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Constitution

of **Skin Cancer New Zealand Incorporated**

Date **September 2025**

Constitution of **Skin Cancer New Zealand Incorporated**

1. **Name, commencement and registration**

1.1 **Name**

The name of the incorporated society is **Skin Cancer New Zealand Incorporated**.

1.2 **Constitution**

This document sets out the constitution governing **Skin Cancer New Zealand Incorporated**.

1.3 **Commencement**

This constitution is effective from the date of incorporation.

1.4 **Registration with Charities Services**

Skin Cancer New Zealand Incorporated is registered as a charitable entity under the Charities Act 2005.

2. **Definitions and interpretation**

2.1 **Definitions**

In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 or any Act which replaces it;

Annual General Meeting means a meeting of Members held once per year in accordance with rule 6, which, among other things will receive and consider reports on **Skin Cancer New Zealand Incorporated's** activities and finances;

Annual Subscription means the annual amount payable to be a Member as determined by the Executive Committee under rule 5.2;

Executive Committee means the body of persons elected in accordance with rule 8;

Chairperson means the chairperson of the Executive Committee appointed under rule 8;

Constitution means the rules set out in this deed.

Deputy Chairperson means the deputy chairperson of the Executive Committee appointed under rule 8;

Extraordinary Resolution (for example, any amendment to the Constitution) means a resolution approved by a majority of two-thirds of the votes of those Members entitled to vote and voting on the question;

Financial Year means the twelve (12) month period ending on 31 December in each calendar year;

General Meeting means either an Annual General Meeting or Special General Meeting of Members held in accordance with rule 6;

Interests Register means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act;

Member means a member of **Skin Cancer New Zealand Incorporated**;

Membership Coordinator is the person appointed by the Executive Committee to oversee the application for membership process and to ensure that each applicant holds the appropriate qualifications that qualify them for membership;

Officer is a person who is a member of the Executive Committee, or occupies a position in **Skin Cancer New Zealand Incorporated** that allows them to exercise significant influence over the administration and management of the organisation, including any Chief Executive;

Objects has the meaning given to that term in rule 4.1;

Proxy means a person who is appointed as a proxy for a Member;

Register means the register of all of the Members kept in accordance with rule 5.3 and required by section 79 of the Act;

Registered Office means the registered office of **Skin Cancer New Zealand Incorporated** as required by the Act and as notified to the Registrar in accordance with rule 3;

Registrar means the Registrar of Incorporated Societies under the Act;

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes in accordance with rule 6.

2.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) headings appear as a matter of convenience and must not affect the interpretation of the Constitution;
- (b) a reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended or re-enacted or substituted;
- (c) the singular includes the plural and vice versa and one gender includes the other genders;
- (d) references to rules or Schedules are references to rules and Schedules of this Constitution; and
- (e) the word person includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality.

3. Registered office and contact person

- 3.1 The registered office of **Skin Cancer New Zealand Incorporated** will be as determined by the Executive Committee from time to time and the location of, and changes to, the registered office will be advised to the Registrar as required by the Act.
- 3.2 **Skin Cancer New Zealand Incorporated** will have at least one (1) but no more than three (3) contact person(s) appointed by the Executive Committee. Changes to the contact person(s) or their contact details will be advised to the Registrar as required by the Act.

4. Objects

- 4.1 **Skin Cancer New Zealand Incorporated's** activities are to be carried out, and any surplus funds applied for the exclusive charitable purpose of **reducing the incidence and impact of skin cancer in New Zealand through:**
- (a) **supporting and strengthening connections among health professionals and organisations committed to the prevention of skin cancer and improving outcomes for those affected;**
 - (b) promoting education and the advancement of best practice among professionals working in **skin cancer prevention, early detection, treatment, care, and research; and**
 - (c) **promoting and advocating for improved skin cancer prevention, early detection, treatment, care and research.**

5. Members

5.1 Application for membership

- (a) Membership is open to a wide range of professionals, including but not limited to general practitioners, dermatologists, health promoters, nurses, pathologists, oncologists, surgeons, and researchers, **as well as other individuals working in fields relevant to the prevention, early detection, treatment, and research of skin cancer, who demonstrate a commitment to the Objects of Skin Cancer New Zealand Incorporated.**
- (b) Members will be individuals, not organisations.
- (c) Members can include **life** members appointed by the Executive Committee.
- (d) An application for membership must be completed which includes:
 - (i) the occupation of the applicant to demonstrate their eligibility to be a Member in accordance with rule 5.1(a); and
 - (ii) a commitment to the Objects by the applicant
 - (iii) written consent by the applicant to become a Member.
- (e) An application for membership will be approved by the Membership Coordinator appointed by the Executive Committee, and applicants notified of the outcome.

