

RULES OF THE WELLINGTON MULTIPLE SCLEROSIS SOCIETY INCORPORATED

(As updated and amended at the 2022 AGM on 22 May 2022)

1. NAME

- 1.1. The name of the Society is The Wellington Multiple Sclerosis Society Incorporated (in these Rules referred to as **'the Society'**).

2. CHARITABLE STATUS

- 2.1. The Society is registered as a charitable entity under the Charities Act 2005.

3. DEFINITIONS

- 3.1. In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Committee' means the Society's governing body.

'Committee Member' means a member of the Committee, including the President, Secretary and Treasurer.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Society.

'Multiple Sclerosis' means medically diagnosed multiple sclerosis and other neurological conditions that present similarly to multiple sclerosis, and that the Society's operations team has expertise and capacity to assist with.

'Rules' means the rules in this document.

'Wellington region' means the wider Wellington region to south of the Ōtaki River, Hutt Valley and Wairarapa.

4. PURPOSE

- 4.1. The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely benefiting the community by

working to meet the needs of people with multiple sclerosis, their whānau, and/or carers and supporters in the Wellington region through support, information, educational resources and advocacy.

- 4.2. Any income, benefit, or advantage received by the Society must be used to advance the charitable purposes of the Society.
- 4.3. No member, or associated person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- 4.4. Any payments made to a member or associated person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

5. VISION AND MISSION STATEMENT

- 5.1. The Society's vision is: "People with MS and their whānau living well with MS."
- 5.2. The Society's mission statement is: "To empower people with MS and their whānau to live their best lives."
- 5.3. These Rules shall be interpreted having regard to this vision and mission statement.

6. ACT AND REGULATIONS

- 6.1. Nothing in these Rules authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

7. REGISTERED OFFICE

- 7.1. The Registered Office of the Society shall be at such a place as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies and to Charities Services.

8. POWER TO BORROW MONEY

- 8.1. The Society has the power to borrow money.

9. OTHER POWERS

- 9.1. In addition to its statutory powers, the Society:

- (a) may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate; and
- (b) may invest in any investment in which a trustee may lawfully invest.

10. MEMBERSHIP

- 10.1. Any person and any company or body corporate interested in the objects of the Society may become a member of the Society.
- 10.2. The Society shall maintain the minimum number of members required by the Act.
- 10.3. The Society may from time to time as it sees appropriate appoint life members and honorary members.
- 10.4. Every applicant for membership must consent in writing to becoming a member.
- 10.5. Every member shall provide the Society with their name and contact details and promptly advise the Society of any changes to those details.
- 10.6. Membership does not confer on any member any right, title, or interest (legal or equitable) in the property of the Society.
- 10.7. A member ceases to be a member:
 - (a) on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership);
 - (b) by resignation; or
 - (c) on termination of a member's membership following a dispute resolution process under these Rules.

11. ANNUAL GENERAL MEETINGS

- 11.1. An Annual General Meeting of the Society (**AGM**) shall be held once a year, no later than the last day of June (and no later than 15 months after the previous AGM), at a location determined by the Committee. The rules relating to the procedure to be followed at General Meetings shall apply.
- 11.2. The business of an AGM shall be to:
 - (a) confirm the minutes of the previous AGM;
 - (b) adopt the Society's Annual Report;

- (c) adopt the Treasurer's report on the finances of the Society, and the annual financial statements;
- (d) elect the Committee;
- (e) appoint an auditor and an honorary solicitor;
- (f) consider any motions; and
- (g) consider any general business.

11.3. The Committee must, at each Annual General Meeting, present the following information:

- (a) An annual report on the operation and affairs of the Society during the most recently completed accounting period.
- (b) The annual financial statements for that period.
- (c) Notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

12. SPECIAL GENERAL MEETINGS

12.1. Special General Meetings may be called at any time by the Committee by resolution. The Committee must also call a Special General Meeting if it receives a written request signed by at least five members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

12.2. The rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by members for the meeting, except with the unanimous consent of all members present.

13. PROCEDURE FOR GENERAL MEETINGS

13.1. General meetings may be held by members assembling at the time and place appointed for the meeting, or with members participating in the meeting virtually by means of audio link, audio-visual link, or other electronic communication; or by a combination of both of these methods.

Notice

- 13.2. The Committee shall give members at least seven days' notice of all General Meetings and of the business to be conducted at that General Meeting.
- 13.3. The usual manner of giving notice will be by email to members. Notice may also be given by way of posting on the Society's website and social media sites.
- 13.4. A General Meeting and its business will not be invalidated simply because one or more members do not receive the notice.

Chair

- 13.5. All General Meetings shall be chaired by the President. If the President is absent, another Committee Member shall chair the meeting.
- 13.6. Any person chairing a General Meeting may:
- (a) with the consent of members present adjourn the General Meeting to another day, time and/or place;
 - (b) direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chair be removed from the meeting; and
 - (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

Quorum

- 13.7. The quorum at General Meetings shall consist of 10 members or a third of the membership whichever is the lesser.
- 13.8. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting shall be adjourned to a day, time and place determined by the Chair, and if at such adjourned meeting a quorum is not present those in person or by proxy shall be deemed to constitute a sufficient quorum. In the case of a Special General meeting convened upon request of members, if a quorum is not present within half an hour the meeting shall be dissolved.
- 13.9. A quorum will take into account members who are participating in a meeting virtually but not members who are voting by proxy.

