



**CONSTITUTION OF
DIABETES NEW ZEALAND
INCORPORATED**

November 2016

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Section One: Core Provisions

1. Name

1.1 The name of the Society is Diabetes New Zealand Incorporated, also commonly referred to as Diabetes NZ.

2. Registered Office

2.1 The registered office of Diabetes NZ shall be at such place as the Board determines.

3. Definitions and Interpretation

3.1 In this Constitution:

Act means the Incorporated Societies Act 1908;

Advisory Council means the Advisory Council of Diabetes NZ;

Annual General Meeting or AGM; General Meeting or GM; and Special General Meeting or SGM all refer to Diabetes NZ meetings and mean as set out in Rule 15;

Board means the Board of Diabetes NZ;

Branch means a group (other than a Regional Committee) of Diabetes NZ Members which satisfies the requirements of this Constitution to be a Branch and that is defined by:

- a. A territory (for example a town, city or other area); and/or
- b. A common interest (for example youth, mothers support, or virtual communications); and/or
- c. Both a territory and a common interest (for example a mothers support group in a territory).

Branch Representative and Branch Deputy Representative all mean as set out in Rule 8;

Chief Executive Officer or CEO means the person employed as the most senior member of the executive;

Diabetes NZ National Office means the CEO and National Office employees of Diabetes NZ;

Elected Advisory Council Member means a person elected by the Members under Rule 10.5 and this definition does not include the President, the

Vice President or Regional Committee Representatives;

Financial Year means as set out in Rule 18;

Former Member Society means a society which at the date of the Diabetes NZ SGM at which this Constitution is approved, is a Member Society under the Previous Constitution;

Full Member; Supporting Member; Organisational Member; and Life Member all mean as set out in Rule 6;

Independent Board Member means as set out in Rule 9;

Member means a Member of Diabetes NZ under Rule 6;

Objects means the objects of Diabetes NZ set out in Rule 4.1;

Officers means the President and Vice President as defined in Rules 11 and 12;

Ordinary Resolution means a resolution requiring a simple majority of valid votes for approval;

Patron means as set out in Rule 13;

Postal Vote means a method of casting a vote, not by being present at a meeting, but by such other method as determined by the Board and which by way of example may be by post and/or by electronic means;

President means the President of Diabetes NZ as set out in Rule 11;

Previous Constitution means the Diabetes NZ Constitution which was in place immediately prior to adoption of this Constitution in 2012;

Regional Committee Representative; Regional Committee Deputy Representative; and Regional Committee all mean as set out in Rule 7;

Regions means those geographic areas within New Zealand determined to be Diabetes NZ regions in accordance with this Constitution;

Special Resolution means a resolution requiring a two thirds majority of valid votes for approval; and

Vice President means the Vice President of Diabetes NZ as set out in Rule 12.

3.2 In this Constitution the following interpretations apply:

- a. The plural includes the singular and vice versa and words of the masculine gender include the feminine and vice versa;

- b. Any reference to any Act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. Where examples are used they are used to assist understanding, and unless otherwise stated the range of possibilities is not restricted to those examples listed;
- d. Any reference to any approval, decision, requirement or action by Diabetes NZ refers to an approval, decision, requirement or action of the Board (and/or as appropriate to such persons to whom the Board has delegated the authority to exercise such power); and
- e. Where it is appropriate a reference to a Branch is also a reference to a Branch committee.

4. Objects

4.1 The Objects of Diabetes NZ are to:

- a. Support and assist people affected by diabetes to better manage diabetes and to promote this as a complementary activity to clinical care;
- b. Ensure that people affected by diabetes have the understanding to best manage diabetes;
- c. Raise the awareness of diabetes and its complications and to increase the early diagnosis of all types of diabetes;
- d. Reduce the incidence and impact of diabetes by working as part of a holistic public health approach towards prevention of diabetes and its complications;
- e. Be recognised by all stakeholders and act as the advocacy body for all people affected by, or at risk of being affected by, diabetes;
- f. Promote and support research for a cure for all types of diabetes;
- g. Act as the national organisation for Members and for other interested parties affected by diabetes in New Zealand; and
- h. Do all such other acts and things incidental to the support and best interests of people affected by diabetes and the attainment of these objects.

4.2 If any of the Objects in Rule 4.1 are not charitable such Objects are secondary and are only undertaken to pursue those that are charitable. Diabetes NZ shall not do anything that prejudices in any way the charitable nature of the Objects or the requirement that the primary

application of the funds of Diabetes NZ must be within New Zealand.

5. Powers

5.1 Diabetes NZ has full powers, jurisdiction and authority and (except as restricted by this Constitution) may do all and any things to carry out its Objects. By way of example of some specific powers, but not by limitation, Diabetes NZ has power to:

- a. Acquire, obtain or in any way receive the benefit of any property and to deal with property in any way;
- b. Establish, acquire or have interests in incorporated entities, trusts or other entities and to utilise the assets of Diabetes NZ in, through or with them;
- c. Control, receive and raise money and other property, including to borrow, invest, loan or advance monies and secure any obligations and the payment of money by way of security obtained over the property of others and give or receive the benefit of guarantees;
- d. Determine, raise and receive money by subscriptions, donations, fees, levies, grants, bequests, entry or user charges, sponsorship, government funding, community funding or otherwise;
- e. Produce, develop, create, licence and otherwise exploit, use and protect intellectual property;
- f. Determine who are its Members and others involved in Diabetes NZ and their entitlements, and withdraw, suspend, terminate or otherwise restrict membership and other benefits on any terms;
- g. Determine the methods and structures to deliver national, regional and local benefits and to obtain national, regional and local coverage;
- h. Make, alter, rescind and enforce by-laws, regulations, policies, charters and procedures of every type and subject matter for the governance, management and operation of the affairs of Diabetes NZ and those involved (or seeking to be involved) in it;
- i. Determine, implement and enforce disciplinary, disputes and appeal procedures and including to make decisions and conduct hearings and impose sanctions and penalties;
- j. Engage and dismiss employees and contractors and put in place agreements with them, including with the CEO;
- k. Delegate powers of Diabetes NZ to any person, committee or sub-committees (the composition of which is not limited to Members)

and for that purpose to establish, fund and set the terms of reference and structure;

- l. Contract, engage or otherwise make any arrangements with any person to fulfil the Objects of Diabetes NZ;
- m. Be a member of or affiliate to and/or be associated in any way with any person which has objects which are similar in whole or in part to the Objects in New Zealand and/or internationally;
- n. Produce, publish and distribute any communications, newsletters or publications; and
- o. Do any other acts or things which are incidental to or conducive to the attainment of the Objects.

5.2 The powers of Diabetes NZ must never be exercised in a manner which is contrary to the Diabetes NZ Constitution or the laws of New Zealand.

Section Two: Members and Others Involved in Diabetes NZ and Their Roles

6. Members

6.1 Membership is open to everyone. Members of Diabetes NZ are those people who fulfill the requirements for joining as a member as determined by Diabetes NZ (and continue to meet those requirements). Members can fall within the following categories:

- a. Full Member: being an individual and their whanau/family (namely the spouse, partner and children up to the age of 18 of the individual and if the individual is a child then that child's parents/guardians and siblings) who collectively pay one annual Full Member subscription; or
- b. Supporting Member: being an individual who supports the activities of Diabetes NZ (and who is not a Member under Rules 6.1a, c or d);
- c. Organisational Member: being an organization that supports the activities of Diabetes NZ and that is not a Member under Rules 6.1a, b or d, that pays a subscription or makes other payments or contributions as may be agreed with the Board; and
- d. Life Member: being a person who is a Life Member of Diabetes NZ.

Only Full Members and Life Members have voting rights. Refer Rule 18.

6.2 A Member may hold only one category of membership.

6.3 Life Membership of Diabetes NZ may be conferred upon any person in recognition and appreciation of outstanding service by that person for the benefit of Diabetes NZ. A nomination for Life Membership of Diabetes NZ must be made by a Branch, a Regional Committee, the Board or the Advisory Council. The nomination must be approved by an Ordinary Resolution at an Advisory Council meeting, and if so approved then approved at a General Meeting. Life Members and Branch Life Members (see Schedule 2, paragraph 2.6) are not required to pay an annual subscription to Diabetes NZ. Life Members have such benefits as may be set by Diabetes NZ. Branch Life Members have such benefits as may be determined under Schedule 2, paragraph 2.6.

6.4 Any dispute about membership is determined by Diabetes NZ, provided that a dispute about membership of a Branch which is unresolved at Branch level is determined in accordance with this Constitution by the Regional Committee responsible for that Branch.

6.5 Supporting Members are not required to pay an annual subscription.

6.6 A Member ceases to be a Member:

- a. By written resignation provided to Diabetes NZ;
- b. By death or in the case of an incorporated body by liquidation or dissolution; or
- c. By failure to meet the requirements of the relevant category of membership for a period of three months after any such obligation (for example payment of subscription or any other amounts owing to Diabetes NZ) is due.

