

Constitution of the Tongan Health Society Incorporated



Tongan Health Society Inc
Sosaieti Tonga ki he Mo'ui Lelei

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1. Definitions

“Board”	the governance group of the Society elected or appointed in accordance with the constitution.
“Charitable purpose”	means every purpose which is considered charitable in accordance with the laws of New Zealand. These purposes include relief of poverty, the advancement of education or religion, or any other matter beneficial to the community.
“Financial year”	means the period of 12 months from 1 July until 30 June of the following year.
“Harmful”	in relation to the expulsion of a member or Board member will include, but is not limited to, acting in a way that brings the Society into disrepute, or contravening the interests of the Society, or acting in a way that is disruptive to the operations of the Society.
“Non voting member”	means any person who is 18 years old or over who has not been a a member for three months.
“Property”	means any real or personal property of any kind or nature and includes any right or interest therein.
“Secretary”	means the Chief Executive Officer of the Society who becomes the Secretary of the Board upon appointment.
“Special General Meeting”	means a general meeting of the Society called in accordance with clause 17 of the constitution.
“Subscription fee”	a regular annual non-refundable amount as determined by the Board of the Society.
“Treasurer”	means the person appointed by the Board to hold this position.
“Voting Member”	means a member who is 18 years old or over and who has been a member for three months.

2. Name

The name of the Society shall be the **Tongan Health Society Incorporated** (“the Society”). The Society may change its name by a resolution passed at its Annual General Meeting.

3. Objectives of the Society

General objective

3.1 The general objective of the Society is to contribute to community development by improving the health outcomes, education, and socio-economic status of Tongans, Pacific and others who choose to use the services provided by the Society.

Specific Objectives

3.2 Health

- (a) To meet the health needs of Tongans, Pacific Island families, and those who use the services provided by the Society;

- (b) To encourage and to participate in the training and professional development of Tongan and Pacific health workers; and
- (c) To participate in health promotion, education, and health prevention of chronic and other conditions that affect Tongans, Pacific communities, and members of the community that the Society serves.

3.3 Education

- (a) To create and develop the concept of Ako Langimalie Tongan Community Education, beginning with early childhood education;
- (b) To establish, govern, manage and support early childhood education centres in order to ensure that the children who are enrolled in Ako Langimalie will experience excellent and quality learning, enter primary school healthy and ready to thrive in school and in life;
- (c) To encourage parents to work in partnership with Ako Langimalie, become active participants in the children’s education by sharing their knowledge and skills, get involved in school boards and school committees, parent-teacher associations and other similar educational organisations; and
- (d) To extend the concept of Ako Langimalie to healthy Primary and Secondary Schooling; and to Adult and Community education for Tongan people and those who wish to participate in the education programmes provided by the Society.

3.4 Cultural

To provide and foster services that encourage the retention of the Tongan language and culture amongst Tongans and any other interested persons in New Zealand.

3.5 Social

- (a) To focus on family and community well-being, social enrichment, engagement, development, health and social relationships and enrichment of Tongan, Pacific and all New Zealand families; and
- (b) To develop and implement evidence-based community services that are controlled and supported by Tongan, Pacific, all New Zealand families, and members of the Society.

3.6 Economic

To obtain access to and improve the economic status of Tongan people and other New Zealanders who are served by the Society through education and community development.

3.6.2 Housing

- i. To provide social housing to Pacific people, including Tongans, and other low income earners in Auckland and elsewhere in New Zealand where there is a need.
- ii. To provide assistance to the groups referred to in (i) in finding accommodation, and including providing emergency housing.

3.7 Other Objectives

- (a) To address all strategic matters, in consultation with the Board, that will advance any of the above objectives for the benefit of the Society, its members and the communities that it serves; and

(b) To establish closer ties with the Ministry of Health and other health related bodies both in New Zealand and Tonga.

3.8 To carry out any of the above objectives in Tonga provided the portion of Society funds used for this purpose will not affect the charitable purposes of the Society. All Society funds used for this purpose shall be applied from separately identifiable funds, accounts or sub-accounts specified for those charitable purposes outside New Zealand.

3.9 In relation to the Society’s work in Tonga, the Society may establish and incorporate a body to carry out its work in Tonga and apply for this body to have done status.

