

New Zealand Faith Community Nurses Association Incorporated

Constitution

Name

1. The name of the Society is “New Zealand Faith Community Nurses Association Incorporated.”

Interpretation

2. In this constitution unless the contrary intention appears
 - 2.1 a “*faith community*” is a group of Christian people who have a common spiritual faith, which links them together for aims and objectives that reflect the values of the shared Christian faith;
 - 2.2 A “*faith community nurse*” is a registered nurse who seeks to care for the body, mind and spirit, nurturing the growth towards wholeness in and through Jesus Christ;
 - 2.3 a “*denomination*” is a recognised Christian group in New Zealand;
 - 2.4 a “*local denomination or local faith community*” is a particular parish or church fellowship in a specific town/city.
 - 2.5 a “*registered nurse*” is a person registered as a nurse in New Zealand with a bachelor’s degree or equivalent qualification, and holds a current practising certificate;
 - 2.6 a “*group member*” means an affiliate or organisation which has applied for membership to the Association, has paid membership fees and which has been accepted as a member and which thereafter maintains membership;
 - 2.7 an “*individual full member or associate member*” means a person who has applied for membership to the Association, has paid membership fees and which has been accepted as a member and which thereafter maintains membership;
 - 2.8 “*the Board*” means the Board of Management of the Association;

The Board comprises of;

- a. A Chairperson
 - b. A deputy Chairperson
 - c. A secretary (who may also be the Treasurer).
 - d. A treasurer
 - e. A minimum of 6 and maximum of 8 board members
- 2.9 any reference to a member shall include individual and group members;
 - 2.10 any reference to a resolution shall mean a resolution passed by a majority of those members present and entitled to vote, unless another majority is expressly provided for;

- 2.11 words importing the singular number shall include the plural and words importing one gender shall include other genders and words importing persons shall include affiliate groups or organisations.

Purpose

3. The purpose of the Association shall be to provide:
- 3.1 support, encouragement and promotion of health care in the community particularly through the agency of registered nurses working in conjunction with faith communities.
 - 3.2 members with support, information, education, resources, professional standards and networking opportunities about health ministry;
 - 3.3 faith communities with consultancy, resources and education to enable them to commence, nurture and sustain viable health ministries;
 - 3.4 communities with a quality health ministry which meets the physical, mental and spiritual needs of individuals and families, facilitating growth toward wholeness;
 - 3.5 promotion and publicity of the faith community nursing role;
 - 3.6 a professional network working on behalf of faith community nurses to liaise with and inform other health professions, businesses, government, media, churches and the community.

Membership

- 4.1 There shall be five categories of membership of the Association being:
- a) individual full membership
 - b) individual associate membership
 - c) group (affiliate) membership
 - d) life membership
 - e) senior membership

The provisions of sub clauses 4.3 to 4.9 inclusive of this Constitution do not apply to life members or senior members.

- 4.2 To be eligible for membership:
- a) individuals must have an affiliation with a Christian faith community and profess a personal Christian faith.
 - b) Individual full members must be registered nurses with a bachelor degree in nursing or equivalent qualification, with a current annual practicing certificate.
 - c) Associate membership is for Christians with an interest in Faith Community Nursing. They will have access to the introductory training module but have no voting rights. This is suitable for clergy, nursing students, those working with the FCN in a volunteer capacity and other interested individuals.

- d) groups must be affiliated with the Association pursuant to a formal affiliation agreement approved by the Board.
 - e) Life members shall be individuals qualified for membership as individual members of the Association. They must be nominated by two existing Board members in writing and be approved by the Board. Their nomination must be in recognition of distinguished service, or assistance to the Association. Life members need not pay any Membership Fee, but enjoy all the rights and privileges of full membership. It is not essential that life members maintain an annual practising certificate.
 - f) Senior members shall be individuals who previously or currently qualified for membership as individual members of the Association and have moved into retirement from paid work. They should apply to the Chairperson of the Board to become Senior members, with a supporting letter from a Regional Coordinator or current Board member. Membership will be decided at a Board meeting and a letter sent. Senior members may attend local and national meetings and conferences; may speak at the AGM on the invitation of the Chair, but not propose or sponsor Constitutional amendments; and may not vote at the AGM. Senior members are exempt from membership fees.
- 4.3 Any application for membership shall be made in writing signed by the applicant and shall be in such form as prescribed from time to time. Upon acceptance of an application by the Board and upon payment of the prescribed membership fee, the applicant shall become a member of the Association. The Board will state the category of membership as in clause 4.1.
- 4.4 The Board may make rules from time to time as to the procedure to be followed in applying for membership, including the information to be supplied in the member's application.
- 4.5 Where the rules require any member's initial application to be accompanied by payment on account of prescribed membership fee, such fee shall be held in trust by the Association until the application has been determined by the Board. If the application is accepted, the payment shall then be applied as a membership fee, but where the application is not accepted for any reason, then payment shall be returned as soon as practicable to the unsuccessful applicant.
- 4.6 Annual membership fees for individual and group members shall be determined from time to time by the members at the Annual General Meetings, having regard to any recommendations by the Board.
- 4.7 Annual membership fees shall be due within 2 months after the AGM.
- 4.8 For the purposes associated with this constitution, a natural person as its nominee must represent a group member. Written notification of the nominee's appointment (whether original or a substitute from time to time) must be lodged with the Secretary prior to the commencement of any meeting which the group member is entitled to attend and therefore exercise the right to speak, or vote upon, any motion. Only one person may be nominated by a group. If that person is not available for a particular meeting, then they can appoint for themselves a proxy.