6.7 Diabetes NZ shall keep and maintain a register of Members including the full name, address and date of entry of each Member. From its database Diabetes NZ shall compile a list of Members based on territory and common interest and Diabetes NZ shall (unless advised otherwise by the Member) forward a copy of such information to the relevant Branch committee to enable it to communicate with those members or potential members.

6.8 The benefits and obligations of a Member are determined by the terms of the category of membership held by that Member. All Members:

- a. Are bound by this Constitution and by all regulations, by-laws, policies, charters and procedures of Diabetes NZ and by decisions made by Diabetes NZ; and
- b. Are expected to promote and support the Objects and the activities of Diabetes NZ; and
- c. Are expected to act in a manner that is consistent with the Objects and not act in a manner that brings discredit to any of: Diabetes NZ, its Members, the Board, the Advisory Council, the Diabetes NZ National Office, any Regional Committee, any Branch or any employees at any level of Diabetes NZ.

6.9 If at any time a Member in the reasonable opinion of the Board, has:

- a. Breached any Rule in this Constitution or has acted contrary to any other requirement of Diabetes NZ referred to in Rule 7.1a; or
- b. Acted in a manner that the Board considers is contrary to the expectations set out in Rule 7.1b or c;

the Board may discuss the issue with the party concerned to seek an agreed resolution but if the issue is not resolved to the reasonable satisfaction of the Board then the Board may give notice to the Member with a request that the Member take actions as

required by the Board to cease or remedy the situation.

6.10 Diabetes NZ, the Board, the Advisory Council, the Diabetes NZ National Office, the Regional Committees, the Branches and all their respective members and all Members shall endeavour in all their dealings with each other to:

- a. Show the utmost respect for the other's role and the commitment of all people involved at every level of Diabetes NZ including employees;
- b. Be proactive and collaborative in promoting good governance and management, and developing activities and resources that facilitate good management and ease of operations at every level of Diabetes NZ;
- c. Look wherever possible to co-operate and enhance their relationships;
- d. Maintain effective and timely communication and where appropriate provide reasonable opportunity for input especially by Branches and Regional Committees in areas of Diabetes NZ or Regional operations that affect them and that where reasonably possible Diabetes NZ decisions affecting Branches and Regions are arrived at through appropriate consultation, collaboration and involvement; and
- e. Be open and transparent with one another and endeavour to work through any differences always to achieve the Objects and the best result for people affected by diabetes.

7. Regions and Regional Committees

7.1 The Objects of Diabetes NZ are assisted and implemented regionally through the establishment of Regions. The number, regional extent and name of Regions are determined by the Board. Each Region shall be known as "Diabetes New Zealand – (name of Region) Region" (for example Diabetes New Zealand – Northern Region) or such other name approved by the Board.

7.2 Although Diabetes NZ has sole control over the establishment, continuance, cessation and all other aspects relating to Regions, Diabetes NZ commits to undertake good process in considering any changes to Regions and Regional Committees and to good communication with Members who are likely to be affected by such changes.

Regional Committee

7.3 Each Region is managed by a committee (known as a Regional Committee) which is known as "Diabetes New Zealand – (name of Region) Regional Committee" (for example "Diabetes New Zealand – Northern Regional Committee") or such other name approved by the Board. The Regional Committee comprises all the Branch Representatives whose Branch is part of that Region (including those agreed under Rule 8.4). The Regional Committee must appoint one of its members to be the Chairperson. Each Regional Committee:

- a. Is an unincorporated committee of Diabetes NZ;
- b. Is bound by the Constitution of Diabetes NZ and the Objects of Diabetes NZ; and
- c. Is expected to operate within the Region to co-ordinate Diabetes NZ activities primarily for Branches, Diabetes NZ Members and persons affected by diabetes who reside in or are part of that Region.

7.4 The rules relating to general meetings of a Regional Committee and elections to Regional Committee positions are set out in Schedule 1.

7.5 Except as specified in this Constitution the Regional Committee shall regulate its own procedure including determining how often, where and how (whether in person, teleconference or otherwise) it will meet and provided that there must be at least four meetings per year and it must keep minutes of its meetings.

7.6 A Branch Representative is deemed to have vacated the Regional Committee upon:

- a. Reaching the end of their term of appointment;
- b. Resigning from the Regional Committee by notice in writing to the President;

- c. Being absent from New Zealand for more than 6 months without obtaining a leave of absence from the Regional Committee;
- d. Failing to attend 3 consecutive meetings of the Regional Committee without providing a reason acceptable to the Regional Committee Representative;
- e. Being adjudicated Bankrupt;
- f. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
- g. Being convicted of a criminal offence or being sentenced to imprisonment;
- h. Dying;
- i. Ceasing to be a Full Member or Life Member; or
- j. Being excluded by resolution signed by all other Branch Representatives of that Regional Committee. Before doing so the Regional Committee must be reasonably satisfied that it has sufficient reason to do so. For example:
 - i. Where there is behaviour that the Regional Committee by Ordinary Resolution decides is disruptive, disrespectful or detrimental to the effective operation of the Regional Committee; or
 - ii. There is repeated failure by the Branch Representative to attend or contribute to Regional Committee meetings or to make a proper contribution to the Regional Committee.

7.7 In the event that a Branch Representative is unable or unavailable to attend or undertake a Regional Committee activity the Branch Deputy Representative may do so.

7.8 Branch Representatives are expected to promote the Objects regionally and awareness of the Regional Committee's role (listed in Rule 7.11) including by:

- a. Regularly attending Regional Committee meetings;
- b. Acting in the best interests of people affected by diabetes and in accordance with the reasonable requirements of Diabetes NZ, Diabetes NZ National Office, the Regional Committee and Branches in that Region;
- c. Participating in and complying with processes, policies, and training

all as reasonably requested by Diabetes NZ; and

- d. Seeking guidance from Diabetes NZ when it is appropriate to do so.

Regional Committee Representative

7.9 The Regional Committee shall in accordance with the requirements set out in Schedule 1:

- a. Elect a person to be the Regional Committee Representative to the Advisory Council; and
- b. Elect a person to be the Regional Committee Deputy Representative to fill the Advisory Council role if the person selected under Rule 7.9a is unavailable,

provided that the persons selected in Rule 7.9a and b must be Full Members or Life Members and cannot be employees of Diabetes NZ but there is no requirement that they must be persons who are Branch Representatives to the Regional Committee. A person selected by the Regional Committee under Rule 7.9a and/or 7.9b cannot also be an Elected Advisory Council Member. Accordingly the Regional Committee should make such conditional selections as appropriate to deal with possible outcomes of any election. The selections under Rules 7.9a and 7.9b are made for terms of two years.

7.10 The role of the Regional Committee Representative is to:

- a. Represent the Region on the Advisory Council;
- b. Ensure there is cooperation and communication between the Regional Committee and Advisory Council; and between the Regional Committee and Branches to achieve the Objects of Diabetes NZ in that Region; and
- c. Take a national perspective when considering matters before the Regional Committee.

Role of Regional Committee

7.11 The role of the Regional Committee is to plan and undertake activities to promote the Objects in a manner consistent with national policies and standards in its Region and to assist and implement in its Region the operations of both Diabetes NZ and the Branches, with assistance from any Diabetes NZ employees based in the Region.

7.12 The Regional Committee must comply fully with Diabetes NZ requirements including by way of example those in respect of accountability, annual planning and budgeting, and risk management.

7.13 If at any time a Regional Committee in the reasonable opinion of the Board, has:

- a. Breached any Rule in this Constitution or has acted contrary to any other requirement of Diabetes NZ referred to in Rule 6.8a; or
- b. Acted in a manner that the Board considers is contrary to the expectations set out in Rule 6.8b or c;

the Board may discuss the issue with the parties concerned to seek an agreed resolution but if the issue is not resolved to the reasonable satisfaction of the Board then the Board may give notice to the Regional Committee with a request that the Regional Committee take actions as required by the Board to cease or remedy the situation.

Before taking action under this Rule 7.13, the Board must involve the Advisory Council in seeking an agreed resolution.

7.14 Subject to Rule 7.15 Diabetes NZ may after first endeavouring to assist a Regional Committee to resolve its difficulties, assist and/or intervene in the operation and/or management of a Regional Committee in whatever manner it considers appropriate (including appointing a person to act in place of the Regional Committee) if Diabetes NZ considers the Regional Committee:

- a. Is having significant administrative, operational or financial difficulties;
- b. Has breached a material term of any agreement (or has repeatedly breached any term of an agreement) entered into by the Regional Committee with Diabetes NZ;
- c. Is not operating in a manner that is consistent with this Constitution and/or other reasonable requirements of Diabetes NZ; or
- d. No longer meets the criteria (if any) for establishment or continuance of a Region or a Regional Committee.

7.15 Before taking action under Rule 7.14 Diabetes NZ must consider in every case that to do so is in the best interests of people affected by diabetes.