4. Powers of the Society

To further the above aims and objectives, the Society will have the following powers in addition to any powers allowed by law:

- (a) To purchase, lease, hire or otherwise acquire any real or personal property and any rights or privileges necessary or proper for the purpose of attaining the objectives of the Society;
- (b) To sell, exchange, let, lease with or without option of purchase, mortgage or otherwise dispose of or deal with any of the property, rights or privileges or assets of the Society;
- (c) To construct, maintain or alter any buildings or property;
- (d) To borrow, invest or raise money from time to time;
- (e) To enter into any arrangement with any government, non-government or other body;
- (f) To employ and dismiss employees, contractors, paid advisers of the Society and to carry out any other matters relating to the employment or dismissal of such employees, contractors or advisers;
- (g) To initiate or defend any legal proceedings relating to the affairs of the Society;
- (h) To establish trusts or funds or become a trustee in a trust for the benefit of the Society generally or for any specific purpose which is consistent with the objects of the Society;
- (i) To federate with any association or organization anywhere in the world which may have similar aims and objectives;
- (j) To do any other act that will further the aims and objectives of the Society.

Part II
Membership

5. Membership

Financial Member

5.1 Subject to these rules, a person or family can become financial members of the Society by:

- (a) Giving a completed application form to the Secretary of the Society;
- (b) Providing proof of New Zealand citizenship or residence status;
- (c) Having the application approved by the Society’s Board; and
- (d) Paying any applicable subscription fee.

5.2 The Board will make the final decision on applications for membership. Membership may be denied on the following basis:

- (a) If in the opinion of the Board, the individual applicant, or one of the adults in the family group applying for membership, has previously acted in a way that has been harmful to the Society; and
- (b) The individual, or one of the adults from a family group, is likely to act in such a manner that disrupts the smooth administration of the Society; and
- (c) For any other good reasons as determined by the Board.

5.3 Before rejecting any application for membership, the Board will give an opportunity to the individual, or adults from the family group, to respond in writing before the Board makes the final decision.

5.4 Membership will be for a calendar year from January to December of that year and it will lapse if the renewable subscription fee is not paid by the end of March of the year the renewal is due.

5.5 All members of the society must be New Zealand citizens or holders of a New Zealand residence visa.

Types of membership and privileges

Individual member

5.6 An individual member will be a voting member of the Society provided the member is over the age of 18 years, has been accepted as a member by the Board, paid the applicable subscription fees at the time of joining and has been a financial member for three months.

Family membership

5.7 A family consisting of a maximum of two adults being spouses, partners, or another adult member of the household and children under the age of 18 years may apply for family membership. Only one nominated adult from a family can be a voting member after the family members have been financial members for three months.

Privileges

- 5.8** The Board may provide privileges to members of the Society which may include lower consultation fees. The Board may review these privileges from time to time.

6. Register of Members

The Society shall keep a register of its members, containing the names, addresses and contact details of the members, their financial contributions, the date on which they became members, and whether they have individual or family membership.

7. Termination of Membership

7.1 A person ceases to be a THS Financial member of the Society if the person:

- (a) dies; or
- (b) resigns that membership; or
- (c) fails to pay subscription fees; or
- (d) is suspended or expelled from the Society.

7.2 Any member may resign his or her membership by advising the Society in writing.

8. Expulsion of Members

8.1 The procedure for expulsion of members is as follows:

- (a) Any person, organisation, or of the Board's own motion, may make a complaint to the Board that the conduct of a member of the Society is or has been harmful to the Society or has acted in a disruptive manner to the smooth administration of the Society's affairs, or for other valid reasons as determined by the Board. Each complaint will be in writing and addressed to the Secretary.
- (b) If the Board considers that there is a prima facie case to answer in relation to a complaint, it may invite the member to attend a meeting of the Board and to offer a written and/or oral explanation of the member's conduct.
- (c) The Board will give the member at least fourteen (14) days written notice, notifying the member concerned, and inviting the member and any representative to respond to the concerns at a meeting of the Board.
- (d) The notice will inform the member that if the Board is not satisfied with the member's explanation, the Board may expel the member from the Society.

9. Members' Liability

The liability of a member of the Society to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership fees.

Part III

The Board

10. Members and Officers of the Board

10.1 The officers of the Board will consist of:

- (a) The Chairperson of the Board;
- (b) The Vice-Chairperson of the Board; and
- (c) The Secretary.

