

RULES OF THE END-OF-LIFE CHOICE SOCIETY OF NEW ZEALAND INC *(Incorporating all amendments to 26 June 2021)*

1. NAME

THE name of the Society shall be

“End-of-Life Choice Society of New Zealand Incorporated.

2. AIMS AND OBJECTS

THE aims and objects of the Society shall be:

(i) To change the law to entitle adults with a terminal illness or an irreversible condition that makes their life unbearable, to have the right to choose how and when to die and to have medical assistance to accomplish that.

(ii) To provide information about and the opportunities for open and frank discussion on the legal rights of people to obtain assistance in ending their lives, and the legal alternatives that are available to such an action, when they suffer from, or may in the future suffer from, an incurable disease or condition which they find unbearable.

(iii) To provide all the assistance, sympathy and support that may legally be given in any aspects of assisted dying to persons faced with the prospect of suffering from an incurable disease or condition which makes, or may in the future make, their lives unbearable and to give the same assistance, sympathy and support to their relatives, friends and helpers.

(iv) To provide venues and opportunities for debate and discussion on all aspects of the legal rights of people to obtain assistance to end their lives, and the alternatives to that, when a person is faced with an incurable and unbearable disease or condition.

3. POWERS

The Society shall have the following powers to:

(i) PUBLISH literature, papers, circulars or magazines, promote lectures, hold exhibitions and generally advertise and make known the objects, aims and work of the Society.

(ii) PURCHASE, hire, accept as a gift or lease or otherwise acquire any real or personal property.

(iii) SELL, exchange, or otherwise deal with all and any of the real or personal property of the Society.

(iv) DO all or any of the matters hereby authorised alone or in conjunction with other interested parties

(v) BECOME a member of any other society, association or corporate body having the same or similar objects in view.

(vi) DO all such other things and acts as may be thought incidental or conducive to the attainment of any of the above objects.

4. ADMISSION OF MEMBERS

- (i) Any person or body corporate may apply to become a member of the Society.
- (ii) An applicant will become a member upon the Society accepting their application and receiving the applicable subscription fee.
- (iii) The Society may refuse membership to any person without giving a reason.

5. MEMBERSHIP

Members shall be Ordinary members, Life members or Honorary Life members.

Ordinary members: Members who have been accepted and who pay the annual subscription as set at an Annual General Meeting each year.

Life Members: Any member who was accepted as a Life Member prior to 26 June 2021.

Honorary Life Members: At a General Meeting of the Society, any person who, in the opinion of the members, has rendered valuable services to the Society may be elected an Honorary Life Member. Members aged 90 or over are automatically Honorary Life Members.

Couple Ordinary member means an Ordinary member who regularly associates with or lives with another Ordinary member and who together have been classified by the Society as Couple Ordinary members.

Couple Life member means a Life member who was accepted as a Couple Life Member prior to 26 June 2021.

6. SUBSCRIPTIONS

The annual subscription for ordinary membership shall be fixed each year by the members at the Annual General Meeting.

7. FINANCIAL YEAR

The financial year shall commence on the first day of April. Any member who is in arrears with their subscription shall not be entitled to vote at any General Meeting of the Society.

8. TERMINATION OF MEMBERSHIP

(i) **RESIGNATIONS.** Members wishing to leave the Society are asked to send a written resignation to the National Membership Secretary. Resignation shall take effect from receipt of the resignation, whereupon the member resigning shall cease to be a member and shall forfeit all rights and interest in the property of the Society.

(ii) **BY NON-PAYMENT OF SUBSCRIPTION.** Any member who is more than twelve months in arrears may, at the direction of the national committee, be removed from membership of the Society.

(iii) REMOVAL OF MEMBERSHIP. Members who by their actions bring the Society into disrepute, may have their membership terminated. The member will have the right to be heard verbally or in writing by the National Committee. Action on this will be taken by the National Committee after due consideration.

9. MEMBERS HAVE NO RIGHT TO THE PROPERTY OF THE SOCIETY

EXCEPT when otherwise expressly provided by these Rules, membership of the Society shall not be deemed to confer upon the members any right, title or interest either legal or equitable in the property of the Society.

10. ALTERATION OF RULES

(i) These rules may be altered, added to or rescinded by a resolution passed by a two-thirds majority of those voting in a postal vote held according to the rules for such a ballot. (Clause 18 and Appendix A). The number of those voting must be not less than 15% of the membership entitled to vote at an Annual General Meeting.