8. Branches

8.1 The Objects of Diabetes NZ and the operations of Diabetes NZ, Regions and Regional Committees are assisted and implemented locally through the establishment and operation of Branches. A Branch comes into existence, continues or ceases to exist as set out in Rules 8.8 to 8.12.

8.2 A Branch is a group comprising Diabetes NZ Members:

- a. Who reside in the area served by a Branch defined by territory and/or (as applicable) who share the interest of a Branch defined by common interest; and
- b. Who elect to be part of that Branch.

8.3 Each Branch is known as "Diabetes New Zealand – (name of territory if applicable) (nature of common interest if applicable) Branch" for example "Diabetes New Zealand – Wellington Branch" or "Diabetes New Zealand – Wellington Youth Branch" or "Diabetes New Zealand – Virtual Branch".

8.4 If a Branch does not operate primarily within one Region then for any purposes that are regionally assessed (e.g. representation at a Regional Committee) that Branch shall be part of only one such Region and Regional Committee as agreed between that Branch, that Regional Committee and Diabetes NZ.

8.5 The process by which a Member satisfies the requirements of Rule 8.2 to become a member of the Branch or by which a Member ceases to be a member of a Branch will be established by Diabetes NZ after appropriate consultation. A Member is not required to be a member of a Branch.

8.6 A Diabetes NZ Member may elect to be involved in more than one Branch, for example a Branch defined by territory, and a Branch or Branches defined by common interest.

8.7 Diabetes NZ will inform a Diabetes NZ Member of all Branches operating in the area of residence of the Member or operating without a territorial restriction to enable the Member to choose to be involved in them. Diabetes NZ may share a Member's membership information with Branches of which the Member has elected to be a member to enable such Branches to communicate with the Member about Branch activities. Diabetes NZ shall obtain authority from the Member before sharing their membership information with Branches of which they are eligible, but have not elected, to be a member.

8.8 Any uncertainty or dispute about the territory and/or common interest of a Branch that is not resolved by the parties will be determined by the Regional Committee which has responsibility for the particular Region.

8.9 There is no limit on the number of Branches.

8.10 The minimum criteria which must be satisfied to create a new Branch (and/or to continue as a Branch) are:

- a. A minimum of 25 persons who must be either Full Members or Life Members of Diabetes NZ have indicated an intention to join (and/or remain part of) that Branch;
- b. The Advisory Council is satisfied that there are sufficient numbers of volunteers who confirm that they are willing to support the activities of the Branch and/or to support formation (and/or continuation) of a Branch committee;
- c. After making such inquiries as it requires the Advisory Council is satisfied that there is a reasonable prospect for at least the next two years that the Branch will:
 - i. Be financially viable;
 - ii. Fulfil a worthwhile purpose and undertake useful activities for the benefit of Members and people affected by diabetes; and
 - iii. Meet the expectations applying to Branches and provide an acceptable quality of support to people affected by diabetes.

For a Branch defined by territory, the following criteria also apply:

- d. The Regional Committee (which the Branch seeks to join or remain with) is satisfied that there are sufficient numbers of volunteers who confirm that they are willing to support the activities of the Branch and/or to support formation (and/or continuation) of a Branch committee;
- e. After making such inquiries as it requires the Regional Committee is confident that there is a reasonable prospect for at least the next two years that the Branch will:
 - i. Be financially viable;
 - ii. Fulfil a worthwhile purpose and undertake useful activities for the benefit of Members and people affected by diabetes; and
 - iii. Meet the expectations applying to Branches (including those relating to the obligations of a Branch Representative under Rule 7.8) and provide an acceptable quality of support to people affected by diabetes.

- f. Irrespective of Rule 8.10a above it is agreed by the Regional Committee, the Advisory Council and by all Branches which are part of the same Region:
 - i. that the proposed new Branch should come into existence; or
 - ii. that the current Branch should continue.

8.11 The process to obtain approval for a new Branch is as follows:

- a. A written application is to be made to the Advisory Council and, in the case of a Branch defined by territory, to the relevant Regional Committee.
- b. The application is to address the criteria in Rule 8.10 and may address any other factors considered relevant by the applicants.
- c. The applicants must be a minimum of 10 persons who must be either Full Members or Life Members.
- d. Where relevant, the Regional Committee is to assess the application against the criteria in Rule 8.10.
- e. The Regional Committee is to make such enquiries and obtain such input as it considers appropriate including input from those affected by the application (including other Branches operating in all or part of any territory concerned and the Diabetes NZ National Office).
- f. The Regional Committee will then consider the application. If the Regional Committee decides to support the application, the application will then be sent to the Advisory Council for approval. If the Advisory Council approves the application, the application will then be sent to the Board for final approval.

8.12 If any Full Member or Life Member considers that an existing Branch does not satisfy the criteria in Rule 8.10 they can bring the issue to the attention of the Regional Committee. The Regional Committee shall assess the situation and as appropriate may consider options for the future of the Branch and/or may act as permitted by Rule 8.27.

Branch committee

8.13 The Members of each Branch elect a committee of five or more persons who must be either Full Members or Life Members of Diabetes NZ who all fulfil the requirements of Rule 8.2 and who are not employees of Diabetes NZ. The Branch must choose one of its committee to be the Branch chairperson. Each Branch committee:

- a. Is an unincorporated committee of Diabetes NZ;

- b. Is bound by this Constitution and the Objects; and
- c. Is expected to perform its role to the best of its abilities and resources within the Branch's territory or common interest to manage and co-ordinate Diabetes NZ activities primarily for Diabetes NZ Members and persons affected by diabetes.

8.14 A Branch committee member is deemed to have vacated the Branch committee upon:

- a. Reaching the end of their term of appointment;
- b. Resigning from the Branch committee by notice in writing to the chairperson;
- c. Being absent from New Zealand for more than 6 months without obtaining a leave of absence from the Branch committee;
- d. Failing to attend 3 consecutive meetings of the Branch committee without providing a reason acceptable to the chairperson of the Branch committee;
- e. Being adjudicated Bankrupt;
- f. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
- g. Being convicted of a criminal offence or being sentenced to imprisonment;
- h. Dying;
- i. Ceasing to be a Full Member or Life Member; or
- j. Being excluded by resolution signed by all other members of the Branch committee. Before doing so the Branch committee must be reasonably satisfied that it has sufficient reason to do so. For example:
 - i. Where there is behaviour that the Branch committee by Ordinary Resolution decides is disruptive, disrespectful or detrimental to the effective operation of the Branch committee; or
 - ii. There is repeated failure by the Branch committee member to attend or contribute to Branch committee meetings or to make a proper contribution to the Branch committee.

8.15 In the event of a vacancy (which arises other than by completion of a term) on the Branch committee the remaining Branch committee members may appoint a replacement and must do so if the vacancy occurs less than six months after the last AGM of the Branch.

8.16 Branch committee members are expected to promote the Objects locally and fulfill the Branch committee role (listed in Rule 8.24) by:

- a. Regularly attending committee meetings;
- b. Acting in the best interests of people affected by diabetes and in accordance with the reasonable requirements of Diabetes NZ, Diabetes NZ National Office, the Regional Committee and their Branch;
- c. Participating in and complying with processes, policies, and training all as reasonably requested by Diabetes NZ; and
- d. Seeking guidance from the Regional Committee and/or Diabetes NZ when it is appropriate to do so.

8.17 The Branch must choose a Branch chairperson. The Branch may create any other positions as the Branch decides. The role of the Branch chairperson is to represent the Branch at official occasions; participate in promotions, fundraising and other activities of Diabetes NZ; attend and chair meetings of the Branch and perform such other requirements as are agreed with the Branch committee.

8.18 The Branch committee is responsible for the Branch finances. A Diabetes NZ staff member or a member of Diabetes NZ, who is a member of the Branch, must be designated as the person responsible for maintaining the Branch's financial records. The role of that person is to keep up-to-date records of the Branch's receipts, expenditure, assets and liabilities, including regular reporting to the Branch committee and to the Diabetes NZ National Office.

Branch Meetings

8.19 The rules relating to general meetings of a Branch are set out in Schedule 2.

8.20 Except as specified in this Constitution the Branch committee shall regulate its own procedure including determining how often, where and how (whether in person, by teleconference or otherwise) it will meet and provided that there must be at least four meetings per year and it must keep minutes of its meetings.

Branch Representative

8.21 Each Branch shall in accordance with the requirements set out in

Schedule 2:

- a. Elect a person to be the Branch Representative to the Regional Committee; and
- b. Elect a person to be the Branch Deputy Representative to fill the role if the person selected under Rule 8.21a is unavailable;

provided that the persons selected in Rule 8.21a and b must be Full Members or Life Members and cannot be the same person or employees of Diabetes NZ. The term of appointment of persons in Rule 8.21 is one year unless the Branch decides otherwise.

8.22 The role of the Branch Representative is to;

- a. Represent the Branch on the Regional Committee; and
- b. Ensure there is co-operation and communication between the Branch and the Regional Committee to achieve the Objects of Diabetes NZ in the Branch and the Region.

