



CONSTITUTION OF

AGE CONCERN WELLINGTON REGION

INCORPORATED

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This document supersedes all other earlier versions of the Constitution of Age Concern Wellington

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1.0 BACKGROUND

This document replaces the Constitution adopted by Age Concern Wellington Incorporated on the 20th September 2007 and, in addition, changes the name from Age Concern Wellington Incorporated to **Age Concern Wellington Region Incorporated**.

2.0 INTERPRETATION

In this Constitution, unless the context requires a different interpretation:

"Age Concern" means Age Concern Wellington Region Incorporated.

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

"Chief Executive Officer" or **"CEO"** means the person appointed under clause 13 whether known by that title or not. The Chief Executive Officer will plan, lead and manage the operations and activities of Age Concern Wellington Region.

"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.

"Annual General Meeting" means the annual meeting of Members to conduct the Societies' business.

"Special General Meeting" means a meeting of Members to discuss urgent matters that cannot wait until the next Annual General Meeting.

"Chairperson" means the person elected by the Board to lead the Board and act as the key liaison between the Chief Executive Officer and the Board.

"Vice-Chairperson" means the person elected by the Board designated as immediately subordinate to the Chairperson and serving as such in the latter's absence.

"Board" means the governing body elected at the Annual General Meeting in whom the Members shall trust the affairs and business of Age Concern.

"Board Member" means an elected or co-opted participant of the Board.

"Patron" means a notable person selected by the Members at an Annual General Meeting to endorse and support the organisation in a public capacity.

3.0 NAME

The name of the society is Age Concern Wellington Region Incorporated.

4.0 OBJECTS

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.

5.0 POWERS

5.1 To provide such community services as considered necessary and feasible within the terms and objectives of Age Concern and its resources and which are consistent with the principles of Te Tiriti o Waitangi.

5.2 To undertake activities that are inclusive, acknowledging Te Tiriti o Waitangi and the bicultural nature of New Zealand society, while meeting the needs of all older people regardless of their background, ethnicity and culture.

- 5.3 To use the funds available as maybe considered necessary or proper in the payment of costs and expenses including salaries, honoraria, fees and investments.
- 5.4 Purchase, take on lease or exchange, hire or otherwise acquire or accept by way of gift or personal property together with any rights and privileges any good or service that will benefit the activities of Age Concern.
- 5.5 Sell exchange, lease or in any manner dispose of such property rights or privileges.
- 5.6 Borrow or raise funds with or without security, and if the former, to secure payment of the funds in such a manner as Age Concern in an annual or special general meeting may consider fit.
- 5.7 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.
- 5.8 Invest and deal with monies not immediately required in such manner as may from time to time be determined.
- 5.9 To affiliate through normal association with any society, trust or organisation known to be interested in the purpose, objects and activities of Age Concern.
- 5.10 To do such other lawful acts and things as are incidental or conducive to the attainment of all or any of the objects and above-mentioned powers.

6.0 MEMBERS:

6.1 The Members of Age Concern shall consist of the following classes:

- a) Associate Members
- b) Agency Members
- c) Honorary Members

The above membership categories do not preclude the negotiation of mutually beneficial agreements the Board may approve from time to time. Such agreements preclude voting rights.

6.1.1 Application for membership may be invited from any individual, company, public body or legal entity. Members will be subject to the rights, obligations, restrictions and fees which the Board may decide from time to time. The Board may approve or reject any application. Such approval or rejection shall be conclusive.

6.1.2 **Associate Members:** Any person, sympathetic with the aims and objectives of Age Concern may apply to, and be accepted by the Board, pursuant to clause 6.1.1.

6.1.3 **Agency Members:** Subject to 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 brand or affiliate of any other society, company, organisation, public body or other legal entity whose objects, purposes or interests are consistent with Age Concern may be admitted as an Agency Member.

6.1.4 **Honorary Members:** The Board may nominate any person, who in their view has contributed outstanding service to Age Concern, to receive Honorary Membership. All elected and co-opted Board members will automatically become Honorary Members for the term of their appointment. Honorary Members will have the same rights as other Members and will not be liable for payment of annual subscriptions.

6.2 **Rights of Members**

6.2.1 Subject to a Conflict of Interest declaration, all Members have the right to attend any general meeting and have speaking and voting rights on any motions thereat.

6.2.2 Each Agency Member shall be entitled by notice from its President, Chief Executive, Board Chair or Board Secretary, delivered to the office of Age Concern (either electronically or in writing) not later than 48 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 Agency Member.

6.3 **Member Benefits**

The Board may, at their discretion, agree to provide other benefits to Members, in addition to speaking and voting rights outlined in clause 6.2.