- 4.9 The Board shall have the right to refuse membership to any prospective group or individual member if the purposes of the group or individual are contrary to those of the Association or for any other reason that the Board thinks fit, provided that the Board gives the prospective member an opportunity to be heard at a meeting of the Board or to make a written submission to the Board prior to the final decision being made. The group or individual so refused shall be given the right to appeal against the refusal, within two weeks which appeal shall be determined at the next general meeting of the Association. The secretary shall ensure that the notice of such meeting is given to the group or individual concerned at the same time as notice is given to the members.
- 4.10 The Board shall have the power to terminate membership of any group or individual, even where the annual fees are paid, where it is demonstrated that the purposes of the group or individual are contrary to the purpose of the Association or the conduct of the member is deemed by the Board to be detrimental to the interests of the Association.
- 4.11 The right of the Board to terminate membership of either group or individual members shall be subject to the Board giving the member the details of the basis on which it seeks to terminate membership at least one month before the Board meeting at which meeting the matter will be decided and the member given an opportunity to be heard at the meeting or to make a written submission to the Board prior to that meeting. The group or individual shall be given the right to appeal within two weeks of receipt of notification of a decision to terminate membership which appeal shall be determined at the next general meeting.
- 4.12 A termination of membership of the Association shall take effect on:
- a) resignation in writing addressed to the Chairperson delivered to the Association or sent by prepaid post to its postal address;
 - b) non-renewal of membership through non-payment of annual subscriptions by any group or individual member within three months of the date of the expiry of the time specified for payment but the Board may reinstate membership upon payment of the late subscription upon such terms and conditions it thinks fit;
 - c) termination by the Board in accordance with clause 4.9 provided that in any case where the member appeals against the decision, membership shall cease upon ratification of the decision by the general meeting.

Board of Management

- 5.1 The affairs of the Association shall be managed and controlled exclusively by the Board which in addition to any powers and authorities conferred by the Constitution may exercise all such powers and do all such things as are within the purposes of this Constitution and are not by the Act or by this Constitution required to be done by the Association in general meeting.
- 5.2 The Board shall consist of a minimum of six and a maximum of 8 individual members of the Association of whom all shall be elected at Annual General Meetings.
- 5.2.a. If there are not enough nominations to fill the minimum requirement of Board members at the Annual General Meeting the Association can elect for the Board to go into Caretaker Mode.

The minimum number of Board Members will be reduced to three with a quorum of two. All clauses related to Board quorum, Board serving durations, denominational membership and Board voting requirements can be suspended during the period of caretaker operation. The Board will have powers to associate with like-minded organisations to provide member services and conferences. The Board will ensure that the roles of secretary, treasurer and chair are maintained on a joint basis if they deem this.

- 5.3 Nominees to the Board shall have to be members of the Association for a minimum of one year.
- 5.4 No more than two of the Board members can be from the same denomination or local faith community at the same time unless there is a clearly defined mandate which each Board member from the local denomination or local faith community represents.
- 5.5 Half of the Board members shall be registered nurses with a current annual practising certificate.
- 5.6 All elected members of the Board shall hold office for a period of three years and be eligible for re-election once. There must be a one year break after two terms of service before standing for election again. This does not apply if the board member is receiving financial remuneration from the Association.
- 5.7 Notice of persons nominated to stand for election to the Board shall be given to all members of the Association with a notice calling the Annual General Meeting at which the election is to take place. Nominations may also be accepted at the Annual General Meeting.
- 5.8 If only the required numbers of persons are nominated to fill existing vacancies the Chairperson shall declare such persons duly elected as Board members.
- 5.9 In the event of a vacancy occurring on the Board, the Board must nominate and appoint an additional member of the Association as a member of the Board to fill the casual vacancy and such person shall hold office until the next Annual General Meeting of the Association.
- 5.10 The positions of Chairperson, Treasurer and Secretary are to be held by elected members of the Board and shall be determined annually at the Annual General Meeting, or if one of the positions is vacated, the position is determined by the members of the Board at the first meeting of the Board following the vacancy occurring and the position must be held by an elected member of the Board, not an appointed member of the Board.
- 5.11 When necessary the Board can co-opt as they see fit additional Board members with the identified skills required. At the time of co-option the Board shall determine whether the co-opted person shall have voting rights for the term of the co-option.

