



# THE CONSTITUTION of PRESBYTERIAN SUPPORT OTAGO INCORPORATED

(Incorporated under the provisions of “the Charitable Trusts Act 1957”  
Registered on 12 October 1907)

## 1. NAME

---

The name of the organisation is **Presbyterian Support Otago Incorporated** (referred to as “PRESBYTERIAN SUPPORT”).

## 2. OBJECTS

---

2.1 The objects of PRESBYTERIAN SUPPORT are, within Otago, to:

Provide quality, accessible services, targeting these to those in need, in accordance with principles of social equity and the Treaty of Waitangi and aligned to the Mission of PRESBYTERIAN SUPPORT.

2.2 This may include but not be confined to:

- (a) Developing and expanding programmes for meeting the needs of children and youth and families;
- (b) Providing counselling services to those in need;
- (c) Advocating for those in need in our community to local and central government;
- (d) Providing appropriate day, hospital and residential care and community support for the elderly;
- (e) Advancing such other social service work as may benefit the people of our region.

### 3. REGION AND OFFICE

---

- 3.1. Otago shall be all that part of the South Island covered by the Otago Regional Council (excluding Queenstown).
- 3.2. PRESBYTERIAN SUPPORT may offer services, run programmes and otherwise contract in PRESBYTERIAN SUPPORT'S name outside the region specified in clause 3.1 provided such work is done by agreement in writing with the Presbyterian Support organisation in that region.
- 3.3. The principal office shall be at Presbyterian Support Centre, 407 Moray Place, Dunedin (referred to as "the Office").

### 4. MEMBERSHIP

---

- 4.1. Membership is granted to all persons or bodies who support the Mission and objects as volunteers, donors or staff.
- 4.2. A member may at any time resign membership by notice in writing to the Office.
- 4.3. The Board may from time to time create different categories of membership.
- 4.4. A person who has rendered outstanding service to PRESBYTERIAN SUPPORT may be appointed an honorary life member of PRESBYTERIAN SUPPORT by resolution passed at an Annual General Meeting on the recommendation of the Board.

### 5. POWERS

---

- 5.1. In exercising their powers and performing their duties, Board members must act in good faith in what each member believes to be the best interests of PRESBYTERIAN SUPPORT and with due care, diligence and skill.
- 5.2. In furtherance of its Objects, the Board of PRESBYTERIAN SUPPORT is empowered to do all or any and to have oversight of the following things:
  - (a) To erect, layout, fit-out, furnish, equip, maintain, repair or demolish any premises for the furtherance of any of the objects of PRESBYTERIAN SUPPORT.
  - (b) To acquire or dispose of property whether real or personal for any of the objects of PRESBYTERIAN SUPPORT as PRESBYTERIAN SUPPORT may deem necessary.
  - (c) To receive and control all monies of PRESBYTERIAN SUPPORT, and deal with and invest all such monies in such manner as it shall in its discretion decide, but within the scope of the Trustee Act 1956 and in furtherance of the objects set out in clause two (2).
  - (d) To borrow or raise money upon mortgage of any of its real or personal property or upon debentures, bonds or other obligations or securities or by bank overdraft or by any other means whatsoever.

- (e) To transfer all or any part of the property, assets, liabilities and engagements of PRESBYTERIAN SUPPORT to any person or body for the purpose of any joint venture or working arrangement which PRESBYTERIAN SUPPORT considers is compatible with its objects.
- (f) To do all things necessary to further its objects, including, but without limiting the generality of this provision, the making of monetary grants.

5.3 Insurance - PRESBYTERIAN SUPPORT shall pay the personal liability insurance premium cover for Board members.

## 6. THE BOARD

---

The business and affairs of PRESBYTERIAN SUPPORT shall be managed by the Board.