6.4 **Removal from Membership**

The Board may remove any Member from Membership by majority vote. Such removal and explanation shall be communicated to Members at the next Annual General Meeting.

6.5 **Retirement from Membership**

Any Member may retire at any time by giving notice of such intention to the Chief Executive Officer, who will submit the notice of retirement to the next Board meeting.

7.0 **GOVERNANCE**

7.1 **Board**

The affairs and business of Age Concern shall be vested in the Board.

7.1.1 The Board will comprise of at least five (5) members and no more than eight (8) members. Five (5) shall be elected by the Members at the Annual General Meeting. The remaining vacant seats on the Board shall be filled by Members appointed by co-option under clause 7.1.2. All Board Members, regardless of whether elected or co-opted, have the same speaking and voting rights.

7.1.2 Not more than three (3) additional members shall be co-opted onto the Board. Such individuals having a particular knowledge, expertise and/or skill which in the opinion of the Board will be relevant to matters of importance and under consideration by the Board. Such members will hold office at the pleasure of the Board, but no longer than the financial year period in which they have been co-opted.

7.1.3 All Board Members will be required to undergo a Police Check within three months of being elected or co-opted to the Board.

7.2 Role of the Chairperson

In addition to the traditional responsibilities of chairing meetings, the key role of the Chairperson is to oversee and ensure the organisational governance and responsibilities of the Board are achieved. The Chairperson will be the main point of contact between the Board and the Chief Executive Officer, and as such, will be kept fully informed by the Chief Executive Officer on the progress of activities and matters which may be of interest to Board Members.

7.3 Committees

The Board may appoint, from its own members or otherwise, such subcommittees and working parties as it deems appropriate. Such subcommittees shall appoint a Team Leader.

7.4 Nominations for membership of the Board

Consistent with clause 8.0, applicants must be able to demonstrate a diversity of experience enabling them to bring the benefits of objectivity and wider experience to Board decision-making. An understanding of the voluntary sector would be an advantage.

7.4.1 A Board nominee need not be a Member of Age Concern.

7.4.2 No individual shall be eligible for election to the Board if they are a paid employee of Age Concern, or at the time of nomination, has been under a pecuniary liability to Age Concern for a period of more than three months.

7.4.3 Any person may be nominated as a candidate for election to the Board using the approved nomination form.

7.4.4 Nominations for Board Members shall be called for no later than twenty-eight (28) days before the Annual General Meeting by postal or electronic means.

7.4.5 Nominations are to be forwarded to the Chief Executive Officer no less than fourteen (14) days before the Annual General Meeting.

7.5 Election

7.5.1 The Chief Executive Officer shall notify all Members of nominations and give details of nominees at least seven (7) days before the Meeting.

7.5.2 Subject to clause 7.7, all retiring Members of the Board shall be eligible for re-election.

7.5.3 Should the number of applicants nominated, including those standing for re-election, exceed the number of vacancies, then an election shall be held at the Annual General Meeting. In the event of a tie between candidates, a secret ballot shall be held to determine who shall fill the vacancy.

7.5.4 Members may vote on Board nominations by proxy or by attendance at the Annual General Meeting or such other means which the Board may approve as being valid.

7.6 Election of Chairperson and Vice-Chairperson

At a Board Meeting to be held immediately following the Annual General Meeting, the Board shall elect from among the elected Members, a Chairperson and Vice-Chairperson.

7.7 Term of Office

7.7.1 A Board Member's term of office shall be two (2) years, with a maximum number of consecutive terms a Board Member can serve being two (2) (four years in total). Board Members who have served two consecutive terms cannot be re-elected to the Board at the Annual General Meeting but may be co-opted by the Board.

7.7.2 Members are eligible for re-election at an Annual General Meeting after the expiration of a period of three (3) years from when the Member completed their maximum number of consecutive terms as an elected Board Member, or their last term as a Co-opted Board Member, whichever is later.

7.7.3 No Chairperson can be eligible for re-election to any office on the Board after serving three (3) consecutive years in the office of Chairperson, but may be eligible for re-election after the expiration of a period of five (5) years following their last previous year in office.

7.7.4 Should the position of an existing elected Board Member become vacant, the Board has the option of appointing another Age Concern Member to the Board, or alternatively, co-opting a third party to fill that vacancy until the next Annual General Meeting in addition to the three (3) co-opted Board Members. Such appointments shall be held until the completion of the normal term in which the vacancy occurred. Such appointments shall not prevent the appointed Board member from being elected for the following term in any office.

7.7.5 Should two (2) or more of the elected Member positions become vacant, the Board may operate until the next Annual General Meeting with only three (3) elected Members provided there are at least five (5) Board Members in total. In the event of there being less than three (3) elected Members or five (5) Board Members in total, the Board shall call a Special General Meeting.

