

# ADHD Association Incorporated

There are two proposed changes to the ADHD Association Incorporated Board Charter and Rules (10 September 2019).

- 1) Change the name of the “A.D.H.D. Association Incorporated” to “ADHD New Zealand Incorporated” and refer to the trading name of “ADHD NZ” in the rules document.**

## *Rationale*

- *It is important that we represent the ADHD Community in New Zealand. With this in mind we have stepped into the “Brand” name in 2017 with a new logo, underpinned by our website. In 2023 we Trademarked ADHD New Zealand, changing our name formerly is the next logical step.*

- 2) Remove the requirement for an Auditor (as marked up within the rules)**

## *Rationale*

- *As a tier three / four charity, we are not legally required to complete an audit. None of our funders require an audit either.*
- *An auditor was required from a Risk Management perspective when we prepared our own financial statements. Now, we have an independent Accountant prepare the statements.*
- *The cost of an auditor has increased significantly and could be an estimated c.\$5k-\$10k.*

ADHD ~~Association~~Zealand Incorporated

## **Board Charter and Rules**

CC: CC20648

Adopted by the Board on 10 September 2019

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# ADHD ~~Association~~ New Zealand Incorporated Board Charter and Rules

## 1. Purpose of the Board Charter

The Board of Trustees ("Board") of ADHD ~~Association~~ New Zealand Incorporated ("~~ADHD Assn Inc~~ ADHD NZ") has adopted this Board Charter to outline the manner in which its powers and responsibilities will be exercised and discharged by the members of the Board (collectively referred to as, the "Trustees").

The Charter ensures compliance with the principles of good governance, the New Zealand Charities Commission Registration Requirements as outlined in the Charities Act of 2005 and all applicable laws of New Zealand.

This Charter includes an overview of:

- (a) the role and responsibilities of the Board;
- (b) the requirements and duties of the Trustees;
- (c) Board size and composition;
- (d) the relationship and interaction between the Board and management;
- (e) the authority delegated by the Board to management;
- (f) Board procedures; and
- (g) transparency and accountability.

The Charter has been prepared and adopted on the basis that strong corporate governance can add to the performance of ~~ADHD Assn Inc~~ ADHD NZ and engender the confidence of the communities it serves. This Charter is to be reviewed by the Board as required and this is recommended annually.

## 2. Purpose and activities of ADHD Association Incorporated

### 2.1 Mission:

The Mission of ~~ADHD Assn Inc~~ ADHD NZ is to educate, support, and advocate for those affected by ADHD, by;

- a) Assisting people in making informed choices
- b) Being a credible national voice
- c) Being a centre of excellence for services offered
- d) Providing a repository of information accessible to all members

### 2.2 Activity:

- a) ~~ADHD Assn Inc~~ ADHD NZ will help and support all those involved with the care, upbringing and education of children and adults with ADHD.
- b) ~~ADHD Assn Inc~~ ADHD NZ will help relieve the stress and difficulties of families affected by ADHD through increasing public awareness and understanding of the nature and cause of ADHD.

- c) [ADHD Assn Inc ADHD NZ](#) will provide members with services which include information on treatments and management, a library of books and DVDs, helpline counselling, newsletters, articles, workshops and seminars.
- d) [ADHD Assn Inc ADHD NZ](#) will provide members with opportunities for contact with experienced and understanding people through local member branch support groups.
- e) [ADHD Assn Inc ADHD NZ](#) will encourage a multi model approach to the treatment and management of ADHD tailored to individual need through utilizing current information available.

### 2.3 Not-for-profit:

The Board must ensure the not-for-profit nature of [ADHD Assn Inc ADHD NZ](#) is maintained by not providing any profit, distribution or financial benefits to members or Trustees other than approved remuneration and expenses for [ADHD Assn Inc ADHD NZ](#) staff.

### 2.4 Stakeholders

[ADHD Assn Inc ADHD NZ](#)'s key stakeholders are:

- (a) [ADHD Assn Inc ADHD NZ](#)'s donors, funders, and investors;
- (b) [ADHD Assn Inc ADHD NZ](#)'s employees and volunteers; and
- (c) Third parties supporting the Activities of [ADHD Assn Inc ADHD NZ](#).

## 3. Entity type, charity and Tax Status

### 3.1 Entity type:

[ADHD Assn Inc ADHD NZ](#) is a Charitable Trust and is granted not for profit status in New Zealand.

### 3.2 Charities Registration Number

Our Charities Registration number is CC20648. [ADHD Assn Inc ADHD NZ](#) is a registered Charity in accordance with the requirements of the Charities Act of 2005. As a registered Charity all regular donations and investments receive tax exemption status.