Role of Branch committee

8.23 Each Branch committee is an unincorporated committee of Diabetes NZ. As such, unless specifically authorized by the Board, the Branch committee has no authority to commit Diabetes NZ to any financial or performance obligation. The Board will establish appropriate delegations of authority for a Branch committee to operate within the limits of its available net assets and funds.

8.24 The role of the Branch committee is to plan, manage and undertake activities to promote the Objects in a manner consistent with national policies and standards in the Branch territorial or common interest area and to assist and implement the operations of both Diabetes NZ and the Regional Committee.

8.25 The Branch reports to and is accountable for its performance to both its Branch members and to Diabetes NZ (and this may be via the Regional Committee).

8.26 Unless otherwise agreed between Diabetes NZ and a Branch:

- a. All net assets and funds which were owned by Former Member Societies and have been transferred to Diabetes NZ as part of the unification process must be applied by Diabetes NZ for the benefit of local activities of that Former Member Society (which having unified is now a Branch) (but subject to any restrictions attached to grants, bequests, donations, sponsorships and the like);
- b. 50% of all Member subscriptions paid by Full Members to Diabetes NZ will be allocated by Diabetes NZ to the Branch to which the Full

Member belongs or in the case of belonging to more than one Branch then to the one Branch that the Full Member selects to receive it (or if not selected then as determined by Diabetes NZ); and

- c. All funds raised locally by a Branch will be applied by Diabetes NZ to that Branch for the Branch to use to support its activities (but this excludes Member subscriptions and any funds that are raised locally for national or regional activities of Diabetes NZ);

provided that in relation to each of Rules 8.25a, b and c above if there is no Branch operating in the locality or with a similar common interest Diabetes NZ must seek agreement of interested parties to a proposal that assures local benefit from any such remaining assets.

8.27 If at any time a Branch in the reasonable opinion of the Board, has:

- a. Breached any Rule in this Constitution or has acted contrary to any other requirement of Diabetes NZ referred to in Rule 6.8a; or
- b. Acted in a manner that the Board considers is contrary to the expectations set out in Rule 6.8b or c;

the Board may discuss the issue with the parties concerned to seek an agreed resolution but if the issue is not resolved to the reasonable satisfaction of the Board then the Board may give notice to the Branch with a request that the Branch take actions as required by the Board to cease or remedy the situation.

Before taking action under this Rule 8.27, the Board must involve the Advisory Council in seeking an agreed resolution.

8.28 Subject to Rule 8.29 the Regional Committee and/or Diabetes NZ may after first endeavouring to assist a Branch to resolve its difficulties, assist and/or intervene in the operation and/or management of a Branch in whatever manner it considers appropriate (including appointing a person to act in place of the Branch committee) if the Regional Committee and/or Diabetes NZ considers the Branch:

- a. Is having significant administrative, operational or financial difficulties;
- b. Has breached a material term of any agreement (or has repeatedly breached any term of an agreement) entered into by the Branch with Diabetes NZ and/or the Regional Committee;
- c. Is not operating in a manner that is consistent with this Constitution and/or other reasonable requirements of Diabetes NZ; or
- d. No longer meets the criteria for continuance of a Branch.

8.29 Before taking action under Rule 8.28 both the Regional Committee and Diabetes NZ must consider in every case that to do so is in the best interests of people affected by diabetes.

8.30 A Branch may only wind up after passing a resolution to dissolve/wind up at a Branch AGM or SGM. If after winding up there remain debts and liabilities, then any remaining assets of the Branch will be used to cover those debts and liabilities. If no debts and liabilities remain, the remaining assets will be applied to support the Objects of Diabetes NZ.

Section Three: Governance and Officers

9. Board

9.1 The Board is responsible for the governance of Diabetes NZ and the exercise of all powers of Diabetes NZ (except those that are restricted by this Constitution). Such powers may also be delegated by the Board to such other persons as it determines. The roles undertaken by Regional Committees, Branches and Branch committees are delegations made by the Board.

9.2 The role and responsibilities of the Board are to provide good governance to Diabetes NZ including:

- a. Establishing a strategic plan for Diabetes NZ;
- b. Monitoring and reviewing the performance of Diabetes NZ against the strategic plan;
- c. Receiving, reviewing and approving the annual business plan and financial budget;
- d. Monitoring Diabetes NZ performance against the annual business plan and financial budget;
- e. Approving annual financial statements;
- f. Addressing the ongoing viability and sustainability of Diabetes NZ;
- g. Monitoring regulatory compliance for Diabetes NZ;
- h. Establishing, reviewing, and monitoring policies for the good governance and guidance of Diabetes NZ;
- i. Fostering interaction and communication across the Diabetes NZ family and others involved with Diabetes NZ;
- j. Appointing, monitoring and reviewing the CEO and setting performance and compensation policy for Diabetes NZ employees;
- k. Recognising and supporting the role of the Advisory Council;
- l. Adopting and communicating a continual best practice performance culture and supporting programmes across Diabetes NZ nationally;
- m. Having full insight and understanding of all significant transactions across Diabetes NZ;
- n. Being accountable for its performance to the Members; and

- o. Undertaking any other matters covered by policies set by the Board.
- 9.3 The Board comprises the following persons:
- a. The President of Diabetes NZ;
 - b. Three persons appointed by the Advisory Council (the appointees are additional to the President); and
 - c. Three persons appointed by the Board as Independent Board Members.

The CEO is to attend Board meetings as requested by the Board.

9.4 An Independent Board Member must be a person who, at the time of their appointment is determined by the Board to be capable of providing skills and experience sought by the Board that will add value to Diabetes NZ. Such skills and experience may include governance, strategic planning, health sector leadership, financial, accounting, commercial, information systems, legal, marketing, sales or other commercial or not for profit experience and preferably an affinity with the not for profit sector. An Independent Board Member must not be an employee of Diabetes NZ. An Independent Board Member must, during their term, be either a Full Member or a Life Member of Diabetes NZ.

9.5 The Board shall determine its own process for identification, assessment and appointment of suitable candidates as Independent Board Members. This must include advertising publicly and within Diabetes NZ for applications.

9.6 The term of appointment for Board Members (apart from the term of the President which is dealt with in Rule 11) are as follows:

- a. Each term of appointment to the Board is for a maximum period of three years;
- b. At each AGM one of the persons appointed by the Advisory Council and one of the Independent Board Members shall retire from the Board. The persons to retire shall be those who have been longest on the Board from the date of their most recent appointment to the Board. In the case of persons appointed on the same day then as agreed or if they do not agree then by lot between them; and
- c. A retiring Board member is eligible for re-appointment and must not serve more than three consecutive terms of three years as a Board Member.

9.7 A Board member is deemed to have retired from the Board upon:

- a. Reaching the end of their term of appointment;

- b. Resigning from the Board by notice in writing to the Chairperson;
- c. Vacating their position as President (where appropriate);
- d. Being absent from New Zealand for more than 6 months without obtaining a leave of absence from the Chairperson;
- e. Failing to attend 3 consecutive meetings of the Board without providing a reason acceptable to the Chairperson;
- f. Being adjudicated Bankrupt;
- g. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
- h. Being convicted of a criminal offence or being sentenced to imprisonment;
- i. Dying;
- j. Ceasing to be a Full Member or Life Member; or
- k. Being excluded by resolution signed by all other members of the Board. Before doing so the Board must be reasonably satisfied that it has sufficient reason to do so. For example:
 - i. Where there is behaviour that the Board by Ordinary Resolution decides is disruptive, disrespectful or detrimental to the effective operation of the Board; or
 - ii. There is repeated failure by the Board member to attend or contribute to Board meetings or to make a proper contribution to the Board.

9.8 If any vacancy arises on the Board other than by rotation under Rule 9.6:

- a. In a position appointed by the Advisory Council then the Advisory Council shall fill that position;
- b. In a position appointed by the Board then the Board shall fill that position;
- c. In the position of the President then the position shall be filled as set out in Rule 11.

9.9 The Board or Advisory Council (as appropriate) shall fill any Board vacancy, including a vacancy that arises by rotation, expeditiously.

9.10 The Board must annually appoint a Chairperson of the Board and may appoint any one of its members to be the Deputy Chairperson. The Chairperson and Deputy Chairperson shall hold office for one year but may be reappointed for further terms while they are a member of the Board. The Board shall fill any vacancy in the position of Chairperson expeditiously.

9.11 The quorum for a Board meeting is four Board members.

9.12 The Board shall determine its own rules for Board meetings in a policy adopted by the Board which shall include that:

- a. There must be at least four Board meetings each year one of which is to coincide with and be with a meeting of the Advisory Council;
- b. Board meetings may be held in person or by teleconference or by other means by which those participating can hear each other simultaneously;
- c. A resolution signed by all Board members is as effective as a resolution passed at a meeting;
- d. A Board meeting may be called by the Chairperson, the President or by request of three Board members;
- e. Decisions are by Ordinary Resolution (unless otherwise required by this Constitution) by voice or if requested by the Chairperson by show of hands and if requested by any Board member by secret ballot;
- f. Each Board member has one vote and the Chairperson has an additional casting vote in the event of a tied vote; and
- g. The Board shall keep minutes of all Board meetings.

