

Motion:

That BCAC's Constitution be replaced with the attached revision.

Reasons for this:

- BCAC has not reviewed its Constitution since it was first drafted in 2006
- The Constitution needs to be changed to reflect modes of communication and data storage which are commonly accepted in business in 2023 (e.g. email, online meetings, online data storage, electronic transfer of funds)
- Recent changes to the Incorporated Societies and Charities Acts require us to review our Rules (Constitution).

CONSTITUTION OF THE BREAST CANCER AOTEAROA COALITION INCORPORATED

THE SOCIETY

1 Name

1.1 The name of the society is the Breast Cancer Aotearoa Coalition Incorporated ("the Society").

2 Registered Office

2.1 The Registered Office of the Society is 5 Fitzroy Street, Ponsonby, Auckland 1021, New Zealand or such place as the Committee shall from time to time appoint.

3 Purposes of the Society

3.1 The purposes of the Society are to:

- (a) Research current evidence-based information about breast cancer detection, diagnosis, treatment and care and promote and support such research;
- (b) Educate and inform people in Aotearoa New Zealand by the provision of current evidence-based information about breast cancer detection, diagnosis, treatment and care;
- (c) Promote and facilitate the opportunity for those with breast cancer in Aotearoa New Zealand to make informed choices and to empower them to have a voice in relation to their treatment and care;
- (d) Empower those affected by breast cancer to play an active role in improving breast cancer detection, diagnosis, treatment and care in Aotearoa New Zealand;
- (e) Represent those affected by breast cancer in Aotearoa New Zealand to Parliament, the health system, the scientific and medical communities, media, corporate entities and the general public;
- (f) Provide consumer input and representation at regional and national levels to the development of policies and strategies affecting those with breast cancer in Aotearoa New Zealand;
- (g) Effectively advocate for full access to world class detection and diagnosis of, treatment and care for those with breast cancer in Aotearoa New Zealand;
- (h) Facilitate connections and networks of people and organisations sharing similar issues, concerns and experiences in relation to breast cancer;
- (i) Provide support to those affected by breast cancer, their whānau, family, friends and supporters from a positive perspective;
- (j) Raise funds by appropriate means to better undertake or facilitate such purposes;
- (k) Do anything necessary or helpful to the above purposes.

3.2 The Society shall be administered in accordance with these purposes and not for the purpose of financial gain for its members.

MANAGEMENT OF THE SOCIETY

4 Managing Committee

4.1 The Society shall have a Managing Committee ("the Committee"), comprising the following persons:

- (a) Chairperson;
- (b) Deputy Chairperson;
- (c) Secretary;
- (d) Treasurer; and
- (e) Such further members as the Society shall decide at the Annual General Meeting; and
- (f) Such further members as the Committee may decide at Committee Meetings.

4.2 Only Members of the Society may be Committee Members.

5 Appointment of Committee Members

5.1 At the Annual General Meeting, the Members of the Society may decide by majority vote: who shall have the title of Chairperson, Deputy Chairperson, Secretary and Treasurer.

5.2 Committee Members shall be appointed until the next Annual General Meeting ("the Term").

6 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a General Meeting.
- (c) Their Term expires.
- (d) Their position becomes vacant in accordance with Rule 7.7.

6.2 If a person ceases to be a Committee Member, that person must immediately return to the Committee all Society documents and property held by the person and cease to use any Society information, equipment, other data or Intellectual Property or access any information electronically that had been available to them as a Committee Member.

7 Nomination of Committee Members

7.1 Nominations for members of the Committee shall be called for at least ten (10) days before the Annual General Meeting.

7.2 Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary.

7.3 Nominations shall close at 5pm on the second working day before the Annual General Meeting, provided that the Society at the Annual General Meeting may decide to reopen nominations from the floor.

7.4 The Secretary shall post nominations at least one (1) day before the Annual General Meeting.

7.5 All retiring members of the Committee shall be eligible for re-election.

7.6 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy.