(ii) Notice of every such alteration approved by the Annual General Meeting of the Society shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.

11. ANNUAL GENERAL MEETING

(i) The Annual General Meeting shall be held in June each year at a date, time and place fixed by the National Committee, and sequentially rotated between geographical regions who are able and willing to host such meetings, or conducted via video conference, for the following purposes:

To receive a report, balance sheet and statement of accounts for the preceding financial year.

To confirm the election of officers and members of the National Committee for the ensuing year.

To appoint an independent Chartered Accountant to conduct a Review of the Society's accounts for the ensuing financial year in accordance with the Review Engagement Standards issued by the New Zealand Institute of Chartered Accountants.

To decide on any resolution which may be duly submitted to the meeting.

To set the members' subscriptions for the ensuing year.

(ii) Not less than three weeks before the Annual General Meeting, a notice thereof shall be sent to every member by letter addressed to their last known place of abode, or by email.

(iii) Members of the Society can bring an issue to a General Meeting by giving seven (7) days' notice of it in writing to the National Secretary.

12. GENERAL MEETING

The National Committee may at any time call a General Meeting and they shall do so forthwith upon a requisition in writing from any twelve financial members stating the purposes for which the meeting is required.

PROCEDURES OF MEETINGS. At all General Meetings the President, or in their absence, any member appointed by the President shall take the chair, and every member present shall be entitled on every motion to one (1) vote exercised in person. In the case of equality of votes, the chair of the meeting shall have a casting vote as well as a deliberative vote.

13. QUORUM

At all General Meetings, 30 members shall constitute a quorum.

14. MODE OF VOTING

(i) The mode of voting on all questions (other than elections and changes to the Rules) at all General Meetings shall be by the voices or, if the chair or any other member shall require, by a show of hands.

(ii) POSTAL VOTING

Voting for the election of Officers, members of the National Committee AND OR amendment to the Rules will be conducted by postal voting according to Appendix A: Provision for the conduct of Postal Voting.

15. OFFICERS

Any member except Corporate or Incorporated Society members may become an officer of the Society. Officers shall consist of:

- (i) A President
- (ii) A National Secretary
- (iii) National Membership Secretary
- (iv) A National Treasurer
- (v) The immediate Past President, for a period of one year from the time of vacating the office of President.
- (vi) Vice-President

16. TENURE

(i) A term of not more than eight consecutive years may be served by any member elected or appointed to the National Committee, provided that any President may not in any event hold the position of President for more than four consecutive years.

(ii) Any member standing down from the National Committee under Rule 16(i) shall not be eligible to serve on the National Committee in any capacity for a period of two years thereafter.

17. NATIONAL COMMITTEE

The Society shall be managed by a National Committee. The committee may exercise all the powers of the Society except those that these rules require to be exercised by a General Meeting, but subject always to any limits which may from time to time be imposed by the Society in a General Meeting on the exercise by the Committee of any such powers.

The Committee shall comprise the elected officers, plus ex-officio members co-opted by the Committee for their expertise in specific areas.

18. NOMINATIONS FOR ANNUAL ELECTIONS OF OFFICERS

(i) Nominations for all elections as Officers of the Society and the National Committee (as defined in Rules 15 and 17) will be called for at least six weeks prior to the proposed date of the Annual General Meeting. Nominations will be in writing, signed by the nominee and endorsed by two members of the Society. The Secretary must receive these at least 22 working days before the date on which the AGM is to be held.

(ii) If the number of nominations for the Officers and / or National Committee is equal to the number of vacancies, the President and National Secretary shall declare the nominees elected.

(iii) In the event that insufficient nominations for any vacancy are received in the postal ballot, all those nominated will be declared elected.

(iv) If after the postal voting there are still insufficient nominations for any vacancy, nominations will be called for from the floor of the AGM.

(v) Refer Appendix A for the procedure for holding postal ballots.

19. MEETINGS OF THE NATIONAL COMMITTEE

(i) The National Committee shall determine its own procedure.

(ii) Notice of every such meeting shall be given by the National Secretary to each member of the National Committee at least seven days prior to the meeting. The quorum for the National Committee shall be not less than half of the members.

