

IN THE MATTER of the Charitable  
Trusts Act 1959

AND

IN THE MATTER of Otago Mental  
Health Support Trust

APPENDIX 'A'

(to be adopted by the Board on Incorporation of the  
Otago Mental Health Support Trust)

The objects for which the Trust is established are:- To promote the mental health and well-being of the inhabitants of Otago and in particular those who experience major mental health illnesses (with emphasis on the Bipolar disorder) and to support their families and whanau by using the following means

1. (a) SUPPORT

- Persons with an illness:

Through Support Group and informally (phone, visits).  
Through volunteers (from Support Group) who have specific tasks.  
By visiting those in hospital.  
By counseling those newly diagnosed, and their families.  
Help people develop their own support networks.

- Relatives:

Counseling and informally (phone, visits by Support Group members, especially during crisis).

- Professionals:

Through liaison with Support Group.

(b) EDUCATION

- Those with an illness
- Relatives and friends.
- Health professionals.
- Hospital staff/administration.
- Employers
- By establishing a library of information relevant to the illness.

(c) LIAISON

- National and international Manic depressive support groups.
- Other groups in the community e.g. GROW.



- Hospital services and other related agencies.
- (d) SOCIAL
  - Activities for members and their families.
- (e) PROTECTING INTERESTS of PEOPLE WITH MENTAL ILLNESS
  - In employment – through liaison directly with employer, personnel officer or occupational health nurse.
  - In hospital – consultation with staff.
  - In legal areas.
  - At individual, community and national levels by promoting awareness and understanding of the illness.
- (f) RESEARCH
  - Prevalence of mental illness – by reading current research.
  - Psychological aspects – increased knowledge of psychosocial aspects, before, during and following illness.
  - Diagnostic clarification – professionals to be aware of the possible effects of the mental illness labels and ensure person understands diagnosis.
  - Collate knowledge and experience of those with mental illness.
  - Investigate the knowledge and attitudes of the public towards illness.
- (g) OTHER
  - To accept the custody, control and management of any real or personal property which may be bequeathed or donated to the Trust or to the Board for the benefit of the Trust.
  - To seek, accept and receive donations, subsidies, grants, endowments, gifts, legacies, loans and bequests either in money or in kind or partly in money and partly in kind for all, or any of the purposes and objects of the Board and to carry out any specified trust attaching or relating to the same to the intent that donations, grants etcetera made to the Board may be made for the benefit of the general purposes of the Board or may be made for some purposes within the general objects of the Board specified in particular cases by the donor or donors, and lender or lenders.
  - “To carry on any other charitable object which may seem to the Board capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to advance Charitable object of the Board or any of them”
    - “All funds shall be applied for exclusively charitable purposes within New Zealand.”

THE POWERS and authorities which Board may exercise in order to carry out its objects and purposes are as follows:-

#### 1. EMPLOYMENT or ENGAGEMENT of PERSONNEL

- (a) - To enter into contracts of employment or for services with any person, body, company, society or authority, to submit quotes or tenders for any such or like work, and to engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Board and further the operation of employment schemes by this Board.
- (b) - To employ any persons upon such terms and conditions and at such remuneration for services rendered as the Board think fit.
- (c) - To appoint and employ any persons as managers, foremen, agents and attorneys for all or any of the purposes of the Board and to remunerate such persons for their services by wages salary or commission or partly by one mode and partly by another to delegate to such persons such discretion and authority for the operation of the employment schemes as the Board may think fit and may specify in any contract or employment of such persons.
- (d) - To acquire, hire, operate and maintain any machinery or equipment and any means of transportation whether of persons or of goods or both as the Board may deem necessary or desirable for the carrying out of objects of the Board and make such charges for the use thereof as the Board shall deem reasonable.

#### 3 PUBLICITY

- (a) - To adopt such means of making known the activities and objects of the Board as may seem expedient and in particular but not so as to limit the generality thereof by advertising in the press, by circulars and by publication of books, periodicals, maps and any printed and illustrative material whatsoever, and by contributions to the press, periodicals and books, and also by films and other means approved by the Board.
- (b) - To print, publish, distribute and sell any books, articles, research monographs, pictures, photographs, maps and any other works upon such terms and conditions agreed with the authors thereof as the Board may think fit and to commission and make grants to authors at the discretion of the Board.
- (c) - To make such charges for admission to property held by the Board and to exhibitions, displays, lectures, films and other education services arranged by the Board as the Board may deem reasonable.