## 4. Membership

### 4.1 Ordinary Membership

[ADHD Assn Inc ADHD NZ](#) shall be open on application to any person who is;

- a) Interested in promoting the aims of [ADHD Assn Inc ADHD NZ](#);
- b) Wishing to access support from [ADHD Assn Inc ADHD NZ](#) upon payment of the prescribed subscription;
- c) No person shall be denied access to assistance even if their subscription is unpaid.

### 4.2 Honorary Members

[ADHD Assn Inc ADHD NZ](#) Honorary Members are appointed by the Board which may invite any person to be an honorary member

#### 4.3 Applying for Membership:

To become an Ordinary Member, a person (Applicant) must complete the application form.

#### 4.4 Board's Discretion to Accept Applicant as Member:

The Board has complete discretion to decide whether or not to allow the Applicant to become a Member. The Board can also delegate this authority from time to time to the Chief Executive and/or Coordinator who will advise the Applicant of the decision, and that decision will be final.

#### 4.5 Register:

An Applicant who is accepted by the Board pursuant to Rule 4.1 will become an Ordinary Member on entry of the Member's details in the Register.

#### 4.6 Membership Fees:

- a) The subscription amount for membership shall be set by the Board.
- b) Such membership subscriptions are payable annually by Ordinary members.
- c) Exemption to Membership Fee: Any Member is entitled to apply to the Chief Executive and/or Coordinator for an exemption from payment of the Membership Fee in any year.
- d) Non-Payment of Membership Fees: Even though a member has not paid their annual membership fee the Board reserves the right to continue providing the services of ~~ADHD Assn Inc~~ ADHD NZ to such member.

#### 4.7 Termination of Membership:

- a) The Board may suspend any person from either Honorary or Ordinary membership if it is of the opinion that such person is not acting in accordance with the Mission and Aims of the ~~ADHD Assn Inc~~ ADHD NZ, or that such action taken by the member is not in our best interest.
- b) Such a decision can only take place after the member concerned has been notified that the suspension is under consideration and has been given an opportunity of being heard in defence. The decision of the Board is final.
- c) The decision of the Board to terminate a Member's membership pursuant to Rule 4.7 will be final and binding unless revoked by a Majority Vote at the next General Meeting after notice of the Board's decision was delivered to the Member.
- d) Consequences of Termination: If any Member's membership with ~~ADHD Assn Inc~~ ADHD NZ is terminated pursuant to these Rules, then from the date the Member's membership is terminated, that person will cease to have any rights as a Member of ~~ADHD Assn Inc~~ ADHD NZ.

#### 4.8 Register:

The Coordinator will maintain a national Register of Members (Register), which will contain the full name, postal and email address, telephone number of each Member, and the date at which each Member became a Member. The Register will be kept at the Registered Office. If a Member's contact details change, that Member must forward his/her new details to ~~ADHD Assn Inc~~ ADHD NZ.

## 5. Board role and responsibilities

### 5.1 Board role

The role of the Board is to govern ~~ADHD Assn Inc~~ADHD NZ in such a way that ~~ADHD Assn Inc~~ADHD NZ can pursue its purposes successfully. The Board is ultimately responsible for and has the authority to oversee all matters relating to ~~ADHD Assn Inc~~ADHD NZ. This includes ensuring good corporate governance, approving strategies and policies and providing guidance and oversight to senior management.

### 5.2 Composition

- a) Only Ordinary and Honorary Members of ~~ADHD Assn Inc~~ADHD NZ may be Trustees. To be eligible to become a Trustee, Members must, at the time of nomination to the Board and throughout the term of holding office as a Trustee, be recorded as a Member in the Register. Trustees will hold office in accordance with these Rules.
- b) The Board will comprise a minimum of six Trustees and a maximum of eight Trustees.
- c) The Board may co-opt members of ~~ADHD Assn Inc~~ADHD NZ to serve on the Board, provided the total number of Board members does not exceed nine.

### 5.3 Board key responsibilities

The responsibilities/functions of the Board are:

- (a) selecting and appointing the CEO and evaluating the CEO's performance at least annually;
- (b) determining remuneration for CEO and senior staff;
- (c) delegation of such of its authority to the CEO as the board sees fit in order to deliver the objectives and strategy of ~~ADHD Assn Inc~~ADHD NZ;
- (d) establishing a comparable framework that allows ~~ADHD Assn Inc~~ADHD NZ to attract and retain qualified staff consistent with ~~ADHD Assn Inc~~ADHD NZ objectives and ethos and ensuring success plans are in place;
- (e) contributing to and approving development of strategy, including approving measurable goals to deliver the strategy;
- (f) overseeing ~~ADHD Assn Inc~~ADHD NZ's culture and values to be consistent with the organisation's purpose and philosophy;
- (g) establishing a success planning process for the Board;
- (h) approving operating budgets and sources of funding;
- (i) reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes reviewing procedures to identify the main risks associated with ~~ADHD Assn Inc~~ADHD NZ's activities and the implementation of appropriate systems to manage these risks;
- (j) monitoring performance, impact and implementation of strategy and policy;