10.2 Apart from the Chief Executive Officer, members of the Board must be current voting members of the Society.

10.3 There shall be seven members of the Board, consisting of the Chief Executive Officer of the Society, and six other members who will be elected by the Society's members at the Annual General Meeting, or Special General Meeting of the Society.

10.4 Nominations for vacant Board positions will be accepted a month from the Annual General Meeting, or the Special General Meeting, and each candidate will be invited to provide information to members and make a presentation before voting occurs.

10.5 Apart from the Chief Executive Officer, no staff member or contractor of the Society will be eligible to be elected as a member of the Board.

10.6 Each nominee will provide to the Secretary of the Society a curriculum vitae, nomination form, completed questionnaire, and names of two referees, at least a month from the Annual General Meeting, or the Special General Meeting.

10.7 The Board will consider these nominations and inform the nominees if they are suitable or not, having regard to the eligibility requirements to be an officer of a charity, and the requirements under this constitution.

10.8 After the election of the Board members, each elected member will be subject to referee checking and police vetting. Upon receipt of the information about the elected members, the Board will confirm the appointment of members.

10.9 If any elected member is found to be unsuitable, or ineligible to be a Board member after referee checking and police vetting, the Board will terminate the membership of the elected member after providing that member with an opportunity to respond.

10.10 A Special General Meeting will then be called to elect a replacement.

10.11 The Board members shall elect the Chairperson and Vice-chairperson of the Board.

- 10.12** Apart from the CEO, the Board members will hold office for a period of three (3) years and all elected members will be chosen by a majority vote. The maximum terms that a Board member may serve will be two terms, subject to clauses 10.13 and 10.14.
- 10.13** To ensure continuity, the replacement of Board members may be rolled out in different years to ensure that there are enough Board members with institutional knowledge about the affairs of the Society at any one time. In such circumstances, a Board member may serve more than two terms. The Board will decide the details of how to achieve this continuity.
- 10.14** In addition to clause 10.13, if in the opinion of the Board, a member with special skills and expertise which are essential to the functioning of the Board, the Board may decide to allow that member to serve another three year term after six years, and can review the arrangement every three years after.
- 10.15** Subject to any provisions of this constitution to the contrary, the Board can co-opt a member of the Society to fill any vacancy in the Board until the next Annual General Meeting.

11. Experience, Knowledge, Personal Attributes and Core Competencies All Board Members Must Have

- 11.1** Individuals interested in being appointed to the Board are required to have some or all of the requirements outlined below. Appointments will be made on the basis of:
- (a) The match between the individual and the required specifications for the role as listed below;
 - (b) An effective balance and mix of the required experience, knowledge, skills and demonstrated competence amongst the members to be appointed;
 - (c) Have the following personal attributes:
 - Ability to think strategically;
 - Commitment to Pacific people;
 - Participative and consultative style;
 - Strong communication and interpersonal skills; and
 - Sound judgment; and
 - (d) Eligibility to be an officer of a charitable entity. A person will be ineligible to be a member of the Board on the grounds set out in clause 15(1)(c), (d), (h), (i), and (j).

11.2 Experience and Knowledge

Each Board must:

- (a) Ideally have proven experience as a member (or past member) of a board, that is, someone who is familiar with the governance role of a board member;
- (b) Demonstrated experience, in one or more of the following areas:
 - health, education, or social welfare;
 - accountancy;
 - finance;
 - legal;
 - business and/or strategic management;

- risk management;
- information systems and technology; and
- cultural competence.

- (c) Experience and/or involvement in developing a strategic direction, vision and goals for an organisation; and

11.3 Core Competencies

- (a) Relationship Management - the ability to establish and maintain positive working relationships with others on the Board and across a broad range of health, education and social welfare providers, agencies and community interest groups.
- (b) Strategic Capability - the ability to be forward thinking and hold a view of the big picture while also understanding and being able to consider the details of issues, tasks, problems and opportunities.
- (c) Action and Outcome Orientated - the ability to demonstrate a personal commitment to excellence and a focus on attaining organisational goals and objectives.

11.4 Transitional arrangements

- (a) If the changes to the Constitution are approved at the Annual General Meeting of 2015, the current members of the Board will continue for a period up to six months.
- (b) A Special General Meeting will be called to elect new members to vacant positions on the Board. The members who have not completed three years in the Board will continue as Board members. Staff members and those who have served more than six years will resign at the Special General Meeting.
- (c) Any vacancy will be voted on by members at the Special General Meeting of the Society called for this purpose within six months from the date of the Annual General Meeting.