#### 4. PROPERTY

- (a) - To purchase, take on lease or as gift or otherwise howsoever acquire and hold on the Trust's behalf land.
- (b) - To purchase, take as gift or on loan or otherwise howsoever chattels of any kind whatsoever and hold the same upon the Trust's hereof.
- (c)- To lease, let or grant the use of land and/or buildings or parts thereof held by the Board on limited terms for any lawful purpose in furtherance of the objects of

the Board and apply the rents, commission or other payment whatsoever accruing to the objects of the Board.

- (d) - To sell, demolish or otherwise dispose of any real or personal property vested in the Board but only in furtherance of the trusts hereof.
- (e) - To construct, alter, restore, improve, maintain, develop, work, manage, carry out or control any buildings or works or do anything whatsoever as the Board may deem necessary or convenient or calculated to advance directly or indirectly the objects of the Board; and to develop, layout and plant any land and to prepare the same for building and any other purposes consonant with the objects of the Board and to do or cause to be done all matters ancillary thereto and to enter into contracts and arrangements of all kinds with architects, builders and others.

## 5. FINANCE AND INVESTMENT

- (a) - To lend money to any person, body or society whether incorporated or not on such terms as the Board may think fit and to guarantee the performance of contracts by any such persons but only in furtherance of the objects of the Board.
- (b) - To borrow from time to time at the discretion of the Board for the purposes of the Board from any person, body or society whether incorporated or not any sum or sums of money on the security of all or any of the Board's property either under legal mortgages or charges with powers of sale and other usual powers or by any other securities of the Board or without security and generally on such terms and conditions as to rate of interest or otherwise as the Board thinks fit. The Board may also borrow money from the Board's Banker on overdraft or otherwise and with or without security.
- (c) - To invest subject to the terms of any trust, grant or endowment any money held or by or on behalf of the Board in any securities in which trust funds may be invested by trustees in accordance with the Trustee Act 1956 or any other statutory authority or in such other manner as the Board may approve: and pending disbursement of any money held by or on behalf of the Board to deposit same subject as aforesaid so as to yield interest in such manner as the Board may approve.
- (d) - To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments

## 6. GENERAL POWERS.

- (a) - To enter into any arrangement with any government or authorities supreme, municipal, local or otherwise that may seem conducive to the Board's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Board may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges

and concessions.

- (b) - To obtain any provision order or Act of Parliament or town planning ordinance classification designation or by-law for enabling the Board to carry out any of its objects or for any other purpose which in the opinion of the Board is directly or indirectly conducive to the carrying out of the objects of the Board and to oppose any proceedings, applications, classifications, designations, orders, Acts, ordinances or by-laws which may seem to the Board to be likely, directly or indirectly to prejudice or injure the interests, objects and purposes of the Board.
- (c)- To promote any other society, trust, association or institution for the purpose of acquiring or taking over all or any of the property rights and liabilities of the Board or for any other purpose which may seem directly or indirectly calculated to benefit the Board and to further or more effectively carry out its objects provided that the objects and purposes of such society, trust, association or institution are wholly charitable.
- (d) - To co-operate with any other society, trust or institution whether incorporated or not whose objects are altogether or in part similar to those of this Board and to procure from or communicate to such society, trust or institution such information as may be likely to forward the objects of this Board.
- (e) - To apply the assets and income of the Board howsoever derived towards all or any of the aforesaid objects and purposes as the Board may in its absolute discretion think fit.
- (f) - To do all such other things as in the opinion of the Board may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- (g) - To pay all or any of the expenses incurred in and in connection with the incorporation and establishment of this Board and in furthering or carrying out the objects of the Board or any of them including the employment of counsel, solicitors, accountants, auditors, architects, professional advisers, builders, engineers, contractors, doctors, nurses and the employment and training of supervisors, officers and servants or any other persons as shall appear necessary or expedient (notwithstanding that they may be a trustee hereof) and upon such salaries, wages, terms and conditions as shall appear necessary or expedient.

#### 7. DISSOLUTION AND DISPOSAL OF FUNDS

The Trust shall be governed by the provisions for winding up contained in Section 24 of the Charitable Trusts Act 1957, and should the Trust dissolve or be wound up then any assets remaining after repayment of debts and obligations shall be distributed to another organisation having similar aims in mental health in New Zealand.