7.7.6 The Board may fill, from among existing Board members, any vacancy arising in respect of each of the Chairperson and Vice-Chairperson positions occurring prior to expiration of the normal term of office.

7.8 Termination of Board Membership

7.8.1 Any Board Member may resign by giving notice, electronic or written, to the Chairperson. However, a Board Member shall cease to be a Board Member upon the happening of any of the following events:

7.8.2 If the Board Member is suspended or excluded for any period from Membership of Age Concern.

7.8.3 If the Board Member is absent from three (3) consecutive meetings of the Board without apology and the consent of the Board.

7.8.4 If the Board Member is found guilty under disciplinary provisions of professional negligence or misconduct by Age Concern or another professional body.

7.8.5 If the Board Member becomes bankrupt or insolvent and fails to satisfy the Board their inability to pay their debts arose from misfortune and that no discreditable conduct can be imputed to them in connection to their bankruptcy or insolvency.

7.8.6 If the Board Member becomes of unsound mind or infirm.

7.8.7 If the Board Member ceases to have their primary residence in New Zealand.

7.8.8 If, at a meeting of the Board, especially convened for the purpose, a resolution is passed by a majority of not less than three-fourths of those present and voting, declaring the office of such Board Member vacated.

7.8.9 If the Board Member is convicted by a competent tribunal of an offence which, in the opinion of the Board, renders the Member unfit to be a Board Member.

8 ROLE OF THE BOARD

Age Concern Wellington will always work within the accepted principles of sound governance.

The Board will:

8.1 Ensure strategies, objectives and targets reflect a commitment of continued development and financial stability.

8.2 Ensure the appropriate systems and processes are in place to manage performance and identify and manage potential risk.

8.3 Ensure the development and maintenance of a transparent financial management system that is compliant with accepted accounting standards and policies.

8.4 Ensure Age Concern's monies and other assets are used in a manner that is consistent with the objects (clause 4.0) and as may be agreed by the Board or by resolution passed at a general meeting.

8.5 Ensure Age Concern and its representatives always function within the relevant legal and social framework of the sector and in compliance with the Constitution.

8.6 Uphold the fiduciary duty invested in Age Concern, undertaking such duties in a way that adds to public confidence, encourages engagement and trust.

8.7 Maintain confidentiality regarding all information received in the course of the Board Member's responsibilities.

9.0 CONFLICT OF INTEREST

9.1 Any business or personal matter which is, or could be, a conflict of interest involving the individual and their role and relationship with Age Concern, must be declared and registered in the Conflicts of Interest Register.

9.2 All such entries in the Register shall be presented to the Board and recorded in the minutes at the first Board meeting following every Annual General Meeting.

9.3 At any time where a Conflict of Interest is identified and registered, the Board member concerned will not vote on that issue. Only by unanimous agreement may the member concerned participate in any Board discussion on that topic. Failing such agreement, the individual shall either refrain from participation or leave the room.

10.0 BOARD MEETINGS

10.1 A quorum at any Board meeting shall be at least four (4) Board Members.

10.2 Board meetings shall be deemed valid regardless of whether Board Members are physically present or attending via video-conference.

10.3 The Chairperson or Vice Chairperson shall chair the meeting, or, in their absence, any other person the Board elects from their number.

10.4 Only Board Members present at a Board Meeting may vote. The Board Chair, may at their discretion, accept a proxy vote on any motion from a Board member who is unable to attend a meeting. All Board decisions will be by majority vote. In the case of the vote being tied, the Chairperson of the meeting will have the casting vote.

10.5 Between Board Meetings, any Board Member may propose a motion via email. If such a motion gains a seconder by email, then the Board can vote on that motion using email if it is deemed by the Chairperson to be urgent and cannot be deferred to the next Board meeting. In such cases, only unanimous decisions will carry. If a decision is not unanimous, the motion must be presented for discussion at the following Board meeting.

11.0 DISCIPLINARY PROCEDURES

11.1 Subject to the following procedure, all investigations of a disciplinary nature will be heard by the Appeals and Disciplinary Committee as appointed by the Board under Clause 7.3

11.2 Should the Board be of the view that a Board Member or Member is breaching the Constitution or acting in a manner inconsistent with the organisation's governance or Board Member responsibilities, the Board may give written notice to the Member explaining how the Member is breaching the Organisation Governance or Board Member Responsibilities.

11.3 The Board recognises the Member's right to be heard and will provide a reasonable timeframe for the Member to respond to the Board's notice.

11.4 If a response is not forthcoming within the time allowed, the Board will request an immediate response pointing out that without a response the Board would be forced to consider the matter without the benefit of the Member's response.