9.13 The Board shall take responsibility for the governance of Diabetes NZ. The role and expectations that Diabetes NZ has of a Board member include:

- a. Members of the Board shall perform all of their responsibilities under this Constitution in a prudent manner and shall exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others;
- b. Members of the Board shall devote sufficient time, attention and resources to carry out their obligations to ensure that Diabetes NZ achieves its Objects;
- c. Members of the Board shall represent Diabetes NZ positively and actively seek opportunities that further Diabetes NZ's aspirations and Objects; and

- d. Members of the Board shall attend all meetings of the Board prepared to fully participate in the business of the Board. If unable to attend the Board member shall notify the Chairperson as soon as possible.

The Board may establish additional criteria for eligibility to be a Board member.

9.14 The Board must at periods of not more than three years review all Board policies.

10. Advisory Council

10.1 The role of the Advisory Council is to be a source of sector knowledge, expertise and experience to:

- a. Act as a conduit to support interaction and communication across the Diabetes NZ family and all others involved with Diabetes NZ;
- b. Assist, support and inform the CEO in identification, formulation, assessment, evaluation, planning, delivery and monitoring of ideas, programmes and initiatives of benefit to Diabetes NZ and to meet the strategic and business plans established or approved by the Board;
- c. Provide input and recommendations to the CEO and to the Board on issues arising within Diabetes NZ and its membership and particularly issues at regional and local levels;
- d. Recognise and support the role of the Board, the Diabetes NZ National Office, the Regional Committees and the Branches;
- e. Provide input to the Board's strategic and business planning processes to the extent requested by the Board;
- f. Be available for consultation on any matters as requested by the CEO and/or the Board;
- g. Inform the CEO and Board on aspects of diabetes awareness, prevention, understanding, advocacy, education, care management and self-management as may be within its knowledge;
- h. Provide specific input and information on issues affecting discrete groups within the overall diabetes population;
- i. Undertake such other requirements as set for it by this Constitution (for example first approval of candidates for Life Membership);
- j. Be a resource to the Board and to the CEO to communicate and promote Diabetes NZ ideas, programmes, initiatives and other messages that the Board and Diabetes NZ National Office wish to promote to third parties, persons with whom Diabetes NZ has relationships, the wider health, government and fundraising sectors and to Members and at regional and local levels; and
- k. Be accountable for its performance to the Board and the Members.

10.2 Unless specifically authorized by the Board the Advisory Council has no authority to commit Diabetes NZ to any financial or performance obligation.

Advisory Council members

10.3 The Advisory Council comprises the following persons all of whom to be eligible for the Advisory Council must be and must remain Full Members or Life Members during their term as Advisory Council Member:

- a. The President of Diabetes NZ;
- b. The Vice President of Diabetes NZ;
- c. One Regional Committee Representative from each of the Regional Committees, each such person having been selected in accordance with Rule 8;
- d. A person representing the youth sector of the diabetes population, as appointed from and by Diabetes Youth New Zealand Incorporated, but in the event that such Society is no longer operational then such person is to be appointed by the Advisory Council;
- e. A person representing the Maori sector of the diabetes population such person to be appointed by the Advisory Council;
- f. Up to two persons, each representing one or more significant sectors (other than the Maori Sector) of the diabetes population as determined and appointed by the Advisory Council;
- g. A person appointed by the NZ Society For The Study Of Diabetes Incorporated, but in the event that such Society is no longer operational then a diabetes health professional to be appointed by the Advisory Council; and
- h. Up to two Elected Advisory Council Members.

The CEO is to attend the majority of the Advisory Council meetings each year. For any Advisory Council meeting that the CEO does not attend the CEO must endeavour to have a senior Diabetes NZ employee attend in the CEO's absence.

10.4 The maximum number of Advisory Council members shall be fourteen. To achieve this the requirement for and number of the Elected Advisory Council Members is to vary depending upon the number of Regional Committee Representatives. If there are five or fewer Regions there are two Elected Advisory Council Members; if there are six Regions there is one Elected Advisory Council Member; and if there are seven or more Regions there are no Elected Advisory Council Members.

10.5 Subject to Rule 10.4, Elected Advisory Council Members are elected by Postal Vote of Full Members and Life Members and hold office for the term set out in Rule 10.7. An Elected Advisory Council Member cannot

also be a Regional Committee Representative or a Regional Committee Deputy Representative or an employee of Diabetes NZ.

10.6 The Advisory Council shall determine its own process for identification and assessment of suitable candidates and for appointment and/or replacement as needed of any person appointed by it under Rule 10.3. This may include advertising publicly and within Diabetes NZ for applications.

10.7 Apart from the terms of the President and the Vice President which are dealt with in Rules 11 and 12, and subject to a change in the number of Regions which under Rule 10.4 may vary the requirement for Elected Advisory Council Members, a term of appointment or election to the Advisory Council is for a period of two years. A person appointed under Rule 10.3c to h (inclusive) cannot serve more than three consecutive terms of two years as an Advisory Council member.

10.8 At the conclusion of the Diabetes NZ AGM, those Advisory Council members who are due to retire under Rule 10.7 shall retire from the Advisory Council and the new Advisory Council Members shall commence their terms. Subject to Rule 10.7, retiring Advisory Council members are eligible for re- appointment.

10.9 An Advisory Council member is deemed to have retired from the Advisory Council upon:

- a. Reaching the end of their term of appointment;
- b. Resigning from the Advisory Council by notice in writing to the President;
- c. Vacating their position as President or Vice President (where appropriate);
- d. Being absent from New Zealand for more than 6 months without obtaining a leave of absence from the President;
- e. Failing to attend 3 consecutive meetings of the Advisory Council without providing a reason acceptable to the President;
- f. Being adjudicated Bankrupt;
- g. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
- h. Being convicted of a criminal offence or being sentenced to imprisonment;
- i. Dying;
- j. Ceasing to be a Full Member or Life Member; or
- k. Being excluded by resolution signed by all other members of the Advisory Council. Before doing so the Advisory Council must be reasonably satisfied that it has sufficient reason to do so. For

example:

- i. Where there is behaviour that the Advisory Council by Ordinary Resolution decides is disruptive, disrespectful or detrimental to the effective operation of the Advisory Council; or
- ii. There is repeated failure by the Advisory Council member to attend or contribute to Advisory Council meetings or to make a proper contribution to the Advisory Council.

10.10 If any vacancy (except that of the President (Rule 11) or Vice President (Rule 12) or Elected Advisory Council Member) arises on the Advisory Council (other than by completion of a term) the relevant body under Rules 10.3c, d, e, f and g shall appoint a replacement to fill the vacancy for the remainder of the term of the person they replace but if such body has not done so within three months of the vacancy arising then the Advisory Council shall fill the position with such person as it decides. A vacancy of an Elected Advisory Council Member which arises other than by completion of a term, shall, if it occurs:

- a. within 12 months of the date of the AGM at which the election of such person to the Advisory Council was announced, be filled by a Postal Vote; and
- b. more than 12 months after the election announcement, be filled by the next highest polling candidate for that position in the Postal Vote in which the person vacating the position was elected, but if there is no such person or such person is unable or unwilling to take up the position, the Advisory Council shall fill the position with such person as it decides. The term of appointment of the replacement person shall be for the remainder of the term of the person they replace.

Role of Advisory Council member

10.11 The Advisory Council shall take responsibility for providing advice to the CEO and the Board in accordance with Rule 10.1 which describes its role. The role and expectations that Diabetes NZ has of an Advisory Council member include:

- a. Members of the Advisory Council shall perform all of their advisory responsibilities under this Constitution in a prudent manner and shall exercise care, diligence and skill in doing so;
- b. Members of the Advisory Council shall devote sufficient time, and attention to carry out their advisory obligations to ensure that Diabetes NZ achieves its Objects;
- c. Members of the Advisory Council shall represent Diabetes NZ

positively and actively seek opportunities that further Diabetes NZ's aspirations and Objects; and

- d. Members of the Advisory Council shall attend all meetings of the Advisory Council prepared to fully participate in the business of the meeting. If unable to attend the Advisory Council member shall notify the President as soon as possible.

Meetings

10.12 The Chairperson of the Advisory Council is the President and in the absence of the President, the Vice President or as determined by the Advisory Council.

