections

8.4.1 Subject to the provisions of clause 8.1.1 the President and other members of the Executive shall be elected by each Annual General Meeting.

8.4.2 Each voting Agency member and Associate member shall have one vote exercisable by its representative attending that meeting in person.

8.4.3 The Executive shall elect from amongst its number a member to hold office as Vice-President.

8.4.4 Members of the Executive elected at any Annual General Meeting shall respectively hold office until the next succeeding Annual General Meeting when they shall retire but be eligible for re-election subject only to the provisions of clause 8.6.

8.4.5 Co-opted members to the Executive respectively hold office at the pleasure of the Executive but for no longer than that financial year during which they were co-opted.

All Executive Members following appointment or co-option shall complete and lodge a declaration of any interest and confidentiality agreement in the form prescribed by Age Concern and update it as necessary.

8.5 Vacancies

Should any member of the Executive or the Auditor resign or die during the term of office or be a representative of any voting or non voting Agency appointed under 8.1.2 where that Agency has been removed then the Executive may appoint some person to fill the vacancy for the unexpired term of office.

8.6 Term of Office

8.6.1 No President shall be eligible for re-election to any office on the Executive Committee other than provided for by clause 8.1 after serving three consecutive years in the office of President but may be eligible for re-election after the expiration of a period of five years following his or her last previous year in office.

8.7 Committees

The Executive may appoint from its own members or otherwise such sub-committees and working parties as it may from time to time deem appropriate. The President or in his or her absence the vice president, shall be "ex officio" a member of each sub committee or group.

9. RESTRICTIONS ON THE POWERS OF THE EXECUTIVE COMMITTEE

Notwithstanding the provisions of clause 10.1 of this Constitution, any transaction or proposed transaction relating to:

9.1 Membership by Age Concern of any other body or association (other than Age Concern New Zealand Inc);

9.2 The purchase of any land or buildings;

9.3 The taking on lease of any land or building for a term or terms (including all renewals) in excess of 3 years;

9.4 The borrowing of funds with security or charge;

9.5 The borrowing of funds without security other than bank overdraft for the ordinary course of business shall require the prior authority of Age Concern

in general meeting passed by a resolution of a two thirds majority of those present and entitled to vote.

10. GENERAL MEETINGS

10.1 Annual General Meeting

The Annual General Meeting shall be held within three months of the end of the financial year or in such other month as the Executive may determine but in any event not later than fifteen months after the immediately preceding AGM.

The business shall be to:

10.1.1 Receive the Annual Report and Statement of Accounts for the just concluded financial year.

10.1.2 Elect officers and other members of the Executive for the ensuing year.

10.1.3 Consider and deal with notices of motion which have been duly delivered to the Secretary at least twenty-one days prior to the meeting.

10.1.4 Transact any other business.

10.2 Special General Meeting

Special General Meetings, at which only the business for which the meeting was convened may be dealt with, shall be summoned by the President or Secretary.

- at the request of the Executive; or

- on the requisition of any five members of the Executive having the right to vote; or

- on the receipt by the Secretary of a requisition signed by not less than 10 Voting Agency Members representing not less than 3 of the separate categories specified in clause 8.1.5 and may in addition include any Associate members.

10.2.1 Requisitions for the convening of special general meetings shall set forth in the form of notice of motion or motions the object of the meeting.

10.2.2 If the President or Secretary does not, within one calendar month of the date of the requisition, convene a Special General Meeting the requisitionists, or any of them, may, subject to the provisions of this Constitution as to notice, convene the same. Such meeting shall not be able to be held upon the expiration of three months from the date of requisition.

10.3 Notices of Meetings

At least fourteen clear days' notice in writing of every general meeting, specifying the place, day and hour of the meeting and the nature of the business to be considered, shall be given by the Secretary to every member entitled to attend. The accidental omission to give, or the non-receipt by any member of such notice shall not invalidate the proceedings of any general meeting.

10.4 Chairperson

The President shall preside at all general meetings or in his /her absence or inability to so act then the meeting shall be chaired by the Vice-President or in his or her absence or inability to act by a member present appointed for that purpose by the meeting.

10.5 Procedure

10.5.1 At all Annual and Special General Meetings all members entitled to vote, whether present in person or by proxy in writing, shall on each question have one vote. In the case of equality of vote the chairperson of the meeting shall have a casting as well as a deliberative vote, except for elections when there shall be a re-ballot.

10.5.2 Except for contested elections of office bearers, or as otherwise may be provided by this Constitution voting at general meetings shall be on voices or if the chairperson, or at least three members present shall so require, by show of hands or secret ballot as the case may be.

10.5.3 The chairperson's declaration as to the result of the voting, and an entry duly confirmed in the Minutes of proceedings shall be conclusive of the terms of any resolution of a general meeting and of its having been passed or rejected.

10.6 Quorum

10.6.1 At all general meetings ten members representing ten voting Agency or Associate members personally present shall form a quorum.

10.6.2 If the quorum is not present within half an hour after the time appointed for the meeting to commence the meeting, if convened upon the requisition of members, shall be dissolved. In every other case it shall stand adjourned to a time and place to be fixed by the Chairperson on adjourning the meeting.

11. EXECUTIVE COMMITTEE MEETINGS

11.1 The Executive may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it shall think fit.

11.2 A meeting of the Executive may be convened by the President alone or by the Secretary on the requisition of three other members of the Executive.

11.3 The President or if absent then the Vice President shall preside at all meetings of the Executive. If neither is present the meeting shall appoint its own chairperson.

