

## ***Constitution of the Weightloss Surgery New Zealand Trust (NZWLS Trust).***

### **A. The name of the Trust:**

*The name of the Trust is to be Weightloss Surgery New Zealand Trust (WLSNZ Trust) [operating title to be: Weightloss Surgery New Zealand (WLSNZ)].*

*Hereafter referred to as 'The Trust'.*

### **B. The charitable purpose of the Trust.**

*The Trust's cash and property assets are to be administered solely for the charitable purposes outlined under its General Aims below, and as are consistent with the Charitable Trusts Act 1957, and are intended to operate for the benefit of promotion of and education about public health in New Zealand for those who are considering or have had bariatric surgery, or anyone whose health is adversely affected by being overweight.*

### **C. General aims of the Trust.**

- 1. To promote and educate about public health through weightloss surgery education, information and research, and to support and promote public policies in line with this.*
- 2. The support of members of the various national formal and informal weightloss surgery support groups, including but not limited to providing information, resources, clinic and support group contacts, meetings and news, and the pursuit of political and community activities that benefit and are in the interests of members.*
- 3. To liaise with and establish good working relationships with the various public and private bariatric clinics and related professionals, along with other organisations such as overseas clinics and support groups, and also government and other relevant regulatory bodies, to further the aims of the Trust.*

*These relationships shall include, but not be limited to, 'affiliate' status.*

*An affiliate is recognised as such by the Trust, as a group or individual who may from time to time make a donation to the Trust, in support of its aims. An affiliate may not be a Trustee, nor have voting rights in Trust meetings. A trustee may not be an affiliate. The benefits of becoming an affiliate include access to the information and education resources built up by the Trust, as well as the right to apply for financial assistance from grants and other funds etc which may from time to time be set up by the Trust, as long as such applications are in keeping with the aims of the Trust.*

*A separate and special status will be recognised and pursued in having Patrons of the Trust. A Patron lends their name to the Trust for the purpose of furthering its aims, as defined in this constitution. A Patron may not be an affiliate, that is, a Patron is not a beneficiary of the Trust's activities and general aims.*

## **D. The specific aims of the trust:**

Specifically the above general aims may also take the form of the more detailed aims below:

- 1. Promotion of and education about weightloss surgery (WLS) as a positive health choice, within the WLS and wider communities.*
- 2. The Trust is to act to facilitate and advocate for people considering WLS along with non-judgemental support and education, before, during and after surgery.*
- 3. Promoting WLS in public health places and to work to help make information available for the general public and to assist them in making informed choices.*
- 4. To work for an affiliation program, as well establishing close working relationships with, WLS support groups, individuals, professionals, bariatric clinics and any other interested parties in order to promote the general and specific aims of the Trust.*
- 5. To provide a programme for WLS support groups, and also a buddy system for WLS individuals.*
- 6. To provide and support a programme of public education about issues and information associated with successful weightloss and healthy lifestyle.*
- 6. To conduct surveys on WLS patients.*
- 7. To actively promote a network of support groups regardless of surgery type.*
- 8. To host and support financially the annual national WLS conference.*
- 9. To provide information through websites, and specifically through a main website that will act as the hub for all New Zealand wide affairs related to the Trust, to the WLS support groups, and any matters related to the Trust's aims and activities..*
- 10. To lobby for consistency of funding throughout the District Health Boards (DHB)s in New Zealand.*
- 11. To celebrate occasions related to the general and specific aims of the Trust.*
- 12. To pursue fundraising to help others realise WLS and achieve their weightloss goals, as well as for assisting in the achieving of the Trust's general and specific goals.*
- 13. To pursue fundraising for furthering the education and professional development of trustee members towards pursuit of the Trust aims through such reasonable activities as attendance at conferences related to these aims, within New Zealand and overseas.*
- 14. To pursue fundraising to support financially the annual national WLS conference.*
- 15. To pursue fundraising to support the development and operations of a national system of weightloss surgery support clinics serving with and funded by the DHBs, including those which focus on any or all of the issues of food addiction, promoting self-esteem, self-agency and motivation, cognitive behavioural therapy (CBT) and the adoption of a new permanent healthy diet and exercise lifestyle. In addition, to promote Government policy changes for funding such clinics through New Zealand DHBs.*
- 16. To promote healthy diet and lifestyles within the WLS support groups and the wider New Zealand community.*

*17. To promote the expertise and priority of health professionals, and adopt a policy of referral of enquiries of a medical nature to these as first port-of-call.*

*18. In regard to Patrons, the Patron's name and brief biographical information are to feature on the Trust website. A Patron's name may be made available by the Trust for referral to media for promotional interviews or statements, after prior consultation and agreement by the Trust with the Patron. Invitations will automatically be extended to Patrons, to Trust events such as the annual national conference, for the Patron's interest and for the promotion to media of the event and the Trust's aims. Regular updates are to be sent to each Patron or their representative, of the Trust's activities and plans to further its aims. The roles of a Patron as outlined in this section D, may be amended from time to time by a quorum vote of the trustees, following due consultation with any existing Patrons. The section under general aims which relates to Patrons may not be amended.*