10.13 The quorum for an Advisory Council meeting is eight Advisory Council members.

10.14 The Advisory Council shall determine its own Rules for its meetings in a policy adopted by the Advisory Council which shall include that:

- a. There must be at least four Advisory Council meetings each year one of which is to coincide with and be with a meeting of the Board;
- b. Advisory Council meetings may be held in person or by teleconference or by other means by which those participating can hear each other simultaneously;
- c. A resolution signed by all Advisory Council members is as effective as a resolution passed at a meeting;
- d. An Advisory Council meeting may be called by the President or by request of five Advisory Council members;
- e. Decisions are by Ordinary Resolution (unless otherwise required by this Constitution) by voice or if requested by the Chairperson by show of hands and if requested by any Advisory Council member by secret ballot;
- f. Each Advisory Council member has one vote and the Chairperson has an additional casting vote in the event of a tied vote; and
- g. The Advisory Council shall keep minutes of all Advisory Council meetings.

11. President

11.1 The President:

- a. Is an officer of Diabetes NZ;

- b. Is elected by Postal Vote and holds office until the conclusion of the third AGM following the AGM at which they were announced to be elected;
 - c. Commences office at the conclusion of the AGM at which they are announced to be elected to office;
 - d. Cannot serve more than three consecutive terms of three years as President;
 - e. Represents Diabetes NZ at official occasions;
 - f. Chairs the Advisory Council and General Meetings and performs such other requirements as set out in a Board policy; and
 - g. Must be and remain a Full Member or Life Member during their term.
- 11.2 The role of the President is to be a source of sector knowledge, expertise and experience as set out in Rule 10.1.
- 11.3 The President is deemed to have retired upon:
- a. Reaching the end of their term of appointment;
 - b. Resigning by notice in writing to the Chairperson;
 - c. Being absent from New Zealand for more than 6 months without obtaining a leave of absence from the Chairperson;
 - d. Failing to attend 3 consecutive meetings of the Advisory Council without providing a reason acceptable to the Advisory Council;
 - e. Being adjudicated Bankrupt;
 - f. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
 - g. Being convicted of a criminal offence or being sentenced to imprisonment;
 - h. Dying;
 - i. Ceasing to be a Full Member or Life Member; or
 - j. Being excluded by resolution signed by all other members of the Advisory Council. Before doing so the Advisory Council must be reasonably satisfied that it has sufficient reason to do so. For example:

- i. Where there is behaviour that the Advisory Council by Ordinary Resolution decides is disruptive, disrespectful or detrimental to the effective operation of the Advisory Council; or
- ii. There is repeated failure by the President to attend or contribute to Advisory Council meetings or to make a proper contribution to the Advisory Council.

11.4 If the President is unavailable or a vacancy occurs (other than by completion of term) in the position of President then for such period that the unavailability or vacancy continues the Vice President shall perform the role of acting President but this cannot extend beyond the President's term under Rule 11.1b.

12. Vice President

12.1 The Vice President:

- a. Is an officer of Diabetes NZ;
- b. Is elected by Postal Vote and holds office until the conclusion of the third AGM following the AGM at which they were announced to be elected;
- c. Commences office at the conclusion of the AGM at which they are announced to be elected to office;
- d. Cannot serve more than three consecutive terms of three years as Vice President;
- e. Represents Diabetes NZ at official occasions, supports the President and performs such other requirements as set out in a Board policy; and
- f. Must be and remain a Full Member or Life Member during their term.

12.2 The Vice President is deemed to have retired upon:

- a. Reaching the end of their term of appointment;
- b. Resigning by notice in writing to the President;
- c. Being absent from New Zealand for more than 6 months without obtaining a leave of absence from the President;
- d. Failing to attend 3 consecutive meetings of the Advisory Council without providing a reason acceptable to the President;

- e. Being adjudicated Bankrupt;
- f. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
- g. Being convicted of a criminal offence or being sentenced to imprisonment;
- h. Dying;
- i. Ceasing to be a Full Member or Life Member; or
- j. Being excluded by resolution signed by all other members of the Advisory Council. Before doing so the Advisory Council must be reasonably satisfied that it has sufficient reason to do so. For example:
 - i. Where there is behaviour that the Advisory Council by Ordinary Resolution decides is disruptive, disrespectful or detrimental to the effective operation of the Advisory Council; or
 - ii. There is repeated failure by the Vice President to attend or contribute to Advisory Council meetings or to make a proper contribution to the Advisory Council.

12.3 If the Vice President is unavailable for more than three months or a vacancy occurs (other than by completion of term) in the position of Vice President or pursuant to Rule 12.4 the Vice President performs (or is expected to perform) the role of acting President for longer than three months consecutively, the Board shall after consultation with the Advisory Council appoint a person to be the acting Vice President for the period that such unavailability or vacancy continues but this cannot extend beyond the Vice President's term under Rule 13.1b.

13. Patron

13.1 One or more Patrons may be appointed by the Board for terms of three years and removed at any time by the Board after consultation in each case with and due regard to the views of the Advisory Council. The role of the Patron is as determined in a Board policy.

14. Code of Ethics and Proper Practice

14.1 Each Board member, Advisory Council member, Regional Committee member and Branch committee member shall:

- a. Act honestly and in good faith at all times in the interests of Diabetes NZ, its staff and Members, ensuring that all are treated

fairly according to their rights;

- b. Carry out their duties in a lawful manner and ensure that Diabetes NZ carries out its business in accordance with the law and the terms of its Rules;
- c. Avoid conflicts of interest;
- d. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognizing both the legal and moral duties of their role;
- e. Treat each other, staff, Members and other stakeholders with dignity, integrity and respect at all times;
- f. Actively support Diabetes NZ National Office to achieve Diabetes NZ's Objects, goals and strategies.

Section Four: Meetings, Elections and Voting

15. General Meetings

15.1 A General Meeting of Diabetes NZ shall be either the AGM or a SGM. All Members are eligible to attend a GM which shall be held at such location, date and time as determined by the Board.

15.2 The AGM shall be held once every year and no later than the expiration of five months after the end of the Diabetes NZ Financial Year.

15.3 The AGM shall consider the following business:

- a. The Board's Annual Report;
- b. The President's Annual Report (including a report on the activity of the Advisory Council);
- c. The CEO's Annual Report, including the annual Financial Report;
- d. The audited annual financial statements;
- e. The appointment of the auditor;
- f. As may be applicable for that particular AGM: the announcement of results of elections for President, Vice-President and Elected Advisory Council Members; the appointments to the Board by the Advisory Council (if already known but otherwise such announcement to be deferred until after the Advisory Council meeting at which the appointments are made), and the appointments of Independent Board Members; The election of Life Members (as applicable); and
- g. Any other business that is properly notified as an item of business for the AGM by not less than 45 days notice to the CEO by the Board, by the Advisory Council, or by at least five Branches in total and from more than one Region.

15.4 A SGM may be called by the Board. The Board must call a SGM within 60 days of the CEO receiving a written request setting out the reasons for the SGM from the Advisory Council or from at least five Branches in total and from more than one Region. The SGM can only consider the items of business for which the SGM has been called and such business cannot propose a Rule change unless it complies with Rule 20.2.

15.5 The quorum for a GM is 40 persons, present in person or represented at the meeting by a validly appointed proxy, who must be either Full Members or Life Members provided that if a quorum is not achieved within half an hour the GM shall be adjourned to another day,

time and place and shall be notified to all persons who are to be given notice under Rule 16.1. If no quorum is present at the start of the re-convened GM then the Members attending are deemed to constitute a valid quorum for the AGM but not for a SGM. If the Board decides there are special circumstances it may permit attendance at the GM by phone.

15.6 All GMs are chaired by the President, or in the absence of the President, the Vice President. If the Vice President is also absent, the Board shall appoint a Board member to be chairperson.

15.7 Full Members and Life Members may speak at a GM. In addition those persons who are not Full Members or Life Members may also speak if agreed either prior to the GM by the Board, or at the GM by the chairperson of the GM. All speakers must comply with any Board policy relating to speaking at a GM.

15.8 Any other matters not provided for that occur at or in relation to a GM shall be determined in such manner or by such process as required by the chairperson of the GM.

15.9 Minutes must be kept of each GM.

15.10 Any irregularity, error or omission in notices, agendas and relevant papers for the GM or the omission to give notice within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organisation of the GM shall not invalidate the GM nor prevent the GM from considering the business of the GM provided that:

- a. The chairperson in his or her discretion determines that it is still appropriate for the GM to proceed despite the irregularity, error or omission; and
- b. A motion to proceed is put to the GM and such motion is passed by Special Resolution.

16. Notice for General Meetings

16.1 Notice and other items referred to in this Rule 16 in relation to a GM must be given by Diabetes NZ to all Full Members, Life Members, Patrons and such other persons as determined by the Board.

16.2 The notice of the date, time and place of a GM must be given by Diabetes NZ to the persons referred to in Rule 16.1 and:

- a. For the AGM must be not less than 60 days prior to the date of the AGM; and
- b. For a SGM must be not less than 35 days prior to the date of the SGM.

16.3 The agenda for a GM and the documents referred to in, or determined by the Board to be necessary for consideration of the items of business referred to in, Rule 15.3 (for the AGM) or in Rule 15.4 (for a SGM) must be given by Diabetes NZ to the persons referred to in Rule 16.1:

- a. not less than 30 days prior to the date of an AGM; and
- b. not less than 25 days prior to the date of a SGM.

