

RULES, CONSTITUTION AND OBJECTIVES
of the
ASSOCIATED NEW ZEALAND
MYALGIC ENCEPHALOPATHY SOCIETY INCORPORATED

BACKGROUND

1. This amended version of rules and constitution has been accepted and approved by the A.G.M. dated 4th August 2002, held at The Disability Resource Centre, Erson Ave, Royal Oak, Auckland and replaces all previous versions.
2. The general charitable nature, the main objects, the pecuniary profit clause and winding up clause have been retained.
3. This version incorporates more detail and reflects more fully the primary objects.

SUMMARY OF ABBREVIATIONS

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| 1. | ANZMES | Associated New Zealand Myalgic Encephalopathy Society Incorporated |
| 2. | M.E. | Myalgic Encephalopathy |
| 3. | C.F.S. | Chronic Fatigue Syndrome |
| 4. | AGM | Annual General Meeting |

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1) NAME

The name of the Society is:

Associated New Zealand Myalgic Encephalopathy Society Incorporated (hereafter referred to as ANZMES).

ANZMES is a voluntary, non-profit organisation and is not for the personal financial or pecuniary gain of the members and has perpetual succession.

2) ADOPTION AND INTERPRETATION OF RULES

- 2.1 This Constitution is the basis of membership, and all who join do so on the basis that they accept and will be bound by the rules, whatever they may be. Copies of the constitution shall be provided (at a cost) to any Member on request. Members of ANZMES may amend the rules of ANZMES from time to time so long as the rule change is in accordance with the rules themselves. The relationship between a society and its members is one of contract, the contract being that contained in the rules.
- 2.2 Subject to statute, the interpretation of these Rules, the resolutions of General Meetings, any disputes relating specifically to the activities of ANZMES and on matters not provided for in these rules, will be decided by the Executive. The decisions of the Executive shall be final and binding on all Members. Members have the right to appeal at a General Meeting.
- 2.3 All Members, Executive Members, Officers and employees shall promote the interests and the objects of ANZMES and shall do nothing to bring ANZMES into disrepute.

3) OBJECTS

3.1 PRIMARY OBJECTS

No object is intended to be predominant, irrespective of the positioning of any of the objects or the way they are expressed.

- 3.1.1 To provide support for, and to publish and distribute information to groups and individuals suffering from or interested in ME/CFS, including their family and carers.
- 3.1.2 To provide a national focus for and to represent individual sufferers and Support Groups for ME/CFS in New Zealand.
- 3.1.3 To promote research into the study of ME/CFS, and of the causes and treatment of this disease and to liaise internationally and keep abreast of current research.
- 3.1.4 To maintain its position as an authoritative advisory body in this area of interest.
- 3.1.5 To raise awareness of the illness by educating health professionals and the wider community about this medical condition.
- 3.1.6 To do any act or thing incidental or conducive to the attainment of any of the above objects.
- 3.1.7 To produce a regular publication for all subscribing members to disseminate information and support.

3.2 SECONDARY OBJECTS

Without detracting from the primary objects, the secondary objects are to:

- 3.2.1 Make regulations, bylaws or policies to advance the attainment of any of the above objects, and not inconsistent with statute or the constitution. This includes alterations, additions or rescissions to the existing rules that do not conflict with the fundamental objects, provided all the actions required by the act are exercised to bring about such changes.
- 3.2.2 Enter into contracts.
- 3.2.3 Enter into compromises with creditors.
- 3.2.4 Establish codes of behaviour applicable to members and impose penalties on members where necessary.
- 3.2.5 To set out additional powers in its rules.
- 3.2.6 Make use of its funds to pay the costs and expenses of furthering or carrying out its objects.
- 3.2.7 Raise or borrow money and this includes making a pecuniary gain as long as such a gain is not distributed to or divided among members, except to carry out the primary functions above. However these powers shall not be exercised other than by resolution of a General or Special meeting.
- 3.2.8 Own or lease property.

4) LIABILITY

ANZMES will not of itself, result in members incurring any liability for ANZMES' obligations and takes no responsibility for any actions of its Executive, Officers, Sub-committees or Members. Obligations of ANZMES are also shared by its Officers and Members.

