



NZ COLLEGE
OF SEXUAL &
REPRODUCTIVE
HEALTH

New Zealand Sexual and Reproductive Health Educational Charitable Trust Deed

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This Deed is made the 30th June 2020

Between:

Dr Natalie Renaud

Dr Joanna Lambert

Dr Beth Messenger

Dr Wee Ming Soh

Who are the Board of Trustees (the Board)

Whereas

A The Parties to this Deed wish to establish a charitable trust (the Trust) for the purposes described in clause 3 of this Deed.

B They have agreed to enter into this Deed specifying the purposes of the Trust and providing for its control and governance.

This deed witnesses

1. Name:

The name of the Trust shall be the "NEW ZEALAND SEXUAL AND REPRODUCTIVE HEALTH EDUCATIONAL CHARITABLE TRUST" (the Trust)

2. Office:

The office of the Trust shall be the National Office of Family Planning New Zealand.

3. Purposes:

3.1. The Trustees stand possessed of the Trust fund on trust to pay or apply so much of the capital and income of the Trust fund as the Trustees think fit for or towards any one or more of the following exclusively charitable objects and purposes which are declared to be the objects and purposes of the Trust, namely:

- 3.1.1. To further the education of health practitioners (with current registration in New Zealand) in the scope of SEXUAL AND REPRODUCTIVE HEALTH through the administration of the NEW ZEALAND COLLEGE OF SEXUAL AND REPRODUCTIVE HEALTH;
- 3.1.2. To manage and administer a programme of Advanced training, through the NEW ZEALAND COLLEGE OF SEXUAL AND REPRODUCTIVE HEALTH (the College), leading to Fellowship of the College awarded by the Trust; and to set rules and regulations for the management and administration of a programme of Advanced training through the College to complete Fellowship as the entry requirement to vocational registration in the Medical Council of New Zealand's Family Planning and Reproductive Health scope of practice;
- 3.1.3. To set rules and regulations for the management and administration of a programme of continuing professional development through the College to maintain the requirement of vocational registration in the Medical Council of New Zealand's Family Planning and Reproductive Health scope of practice;
- 3.1.4. To set rules and regulations for the management and administration of membership categories of the College which support the continuing professional development of health practitioners who do not meet the requirements for vocational registration in the Medical Council of New Zealand's Family Planning and Reproductive Health scope of practice, but work in this field.
- 3.1.5. The rules and regulations of all categories of membership are to include criteria for entry and maintenance of membership and provide

mechanisms to suspend or terminate membership in the event of non-compliance with said membership regulations.

3.2. All the objects and purposes of the Trust must be objects and purposes exclusively within New Zealand.

3.3. Notwithstanding anything herein contained or implied no power or reservation expressed or implied herein shall authorise the Trustees to do or suffer any act which does not further the charitable purposes hereof and the declaration of charitable purposes herein shall at all times be paramount so as to exclude any act or omission which is or may be deemed to be not in accordance with such purposes.

4. Members of the Board:

4.1. The name of the Board shall be the "NEW ZEALAND SEXUAL AND REPRODUCTIVE HEALTH EDUCATIONAL CHARITABLE TRUST BOARD".

4.2. Trustees: The Board shall comprise:

4.2.1. The following elected or nominated persons:

4.2.1.1. One Fellow who is a Training Supervisor for advanced training elected in accordance with clause 4.8.2

4.2.1.2. Three or more Fellows elected in accordance with clause 4.8.2

4.2.1.3. One or more Associate member elected in accordance with clause 4.8.2

4.2.1.4. One Trainee (or graduate of no more than 6 months) elected in accordance with clause 4.8.2

4.2.1.5. Consumer representative

4.2.1.6. Up to a maximum of three other persons appointed from time to time by the Board to fulfil the skills required to further the charitable aims of the Trust.

4.3. Number: Acts and proceedings of the Board will be valid notwithstanding that not all of the persons listed in clause 4.2 have been appointed or elected to office, provided that:

4.3.1. the number of Trustees must consist of not less than four (4) and not more than ten (10) Trustees.

4.4. Term of ex-officio, nominated and Board appointed Trustees:

- 4.4.1. Ex-officio Trustees shall hold office for such time as they hold the position which qualifies their status as an ex-officio Trustee;
- 4.4.2. Trustees appointed by the Board shall hold office at the discretion of the Board who may at any time revoke any such appointment and appoint another Trustee to fill the vacancy so occasioned (in accordance with clause 4.8.1), provided that the appointment must be reconfirmed by the Board every three years.