16.4 Any notice and other items referred to in Rule 16.3 to be given by Diabetes NZ in relation to a GM may be given by such means (for example but not limited to post, email, notification on a website or by any other means) as determined by the Board.

17. Elections and voting

17.1 Subject to Rule 17.2 Full Members and Life Members are entitled to vote on all items of business at a GM for which a vote is called and are entitled to vote on the election of the President, Vice President and Elected Advisory Council Members. In the case of a Full Membership only one vote can be exercised by one person irrespective of the number of persons included in the Full Membership.

17.2 In the absence of any Board policy to the contrary, a Full Member loses the right to vote if their Full Member subscription is not paid:

- a. In the case of a GM, seven or more days before the date of the GM; and
- b. In the case of a Postal Vote, seven or more days before the close of the Postal Vote.

17.3 Full Members and Life Members are entitled to exercise their vote:

- a. In person or by phone (for those people who have been permitted to attend by phone under Rule 15.5) at a GM (but not if another form of vote is required under Rule 17.3b); or
- b. Where a Postal Vote is required by this Constitution (such as for election of the President, the Vice President and the Elected Advisory Council Members) or a Postal Vote is required by the Board, then by Postal Vote in accordance with such requirements as may be set out in this Constitution and/or in a policy adopted by the Board; or
- c. By proxy which must comply with the requirements set by the Board.

17.4 Voting at a GM is by voices or by show of hands as determined by

the chairperson of the GM or by a secret ballot if called for.

17.5 Motions are passed by Ordinary Resolution unless the motion is required by this Constitution to be passed by Special Resolution.

17.6 In the event of equal votes at a GM, the chairperson of the meeting shall have an additional casting vote.

Elections by Postal Vote

17.7 The election of the President, the Vice President, and any Elected Advisory Council members shall take place by a Postal Vote.

17.8 A Full Member or Life Member may seek election as the President and/or as the Vice President and/or as one of the Elected Advisory Council Members and must forward to the CEO at least 45 days (or such period specified by the Board) prior to the AGM a brief written personal statement about themselves and their reasons for seeking the position identified. Candidates must specify in their notification to the CEO whether they wish to be included in the categories (as applicable to that election year) of President, Vice-President and/or Elected Advisory Council Member. In each category the highest polling candidates for the available positions are appointed to the positions available provided that if a candidate has sufficient votes to be successful in more than one category, they shall only be successful in the higher category rated in descending order from President, Vice President to Elected Advisory Council Member.

17.9 Diabetes NZ shall give notice to Full Members and Life Members of the Postal Vote and proxy processes and also the candidate information referred to in Rule 17.8.

17.10 The Board shall adopt a policy to regulate the Postal Vote and proxy process and refer Full Members and Life Members to such policy at or prior to the issue of postal voting or proxy instructions.

17.11 The results of any Postal Vote are announced at the AGM.

17.12 If for any position for which an election is required under this Constitution there is not a greater number of candidates than the number of positions available, such candidates shall be declared to have been elected without requirement for an election.

Section Five: Other

18. Finance

18.1 The financial year of Diabetes NZ shall unless otherwise determined by the Board commence on the first day of July and end on the thirtieth day of June.

18.2 The Board may require Members (but not Life Members, Supporting Members and Branch Life Members) to pay an annual membership subscription determined by the Board.

18.3 The Board must keep proper records of Diabetes NZ's financial transactions and must prepare and have audited the annual financial statements.

18.4 The Board must adopt and implement appropriate policies as determined by it for management of Diabetes NZ finances including those for delegation and authorisation.

18.5 The Board must prepare financial budgets for Diabetes NZ activities.

18.6 Diabetes NZ's funds are invested in such manner as determined by the Board.

18.7 At each AGM an independent and suitably qualified member of Chartered Accountants Australia & New Zealand must be appointed as auditor.

18.8 The Board must appoint an Audit and Risk Committee to carry out specific duties entrusted to it.

18.9 The Board is specifically authorised to invest if it so determines in any entity which has purposes which are the same as or similar to some or all of the Objects of Diabetes NZ, subject at all times to Rule 4.2.

19. Common Seal

19.1 Diabetes NZ must have a common seal which is kept in the custody of the CEO or such other person as appointed by the Board. The common seal shall only be used as directed by the Board and if affixed to documents this shall occur only in the presence of and accompanied by the signature of the President and the CEO or if either is not available then by the remaining person and another Board member.

20. Alteration to Rules

20.1 Subject to Rule 20.3 this Constitution shall not be changed except by Special Resolution at a GM.

20.2 Notice of any proposed change of Rules may be given by the Board, the Advisory Council, or by at least five Branches and from more than one Region and must be notified in writing to the CEO at least 45 days before the GM at which it is intended to propose such change.

20.3 No change to the charitable Objects (Rule 4), prohibition of personal benefit (Rule 23) or the winding up or dissolution Rules (Rule 22) shall be approved if it would have the effect of causing Diabetes NZ to cease to retain charitable status according to New Zealand law.

21. Disputes

21.1 The Board may (but is not required to) adopt a policy to require adherence by Members, Branches and Regional Committees to processes that it considers will assist with the fair, efficient and timely resolution of disputes that:

- a. Arise between persons who are Full Members, Life Members, Branches or Regional Committees; and
- b. Involve an important activity or responsibility of Diabetes NZ; and
- c. The Board considers in its discretion that the matter is of such importance or is causing such a level of disruption to Members or to the activities of Diabetes NZ that it must be addressed.

22. Winding Up or Dissolution

22.1 Diabetes NZ must be wound up or dissolved if, at a GM a Special Resolution is passed requiring Diabetes NZ to be wound up or dissolved and the resolution is confirmed by a further Special Resolution passed at a subsequent GM called for that purpose and held not earlier than 60 days and not later than 90 days after the date on which the original resolution was passed.

22.2 If, upon the winding up or dissolution of Diabetes NZ, there remains after the satisfaction of all Diabetes NZ debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members but shall be given or transferred to one or more organisations (as decided by Members) having charitable objects similar to the Objects, as defined in section 5(1) of the Charities Act 2005.

23. Prohibition of Personal Benefit

23.1 All income, benefit or advantage shall be applied to the Objects of Diabetes NZ.

23.2 No Member or any person associated with a Member shall participate in or materially influence any decision made by Diabetes NZ in respect of the payment to or on behalf of that Member or associated

person of any income, benefit or advantage whatsoever.

23.3 Any payments made must be for goods or services that advance the Charitable Objects and must be reasonable and relative to payments that would be made between unrelated parties.

24. Limitation of Liability and Indemnity

24.1 No current or former member of the Board, the Advisory Council, a Regional Committee or a Branch committee shall have any liability of any nature whatsoever to Diabetes NZ or the Members for any act or omission in their capacity as a Board member, Advisory Council member, or as a member of a Regional Committee or as a member of a Branch committee except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.

24.2 Each current or former member of the Board, the Advisory Council, a Regional Committee and a Branch committee is hereby indemnified by and out of the assets of Diabetes NZ against:

- a. Any liability of any nature whatsoever arising out of any act or omission in their capacity as a member of the Board, the Advisory Council, a Regional Committee or Branch committee excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
- b. Costs incurred by them in any proceeding relating to such liability.

24.3 This Rule is intended to be enforceable by each current or former member of the Board, the Advisory Council, a Regional Committee or a Branch committee.

25. Transition

25.1 The following Rules apply to enable transition of Diabetes NZ from the requirements of its Previous Constitution to the requirements of this Constitution. If any of Rule 25.2 is inconsistent with any other Rules in this Constitution then R 25.2 shall apply to the extent of the inconsistency and the other Rules in this Constitution shall not.

25.2 The following appointments and/or provisions under the Previous Constitution continue:

- a. All Life Members recognised under the Previous Constitution are deemed to have satisfied the requirements under this Constitution to be Life Members of Diabetes NZ.
- b. Unless the Diabetes NZ Board decides otherwise, the number and territorial extent of Regions is the same as for those Regions that



operated at the date of the Diabetes NZ SGM at which this Constitution is approved.

26. Matters Not Provided For:

26.1 If any matter arises in relation to Diabetes NZ that is not provided for in this Constitution, the matter shall be dealt with as required by the Board.

Schedule 1 - General Meetings of Regional Committee

1.1 The Regional Committee must hold at least one General Meeting each year (the Regional Committee AGM) at which:

- a. The Chairperson of the outgoing committee reports on its activities for the previous year and responds to any questions;
- b. The Regional Committee for the coming year is announced;
- c. The Regional Committee Representative to the Advisory Council is elected (if due for election);
- d. The Regional Committee Deputy Representative to the Advisory Council is elected (if due for election); and
- e. Matters of general or special business may be discussed and voted on.