Expulsion from the Board

- 6.1 The Board shall have the power to expel a member of the Board from office if it is demonstrated that the objectives and purposes of the member are contrary to those of the Association or the conduct of the member of the Board is detrimental to the interests of the Association.

- 6.2 The right of the Board to expel a member of the Board from office shall be subject to the Board giving the member the details of the basis upon which it seeks to remove the member from the Board at least one month before the Board meeting at which the matter will be decided and giving to the member an opportunity to be heard at the meeting or to make a written submission to the Board prior to that meeting. The member shall be given the right to appeal within two weeks of receipt of notification of a decision against any expulsion which appeal shall be determined at the next general meeting.

Duties of the Board

- 7.1 A minute record shall be kept and proper entries of all business transacted at every meeting of the Board and or a committee and the same shall if purporting to be signed by the Chairperson of the meeting or, of the next succeeding meeting of the same body be received as prima facie evidence of the matters stated therein.
- 7.2 Subject to the provisions of the Constitution the Board shall have the power to determine the procedure at their meetings and the mode of convening the same.
- 7.3 The Board may make, alter, suspend, and repeal such rules, standing orders, and regulations as they may think fit for regulating generally the affairs of the Association provided always that no such rule, standing order, or regulation should be contrary to the provision of the Constitution.
- 7.4 The Board may appoint a committee or committees for the purpose of dealing with any subject and may delegate to it such powers subject to such conditions as it thinks fit.
- 7.5 The Board shall identify and pursue sources of financial support for the work of the Association.

Meetings of the Board

- 8.1 The Chairperson shall be responsible for calling meetings of the Board at least every six months and must be in writing to Board members of time and date, two months in advance of meeting.
- 8.2 All matters arising for the agenda must be in writing to the secretary within three weeks of the meeting. Members must be notified, in advance of the meeting, of the agenda matters and any special resolution to be put to the meeting.
- 8.3 The Chairperson following a request of a least two members of the Board shall call meetings.
- 8.4 Decisions of the Board shall be by majority of the members present. Each Board member has one vote. Where there is tied vote the Chairperson shall have a casting vote to decide the issue.
- 8.5 A minimum of half the board members shall constitute a quorum. If no quorum, meeting will be postponed until further notice or an email ballot may be used for matters arising if the Board considers necessary. There shall be five working days between notification of email vote and the exercising of that voting right.

- 8.6 When the Board numbers are uneven the quorum will be set by the first Board meeting according to Rule 8.5.
- 8.7 Board meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Board members participating can at all times during the meeting hear and communicate with all of the other participating Board members.

General Meetings

- 9.1 Following the first full financial year after Incorporation, the Annual General Meeting of the members of the Association shall be held each year at the annual members' meeting of the association. A report of the work done during the preceding year shall be presented by the Board and a full reviewed account of the receipts and expenditure of the Association for the past year together with a report of the financial activities, shall be presented to the meeting.
- 9.2 Special General Meetings of the members may be convened:
- a) whenever the Board considers it necessary
 - b) on written requisition of not less than four members, specifying the object of the meeting and at any Special General meeting convened on such requisition, no business shall be transacted other than that specified on the requisition.
- 9.3 Voting
- a) At all general meetings of the members a resolution put to the vote of the meeting shall be decided by a show of hands, unless the Chairperson of the meeting shall direct that the matter be decided on a poll which shall be taken in such manner as the Chairperson directs.
 - b) Both on a show of hands and on a poll, each member, who is eligible to vote, shall be entitled to one vote.
 - c) Each eligible member is entitled to exercise their vote personally, or by the properly appointed proxy of the member, or by the representative of the member in the case of a group member.
 - d) A member whose annual fee has expired has no voting rights.
 - e) The chairperson declaration that the necessary majority carries a resolution is conclusive evidence of that fact as all decisions of members' meetings will be made by a majority of the votes of those members present and entitled to vote unless these rules provide otherwise.
 - f) The chairperson of each meeting will be entitled to a second or casting vote. Each other member present has 1 vote, i.e. an individual member has one vote and a group membership has one vote.
 - g) The board may seek any resolution of members with voting rights by postal ballot and apply all rules to quorums and voting and fully inform members of relevant

issues related to postal ballots. The board may otherwise decide how to conduct a postal ballot; probably via email.