IN THE MATTER of the Charitable  
Trusts Act 1957

AND

IN THE MATTER of Otago Mental Health  
Support Trust

APPENDIX "B"

(To be adopted by the Trust on Incorporation of  
the Otago Mental Health Support Trust)

RULES

1. FUNDS AND PROPERTIES

- (a) The funds and property vested in the Board shall be administered by the Board members in accordance with these rules.
- (b) All moneys received shall be paid to the credit of the Trust at such bank or banks as the Board may, from time to time appoint. Cheques on any bank account of the Trust and any other negotiable instruments shall be signed by any two Board members or by one Board member and one employee of the Trust as the Board shall from time to time decide. Endorsements of cheques and other negotiable instruments in favor of the Trust shall be made by such one board member or employee as the Board may appoint.
- (c) Where it shall be made to appear to the Board members that any legacy endowments, contributions or gift has been made in spirit of or in ignorance or without full appreciation of the claim whether legal or moral of any person, the the Board members notwithstanding that the Board may have expressed its acceptance of such legacy endowment, contribution or gift either wholly or in part may make such payment or gift of or out of the property comprised therein towards the satisfaction or relief of such claim as the Board members may in appropriate circumstances consider proper.
- (d) The Secretary or Treasurer shall have power to receive and give receipt of all legacies, donations, subscriptions or other moneys bequeathed, made, given or lent to the Board members and every such receipt shall be an effective discharge for the money or other property therein stated to have been received.
- (e) (I) Any income benefit or advantage shall be applied to the charitable purposes of the organization.  
(II) No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organisations in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

(III) Any such income shall be reasonable and relative to that which would be paid in arm's length transaction (being the open market value).

(IV) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 2. CONSTITUTION OF THE BOARD

2(a) The Board shall consist of not less than seven members, one of whom (when the Trust engages staff) shall be a member of the staff of the Trust as Provided in rule 2(ba)

(b) The original Board members shall be the Trustees named in the Deed of Trust of which this Appendix "B", is an annexure.

(ba) The staff of the Trust may from time to time nominate one of their number to be and act as a member of the Board. Nominations shall be recorded in the minutes of the Board's meetings and shall last until revoked and replaced by a fresh nomination or until the nominee's office as a member is vacated under rule 2(d)(vi). Staff so nominated shall be entitled to participate fully as voting members in all meetings and matters involving the Board except those involving terms and conditions of employment or matters in which the interests of the staff and the Trust may be in conflict. Non-staff Board members at any meeting may decide by simple majority whether a matter is one in which the interests of the staff and the Trust may conflict.

(c) Vacancies in members of the Board shall be filled by the remaining Board members who shall have regard to the need to appoint persons interested in the Board's objects and capable of assisting the Board to carry out its objects by their skill, expertise, professional standing in the community or other qualifications.

(d) The office of Board member shall become vacant it:

- (i) he or she shall resign office; or
- (ii) he or she shall become unfit or incapable of so acting or refuses to so act; or
- (iii) he or she shall be absent from New Zealand to a period of twelve months without obtaining leave of absence from the other Board members: or
- (iv) he or she shall die; or
- (v) by a majority vote of the Board if he or she is deemed to have failed to fulfill the duties of trusteeship.

(vi) Being a nominee of staff, the member is suspended from employment during any disciplinary proceeding or ceases to be an employee of the Trust.

- (e)
  - (i) At the second annual general meeting of the Board, three of the first appointed Board members shall retire and at each succeeding annual general meeting, another of the first appointed Board members shall retire in each case by agreement of the Board members, or failing agreement by lot; and Board members subsequently appointed shall retire at the second annual general meeting of the Board following his or her appointment.
  - (ii) A retiring Board member shall be eligible for re-election.
  - (iii) The remaining Board members at the meeting at which a Board member retires as aforesaid shall fill the vacant office having regard to the provision of Clause 2(c) hereof and in default the retiring Board member shall if offering himself or herself for re-election be deemed to have been re-elected
- (f) A Board member experiencing mental illness may be temporarily disabled from acting as a Board member upon written declaration by any three other Board members. Reinstatement as a Board member can be made by any subsequent meeting of the Trust Board.”

### 3. ANNUAL GENERAL MEETING

- (a) “There shall be an Annual General Meeting of the Trust which shall be held once each financial year at a time, date and place to be fixed by the Board. The meeting shall be open to the public.”
- (b) At least fourteen (14) days prior to the Annual General Meeting a written notice stating the time, date and place of the meeting shall be sent by the Board to:
  - (i) Each of the Trustees
  - (ii) All persons who would have an interest in the activities of the Trust board.
- (c) At the Annual General Meeting the following business shall be transacted:
  - (i) Approval of the minutes of the last Annual General Meeting.
  - (ii) Consideration of a report by the Chairperson of the year’s work of the Trust.
  - (iii) Consideration of the statement of finances of the Trust together with the duly completed accounts and balance sheet.
  - (iv) Appointment of Trustees as provided in Clause 2 hereof.
  - (v) Consideration of any other general business.
- (d) The quorum at the Annual General Meeting shall be at least 2/3 of the Board members.