## **E. The Trustees.**

1. There are to be between 5 and 7 trustees.
  2. All decisions made by the trustees are to require a vote of not less than a two-thirds majority, rounded up to the nearest whole number, in order to be actioned.
- 3, A quorum for any trustee meeting is to be not less than a two-thirds majority of the trustees.
  4. The form of voting by the trustees may be by show of hand, or by a secret ballot if called for by one or more trustees. Each trustee shall have one vote only.
  5. Any decision made by a quorum meeting of trustees may be actioned, except where this relates to the core set of general aims of the Trust as outlined above, which cannot be altered in their general intent, or except also where decisions expressly mentioned elsewhere in this constitution require a unanimous vote.
  6. Subcommittees, as arranged and/or appointed in any trustee meeting which has a quorum, may have fewer than a quorum of trustees meeting, but these will have no deciding powers and must refer back to a quorum meeting of trustees for decisions to be actioned by the Trust.
  7. A trustee may resign by giving two month's notice in writing, which must be accepted and confirmed in writing at the next meeting of the Trust with a quorum.
  8. In the event of a trustee resigning from the Trust, the remaining trustees must endeavour to replace them as soon as practicable to resume the full trustee numbers of between 5 and 7.
  9. In the event of the number of the trustees sitting on the Trust falling below a quorum number, the remaining trustees may meet and make decisions only if these are unanimous. The remaining trustees must endeavour to replace the missing number of trustees as soon as practicable to resume the full trustee number of between 5 and 7.
  10. In the event of the number of trustees sitting on the Trust falling to two or less, proceedings must begin to wind up the Trust, if a period of four months have passed without replacement to the full required count of between 5 and 7 trustees.
  11. Meetings of the Trust shall be held at least four times a year, and more often if deemed necessary by the activities of the Trust and a quorum meeting of trustees.

12. Any trustee may call for a meeting, by mutual arrangement with the other trustees. Notice of meetings shall be a week in advance, or by arrangement with all the other trustees of the quorum.

13. The trust shall appoint offices such as chairperson, secretary and treasurer, and any other office it deems useful, through a quorum vote. The general and specific duties of these posts are to be decided by quorum meetings of the trustees.

14. The duties of the chairperson shall include those of a general managerial and facilitating character, both in trustee meetings and in the trust's general affairs and direction. The chairperson shall seek to achieve consensus wherever possible among the trustees, and to produce vision, cohesion and co-ordination in their activities. The chairperson shall also act as a spokesperson both within trustee meetings in summarising discussions, and in public representation.

15. The duties of the secretary shall include keeping minutes of all trust meetings and records of subcommittee reports, as well as general records. In addition the secretary shall keep a record of the contact details of all trustees, conduct all correspondence and form-filling as may from time to time be required, and report these in summary to trustee meetings.

16. The Trust shall operate an account for the banking of funds, issuing of cheques and transferral of money, payment of creditors and all other financial activities incurred during the pursuit of its general aims. The treasurer shall conduct all banking activities and keep a record of accounts, and shall also report to the Trust in a quorum meeting at least twice a year on the general state of the account. The secretary, treasurer and chairperson shall all have signing rights on cheques, with any two of these three required and able to co-sign such cheques. The chairperson may appoint, or a quorum meeting of trustees may agree to appoint, any other trustee to be a designated signatory to the account, in the event that all of the primary three offices of chairperson, treasurer and secretary have failed to be filled. In regard to internet and online banking, the Trust shall agree on methods by which any action on the account must be approved by any two of the three officers mentioned. The Trust shall also appoint an internal auditor amongst the trustees who is not the treasurer and who shall conduct an unpaid internal audit once a year to report to a quorum meeting of the Trust. In addition, once every two years the Trust shall appoint an external auditor to conduct an internal audit, and funds shall be made available to pay for this.

17. The Trust may also decide to appoint a fund-raising officer, who may hold another office except that of treasurer, in order to investigate the raising of money on behalf of the Trust in the form of donations, gifts, bequests or apply for public or private money from any legal source to be used for purposes consistent with the general aims of the Trust. If such funds are donated with a specific purpose in mind by the donee then this must be adhered to, otherwise the Trust shall decide in quorum meetings how those funds should be administered, again in a manner consistent with the general aims of the Trust.

18. Responsibilities of trustees include the obligation to attend Trust meetings unless reasonably prevented from doing so, and to honour commitments they have made for workload and objectives, unless likewise reasonably prevented from doing so.

19. In the event of a dispute arising between trustees and being unable to agree or return to an amicable working relationship, whether through personality clash or fundamental disagreement over a matter of policy or a course of action, it shall be the role of the chairperson to arbitrate, work with the individuals involved and seek a genuine resolution of the conflict that is satisfactory to all.