7.7 If any Committee Member is absent from three consecutive Committee Meetings without prior notification the Chairperson may declare that person's position to be vacant.

8 Role of the Committee

8.1 Subject to this Constitution of the Society ("the Constitution"), the role of the Committee is to:

- (a) Administer, manage, lead and control the Society;
- (b) Establish and manage sub-committees for specific purposes as required;
- (c) Carry out the purposes of the Society, and use Money or other Assets to do that and manage the Society's bank accounts;
- (d) Ensure that all Members follow the Constitution;
- (e) Decide how a person or group becomes a Member, and how a person or group stops being a Member;
- (f) Hold regular Committee Meetings by any means appropriate including electronic means;
- (g) Decide the times and dates for Committee Meetings and General Meetings;
- (h) Set the agenda for Committee Meetings and General Meetings;
- (i) Deal with disputes in accordance with Schedule 2 of the Incorporated Societies Act 2022
- (j) Set any levies;
- (k) Any other activity that is consistent with the purposes of the Society and that could be lawfully undertaken by a natural person;
- (l) Make regulations.

8.2 The Committee has the power to establish sub-committees or working groups to assist in carrying out the purposes of the Society.

8.3 The Committee may pass resolutions circulated by electronic means provided that these are ratified by the Committee at the next Committee Meeting.

8.4 The Committee has all of the powers of the Society, unless the Committee's power is limited by this Constitution or by a majority decision of the Society at a General Meeting.

8.5 Decisions of the Committee bind the Society, unless the Committee's power is limited by this Constitution or by a majority decision of the Society at a General Meeting.

9 Roles of Committee Members

9.1 The role of the Chairperson is to:

- (a) Ensure that the Constitution is followed;
- (b) Convene Committee Meetings and General Meetings;
- (c) Chair or arrange for a Chairperson of Committee Meetings, deciding who may speak and when;
- (d) Chair General Meetings, deciding who may speak and when;
- (e) Oversee the operation of the Society;
- (f) Provide a report on the operation of the Society at each Annual General Meeting;
- (g) Advise the Registrar of any alteration to the Constitution.

9.2 The role of the Deputy Chairperson is to:

- (a) Assist the Chairperson to perform of the tasks in Rule 9.1;
- (b) Perform the tasks in Rule 9.1 in the event of the default, absence or inability of the Chairperson;
- (c) Perform the duties of Privacy Officer as defined by the Privacy Act 2020.

9.3 The role of the Secretary is to:

- (a) Ensure minutes of Committee Meetings and General Meeting are kept;
- (b) Ensure the keeping of the Register of Members;
- (c) Ensure the Society's records, documents, and books are safely kept;
- (d) Reply to correspondence as required by the Committee;
- (e) Maintain an Interests Register;
- (f) Where the Society employs a person to perform tasks in Rule 9.3, to oversee the performance of said tasks.

9.4 The role of the Treasurer is to:

- (a) Collect and receipt all payments made to the Society. Cash must be banked within two working days after the Treasurer receives it;
- (b) Keep a true and accurate record in the Society's account books so that the Society's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting and more often if required by either the Committee at a Committee Meeting or a majority of the Society at a General Meeting;
- (d) Forward the annual financial statements as required by law;
- (e) File returns as required by law;
- (f) Act as Contact Person for the Society;
- (g) Advise the Registrar of any changes in the Officers of the Society.

9.5 The role of all Officers and Committee Members is to:

- (a) Act in good faith and in the best interests of the Society;
- (b) Exercise their powers for proper purposes only;
- (c) Comply with the Incorporated Societies Act 2022 or such Act enacted in substitution therefor;
- (d) Exercise due care and diligence;
- (e) Not to create a substantial risk of serious loss to creditors;
- (f) Not to incur an obligation that the Officer or Committee Member doesn't reasonably believe the Society can perform.

9.6 All Officers must consent to be Officers of the Society and confirm that they are not disqualified by law from being an Officer.