- (k) approving major capital expenditure and major lease commitments, and monitoring capital management;
- (l) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- (m) developing and reviewing policies, processes and procedures which seek to ensure ~~ADHD Assn Inc~~ ADHD NZ is accountable to its members and other stakeholders;
- (n) supporting ~~ADHD Assn Inc~~ ADHD NZ staff in fundraising activities;
- (o) ensuring Trustees are eligible to hold the position as outlined in Section 16(2) of the Charities Act of 2005; and
- (p) protecting the reputation and integrity of ~~ADHD Assn Inc~~ ADHD NZ by monitoring activities and communications to investors to be consistent with our purpose and promises

#### 5.4 Sub-Committee

The Board may appoint Sub Committees; however, no Sub Committee shall operate independently of the Board in relation to, Policy making, public announcements and/or financial expenditure.

## 6. Election of Trustees

### 6.1 Nominations:

A notice calling for nomination for members of the Board shall be sent to members by the Secretary not less than 14 days before the AGM. All nominations must be in writing and signed by the person seeking election as a member of the Board. Each nomination must be proposed by a Member and seconded by another Member (in each case in writing).

### 6.2 Trusteeship

- a) **Nine or Less:** If the number of nominees and existing Trustees equals nine (9) or fewer persons then those nominees, provided they are all eligible, will be declared appointed as Trustees at the relevant AGM. If the total number of Board members is still less than nine (9) further nominations of current members will be taken from the floor at the AGM
- b) **If Greater than Nine:** If the number of nominees and existing Trustees is greater than the nine (9) persons eligible to be Trustees, a ballot shall be held and Trustees will be elected by Majority Vote at the AGM in accordance with Rule, provided that the total number of Trustees elected at any one time by the Members will not exceed 9 Trustees
- c) **Voting:** Every Member entitled to vote will be entitled to vote on the election of Trustees. Members seeking election as a Trustee may vote for themselves.

### 6.3 Term and Rotation of Trustees:

Each Trustee appointed or elected at an AGM will hold office for the period of 3 years, provided that a minimum of one third of all Trustees appointed or elected at an AGM must resign at each

subsequent AGM and if eligible may offer themselves for re-election as a Trustee. The Trustees required to resign will be those Trustees who have held office as a Trustee for the longest period of time since they were last appointed or elected at an AGM.

#### 6.4 Cease Trusteeship

A Member will cease to be a Trustee when they:

- a) Resign: the Trustee resigns from office as a Trustee by giving written notice to the Chief Executive;
- b) Death: the Trustee dies or otherwise becomes medically unable to continue as a Trustee;
- c) Removed by Members: the Trustee is removed from office as a Trustee by Majority Vote at a General Meeting; or
- d) Removed by Board: the Board resolves by a two thirds majority that the Trustee will be removed from office as a Trustee due to any one or more of the following;
  - i. The Trustee is absent, without explanation for two sequential meetings of the Board or attends less than half of the meetings of the Board in any one year;
  - ii. the Trustee is declared bankrupt or convicted of a criminal offence;
  - iii. the Trustee has breached any of the Rules of the ~~ADHD Assn Inc~~ADHD NZ;
  - iv. the Trustee commits any act or conducts themselves in a manner which is prejudicial to the interests and reputation of ~~ADHD Assn Inc~~ADHD NZ or which will or may bring ~~ADHD Assn Inc~~ADHD NZ into disrepute

#### 6.5 Election of Officers

Promptly following each AGM, the Board will elect the Chairperson, Secretary and Treasurer from the Trustees in accordance with the following terms:

- a) Voting: each Trustee eligible to vote is entitled to vote for all three roles;
- b) Own Vote: an eligible Trustee standing for one of the roles is entitled to vote for himself or herself; and
- c) Chief Executive or Coordinator Counts Votes: The Chief Executive or Coordinator will count the votes and record the successful candidate for the three positions of Chairperson, Secretary and Treasurer.
- d) Term: The term of office for the roles of Chairperson, Secretary and Treasurer will run until the conclusion of the next AGM when they may stand for re-election

#### 7. Commitment of Trustees

Trustees will:

- (a) use all reasonable endeavours to attend every Board meeting either in person or by phone;
- (b) maintain a strong commitment to the purposes of ~~ADHD Assn Inc~~ADHD NZ and its not-for-profit character;