5) MEMBERSHIP

5.1 CLASSES OF MEMBERSHIP

- 5.1.1 Ordinary Member – individual person (sufferer or person interested in ME/CFS)
- 5.1.2 Associate Group Member – Support Groups which are incorporated Societies or Charitable Trusts. (Such a member is treated as equivalent to three individuals for purposes such as to continue or be wound up).
- 5.1.3 Representative Group Member – person named annually to represent a Support Group which is not an Incorporated Society or Charitable Trust.
- 5.1.4 Registered Member – Individual members of Support Groups that are Associate Members or Representative Members of ANZMES. Registered members will have no rights or privileges other than registration, but can also become ordinary members.
- 5.1.5 Overseas Member – individuals or groups with an interest in ME/CFS who are not resident in New Zealand. Such members will not be eligible to become officers of ANZMES or stand for Executive membership or have other membership rights.
- 5.1.6 Honorary Member – The Executive may from time to time appoint honorary members. Honorary members shall have no power of vote unless they become members of the Executive.
- 5.1.7 Life Member – The Executive may at its discretion appoint Life Members or accept application for Life Membership. Such members may pay one life membership fee as

determined by the Executive.

- 5.2 Applicants for membership shall complete an application form provided by the Executive and supply such information as may be required by the Executive.
- 5.3 Any group or individual person may become a member of ANZMES as outlined below, by completion of this application form and payment of the appropriate subscription which must be sent to the Secretary/Treasurer who will record these details.
- 5.4 Membership is automatically conferred upon application provided that the objectives of groups or individual members do not conflict with those of ANZMES. If they are found to be in conflict, this will give rise to expulsion as detailed below. Minors may become members, however only members over the age of 14 years may form part of the quorum and have voting rights.
- 5.5 All members shall advise the Secretary of any change of address.
- 5.6 It is a statutory requirement that the Secretary shall keep a membership register of Members recording their names, addresses, occupations and the dates each member became a member.
- 5.7 The Executive may, at its discretion, delay or decline to grant approval of any application for membership to ANZMES, without having to provide the applicant with a reason for such action.
- 5.8 Members may transfer between membership classes, whether at the instigation of the member or irrespective of the member's wishes providing the rules are adhered to.

6) SUBSCRIPTIONS & LEVIES

- 6.1 The Executive will determine the amount of the Annual, Part Year or instalment Subscriptions, which must be ratified by an Annual General Meeting of ANZMES, and will only take effect the beginning of the following Financial Year.
- 6.2 On payment of the Annual Subscription, Associated Groups and Groups with Representative Membership may be requested to register each member of the group. For accountancy purposes a list from the previous financial year of financial members of the Associated Group or Group with Representative Membership will be accepted. ANZMES reserves the right to charge a fee after due notification.
- 6.3 Annual Subscriptions are due on 1st April. A receipt will be issued if requested and membership will remain current until the following 31st March. If a member has previously been expelled, ANZMES reserves the right to refuse the acceptance of the subscription, or if already received, to return it and cancel the membership.
- 6.4 An initial part-year membership subscription may be accepted but the subscription must be paid annually in subsequent membership years. If a member joins during the year, they will be responsible for subscriptions for that quarter plus the remainder of the financial year.
- 6.5 The Executive may impose a fee for administration costs on instalment subscriptions and this decision and the amount will be determined by the Executive from time to time. Should any instalment payment remain unpaid for one month after the date it is due, the full subscription will then become due and payable.
- 6.6 Any member whose subscription remains unpaid for three months after having been given notice that their membership is due may be removed from the current membership list. Notice of the amount due will be sent by post to the last-known address of the member.
- 6.7 Any member may resign at any time by giving the Secretary notice to that effect in writing. Such member will be liable for all subscriptions and other dues to the end of the financial year in which the resignation is received, before they can become free of membership obligations, and must return to ANZMES any material or property that is the property of ANZMES. Any person wishing

to rejoin ANZMES after having resigned shall be eligible for readmission upon application.