SOCIETY MEMBERSHIP

10 Types of Members

10.1 A Member is an Ordinary Member, a Group Member, or a Life Member.

10.2 An Ordinary Member is a person interested in the purposes of the Society who has become a member in accordance with this constitution and has the rights and responsibilities set out in this constitution.

10.3 A Group Member is any organisation whose members have an interest in the purposes of the Society, has become a member in accordance with this Constitution and has the rights and

responsibilities set out in this Constitution. A Group Member is entitled to designate a single representative to have all the rights and privileges of an Ordinary Member and to act on its behalf.

10.4 A Life Member is a person who is acknowledged as a longstanding Ordinary Member of the Society and who becomes a Life Member in accordance with Rule 11.4. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.

10.5 The Society may, where appropriate, determine by majority vote at a General Meeting to introduce or delete other types of membership with different voting rights and membership.

11 Admission of Members

11.1 To become an Ordinary Member, a person ("the Applicant") must:

- (a) Complete an application form which will include a consent to being a member; and
- (b) Supply any other information the Committee requires; and
- (c) Make any payment to join the Society ("Joining Fee") that the Society may require.

11.2 The Committee may interview the Applicant when it considers Membership applications.

11.3 The Committee shall have complete discretion when it decides whether or not to admit the Applicant as an Ordinary Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

11.4 An Ordinary Member may become a Life Member only if:

- (a) The Committee recommends that the Society should appoint the Ordinary Member as a Life Member; and
- (b) The Society passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present at the meeting and voting.

11.5 To become a Group Member, a duly authorised representative of the applying group (the "Applicant") must:

- (a) Complete an application form; and
- (b) Confirm that the Applicant's group's purposes or objects are consistent with this constitution; and
- (c) Supply any other information the Committee requires; and
- (d) Pay any Joining Fee that the Society may require; and
- (e) Consent to becoming a member.

11.6 The Committee may interview the Applicant's representative when it considers Membership applications.

11.7 The Committee shall have complete discretion when it decides whether or not to admit the Applicant as a Member. The Committee shall advise the Applicant of its decision in writing, and that decision shall be final.

11.8 A Group Member will have only one vote although its members may apply to be Ordinary Members.

12 Obligations of Members

12.1 All Members of the Committee and of the Society shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

12.2 All Members of the Society shall pay the Subscription which has been determined by the Society pursuant to Rule 18.1. Membership of the Society shall be for the financial year of the Society as provided in Rule 20.

12.3 Members joining the Society during the year shall pay such portion of the full subscription as is considered appropriate by the Committee in relation to the joining member's term of membership for that year.

12.4 If a Corporate Member becomes insolvent or reconstituted or there is a significant change in its objects or purposes that member shall notify the Secretary forthwith in writing.

13 The Register of Members

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the last known contact details of all Members, and the dates at which they became Members.

13.2 If a Member's contact details change, that Member shall give the new details to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 The Register shall list those Members who have ceased to be Members over the last 7 years.

14 Cessation of Membership

14.1 A Member may resign by giving written notice to the Secretary.

14.2 A Member shall cease to be a Member by failing to pay his, her or its subscription pursuant to Rule 18.3.

14.3 An Ordinary or Life Member shall cease to be a Member upon their death.

14.4 Should any Group Member become insolvent or be reconstituted:

- (a) It shall not be released from any liability already in existence to the Society, but shall immediately cease to be a Member.
- (b) The Committee may waive this provision, but in so doing, the Group Member shall retain its membership upon such terms and conditions that the Committee at that time determines and the Committee shall advise the Group Member of its decision in writing.
- (c) The Group Member may appeal the Committee's decision at the next Committee Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of receipt of the Committee's decision and the provisions of Rule 14.6 (c) - (e) shall apply.

14.5 Whenever there is a significant change in the objects or purposes of a Group Member:

- (a) The Committee shall at the first opportunity determine whether or not the Group Member should continue to be a member and the Committee shall advise the Group Member of its decision in writing.
- (b) The Corporate Member may appeal the Committee's decision to the Society at the next General Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of receipt of the Committee's decision and the provisions of Rule 14.6 (c) - (e) shall apply.