- (c) participate in any induction and Board programs and all training arranged for them;
- (d) be well informed on the activities of ~~ADHD Assn Inc~~ADHD NZ and the issues affecting its activities;
- (e) be well informed on all matters to be discussed by the Board and participate in discussions and express their views at Board meetings;
- (f) be well informed on the finances and the financial management to ensure the Board is responsible, and there are adequate resources for, on-going operations;
- (g) adhere to all policies of ~~ADHD Assn Inc~~ADHD NZ, including but not limited to, the ~~ADHD Assn Inc~~ADHD NZ Code of Conduct;
- (h) use all reasonable efforts to ensure ~~ADHD Assn Inc~~ADHD NZ's compliance with the requirements outlined by the Charities Act 2005 and the Charities Commission to remain a registered Charity in New Zealand;
- (i) treat all Board meetings and Board discussions as confidential and not share Board papers or Board discussions outside of the Board, without the Board's permission;
- (j) if appointed as a representative, or if otherwise on the Board to represent an interest or stakeholder group, ensure that decisions are made in the interests of ~~ADHD Assn Inc~~ADHD NZ as a whole and not only in the interests of the stakeholder group;
- (k) immediately declare a possible perceived or actual conflict of interest and follow the conflict of interest procedure and policy set out in Attachment 2;
- (l) immediately notify the Chair and resign as and when requested by the Board, if they are likely to be not able to fulfil the role as outlined or not fulfil the requirements of being a Trustee as outlined in the Charities Act of 2005;
- (m) immediately raise any concerns with the Chair or the Board on any matter, including any behaviours that may be inconsistent with the purposes of ~~ADHD Assn Inc~~ADHD NZ, this Charter, any duties of the Trustees or any policy;

In order to remain a Trustee of ~~ADHD Assn Inc~~ADHD NZ, Trustees must:

- (a) not be disqualified from acting as a Trustee under the Charities Act of 2005;
- (b) remain of sound mind and a person whose person or estate is not liable to be dealt with in any way under the law relating to mental health; and
- (c) not be absent for more than 6 months without permission of the Board from meetings of the Board held during that period.

## 8. Powers and Duties of the Board

### 8.1 Roles and Powers

Subject to the Rules, all applicable laws and regulations, and any relevant decision of the Members at an AGM, the Board has the following roles and powers (in addition to any other powers conferred on it by law) to do the following:

- a) Govern: Have overall governance of the affairs of the ~~ADHD Assn Inc~~ADHD NZ and take responsibility for the overall direction;
- b) Oversee: oversee the conduct of the business and affairs of ~~ADHD Assn Inc~~ADHD NZ;
- c) Articulate: articulate the Mission and Aims and purpose of the ~~ADHD Assn Inc~~ADHD NZ;
- d) Policy: set and supervise the execution of Policy, Strategic Plans and Goals
- e) Manage Financial Affairs: manage the financial affairs of ~~ADHD Assn Inc~~ADHD NZ including approving the annual budgets, keeping financial records in accordance with current requirements, and approval of financial statements for presentation to the Members at each AGM;
- f) Auditor: appoint a suitably qualified auditor to audit the financial statements of ~~ADHD Assn Inc~~ADHD NZ annually, ~~if required.~~
- g) Enforce Rules: ensure that appropriate action is taken against any breach of the Rules;
- h) Appoint Trustees: appoint Trustees in accordance with Section 9 of the Rules and appoint Members to Subcommittees for specific Board projects;
- i) Chief Executive/and or Coordinator: appoint a Chief Executive/ and or Coordinator on terms determined by the Board, who will manage and direct the day to day business and affairs of ~~ADHD Assn Inc~~ADHD NZ, including the employment of staff and Help Line Counsellors, in accordance with the directions of the Board and any delegation policy set by the Board from time to time:
- j) Branches: set up and dissolve Branches as required
- k) Set Fees: set Membership Fees, including subscriptions and Levies;
- l) Raise Money: raise money by all lawful means, including fundraising campaigns, solicitation of financial assistance from individuals, the general public, organizations of all kinds, business and commercial enterprises, local authorities, government and government agencies provided that:
  - i. all funds, income and property from whatever source will be vested in ~~ADHD Assn Inc~~ADHD NZ and all funds and property received or held by any Branch will be the property of ~~ADHD Assn Inc~~ADHD NZ;
  - ii. any income will be applied to charitable purposes consistent with, or to further, the Objects of ~~ADHD Assn Inc~~ADHD NZ;
  - iii. surplus funds may be invested from time to time by the Chief Executive and/or Coordinator in accordance with the delegated authority given by the Board;
- m) Borrow: borrow money for ~~ADHD Assn Inc~~ADHD NZ purposes with or without granting security over any property of ~~ADHD Assn Inc~~ADHD NZ;
- n) Agreements: enter into contracts, deeds and agreements in the name, or on behalf of, ~~ADHD Assn Inc~~ADHD NZ, as the Board considers appropriate to carry out the Objects of ~~ADHD Assn Inc~~ADHD NZ;
- o) Invest: invest the funds of ~~ADHD Assn Inc~~ADHD NZ as the Board thinks fit;
- p) Property: purchase, lease, hire or otherwise acquire land, buildings, premises, vehicles or other real or personal property which ~~ADHD Assn Inc~~ADHD NZ may, from time to time, deem necessary, whether on its own account or jointly with any other person, firm, company or