20. ABSENCE FROM MEETINGS BY NATIONAL COMMITTEE MEMBERS

Any member of the National Committee who is absent without leave from three (3) consecutive meetings of the National Committee shall, at the discretion of the National Committee, cease to be a member thereof. Participation in the meeting by telephone or video conferencing shall be accounted as being present.

21. CASUAL VACANCIES ON NATIONAL COMMITTEE

The National Committee shall have power to appoint any member of the Society to fill any casual vacancy on the National Committee until the next Annual General Meeting.

22. POWERS OF THE NATIONAL COMMITTEE

(i) The National Committee shall generally conduct the affairs of the Society, collect all subscriptions, keep usual and proper books of account properly posted up, and other records of the business of the Society and prepare and submit to the Annual General Meeting a report, consolidated national balance sheet and statement of accounts for the preceding year and a budget for the forthcoming year.

(ii) The National Committee may appoint sub-committees of one or more to carry out any particular duties. Such sub-committee(s) shall have the power to co-opt persons to assist in the discharge of their duties. Such persons may or may not be members of the Society.

(iii) The National Committee shall have the power to appoint staff on a paid basis.

(iv)

(a) A resolution in writing supported and signed by the majority of national committee members and accepted as being valid by the National Secretary under paragraph (d) below, will constitute a valid resolution.

(b) The approval and signatures in respect of the resolution may be on more than one piece of writing and may be given by email or other electronic means.

(c) A resolution sent by electronic means by a national committee member and on which the member has recorded his or her name will be deemed to have been signed by the member if the message is sent from an address that is recognised by the National Secretary as being an electronic address used by the national committee member.

(d) Before accepting a written resolution as being valid the National Secretary may make such enquiries as seem appropriate in order to be satisfied that the signatures or electronic messages have been signed or sent by each applicable National Committee member.

23. ASSISTANT OFFICERS

The National Committee shall have power from time to time to appoint members to assist the National Secretary and/or the National Treasurer.

24. COMMON SEAL

The National Committee shall be responsible for the safe custody and control of the Common Seal of the Society All documents executed on behalf of the Society shall be executed either under the Common Seal and witnessed by two members of the National Committee or otherwise witnessed solely by two National Committee members.

25. ATTESTATION OF DOCUMENTS

Whenever the Common Seal of the Society is required to be affixed to any deed, document, writing or other instrument, the Seal shall be affixed thereto pursuant to a resolution of the National Committee and in the presence of two(2) National Committee

members (one of whom shall be the President or the National Secretary) who shall sign the document or instrument to which the Seal is so affixed.

26. INVESTMENT OF FUNDS

THE National Committee may from time to time invest or re-invest in such New Zealand fixed-interest securities and upon such terms as it shall think fit, the whole or any part of the funds of the Society.

27. DUTIES OF OFFICERS

(i) The President shall

- a) chair or appoint the chair of all meetings of the Society in accordance with Rule 12
- b) chair meetings of the National Committee at which the President is present or, subject to the approval of the meeting, appoint any other person to chair all or part of the meeting. The appointed chairperson, if not a member of the National Committee, will have no right to vote.
- c) be the governance and operational leader of the Society
- d) be the public face of and the spokesperson for Society
- e) provide leadership and vision for the Society and the National Committee
- f) exercise an oversight in respect of (i) the Society's membership groups and networks, (ii) the Society's external relationships, (iii) the functioning of the National Committee and sub-committees, and (iv) any paid employees of the Society
- g) regularly report to the National Committee and to keep it fully informed of all matters of consequence known to the President relating to the activities of the Society or relating to the aims and objects of the Society. Provided that where information has been given to the President in confidence, the President is entitled to respect that confidence.
- h) be subject, in respect of matters falling within the authority of the National Committee, to its control and direction given by way of a resolution passed at a duly convened meeting of its members at which there is a quorum of at least half of its members. Subject to such a resolution the President may, without first obtaining the prior approval of the National Committee, exercise the powers that would normally be expected to be exercised by a person who is the operational leader of an incorporated society, and
- i) account by way of a written report to each Annual General Meeting of the Society held while he or she is in office, for the performance of the Society and the national committee's stewardship of the Society during the prior financial year.

j) produce a newsletter for issue at such dates as may be determined by the National Committee.

The President may delegate any of their functions to any person who they believe has the ability to carry them out in a competent manner subject to the President retaining responsibility for the matter delegated.