7) EXPULSION OR CESSATION OF MEMBERSHIP

- 7.1 If at any time the Executive shall be of the opinion that the conduct of any member or group has been against the interests of ANZMES it may invite such member to resign.
- 7.2 In default of resignation, the Executive may expel such member from membership, provided that before expulsion the member shall be asked for an explanation of conduct, to be given orally or in writing, for consideration by the Executive. Reasons for expulsion could also include the person being convicted of any indictable offence or offence for which a convicted person may be imprisoned, or if that person makes a composition with creditors.
- 7.3 A member or group expelled in accordance with this rule shall have the right of appeal at an AGM.
- 7.4 A member or group expelled in accordance with this rule shall have no claim against or on the property, Executive or members of ANZMES and shall not be eligible for reinstatement as a member except by specific approval of the Executive.

8) DISPUTES/COMPLAINTS

Any complaint or dispute must be lodged in writing with the Secretary. Such dispute/complaint will be investigated, within reason, by the Executive who undertakes to give a written reply to the complainant within 30 days. If the decision concerning the complaint/dispute made by the Executive is not acceptable, the complainant has the right to bring his complaint/dispute to the next General Meeting and must give notice of his/her intentions to the Secretary at least 30 days before such meeting.

Procedural fairness requires that the principals of natural justice must be observed (unless expressly excluded by the rules), and dealt with in good faith. ANZMES reserves the right to impose penalties if the dispute/complaint has been made without fair reason.

9) GOVERNANCE AND MANAGEMENT

- 9.1 The management and administration of ANZMES shall be vested in an Executive Committee whose controlling powers will include the implementation of the policies of ANZMES as approved by any General Meeting. The Executive is accountable to the Membership and Officers are accountable to the Executive
- 9.2 The Executive Committee will be comprised of not less than 7 persons nor more than 30 persons including the office bearers. Ordinary members or delegates (nominated annually) by Associated Group or Representative Groups may stand for nomination and be elected at the Annual General Meeting.
- 9.3 All members of the Executive shall be financial members of ANZMES, delegates of a financial Associate Groups or financial Representative members.
- 9.4 The Executive will meet at least once every three months either in person, by tele-conference or other electronic means. Only Executive present at the meeting by one of these means will have the right to vote.
- 9.5 Other than as prescribed by statute, by these Rules or by bylaws, the Executive shall regulate its own procedures as to notice, time and place of meeting.
- 9.6 All Executive meetings shall be chaired by the President or in the President's absence by the Vice-President, or in the absence of them both, by some other Executive member elected for the purpose by the meeting. Such person will have a deliberative and casting vote.

- 9.7 Five members of the Executive will form a quorum. Ex-Officio members other than Patron or Patrons cannot be counted as part of the quorum.
- 9.8 The Secretary shall call a special meeting of the Executive if requested to do so in writing by not less than three Executive members.
- 9.9 The Executive may assign to various Executive Members tasks and titles such as Publicity Officer, Magazine Editor, Community Liaison Officer, and form sub-committees in order to use the experience, resources and interests available within the Executive in the best possible way. Executive members may hold more than one such title.
- 9.10 The Executive may appoint a sub-committee of members of ANZMES to carry out special tasks or functions on its behalf. The Executive may at its discretion limit or define the activities and powers of any such sub-Executive and the manner and frequency of reporting to the Executive.
- 9.11 The Executive may at its discretion or when directed to do so by way of a resolution of a General Meeting, employ one or more paid staff to carry out assigned tasks on behalf of ANZMES under an employment contract. Such employees (who must also be members), as part of their job description, may be invited to attend Executive Meetings when they reasonably can, will be regarded as ex-officio Executive Members, but will be ineligible during the currency of their employment contract, to hold an elected or appointed office of ANZMES, or to vote at meetings. The Executive shall have the power in its discretion to suspend or remove employees.
- 9.12 The Immediate Past President will be an ex-officio Executive Member but will have no voting right, unless they have been elected as an Executive Member.
- 9.13 Executive members may receive honoraria as set by a General Meeting or be reimbursed for any reasonable expenses incurred by them on behalf of ANZMES as approved by resolution of the Executive.
- 9.14 The Executive may act by resolution approved by not less than two-thirds of the Executive through a written ballot conducted by mail, facsimile or email.