**Commented [JM1]:** Note change requirement for the Audit.

incorporated society and on such terms as the Board thinks fit, and to build, erect, alter or improve, or contribute towards the cost of building, erecting, altering or improving any such buildings or property; and

q) General: carry out all other acts, matters and things as the Board thinks fit in pursuing the Objects and in managing the affairs of ~~ADHD Assn Inc~~ADHD NZ.

### **8.2 Not for Personal Benefit:**

The Board may not use any real or personal property (including, without limitation any funds) of ~~ADHD Assn Inc~~ADHD NZ (or in which ~~ADHD Assn Inc~~ADHD NZ has an interest), for the personal or individual benefit of any Member.

## **9. Board Proceedings**

### **9.1 Frequency:**

The Board will meet together at least five (5) times each calendar year and otherwise as it thinks fit. The Secretary (at the direction of the Chairperson or any three Trustees at any time) will summon a meeting of the Board by any means of communication.

### **9.2 Method of Meeting:**

A meeting of the Board may be held either:

- a) by a number of the Trustees who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
- b) by means of video or telephone conference by which all Trustees participating and constituting a quorum can simultaneously hear each other throughout the meeting.

### **9.3 Regulate Meeting Practices:**

Subject to the Rules, the Board may regulate its own practices as it thinks fit and may invite any person to attend a meeting of the Board.

### **9.4 Quorum:**

The quorum necessary for the transaction of business by the Board is at least four (4) Trustees for the time being entitled to vote so long as at least one of them is the Chairperson or Secretary. No business will be transacted unless a quorum is present.

### **9.5 Chair:**

The Chairperson will chair Board Meetings, except if the Chairperson is not present, the Secretary will be the chair at that meeting.

### **9.6 Voting Rights:**

At a Board Meeting, each Trustee is entitled to one (1) vote on each question or decision of the Board arising at that meeting. Only Trustees present at a Board Meeting may vote at that Board Meeting.

### **9.7 Majority Vote:**

Except as expressly provided otherwise in the Rules, all of the decisions of the Board will be decided by majority vote of the Trustees entitled to vote and present at the meeting.

### 9.8 Adjournment:

The Chairperson may adjourn any meeting if necessary. If, within half an hour after the time appointed for a meeting of the Board a quorum is not present at the meeting, the Chairperson must adjourn that meeting to a day, time and place determined by the Chairperson.

### 9.9 Minutes:

The Chairperson will ensure that minutes are kept of all proceedings at meetings of the Board. The minutes will record the names of the Trustees present and all resolutions and proceedings of each meeting. The minutes, if signed by the Chairperson at the next Board meeting will be conclusive evidence of the matters recorded. The minutes of all meetings will be open to inspection by Members.

### 9.10 Resolution in Writing:

A resolution in writing signed by a majority of the Trustees for the time being entitled to vote will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Trustees. A facsimile or email copy of any such signed resolution will be as valid and effectual as the original signed document, with effect from completion of its transmission/receipt. A copy of such resolution will be sent to any Trustee who has not signed the resolution within 7 days.

## 10. Duties and Governance standards

Trustees will:

- a) exercise their powers and discharge their duties with the degree of care and diligence of a reasonable person in their position;
- b) act in good faith, in the best interests of ~~ADHD Assn Inc~~ADHD NZ and to further its purposes;
- c) not misuse their position including not using their position as a Trustee to gain an advantage for a Trustee or someone else or to the detriment of ~~ADHD Assn Inc~~ADHD NZ;
- d) not misuse information obtained in the performance of being a Trustee and only use this information to further ~~ADHD Assn Inc~~ADHD NZ's purposes in its interests and not for the benefit of the Trustee or someone else, nor for the detriment of ~~ADHD Assn Inc~~ADHD NZ;
- e) disclose perceived, potential and actual conflicts of interest in accordance with the policy and procedures and not vote or participate in Board discussions if requested not to;
- f) ensure ~~ADHD Assn Inc~~ADHD NZ's financial affairs are managed responsibly by considering the systems and processes in place to ensure the finances are effectively applied for the purposes of ~~ADHD Assn Inc~~ADHD NZ; and
- g) not allow ~~ADHD Assn Inc~~ADHD NZ to operate while insolvent. The Trustees must adequately understand the finances and ensure there are sufficient resources to pay debts as and when they are due, and that the CEO is required to inform the Board if there is a risk or possibility of this occurring.