(ii) The duties of the Vice-President shall be

- a) the Vice-President supports and assists the President to fulfil their responsibilities for the governance and success of the Society. This could mean chairing meetings at short notice.
- b) the Vice-President should be closely aware of the President's activities and responsibilities and at times might need to work with the President to help them understand concerns and alternative points of view within the Society.
- c) the Vice-President works with the President to strengthen the End-of-Life Choice Society in New Zealand.

(iii) The National Secretary is responsible for

- a) keeping minutes of all Annual and General Meetings of the Society and all meetings of the National Committee
- b) keeping members of the National Committee informed promptly of any matters relating to the Society
- c) providing such information as may be requested from time to time by any member
- d) assisting the President by collating and editing articles for the newsletter
- e) advising the Registrar of Incorporated Societies of any change to the Rules of the Society or any change in the location of the Registered Office of EOLC NZ
- f) completing such other secretarial duties as the National Committee may determine.

(iv) The National Membership Secretary is responsible for

- a) maintaining a complete roll of the members
- b) maintaining accuracy in details of members on the database
- c) aiding Regional Contacts in membership lists and postal lists relating to their particular needs and their requests

d) working in conjunction with National Committee members according to Policy Documents on Membership Processes.

(v) The National Treasurer is responsible for

- a) the collection of all money due to the Society and making all payments authorised by the National Committee
- b) keeping accurate books and accounts of the financial affairs of the Society including full details of receipts and expenditure
- c) operating and maintaining a current bank account in the name of the Society
- d) providing the AGM with a duly audited national consolidated income and expenditure account and balance sheet
- e) the preparation of an Annual Budget
- f) completing such other duties as the National Committee may determine from time to time.

28. BANKING ACCOUNTS

(i) All money and other payments received by the Society must be paid into a bank account approved by the National Committee for that purpose.

(ii) Authorities to withdraw money from a bank account must be signed by 2 of the 3 persons authorised to do so by the National Committee.

(iii) Money held in any bank account operated by the Society may be paid out by electronic means, provided that the payment is an authorised electronic payment.

(iv) An authorised electronic payment is one where 2 of the persons authorised to sign payments drawn against a bank account have each independently verified to the bank, by electronic means or otherwise, that the payment in question has been authorised by the Society.

29. REGISTERED OFFICE

The situation of the Registered Office of the Society may from time to time be changed by the National Committee which shall notify the Registrar accordingly.

30. COPIES OF RULES TO BE SUPPLIED TO EACH MEMBER

Copies of the Rules will be displayed on the Society's website and those members without access to the internet may apply to the National Secretary for a paper copy to be supplied free of charge.

31. DISSOLUTION

The Society may be voluntarily wound up by a resolution passed by a majority of members at a General Meeting. This resolution must be confirmed at a subsequent General Meeting held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.

32. DISTRIBUTION OF SURPLUS ASSETS

(i) On the winding-up of the Society, all surplus assets after payment of all costs, debts and liabilities shall be distributed among such organisations or associations carrying on work similar to that of this Society as the members of the Society shall determine at a Special General Meeting called for that purpose.

(ii) NO addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

33. MEMBERS NOT TO DERIVE ADVANTAGE

NO members or persons associated with members of the organisation shall derive any income, benefit or advantage from the organisation where they can influence the payment of the income, benefit or advantage. Except where that income, benefit or advantage is derived from:

(i) Professional services to the organisation rendered in the course of business, charged at no greater rate than current market rates; or

(ii) Interest on money lent at no greater rate than current market rates;

(iii) Reimbursements of actual and reasonable expenses incurred by members on the society's business and approved in principle by the National Committee beforehand.

34. NOTICE OF MEETINGS

1) The Society may give notice of a meeting to members by posting the notice to them at their last address known to the Society.

2) Where a member has agreed to receive notices of meetings electronically and has provided an electronic address to the Society for that purpose the notice may be sent to that member at that address by electronic means.

3) Where a notice of meeting is posted or sent electronically to a member it will be deemed to have been received by the member on the day after the date of posting or electronic transmission of the notice.

4) If the Society inadvertently fails to properly send a notice of meeting to any members that failure will not affect the validity of the meeting or of any resolutions passed at it.

5) If the National Committee so resolves, the Society may elect not to send a notice of meeting to members whose subscriptions are overdue by 6 months or such longer period as the National Committee in its resolution prescribes.