10) ELECTIONS & REMOVAL OF OFFICE BEARERS & EXECUTIVE

10.1 ELECTIONS

- 10.1.1 Office bearers other than Patron(s) or paid personnel, and members of the Executive other Than delegates from financial Associated Groups or Representative Members, will be elected at the Annual General Meeting of ANZMES, and hold office until the following Annual General Meeting.
- 10.1.2 The Executive will fill casual vacancies occurring during the year.
- 10.1.3 Executive members will be eligible for re-election.
- 10.1.4 Nominations for membership of the Executive must be with the Secretary 14 days before the Annual General Meeting.
- 10.1.5 Names of Representatives and delegates must be with the Secretary 14 days before the Annual General Meeting.

10.2 REMOVAL

Executive & Office Bearers may

- 10.2.1 at any time resign from that position, but must within one calendar month of submitting a resignation or ceasing to hold office, deliver to that officer's successor or to the

Executive all books, papers, and other property of ANZMES possessed by such former officer or committee member.

- 10.2.2 be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by two-thirds majority of those present and voting. Where there has been a vote of no confidence in the officer or member of the Executive, that person can be invited to resign. In default of resignation, Clause 7 above will apply.
- 10.2.3 be removed if they have been absent from three consecutive meetings without leave of absence or due and accepted apology.

11) OFFICE BEARERS

- 11.1 The Office Bearers of the organisation shall be:
 - 11.1.1 President
 - 11.1.2 Vice President,
 - 11.1.3 Secretary
 - 11.1.4 Treasurer
 - 11.1.5 Any other Special Officer as determined by the Executive such as Information Officer, Publications Editor, Community Liaison Officer etc.
- 11.2 The Executive may, at its discretion, appoint a Patron or Patrons to further the aims of ANZMES. Such persons shall be granted honorary membership and may be ex-officio members of the Executive.
- 11.3 The Executive may, at its discretion, appoint ex-officio members to the committee. This could include the Patron, employees (whether paid or voluntary), etc, but an ex-officio member will not have a vote and will not be counted as quorum.

12) MEETINGS

12.1 SPECIAL GENERAL MEETINGS

- 12.1.1 The Secretary shall call a Special General Meeting if requested to do so in writing by not less than ten members. Notification of such general meetings shall be given to members in writing not less than fourteen days beforehand. Such request must state the purpose of the meeting and be signed by each requesting member.
- 12.1.2 If the Executive does not within twenty-one days from the date of the request by 10 members proceed to convene a Special Meeting within forty days of the request, those requesting the meeting shall have the power to themselves convene a Special General Meeting. Any meeting thus convened shall not be held until after the expiration of three months when the requisition was first lodged. Any reasonable expenses incurred by these members by reason of failure of the Executive shall be repaid to them by ANZMES.
- 12.1.3 Unless a general meeting or special meeting shall determine otherwise all matters considered at that meeting will be decided either
 - 12.1.3.1 by the vote of the majority of financial members present in person by show of hands unless a secret ballot is requested by not less than three members present in person,

- 12.1.3.2 or by signed proxy of a financial member, which must be declared before the start of the meeting,
- 12.1.3.3 or by postal vote from a financial member which must arrive one day before the meeting is held.
- 12.1.4 The President shall take the chair at each General Meeting. In the absence of the President the Vice President may take the chair, or if both are absent members attending the meeting may elect a chairperson from those Executive Members present. That person will have the same rights as if he/she were the President.
- 12.1.5 The President shall have a deliberative and a casting vote in the event of an equality of votes.
- 12.1.6 All financial members present at a general meeting shall have one vote.
- 12.1.7 One delegate from each Associate Group may vote, unless they are also an ordinary member.
- 12.1.8 One delegate from each Representative Members may vote, unless they are also an ordinary member.
- 12.1.9 The quorum at General Meetings will be 15 (fifteen).