- 6.1. The Board shall consist of no more than 12 members, and no less than 8 members, made up as follows:
  - (a) Not less than 3, and no more than 5, members drawn from the 5 Southern Presbytery geographical areas (Dunedin, Central Otago, South Otago, North Otago, and West Otago), with the power of appointment of same vested in the Board.
  - (b) Not less than 5 and no more than 8 other members, also appointed by the Board.
  - (c) Appointments under 6.1(a) and 6.2(b), will be made by the Board so as to achieve the necessary skill sets and regional representation needed to give effect to the objects of Presbyterian Support, and to maintain a consistent proportion of Southern Presbytery members to other members.
  - (d) The Chief Executive of the Board for the time being, as an ex-officio member.
- 6.2. The persons appointed under clauses 6.1(a) and 6.1(b) shall hold office for a 3 year term, and will be eligible for reappointment for a further 3 years at the sole discretion of the Board.
- 6.3. Should any Board member wish to be eligible for reappointment for a third or subsequent 3 year term, that member would have the right to discuss same with the then current Board Chairperson, with the Board Chairperson having final discretion to advise the Board that it would be appropriate for the Board to consider reappointment of that member
- 6.4. For the sake of certainty, the power of appointment of Board members set out in this clause 6, vests in the Board as constituted immediately before each Annual General Meeting of Presbyterian Support.
- 6.5.
  - (a) The Board will cause Presbyterian Support to maintain a separate fund for the purposes of remuneration of Board members (**Board Fee Pool**).
  - (b) The Board fee pool will be proposed by Presbyterian Support's Remuneration Committee, in accordance with the Board and Chief Executive Officer Remuneration Policy, and put forward for ratification each year at the Annual General Meeting.

- 6.6. At the first meeting of the Board after the Chairperson's term concludes, or earlier for specific reasons, the Board shall elect a Chairperson.
- (a) The term of the appointment shall be for 3 years with the right of re-nomination for a further three years, with a maximum of 6 years consecutively.
  - (b) Should the Chairpersonship become vacant during the term of office the Deputy Chairperson shall undertake the duties until the Board elects a successor.
- 6.7. At the first meeting of the Board after the Deputy Chairperson's term concludes, or earlier for specific reasons, the Board shall elect a Deputy Chairperson.
- (a) The term of the appointment shall be for 3 years with the right of re-nomination for a further three years, with a maximum of 6 years consecutively.
- 6.8. Any member who is absent for more than 3 consecutive properly constituted meetings of the Board shall be deemed to have vacated office, unless there are extenuating circumstances acceptable to the Board; or unless leave of absence shall have been given by the Board.
- 6.9. Any member may be required to step down from holding office as a Board member where there is failure to adequately carry out their Board duties or they are convicted of a criminal offence.
- 6.10. If any casual vacancy in the membership of the Board occurs, filling of the vacancy will be a matter of Board decision.
- 6.11. Members shall be required to complete and update on an annual basis, a register declaring any potential conflicts of interest.
- 6.12. The Board may delegate, subject to such conditions as it thinks fit, any of its powers, authorities and duties to such committees and advisory groups as it may deem necessary, who will investigate and make recommendations to the Board.
- (a) Board members will be appointed to committees of the Board according to their skills and abilities.
  - (b) The Chairperson of each committee will be appointed by the Chairperson of the Board in consultation with the specific committee.
  - (c) The meetings will be held monthly or as frequently as necessary.
  - (d) Meetings may be held entirely by electronic means should this be necessary.
- 6.13. The Board shall meet at such times it considers necessary and the quorum shall be 50% of the number of filled Board positions.
- (a) Wherever possible, except in the case of emergency, a minimum of 24 hours' notice of meeting shall be given.
  - (b) The Chief Executive's attendance is not to be considered in determining the quorum.