14.6 A Member may have his or her or its Membership terminated if, for any reason whatsoever, the Committee is of the view that a Member is breaching any of the Rules or acting in a manner inconsistent with the purposes of the Society, and the Committee may give written notice of this to the Member ("the Committee's Notice").

(a) The Committee's Notice must:

- i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
- ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
- iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

15 Re-admission of former Members

15.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

16 Communication to Members

16.1 Communications to Members may be by any appropriate means including electronic means.

16.2 Communication "in writing" shall include electronic communication.

MONEY AND OTHER ASSETS OF THE SOCIETY

17 Use of Money and Other Assets

17.1 The Society may only use money and other assets if:

- (a) It is for a purpose of the Society; and
- (b) It is not for the financial gain of any Member or Members;
- (c) That the use has been approved by either the Committee or by majority vote of the Society;
- or
- (d) It is consistent with any approved delegated financial authority.

18 Joining Fees, Subscriptions and Levies

18.1 The Society shall decide by majority vote at a General Meeting:

- (a) What a Member (not including a Life Member) must pay to join the Society ("Joining Fee"); and
- (b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

18.2 The Committee may by majority vote impose a levy or levies on Ordinary Members up to a maximum total of \$20.00 and Group Members up to a maximum total of \$100.00 in any one financial year.

18.3 If any member does not pay a Subscription or levy by the date set by the Committee or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven-day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

19 Financial Year

19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

19.2 The balance date of the society shall be 31 March.

20 Payments

20.1 Any payments made by the Society must be by electronic transfer or credit card.

20.2 All payments must be authorised by the Committee at a Committee Meeting or by an email resolution which is minuted at the next Committee Meeting.

20.3 The Committee shall decide from time to time which Committee Members are authorised to transact payments on its behalf.

21 Appointing an Auditor

21.1 At an Annual General Meeting, the Society may by majority vote appoint a person to audit the society ("the Auditor") who shall audit the Society's accounts and shall certify that they are correct.

21.2 The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society.

21.3 If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22 General Meetings

22.1 A General Meeting is either an Annual General Meeting or a Special General Meeting. Such meetings may be held in person or by electronic means or a combination of the two.

22.2 The Annual General Meeting shall be held once every year between 1 April and 30 September. The Committee shall determine when and where the Society shall meet within those dates.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least five Members.

22.4 The Secretary shall give all Members at least five (5) days written notice of:

- (a) The business to be conducted at any Society General Meeting;
- (b) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
- (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. Such information to be no more than 200 words per Nominee;
- (d) Notice of any motions and the Committee's recommendations about those motions;

- (e) If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.5 At the same time as the written notice in Rule 22.4, the Secretary shall give all Members proxy forms which, if a Member wishes to appoint a proxy, that Member shall complete and return it to the Secretary no later than 30 minutes prior to the scheduled commencement of a General Meeting in accordance with Rule 24.2.

22.6 All Members may attend and vote at General Meetings either by being present or by proxy.

22.7 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent the Deputy Chairperson shall chair the General Meeting. If the Deputy Chairperson is also absent, the Society shall elect another Committee Member to chair that meeting.

22.8 Any person chairing a General Meeting has a casting vote.

22.9 The Society shall determine any motion at a General Meeting by majority vote.

22.10 The business of an Annual General Meeting shall be:

- (a) Any minutes of the previous Meeting(s);
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years.

23 Motions at General Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular General Meeting, by giving written notice to the Secretary at least six (6) working days before that meeting. The Member may also provide information in support of the motion ("Member's Information").

23.2 The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least five Members:

- (a) it must be voted on at the General Meeting chosen by the Member; and
- (b) The Secretary must give written notice of the Member's Information to all Members at least one (1) day before the General Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the General Meeting.

23.3 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions").

24 Proxies at General Meetings

24.1 Any Member may appoint another Society Member as the Member's proxy to attend and vote on behalf of the Member at a General Meeting.