12.2 ANNUAL GENERAL MEETINGS

- 12.2.1 An Annual General Meeting of members shall be held at a time and place to be appointed by the Executive, but shall be no later than S months after the end of the Financial Year. Notification of such general meetings shall be given to members in writing not less than fourteen days beforehand.
- 12.2.2 The business of the Annual Meeting shall be drawn upon an agenda by the Executive and will typically include:
 - 12.2.2.1 Call to order
 - 12.2.2.2 Apologies
 - 12.2.2.3 Minutes of Previous General Meeting and Matters arising
 - 12.2.2.4 President's report
 - 12.2.2.5 Treasurers report
 - 12.2.2.6 Reports from sub-Executives
 - 12.2.2.7 Acceptance of names of delegates from Associate Groups and Representative Members.
 - 12.2.2.8 Election of Office Bearers and Executive members
 - 12.2.2.9 Motions of which notice has been given
 - 12.2.2.10 Approval of budget or subscriptions for next financial year
 - 12.2.2.11 Other relevant matters
 - 12.2.2.12 Closing
- 12.2.3 Clauses 12.1.3 to Clauses 12.1.9 shall also apply to Annual General Meetings.

13) PRESIDENT'S DUTIES & POWERS

- 13.1 DUTIES — Notwithstanding other duties in this constitution the President will
 - 13.1.1 Preside, where possible, overall Meetings of ANZMES, to keep order thereat, to conduct the business and to decide all points of order.

- 13.1.2 Supervise the business and affairs of ANZMES.
- 13.1.3 Present to the Executive a report at each Executive meeting.
- 13.1.4 Present to the Members at the A.G.M. a report on the year's activities.
- 13.1.5 Abide by the constitution and proper rules of meeting procedures.
- 13.1.6 Act in an impartial and democratic nature.
- 13.1.7 Ensure decisions are properly made and accurately recorded.
- 13.1.8 Perform such other lawful duties as may usually appertain to the office of President.
- 13.2 POWERS — When Presiding at a meeting the President shall have power
 - 13.2.1 To exercise a deliberative vote, and, in the case of equality of voting, a casting vote.
 - 13.2.2 To decide the order of business, to put motions, control debate and to declare the result of the voting.
 - 13.2.3 To order the removal from the meeting of any person obstructing the business of the meeting, or behaving in a disorderly matter, or of any person not entitled to be present.
 - 13.2.4 By a resolution of the meeting or in the absence of a quorum to adjourn a meeting or to declare a meeting closed.
 - 13.2.5 To sign the minutes of meetings which are confirmed in their presence.

14) VICE PRESIDENT'S DUTIES

The Vice-President will assist the President where possible and take on the responsibility and duties of the President in his/her absence.

15) SECRETARY'S DUTIES

Notwithstanding any other duties mentioned elsewhere in this constitution, the Secretary shall:

- 15.1 Keep a detailed register of all members of ANZMES as in 5.6.
- 15.2 Attend to the correspondence of ANZMES.
- 15.3 Attend to new issues and keep track from initial receipt until final resolution.
- 15.4 Have charge of all records and documents of ANZMES.
- 15.5 Receive reports from sub-committees where necessary for submission to the Executive.
- 15.6 Keep till and proper minutes of all meetings and proceedings and circulate the minutes.
- 15.7 In the event of the Secretary's absence from any meeting the Executive can appoint one of its members to take the minutes of that meeting.
- 15.8 Hold an up-to-date copy of the constitution available for inspection by any member when convenient.
- 15.9 Keep the common seal.

- 15.10 Prepare meeting Agendas in consultation with the president and send meeting agendas and notices of meetings to members.
- 15.11 In consultation and co-operation with the Treasurer, complete or file the annual financial statements with the Registrar.
- 15.12 Any other task relative to the job title, and perform such other duties as may be required by the Executive.

16) TREASURER/FINANCE

Notwithstanding other duties as mentioned in this constitution, the Treasurer will be responsible to the Executive for the financial affairs of ANZMES. The procedures can be determined by the Executive from time to time.