- (f) Any applications of questionable eligibility will be referred to the Executive Committee. **The Executive Committee may accept or decline an application for membership at its sole discretion.**
- (g) Membership will commence on:
 - (i) The date the application for membership is approved by the Membership Coordinator or the Executive Committee (where applicable); and
 - (ii) Where an Annual Subscription is payable, upon the Annual Subscription being paid by the applicant.
- (h) The registration of any individual as a Member confers on that Member all rights, powers, functions **and obligations** conferred on Members by this Constitution.
- (i) All Members must be provided with access to a copy of this Constitution and any amendments made to them.

5.2 Annual Subscription

The Executive Committee will, from time to time, determine:

- (a) **The structure of membership, including categories and eligibility criteria;**
- (b) **For each category of membership (excluding life members), whether an Annual Subscription will be payable and if so, the amount and whether the payment is voluntary or mandatory; and**
- (c) **The due date for payment of any applicable Annual Subscription.**
- (d) **Any Member failing to pay the Annual Subscription within fourteen (14) days of the due date will be considered unfinancial. While unfinancial, the Member will retain the obligation to pay any outstanding fees but will have no membership rights until all arrears are paid.**

5.3 Register of Members

- (a) An up-to-date register of Members will be maintained at the Registered Office which contains:
 - (i) The name of each current Member;
 - (ii) Their contact details, including physical or electronic address and telephone number;
 - (iii) The date they became a Member.
- (b) **A register of former Members will also be maintained and must include the names of individuals who have ceased to be Members within the past seven (7) years, along with the date their membership ceased.**
- (c) **Skin Cancer New Zealand Incorporated** shall maintain the minimum number of Members required by the Act.
- (d) The Membership Coordinator will update the register of Members as soon as practicable after becoming aware of changes to information recorded on the register.

- (e) At the request of the Registrar, the Executive Committee must send the Registrar a list of the names and addresses of the Members, accompanied by a certificate signed by a member of the Executive Committee certifying that the list is correct.

5.4 Obligations and rights of Members

- (a) Each Member shall promote the Objects of Skin Cancer New Zealand Incorporated and shall do nothing to bring the organisation into disrepute.
- (b) Each Member has the right to receive notice of and attend every General Meeting.
- (c) Each Member has one vote on a poll at a General Meeting on any resolution, including any resolution to:
 - (i) alter, adopt, amend or revoke the Constitution;
 - (ii) do any thing or take any action which Members are permitted to do under the Constitution; or
 - (iii) wind-up Skin Cancer New Zealand Incorporated in accordance with rule 15.

Each Member is entitled to vote for Members of the Executive Committee in accordance with rule 8.2.

- (d) Each Member shall advise the Membership Coordinator promptly of any changes to their contact details.
- (e) A member may at any time make a request for information held by Skin Cancer New Zealand Incorporated, provided the request is made in writing and clearly identifies the information sought. Skin Cancer New Zealand Incorporated must respond within a reasonable timeframe by either providing the information, agreeing to provide it (with or without a reasonable charge), or refusing the request for specified reasons. Skin Cancer New Zealand Incorporated may refuse a request for reasons including protection of privacy, commercial sensitivity, legal privilege, irrelevance, excessive burden, or if the request is frivolous or relates to a resolved dispute. This rule does not limit a Member's rights under the Privacy Act 2020.

5.5 Termination of membership

- (a) Any Member may resign membership by giving written or verbal notice to the Executive Committee.
- (b) The Executive Committee may, by written resolution, expel any Member whose actions are considered detrimental to the interests of Skin Cancer New Zealand Incorporated and contrary to its Objects. In such circumstances:
 - (i) The Member shall have at least fourteen (14) days written notice of the intended resolution for expulsion.
 - (ii) The dispute process under this Constitution will be followed.
 - (iii) The Member shall have the opportunity to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the Member's conduct.