In carrying out their duties, Trustees have the right to seek independent professional advice, subject to the approval of the Chair.

Trustees may rely on information, in good faith, when making decisions if:

- (a) the Trustee makes an independent assessment of the information;
- (b) the information is given by:
  - i) an employee that the Trustee believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - ii) a professional adviser or expert on matters the Trustee believes on reasonable grounds to be within the advisor's or expert's competence;
  - iii) another Trustee in relation to matters within the Trustee's authority or area of responsibility.

## 11. Compliance and Risk Management

The Board must ensure ~~ADHD-Assn-Inc~~ADHD NZ operates in compliance with all relevant laws and identifies and manages risks to minimise the occurrence and effects of the risks.

The Board must:

- (a) have overall visibility into ~~ADHD-Assn-Inc~~ADHD NZ's risk management process; ~~and~~
- ~~(b) undertake an annual audit into ADHD-Assn-IncADHD NZ's risk management systems; and~~
- (c) have a risk and compliance register and a list of internal policies.

All relevant laws must be identified to ensure compliance and are reviewed as part of the risk management process. The Board should have a communication policy to ensure effective and consistent communication to stakeholders as part of the risk management.

## 12. General Meetings.

### 12.1 Format of Meetings:

A General Meeting is either an AGM or a special general meeting.

### 12.2 Frequency of Meetings:

- a) AGM: The AGM will be held once every year no later than three months after the end of each financial year of ~~ADHD-Assn-Inc~~ADHD NZ.
- b) Special General Meetings: Special general meetings may be called at any time by the Secretary as instructed by the Board and will be called by the Board within fourteen (14) days after receipt of a written request signed by no less than five (5) Members. The request must state the purpose of the meeting requested and must be delivered to the Registered Office.

### 12.3 AGM Business:

At each AGM the following business will be conducted:

- a) Minutes: receiving any minutes of the previous General Meeting(s);
- b) Annual Report: the presentation by the Chairperson and consideration of the annual report of ~~ADHD-Assn-Inc~~ADHD NZ;

- c) Financial Statements: the presentation by the Treasurer and consideration of the annual financial statements of ~~ADHD Assn Inc~~ ADHD NZ for the preceding financial year and the Auditor's report if required;
- d) Elections: election of Board Members pursuant to the Rules;
- e) Resolutions: consideration of any resolutions proposed by the Board or the Members;
- f) Recommendations by Board: consideration of any recommendations of the Board;
- g) Matters Arising from Branches and Members: consideration of any matters arising from Branches and/or Members; and
- h) General: any other general business.

#### **12.4 Notice of General Meetings:**

General Meetings will be held at the place and time decided by the Board and at least 14 days' written notice of any General Meeting will be given to all Members advising the date and place of the meeting and the business to be conducted at the meeting. Any omission to give a notice of meeting to, or the non-receipt of a notice of meeting by, any Member entitled to receive such notice, will not invalidate the proceedings at the meeting.

#### **12.5 Quorum Required:**

No General Meeting may be held unless at least five (5) eligible Members and at least three members of the Board, of whom one must be either the Chairperson or Secretary, attend (this will constitute a quorum). Proxies will not count towards making up a quorum.

#### **12.6 Attendance and Voting:**

All Members may attend General Meetings. Each Member eligible to vote will be entitled to one vote on each matter to be decided at a General Meeting. Every matter to be decided at a General Meeting will be decided by a Majority Vote. Voting at General Meetings will be by voice or by show of hands, as determined by the Chair, unless a poll is required by the Chair or requested by a Member present at the meeting and entitled to vote.

#### **12.7 Chair:**

The Chairperson will chair all General Meetings. If the Chairperson is not present within fifteen (15) minutes of the commencement time for the meeting, then the Secretary will chair the meeting. If both the Chairperson and the Secretary are absent from the meeting, then the meeting will be adjourned.

#### **12.8 Quorum Not Present:**

If, within fifteen (15) minutes after the commencement time for a General Meeting a quorum is not present at the General Meeting, then the meeting will be adjourned.