24.2 The appointment of a proxy is only valid if the Member making the appointment:

- (a) Signs the proxy form, which the Secretary has provided to Members at the time of giving notice of the General Meeting; and

- (b) Returns it to the Secretary so that the Secretary receives it no later than 30 minutes prior to the General Meeting at which the proxy vote is to be exercised.

25 Quorum at General Meetings

25.1 At any General Meeting, the quorum shall be seven Members which shall include proxy appointments.

25.2 For the purposes of determining a quorum, a person who is attending the meeting as a proxy or a representative of a Group Member shall only be counted once and if more than one person attends on behalf of a Group Member, only one of those persons shall be counted as representing the Group Member.

25.3 In the absence of a quorum, the meeting may proceed with its business at the discretion of the Chairperson or any person who is chairing the General Meeting. but all resolutions passed must be confirmed at the next General Meeting.

26 Committee Meetings

26.1 No Committee Meeting may be held unless three or more of the Committee Members attend, which shall constitute the quorum.

26.2 The Chairperson shall chair Committee Meetings, but may delegate the chairing of a Committee Meeting to another Committee member.

26.3 If the Chairperson is absent and has not delegated the chairing of the meeting to any other Committee Member, the Deputy Chairperson shall chair the Committee Meeting. If the Deputy Chairperson is also absent, the Committee shall elect a Committee Member to chair that meeting.

26.4 Decisions of the Committee shall be by majority vote.

26.5 The Chairperson or person acting as Chairperson has a casting vote.

26.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

26.7 Minutes should be kept of all Committee Meetings by the Secretary or other person appointed by the person chairing the meeting.

26.8 Subject to these Rules, the Committee may regulate its own practices.

CONTRACTING ON BEHALF OF THE SOCIETY

27 Contracting on behalf of the Society

27.1 Contracts and enforceable obligations of the Society shall be in writing and signed under the name of the Society by:

- (a) Two or more officers of the Society; or
- (b) One officer whose signature must be witnessed.

ALTERING THE CONSTITUTION

28 Altering the Constitution

28.1 The Society may alter or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting, provided that no addition to

or alteration or rescission of these Rules shall be approved if this would affect the charitable status of the Society or the financial gain rules.

28.2 Any proposed motion to amend or replace these Rules shall be signed by at least five (5) Members and given in writing to the Secretary at least ten (10) days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

28.3 At least five (5) days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

28.4 When a Rule change is approved by a General Meeting the Committee shall cause to be filed with the appropriate authorities advice of the Rule changes in the required form.

WINDING UP

29 Winding up

29.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society may be disposed of:
 - i) By resolution; or
 - ii) In accordance with the provisions of relevant legislation; provided that:
 - iii) The surplus Money and Other Assets shall be distributed to a charitable organisation or body having purposes or objects which are the same or similar to those of the Society, or for some other charitable purpose, within New Zealand.

DEFINITIONS

30 Definitions

30.1 In this Constitution:

- (a) "Committee" means the Management Committee of the Society.
- (b) "Committee Meeting" means a meeting of the Management Committee.
- (c) "Committee Member" means any Member who is on the Management Committee.
- (d) "Electronic meeting" is a meeting which consists of online discussion and voting on motions proposed by the Committee and/or by a Member or Members pursuant to Rule 22.
- (e) "General Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (f) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting including proxies, who are entitled to vote and are voting at that Meeting upon a resolution put to that Meeting.
- (g) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (h) "Payment" means any transfer of legal tender by electronic transfer.
- (i) "Present at meeting" means that those taking part in a General Meeting or a Committee Meeting are physically present or via an electronic means.
- (j) "Constitution" means this Constitution, individual clauses within this being the Rules of the Society.

- (k) "Use of Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.
- (m) "Registrar" means the Registrar of Incorporated Societies.
- (n) "Act" means the Incorporated Societies Act 2022.
- (o) "Interests Register" means a record of the interests of Committee Members that conflict or could be seen to conflict their duties or responsibilities as Committee Members of the Society.