4.5. Term of elected Trustees:

- 4.5.1. Every elected Trustee shall hold office for a term of three years from the date of the election.
- 4.5.2. Subject to clause 4.4.2, any retiring elected Trustee shall be eligible for re-election for a further term of three years.
- 4.5.3. A Trustee who has served two terms (where the period between those two terms was less than two years) shall be eligible for re-election only after serving a stand down period of two years.

4.6. Eligibility and vacation of office: A person will not be eligible to be, appointed or elected as a Trustee, and will cease to hold office as Trustee, if that person:

- 4.6.1. dies;
- 4.6.2. is or becomes an undischarged bankrupt;
- 4.6.3. is or becomes mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992;
- 4.6.4. is or has been convicted of any offence punishable by imprisonment or a criminal offence which in the opinion of the majority of the other Trustees makes his or her position as a Trustee undesirable; or
- 4.6.5. is or becomes prohibited from being a director, general partner or promoter, or from being involved in the management of a company or limited partnership, under the Companies Act 1993, Financial Markets Conduct Act 2013 or other applicable law, and will also cease to hold office as Trustee if that person:
- 4.6.6. has their membership of the Board terminated in accordance with clause 4.4;
- 4.6.7. notifies the Board in writing that she/he wishes to resign from the Board;
- 4.6.8. their term of appointment has expired in accordance with clauses 4.4 and 4.5.

4.7. Termination of trusteeship: The Board may terminate a Trustee's membership of the Board if all the Trustees (with the exception of the Trustee being removed) believe that such action is in the best interests of the Trust and in accordance with these rules.

4.8. Trustee election process:

4.8.1. Board appointments: The appointment or re-appointment of Trustees by the Board must be confirmed in accordance with the voting procedure detailed in Clause 7.6. All Trustees holding office at the time of such vote (other than a Trustee who is the subject of the relevant vote) may participate in this process.

4.8.1.1. Chairperson: The chairperson of the Board will be elected from among its members by the Trustees. The Trustees shall appoint a treasurer and secretary, the secretary will act as the deputy chairperson.

4.8.2. Elections to the Board for positions requiring membership of NZCSRH:

4.8.2.1. Fellows, Associates and Trainees shall be elected in accordance with the following process:

4.8.2.1.1. Nominations will be called and elections will be held every 3 years.

4.8.2.1.2. All Fellows, Associates and current trainees at the time of such election may make nominations and vote (and current Fellows, Associates and Trainees may nominate themselves for election).

4.8.2.1.3. If the number of nominations is greater than the number of places on the Board, voting will be held using a suitable online format and a second vote shall occur in the event of a tied election.

4.9. Qualifications, experience and qualities of Trustees: Current Fellows, Associates and trainees shall consider the following criteria before voting on the election, appointment or re-appointment of a Trustee:

4.9.1. whether the person has sufficient seniority and expertise for the effective operation of the Board's functions;

4.9.2. whether the person has skills and experience that are relevant to the Trust and the functions of the Board;

4.9.3. whether the person has relevant skills and experience that are not possessed by existing members of the Board;

4.9.4. whether the person has standing in the community, or holds other governance or leadership positions, relevant to the functions of the Trust;

4.9.5. whether the person is able to represent the Trust in a professional capacity.

5. Powers:

5.1. General and specific powers: In addition to the powers implied by the general law of New Zealand or contained in the Trustee Act 1956, the powers which the Board may exercise in order to carry out its charitable purposes are as follows:

- 5.1.1. to use the funds of the Trust as the Board thinks necessary or proper in payment of the costs and expenses of the Trust, including the employment of professional advisers, agents, officers and staff as appears necessary or expedient;
- 5.1.2. to carry on any business related to the purpose of the Trust;
- 5.1.3. to invest surplus funds in any way permitted by law for the investment of Trust funds and upon such terms as the Board thinks fit; and
- 5.1.4. to do all things as may from time to time appear necessary or desirable to enable the Board to give effect to and to attain the charitable purposes of the Trust.

5.2. Charitable purpose: The Trustees, in connection with the Trust, will only promote the exclusively charitable objects and purposes of the Trust described in Clause 3.

5.3. Full power and authority: The Trustees will have the same powers as if they were the beneficial owner of the Trust fund. The Trustees powers will not be limited or restricted by any principle of construction or rule of law or statutory power or provision except to the extent that it is obligatory.

5.4. Employment: Under rule 5.1.1 the Board may employ (as employees or as independent contractors or otherwise) as agents, officers and staff persons who are Trustees of the Board at market rates.

5.5. Insurance: The Board shall take out appropriate insurance cover which ensures the liability of Trustees and the Board is limited.