- (iv) Following the meeting referred to at rule 5.5(b)(iii), the Executive Committee will pass a written resolution either expelling the Member or setting out the reasons why the Executive Committee decided to permit membership to continue.
- (v) A Member who has been expelled may apply for re-instatement as a Member after two (2) years has passed from the date of expulsion **and may be re-admitted only by resolution of the Executive Committee.**
- (c) Where an Annual Subscription is payable, the Executive Committee will treat as lapsed the membership of any Member whose Annual Subscription remains unpaid three (3) months after the due date for payment.

6. General Meetings

6.1 Types of meetings

- (a) **Meetings of Members include:**
 - (i) **Annual General Meeting: Held once every financial year for specific business as per rule 6.7; and**
 - (ii) **General Meetings: Any other meeting of Members, including Special General Meetings.**

6.2 Notice of General Meeting

- (a) The date, time and place for a General Meeting must be notified to the Members and where applicable, to any auditor of **Skin Cancer New Zealand Incorporated** no later than twenty-one (21) days before the date of that meeting.
- (b) At least seven (7) days before the meeting, the Executive Committee must provide written notice to all Members of the business to be transacted. In the case of an Annual General Meeting, this must include a report on the activities of the Executive Committee, the Financial Statements and a proxy form. **The Executive Committee should also make this information available on the Skin Cancer New Zealand Incorporated website, where practicable.**
- (c) **Notices will be addressed to the Member at the contact address recorded in Skin Cancer New Zealand Incorporated's Register of Members. The General Meeting and its business will not be invalidated because one or more Members do not receive the notice of the General Meeting.**

6.3 Methods of holding General Meetings

- (a) A General Meeting may be held either by:
 - (i) a number of Members who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
 - (ii) by means of audio, or audio and visual, communication by which all Members participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (b) **If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Executive Committee, and if at such adjourned meeting a quorum is not present**

those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

6.4 Chairperson

- (a) The Chairperson of a General Meeting must be the Chairperson of the Executive Committee.
- (b) In the event of the Chairperson being unavailable or unwilling to chair the General Meeting, the Deputy Chairperson must chair the meeting in the Chairperson's absence.
- (c) If neither the Chairperson nor the Deputy Chairperson is available or willing to chair the General Meeting, the members present must elect, from among the Executive Committee members present, a chair for that meeting.

6.5 Quorum

- (a) No business may be carried out at a General Meeting unless a quorum of seventeen (17) Members is present.

6.6 Meeting Report

Following a General Meeting, the Executive Committee will send a report of the meeting to all Members.

6.7 Annual General Meeting

- (a) An Annual General Meeting must be held no later than six months after the end of the financial year on such date and at such time and place as the Executive Committee determines.
- (b) Any Member wishing to submit business for consideration at the Annual General Meeting must do so in writing no later than fourteen (14) days before the date of the meeting.
- (c) The business of the Annual General Meeting shall be:
 - (i) to adopt the minutes of the previous Annual General Meeting and any Special General Meetings held since the last Annual General Meeting;
 - (ii) to receive and consider the annual report on the activities of Skin Cancer New Zealand Incorporated;
 - (iii) to receive, consider and approve the Financial Statements;
 - (iv) to receive and vote on the election of the Executive Committee;
 - (v) to receive and consider notice of any disclosures of conflicts of interest made by Officers during that period
 - (vi) to consider and, if thought fit, pass any motions for resolution; and
 - (vii) to consider any general business.

- (d) The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to an Annual General Meeting.

6.8 Special General Meeting

- (a) Special General Meetings may be called at any time by the Executive Committee by resolution.
- (b) The Executive Committee must call a Special General Meeting if it receives a written request signed by at least fifteen (15) Members.
- (c) Any resolution or written request must state the business that the Special General Meeting is to deal with.
- (d) A Special General Meeting will only consider those issues raised in the Executive Committee's resolution or the written request by Members for the Meeting.
- (e) The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting.

7. Proxies and Voting at General Meetings

7.1 Proxies

- (a) Any Member not represented at a General Meeting may appoint a Proxy to speak and vote on their or its behalf.
- (b) The appointment of a Proxy must be in writing and signed by the Member and must be in substantially the following form:

[Member's name] appoints [insert other Member's name] to be my Proxy at the General Meeting to be held on [insert date of meeting].
- (c) The instrument appointing a Proxy must be posted, e-mailed, faxed or delivered so as to reach the Registered Office not later than thirty (30) minutes prior to the advertised time for the commencement of the relevant meeting.
- (d) Failure to comply with this rule will render the appointment of a Proxy invalid, unless the Chairperson of the General Meeting deems the circumstances such that the irregularity be waived.