### 4. REGULATIONS

The Board may make, amend or rescind any by-laws or regulations not inconsistent with these Rules to attain or facilitate the attainment of the objects of the Trust or any of them.



## 5. ACCOUNTS

The Board members shall cause proper books of account to be kept in which shall be kept full, true and complete accounts of the affairs and transactions of the Board. The books of account shall be kept at the Board's office or at such other place or places as the Board members think fit and shall always be open to the inspection of any Board member.

## 6. POWERS OF BOARD MEMBERS

The Board members shall be responsible for the management of all the affairs of the Board and may exercise all the powers and authorities conferred by these presents or by law.

## 7. PROCEEDINGS OF BOARD MEMBERS

- (a) Subject to the subsequent provisions of this Clause 6 of the Board members shall meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit.
- (b) Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote. The Chairperson or any two Board members may at any time summon a meeting of the Board members. It shall not be necessary to give notice of a meeting of the Board members to any Board member for the time being absent from New Zealand.
- (c) If the Board shall comprise eight or more persons, the quorum necessary for the transaction of the business of the Board shall be five (5) Board members, but if the Board shall comprise seven persons, the quorum necessary shall be four (4) Board members.
- (d) The continuing Board members may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Board as the necessary quorum of members the continuing member or members may act for the purpose of increasing the number of members to that number but for no other purpose whatsoever.
- (e) The Board members shall elect a Chairperson of their meetings and determine the period for which he or she is to hold office but if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Board members present may choose one of their number to be Chairperson of the meeting.
- (f) The Board members may at any meeting appoint two or more members of their body to be a committee for making any enquiry or for superintending or transacting any business but every act and proceeding of a committee shall be submitted to a meeting of Board members may co-opt for the purposes of consultation and advise persons who are not members of the Board and may

terminate such co-optation.

- (g) The proceedings of a committee shall be regulated by the same rules as pertaining to the Board and otherwise committee members shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (h) A resolution in writing signed by the Board members for the time being entitled to receive a notice of a meeting of Board members shall be a valid and effectual as if it had been passed at a meeting of Board members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Board members.
- (i) The financial year of the Board shall end on the 30th day of June in each year.
- (j) A meeting of the Board members may be called at any time by direction of the Chairperson of two Board members and shall be called within 14 days after receipt by the Secretary of a requisition signed in that behalf.
- (k) Notice in writing of all meetings of Board members specifying the object or objects of such meetings shall be posted by the Secretary to the Board members at least seven days prior to the date fixed for the holding of any meetings PROVIDED THAT by agreement of Board members notice may be given orally.

#### 8. MINUTES BOOK

All proceedings of the Board meetings shall be recorded in the form of minutes entered on a proper Minute Book.

#### 9. SECRETARY AND TREASURER

A Secretary and a Treasurer may be appointed by the Board members for such term at such remuneration (if any) and upon such conditions as they think fit and any Secretary and Treasurer so appointed may be removed by them.

#### 10. THE SEAL

The Board members shall have the safe custody of the Common Seal and the Board members may from time to time by resolution change, alter or adopt any new seal as they may deem proper. The Common Seal shall not be affixed to any document except by the authority of the Board members previously given and shall be so affixed in the presence of two Board members who shall affix their signatures to every document so sealed.

## 11. INDEMNITY

The Board members, Secretary, Treasurer and other officers if any, shall be indemnified by the Board from and against all losses and expenses properly incurred by them in or about the discharge of their respective duties

## 12. AUDITOR

At each Annual General Meeting an auditor who shall not be a member of the Board may be appointed by a majority of the Board members to audit the accounts of the Board.

## 13. ALTERATION AND ADDITIONS TO THE RULES

These Rules may be altered or added to at any meeting of the Board subject to the following conditions:

- (a) Notice in writing of the proposed alterations or additions to the Rules shall be given to each Board member.
- (b) The meeting may amend any such proposals.
- (c) No resolution of any meeting shall effect any alteration or addition to the Rules unless it be carried by a majority of at least two-thirds of the Board members present at such meeting and entitled to vote: and if their number is not a multiple of three then the next high whole number above the fraction shall constitute the majority.
- (d) That no rescission, alteration, amendment or addition to these Rules shall be in conflict with any of the provisions of the objects or powers of the Board or of the Charitable Trusts Act 1957.
- (e) No addition or alteration of the charitable objects, the personal benefit clause or the winding up clause shall be approved without the Inland Revenue Department's approval.