16.1 The treasurer will

- 16.1.1 Deal with all financial affairs of ANZMES and keep proper and true records and control all financial transactions.
 - 16.1.2 Present a financial report at each General Meeting and Executive meeting or on request.
 - 16.1.3 Prepare an Income and Expenditure Statement and Balance Sheet properly audited, for each Annual General Meeting.
 - 16.1.4 Prepare full information about any special reserve funds held by ANZMES.
 - 16.1.5 Prepare a budget for income and expenditure for the year.
 - 16.1.6 Keep an Asset Register.
 - 16.1.7 Arrange adequate insurance cover over ANZMES assets and also in respect of other risks.
 - 16.1.8 Bank all monies within seven days of receipt.
 - 16.1.9 As all financial records must be kept for seven years it is the Treasurer's responsibility to pass this information on to his/her successor.
 - 16.1.10 Any other task relative to the job title, and perform such other duties as may be required by the Executive.
- 16.2 The Financial Year will be from the 1st April to the 31st March of the following year, or as decided by the Executive.
- 16.3 The Annual General Meeting each year shall appoint an Auditor/Chartered Accountant to audit the annual accounts of ANZMES and provide a certificate of correctness of the same, and if any such Auditor/Accountant is unable to act the Executive shall appoint a replacement auditor.
- 16.3 Payments of accounts shall be made by the approval of the President Secretary and Treasurer, and must all be ratified by the Executive at the next meeting. Any two of four signatories appointed by the Executive for such purposes shall sign cheques on ANZMES bank accounts.
- 16.4 Banking will be carried out only with a bank or banks approved by the Executive.
- 16.5 The control and investment of the finds of ANZMES shall be in the hands of the Executive.
- 16.6 No private pecuniary profit shall be made by any person from ANZMES, except that:

- 16.6.1 Any member may receive till reimbursement for all expenses properly incurred in connection with the affairs of ANZMES provided tat the Executive has previously agreed such expenses.
- 16.6.2 ANZMES may pay proper and reasonable remuneration to any officer or servant of ANZMES (whether a member or not) in return for services actually rendered to ANZMES provided that such expenses have previously been agreed by the Executive.
- 16.6.3 Any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done in connection with the affairs of ANZMES, by that member or by any firm or entity of which that person is a member, employee or associate, provided that the Executive have previously agreed such expenses.

16.7 CONTRACTS

- 16.7.1 Contracts which, if made between private persons. would have to be made by deed (such as the disclaimer of a power) and must be executed under the common seal.
- 16.7.2 Other contracts, which if made by private persons, may be made in writing or orally. may be so made by those entities and will all have to sign documents.
- 16.7.3 All contracts must be within the scope of the objects and rules.

17) REGISTERED OFFICE

The Registered Office of ANZMES shall be at such place as the Executive shall from time to time determine.

18) RECORD KEEPING

As prescribed in these rules and in terms of the Registrar's requirements, ANZMES shall keep:

- 18.1 A detailed register of all members.
- 18.2 Maintenance of accounting records to enable the filing of the annual financial statement to the Register.
- 18.3 A permanent record of minutes of General and Executive meetings.
- 18.4 Historical records.

19) COMMON SEAL AND EXECUTION OF DOCUMENTS

- 19.1 The Common Seal of ANZMES shall be retained by the Secretary.
- 19.2 Documents shall be executed for ANZMES pursuant to a resolution of the Executive
 - 19.2.1 By affixing the Common Seal witnessed by the President or Vice-President and counter-signed by some other member of the Executive, or
 - 19.2.2 Where the documents is not required by statute to be executed under common seal, by the President or Vice-President and some other member of the Executive signing on behalf of ANZMES.
- 19.3 Custody and use of common seal and storing of certificate of incorporation issued by the Registrar under seal is evidence that the entity is incorporated and property registered.

20) ALTERATION TO CONSTITUTION

- 20.1 There shall be no alteration or addition to, or rescission of this Constitution unless consented to by a three-quarters majority of members present and voting at the Annual General Meeting or Special Meeting called for the purpose. Notification of such general meeting shall be given to members in writing not less than fourteen days beforehand. Members may be provided, at a cost, with copies of any alteration to be considered at the meeting.
- 20.2 No alteration, addition to or rescission shall be made which alters the general charitable nature of ANZMES or materially affects the pecuniary profit clause or winding up clause.

21) WINDING UP OF THE ORGANISATION

A resolution of the Executive to wind up ANZMES and to pay or transfer any surplus funds or assets to an organisation having similar objectives to those of ANZMES must be passed at a General Meeting called for this purpose. Notification of such general meeting, the resolutions to be considered and the organisations to be considered as beneficiaries shall be given to members in writing not less than fourteen days beforehand. No member shall receive any pecuniary benefit as a result of the winding up of ANZMES.