7.2 Voting

- (a) Each Member will be entitled to one vote, which may be exercised by their Proxy.
Members must be financial to be considered eligible to vote.
- (b) Voting at a General Meeting will be as follows:
 - (i) a resolution put to the vote will be decided upon a show of hands of the Members unless (before or on the declaration of the result of the show of hands) a poll is demanded by the Chairperson or at least three (3) Members present; or
 - (ii) if a poll is demanded, it must be taken in a manner directed by the Chairperson. On a poll, each Member or their validly appointed Proxy will have one vote.

- (c) In the case of a tied-vote, the Chairperson will not have a casting vote **and the motion will not be carried.**
- (d) **Voting for the election of Executive Committee Members shall be conducted in accordance with rule 8.2.**

7.3 Resolutions

- (a) An Extraordinary Resolution is duly passed if at least two-thirds of Members (or their Proxies) present and entitled to vote at the General Meeting vote in favour of the resolution.
- (b) Any other business at a General Meeting, other than the passing of an Extraordinary Resolution, is duly passed if a simple majority of Members (or their Proxies) present and entitled to vote in favour.
- (c) Any resolution passed by the required majority of Members at a General Meeting will be binding on all Members whether present or not or entitled to be present or not at the meeting.
- (d) A written resolution of Members signed or assented to by every Member is as valid and effective as if it had been passed at a General Meeting duly convened and held. (For the avoidance of doubt, the business of a particular Annual General Meeting as set out in rule 6.7 cannot be resolved by way of a written resolution.)

8. The Executive Committee

8.1 Membership of the Executive Committee

- (a) The members of the Executive Committee are:
 - (i) The Chairperson;
 - (ii) The Deputy Chairperson;
 - (iii) **At least five (5) and no more than seven (7) other Executive Committee Members;**
- (b) **Two-thirds of Executive Committee Members shall be elected from among the Members. Consideration should be given to ensuring collective representation across primary and secondary care, regional and rural locations and the North and South Islands of New Zealand.**
- (c) **Up to one third of Executive Committee Members may be appointed by the elected Executive Committee Members on the basis of their professional, commercial or other expertise relevant to the governance and strategic direction of Skin Cancer New Zealand Incorporated. Appointed Executive Committee Members are not required to be Members of Skin Cancer New Zealand Incorporated.**
- (d) Every member of the Executive Committee must have consented in writing to be an officer of **Skin Cancer New Zealand Incorporated** and certify that they are not disqualified from being elected or appointed under section 47(3) of the Act or section 36B of the Charities Act 2005.

8.2 Election of the Executive Committee

- (a) This rule covers the process for filling Executive Committee Member positions elected by the membership through a voting process.
- (b) An election for approximately half the number of elected Executive Committee Members shall be held each year, except for the first election following the adoption of this Constitution, which will be for all elected Executive Committee positions, with terms determined in accordance with rule 8.3(a).
- (c) All financial and life members are entitled to vote in elections for the Executive Committee. Each Member may cast a number of votes equal to the number of positions to be filled, with each vote having equal value.
- (d) Elections may be conducted by:
 - (i) poll at an Annual General Meeting in accordance with rule 7.2; or
 - (ii) electronic ballot, as determined by the Executive Committee from time to time.
- (e) The Executive Committee shall appoint a Returning Officer to oversee the conduct of the election. The Returning Officer may be an Officer of Skin Cancer New Zealand Incorporated or an independent person appointed by the Executive Committee.
- (f) In the case of election by vote at a General Meeting:
 - (i) The period from the opening of nominations to the close of nominations shall be no less than fourteen (14) days
 - (ii) The period between the close of nominations and the General Meeting shall be no less than ten (10) days.
- (g) In the case of an electronic ballot:
 - (i) The period from the opening of nominations to the close of nominations shall be no less than fourteen (14) days.
 - (ii) The period between the close of nominations and the commencement of voting shall be no less than fourteen (14) days but may be brought forward if all nominations are validated and no appeal is pending under rule 8.2(j).
 - (iii) The period between the commencement of voting and the close of voting shall be no less than fourteen (14) days.
- (h) All communications relating to elections, including the call for nominations and the details of candidates, must be provided to Members in writing using the same method as notices of General Meetings under rule 6.2(c) and in accordance with the timeline specified in rule 8.2(f) or 8.2(g).
- (i) The Executive Committee shall appoint a Nominations Advisor who is not a candidate in the election to scrutinise each nomination to ascertain that the nominee is a fit and proper person to hold office and does not have any conflicts of interest that would preclude them from carrying out the role of Executive Committee Member.
- (j) If a nomination is declined by the Nominations Advisor under rule 8.2(i), the nominee must be notified in writing within two (2) days. The nominee may appeal to the Executive Committee within three (3) days of receiving notification. The Executive Committee shall consider the appeal and make a final determination within five (5)