- 9.4 A minute record shall be kept and proper entries made of all the business transacted at every general meeting of the members. For this purpose, a minute secretary is to be appointed by the general meeting.
- 9.5 The Board's Chairperson or deputy chairperson shall be the chairperson of the general meetings. If both are unavailable then a board member will be elected as chairperson for that meeting.
- 9.6 Ten members, with voting rights present in person at a general meeting shall constitute a quorum or at least 20% of the total number of members whichever is the greater. If a quorum is not present then all issues arising from agenda shall be voted on via postal ballot or via email.
- 9.7 A member may appoint by notice in writing received by the Chairperson not less than twenty-four hours prior to a general meeting, a proxy to attend and vote on behalf of that member.
- 9.8 Notification of the Annual General Meeting shall be given two months in advance. Matters arising for the agenda must be given in writing in the form of a motion to the secretary three weeks prior to meeting and members must be notified of agenda not less than seven days in advance of the meeting.

Treasurer

- 10 The treasurer shall cause to be kept a complete account of the income and expenditure of the Association and shall also ensure that:
 - 10.1 a proper record is kept of all receipts, expenditures and other financial transactions and these records shall be available for inspection by any member of the Board from time to time;
 - 10.2 that all monies owing by the Association are duly paid, with payments being by direct credit to a New Zealand bank account by two authorised signatories of whom there shall be no more than three appointed by the Board;
 - 10.3 major expenditures, which shall be defined by the Board from time to time, shall be authorised by the Board;
 - 10.4 all monies received are deposited as soon as practicable into the account authorised by the Association and that receipts shall be given for all money received by the Association;
 - 10.5 all receipts and other documents shall be carefully filed and preserved for independent financial reviewing;
 - 10.6 the Annual General Meeting is provided with a financial report of the financial activities of the Association for the previous financial year together with an independently reviewed balance sheet and accounts of income and expenditure of the Association for the previous financial year.

Secretary

- 11 The secretary shall perform duties as prescribed by the Board from time to time and may carry the dual role of treasurer/secretary.

Financial Records

- 12 There shall be an independent person (other than the treasurer) appointed by the Annual General Meeting to provide a reviewed balance sheet and accounts of income and expenditure of the Association for the previous financial year. The independent person shall:
 - 12.1 evaluate the financial records and books of the Association for the period prior to the Annual General Meeting each year and if correct he/she shall attest accordingly;
 - 12.2 have the power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association;
 - 12.3 report to the Board if and when required.

Common Seal

- 13.1 The Board shall provide for the safe custody of the Common Seal of the Association, which shall not be affixed to any instrument except in the presence of one member of the Board and the Secretary and in pursuance of a resolution of the Board with the Common Seal signatories.
- 13.2 A seal book shall be kept in which the Secretary shall enter the date of each occasion on which the Common Seal of the Association is affixed and the nature of the instrument.

Alteration to the Constitution

- 14.1 Alterations to the Constitution may be made at the Annual General Meeting or at a Special General Meeting of the members subject to point 9.6 by a majority of not less than three-quarters of the votes of the members with voting rights present either personally or by correctly completed and submitted proxy at the meeting providing that such rule changes have been listed on the Agenda and the proposed amendments circulated to all members not less than 21 days prior to the meeting. Such alteration, amendment or addition made to the Constitution shall when made, become effectual.
- 14.2 No addition to or alteration of the charitable objects, the personal benefit clause or the winding up clause shall be approved without Inland Revenue's consideration.

Non Profit

- 15 The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association. No individual member or associated person shall receive any form of private income, benefit or advantage from the operations of the Association.

Dissolution of the Association

- 16 If a decision is made to wind up or dissolve the organisation and any property remains after the settlement of the organisation's debts and liabilities, that property must be given or transferred to:
 - 16.1 another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005 AND which has rules prohibiting the distribution of assets and income to members; or
 - 16.2 (if no organisations similar to the Association can be located) to a faith community or to faith communities which are nurturing and sustaining viable health ministries and which have rules prohibiting the distribution of assets and income to members.

By laws

- 17 The Board may make and prescribe such rules and conditions and by-laws governing:
 - 17.1 the affairs of the constitution,
 - 17.2 the establishment and regulation of branches,
 - 17.3 the fees and other financial obligations of members,
 - 17.4 the standards of practice and standards of curriculum development recommended for faith community nurses,
 - 17.5 all administration matters concerning the Association and its branches,
 - 17.6 the use and sharing of resources, facilities and technical support and information; and
 - 17.7 such other matters as the Board thinks fit.

Registered Office

- 18 The Society's address will be its registered office, and may be changed by the Board from time to time. Notice of change of address must be given to the Registrar of Incorporated Societies and to its members by written notice.