1.2 Other requirements relating to the AGM are:

- a. It must be held within four months and not earlier than three months of the end of the Diabetes NZ Financial Year (this is to enable opportunity for all Branches to have their AGMs prior to the date of the Regional Committee AGM);
- b. At least 30 days' notice of the date of the meeting must be given to the persons in paragraph 1.2c below. All notices can be given by such methods as the Regional Committee determines (for example by post, by email or by other means) and one notice to a group (for example the Board, the Diabetes NZ National Office or the Advisory Council) shall be sufficient notice to all such members of that group;
- c. The persons entitled to attend shall be those Diabetes NZ Full Members or Diabetes NZ Life Members of a Branch (for which a Region is responsible) who satisfy the requirements of Rule 9.2 of the Constitution, any persons from the Board, Advisory Council, Diabetes NZ National Office and such other persons as the Regional Committee decides;
- d. The quorum for the meeting shall be half of the Branch Representatives in that Region. If a quorum is not achieved within half an hour the meeting shall be adjourned to any other day, time and place set by the Regional Committee and notice must be given. If no quorum is present at the start of the re-convened meeting then the persons attending are deemed to constitute a valid quorum;
- e. The chairperson of the meeting is the chairperson of the Regional

Committee and in his or her absence such other person as appointed by the meeting;

- f. All persons referred to in paragraph 1.2c above shall be entitled to speak but only Branch Representatives may vote;
- g. The Regional Committee shall keep minutes of the meeting;
- h. Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution. Elections for the positions referred to in paragraph 1.1c and d (if applicable) must be by secret ballot except where the meeting resolves not to do so or where for a position there is only the number of candidates for the number of positions available (in which case those candidates shall be declared elected);
- i. Proxy and/or Postal Votes are permitted in the discretion of the Regional Committee. If permitted such votes must comply with the requirements set by the Regional Committee;
- j. A motion is passed by Ordinary Resolution unless otherwise specified;
- k. In the event of an equality of votes, the chairperson of the meeting has an additional casting vote;
- l. In the event that a secret ballot is conducted, two scrutineers must be appointed; and
- m. Any irregularity, error or omission in notices, agendas and relevant papers for the meeting or the omission to give notice within the required timeframe or to persons entitled to receive notice, and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from continuing in all respects provided that:
 - i. The chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - ii. A motion to proceed is put to the meeting and it is passed by Special Resolution.

1.3 Subject to paragraph 1.4 any person seeking election to any of the positions referred to in paragraph 1.1 c and d must:

- a. Be a Full Member or Life Member of Diabetes NZ;
- b. Not be an employee of Diabetes NZ; and

- c. Forward to the Regional Committee at least 20 days prior to the AGM a brief written personal statement about themselves and their reasons for seeking the position identified. A candidate for Regional Committee Representative must indicate their availability to be the Regional Committee Deputy Representative.

The Regional Committee shall ensure that a notice including an agenda and the candidate statements is given to all persons referred to in paragraph 1.2c in the manner allowed by paragraph 1.2b at least 10 days prior to the date of the AGM.

1.4 If no applications are received for a position, nominations for that position may be made at the AGM.

1.5 The Regional Committee must convene a SGM upon request by the Board, the Advisory Council or by one third or more of the Branch Representatives in its Region. This schedule 1 applies with appropriate adjustment to a SGM provided that the SGM must be convened within 14 days of receipt of the request and a minimum of seven days' notice of the business of the meeting must be given in the manner allowed by paragraph 1.2b, and to all persons referred to in paragraph 1.2c.

1.6 Any other matters not provided for that occur at or in relation to a General Meeting are determined in the manner or by the process as required by the Chairperson.

Schedule 2 - General Meetings of Branch

2.1 The Branch committee must ensure that the Branch holds at least one General Meeting each year (the Branch Annual General Meeting) at which:

- a. The Chairperson of the outgoing committee reports on its activities for the previous year and responds to any questions;
- b. The Branch Chairperson for the coming year is elected;
- c. The Branch committee for the coming year is elected;
- d. The Branch Representative to the Regional Committee for the coming year is elected;
- e. The Branch Deputy Representative to the Regional Committee for the coming year is elected;
- f. Any nominations for Branch Life membership are put forward and voted on; and
- g. Matters of general or special business may be discussed and voted on.

2.2 Other requirements relating to the AGM are:

- a. It must be held within three months of the end of the Diabetes NZ Financial Year;
- b. At least 30 days' notice of the date of the meeting must be given to those persons listed in paragraph 2.2c below. All notices can be given by such methods as the committee determines (for example by post, by email or by other means) and one notice to a group (for example the Board, the Diabetes NZ National Office, the Advisory Council and the Regional Committee) shall be sufficient notice to all such members of that group;
- c. The persons entitled to attend are those members who are either Full Members or Life Members of Diabetes NZ who satisfy the requirements of Rule 9.2 of the Constitution, any persons from the Board, the Diabetes NZ National Office, the Advisory Council and the Regional Committee as wish to attend and such other persons as the Branch committee decides;
- d. The quorum for the meeting shall vary depending on the number of members who are either Full Members or Life Members of Diabetes NZ who satisfy the requirements of Rule 9.2 of the Constitution and may be set by the Branch committee, but (except as set out below) the quorum must not be less than eight members who are either

Full Members or Life Members of Diabetes NZ who satisfy the requirements of Rule 8.2 of the Constitution. If a quorum is not achieved within half an hour the meeting shall be adjourned to any other day, time and place set by the Branch committee and notice must be given. If no quorum is present at the start of the re-convened meeting then the members attending who are either Full Members or Life Members of Diabetes NZ who satisfy the requirements of Rule 8.2 of the Constitution are deemed to constitute a valid quorum;

- e. The chairperson of the meeting is the chairperson of the Branch committee and in his or her absence such other person as appointed by the meeting;
- f. All persons referred to in paragraph 2.2c above shall be entitled to speak at the meeting but only those persons who are Diabetes NZ Full Members or Diabetes NZ Life Members who also satisfy Rule 9.2 of the Constitution are entitled to vote;
- g. The Branch committee shall keep minutes of the meeting;
- h. Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution. Elections for the positions referred to in paragraph 2.1b (if applicable), c, d and e must be by secret ballot except where the meeting resolves not to do so or where for a position there is only the number of candidates for the number of positions available (in which case those candidates shall be declared elected);
- i. Proxy and/or Postal Votes are permitted in the discretion of the Branch committee. If permitted such votes must comply with the requirements set by the Branch committee;
- j. A motion is passed by Ordinary Resolution unless otherwise specified;
- k. In the event of equal votes, the chairperson of the meeting has an additional casting vote;
- l. In the event that a secret ballot is conducted, two scrutineers must be appointed; and
- m. Any irregularity, error or omission in notices, agendas and relevant papers for the meeting or the omission to give notices within the required timeframe or to persons entitled to receive notice, and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from continuing in all respects provided that:
 - i. The chairperson in his or her discretion determines that it is

still appropriate for the meeting to proceed despite the irregularity, error or omission; and

- ii. A motion to proceed is put to the meeting and it is passed by Special Resolution.

2.3 Subject to paragraph 2.4 any person seeking election to any of the positions referred to in paragraph 2.1b, c, d or e must:

- a. Be a Full Member or Life Member of Diabetes NZ;
- b. Fulfil the requirements of Rule 9.2 of the Constitution;
- c. Not be an employee of Diabetes NZ; and
- d. Forward to the Branch at least 20 days prior to the AGM a brief written personal statement about themselves and their reasons for seeking the position identified. A candidate seeking appointment as the Branch Representative must indicate their availability to be the Branch Deputy Representative.

The Branch committee shall ensure that a notice including an agenda and the candidate statements is given to all persons referred to in paragraph 2.2c, in the manner allowed by paragraph 2.2b at least 10 days prior to the date of the AGM.

2.4 If insufficient candidates comply with paragraph 2.3 nominations may be made at the AGM.

2.5 A Branch committee member may also serve as the Branch Representative to the Regional Committee or as the Branch Deputy Representative.

2.6 The Branch may (subject to prior approval of the nomination by the Branch committee), confer Branch Life Membership at a General Meeting in recognition and appreciation of outstanding service by a person for the benefit of the Branch and/or the Former Member Society that served the territory and/or common interest that the Branch now serves. The Branch committee shall decide any benefits of Branch Life Membership provided that this is consistent with any Diabetes NZ policy on Branch Life Membership.

2.7 The Branch committee must convene a SGM upon its own request or by request of not less than eight members who are either Full Members or Life Members of Diabetes NZ who also comply with the requirements of Rule 9.2 of the Constitution.

2.8 This schedule two applies with appropriate adjustment to a SGM provided that the SGM must be convened within 14 days of receipt of the request and a minimum of seven days' notice of the business of the SGM must be given in the manner allowed by paragraph 2.2b, and to the persons referred to in paragraph 2.2c.

2.9 Any other matters not provided for that occur at or in relation to a General Meeting are determined in the manner or by the process as required by the Chairperson.