days, and the nominee shall be notified immediately. The Executive Committee's determination shall be final.

- (k) Should the number of nominations received not exceed the number of Executive Committee Members to be elected, no election shall take place, and all nominees shall be deemed to be duly elected. The Executive Committee may appoint an additional life or financial member to any unfilled position, in accordance with rule 8.5 (c).
- (l) Each person nominating for election shall provide a nomination statement which includes.
 - (i) A brief curriculum vitae.
 - (ii) A statement of their vision for Skin Cancer New Zealand Incorporated.
 - (iii) A declaration of any actual, potential or perceived conflicts of interest.
 - (iv) A declaration that they are not disqualified from being elected or appointed under section 47(3) of the Act or section 36B of the Charities Act 2005.
 - (v) The written support from at least two other financial or life Members of Skin Cancer New Zealand Incorporated.

8.3 Term of Office

- (a) **Transitional clause:** At the first meeting of the Executive Committee following adoption of this Constitution, the elected members shall determine, by agreement or lot, half of the members to serve an initial one-year term. The remaining members, and all members elected thereafter, shall serve a two-year term.
- (b) The term of office of each elected member of the Executive Committee is two (2) years, expiring at the end of the Annual General Meeting in the year corresponding with the last years of each Officer's term of office, subject to the conditions of rule 8.3(a).
- (c) An elected Member may serve no more than three (3) full successive terms of two (2) years. After completing three (3) full successive terms, the Member must stand down for a period of one (1) year before being eligible for re-election.
- (d) In exceptional circumstances, the Executive Committee, may, by resolution, reappoint a retiring member whose maximum term has expired for a temporary period of no more than twelve (12) months to ensure continuity or to fill a vacancy until the next election.
- (e) The term and duration of appointed members shall be determined by the Executive Committee and are not prescribed by this Constitution.

8.4 Appointment of Chairperson

- (a) The Executive Committee must elect one of their number as:
 - (i) Chairperson; and
 - (ii) Deputy Chairperson;

- (b) The Chairperson must hold office until the first meeting of the Executive Committee after the next Annual General Meeting (unless the Chairperson resigns or the Executive Committee chooses to replace the Chairperson between Annual General Meetings).
- (c) All Executive Committee Members, whether elected or appointed, are eligible to be elected as Chairperson or Deputy Chairperson.

8.5 Vacancies

- (a) The office of any Executive Committee Member will become vacant if the Member:
 - (i) dies; or
 - (ii) resigns by notice in writing to the Executive Committee; or
 - (iii) is removed from office by the Executive Committee under rule 8.5(b).
- (b) The Executive Committee may remove an Executive Committee Member from office in the event that Member is:
 - (i) breaching his or her duties under this Constitution or otherwise; or
 - (ii) is or is likely to bring Skin Cancer New Zealand Incorporated into disrepute;
 - (iii) found to have been ineligible to hold office by reason of a matter set out in rule 8.1; or
 - (iv) absent without leave from more than two successive meetings of the Executive Committee.
- (c) Whenever a vacancy occurs on the Executive Committee:
 - (i) In the case of an elected Member, the remaining members of the Executive Committee may appoint a replacement from among the financial and life Members to hold office until the next Annual General Meeting.
 - (ii) In the case of an appointed Member, the Executive Committee may appoint a replacement for the remainder of the term in accordance with its internal procedures.
 - (iii) In either case, the replacement must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed as an Officer.