12. Powers of the Board

12.1 The Members of the Board (“the Board”):

- (a) shall govern the Society and will delegate the responsibility for management of the Society to whomever the Board sees as appropriate;
- (b) will employ, retain, engage, suspend or dismiss the CEO based on his/her Key Performance Indicators (KPI) pursuant to his/her employment agreement as agreed between the Board and the CEO;
- (c) will ensure that a Strategic and Business Plan is finalised and adhered to. The Board will also be responsible for planning and monitoring the operations of the Society however, they cannot interfere with the technical and day-to-day running of the Society;
- (d) may exercise all such functions as may be exercised by the Society under clause 4 of this constitution other than those functions that are required by this document to be exercised by a General Meeting of members of the Society;
- (e) will ensure that all the appropriate policies and procedures are written for the Society; and
- (f) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Society.

12.2 If any dispute or doubt arises as to the construction or interpretation of this constitution or any part thereof, such dispute or doubt shall be determined by a majority decision of the Board. Similarly, if there is any obvious error in the wording of the constitution, the Board has the power to correct this error.

12.3 The Board will develop a Code of Conduct to provide guidelines by which Board members will be expected to comply.

12.4 If any matter arises that the Constitution is silent on, the Board will have the power to decide how to address that matter.

12.5 Power of the Board to Delegate:

- (a) The Board shall have the power to delegate on such terms and conditions any of its powers and duties to a sub-committee or any other person, and the sub-committee or person as the case may be, may exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them.
- (b) Each sub-committee must have Terms of Reference approved by the Board before it becomes operational. Sub-committees must work within the approved Terms of Reference and report to the Board on a regular basis. Sub-committees may be terminated by the Board once its work is completed or becomes redundant.
- (c) Any sub-committee or person to whom the Board has delegated powers or duties shall be bound by this Constitution.
- (d) Every such delegation is revocable at will, and no delegation shall prevent the exercise of any power or the performance of any duty by the Board
- (e) Any person or member of any sub-committee to whom delegation is made need not be a member of the Board or the Society.

13. Meetings and Quorum

13.1 The Board shall meet regularly at least 10 times each year at such a place and time as the Board may determine provided that the Board may by special resolution meet more or less frequently as determined from time to time by the Board.

13.2 Additional meetings of the Board may be convened by the Chairperson or by any member of the Board.

13.3 Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for holding of the meeting.

13.4 Four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

13.5 No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

13.6 If the quorum of four (4) Board members are not present after two (2) consecutive meetings have been called according to these rules, whomever attends the 3rd meeting called will be the quorum for that particular Board meeting.

14. Voting and Decisions

14.1 Questions arising at a meeting of the Board, or of any sub-committee appointed by the Board, shall be determined by a majority of the votes of members of the Board, or sub-committee present at the meeting.

14.2 Each member of the Board present at a Board meeting or of any sub-committee appointed by the Board, is entitled to one vote but, in the event of any equality of votes on any question, the Chairperson may exercise a second or casting vote.

15. Termination of Board Membership

15.1 A Board member's term may be terminated if the Board member:

- (a) resigns by giving notice in writing to the Secretary; or
- (b) misses three (3) consecutive meetings without prior approval or apologies to the Secretary of the Board; or
- (c) becomes of unsound mind, becomes a person in respect of whose affairs an order under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act; or
- (d) becomes bankrupt; or
- (e) dies; or
- (f) is convicted of a criminal offence which in the opinion of the members of the Board makes his or her position undesirable; or
- (g) is terminated by a vote of a majority of members of the Board in accordance with the constitution; or
- (h) is convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years; or
- (i) is prohibited from being a director or promoter or being concerned or taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993; or
- (j) is disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005.

15.2 The Board may vote to terminate the position of a Board member if in the opinion of the Board, the member has brought the Board or Society into disrepute, or has contravened the interests of the Society, or the Board member has persistently disregarded the Code of Conduct applicable to board members at the time, or otherwise acted in a manner that is harmful to the Society, or for any other good reasons as determined by the Board.