Voting

13.10. The mode of voting at all meetings shall be on the voices or show of hands, or by poll if demanded by any member entitled to vote. On a poll, votes may be given either personally or by proxy.

13.11. Where an individual entitled to be present at a meeting wishes to vote by proxy, a signed original written proxy (an email or copy not being acceptable) must be received by, or handed to, the Secretary before the commencement of the General Meeting or it will not be valid.

13.12. The written proxy shall be in the following or similar form:

"I....., being a member of the Society, appoint as my proxy to vote for me on my behalf at a meeting of the Society to be held on the.....day of20.... and at any adjournment of this meeting.

SIGNED thisday of.....20...."

13.13. Any member who submits a written proxy is deemed to have demanded a poll.

13.14. The Chair shall at all meetings have a casting vote.

Motions

13.15. The Committee may put forward motions for the Society to vote on ('**Committee Motions**'), which shall be notified to members with the notice of the General Meeting.

13.16. Any Member may request that a motion be voted on ('**Member's Motion**') at a General Meeting, by giving notice to the Secretary at least four days before that meeting.

Minutes

13.17. The Secretary must keep minutes of all General Meetings.

14. COMMITTEE

14.1. The Committee shall consist of at least six Committee Members who are:

- (a) members of the Society;
- (b) natural persons; and
- (c) not disqualified by these Rules or the Act or the Charities Act 2005.

14.2. The Committee shall include:

- (a) a President;
- (b) a Vice President (optional);
- (c) a Secretary and a Treasurer, who may be the same person; and
- (d) other Committee Members to make up at least six total members.

14.3. Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, or by the Charities Act 2005.

Election

14.4. The election of Committee Members shall be conducted as follows:

- (a) Committee Members shall be elected during AGMs. However, if a vacancy in the position of any Committee Member occurs between AGMs, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act or by the Charities Act 2005).
- (b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a member of the Society) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member, shall be received by the Secretary at least four days before the date of the AGM.
- (c) If there are insufficient valid nominations received, further nominations may be received from the floor at the AGM.
- (d) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).

Term

14.5. The term of office for all Committee Members shall be one year, expiring at the end of the AGM at which they were elected. If a Committee Member has been appointed by resolution of the Committee between AGMs, that Committee Member's term of office expires at the end of the first AGM after their appointment.

Removal

14.6. Any Committee Member who is absent for three consecutive committee meetings without notice may be removed from the Committee on the passing of a motion by the majority of the Committee.

14.7. Where a complaint is made about the actions or inaction of a Committee Member the following steps shall be taken:

- (a) The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
- (b) The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
- (c) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).

14.8. If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

General issues

14.9. The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair or Secretary.

14.10. The quorum for Committee meetings shall consist of half the number of Committee Members.

14.11. The Committee and any sub-committee may act by resolution approved in the course of a telephone conference call or over email or by electronic voting system, and any such resolution shall be recorded in the minutes of the next Committee meeting.

14.12. Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

14.13. Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.

Functions of the Committee

14.14. Subject to the direction of the Society at General Meetings, policies of the Society shall be determined by, and the operation and affairs of the Society shall be managed by, or under the direction or supervision of the Committee.

Duties of the Committee

14.15. At all times each Committee Member:

- (a) shall act in good faith and in what they believe to be the best interests of the Society;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules;
- (d) when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken;
- (e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
- (f) must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

Powers of the Committee

14.16. Subject to these Rules and any resolution of any General Meeting the Committee may:

- (a) exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and
- (b) enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

Sub-committees

14.17. The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- (a) The quorum of every sub-committee is half the members of the sub-committee.
- (b) To sub-committee shall have power to co-opt additional members.
- (c) A sub-committee must not commit the Society to any financial expenditure without express authority.
- (d) A sub-committee must not further delegate any of its powers.

15. CONFLICTS OF INTEREST

15.1. A member of the Committee or of a sub-committee is interested in a matter if the member of the Committee or sub-committee:

- (a) may obtain a financial benefit from the matter;
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter;
- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, member of the Committee or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

15.2. However, a member of the Committee or sub-committee is not interested in a matter:

- (a) merely because the member of the Committee or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;

- (b) if the member of the Committee's or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other members due to the membership of those members;
- (c) if the member of the Committee's or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee's or sub-committee's responsibilities under the Act or the Rules; or
- (d) if the member of the Committee or sub-committee is a member of the committee of a union and the member of the Committee's or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

15.3. A member of the Committee or sub-committee who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Committee or sub-committee; and
- (b) in an interests register kept by the Committee.

15.4. Disclosure must be made as soon as practicable after the member of the Committee or sub-committee becomes aware that they are interested in the matter.

15.5. A member of the Committee or sub-committee who is interested in a matter:

- (a) must not vote or take part in the decision of the Committee or sub-committee relating to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (c) may take part in any discussion of the Committee or sub-committee relating to the matter and be present at the time of the decision of the Committee or sub-committee (unless the Committee or sub-committee decides otherwise).