9. Powers and functions of the Executive Committee

9.1 Functions and powers

- (a) From the end of each Annual General Meeting until the end of the next, Skin Cancer New Zealand Incorporated shall be managed under the direction and supervision of, the Executive Committee, in accordance with the Act and this Constitution.
- (b) The Executive Committee has all the powers necessary for directing and supervising the management of the operations and affairs of Skin Cancer New Zealand Incorporated, subject to limitations outlined in the Act or this Constitution.

9.2 Sub-Committees and other groups

The Executive Committee may, by resolution, establish committees or other groups to carry out specific functions, and may delegate any of its powers (excluding the power to manage and control all of the affairs of **Skin Cancer New Zealand Incorporated**) to any such committee or group. A committee or group:

- (a) may include persons appointed by the Executive Committee who are not members of the Executive Committee;
- (b) **must have a Chairperson who reports directly to the Executive Committee;** and
- (c) must comply with any requirements or regulations imposed on it by the Executive Committee.

10. Meetings of the Executive Committee

10.1 Procedure

The Executive Committee may regulate the conduct of business at its meetings in such manner as it thinks fit.

10.2 Methods of holding meetings

- (a) Meetings of the Executive Committee must be held at such times and at such places as the Executive Committee determines provided that a meeting shall be held at least four (4) times per calendar year.
- (b) A meeting of the Executive Committee may be held either by:
 - (i) At least **two thirds** of the Executive Committee, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (ii) Means of audio, or audio and visual, communication by which all members of the Executive Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (c) No business may be transacted at a meeting of the Executive Committee unless a quorum is present.

10.3 Notice of Meeting

- (a) The Executive Committee must receive written notice not less than seven (7) days' notice before any meeting, **but in cases of urgency a shorter period of notice shall suffice.**
- (b) A notice of a meeting must specify the date, time and place of the meeting and, if the meeting is to be by means of audio or audio and visual communication, the manner in which the member of the Executive Committee will be able to participate at the time of the meeting.

10.4 Chairperson

- (a) If the Chairperson is not present within five minutes after the time appointed for the commencement of the meeting, the Deputy Chairperson will chair the meeting.

- (b) If neither the Chairperson nor the Deputy Chairperson is available or willing to chair the meeting, the Executive Committee members present must elect a chair from among themselves for that meeting.

10.5 Voting

On any question put to a vote at a meeting of the Executive Committee, each member of the Executive Committee has one (1) vote and, in case of an equality of votes, the Chairperson will not have a casting vote and the motion is not carried.

10.6 Resolutions

- (a) A resolution of the Executive Committee is passed if it is agreed to by a majority of all Members of the Executive Committee present.
- (b) A resolution in writing, signed or assented to by at least two thirds of the members of the Executive Committee, is as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held.

10.7 Conflicts of interest

- (a) Upon appointment, members of the Executive Committee or sub-committee must disclose details of potential conflicts of interest to the Executive Committee which are documented in an Interest Register kept up-to-date by the Executive Committee.
- (b) No member of the Executive Committee may vote on a resolution in respect of any matter in which that member of the Executive Committee has an interest, including if the member of the Executive Committee:
 - (i) is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction; or
 - (ii) is a director, officer or trustee of either another party to the transaction, or a person who could derive a material benefit from the transaction; or
 - (iii) is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a material benefit from the transaction; or
 - (iv) is otherwise directly or indirectly materially interested in the transaction,
- (c) A member of the Executive Committee or sub-committee who is prevented from voting on a matter may still be counted in the quorum for the purpose of consideration of the matter by the Executive Committee.
- (d) Where half or more members of the Executive Committee are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Officers agree otherwise.
- (e) Where half or more of the Members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Executive Committee shall consider and determine the matter.

11. Finances

11.1 Control and management

- (a) Skin Cancer New Zealand Incorporated's funds are under the control of the Executive Committee who may apply them in any matter which will assist Skin Cancer New Zealand Incorporated in achieving the Objects.

11.2 Financial records

- (a) The Executive Committee must ensure that accounting records are kept at all times that:
 - (i) correctly record the transactions, property, assets and liabilities of Skin Cancer New Zealand Incorporated;
 - (ii) allow Skin Cancer New Zealand Incorporated to produce financial statements that comply with the requirements of the Act; and
 - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation).
- (b) The financial records will be made available for inspection by Members, subject only to any reasonable restrictions imposed by the Executive Committee as to the time and manner of inspection.