15.3 Before the Board votes to terminate the membership of a Board member, the member should be provided with an opportunity to respond in writing or in person before the decision is made.

- 15.4 On the occasion that an elected Board member’s membership is terminated, a meeting of the Board shall be held to elect a replacement in the interim until the next Annual General Meeting.
- 15.5 Any member of the Board whose membership of the Board has been terminated or who has resigned at the request of the Board, will not be eligible for appointment or selection to the Board.

Part IV

Meetings

16. General Meetings of the Society

- 16.1 The Society will meet to run its affairs at times suitable to its members.
- 16.2 The Society and Board Members, or sub-committees shall keep proper minutes of all meetings setting out a complete and accurate record of the business transacted at such meetings.
- 16.3 The Society may delegate any of its powers to any sub-committee or office holders, to aid in the furthering of the Society’s aims and objectives.

17. Special General Meetings of the Society

- 17.1 The Board may call a Special General Meeting of the Society at the Board’s discretion to discuss any matters, or to allow members to vote on any issue.
- 17.2 Twenty percent of voting members may also call a Special General Meeting of the Society.
- 17.3 A request for a Special General Meeting by twenty percent of members of the Society will be forwarded to the Secretary. Upon receipt of the request, the Secretary will call a Special General Meeting within ten working (10) days of receiving such a request and the meeting shall be held not later than a month from when the request was first received.
- 17.4 Requests for a Special General Meeting must be in writing stating the reasons for such a meeting.
- 17.5 If there is no quorum achieved at the Special General Meeting, no further meeting can be called to discuss the same reasons provided for calling that Special General Meeting.

18. Annual General Meetings of the Society

- 18.1 An Annual General Meeting of the Society will be held in September of each year, and in any event, not more than 15 months after the previous annual meeting.

- 18.2 The business of the Annual General Meeting will include:
 - (a) The presentation and approval of the annual financial statement of the Society;
 - (b) The appointment of Board members;
 - (c) The approval of the appointment of an auditor to audit the financial accounts of the Society;
 - (d) Receiving and approving the annual report of the Society; and
 - (e) Consideration of any other business.

19. Voting

- 19.1 Upon any question arising at a General or Special General Meeting of the Society, an individual voting member has one vote only. A family who have family membership can only have one voting member.
- 19.2 All members must be at least eighteen (18) years old on the day of the meeting and must have been a member for a period of at least three months.
- 19.3 All votes shall be given personally or by proxy, but no voting member may hold more than two (2) proxies.
- 19.4 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

20. Appointment of Proxies

Each member entitled to vote shall be entitled to appoint another member as proxy by written notice given to the Secretary not later than twenty-four (24) hours before the time of the meeting in respect of which that proxy is appointed.

21. Quorum

- 21.1 The quorum for all meetings of the Society will be twenty-five percent (25%) of voting members.
- 21.2 All meetings will be convened by the Chairperson or a member of the Board.

22. Notice of Meetings

- 22.1 Notice of all meetings of the Society will be given to all members in writing or other appropriate medium at least ten (10) working days prior to the meeting.
- 22.2 Such notice will state the agenda, time, date and place of the meeting.
- 22.3 Notice of a Special General Meeting will in addition to the above, include the reasons for calling the meeting.



Part V

Finance

23. Funds

- 23.1** The funds of the Society shall be derived from the annual subscription fees, donations, contracts and operational funds and subject to any resolution passed by the Society in any General Meeting, such other sources as the Board determines.
- 23.3** All money received by the Society shall be deposited into an appropriate Society bank account on a daily basis during bank business hours. The Society, as soon as practicable after receiving any money, should issue an appropriate receipt.

24. Management of Funds

- 24.1** The funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Board determines.
- 24.2** The Board shall cause accounting records to be kept that correctly records and explains transactions and affairs of the Society that will at all times enable the true financial statement and financial status of the Society to be ascertained.
- 24.3** The Board shall keep an account or accounts of the Society at such Bank(s) as the Board may decide.
- 24.4** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Chairperson and Treasurer and any one of the following of the Vice Chairperson, or Secretary.

25. Treasurer

- 25.1** The Society through its Treasurer will keep proper books of accounts.
- 25.2** A monthly financial report must be provided by the Treasurer to the Board. A breach of this clause is fundamental and should allow the removal of the Treasurer upon failure.
- 25.3** The Treasurer shall present a financial report at the Annual General Meeting.