#### **12.9 Proxy:**

Any Member eligible to vote at a General meeting has the right to appoint a proxy delegate at any General Meeting. Appointment of a proxy must be in writing, signed by the appointer, and presented to the Secretary prior to the start of the meeting.



## **13 Roles**

### **13.1 Chair**

- (a) The Board will appoint one of its members to be Chair each year or for a set term.
- (b) The role of the Chair includes:
- (i) setting the Board meeting schedules and agendas, with the CEO;
  - (ii) leading Board meetings and ensuring the minutes correctly reflect the meetings;
  - (iii) providing leadership and promoting cohesive, effective teamwork by the Board;
  - (iv) reviewing the performance of the Board in meeting its functions, duties and responsibilities;
  - (v) ensuring proper Board delegations, reporting and monitoring systems;
  - (vi) reviewing the composition and effective working of the Board;
  - (vii) guiding, supporting and mentoring the CEO; and
  - (viii) guiding the Board in maintaining an effective relationship with the CEO.
- (c) When the Chair is unable to attend a Board meeting, the chair will nominate another Trustee to assume Chair responsibilities for that meeting subject to approval of those Trustees presenting.

### **13.2 Role of the Secretary**

- (a) The Board will appoint at least one Secretary; this role can be filled by either a Trustee or a non-Trustee.
- (b) The Secretary is accountable to the Board.
- (c) The Secretary is responsible for carrying out the administrative functions of the Board, coordinating all Board business and assisting in monitoring compliance.
- (d) The role of the Secretary includes:
- Distributing and managing the meeting timetable,
  - maintaining minutes of Board meeting,
  - Following up on action items.

### **13.3 Role of the Treasurer**

The Treasurer shall;

- Keep proper books of account.
- Pay all accounts, subject to Delegated Financial Authority and approval by the Board
- Present a financial statement at each Board Meeting

- Present an ~~audited~~ Statement of Accounts and Balance Sheet for ~~ADHD Assn Inc~~ ADHD NZ to the Board for approval and to the Members at the AGM.

**Commented [JM2]:** Note change to remove requirement for audit.

## 14. Common Seal

### 14.1 Common Seal:

~~ADHD Assn Inc~~ADHD NZ will have a Common Seal which shall be kept in the custody of the Secretary.

### 14.2 Use of Common Seal:

The Common Seal may only be used with the authority of a Board resolution. The Common Seal shall be affixed to all deeds and documents being signed by the ~~ADHD Assn Inc~~ADHD NZ.

Every document to which the Common Seal is affixed must be signed by any two of the following:

- the Chairperson or the Secretary
- any other Board member

### 14.3 Seal Register:

A register listing every document to which the common seal is fixed and the date it was authorised will be maintained by the Secretary.

## 15 Alteration of the Rules

### 15.1 Alter or Replace Rules:

The Rules may be amended or replaced at any time at a General Meeting by a resolution passed by a two-thirds majority of those Members entitled to vote and present in person or by proxy provided that:

- a) Notice: written notice of at least fourteen (14) days of this meeting and the proposed changes must be given to all Members together with appropriate explanations and any recommendations of the Board; and
- b) Restrictions: no alterations or repeal of the rules shall be allowed if it affects the exclusively charitable objectives of ~~ADHD Assn Inc~~ADHD NZ.

### 15.2 Rule Changes:

When any change to, or replacement of, the Rules is approved by a General Meeting pursuant to this Rule 15, the amended Rules will not take effect until they are filed with the Registrar of Incorporated Societies.

## 16 Notices

Any notice required to be given to Members under the Rules may be given by mail, or email and will be deemed to have been given if sent to a Member by ordinary post, or email to the last known postal, or email address, of each Member.

## 17 Winding Up

Should a majority of Members of ~~ADHD Assn Inc~~ADHD NZ present at an AGM decide that the ~~ADHD Assn Inc~~ADHD NZ be dissolved, then a Special General Meeting shall be called for the purpose of debating and voting on the decision. Should the majority of this Special General Meeting confirm the decision then the ~~ADHD Assn Inc~~ADHD NZ shall be wound up.

If any property or assets remain after the winding up or dissolution of ~~ADHD Assn Inc~~ADHD NZ and the settlement of all debts and liabilities, the remaining property and assets must be given to or

transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of ~~ADHD Assn Inc~~[ADHD NZ](#).

Attachment 1

### Trustees' acknowledgment of the Board Charter

I, \_\_\_\_\_, Trustee of ADHD Association Incorporated have read the Board Charter adopted by the Board on 10 September 2019

I am aware that I am subject to the requirements and duties as a Trustee at law and those set out in the Board Charter. I will comply with these requirements and duties.