11.3 Financial statements

- (a) Skin Cancer New Zealand Incorporated's financial year shall commence on 1 January of each year and end on 31 December.
- (b) Within five (5) months after the end of each Financial Year, the Executive Committee must arrange for a statement of accounts showing the financial position of Skin Cancer New Zealand Incorporated at the close of the Financial Year to be prepared.
- (c) The Executive Committee must arrange for a filing of Skin Cancer New Zealand Incorporated's Annual Return with Charities Services within six (6) months of the end of the Financial Year.
- (d) The Executive Committee must arrange for Skin Cancer New Zealand Incorporated's financial statements to meet the External Reporting Board (XRB) Accounting Standards for Not-For-Profit Entities.

11.4 Executive Committee expenditure

The Executive Committee may incur such expenditure as may be necessary to carry out the Objects.

11.5 Members have no right to property

A Member's membership in Skin Cancer New Zealand Incorporated does not confer upon that Member any right, title, or interest, either legal or equitable, in Skin Cancer New Zealand Incorporated's property.

12. Alteration of Constitution

12.1 Resolution of Members

- (a) The Constitution may be altered, added to, or rescinded by a resolution passed by:
 - (i) A two-thirds majority of the valid votes cast by those Members present (or by Proxy) at a General Meeting; or
 - (ii) A two-thirds majority of the valid votes cast by a postal or electronic ballot.
- (b) Notice of a proposal to alter the Constitution must be given to Members not less than twenty-one (21) days prior to the date of the General Meeting or the deadline for postal or electronic ballot.
- (c) When an amendment is approved at a General Meeting it shall be notified to the Registrar and Charities Services, and shall take effect from the date of registration.

12.2 No amendments affecting charitable status

No alteration, addition or rescission may be made to any provision of this Constitution which would affect in any way the exclusively charitable Objects of **Skin Cancer New Zealand Incorporated** or which would result in termination of any registration with Charities Services.

13. No Pecuniary Gain

- (a) The income, property and funds of **Skin Cancer New Zealand Incorporated** must be devoted solely to the furtherance of the Objects.
- (b) No Member or Member of the Executive Committee may enter into any contract with **Skin Cancer New Zealand Incorporated** except with the unanimous approval of the Executive Committee (excluding the interested member of the Executive Committee) or Members at a General Meeting.
- (c) No income, property or funds of **Skin Cancer New Zealand Incorporated** must be paid directly or indirectly to any Member in circumstances where they can materially influence that payment provided that this rule does not prohibit any payment for:
 - (i) a salaried employee of **Skin Cancer New Zealand Incorporated**;
 - (ii) professional services rendered to **Skin Cancer New Zealand Incorporated** in the course of its business charged at no greater than current market rates;
 - (iii) goods supplied, on arm's length terms, to **Skin Cancer New Zealand Incorporated** in the ordinary course of business; or
 - (iv) any reasonable out-of-pocket expenses incurred by an Executive Committee Member, employee or Member acting in the interests of **Skin Cancer New Zealand Incorporated** and with the approval of the Executive Committee.

14. Signing of documents

- (a) An obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by **Skin Cancer New Zealand**

Incorporated or the Executive Committee, may be entered into and signed by any member of the Executive Committee on behalf of the Executive Committee, or by a designated employee of **Skin Cancer New Zealand Incorporated** with agreed delegated authority of the Executive Committee.

15. **Dispute resolution**

Any disputes will be resolved according to procedures set out in Schedule 2 of the Act.

16. **Winding up**

- (a) **Skin Cancer New Zealand Incorporated** may be wound up in the matter provided for by the Act.
- (b) Notice of the proposed winding up shall be sent to all Members not less than six (6) weeks before the General Meeting or deadline for postal or electronic ballot.
- (c) On the winding up of **Skin Cancer New Zealand Incorporated** or on its dissolution by the Registrar, all surplus assets after the payment of costs, debts and liabilities shall be given to such exclusively charitable organisation or organisations within New Zealand having objects similar to the Objects as the Members, by resolution passed by a majority of two-thirds of the Members, determine.

17. **Indemnity**

17.1 **Indemnity**

Skin Cancer New Zealand Incorporated and its employees, the Executive Committee and each of the members of the Executive Committee are, except in the case of willful default or fraudulent acts or omissions, indemnified by and out of the **Skin Cancer New Zealand Incorporated** funds against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of **Skin Cancer New Zealand Incorporated**.