



PRESBYTERIAN SUPPORT SERVICES SOUTH CANTERBURY

(Incorporated under the provisions of the Charitable Trusts Act 1957)

CONSTITUTION

Commencement Date: _____ 2024

1. NAME:

The name of the Society shall be PRESBYTERIAN SUPPORT SERVICES SOUTH CANTERBURY (hereinafter referred to as "PSSC").

2. REGION AND OFFICE:

2.1 The region served by PSSC shall be all that part of the South Island commonly regarded as South Canterbury, whose boundaries are the Rangitata River to the north, the Waitaki River to the south, the Southern Alps to the west and the Pacific Ocean to the east.

2.2 PSSC may offer services, run programmes, provide residential facilities and otherwise contract in PSSC's name outside the region specified in clause 2.1 above and will seek agreement from the Presbyterian Support Service in that region before undertaking the work.

2.3 The principal office shall be at such place as the Board from time to time decides (hereinafter referred to as "the Office") and until otherwise decides shall be at 12 Park Lane, Timaru.

3. MISSION:

3.1 PSSC is constituted for exclusively charitable purposes and shall not carry out any objects except to support people with quality care and Christian love and any other charitable object which may seem to the Board capable of being conveniently carried on in connection with the above or calculated directly or indirectly to advance the said objects, including the distribution of surplus funds to any other body which is itself a charitable body registered with the Department of Internal Affairs – Charities.

4. OBJECTS:

4.1 The Objects of PSSC are, within the Region of South Canterbury, to:

4.1.1 Establish and maintain social services that promote the welfare of people in need of support;

4.1.2 Establish and maintain appropriate residential facilities and community based services for people in need of support;

4.1.3 Co-operate with other social service and church agencies carrying on work of a similar nature as that carried on by PSSC;

4.1.4 Advance such other social service work as may benefit the people of South Canterbury; and

4.1.5 Advance all such other things as are incidental or conducive to the attainment of any of the above purposes.

PSSC shall not do or suffer to be done any act or omission which is inconsistent with an Incorporated Society having the nature and status of a charitable body.

PSSC shall not do or suffer to be done any act or omission which is inconsistent with the charitable object, power or interests of a Christian organisation.

5. MEMBERSHIP:

5.1 Membership shall be open to any person or bodies who, in the opinion of the Board, actively supports the Mission and Objects as stated in clauses 3 and 4 above, and who agree to be registered as a Member. Membership shall include Honorary Life Members.

5.2 Resignation: A member may at any time resign his, her or its membership by notice in writing to the Office.

Termination through inactivity: A Membership may be terminated by the Board giving Notice in writing to the affected Member's last known mailing address if, in the opinion of the Board (having followed the process set out below in this paragraph) the Member has not, for a period exceeding three years, demonstrated active support for the Mission and Objects as stated in clauses 3 and 4 above.

The Board shall follow due process and the Rules of Natural Justice before terminating any membership under this clause, and in particular:

- (a) In advance of any decision to terminate membership through inactivity, send to the affected Member's last known mailing address a "Notice of Intended Termination of Membership" setting out the Board's intention to invoke the Board's right to terminate membership for inactivity, and inviting the affected Member to make submissions, in person or in writing, in support of (or against) the Board's intention;
- (b) The Board shall allow the affected Member no less than three weeks to reply to the Notice of Intended Termination of Membership; and
- (c) The Board shall, prior to making any decision to terminate a Membership through inactivity, give full and due consideration to any submissions made by or on behalf of the Member, and shall provide reasons for their decision in writing to the affected Member.

5.3 Honorary Life Membership

Honorary Life Membership may be granted in recognition of and appreciation for outstanding service for the benefit of PSSC. Nominations for Honorary Life Membership shall be made in writing to the Board, setting out the grounds for the nomination. The Board must then determine, in its discretion, whether to endorse/approve such nomination. In the event that the Board endorses/approves the nomination, the matter will be scheduled as an Agenda item at the next Annual General Meeting for consideration by the Members. Honorary Life Membership is only obtained by Special Resolution passed at the Annual General Meeting.

Existing Honorary Life Members at the date of the Constitution is adopted shall remain as Honorary Life Members, notwithstanding that they may have been appointed by a different process.