I will resign as a Trustee of ~~ADHD Assn Inc~~ ADHD NZ if I no longer meet the requirements as outlined in the Charities Act of 2005.

Signed by

sign here ►

print name

date

**in the presence of**

sign here ►

Witness

print name

date

Attachment 2

## **Conflict of Interest Policy**

### **High standards**

ADHD Association Incorporated wishes to adopt a high standard of conduct to ensure all perceived, actual and potential conflicts of interest are disclosed. This will avoid not only real conflicts of interest affecting the responsible decision making of the Board but also avoid any perception of conflicts of interest in relation to the decision making.

### **What is a conflict of interest for this policy?**

A conflict of interest exists where loyalties of Trustees are divided. If a Trustee's interests or other duties may affect his or her decision making or may be seen to possibly affect his or her decision making as a Trustee of the company or may be affected by a decision of the company, then this interest is covered in this code of conduct.

Conflicts of interest cover any real or sensible conflicts the Trustees may have with other duties owed, such as being a Trustee or trustee of another company or trust, and conflicts with a personal interest, such as the interests of an associate or relative. For example, offering the services to the company of a business the Trustee or family member is involved in.

Trustees representing a stakeholder group, e.g. users of the services of the company or trust, must ensure that they are acting in the interests of the purposes of the company and not just in the interests of the stakeholder group.

The conflicting interest may arise as a result of the Trustee's employment, consultancy or personal interests, often, but not limited to, financial investment.

A Trustee can have a potential conflict of interest if any decision they make as a Trustee may provide an improper gain or benefit to themselves or an associate.

Trustees perform their functions subject to many influences and loyalties, but this conflict of interest code of conduct applies to those types of interests and duties which have the possibility or the perception that they could influence the Trustees when making judgements relating to the company.

The issue normally arises only in relation to pecuniary interest, but it does extend to all influences, loyalties, interest or duties which may affect or be seen as likely to affect the Trustee in his or her decision making for the company.

### **What must a Trustee do?**

#### **(a) Disclosure**

Trustees must disclose to the Board, through the Secretary their employment, their connection to any stakeholder group and other Board memberships, as well as any actual potential or perceived conflict of interest.

The Secretary will keep a list of disclosures to be provided to any Trustee on request and to new Trustees for their information.

Trustees must disclose any actual, potential or perceived conflicts of interest to the Chair prior to a Board meeting where the conflict may be relevant or to the Trustees at a Board meeting prior to discussions.

Complete conflict of interest register included in board papers each meeting

Trustees must ensure any change in circumstances relevant to the disclosure of interest is advised to the Chair, Secretary or all Trustees at a Board meeting considering a matter that gives rise to or may give rise to that Trustee having an actual, potential or perceived conflict of interest.

If the Trustee wishes to keep the matter giving rise to the possible conflict confidential, he or she may just advise Trustees that he or she has a conflict with the matter under discussion and that the protocol will apply.

### **Protocol**

If there is a conflict of interest, or the Trustees or Chair have decided there is sufficient potential for a perceived or actual material conflict to arise so as to apply the protocol, then the Trustee:

- will not receive the papers on the matter, but will be advised that certain papers have been excluded;
- cannot be present (by phone or in person) when the matter is considered unless permitted by law and the other Trustees resolve that the Trustee in question can stay; and
- cannot vote on the matter.

### **Open discussion**

When any matter is being discussed at Board level, any Trustee may query another Trustee as to whether they consider they have a possible conflict of interest with the matter under discussion.

This matter should then be discussed and considered by the Board and if the Board (other than the Trustee who is being queried) considers that there may be a possibility of a perceived or actual material conflict of interest, then disclosure must be made, and the protocol must apply.

If a Trustee is uncertain as to whether he or she has or may have a perceived or actual material conflict of interest, he or she must disclose this at the Board meeting discussing the matter or with the Chair.

### **Records**

Any discussions, disclosures, resolutions and the application of the protocol relating to a conflict of interest should be recorded in the Trustee's minutes.

### **Confidentiality**

Trustees must remember that Board papers and matters discussed at Board meetings are confidential as each Trustee has a duty to maintain the confidentiality of information he or she learns by virtue of his or her position as a Trustee.

If there is a need or desire by a Trustee to disclose or report on resolutions or matters discussed at board meetings, or information gained as a result of the being a Trustee, to third parties, then the disclosure or reporting can only be made with the consent of the Trustees at the meeting or by the Chair.

### **Chair's role**

The Chair will be available to discuss with any Trustee the application of this procedure to particular circumstances and provide guidance as to whether he or she should be making a disclosure or whether the protocol should apply.

The Chair shall also seek to remind the Trustees from time to time of their obligations and commitments under this policy and this policy will be given to any new Trustees.