- 6.14. Voting in the Board shall generally be: 'yes' or 'no'. If unclear—by a show of hands; or if requested by 2 or more members—by ballot.
- (a) The Chairperson shall have a deliberative as well as a casting vote.
  - (b) Any Board member shall be able to cast their vote, if required, by electronic means.
  - (c) Ex-officio Board members do not have voting rights
- 6.15. The Board is appointed to:
- (a) Set PRESBYTERIAN SUPPORT's goals, and strategic development in accordance with PRESBYTERIAN SUPPORT's objects.
  - (b) Determine policies to guide the operation of PRESBYTERIAN SUPPORT.
  - (c) Implement policies to guide the operation of PRESBYTERIAN SUPPORT.
  - (d) Provide for evaluation of implementation of policies of PRESBYTERIAN SUPPORT.
  - (e) Ensure that the funds of PRESBYTERIAN SUPPORT are appropriately targeted to accomplish its goals and objects.
  - (f) Assist with public relations, fundraising and promotion programmes.
  - (g) Liaise with Presbyterian Church of Aotearoa New Zealand as appropriate.
  - (h) Assume the legal role of trustee and responsibility for monitoring the finances of the organisation.
  - (i) Be accountable for all the work of the agency to the community.
  - (j) Monitor the social needs in the community.
  - (k) Employ and evaluate the performance of the Chief Executive in the management of PRESBYTERIAN SUPPORT.
- 6.16. The Board shall appoint a Chief Executive who shall direct the whole of PRESBYTERIAN SUPPORT's work and act as an agent for the carrying out thereof.
- (a) Within Board policy and budget, the Chief Executive shall appoint such staff as may be required and shall define the duties of such staff, set terms and conditions of employment, remunerate, suspend or dismiss such staff.
- 6.17. No person employed by PRESBYTERIAN SUPPORT, with the exception of the Chief Executive in their ex-officio capacity, shall be appointed or elected as a Board member, neither shall anyone in the employment of or holding a position on the governing body of an organisation which PRESBYTERIAN SUPPORT considers is in competition with PRESBYTERIAN SUPPORT be eligible for election or appointment to the Board.

## 7. MEETINGS

---

- 7.1. An Annual General Meeting of PRESBYTERIAN SUPPORT shall be held not later than the 31st day of October on a date and time to be fixed by the Board. The Annual General Meeting shall be held for the following purposes:
- (a) To receive from the Board a report, balance sheet and statement of accounts for the preceding year.
  - (b) To receive a report on PRESBYTERIAN SUPPORT's general activities.

- 7.2. A Special general meeting of members shall be called by the Board on receipt of a written application for such from not less than 20 current members and shall be called within 21 days from such receipt.
- 7.3. 20 current members shall constitute a quorum at any general meeting.

## 8. COMMON SEAL

---

The Common Seal shall be kept by the Chief Executive and shall not be affixed to any deed or document except pursuant to resolution of the Board and in the presence of 3 Board members, who shall affix their signatures to every instrument to which the Seal is affixed.

## 9. ALTERATIONS TO THE CONSTITUTION

---

- 9.1. The Constitution shall be reviewed at least every two years or at the discretion of the Board. Alterations to the Constitution shall be made only at an Annual or Special General Meeting on a resolution passed by the majority of members present, provided always that the notice of intention to propose such resolution shall be given 1 month prior to the Annual or Special General Meeting and that the subject matter of the resolution shall be set out on the notice calling the meeting at which it is to be considered.
- 9.2. Any alterations, additions or deletions to the Constitution shall not detract from the exclusively charitable nature of PRESBYTERIAN SUPPORT.

## 10. WINDING UP AND DISSOLUTION

---

In the event that PRESBYTERIAN SUPPORT shall be wound up or dissolved for any reason whatsoever including the modes of winding up and dissolution provided by 'The Charitable Trusts Act 1957' all surplus assets of PRESBYTERIAN SUPPORT after payment of all costs, debts, liabilities and other lawful payments whatsoever shall be held for the Otago Foundation Trust Board as constituted under the Otago Foundation Trust Board Act 1992 to be used for social services work in Otago.