11.5 The Board will allow the Member to speak to their response should they so desire.

11.6 The Board shall ensure that:

11.6.1 those selected under clause 7.3 to make a decision on the matter are impartial; and

11.6.2 all matters are determined fairly, efficiently and effectively as soon as is reasonably practicable and otherwise in accordance with the principles of natural justice.

12.0 GENERAL MEETINGS

12.1 Annual General Meeting

The Annual General Meeting shall be held within four months of the end of the financial year or during any other month as the Board determines, but not later than fifteen months after the preceding AGM.

The business shall be to:

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

12.1.2 Elect officers and other Members of the Board for the ensuing year.

12.1.3 Consider and deal with notices of motion which have been duly delivered to the Chief Executive Officer at least twenty-one (21) days prior to the meeting.

12.1.4 Appoint an Auditor for the current financial year.

12.1.5 Transact any other business.

12.2 Notice of Meeting

Notice of the Annual General Meeting's details including the location, time and agenda will be communicated by the Chief Executive Officer, in writing to Members at least fourteen (14) days prior to the meeting.

12.3 Procedure

12.3.1 Annual General Meetings can be held in person or by video-conference, or a combination of both. Annual General Meetings shall be deemed valid regardless of whether Members are physically present or attending via video-conference.

12.3.2 At all General Meetings, ten (10) Members shall form a quorum. Should a quorum not be present within half an hour after the time appointed for the meeting to commence, the meeting shall be adjourned to a time and place to be fixed by the Chairperson.

12.3.3 The Chairperson or Vice Chairperson shall chair the meeting, or in their absence, any other person the Board elects from the Members present.

12.3.4 All members will be entitled to vote, whether in person or by proxy in writing or by electronic mail. In the case of the vote being tied, the Chairperson of the meeting will have the casting vote, except for election of Board Members when there shall be a re-ballot.

12.3.5 Before a vote, the Chairperson shall request Members to declare potential conflicts of interest. Such conflicts of interest are to be declared by the Member, recorded in the minutes and also the Conflicts of Interest Register. A conflict of interest declaration will automatically exclude the Member from voting.

12.3.6 Except for contested elections of office bearers, or as otherwise may be provided by this Constitution, voting at general meetings shall be by voices (acclamation) 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.

12.3.7 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.

12.4 Special General Meeting

12.4.1 Notice of Special General Meetings shall be communicated by the Chairperson, at the request of no less than five (5) Board Members or 10 Members.

12.4.2 Only the subject matter defined in the request will be the matter for consideration.

12.4.3 Meetings are to be held within one (1) month from the date of the request.

12.4.4 Notice (electronic or written) of meeting details including the location, time and agenda, will be communicated by the Chief Executive Officer, in writing to Members at least fourteen (14) days prior to the meeting. The accidental omission to give, or the non-receipt by any Member of such notice shall not invalidate the proceedings of any general meeting.

12.5 Other Meetings

As appropriate, between scheduled Board meetings, the Chairperson and or the Vice Chairperson or Chief Executive Officer jointly may discuss urgent business matters. Any outcome of such meetings will be subject to subsequent approval and shall be submitted to the Board by the Chairperson at the first available opportunity.

13.0 CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall convene and attend all General and Board meetings and keep or cause to be kept correct minutes thereof and subject to directions received from the Chairperson of the Board submit to the Annual General Meeting a report of the affairs of Age Concern for the past year. The Chief Executive Officer shall also conduct all correspondence and generally perform such duties and functions as are usual to the office or as reasonably required by the Board.

14.0 AUDITOR

At each Annual General Meeting, the Members shall appoint a person to audit the Age Concern Accounts. The appointed person preferably should be a member of the New Zealand Institute of Chartered Accountants. On

appointment, a time frame for the completion of the exercise will be agreed. The Auditor may also conduct further investigations as the Board agree from time to time.

15.0 PATRON

Acting on the recommendation of the Board, a Patron may be appointed at any Annual General Meeting to hold office for a term of two (2) years. The Patron will receive Honorary Membership and have the same voting rights as all other Members. No Patron shall serve more than two terms (four years) but can be reappointed at an Annual General Meeting after the expiration of a period of four (4) years following his or her last previous year in office.

16.0 ALTERING THE CONSTITUTION:

16.1 Providing such an amendment does not have the effect of altering the charitable nature of Age Concern, this constitution may be altered, added to, or rescinded by resolution passed at any Annual or Special General Meeting. Rules for the Annual General Meeting and Special General Meetings (section 12) will apply.

16.2 No addition to or alteration or rescission of this Constitution shall be made if it affects clauses 4, 17 or 18 unless approved by Charities Services.

17.0 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.

18.0 PAYMENTS TO MEMBERS

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.

19.0 COMMON SEAL

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