11.4 Except where otherwise provided in this Constitution all questions shall be determined by a bare majority of votes. Each member personally present shall on each question have one vote, and in the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote. No proxies shall be allowed.

11.5 The quorum for any Executive meeting shall be five members. If the quorum is not present within an hour after the time appointed for the commencement of the meeting it shall stand adjourned to a time and place fixed by the chairperson for the meeting. Any member of the Executive who is interested in any matter to be considered or determined at any meeting shall declare that interest to the meeting and following disclosure shall be counted for the purposes of quorum.

11.6 Meaning of “interested”

1. A member of the Executive is interested in a transaction to which Age Concern is a party if, and only if, the Member:
 - (a) Is a party to, or will or may derive a material financial benefit from, the transaction; or
 - (b) Has a material financial interest in another party to the transaction; or
 - (c) Is a director, officer, or trustee of another party to, or person who will or may derive a material financial benefit from, the transaction; or
 - (d) Is a parent, child, spouse, civil union partner, or de factor partner of another party to, or person who will or may derive a material financial benefit from, the transaction; or

- (e) Is a board member of, or a member of, any member of Age Concern which is seeking or is granted financial assistance or benefit from Age Concern not generally or uniformly granted to other members of Age Concern; or
- (f) Is otherwise directly or indirectly materially interested in this transaction whether beneficially or adversely; or
- (g) Is a member of any other organisation whether a legal entity or which is in competition with the activities of Age Concern.

11.7 Any member of the Executive who is interested as defined in 11.6 shall not vote or participate in any Executive discussion on any transaction or matter in respect of which that interest relates.

11.8

11.8.1 A member of the Executive must, forthwith after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with Age Concern, disclose to the Executive:

- (a) If the monetary value of the Member's interest is able to be quantified, the nature and monetary value of that interest; or
- (b) If the monetary value of the Member's interest cannot be quantified, the nature and extent of that interest.

11.8.2 For the purposes of clause 11.8.1, a general notice disclosed to the Executive to the effect that a Member is a shareholder, director, officer or trustee of a named company or is a member of or a Board of Committee Member of any Member of Age Concern and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that company or Society, is a sufficient disclosure or interest in relation to that transaction.

12. SECRETARY

12.1 The Secretary shall convene and attend all General and Executive meetings and keep or cause to be kept correct minutes thereof and subject to directions received from the President or chairperson of the Executive submit to the Annual General Meeting a report of the affairs of Age Concern for the past year. The Secretary shall also conduct all correspondence and generally perform such duties and functions as are usual to the office or as reasonably required by the Executive. The Secretary may also be the Treasurer appointed under clause 13.

13. TREASURER

13.1 The Treasurer shall have under the authority of the Executive custody of the financial statement complying in all respects with Section 23 of the "Incorporated Societies Act 1908" or any statutory modification or re-enactment thereof for the time being in force and which shall have been duly

audited and certified by the Auditor or Auditors for the time being. All cheques shall be signed as the Executive from time to time directs and failing any general directions then by any two of the Treasurer, the President, Vice-President or the Secretary.

14. AUDITOR

14.1 An Auditor being a duly qualified chartered accountant shall be appointed at the Annual General Meeting, and shall examine the Treasurer's annual financial statements and all accounts relating thereto and if he/she finds the same correct shall certify accordingly.

14.2 The Auditor shall at all reasonable times have access to the books and accounts of Age Concern and shall be entitled to any information that may be required for audit purposes.

14.3 The Auditor shall also conduct such further investigations as the Executive from time to time may direct.

15. BY-LAWS

15.1 Age Concern at an Annual General Meeting or a Special General Meeting convened for that purpose, may approve by-laws consistent with the Constitution to attain or facilitate the attainment of the purpose and objects of Age Concern.

16. COMMON SEAL

The Common Seal of Age Concern shall be in the custody of the Secretary. The seal shall not be affixed to any document except by the authority of the Executive acting through either the President or Vice-President and the Secretary who shall affix their signatures to every document as sealed.

17. DISSOLUTION

17.1 Age Concern may be wound up in accordance with and in terms of the Incorporated Societies Act 1908 or dissolved by the Registrar as provided in that Act.

17.2 In the event of Age Concern being wound up or dissolved, the surplus assets and funds, after payment of Age Concern's liabilities and the expenses of winding up, shall be disposed of to any other charitable association, society or body corporate or unincorporate within New Zealand, as may be determined at any General Meeting of Age Concern, having objects similar to the objects of Age Concern and which is charitable according to the laws of New Zealand.

17.3 Failing the existence of any such body, institution or society, or if Age Concern in a General Meeting as aforesaid resolves not to transfer and give the same to any such body, institution or society, then Age Concern shall forthwith apply to the High Court of New Zealand for directions as to the disposal of the said surplus assets and funds.

18. ALTERATION TO CONSTITUTION

18.1 The Constitution or any part of them may be altered, added to or rescinded at an Annual General Meeting or a Special General Meeting of members provided that any such alterations, additions or rescissions to the Constitution and Rules of Age Concern do not change its charitable nature and then only shall be made when notice of motion providing for the same has been sent to members fourteen clear days prior to the meeting and the resolution carried by two-thirds of members present.

18.2 No addition to or alteration or rescission of this Constitution shall be made if it affects clauses 4, 17 or 19 unless approved by the Charities Commission.

19. PAYMENTS TO MEMBERS

19.1 Any payments by Age Concern made to a Member or a person, who is a member of or associated with a member of a Member, must be for goods and services that advance or are pursuant to the charitable purpose of Age Concern and must be reasonable and relative to payments that would be made between unrelated parties.

ENDS