6) The Society on receiving a written notice of change of address, including an electronic address, shall amend its records accordingly within one month of receiving the notice.

APPENDIX A TO RULES OF THE END-OF-LIFE CHOICE SOCIETY NZ Inc

Provision for the conduct of Postal Voting

1 Voting by postal ballot for National Officers and Committee members or for Alterations to the Rules.

Only financial members can vote. The mail must be posted to the National Secretary and received no later than 4 clear days before the Annual General meeting.

Directions for elections of officers

Nominations shall be called for according to Clause 18 (i) of this constitution. After the date on which the nominations close, the Secretary will post to each member of the Society (at the members last known address) a voting paper containing in alphabetical order of surnames a list of all the duly nominated candidates for all offices and directions as to voting. A Free Post envelope addressed to the Electoral Officer will be enclosed.

The voter must vote for no greater number of candidates than there are vacancies.

The voter must strike out the name of any candidate for whom the voter does not wish to vote.

This voting paper must be enclosed in the Free Post envelope supplied. The person voting will firmly seal the envelope and clearly write his /her name and address on the reverse of the envelope. This is to ensure that the person voting is eligible to vote and also to prevent the possibility of multiple voting.

The voting paper must be received by the Secretary not later than the date specified in the ballot, which shall be a business day not less than 4 days prior to the AGM.

At a time fixed between the date for closing the ballot and the commencement of the annual general meeting, the names on the outside of the posted envelopes will be checked against the register of financial members. If the name is valid, the envelope containing the voting paper will be opened and counted by the tellers in the presence of the independent scrutineer and the votes recorded for each nominee for office. A voting paper will be disallowed in any of the following cases:

- a) If the name of the voter does not also appear printed legibly on the outside flap of the Free Post envelope.
- b) If the numbers of candidates whose names have not been struck out is greater than the number of vacancies to be filled.
- c) If the envelope containing the voting paper is delivered after the closing of the ballot.

The Secretary will appoint at least three tellers who are members of the society but not candidates for office. An independent scrutineer will also be appointed by the Secretary.

On completion of the count the scrutineer will prepare and sign a certificate showing the number of valid votes cast for each candidate. The certificate will be delivered to the Chair of the AGM who will then declare the result.

In the event that insufficient nominations for any vacancy are received in the postal ballot, all those nominated will be declared elected.

If after the postal voting there are still insufficient nominations for any vacancy, nominations will be called for from the floor.

At the conclusion of all postal voting, submission of the certificate and declaration of the result, the voting papers will be destroyed.

2 Procedure for postal ballot of PROPOSED CHANGE TO THE RULES

i) The National Secretary will post to each member of the Society (at the member's last known address) and at least three weeks prior to the General Meeting to approve these changes, a notice which sets out the proposed alterations, additions or amendments and a relevant Voting Paper. Each specific change to the rules shall be clearly defined on the voting paper, with a statement "*I approve this change*" or "*I do NOT approve this change*" and the instruction for the member to delete the statement which does NOT apply to him/her.

ii) Explanations of the reason for each rule change shall be included in the information sent to each member. A Free Post envelope addressed to the Electoral officer will be enclosed.

iii) The voting paper must be enclosed in the Free Post envelope supplied. The person voting will firmly seal the envelope and clearly write his /her name and address on the reverse of the envelope. This is to ensure that the person voting is eligible to vote and also to prevent the possibility of multiple voting.

(iv) The voting paper must be received by the Secretary not later than the date specified in the ballot, which shall be a business day not less than 4 days prior to the AGM. A voting paper will be informal in any of the following cases:

- a) If the name of the voter does not appear printed legibly on the outside flap of the envelope.
- b) If the envelope containing the voting paper is delivered after the closing of the ballot.

v) The Secretary will appoint at least three tellers who are members of the society but not candidates for office. An independent scrutineer will also be appointed by the Secretary

vi) At a time fixed between the date for closing the ballot and the commencement of the annual general meeting, the names on the outside of the posted envelopes will be checked against the register of financial members. If the name is valid, the exterior envelope will be opened and the envelope containing the voting paper opened and counted by the tellers in the presence of the independent scrutineer and the votes recorded for each Rule change.

(vii) Copies of every such alteration approved by the General Meeting of the Society shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.