15.6. However, a member of the Committee or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

15.7. Where 50 per cent or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise,

and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

16. REGISTER OF MEMBERS

16.1. The Secretary shall keep an up-to-date Register of Members, recording for each member their name, contact details, the date they became a member, and any other information required by these Rules or prescribed by Regulations under the Act.

Contents of Register of Members

16.2. The Register of Members shall contain each member's:

- (a) name;
- (b) latest known contact details, being one or more of:
 - (i) postal address;
 - (ii) phone number(s); or
 - (iii) email address; and
- (c) the date they became a member.

16.3. Every member shall promptly advise the Secretary of any change of their contact details.

16.4. The Society must update its Register of Members as soon as practicable after becoming aware of changes to the information recorded on the Register.

Access to Register of members

16.5. With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by members and Committee Members. However, no access will be given to information on the Register of Members to members or any other person, other than as required by law.

17. REGISTER OF INTERESTS

17.1. The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Committee Members.

18. FINANCES

Control and management

18.1. The funds and property of the Society shall be:

- (a) controlled, invested and disposed of by the Committee, subject to these Rules, and
- (b) devoted solely to the promotion of the purposes of the Society.

Balance date

18.2. The Society's financial year shall commence on 1 January of each year and end on 31 December (the latter date being the Society's balance date).

19. DISPUTE RESOLUTION

Raising Disputes

19.1. Any grievance by a member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

19.2. The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Investigating Disputes

19.3. This rule concerns any grievances of members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as '**Disputes**'.

19.4. These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of Disputes.

19.5. Rather than investigate and deal with Disputes, the Committee may:

- (a) appoint a sub-committee to deal with the same, or

- (b) refer the same to an external arbitrator, arbitral tribunal, or external referee, so long as minimum standards of natural justice and the following requirements under this rule are satisfied.

19.6. The Committee or any such sub-committee or person considering any Dispute is referred to hereafter as the **'Decision Maker'**.

19.7. The Decision Maker:

- (a) shall consider whether to investigate and deal with the Dispute, and
- (b) may decline to do so (for instance, if the Decision Maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

19.8. Where the Decision Maker decides to investigate and deal with a grievance, the following steps shall be taken:

- (a) The complainant and the member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- (b) The member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
- (c) The complainant and the member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the Decision Maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the Decision Maker, or any written statement or submissions shall be considered by the Decision Maker.

19.9. Where the Decision Maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) The complainant and the member complained against must be advised of all allegations concerning the member, and all details of the complaint.
- (b) The member complained against must be given an adequate time to prepare a response.

(c) The member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the Decision Maker considers that an oral hearing is required.

(d) Any oral hearing shall be held by the Decision Maker, or any written statement or submissions shall be considered by the Decision Maker.

19.10. A member may not make a decision on, or participate as a Decision Maker in regards to a Dispute, if two or more Committee Members, or the Decision Maker, consider that there are reasonable grounds to infer that the person may not approach the Dispute impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other members about the Decision Maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the Decision Maker might not act impartially.

Resolving Disputes

19.11. The Decision Maker may:

- (a) dismiss a Dispute;
- (b) uphold a grievance and make such directions as the Decision Maker thinks appropriate (with which the Society and members shall comply); or
- (c) uphold a complaint; and
 - (i) reprimand or admonish the member;
 - (ii) suspend the member from membership for a specified period, or terminate the member's membership; and
 - (iii) order the complainant (if a member) or the member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

20. ALTERATIONS TO RULES

20.1. The Society may amend or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those members present and voting.

20.2. Any proposed motion to amend or replace these Rules shall be given in writing to the Secretary at least 14 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

20.3. At least seven days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

20.4. When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

20.5. When an amendment is approved by a General Meeting it shall be provided to Charities Services within three months of the date of the amendment.

21. CONTACT PERSON¹

21.1. The Society must have at least one Contact Person (and may have up to three).

21.2. A Contact Person must be:

- (a) at least 18 years of age;
- (b) a Committee Member;
- (c) at all times be resident in New Zealand; and
- (d) not disqualified under the Act from holding that office;

and shall be appointed by the Committee.

21.3. Any change of Contact Person or any change to the name or contact details of a Contact Person shall be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring, or the Society becoming aware of the change.

22. WINDING UP

Process

22.1. The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

22.2. The Secretary shall give Notice to all members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General

¹ This rule will take effect pursuant to ss 113 – 116 of the new Incorporated Societies Act 2022 when that Act and specifically those sections come into force.

Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.

22.3. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all members present and voting.

Disposal of Surplus Assets

22.4. If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in s 5(1) of the Charities Act 2005.

Dated this 21st day of May 2022

Signed by 3 members of the Society:

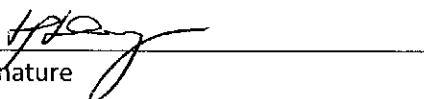
LAURA DEMPSEY
Name


Signature

STEVE MCCLOSKEY
Name


Signature

HEATHER DAVEY
Name


Signature