6. THE BOARD:

6.1 The affairs of PSSC shall be managed by the Board.

6.2 The following persons shall be ineligible for appointment or election to the Board:

- (1) Any person employed by PSSC;
 - (2) Any person whose interests the Board considers may conflict with the mission and objects as stated in clauses 3 and 4 above, or with the ability of the Board to provide effective governance in terms of the stated mission and objectives;
 - (3) Any person employed by or holding a position on the governing body of an organisation which the Board considers is in-competition with PSSC; and/or
 - (4) Any person who does not, at any time, meet the officer qualification requirements in the Charities Act 2005.
- 6.3 The Board shall consist of no more than ten (10) members made up of the following persons:
- 6.3.1 Elected positions: Five (5) persons to be elected at the Annual General Meeting that follows the ending of any incumbent elected Board Member's term. For the avoidance of doubt, incumbents holding elected positions at the date of this Constitution shall remain until their current term ends; and
 - 6.3.2 Board-Appointed positions: Up to five (5) persons appointed by the Board. For the avoidance of doubt, incumbents holding these appointed positions shall remain until their current term ends.
- 6.4 Elected positions (clause 6.3.1).
- 6.4.1 The persons elected under clause 6.3.1 above shall hold office for a period of three (3) years, to expire at the Annual General Meeting in the third year. Upon expiry of their term, such persons shall be eligible for re-election.
 - 6.4.2 Nominations for the persons elected under clause 6.3.1 shall be in writing signed by two (2) members of PSSC and signed by the nominee consenting to nomination and shall be submitted in writing to the Chief Executive not later than 10 working days prior to the Annual General Meeting at which the election is to take place.
 - 6.4.3 If any casual vacancy in the elected-positions membership of the Board occurs, it may be filled by an appointment made by the Board. Any such appointment shall be until the following AGM.
- 6.5 Board-appointed positions (clause 6.3.2).
- 6.5.1 The (up to) five (5) persons appointed to the Board under clause 6.3.2 above shall be selected on the basis of professional expertise, special skills, and/or association with the Presbyterian Church, and which would enhance the performance of the Board in achieving the Objects and Mission of PSSC. They shall hold office for a period of three (3) years from the date they are appointed. Upon expiry of their term such persons shall be eligible for re-appointment.
 - 6.5.2 If any vacancy in the Board-appointed membership of the Board occurs, it may be filled by an appointment made by the Board.

Board Purpose and administration.

- 6.6 The Board is appointed to:
- (1) Establish and plan the future direction of PSSC, guided by its Mission and Objects as defined in clauses 3 and 4 above;
 - (2) Monitor the performance of PSSC against its stated Strategic Goals and Objectives;
 - (3) Monitor and maintain its financial viability; and
 - (4) Liaise with the Community of South Canterbury, promote the activities and services of PSSC to the Community and enlist the provision of financial and other resources from the Community for the furtherance of the work of PSSC.
- 6.7 The Board at its first meeting after each Annual General Meeting, shall elect from amongst its members a chairperson and a deputy chairperson.
- 6.8 Any Board member who is absent for more than three (3) consecutive properly constituted meetings of the Board shall be deemed to have vacated office, unless leave of absence has been sought and approved by the Board.
- 6.9 A member of the Board may resign by written notice addressed to the Chief Executive.
- 6.10 The Board may delegate, subject to such conditions as it thinks fit, any of its powers, authorities and duties.
- 6.11 Committees or advisory groups shall report their proceedings to the Board and shall conduct their business in accordance with the directions of the Board.
- 6.12 The Board shall meet at such times as it considers necessary. Board Members may attend meetings in-person or by such other audio-visual means as-is approved by the Board from time to time.
- 6.13 Quorum for Board Meetings: At least 70% of the then-current members of the Board (which may include the Chairperson) shall form a quorum at any meeting (irrespective of whether the meeting is held in-person or by approved audio-visual means). Wherever possible, except in cases of emergency, a minimum of twenty-four (24) hours' notice of meeting shall be given.
- 6.14 Voting at Board Meetings may be by verbal indication or by way of a show of hands, or if requested by two (2) or more members, by ballot. The Chairperson shall have a deliberative as well as a casting vote.