6. Income, Benefit or Advantage to be Applied to Charitable Purposes:

6.1. Application: Any income, benefit or advantage shall be applied to the charitable purposes of the Trust.

6.2. Undue Influence: No Trustee or person associated with a Trustee or the Trust shall derive any income, benefit or advantage from the Trust where

- they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
- 6.2.1. professional services to the Trust rendered in the course of business charged at no greater rate than current market rates; or
 - 6.2.2. interest on money lent at no greater rate than current market rates.

7. Proceedings of the Board:

- 7.1. Meetings: The Board shall meet (either physically or by means of electronic or other media, and the word "present" shall be construed accordingly) every 3 months.
- 7.2. AGM: The Board shall hold an Annual General Meeting each year, within three (3) months of completion of the financial statements.
- 7.3. Chairperson: The chairperson shall preside at all meetings of the Board at which she or he is present. In the absence of the chairperson from any meeting, the Deputy Chair shall preside at that meeting.
- 7.4. Quorum: At any meeting of the Board half the number of Trustees plus one shall form a quorum and no business shall be transacted unless a quorum is present.
- 7.5. Powers: A meeting of Trustees at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Trustees.
- 7.6. Voting: All questions before the Board shall be decided by consensus. However, where a consensus decision cannot be reached on a question, it shall, unless otherwise specified in this Deed, be put as a motion to be decided by a majority of votes. If the voting is tied, the motion shall be lost.
- 7.7. Resolution in Writing: A resolution in writing signed by all the Trustees shall be as effective as a resolution passed at a duly convened meeting of Trustees.
- 7.8. Bank Accounts: The Trustees may open, and operate on, such bank accounts as they think fit. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees from time to time by resolution decide.

8. Sub-Committees:

8.1. The Board may establish sub-committees, in accordance with clause 10, as required to perform the day to day functions of the NEW ZEALAND COLLEGE OF SEXUAL AND REPRODUCTIVE HEALTH, provided that the purpose, functions, delegations and membership of any sub-committee shall be covered by the regulations.

9. Accounts:

9.1. True and fair accounts: The Board shall keep true and fair accounts of all money received and expended.

9.2. Financial year: The Trust's financial year shall be 1 July to 30 June.

10. Power to Delegate:

10.1. Power to delegate: The Board may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person, and the committee or person, as the case may be, may without confirmation by the Board 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.

10.2. Delegate bound: Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust.

10.3. Delegation revocable: Every such delegation shall be revocable at will, and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board.

10.4. Delegate need not be Trustee: It shall not be necessary that any person who is appointed to be a member of any such committee, or to whom any such delegation is made, be a Trustee of the Board.

11. Execution of documents:

Execution: All documents required to be executed by the Trustees of the Board, including deeds, will be deemed to be validly executed and binding if those documents have been signed by two duly authorized Trustees of the Board.

12. Alteration of Rules:

12.1. The Board may by consensus or pursuant to a motion decided by a two thirds majority of votes, by supplemental Deed make alterations or additions to the terms and provisions of this Deed provided that no such alteration or addition shall:

- 12.1.1. take effect unless it is confirmed by resolution of the Board; or
- 12.1.2. detract from the exclusively charitable nature of the Trust or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
- 12.1.3. be made to rules 5 or 12 unless it is first approved in writing by the Department of Inland Revenue.

13. Dispute Resolution:

13.1. Should a dispute arise regarding the interpretation, application or operation of the Deed, for which the Board is unable to obtain a resolution satisfactory to the majority of its Trustees, the Board shall seek mediation.

13.2. The mediator selected shall be independent of the Board and its Trustees and be acceptable to all Trustees of the Board or they will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.

14. Liability of Trustees of the Board:

14.1. Each Trustee or former Trustee is entitled to be indemnified out of the Trust fund against all actions, proceedings, claims, damages, losses, demands, calls, liabilities, costs (including legal costs) and expenses (together called "liabilities") suffered or incurred by that Trustee or former Trustee in connection with the Trust, except to the extent that those liabilities are due to:

- 14.1.1. That Trustee or former Trustee's own dishonesty or lack of good faith; or
- 14.1.2. That Trustee or former Trustee's willful commission or omission of an act known by that Trustee or former Trustee to be a breach of Trust.

- 14.2. Liability of the Trustees or the Board is limited to the assets of the Trust.

15. Winding up of the Trust:

On the winding up of the Trust 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 of a similar nature to the Trust as the Board decides, to be used for exclusively charitable purposes, or, if the Board is unable to make such decision, shall be disposed of in accordance with the directions of the High Court pursuant to section 27 of the Charitable Trusts Act 1957.

IN WITNESS this Deed is duly executed and delivered.

SIGNED by

Dated this day of 2020.

in the presence of:

signature, address and

occupation of witness

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