However if the dispute is unable to be resolved in this manner, or if the chairperson is also involved in the source of the conflict, the trust shall seek the services of a suitable outside arbitrator to work

with all trustees to reach a resolution. If the chairperson is not involved then that person shall appoint the outside arbitrator. If the chairperson is involved, then any three other trustees may appoint an outside arbitrator. The trust shall make funds available if necessary to pay for the services of an outside arbitrator. The outside arbitrator shall aim to reach a mutually acceptable and genuine resolution with all trustees. However, if this is not possible, the outside arbitrator will have the power to impose a decision on the trustees which they will be obliged to ratify at their next quorum Trust meeting.

A trustee may be removed from their position by a unanimous vote of the remainder of trustees. A motion to vote on the removal of a trustee may not be put to a quorum meeting until the dispute process above has been gone through.

20. The trustees may decide to use a stamp with a unique design, as a 'common seal' for ratifying official documents, and may also decide to design and use a logo for use on letterhead.

## **F. Management of the property of the Trust.**

1. The property of the Trust shall be defined as: any information collated relating to the aims of the Trust, and the pursuit of those aims, and also any cash or property assets that the Trust may acquire, from fundraising, gifts or charitable donations, or any other cash or assets given to the Trust for the purpose of pursuing its aims.

2. The beneficiaries of the trust are defined as: members of the general public who are interested in learning about weightloss surgery, or who have had such surgery, or in the weightloss services and information which may be provided by the Trust; members of the various national formal and informal weightloss surgery support groups, and affiliates recognised as such by the Trust, as a group or individual who may from time to time make a donation to the Trust, in support of its aims, with an affiliate not able to be a trustee.

3. All property owned and acquired by the trust is to be administered solely for furthering the aims of the Trust, and distributed to the logical beneficiaries of those aims.

4. The trustees may from time to time contract services in the course of pursuing the aims of the trust, and may appoint, remunerate and dismiss these as required for the purposes employed.

5. The Trust may also appoint and dismiss volunteers as it deems necessary, and may agree to reimburse volunteers for expenses reasonably incurred while assisting the Trust with its work.

6. The Trust may also from time to time decide to borrow money or invest its funds. Decisions on such matters among trustees should be unanimous, and the trust shall first seek advice from financial advisors as well as legal advice before making decisions.

7. The trustees shall not be personally liable for any of the debts, liabilities, or other obligations of the Trust.

8. The trustees may seek advice and pass amendments to ensure protection of themselves from liability from the Trust's creditors and may seek advice and pass amendments on such related matters as indemnity insurance.

8. The Trust may pursue activities of a profit making character only if the money raised is channelled back into activities consistent with the general aims of the Trust.

9. No trustee may be benefit from the Trust's financial assets, unless involving a payment for necessary services which they are qualified to perform and which would otherwise have been contracted out to a non-trustee qualified person.

10. No trustee may receive payments for services towards the trust's aims, which involve a conflict of interest.

A conflict of interest is defined as a situation where a trustee has a financial interest in the service carried out. A trustee has a financial interest if the person has, directly or indirectly, through business, investment, or family: 1. An ownership or investment interest in any entity with which the trust has a transaction or arrangement; 2. A compensation arrangement with the trust or with any entity or individual with which the trust has a transaction or arrangement; or 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the trust is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the trust decides that a conflict of interest exists. A trustee meeting shall decide by a quorum majority if a conflict of interest situation exists upon any trustee requesting such a vote, after due discussion as decided by the chairperson.

Any trustee who has or may have reasonable cause to believe they have a conflict of interest, has a duty to disclose the same to the other trustees as soon as practicable or by the time of the next trustee meeting.

11. No trustee shall participate in or materially influence any decision made by the Trust in respect of the payment to or on behalf of that trustee or associated person of any income, benefit or advantage whatsoever.

12. No trustee shall be able to vote on any trust decision involving any payments or benefits to that trustee.

## **G. Amendments to this constitution.**

1. The trustees may from time to time make amendments to this constitution by unanimous vote.

2. No amendments may be made to the general aims of the constitution as outlined above under 'General aims of the Trust', and no amendments may be made which contravene the intentions of these aims.

3. No amendments may be made which contravene the charitable status of the Trust, or imply or lead to profit making activities which are not then placed into the funds for the intended beneficiaries of the Trust.

4. No amendments may be made which lead to illegal acts inadvertently or otherwise.

5. No amendments may be made which cause payments to trustees other than those to which they might be entitled as reasonable expenses while carrying out the general aims of the Trust.

**H. Winding up of the Trust.**

The decision to wind up the trust shall be by means of a unanimous trustee meeting decision. No winding up of the Trust shall proceed before all debts and outstanding matters financial or otherwise have been settled, in order to protect the trustees from any private liability for the Trust's financial affairs. On winding up all assets of any kind are to be realised and distributed to charitable organisations in accordance with New Zealand Government regulations.

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