7. POWERS:

In furtherance of its Mission and Objects, PSSC is empowered to do all or any of the following acts or things as well as all acts incidental hereto:

- 7.1 To erect, layout, fit out, furnish, equip, maintain, repair or demolish any buildings or place for the furtherance of any of the objects of PSSC;

- 7.2 To acquire for any of the Objects of PSSC or to dispose of property whether real or personal as PSSC may deem necessary;
- 7.3 The Board shall receive and control all moneys of PSSC, and shall have power to deal with and invest all such moneys in such manner as it shall in its discretion decide, but within the scope of the Trusts Act 2019 and the Charities Act 2005 and in furtherance of the objects set out in clause 4 above;
- 7.4 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;
- 7.5 To transfer all of any part of the property, assets, liabilities and engagements of PSSC to any person or body for the purpose of any joint venture or working arrangement which PSSC considers is compatible with its objects;
- 7.6 To do all things necessary to further its objects, including, but without limiting the generality of this provision, the making of monetary grants;
- 7.7 The Board shall ensure that all income, benefit or advantage shall be applied for charitable purposes. Any payment or distribution made to a person (other than a charity) must be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value for such payment or distribution); and
- 7.8 The Board shall be entitled to procure at PSSC's expense such insurance policies as are deemed commercially prudent for an organisation of this type, including but not limited to property and plant insurances, professional indemnity insurance, public liability insurance, and insurances protecting Board Members, staff and volunteers acting in execution of their roles for PSSC.

8. MEETINGS:

- 8.1 An Annual General Meeting of PSSC Members shall be held:
- (a) No later than six months after PSSC's balance date; and
 - (b) Not later than 15 months after the previous Annual General Meeting.
- 8.2 The Annual General Meeting shall include the following business:
- i To receive from the Board a report on its policies, general activities, balance sheet and statement of accounts for the preceding financial year;
 - ii To elect Board members when necessary (as-per clauses 6.3.1 and 6.4) above;
 - iii To appoint an auditor for the ensuing year; and
 - iv To consider any business which may be properly brought before the meeting.
- 8.3 Notice of the Annual General Meeting and calling for nominations for persons to be elected pursuant to clauses 6.3.1 and 6.4 above may be given by announcement in local print media, or in such other way as the Board thinks fit.

- 8.4 A Special General Meeting of members shall be called by the Board on receipt of a written application for such from not less than twenty (20) members and shall be called within twenty-one (21) days of the receipt of an application.
- 8.5 Twenty (20) members shall constitute a quorum at any general meeting of PSSC.
- 8.6 Voting at the Annual or Special General Meeting shall be by verbal indication or by a show of hands, or if requested by two (2) or more members by written ballot. The Board Chair will have a deliberative as well as a casting vote.

9. COMMON SEAL:

The Common Seal shall be kept in the custody of the Chief Executive. In the case of Deeds, the Common Seal shall be affixed only pursuant to resolution of the Board and in the presence of two (2) Board members, who shall affix their signatures to such Deed.

10. ALTERATIONS TO RULES AND NEW RULES:

Alterations to this Constitution may only be made at an Annual or Special General Meeting by way of a resolution passed by the majority of members present, provided always that the notice of intention to propose such resolution shall be given one (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.

11. LIQUIDATION AND DISSOLUTION:

PSSC may be put into liquidation or dissolved in accordance with the provisions of the Charitable Trusts Act 1957, or by any alternative mechanism recognised by law at the time of such liquidation/dissolution.

In the event that PSSC shall be liquidated or dissolved for any reason whatsoever (including the modes of liquidation and dissolution provided by The Charitable Trusts Act 1957) all surplus assets of PSSC after payment of all costs, debts, liabilities and other lawful payments whatsoever, shall be held for the Presbyterian Church Property Trustees as constituted under the Presbyterian Church Property Act 1885, to be used for social services work in South Canterbury.

THIS CONSTITUTION (with changes/alterations to previous Constitution and Rules underlined) is hereby confirmed as having been properly adopted by Resolution of Members at its Annual General Meeting held _____November 2024, by the three Members of PSSC who have witnessed the Affixing of PSSC's Common Seal this _____November 2024.

Common Seal:

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Board Member

.....
Board Member

.....
Board Member