26. Inspection of Books

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society during normal working hours.

27. Audit

- 27.1** The accounts of the Society for a financial year shall be audited by a chartered accountant (not being a Board member) appointed by the Board.

- 27.2** The auditor will be notified by the Board to audit the Society's books before the Annual General Meeting.
- 27.3** The audited financial statements for a financial year shall be tabled for approval at a meeting of the Board after the financial year and in time for approval before submitting to members at the Society's Annual General Meeting. Such financial and updated statements should be made available to members of the Society one week before the Annual General Meeting.
- 27.4** The Treasurer will present the Auditor's report at the Annual General Meeting.

28. Conflict of Interest

- 28.1** Any member or Board member of the Society may be appointed as a part-time contractor of the Society notwithstanding that the person is a member or Board member of the Society.
- 28.2** Any member of the Board who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Board may be involved in, shall disclose any conflict of interest, and shall not take any part in any deliberations of the members concerning any matter in which that member may be interested in, other than as a member of the Board.

29. No Personal Benefits

- 29.1** No member or Board member may profit from the Society except in the situations set out below.
- 29.2** The Society may pay reasonable remuneration to any Officer or Employee of the Society whether Board members or not in return for services actually rendered to the Society.
- 29.3** Any member or Board member of the Society may be paid all usual professional, business or trade charges for services rendered, time spent and all acts done by that member or Board member of the Society.

Part VI

Miscellaneous

30. Conflict Resolution

30.1 If any dispute or difference of any kind arises:

- (a) the parties will endeavour to settle the dispute or difference by agreement between themselves in a timely manner;
- (b) the parties may take and act upon the opinion of any barrister and/or solicitor who is the holder of a practising certificate in New Zealand whether in relation to the interpretation of any of the clauses in this document or any other document or statute having regard to the administration of the Society without being liable in respect of any act done by them in accordance with such opinion; and
- (c) if the dispute or difference is not settled by agreement between the parties then it will be referred to mediation. The Society and the other party will share equally the costs of any mediation.

31. Complaints Procedure

The Society will ensure that services are provided in an acceptable manner to the people served and to the wider community. The Society will have a procedure for recording and dealing with complaints to be approved by the Board.

32. Indemnity

The Society shall indemnify every member of the Board of the Society in respect of all liability arising from the proper performance of their Board functions connected with the Society.

33. Amendment of the Constitution

- 33.1 The Societies rules can be added to, altered or rescinded by a resolution passed at the Annual General Meeting, or at a Special General Meeting called for this purpose, provided that it does not affect the charitable status of the Society.
- 33.2 A notice must be sent out to the members of the Society at least ten working days from the Annual General Meeting or Special Meeting, detailing the proposed addition, alteration or repeal and the reasons for the proposed changes.
- 33.3 Notification of any changes to these rules should be made in accordance with the provisions of the Incorporated Societies Act.

34. Dissolution of the Society

The Society may be put into liquidation by its members passing a resolution to this effect at its Annual General Meeting or Special General Meeting and the resolution is confirmed at a later Special

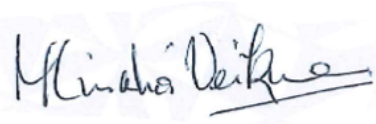
General Meeting called for this purpose at least 30 days after the date on which the resolution was passed. The Society may also be liquidated in accordance with the provisions of the Incorporated Societies Act.

35. Surplus Property

If the Society is put into liquidation and there remains, after the satisfaction of all debts and liabilities, any property and assets whatsoever, the same shall not be paid to or distributed amongst the then members of the Society but shall be paid, given, or transferred to some other institution or institutions having charitable objects within New Zealand similar to the charitable objects of the Society, such institution or institutions to be selected by the members of the Society at or immediately prior to the time of liquidation or in default of any such selection by the High Court of New Zealand.

36. Seal

The Society shall have a Seal which shall be in the custody of the Board and shall not be used except with the authority of the Board and its affixing to be witnessed by two (2) Board members.



Dr Maika Kinahoi Veikune
Chairperson
Board of the Tongan Health Society

Mrs Telesia Tonga
Vice Chairperson
Board of the Tongan Health Society

Dr Glenn Doherty
Board Secretary | Medical Director
& Chief Executive Officer
Board of the Tongan Health Society

